BYLAWS of
Southern Colorado Velo
March 10, 2010
amended May 8, 2023

ARTICLE 1 – NAME AND LOCATION

1 The name of this corporation, which is a nonprofit corporation organized under the Colorado Revised Nonprofit Corporation Act ("Act"), is Southern Colorado Velo (or "SOCO Velo").

2 The principal office of SOCO Velo shall be situated in the State of Colorado at such specific location as the Board of Trustees shall determine from time to time.

ARTICLE 2 – PURPOSE

1. SOCO Velo is organized and operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future United States Internal Revenue law, including for such purposes, the making of distributions to organizations which are recognized as exempt from tax under Internal Revenue Code Section 501(c)(3); and
   - To exercise such of the rights, powers, duties and authority of a nonprofit corporation organized under the Act of the State of Colorado which are consistent with the preceding paragraph, including:
   - To encourage and educate cyclists of all levels of skill and interest in cycling, by making the cycling community in Southern Colorado more accessible and visible; and to foster a safe and enjoyable bicycle riding experience for its members
   - To encourage participation in race events, organized group and training rides, cycling specific clinics, and/or social events to support the sport of bicycling.

   - To organize and participate in trail work to be an asset to the community of Colorado Springs.
   - To promote the importance of self reliance while riding by providing education on safe riding and regular maintenance of their bikes.

ARTICLE 3 – MEMBERSHIP

1. Membership. Club membership shall be open to all persons who support the purposes of the club. Membership is established by submitting a membership application, agreeing to the Terms and Conditions, and paying the membership dues. Membership for persons under 18 years of age shall require the consent of parent or guardian. A parent or guardian must be present on under 18 members rides.

2 All members shall pay dues annually in the amount determined by the Board of Directors. Members shall be notified when their membership subscription becomes due for renewal. However, failure to give such notice will not relieve the member from payment of dues.

3 Membership in good standing requires that dues be fully paid. Full payment of dues will reinstate an expired membership with a new anniversary date thus being established. Any individual who is not a member in good standing does not have club voting rights.

4 Members shall not represent their views as those of the club without the express written permission from the President or the Board of Directors. NO member shall discriminate against, libel, or otherwise harm the reputation or person of another member. Failure to uphold this Code of Conduct may result in a permanent expulsion from the SOCO Velo club. Expulsion of a club member is at the sole discretion of the Board of Directors and requires a simple majority agreement of the Board.

5 Voting Rights. All Southern Colorado Velo members have voting rights for the following items:

- Board members elections, and the ability to nominate a club member for a board position for election
- Proposed kit designs at the discretion of the Board.

ARTICLE 4 – BOARD OF DIRECTORS

1. Powers. All corporate powers shall be exercised by, or under the authority of, and the business affairs of SOCO Velo shall be controlled by the Board.

2. The Board of Directors shall have general supervision regarding the affairs of the club, fix the hour and place of meetings, make recommendations to the club, and perform such other duties as are specified in these Bylaws. The Board of Directors shall receive no compensation.

3. The Board of Directors shall consist of Officers and Directors

4. Officers shall include President, Vice-President, Secretary, Treasurer

5. Directors shall include Ride Coordinator, Membership Director, Communications Director, Merchandise Director, Social Director, Advocacy Director, Web/Social media Director, and Education Director

6. Number of Board Positions. The number of Board Members constituting the entire Board shall be a minimum of three and have the ability to add up to three (3) new board positions at a time at any time they deem necessary with a ⅔s majority vote of the current Board Members. The new board members shall be up for election starting in 2024 as the first election as outlined in the bylaws.

7. In the event of resignation, demise, or removal of any Board member, the Board shall appoint a current Club member or current Board member to fill that vacancy for the remainder of the term. The position will then be up for election.

8. Board member Duties. All Board Members are expected to participate through individual contributions of their skills and efforts. It is recognized that different directors/officers bring different particular capabilities to SOCO Velo. Regular attendance at meetings of the Board and assigned committees, if any, is expected.

9. Resignation and Removal. Any board member may resign from office at any time by giving written notice thereof to the Board. Any elected board member may be removed, with cause, by a majority vote of the currently serving board members excluding the board member to be removed. Notice that such business is one of the purposes of the meeting shall be given in advance to each member in the same time and manner as provided for notice of meetings.

10. Quorum and Voting. At least three Board members must be physically (in person or virtually present during the meeting) present at a Board meeting, a Special meeting, and/or an Annual Meeting in order to constitute a quorum. Every act or decision done or made by a majority of the board members present at the meeting duly held, at which a quorum was present, shall be regarded as the act of the Board. Each Board Member present shall be entitled to one (1) vote. Voting by proxy shall be permitted.

