

**BYLAWS
OF THE
VERDE VALLEY CYCLISTS COALITION, INC**

Adopted July 19, 2017

ARTICLE I. General

Section 1. Name and Location. The name of the Corporation is Verde Valley Cyclists Coalition, Inc., hereafter referred to as "VVCC". VVCC shall be a not-for-profit Arizona Corporation with federal 501(c) (3) Tax Exempt status. The principal office of VVCC is Cottonwood, Arizona, but meetings of Members and Directors may be held at such places within the State of Arizona, Yavapai and/or Coconino County as may be designated by the Board of Directors.

Section 2. Fiscal Year. The fiscal year of the VVCC shall be July 1 through June 30.

Section 3. Website. The bylaws, club rules and other operating details shall be maintained on the VVCC website.

ARTICLE II. Definitions

Section 1. "VVCC" shall mean the Corporation.

Section 2. "Officer" shall mean any Member serving in the position of President, Vice-President, Secretary and Treasurer and such other Officers as determined by the board as provided in Article IV.

Section 3. "Director" shall mean any Member serving in the elected or appointed leadership position, including those positions provided in Article IV, upon the Board of Directors of VVCC.

Section 4. "Board" shall mean the Members serving in the capacities of Officers and Directors provided in Article IV upon the Board of Directors in furtherance of VVCC's objectives.

Section 5. "Member" shall mean any person who has filed a Membership Agreement and meets the obligations set forth in Article IV.

Section 6. "Annual Meeting" shall mean the Annual Meeting of all Members as set forth in Article IV, Section 1 of the Club Rules for the purpose of conducting required business.

Section 7. "Club Rules" shall mean a document, amended from time-to-time, to govern the VVCC's operations.

ARTICLE III. Purpose

Section 1. The VVCC is organized to create, protect, and promote bicycling opportunities for riders of all skill levels in the Verde Valley region, and to do all other things allowed by law and Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV. Members, Board and Officers

Section 1. Members. Membership is open to any person who supports the objectives of VVCC. In order to become a Member, a person shall complete the required application and pay the annual dues, where required as established by the Board.

Section 2. Board. The board of directors shall consist of not more than twelve individuals, the number to be determined by the board. The board shall be elected by the Members as determined in the Club Rules. Meetings may be held in any manner determined by the board.

Section 3. Officers. At a minimum, there shall be a president, vice-president, secretary, and treasurer. Officers are elected by the board as the board shall determine.

ARTICLE V. Non-Discrimination

Section 1. The VVCC shall not discriminate against any person on the basis of race, religion, color, gender, age, ancestry, creed, marital status, mental or physical disability, national origin, belief or opinion, sexual orientation, or any other non-merit factor.

ARTICLE VI. Construction and Amendments

Section 1. Construction and meaning: Any questions regarding the meaning or construction of the Articles of Incorporation or the By-Laws, Continuing Resolutions and Club Rules shall be decided by the Board.

Section 2. Amendments to the By-Laws: These By-Laws may be amended by simple majority vote of the Members present at a duly called Member Meeting.

ARTICLE VII. Limitations of Liability

Section 1. No person shall be liable to VVCC for any loss or damage suffered on account of any action taken or omitted as a Director if the:

- action was within that person's scope of authority and was taken in good faith, and
- person acted in a reasonable and prudent fashion given the circumstances or,
- person took or omitted to take such action in reliance upon the approval of such action by the Board.

ARTICLE VIII. Dissolution of VVCC

Section 1. Upon voluntarily or involuntarily dissolution of VVCC, any assets remaining after payment of its internal and external debts shall be given to an organization or organizations, preferably engaged in the business of promoting bicycling or the interests of bicyclists, chosen by a simple majority vote of the Board.

We, the Members of the Executive Committee of the Verde Valley Cyclists Coalition, Inc., an Arizona Non-Profit Corporation, do hereby certify this to be a true copy of the forgoing Corporate By-Laws consisting of Articles I through VIII (pages 1 through 3 respectively), adopted by majority vote of the Members present at the July 19, 2017 Annual Meeting.

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