

**BYLAWS  
OF  
BOULDER MOUNTAINBIKE ALLIANCE  
(a Colorado Nonprofit Corporation)**

**ARTICLE I.  
Mission**

1. **Mission.** The Boulder Mountainbike Alliance (the “Corporation”) exists to serve as a positive voice for mountain biking by making the trails in Boulder County a better place for all users.

**ARTICLE II.  
Offices**

1. **Mailing Address and Business Offices.** The mailing address of the Corporation in the State of Colorado shall be Post Office Box 4954, Boulder, Colorado 80306-4954. The Corporation may have such offices, either within or without the State of Colorado, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

2. **Registered Office.** The Corporation shall have and continuously maintain in the State of Colorado a registered office, and a registered agent whose office is identical with such registered office, as required by the Colorado Revised Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office if the principal office is in the State of Colorado. The address of the registered office may be changed from time to time by the Corporation as long as the proper filings are made with the Secretary of State of Colorado.

**ARTICLE III.  
Members**

1. **Classes of Members.** The Corporation shall have two classes of members: Individual members, and Business members. Only individual persons are eligible for Individual memberships. Business memberships are reserved for corporations, limited liability companies, partnership and any other legal entity. Except as otherwise noted herein, all members shall have the same rights and obligations.

2. **Admission of Members.** Any individual or entity dedicated to the purposes of the Corporation shall be eligible for membership upon completion of the Corporation’s membership application, and payment of required fees and dues. The membership period shall be one calendar year from the date dues are paid.

3. **Voting Rights.** Individual members shall be the only members entitled to vote on a matter submitted to a vote of the members. Each Individual member shall be entitled to one vote.

**BYLAWS OF BOULDER MOUNTAINBIKE ALLIANCE**  
(a Colorado Nonprofit Corporation)

---

4. **Lapse of Membership and Reinstatement.** Members who were previously in good standing, but whose membership period has lapsed, may renew their membership by paying the appropriate fees and dues.

5. **Termination of Membership.** The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may terminate a member for cause. All of the affected member's rights and privileges are suspended immediately upon the Board's vote to terminate membership.

At least 15 days before the termination date, the Board shall mail the affected member a written notice of the termination, which state the reasons for termination of the membership. The notice shall inform the affected member of the opportunity to be heard, orally or in writing, at a meeting scheduled not less than five days before the termination's effective date. If the affected member chooses to be heard, the Board's designated representatives shall consider the member's statements, and determine whether to implement the termination. Upon termination, the Treasurer shall refund a portion of the affected member's dues prorated for the remainder of the current membership period. Terminated members shall not be readmitted to membership except by the process described in paragraph 7 of this Article.

6. **Resignation.** Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

7. **Reinstatement.** Upon written request signed by a previously terminated member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate the member to membership upon payment of the applicable dues and fees, and such other terms as the Board of Directors may deem appropriate.

8. **Transfer of Membership.** Membership in the Corporation is not transferable or assignable.

**ARTICLE IV.**  
**Meetings of Members**

1. **Annual and Regular Meetings.** An annual meeting of the members shall be held at least once every calendar year, between May 1 and October 30, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Colorado, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be. Regular meetings of members may be held at such times and dates as may be fixed in accordance with a resolution of the Board of Directors.

2. **Special Meetings.** Special meetings of the members may be called by the Board of Directors or persons authorized herein or by resolution of the Board of Directors to call such a meeting or by written demands for the meeting, stating the purpose or purposes for which it is to

**BYLAWS OF BOULDER MOUNTAINBIKE ALLIANCE**  
(a Colorado Nonprofit Corporation)

---

be held, signed and dated by members holding not less than one-tenth of all the votes entitled to be cast on the issue to be proposed to be considered at the meeting.

3. **Place of Meeting.** The Board of Directors may designate any place, either within or without the State of Colorado, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Corporation in the State of Colorado; but if all of the members shall meet at any time and place, either within or without the State of Colorado, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

4. **Record Date.** The record date by which the Corporation may determine which members are entitled to notice and to vote may be set by the Board of Directors but may not be more than seventy days before the meeting or action requiring a determination of members.