ARTICLE 5 - ELECTION OF BOARD OF DIRECTORS

1. Board members shall be elected by a plurality of club votes cast at least one month prior to the Annual Meeting and shall hold office for at least two years. Association members appointed to fill Board vacancies who wish to continue to serve must be duly elected by the Association members when the position comes up for election.

2. Terms will be staggered as follows in order to ensure continuity of experience

- To be Elected in Odd-Numbered Years: President, Treasurer, Ride Coordinator, Social Director, Advocacy Director, Education Director, and Web Director
- to be Elected in Even-Numbered Years: Vice-President, Secretary, Membership Director, Communications Director, Merchandise Director, and Sponsorship Director

3. An Election Committee chosen by the Board will be formed and will consist of at least two active club members.

4. Written notice of the election process, which shall include a listing of known candidates for Board of Director positions and opportunity for further nominations from the club membership, shall be delivered to all members.

5. Ballots listing all candidates for Board of Director positions shall be compiled by the Election Committee, approved by the Board, and then delivered to all members. Votes shall be cast over a ten-day (10) period. Votes shall be tabulated and certified by the Election Committee.

6. The Election Committee shall present the election results to the current members of the Board of Directors who shall confirm the acceptance of the election results by majority vote.

7. The Election Committee shall confirm that each voting member is in good standing and has cast only one vote.

8. Board members shall be presented to the club at the Annual Party

ARTICLE 6 - VOTING RIGHTS

1. The right to vote in club elections or jersey selection shall be vested in members in good standing. Each such member shall be entitled to one vote.

2. The Membership Director shall keep on file a complete record of members entitled to vote.

3. All actions at Annual, and/or Special meetings, with the exception of elections and jersey selection by members, and amendments to the bylaws (which require ⅔ majority vote of the Board), shall be passed by a simple majority of the Board of Directors.

ARTICLE 7 – BOARD OF DIRECTORS

President. The President shall interest himself or herself in all affairs of SOCO Velo; he or she shall preside at all meetings of the Board. The President (or the Vice President in the absence of the President) shall serve as the Chairperson of the Board of Directors; preside at meetings of the club; manage the club's affairs and events; represent the club; call any meetings of the Association or its Officers/Directors; and appoint and/or remove all committees ordered by the Board of Directors.

Vice President. At the request of the President, or in the President's absence or disability, the Vice President shall perform all the duties of the President. When so acting, the Vice President shall have all the powers of, and be subject to all the restrictions upon the President. The Vice-President will succeed the President if the President is unable to perform the duties of that office through incapacity, resignation, or removal from office. The Vice President can lead the action item discussion at each monthly club meeting. The Vice President shall

have such other duties and responsibilities and may exercise such other powers as from time to time may be assigned by the President or the Board.

Secretary. The Secretary shall be responsible for taking the minutes at the meeting, creating action items for Board members after each meeting, and publishing the minutes for the benefit of Association members. The secretary shall monitor the general email (info@socovelo.com) and either respond or direct the email to the appropriate recipient. The Secretary can lead the action item discussion at each monthly club meeting if needed or directed. Create such presentations as needed for member meetings or Board meetings. He/she shall cause all reports as required by law to be properly kept and filed (for example annual corporate reports to Colorado Secretary of State). The Secretary shall take on special assignments as requested by the President or Board. The Secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board.

Treasurer. The Treasurer shall be responsible for preparing and monitoring the budget; making recommendations to the Board on financial matters; monitoring, depositing, and auditing all funds collected and disbursed by the club; and making a Summary report of the financial condition to the club membership if requested. He/she shall collect and keep account of all monies received and expended by the club; and prepare and present a financial report at each Board meeting. The Treasurer will provide any and all items needed to the chosen independent auditor, in order to prepare a consolidated financial statement for the Board, as required by law or by the Board. The Treasurer shall be responsible for disbursing funds for payment of obligations of the Association and attending to any other duties assigned by the President.

The Ride Coordinator shall be responsible for planning and coordinating all of the club's ride activities, events, and workshops. Keeping descriptions of rides up to date. Coordination with the Ride Leader Coordinator and the Advocacy Director as needed for classes. Ensuring volunteer ride leaders understand and agree to the Safe Riding Rules of SOC Velo. Enforcing safe riding practices of the Ride Leaders. Addressing riding concerns expressed by members participating in group rides and bringing concerns to the Board as needed. Taking on special assignments as requested by the President.

The Communications Director shall be responsible for keeping the SOCO Velo membership informed of club news, events, or other items of interest. The

Director will use whatever accepted means are necessary to accomplish this duty including, but not limited to, SOCO Velo's website, SOCO Velo's social media sites, blogging, and newsletters. The Communications Director may also assist other board members with tasks at their request.

The Membership Director shall be responsible for processing all membership applications and renewals (currently electronic); working with other Board members to attract and retain members; maintaining an up-to-date membership database by working with the web/social media Director; tracking member participation in club activities along with web/social media Director for sponsor discounts; providing membership reports to the Board and club; welcoming new members; and for any other special assignments as may be designated by the President.

