

**BYLAWS OF
UMPQUA VELO CLUB, A NON-PROFIT CORPORATION**

Article I. Purpose

Section 1. The purpose of the Umpqua Velo Club is to promote enjoyable and safe cycling for its members and the community.

Article II. Membership

Section 1. Classes of Members

There shall be two classes of members of the Corporation: individuals and family members.

Section 2. Membership

Any person wishing to be a member of the Corporation shall become a member upon completing a membership application form and providing the Treasurer of the Corporation full payment of the annual dues as determined in accordance with these Bylaws.

Section 3. Voting Rights

Each individual member in good standing shall be entitled to one vote on each matter submitted to a vote of the members. Family members shall be entitled to two votes per family.

Section 4. Termination of Membership

If any member fails to pay the annual dues within 60 days of the date set forth for payment, their membership in the organization shall be terminated. A member may be reinstated upon payment of the annual dues. At any time if the actions of any member prove contrary to the purpose of the Corporation, his or her membership may be revoked by a majority vote by the Board of Directors and a full refund of any current membership fees will be made.

Article III. Meeting of the Members

Section 1. Annual Meeting

An annual meeting of the members shall be held as determined by the Board of Directors within the first quarter of each year beginning with the year 1988. The purpose of the annual meeting is to elect Directors and Officers and for the transaction of such other business as may come before the meeting.

Section 2. General Meetings

General meetings of the members will normally be held on a monthly basis during the riding season. The officers will give a status report of the club, which may include any business that had occurred since the last general meeting, minutes from meetings of the Board of Directors and/or committees, a finance report, and other news relating to the purpose of the club. General meetings of the members will be conducted in a "town hall" format.

Section 3. Special Meetings

Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

Section 4. Notice of Meetings

Notice of meetings stating place, date and time shall be made not less than five (5) nor more than 35 days before the date of such meeting. All members who are entitled to vote will receive notice of the meeting by any method of contact as provided by the member on their membership application form.

Section 5. Quorum

Members holding 25 percent of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the members, the majority of the members present may adjourn the meeting from time to time without further notice.

Article IV. Board of Directors

Section 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 Oregon.

Section 2. Number of Tenure Qualifications

The number of the Directors shall be not less than three (3) and no more than nine (9). Directors shall be elected at the annual meeting of the members. The term of each Director shall be until the next annual meeting of the members and the election qualification of his or her successor. All members of the Board shall be members of the Corporation.

Section 3. Regular Meetings

Regular meetings of the Board of Directors shall be held on one week's notice quarterly. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than this resolution.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors and shall be held at a place designated by the Directors.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least five (5) days prior thereto by any method of contact as provided by each Director shown by the records of the Corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of the business at any meeting of the board, but, if less than a majority of the Directors are present at any meeting, the majority of the Directors present may adjourn from time to time without further notice.

Section 7. Remote Participation

Any or all of the Directors may participate in a meeting of the Board by means of a conference telephone, computers, or similar communications equipment by which all persons participating in the meeting can communicate with each other, and participation in this manner constitutes presence in person at the meeting.

Section 8. Board Decisions

The act of a majority of the Directors present at a meeting in which a quorum is present shall be the act of the Board of Directors.

Section 9. Vacancies

Any vacancy occurring on the Board of Directors shall be filled by the Board of Directors. A Director appointed to fill a vacancy shall serve for the unexpired term of the predecessor in office.

Section 10. Compensation

No Director shall receive any stated salary for their services. By resolution of the Board of Directors, though, a fixed sum for expenses of attendance, if any, may be allowed for the attendance at any regular or special meeting of the Board.

Section 11. Provisions for Election of the Board of Directors and Officers

Nominations for club officers and Board members may be made by any member of the club by mail or at the meeting preceding the annual meeting. A list of the nominations will be given to each member in good standing at the annual meeting, at which time voting will occur. The new Board and officers will take their offices immediately.

Article V. Officers

Section 1. Officers

From the Board of Directors the members shall elect a President, one or more Vice Presidents, Secretary, Treasurer, and a Membership Officer.

Section 2. Election and Term of Office

The officers of the Corporation shall be elected at the annual meeting of the Members.

Section 3. 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.

Section 4. Removal

Any officer may be removed by the majority of the Board whenever in their judgment the best interests of the Corporation may be served thereby.

Section 5. Duties and Committees

The officers shall arrange club functions. The officers may create any committees to help run the club. The officers may appoint committee chairs. Committee chairs may appoint members to the committees. All committee members shall serve at the pleasure of the committee chair. All committee members shall be appointed annually or as needed.

Article VI. Contracts, Checks, Records

Section 1. Contracts

The Board of Directors may authorize any officer or officers or 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 authorization may be general or may be confined to specific instances.

Section 2. Checks, drafts or orders

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 agents of the Corporation and in such manner as shall from time to time be determined by the resolution of the Board of Directors.

Section 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 and other depositories as the Board of Directors may select.

Section 4. Gifts

Directors may accept on behalf of the Corporation any contribution, gift, bequest or other devise for the purpose of the Corporation.

Section 5. 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, committees having and exercising any of the authority of the Board of Directors and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. 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 VII. Dues

Section 1. The Board of Directors shall determine from time to time the amount of any annual dues payable to the Corporation by members. Dues shall be payable in advance on April 1 of each year. Dues of new members shall not be prorated from the first day of the month in which such new member joins the Corporation. When any member is in default in the payment of the dues for a period of two months from the beginning of the period for which such dues became payable, his or her membership

may thereupon be terminated by the Board of Directors. No person shall be entitled to go on any Corporation owing if dues are unpaid.

Article VIII. Dissolution

Section 1. Upon the dissolution of the Corporation, the directors shall, after paying or making provision for the payment of its liabilities, distribute all of the Corporation's assets to an organization located in Douglas County, Oregon, that is organized and operated exclusively for charitable purposes and is then qualified as an exempt organization(s) under Section 501(c)(3) of the Code, as the directors shall determine.

Article IX. Amendment to the Bylaws

Section 1. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the members present at any regular or special meeting if at least seven (7) days notice is given of the intention to alter, amend, repeal or adopt new Bylaws at such meeting.

Umpqua Velo Club Bylaws Summary

1. Original Constitution and Bylaws of the Umpqua Bicycle Club – date unknown; estimated early 1970's. Information contact: Vance Parkhurst or Bob VanVactor.
2. Organization name changed to: Umpqua Velo Club (UVC) – date unknown; estimated later 1970's. Information contact: Ed Abrahamson or Gordon Heritage
3. UVC members requested Jeff Pugh, Attorney, to review and suggest changes – date unknown; estimated November 1987
4. Recommendations from Jeff Pugh:
 - a. Change bank account to Umpqua Velo Club, Inc.
 - b. Change club constitution to new Bylaws
 - c. Officers meet and discuss changes to Bylaws
 - d. Elect a Board of DirectorsDate: January 20, 1988
5. Draft of UVC Bylaws rewrite by Jeff Pugh to satisfy incorporation requirements. Date: February 2, 1988 for review by officers
6. Bylaws of UVC, a non-profit corporation, read, discussed and passed unanimously at the UVC general meeting. Date: March 6, 1988
7. Umpqua Velo Club applied for and received a Non-Profit Incorporation status, **Tax # 93-096742**. Date: January 15, 1989
8. UVC officers requested review of Bylaws at officers meeting. Date: January 14, 2010
9. Draft of UVC Bylaws rewrite by Martin Fink. Date: January 28, 2010 for review by officers.
10. Bylaws of UVC, a non-profit corporation, read, discussed and passed unanimously at the UVC general meeting. Date: March 10, 2010