

**BYLAWS
OF
TAHOE AREA MOUNTAIN BIKING ASSOCIATION**

ARTICLE I – NAME

The name of this corporation is TAHOE AREA MOUNTAIN BIKING ASSOCIATION (TAMBA).

ARTICLE II – OBJECTIVE AND PURPOSES

The Tahoe Area Mountain Biking Association is a volunteer-driven nonprofit organization dedicated to the building and stewardship of sustainable, multiple-use trails and to preserving access for mountain bikers through advocacy, education, and promotion of responsible trail use.

In order to achieve these objectives TAMBA has the following goals:

- To be the voice and face of mountain biking in the Tahoe region.
- To develop strong working relationships with all area land managers and partner organizations.
- To build and maintain high-quality sustainable, multi-use trails and protect surrounding natural resources.
- To provide rider education and promote responsible trail use.
- To protect the environment and preserve trail access for future generations.
- To maintain an organization of volunteers and professionals who carry on the TAMBA mission.

ARTICLE III – DIRECTORS

Powers of Directors. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the board. This shall include but not be limited to: (a) Appoint and remove, at the pleasure of the board, all the corporation's officers and agents; prescribe powers and duties for them that are consistent with the law, with the articles of incorporation, and with these bylaws; (b) Designate or change the principal office from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or county and conduct its activities within or outside California; and designate any place within or outside California for holding any meetings; (c) Adopt corporate policy and long-term plans; (d) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities; (e) Appoint and assign duties to committees; and (f) Adopt budgets and plan activities. (g) Hire employees, administer grants, form business partnerships.

Duties of Directors. The Board of Directors may: (1) hold meetings at such times and places as it deems proper; (2) appoint committees on particular subjects from the members of the board, or from other members of the corporation; (3) audit bills or financial statements; (4) print and circulate documents and publish articles; (5) carry on correspondence and communicate with other associations interested in the mountain bicycling industry; (6) purchase insurance for any risks of the corporation including liability coverage for its directors, agents and members; (7) devise and carry into execution such other measures as it deems

proper and expedient to promote the objects of the corporation and to best protect the interests and welfare of the directors and members. The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

Number of Directors. The property, affairs, activities and concerns of the corporation shall be vested in a board of directors, consisting of no fewer than three (3) directors but no more than nine (9) directors until changes by amendment to these bylaws. The members of the board shall, upon designation, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly appointed and qualified.

Designation of Directors and Terms. Each director shall be designated at a regular meeting of the board for a term of two years. The two-year terms shall be staggered such that one less than half of the directors are elected in odd numbered years, and one more than half are elected in even numbered years. However, if any director is not designated at a regular meeting, the director may be appointed at any special meeting held for that purpose or by written or electronic ballot (email). Each such director, including a director appointed to fill a vacancy or appointed at a special meeting or by written or electronic ballot, shall hold office until expiration of the term for which appointed and until a successor has been appointed and qualified. Except on notice to the Attorney General of California, no director may resign if the corporation would be left without a duly appointed director or directors. Vacancies on the board may be filled by a majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director.

Meetings of the Board. Regular meetings of the board of directors shall be held at least once a year, at any place within or outside of California that has been designated by resolution of the board in the notice of the meeting or, if not so

designated, at the principal office of the corporation. Meetings of the board may be held by video conference, telephone, or similar communication equipment, as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such a meeting. Other regular meetings of the board may be held without notice at such time and place as the board may fix from time to time.

Special meetings of the board for any purpose may be called at any time by the chair of the board, if any, the president, or the secretary or any two directors. Notice of the time and place of special meetings shall be given to each director by one of the following methods: (1) by personal delivery of written notice; (2) by first class mail; (3) by telephone; (4) by electronic transmission (email), either directly to the director or the person at the director's office who would reasonably be expected to communicate that notice promptly to the director. Notice for special meetings shall be given four days prior to the meeting by first-class mail or 48 hours' notice delivered personally, by telephone, including a voice messaging system, or by electronic transmission (email). All such notices shall be given or sent to the director's address, email or telephone number as shown on the records of the corporation.

Quorum. One-third of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation law, including, without limitation, those provisions relating to (1) approval of contracts of transaction in which a director has a direct or indirect material financial interest, (2) approval of certain transactions between corporations having common directorships, (3) creation and appointments to committees of the board, and (4) indemnification of directors. A meeting at which a quorum is

initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes. The waiver of notice of consent need not specify the purpose of the meetings. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

Action Without Meeting. Any action that the board is required or permitted to take may be taken without a meeting (e.g., by email) if all members of the board consent in either writing (written or electronic communication) or telephone to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an “interested director” as a defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written or verbal consent shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.

ARTICLE IV- OFFICERS

The board will designate the officers of this corporation and choose the length of each officer’s term of office. Each officer shall serve under the direction of the board.

The officers of this corporation shall be a president, a secretary, a treasurer, and any other officers the board may authorize the president to appoint. The corporation may also have at the board's discretion, a chair of the board (a principal officer who presides over its board of directors and oversees activity) one or more vice presidents, and one or more assistant secretaries. Any number of offices may be held by the same person.

Any officer may be removed with or without cause by the board or by any officer on whom the board may confer that power of removal.

The president of the board shall preside at the meetings of the board and shall exercise and perform such other powers and duties as the board may assign from time to time. If there is no president, the vice president of the board shall have the powers and duties of the president.

Subject to the control and supervisory powers of the board, the president shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The president shall have such other powers and duties as the board or bylaws may prescribe.

In the absence or disability of the president, a designee assigned by the board, shall perform all duties of the president. When so acting, the assigned designee shall have all powers of and be subject to all restrictions on the president. The assigned designee shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

The secretary shall keep or cause to be kept, in the corporation's electronic file or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, and of committees of the board. The minutes of meetings shall include the time and place of holding, whether the

meeting was annual, regular, or special and, if special, how authorized, the notice given, the names of those present at board and committee meetings. The secretary shall keep or cause to be kept, in the corporation's electronic file or such other place as the board may direct, a copy of the articles of incorporation and bylaws, amended to date.

The secretary shall give or cause to be given, notice of all meetings of members, of the board, and of committees of the board required by these bylaws to be given. The secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The treasurer shall send or cause to be given to the directors such financial statements and reports as are required by law, by these bylaws or by the board to be given. The books of account shall be open to inspection by any director at all reasonable times.

The treasurer shall follow the organization's accounting policy. The treasurer shall deposit, or cause to be deposited, money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate, shall disburse the corporation's funds as the board may order, shall render to the president, chairman of the board, if any, and the board, when requested, an account of all transactions as treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other such duties as the board or the bylaws may prescribe.

ARTICLE V – RECORDS

The corporation shall keep adequate and correct books and records of account; and written minutes of the meeting of the board and committees of the board.

ARTICLE VI – ANNUAL REPORT

An annual report shall be prepared within 120 days after the end of the corporation’s fiscal year. The annual report shall contain the following information, in appropriate detail: (1) a balance sheet showing the assets and liabilities of the corporation as of the end of the fiscal year; (2) an income statement and statement of changes in financial position for the fiscal year; and (3) this requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors.

ARTICLE VII – AMENDMENT OF BYLAWS

The board may adopt, amend, or repeal the bylaws for this corporation. The board may extend the terms of a director beyond that for which the director was appointed or elected.

Adopted by the Board of Directors of the Tahoe Area Mountain Biking Association on _____.

President

Secretary