5. **Notice of Meetings.** Written notice stating the place, date and time of any meeting of members shall be delivered, either personally or by postal or electronic mail, to each member entitled to vote at such meeting, not less than ten or more than sixty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the Officers or persons calling the meeting. Notice of an annual or regular meeting shall include a description of any matter or matters to be considered at such meeting if such matter or matters must be approved by members. In case of notice of a special meeting, the notice shall include the purpose or purposes for which the meeting is called. When giving notice of an annual, regular, or special meeting of members, the Corporation shall give notice of a matter a member intends to raise at the meeting if:

- A. the Corporation is requested in writing to do so by a person entitled to call a special meeting, and
- B. the request is received by the Secretary or President at least ten days before the Corporation gives notice of the meeting.

Written notice from the Corporation to its members is effective at the earliest of:

- A. the date received;
- B. five days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed; or
- C. the date shown on the return receipt, if marked by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

6. **Informal Action by Members.** Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof, provided, however, such consents must be received by the Corporation within sixty days after the date the earliest dated

**BYLAWS OF BOULDER MOUNTAINBIKE ALLIANCE**  
(a Colorado Nonprofit Corporation)

---

writing describing and consenting to the action is received by the Corporation, and such consents must not have been revoked. All consents must be filed with the minutes of the meetings of the members.

7. **Quorum.** The lesser of 25 Individual members or ten percent of the Individual members shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice.

8. **Proxies.** At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member or by his 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.

9. **Manner of Acting.** A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by a proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater portion is required by law or by these Bylaws.

10. **Action by Written Ballot.** A vote on any action that may be taken at an annual, regular or special meeting of members may be taken without a meeting if the Corporation delivers a written ballot to every member entitled to vote on the matter which sets forth each proposed action and provides an opportunity to vote for or against each proposed action. All solicitations for votes by written ballot shall indicate the number of responses needed to meet quorum requirements, state the percentage of approvals necessary to approve each matter other than election of Directors, specify the time by which the ballot must be received by the Corporation in order to be counted, and be accompanied by written information regarding the matter to be voted upon. Approval by written ballot shall be valid when the number of votes cast by ballot equals or exceeds the quorum required at a meeting authorizing the action and the number of approvals equals or exceeds the number required to approve the matter at a meeting.

11. **Conduct of Meetings.** Any dispute regarding the conduct of members' meetings shall be resolved by reference to Robert's Rules of Order.

**ARTICLE V.**  
**Board of Directors**

1. **General Powers.** The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Colorado or members of the Corporation, but they shall be natural persons who are at least eighteen years of age.

2. **Number, Tenure, and Qualifications.** The number of Directors shall be fixed by resolution of the Board of Directors and shall be between 5 and 20. Each Director shall hold office for two years, until the annual meeting of the member's expiration year, and until his or her successor shall have been elected and qualified. To maintain continuity and experience on the Board, one-half of the Directors shall be elected at each annual meeting.

Rev. 10/26/10

**BYLAWS OF BOULDER MOUNTAINBIKE ALLIANCE**  
(a Colorado Nonprofit Corporation)

---

3. **Removal.** Directors may be removed, with or without cause, by the Individual members. A Director may be removed only if the number of votes cast to remove the Director would be sufficient to elect the Director at a meeting called for the purpose of electing Directors.
4. **Regular Meetings.** A regular annual meeting of the Board of Directors shall be held without notice other than this Bylaw, immediately after, and at the same place as, the annual meeting of members. The Board of Directors will endeavor to hold other regular meetings monthly. The Board of Directors may provide by resolution the time and place, either within or without the State of Colorado, for the holding of additional regular meetings of the Board without other notice than such resolution.
5. **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Colorado, as the place for holding any special meeting of the Board called by them.
6. **Notice of Meetings.** Notice of each meeting of Directors, whether regular or special, shall be given to each Director. If such notice is given either by personally delivering written notice to a Director or by personally telephoning such Director, it shall be so given at least two days prior to the meeting. If such notice is given either by depositing a written notice in the United States mail with postage prepaid, or by transmitting a message through electronic mail, in all cases directed to such Director at his residence or place of business, it shall be so given at least four days prior to the meeting. The notice of all meetings shall state the place, date and hour thereof, but need not, unless otherwise required by statute, state the purpose or purposes thereof.
7. **Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.
8. **Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.
9. **Vacancies.** Any vacancy occurring in the Board of Directors including any vacancy resulting from an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors or by the voting members. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.
10. **Compensation.** Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in some other capacity and receiving compensation .

**BYLAWS OF BOULDER MOUNTAINBIKE ALLIANCE**  
(a Colorado Nonprofit Corporation)

---

11. **Informal Action by Directors.** Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if: each and every Director in writing either:

- A. votes for such action; or
- B. votes against such action or abstains from voting; and waives the right to demand that action not be taken without a meeting.

