



International Mountain Bicycling Association

A Colorado Non-profit Public Benefit Corporation

Bylaws

ARTICLE I

Purpose and Powers

1.01 – Purpose.

International Mountain Bicycling Association (IMBA) is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

International Mountain Bicycling Association's purpose is to create, enhance and preserve great mountain biking experiences.

We provide education on the sustainable use of mountain bicycles, how to work with public land managers, on public lands stewardship.

We educate and assist in the formation and affiliation of new and existing local bicycling groups and act as the umbrella organization for all affiliated local and regional bicycling groups.

We perform research relating to the development of sustainable recreational trails, recreation management, and public lands stewardship.

We influence targeted public policy, which effects bicycling through government relations activities and public educational and awareness campaigns.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

At times, we may provide internships or volunteer opportunities which shall provide opportunities for involvement in said activities and programs in order to have a greater impact for our purpose.

1.02 – Powers.

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the

corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

1.03 – Nonprofit Status and Exempt Activities Limitation.

(a) **Nonprofit Legal Status.** International Mountain Bicycling Association shall be a Colorado non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(b) **Exempt Activities Limitation.** Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any director, officer, member, or other private person, 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 of Incorporation and these Bylaws.

(c) **Distribution Upon Dissolution.** Upon termination or dissolution of International Mountain Bicycling Association, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation. The organization to receive the assets of International Mountain Bicycling Association hereunder shall be selected in the discretion of a majority of the board of directors.

ARTICLE II MEMBERSHIP

2.01 – No Membership Classes

The corporation shall have no members who have any right to vote, title, or interest in or to the corporation, its properties and programs.

2.02 – Non-Voting Affiliates

The board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the board of directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website. Affiliates have no voting rights, and are not members of the corporation.

2.03 – Dues

Any dues for affiliates shall be determined by the board of directors.

ARTICLE III
BOARD OF DIRECTORS

3.01 – Number of Directors

International Mountain Bicycling Association shall have a board of directors consisting of at least three (3) and no more than fifteen (15) directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

3.02 – Powers

All corporate powers shall be exercised by or under the authority of the board and the affairs of the International Mountain Bicycling Association shall be managed under the direction of the board, except as otherwise provided by law.

3.03 – Duties

Directors must meet the duty of care by exercising their responsibilities in good faith and with diligence, attention, care, and skill; carrying out the purposed and mission of the charitable nonprofit; complying with federal and state law; completing required filings, and complying with the organization's articles of incorporation and these bylaws.

This includes both decision making and oversight responsibilities, and is fulfilled by such things as attending board meetings regularly, entering discussions, reading minutes, learning about the organization's programs, maintaining careful oversight of finances, and questioning unclear or troubling activity.

Directors must also meet the duty of loyalty by placing the interests of the organization before his or her private interests and avoiding the use of organizational opportunities for personal gain. All Directors must adhere to International Mountain Bicycling Association's Conflict of Interest Policy.

3.04 – Terms

(a) All directors shall be elected to serve a three (3) year term, however the term may be extended until a successor has been elected.

(b) Director terms shall be staggered so that approximately one third (1/3) the number of directors will end their terms in any given year.

(c) Directors may serve a maximum of three (3) terms in succession.

(d) The term of office shall be considered to begin January 1 of the year the director is elected and end December 31 of the third year in office.

3.05 – Qualifications and Election of Directors

Directors may be elected at any board meeting by the majority vote of the existing board of directors. The election of directors to replace those who have fulfilled their term of office shall take place in December of each year.

3.06 – Vacancies

The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

3.07 – Removal of Directors.

A director may be removed by two-thirds (2/3) vote of the board of directors then in office for cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.

3.08 – Board of Directors Meetings.

(a) **Regular Meetings.** The board of directors shall have a minimum of two (2) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon a minimum of four (4) days notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings must specify the date, time, and place or electronic means of conferencing, but not the purpose, of the meeting.

(b) **Special Meetings.** Special meetings of the board may be called by the chairperson, vice chair, secretary, treasurer, or any two (2) other directors of the board of directors. A special meeting must be preceded by at least two (2) days notice to each director of the date, time, and place or electronic means of conferencing, but not the purpose, of the meeting.

(c) **Waiver of Notice.** Any director may waive notice of any meeting, in accordance with Colorado law.

3.09 – Manner of Acting.

(a) **Quorum.** A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

(b) **Majority Vote.** Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

(c) **Hung Board Decisions.** On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the chair or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

(d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

3.10 – Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as directors.

ARTICLE IV COMMITTEES

4.01 – Committees

The board of directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, to serve at the pleasure of the board. Committees may be composed of directors and officers, staff, affiliated organizations, or individual members. Committees may advise or present findings of research to the board of directors. Committees have no binding authority on the board of directors.

ARTICLE V OFFICERS

5.01 – Board Officers

The officers of the corporation shall be a board chairperson, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the board of directors.

5.02 – Board Chairperson

The board chairperson shall be the chief volunteer officer of the corporation. The board chairperson shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors.

5.03 – Secretary

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the board president. The secretary may appoint, with approval of the board, someone to assist in performance of all or part of the duties of the secretary.

5.04 – Treasurer

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the board

of directors. The treasurer shall perform all duties properly required by the board of directors or the board president. The treasurer may appoint, with approval of the board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

5.05 – Additional Officers

The board of directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

ARTICLE VI MISCELLANEOUS

6.01 – Conflict of Interest Policy

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

6.02 – Nondiscrimination Policy

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of International Mountain Bicycling Association not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

6.03 – Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the board of directors then in office at a meeting of the Board, provided, however, that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and that all amendments be consistent with the Articles of Incorporation.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of International Mountain Bicycling Association were approved by the International Mountain Bicycling Association's board of directors on December 11, 2015 and constitute a complete copy of the Bylaws of the corporation.

Secretary 

Date: 12-11-2015

James P. Grover