

**Bylaws
of the
Red Jacket Cycling Team**

**I
Organization**
Revised 01/09/2008

1.1 NAME. The name of the organization is the Red Jacket Cycling Team.

1.2 PLACE OF BUSINESS. The organization shall have its principal place of business in Houghton County, Michigan, and may have such other places of business as the Board of Directors may from time to time determine.

1.3 MISSION STATEMENT. Contribute to the development and enjoyment of competitive road bicycling, mountain biking and cyclocross in the Keweenaw with an emphasis on teamwork, sportsmanship and active living.

1.4 PURPOSE. The purposes of the organization are as follows:

- a. To promote competitive bicycling through the creation of, promotion of and fundraising for a race team for cyclists of the Keweenaw area of Michigan;
- b. To work with area entities to promote healthy, active living in the Keweenaw through all types of activities, including bicycling, both competitive and recreational;
- c. To compete in bicycle races of all types as a team throughout the Upper Peninsula of Michigan, lower Michigan, Wisconsin and beyond;
- d. To develop and maintain a positive cooperative working relationship with all private and public entities that serve the needs of this organization;
- e. To promote and support the evolution of facilities, trails and services that will further enhance the enjoyment of bicycling in our area;
- f. To educate and train our areas youth and adult population about bicycling as a healthy and environmentally sound method of recreation in the Keweenaw and beyond;
- g. To serve as a community resource for information and events related to healthy, active living in the Keweenaw, especially for bicycling, both competitive and recreational;
- h. To plan and operate activities, social events, and races that showcase the roads, pathways and single track trails available to bicyclists in the Keweenaw area of Michigan;
- i. To encourage tourism development related to bicycling events and competitions within the Keweenaw area of Michigan;
- j. To maintain high quality, safe, and affordable attributes in all items produced by the organization and in all facilities, programs, activities or events that the organization sponsors or in which it participates;
- k. To receive, acquire and hold gifts, donations and legacies;
- l. To receive and maintain funds as well as to utilize these funds from time to time to supplement the cost of racing/training gear for team members, to offset race and travel costs, and/or for charitable or educational purposes associated with bicycling; and

m. To do such things and to perform such acts to accomplish its purpose as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the code, with all the power conferred on nonprofit corporations under the laws of the State of Michigan.

1.5 NONPROFIT OPERATIONS. The organization shall be operated exclusively for religious, charitable, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Code as a nonprofit corporation. No director of the organization shall have any title to or interest in the organization's property or earnings in his or her individual or private capacity and no part of the net earnings of the organization shall inure to the benefit of any trustee, director, officer or any private shareholder or individual. No substantial part of the activities of the organization shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the organization participate in or intervene in any political campaign on behalf (or in opposition to) any candidate for public office.

a. The organization shall work towards meeting the requirements and submitting the necessary paperwork for being acknowledged by the State of Michigan as a non-profit corporation. At that time, these bylaws are to be modified as appropriate.

II MEMBERS

2.1 MEMBERSHIP. Membership shall be limited to full or part-time residents of Keweenaw and Houghton counties aged 18 or older who are committed to competitive cycling. Members shall compete in a minimum of 8 races, road or mountain, over the course of the season. Member shall also contribute 20 hours of community service including but not limited to trail work, cycling-related outreach programs or volunteering a community events. Any person meeting the aforementioned conditions who pays an annual membership fee determined by the Board of Directors and meets any participation and/or team equipment requirements determined by the Board of Directors shall be considered a member in good standing. From time to time, the Executive Committee may establish other categories of membership.

2.2 ANNUAL METING. The annual meeting of members shall be held at a time and place to be set by the Board of Directors. Written notice of the annual meeting shall be served upon the membership not less than thirty (30) days prior to the annual meeting.

2.3 NOTICE OF MEETINGS. The Secretary will serve notice of the annual meeting of the members to be given in a manner prescribed by the Board of Directors not less than thirty (30) and not more than fifty (50) days prior to the annual meeting. If mailed, the notice of a meeting shall be deemed to be given when deposited in the United States mail, addressed to the member at his/her address as it appears in the records of the organization, with postage thereon prepaid. Notice of the annual meeting may also be delivered personally, by electronic mail or by facsimile in the same time frame.

2.4 QUORUM. Fifty percent of the membership entitled to vote, represented in person or by proxy shall constitute a quorum of a meeting of the members. Members present in

person or by proxy, at such meetings may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum. Whether or not a quorum is present, the meeting may be adjourned by a vote of the members present.

2.5 PROXIES. At any meeting of members, a member who is entitled to vote may vote by proxy executed in writing by the member or his/her duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

2.6 VOTING BY MAIL. Where Directors or officers are to be elected by members or any class or classes of members, such election may be conducted by mail, or in such a manner, as the Board of Directors shall determine.