Action is taken under this Section only if the affirmative vote for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Directors then in office were present and voted.

12. **Public Statements by Directors.** From time to time, the Directors may desire to make public statements on issues that relate to the Corporation's purposes, and which are of such a time-sensitive nature that it is not practicable to schedule a meeting of the Directors to address the issues. Any Director may prepare and circulate a draft statement of the Corporation's position by electronic mail, or other means of communication, for review and comment amongst the Board members. No Director shall publish or otherwise publicly release such a statement until at least a majority of the Directors have indicated their agreement with the contents of the statement. At its next meeting, the Board of Directors shall by resolution either affirm the statement made public, or take such action as they deem appropriate to disavow the statement, and note such actions in the minutes.

13. **Meetings by Telephone.** Members of the Board of Directors or any committee designated thereby may hold or participate in a meeting of the Board of Directors or such committee by means of conference telephone or similar communications equipment provided that all such persons so participating in such meeting can hear each other at the same time.

14. **Conduct of Meetings.** Any dispute regarding the conduct of members' meetings shall be resolved by reference to Robert's Rules of Order.

15. **Absence Considered Resignation.** Absence from three consecutive meetings of the Board of Directors without a valid cause in the sole discretion of the Board of Directors shall be considered a resignation constituting a vacancy to be filled by the Board.

**ARTICLE VI.**  
**Officers**

1. **Officers.** The Officers of the Corporation shall be a President, a Secretary, a Treasurer, and such other Officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other Officers, including one or more Vice Presidents, Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such Officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person except that the same person shall not hold both the President and Treasurer positions. The Officers must be natural persons who are at least eighteen years of age.

**BYLAWS OF BOULDER MOUNTAINBIKE ALLIANCE**  
(a Colorado Nonprofit Corporation)

---

2. **Election and Term of Office.** The Officers of the Corporation shall be elected annually by the Board of Directors at the next regular meeting of the Board of Directors following the annual meeting of the Board of Directors. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified.
3. **Removal.** Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors at any time with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.
4. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.
5. **President.** The President shall be the principal executive Officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper Officer of the Corporation, contracts or other instruments which the Board of Directors has authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other Officer or agent of the Corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.
6. **Vice President.** In the absence of the President or in event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.
7. **Treasurer.** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article X of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.
8. **Secretary.** The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation

**BYLAWS OF BOULDER MOUNTAINBIKE ALLIANCE**  
(a Colorado Nonprofit Corporation)

---

under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post-office address of each member which shall be furnished to the Secretary by such member and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

9. **Assistant Treasurers and Assistant Secretaries.** If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

**ARTICLE VII.**  
**Committees**

1. **Committees of Directors.** The Board of Directors, may create one or more committees of the board and appoint one or more Directors to serve on them, by vote of a majority of all Directors in office, which committees shall have and exercise the authority of the Board of Directors in the management of the Corporation, except that no such committee shall have the authority of the Board of Directors in reference to authorizing distributions, approving or proposing to members action requiring member approval, electing, appointing or removing any Director, amending Articles of Incorporation, amending, altering or repealing the Bylaws; approving a plan of merger not requiring member approval, or approving a sale, lease exchange or other distribution of all, or substantially all of the Corporation's property, with or without goodwill, otherwise than in the usual and regular course of business subject to approval by members.

2. **Other Committees.** The Corporation may have other committees similarly appointed which shall not have the authority of the Board of Directors in the management of the Corporation.

3. **Term of Office.** Committee members shall be appointed annually by the Board of Directors at the next regular meeting of the Board of Directors following the annual meeting of the members of the Corporation. Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

4. **Chairman.** One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

5. **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

6. **Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.



**BYLAWS OF BOULDER MOUNTAINBIKE ALLIANCE**  
(a Colorado Nonprofit Corporation)

---

7. **Rules.** The same rules described herein regarding meetings, action without meeting, notice, waiver of notice and quorum and voting requirements of the Board of Directors similarly apply to the committees of the board and their members.

**ARTICLE VIII.**  
**Standards of Conduct for Officers and Directors**

1. **Discharge of Duties.** Each Director shall discharge the Director's duties as a Director, including the Director's duties as a member of a committee of the board, and each Officer with discretionary authority shall discharge the Officer's duties under that authority:

- A. in good faith;
- B. with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- C. in a manner the Director or Officer reasonably believes to be in the best interests of the Corporation.

