



Changes voted on in May 2023

ARTICLE IX. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of **January** and end on the last day of **December** in each year.

- The Board is changed the fiscal year to coincide with the calendar year as that will facilitate reporting and accounting processes as well as harmonize operational and planning cycles for each department.



Adventure Cycling Association

BY-LAWS OF ADVENTURE CYCLING ASSOCIATION

ARTICLE I. NAME

The corporation's name is Adventure Cycling Association. The corporation was formerly known as "Bikecentennial 76".

ARTICLE II. OFFICES

The principal office of the corporation shall be located in Missoula, Montana. The corporation shall maintain a registered office and a registered agent whose office is identical with the registered office as required by the Montana Nonprofit Corporation Act. The registered office and agent may be changed by the Board of Directors.

ARTICLE III. OBJECTIVES

Section 1. Charitable Purposes. The corporation is organized for the exclusive charitable and educational purposes of promoting the benefits and practice of bicycle travel, researching and developing public cycling routes and networks, encouraging more people to bicycle, and educating the public as to bicycle usage and safety, so as to qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding section of successor laws).

Section 2. Not for Profit Status. The organization is not organized for profit or to engage in activities ordinarily carried on for profit.

Section 3. Prohibition on Activity. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

Section 4. Use of Assets. No part of the assets or earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles.

Section 5. Activities and Powers. Notwithstanding any other provisions of the Articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its purposes.

Section 6. Dissolution Provisions. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the same time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding section of successor laws).

ARTICLE IV. MEMBERSHIP, CONTRIBUTIONS AND DUES

Section 1. Members. Any person, organization, or firm may become a member upon payment of the required dues.

Section 2. Annual Dues. The Board of Directors at a duly constituted meeting may determine or revise the amount of dues for annual periods or such other terms as it deems appropriate. The amounts may vary among individuals, families, organizations, and firms.

Section 3. Payment. Dues shall be payable in advance for each period. Only those members whose dues are current shall be considered in good standing.

Section 4. Other Contribution. The corporation may receive and accept property by way of gift, grant, bequest, or devise, from any person, firm, trust, governmental unit or agency, or corporation to be held, administered, and disposed of in accordance with the purposes of the corporation. However, no gift, bequest, or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a charitable organization or for other than charitable purposes which may, in the opinion of the Directors, jeopardize the charitable status of the corporation.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by the Board of Directors.

Section 2. Number, Election, and Tenure. There shall be at least five and not more than twelve elected Directors. Each Director shall be elected by a majority of the Board of Directors for a three (3) year term. No Director may serve more than three (3) terms. The Board shall have the authority to adjust the terms of all Director positions from time to time. For one time only per Director, such adjustment shall not count toward the three-year term limit.

Section 3. Qualifications and Nomination. The election of Directors shall be governed by the following standards:

- a. **Qualifications.** No person shall be elected a Director unless at the time of the election he or she is a member in good standing.
- b. **Nomination.** Nomination for election to the Board of Directors shall be made by a governance committee appointed by the Chair with the approval of the Board of Directors.

Section 4. **Ex Officio Members.** The Board of Directors may appoint such ex officio members of the Board as it deems appropriate. Each ex officio Director shall hold office for a one-year term or until the next annual election of the elected Directors. Ex officio Directors shall not have voting privileges and shall have such responsibilities and privileges as the Board may determine.

Section 5. **Meetings.** An annual meeting of the Board of Directors shall be held in September of each year, or at such convenient time as may be fixed by the Board of Directors. The purpose of the meeting shall be for the election of Directors and for the transaction of other business as may come before the meeting. Special meetings may be called by the Chair or at the request of two Directors.

Section 6. **Notice.** Notice of any special meeting of the Board of Directors shall be given at least five business days prior to the meeting date. Any form of actual notice suffices; if actual notice is impractical, notice shall be deemed given when written notice is delivered to the Director's home or place of business. The attendance of a Director at any meeting shall constitute a waiver of notice of the meeting, except where the Director attends for the express purpose of objection to the transaction of business because the meeting is not lawfully called or convened.

Section 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, a majority of those present may adjourn the meeting without further notice. Any or all Directors may participate in a regular or special meeting of the Board of Directors by, or may conduct the meeting through the use of, any means of communication by which all Directors participating can hear each other during the meeting, and participation by such means shall constitute presence in person at the meeting.