2.7 VOTING. Members that are registered as individual Red Jacket Cycling Team members, and are in good standing (have paid their membership dues and meet all other current membership requirements) are eligible to cast one vote in General Membership matters.

III BOARD OF DIRECTORS

3.1 BOARD OF DIRECTORS. A Board of Directors shall manage the business and affairs of the Council. The number of the Board of Directors shall be no more than eight (8) and not less than four (4), to be determined from time to time by the majority vote of members at an annual meeting of members. Directors shall be elected or appointed for a term of two (2) years; provided, however, that any Director may serve only three (3) consecutive two-year terms, after which that Director must leave the Board for at least one year. Initial terms shall be staggered so that 1/2 of the terms expire after 1 year and 1/2 after 2 years. In addition, the elected Board of Directors shall have the authority to appoint to the Board of Directors by majority vote, a minimum of one (1) person and up to a maximum of three (3) people from any major team committee (as determined by the Directors), not to exceed 67% of the total voting Board of Directors.

3.2 REMOVAL. Any Director may be removed from office with cause at any annual meeting of the Members by the affirmative vote of two-thirds (2/3) of the members present, providing quorum is present. Causes may include but are not limited to nonattendance at Board meetings, inability to complete Board business or the general lack of communication and cooperation in our obligation to the Red Jacket Cycling Team and our community of bicyclist constituents. Prior to this removal vote, the Director in question will be addressed by the Board of Directors or members present and the actions or non-actions in question will be addressed directly to that individual. Said individual will then be given an opportunity to speak to the concerns and notify the Board and members of their will and intent concerning these matters. A vote of confidence or no-confidence will then be taken by the membership present.

3.3 VACANCIES. Vacancies occurring in the Board of Directors by reason of death,

resignation, removal or other inability to serve shall be filled by affirmative vote of a majority of the remaining Directors although less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall serve for the unexpired portion in the term. The Nominating Committee shall submit to the Board of Directors a recommendation candidate to fill any vacancy occurring between annual meetings of the membership. This shall be done within 50 days of the resignation. Any Director may resign by submitting written notice of resignation to the Secretary.

3.4 ANNUAL MEETING. The annual meeting of the Board of Directors shall be held following the annual meeting of the members. At the annual meeting, the Board of Directors shall elect officers and consider such other business as may properly be brought before the meeting. If less than a quorum of the Directors appears for an annual meeting of the Board of Directors, the holding of such annual meeting shall not be required and matters which might have been taken up at the annual meeting may be taken up at any later regular, special, or annual meeting or by consent resolution.

3.5 REGULAR AND SPECIAL MEETINGS. Regular and special meetings of the Board of Directors may be held at such times and places as the Directors may from time to time, determine at a prior meeting or as shall be directed or approved by the vote or written consent of all the Directors. Special meetings of the Board of Directors may be called by the President or by the Secretary, and shall be called by the President or Secretary upon the written request of any two (2) Directors. Special meetings of the Board of Directors may be called by or at the request of the President or twenty (20%) of the Board of Directors. The person or persons authorized to call special meetings of the Board may fix the time and place for a special meeting of the Board. Each member of the Board shall attend at least five (5) meetings of the Board each year. A Director who fails to attend at least five (5) meetings of the Board per year will, without further action or vote, forfeit his or her directorship and a vacancy will be declared.

3.6 QUORUM AND VOTING REQUIREMENTS. A majority of the Directors then in office and a majority of any committee appointed by the Board constitute a quorum for the transaction of business. The vote of a majority of the Directors or committee members present at any meeting at which there is a quorum shall be the acts of the Board or the committee, except as a larger vote may be required by the laws of the State of Michigan, these bylaws. Member of the Board or of a committee may participate in a meeting by conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear one another. Participating in a meeting in this manner constitutes presence in person at the meeting. Voting by electronic mail will be permitted by the Board in situations where timely action precludes action at the next regularly scheduled meeting. In this instance Board members must send their vote to all Board members and must reply within a two (2) day window of opportunity.

3.7 NOMINATIONS. The Board of Directors shall appoint a nominating committee before the annual meeting of Members, consisting of three (3) members of the Board of Directors not seeking reelection. This committee shall nominate candidates to fill the

positions on the Board of Directors. Nominations from any member will also be accepted at the annual meeting.

3.8 NOTICE OF MEETINGS OF THE BOARD OF DIRECTORS. Written notice of the time and place of all meetings of the Board shall be given to each Director at least three (3) weeks before the date of the meeting, either personally, electronic mail or by facsimile or by mailing such notice to each Director at the address designated by the Director for such purposes, or if none is designated, at the Director's last known address. Notices of special meetings shall clearly state the purpose or purposes of the meeting, and no business may be conducted at a special meeting except the business specified in the notice of the meeting. Notice of any meeting of the Board may be waived in writing before or after the meeting.