2. **Reasonable Reliance.** A Director or Officer may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- A. one or more Officers or employees of the Corporation whom the Director or Officer reasonably believes to be reliable and competent in the matters presented;
- B. legal counsel, a public accountant, or other person as to matters the Director or Officer reasonably believes are within such person's professional or expert competence; or
- C. in the case of a Director, a committee of the board of Directors of which the Director is not a member if the Director reasonably believes the committee merits confidence.

3. **Director Not Acting in Good Faith.** A Director or Officer is not acting in good faith if the Director or Officer has knowledge concerning the matter in question that makes reliance otherwise permitted by the above unwarranted. A Director or Officer is not liable as such to the Corporation or its members for any action taken or omitted as a Director or Officer, if, in connection with such action or omission, the Director or Officer performed the duties of the position in compliance with this Article.

**ARTICLE IX.**  
**Indemnification**

1. **Indemnification.** To the extent permitted or required by the Act (as defined below) and any other applicable law, if any Director or Officer (as defined below) of the Corporation is made a party to or is involved in (for example as a witness) any proceeding (as defined below) because such person is or was a Director or Officer of the Corporation, the Corporation shall

**BYLAWS OF BOULDER MOUNTAINBIKE ALLIANCE**  
(a Colorado Nonprofit Corporation)

---

- A. shall indemnify such person from and against any judgments, penalties, fines (including but not limited to ERISA excise taxes), amounts paid in settlement and reasonable expenses (including but not limited to expenses of investigation and preparation, and fees and disbursements of counsel, accountants or other experts) incurred by such person in such proceeding, and
- B. advance to such person expenses incurred in such proceeding.

The Corporation may in its discretion (but is not obligated in any way to) indemnify and advance expenses to an employee or agent of the Corporation to the same extent as to a Director or Officer.

The foregoing provisions for indemnification and advancement of expenses are not exclusive, and the Corporation may at its discretion provide for indemnification or advancement of expenses in a resolution of its members or Directors, in a contract, or in its Articles of Incorporation.

Any repeal or modification of the foregoing provisions of this article for indemnification or advancement of expenses shall not affect adversely any right or protection stated in such provisions with respect to any act or omission occurring prior to the time of such repeal or modification. If any provision of this article or any part thereof shall be held to be prohibited by or invalid under applicable law, such provision or part thereof shall be deemed amended to accomplish the objectives of the provision or part thereof as originally written to the fullest extent permitted by law, and all other provisions or parts shall remain in full force and effect.

2. **Definitions.** As used in this article, the following terms have the following meanings:

- A. **Act.** The term “Act” means the Colorado Revised Nonprofit Corporation Act as it exists on the date this Article is adopted, and as the Colorado Revised Nonprofit Corporation Act may be thereafter amended from time to time. In the case of any amendment of the Colorado Revised Nonprofit Corporation Act after the date of adoption of this article, when used with reference to an act or omission occurring prior to effectiveness of such amendment, the term “Act” shall include such amendment only to the extent that the amendment permits a corporation to provide broader indemnification rights than the Colorado Revised Nonprofit Corporation Act permitted prior to the amendment.
- B. **Director or Officer.** The term “Director” or “Officer” means:
  - (i) a Director or Officer of the Corporation and
  - (ii) while an individual is a Director or Officer of the Corporation, the individual’s serving at the Corporation’s request as a Director, Officer, partner, member, manager, trustee, employee, fiduciary, or agent of another domestic or foreign corporation, nonprofit corporation, or other person or of an employee benefit plan, and

**BYLAWS OF BOULDER MOUNTAINBIKE ALLIANCE**  
(a Colorado Nonprofit Corporation)

---

- (iii) any other position (not with the Corporation itself) in which a Director or Officer of the Corporation is serving at the request of the Corporation and for which indemnification by the Corporation is permitted by the Act.
- C. **Proceeding.** The term “proceeding” means any threatened, pending or completed action, suit, or proceeding whether civil, criminal, administrative or investigative, and whether formal or informal.
- D. **Code.** The term “Code” means the Internal Revenue Code of 1986, as amended from time to time.