Section 8. **Procedure.** A majority vote of those present at a duly constituted meeting shall determine any issue unless otherwise required by law or the Articles or By-laws of the corporation. Meeting procedures shall follow the current edition of Robert's Rules of Order. Any action required or which may be taken at a meeting of the Directors, may be taken without a meeting with consent in writing or email communication. Such consent shall be valid if there is a unanimous vote and shall be effective when the last Director consents, unless a later date is specified. A vote that is not unanimous will be tabled to be reviewed in person or after further discussion.

Section 9. Vacancies. A vacancy occurring in the Board of Directors may be filled by the affirmative vote of the majority of the remaining Directors, even if less than a quorum. A Director elected to fill a vacancy shall hold office until the next annual election of Directors.

Section 10. Removal and Resignation. Any Officer may be removed, either with or without cause, by the Board of Directors, at any time with a 2/3 vote of current Board Members. Any Officer may resign at any time by giving written notice to the Chair of the Board of Directors or to the Executive Director. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE VI. OFFICERS AND EXECUTIVE DIRECTOR

Section 1. Officers. The officers of the corporation shall be a Chair, Vice Chair, Secretary and Treasurer. The following offices may be combined so that one person may hold more than one office: Chair with Vice Chair; Secretary with Treasurer. The Board of Directors may appoint such other officers, as it deems necessary or desirable.

Section 2. Elections and Terms of Office. The officers of the corporation shall be elected by the Board of Directors by a majority vote. Each officer shall hold office for one (1) year, with no limit on re-election.

Section 3. Removal. The Board of Directors may remove an officer from their position whenever in its judgment the best interests of the corporation would be served. Removal shall be by a majority vote of the Board.

Section 4. Vacancies. The Board of Directors may fill a vacancy occurring in any office for the unexpired portion of the term.

Section 5. Chair. The chair shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-Chair, Secretary, Treasurer.

Section 6. Vice-Chair. In the absence of the Chair or in the event of the Chair's inability or refusal to act, the Vice-Chair shall perform the duties of the Chair, and when so acting, shall have the powers of and be subject to the restrictions upon the Chair. The Vice-Chair shall perform such other duties as may be assigned by the Chair or by the Board of Directors.

Section 7. Secretary. The Secretary's duties shall include keeping a record and certifying Board meetings in the form of minutes that shall be reviewed and approved by the Board at its next meeting. In addition, the Secretary shall maintain the updated documentation for

the Board of Directors with the assistance of the Executive Director, including updating information in the digital Board Book.

Section 8. Treasurer. The Treasurer's duties shall include reviewing the corporation's financial transactions.

Section 9. Committees. The Chair with the approval of the Board of Directors shall appoint Committees appropriate or necessary to carry out the objectives of the corporation.

Section 10. Executive Director. The Executive Director shall be responsible for administrative management of the Corporation, with general and active supervision over the property, business and affairs of the Corporation. The Executive Director shall carry out the policies and programs of the Corporation and perform duties as directed by the Board, subject to oversight by the Board. The Board of Directors shall select, employ, and dismiss an Executive Director. The Executive Director shall be subject to supervision by the Board of Directors and shall be evaluated through a process approved by the Board.

ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The Board of Directors may authorize an officer or officers to enter into a contract or execute and deliver an instrument in the name of and on behalf of the corporation, such authority may be general or confined to specific instances.

Section 2. Checks and Drafts. All checks or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by the officers or other persons as determined by resolution of the Board of Directors. Any two officers shall sign such instruments or other persons designated by the Board.

Section 3. Deposits. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE VIII. INDEMNIFICATION

Each person who is or was a director of the corporation (including heirs, personal representatives, administrators or the estate of the person) shall be indemnified by the corporation to the full extent permitted by the law of the State of Montana against liability, cost or expense incurred in the capacity as a director or officer, or arising out of the status of director or officer.

ARTICLE IX. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December each year.

ARTICLE X. AMENDMENTS

These By-laws may be altered, amended, or repealed and new By-laws may be adopted by a two-thirds majority of those present at a duly constituted meeting of the Board of Directors, providing that the Board has been notified of the proposed amendment at least ten days prior to the meeting. Any alteration, amendment, or repealing shall become effective immediately unless otherwise provided at the time of its adoption.

Dated:
May 20, 2023



Maria Elena Price,
Board Chair
Adventure Cycling Association

Attested by



Ricky Albores, Secretary
Adventure Cycling Association