3.9 ACTION WITHOUT A MEETING. Any action required or permitted at any meeting of the Board of Directors or a community thereof may be taken without a meeting without prior notice and without a vote, if all of the Directors or community members entitled to vote thereon consent in writing. Said written consents shall be filed with the minutes of proceedings and shall have the same affect as a vote for all purposes.

3.10 POWERS OF THE BOARD OF DIRECTORS. The Board of Directors shall have charge, control and management of the business, property, personnel, affairs and funds of the organization and shall have the power and authority to do and perform all acts and functions permitted for an organization described in Section 501(c)(3) of the Code not inconsistent with the bylaws and articles of incorporation or the laws of State of Michigan. In addition to and not in limitation of all powers, expressed or implied, now or hereafter conferred upon of trustees of nonprofit corporations, and in addition to Section 1.3, the Board of Directors shall have the power to borrow or raise money for corporate purposes, to issue bonds, notes or debentures, to secure such obligations by mortgage or other lien upon any and all property of the organization ,whether at the time owned or thereafter acquired, and to guarantee the debt of any affiliated or subsidiary corporation or other entity, whenever the same shall be in the best interest of the organization and in furtherance of its purposes.

3.11 COMPENSATION. Directors shall receive no compensation for their services on the Board of Directors. The proceeding shall not, however, prevent the corporation from purchasing insurance as provided in Section 5.1 nor shall it prevent the Board of Directors from providing the reasonable compensation to a Director for services which are beyond the scope or his or her duties as Director or from reimbursing any Director for expenses actually and necessarily incurred in the performance of his or her duties as a Director.

3.12 EXECUTION OF CONVEYANCES, MORTGAGES AND CONTRACTS. The Board of Directors may in any instance designate one or more officers, agents or employees to execute any contract, conveyance, a mortgage or other instrument on behalf of the organization, as such authority may be general of confined to specific transactions. The Board of Directors may also ratify any execution. When the execution of any

instrument has been authorized without specifying the executing officers or agents, the President or any Vice President and the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer may execute such instrument on behalf of the corporation.

IV OFFICERS

4.1 OFFICERS. The officers shall be a President, Vice President, Secretary, Treasurer, and up to two Directors. The number of the Board of Directors shall be no more than eight (8) and not less than four (4), to be determined from time to time by the majority vote of members at an annual meeting of members. Each officer will have the power to cast one vote on all matters pertaining to the Red Jacket Cycling Team and with that vote act on behalf of the membership they represent. All officers must be members in good standing of the Red Jacket Cycling Team.

4.2 ELECTION AND TERMS OF OFFICE. All officers shall be elected for a term of two (2) years (or until their successors have been elected) by the Board of Directors at its annual meeting. No person may execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or by these bylaws to be executed, acknowledged or verified by two (2) or more officers.

4.3 REMOVAL. Any officer may be removed with cause by a vote of a majority of the Directors then in office at any regular or special meeting of the Board of Directors. Prior to this removal vote, the Director in question will be addressed by the Board of Directors and the actions or non-actions in question will be addressed directly to that individual. Said individual will then be given an opportunity to speak to the concerns and notify the Board of their will and intent concerning these matters. The vote by the Board will then be taken. A two thirds (2/3) majority of the Board will be needed to remove the Director from their dually elected or appointed position.

4.4 VACANCIES. In the event of death, resignation, removal or other inability to serve of any officer, the Board of Directors shall elect a successor who shall serve until the expiration of the normal term of such officer or until his or her successor shall be elected. Any officer may resign at any time by giving a written notice to this organization. The resignation shall take effect on the date of the receipt of such notice or at any latter time specified by the notice, and unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the right, if any, of the organization under any contract to which the officer is party.

4.5 PRESIDENT. The President shall be the chief executive officer of the organization, and, as such, under the direction of the Board of Directors shall have the power, on behalf of the Board of Directors, to perform all acts, execute and deliver all documents, and take steps that the President may deem necessary or desirable in order to effectuate the actions and policies of the Board. In addition to the above, the President will provide the leadership for all Board meetings and work cooperatively with the other Board members

in the development of the agenda items to be discussed in a timely manner which promotes openness and cooperation amongst the Board of Directors.

4.6 VICE PRESIDENT. The Vice President will have such duties as determined from time to time by the Board of Directors or the President, including the primary responsibility for team sponsorship recruiting and liaison. The Vice President shall perform the duties of the President in the President's absence.