**ARTICLE X.**  
**Contracts, Checks, Deposits, Gifts and Proxies**

1. **Contracts.** The Board of Directors may authorize any Officer or Officers, agent or agents of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.
2. **Checks, Drafts, Etc.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Corporation.
3. **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.
4. **Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.
5. **Proxies.** Unless otherwise provided by resolution adopted by the Board of Directors, the President or any Vice President may from time to time appoint one or more agents or attorneys in fact of the Corporation, in the name and on behalf of the Corporation, to cast the votes which the Corporation may be entitled to cast as the holder of stock or other securities in any other corporation, association or other entity any of whose stock or other securities may be held by the Corporation, at meetings of the holders of the stock or other securities of such other corporation, association or other entity, or to consent in writing, in the name of the Corporation as such holder, to any action by such other corporation, association or other entity, and may instruct the person or persons so appointed as to the manner of casting such votes or giving such consent, and may execute or cause to be executed in the name and on behalf of the Corporation and under its corporate seal, or otherwise, all such written proxies or other instruments as he may deem necessary or proper in the premises.

**BYLAWS OF BOULDER MOUNTAINBIKE ALLIANCE**  
(a Colorado Nonprofit Corporation)

---

**ARTICLE XI.**  
**Certificates of Membership**

1. **Certificates of Membership.** The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.

2. **Issuance of Certificates.** When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his name and delivered to him by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this Article XI.

**ARTICLE XII.**  
**Books and Records**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members. All books and records of the Corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

**ARTICLE XIII.**  
**Dues**

1. **Annual Dues.** The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Corporation by members of each class.

2. **Payment of Dues.** Dues of a new member shall be effective for one calendar year from the date paid.

**ARTICLE XIV.**  
**Corporate Seal**

The corporate seal shall be in such form as shall be approved by resolution of the Board of Directors. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. The impression of the seal may be made and attested by either the Secretary or an Assistant Secretary for the authentication of contracts or other papers requiring the seal.

**BYLAWS OF BOULDER MOUNTAINBIKE ALLIANCE**  
(a Colorado Nonprofit Corporation)

---

**ARTICLE XV.**  
**Waiver of Notice**

Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof may be granted in the following manner by members and Directors, respectively:

1. **Members.** A member may waive any notice required to be given to such member by the Act or these Bylaws:

- A. whether before or after the date or time stated in the notice as the date or time when any action will occur, by delivering a written waiver to the Corporation which is signed by the member entitled to the notice for inclusion in the minutes, but such delivery and filing shall not be conditions of the effectiveness of the waiver; or
- B. by a member's attendance at the meeting whereby such member waives objection to lack of notice or defective notice, unless the member at the beginning of the meeting objects to the holding thereof or transacting business at the meeting because of lack of notice or defective notice, and waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

2. **Directors.** Waiver of notice by a Director may be made as in paragraph 1 except under subsection B the Director must not only object to holding the meeting but must also not vote for or assent to action taken at the meeting. Further, even if a Director attends or participates in a meeting, the Director does not waive any required notice if special notice was required of a particular purpose and the Director objects to transacting business with respect to the purpose for which such special notice was required and does not thereafter vote for or assent to action taken at the meeting with respect to such purpose.

**ARTICLE XVI.**  
**Amendments to Bylaws**

The Board of Directors may amend these Bylaws at any time to add, change, or delete a provision, unless the Act or the Corporation's Articles of Incorporation reserve such power exclusively to the members in whole or in part; or such amendment would fix a lesser or greater requirement or a greater voting requirement for members, or would result in a change of the rights, privileges, preferences, restrictions, or conditions of the membership class as to voting, dissolution, redemption, or transfer by changing those rights with respect to another class. Individual members may amend the Bylaws even though the Bylaws may also be amended by the Board of Directors, and in either case, the Directors or Individual members representing at least ten percent of all the votes entitled to be cast on the amendment may propose an amendment to the Bylaws for submission to the Individual members who must approve it by a two-thirds majority vote.

**BYLAWS OF BOULDER MOUNTAINBIKE ALLIANCE**  
(a Colorado Nonprofit Corporation)

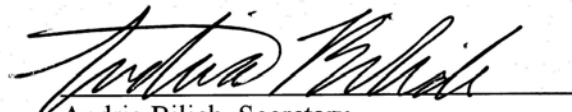
---

**CERTIFICATE OF SECRETARY**

The undersigned certifies:

1. That the undersigned is the duly elected and acting secretary of Boulder Mountainbike Alliance, a Colorado nonprofit corporation; and
2. That the foregoing Bylaws constitute the Bylaws of Boulder Mountainbike Alliance as duly adopted by a resolution of the Directors and members eligible to vote, dated December 5<sup>th</sup>, 2007.

**IN WITNESS WHEREOF**, I have hereunto subscribed my name on dated December 5<sup>th</sup>, 2007.

  
Andria Bilich, Secretary