4.7 SECRETARY. The Secretary will send or cause them to be sent all required notices of the meetings of the Board of Directors, and all meetings of the Members, and shall receive and attend to all correspondence of the Board of Directors, shall have custody of all documents belonging to the organization (except as otherwise provided by these bylaws) and of the organization's seal (if any), and shall perform such other duties as usually pertain to the office or as shall be determined from time to time by the Board of Directors. In addition to the above items, the Secretary will also be the person responsible for taking the minutes of the meetings and be the person to transcribe those notes into a form to be posted upon the Red Jacket Cycling Team website in a timely fashion. The Secretary shall also send a copy of the minutes to each Board Member within thirty (30) days of the meeting for their reading and appraisal.

4.8 TREASURER. The treasurer shall have the charge of the funds of the organization, except for such funds as the Board of Directors may designate; shall see that an accounting system is maintained which will give a true and accurate accounting of the financial transactions of the organization; and shall render reports from time to time as requested by the Board of Directors of his or her activities and the financial condition of the organization in addition to quarterly reports. All funds received by the Treasurer shall immediately be deposited in a depository designated by the Board of Directors.

V

INDEMNIFICATION

5.1 OFFICERS AND DIRECTORS. Each person who is or was a trustee, director, officer, member or member of a committee of the organization and each person who serves or has served at the request of the organization, as a trustee, director, officer, partner, employee or agent of any corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the organization to the fullest extent permitted by the corporation laws of the State of Michigan as they may be in effect from time to time. The organization may purchase and maintain insurance on behalf of any such person against liability asserted against and incurred by such person in any such capacity or arising out of his or her status as such, whether or not the organization would have the power to indemnify such person against such liability under the preceding sentence. The organization may, to the extent authorized from time to time by the Board, grant rights to indemnification to any employee or agent of the organization to the fullest extent provided under the laws of the State of Michigan as they may effect from time to time.

5.2 VOLUNTEERS. The organization assumes the liability for all acts or omissions of a

non-director volunteer, provided that:

1. The volunteer was acting or responsibly believed he or she was acting within the scope of his or her authority;
2. The volunteer was acting in good faith;
3. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
4. The volunteer's conduct was not an intention tort; and
5. The volunteer's conduct was not a tort arising out of ownership, maintenance or use of a motor vehicle as described in Section 209(e)(v) of the Michigan Nonprofit Corporation Act.

VI MISCELANEOUS

6.1 OTHER COMMITTEES. Other additional committees may be designated by Board resolution and adopted by the Board of Directors present at a meeting at which a quorum is present. The said committee shall consist of at least one (1) Board member. The committee shall keep regular minutes of their proceedings and report the same from time to time as the Board requires. They shall meet at the times and places designated by the committee chairperson.

6.2 HONORARY ADVISORS. The Board of Directors may elect from time to time one or more honorary advisors of the organization whose charter, demonstrated leadership, and distinguished public service serve as an inspiration to the Board of Directors and Members of the organization. An honorary advisor shall have such powers, with the exception of voting, and perform such duties as may be designated to him or her by the Board of Directors.

6.3 CERTIFIED PUBLIC ACCOUNTANT. The Board of Directors may from time to time appoint a certified public accountant and /or firm of certified public accountants to provide audited financial statements every year in which an audit is required by the State of Michigan.

6.4 COUNSEL AND AGENTS. The Board of Directors from time to time may appoint a legal counsel or other agents as deemed appropriate.

6.5 FISCAL YEAR. The fiscal year of the organization shall be the calendar year.

6.6 AMENDMENTS TO BYLAWS. These bylaws may be revised, amended or repealed in whole or in part. Proposed changes to the bylaws must be submitted in writing to the Board of Directors at least one (1) month in advance of the annual meeting of the Members or any special meeting of the Members called for such purposes. The vote of two-thirds (2/3) of the Members of the legal quorum shall be required to amend the bylaws of the organization. No action or amendments shall be taken which in any way adversely effects the organization's qualifications as a tax-exempt organization under

Section 501(c)(3) of the Internal Revenue Code at such a time that the organization is recognized as a non-profit corporation as it now exists or may hereafter be amended.

6.8 DISSOLUTION AND DISPOSITION OF THE ORGANIZATION'S ASSETS.

Upon the dissolution of the organization and after all payment or the provision of payment of all the liabilities of the organization, the Board of Directors shall dispose of all the assets of the organization to an organization that is qualified as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (as it may be amended) or if it is then not tax exempt exclusively for the purposes of the organization to organizations that are then qualified as tax exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (as it may be amended). Any assets not disposed of shall be disposed of by a court of competent jurisdiction in the country in which the principal office of the organization is then located.