The Social Director shall be responsible for coordinating all of the club's social activities except for the rides, workshops, and monthly meetings. Social events could include picnics, happy hours, the Kick off meeting, and the annual party. A budget shall be available as determined by the Board for each Board approved event such as club sponsored picnics, the Kick off, and Annual Party. He/she shall also take on any other special assignments as may be designated by the President.

The Advocacy Director shall be responsible for promoting cycling safety and education. Coordination with the Ride Coordinator and Education Director for safe riding classes, ride leader classes, or other classes as needed. He/she shall coordinate the club's efforts to maintain good relationships with local leadership, as well as with other cycling organizations. He/she shall work with other SOCO Velo Directors to plan events and benefits that further both bicycle advocacy and the interests of the club and shall take on any special requests made by the President.

The Merchandise Director shall be responsible for managing existing club accessories and clothing such as, for example: cycling kits, t-shirts, socks, and hats, etc. He/she shall also be responsible for developing new SOCO Velo kits, t-shirts, socks, hats, and any other clothing and accessories for the club as agreed upon by the Board, and shall attend to any other duties as assigned by the President.

The Sponsorship Director shall be responsible for attracting businesses to become Sponsors of the club; working with Sponsors to better facilitate their

relationship with the SOCO Velo; increasing awareness to club members of the existing sponsors; and managing Sponsor advertisements on the SOCO Velo website and publications with the web/social media Director. He/she shall take on any special assignments as may be designated by the President.

The Website/social media Director shall be responsible for managing and maintaining the club's website, databases, e-mail accounts, and on-line documents. He/she shall work with any Board members who have updates, changes, or communications needs on the web/social media sites. He/she shall fulfill any special requests that may be made by the President.

The Education Director shall be responsible for club efforts to educate its members in the operation of a bicycle in a safe and legal manner. Ride Leader classes, member classes, or any other form of education which promotes increased knowledge of riding, safety, and the joys of cycling for the club members. Coordination with the Ride Leader Coordinator and the Advocacy Director as needed for classes.

ARTICLE 8: RECALL AND REMOVAL OF OFFICERS OR DIRECTORS

1. An Officer or Director may be recalled by the club membership. A petition stating the grounds for the recall and signed by at least 75% of current, in good standing, club members, shall be presented to the Board. Grounds to support a recall include dereliction of duty, negligence, or actions not in accordance with the purposes of the Association. The Vice President (or President if the Vice President is the one so charged) shall certify the petition's delivery to the Board. The Board shall schedule a Special Meeting as prescribed in Article 4 to conduct the recall election. The duties of the named Officer or Director shall be assumed by other Board members pending the outcome of the recall election.

2. Any Officer or Director may be removed from the Board by other Board members if his/her conduct is deemed to be continually antagonistic or counter-productive; if the Board deems the Board Member's conduct to be inconsistent with the mission of the club; or if the Board member fails to fulfill the duties of office as set forth in these Bylaws. The other members of the Board must notify the charged Board Member of non-performance in writing. There must be a majority vote of Board members for a Board Member to be removed.

3. If an Officer or Director fails to remain a member in good standing, the Board may declare the position vacant and then appoint a replacement in accordance with Article 4.

ARTICLE 9 - COMMITTEES

1.With the exception of the Election Committee and the provisions of Article 5, the President shall appoint such ad hoc and standing committees as the Board deems necessary to carry on the business of the club

2. All actions of ad hoc and standing committees are subject to ratification by the Board. Committee members may not act on behalf of the club or bind it to any action. The President shall serve as an ex-officio member of all committees of the Board.

3. The President shall appoint the Chairpersons for all standing and ad hoc committees other than the Election Committee. These appointments are subject to ratification by a simple majority vote by the Board. Chairpersons shall serve in this capacity at the discretion of the President and may be removed at any time by a simple majority vote by the Board.

ARTICLE 10 - AMENDMENTS

1. These bylaws may be amended by a motion of the Board of Directors

2. All amendments must be passed by a ⅔ majority vote of the currently filled Board positions

ARTICLE 11 - ADMINISTRATION OF DONATIONS

1. All donations of any nature, unless designated for a specific purpose, shall be used for such purposes as the Board may direct; and in the absence of any direction by the Board, such may be used for the general purposes of SOCO Velo. At the discretion of the Board, SOCO Velo may raise revenues through fund-raising activities and donations. The Board has the right to refuse any donation made or offered to SOCO Velo with or without cause at its sole discretion.

ARTICLE 12 - MEETINGS

1. Regular Meetings. Meetings of the Board shall be held at least six times each year at such place and time as may be designated by the Board. Club members shall be welcome at meetings as designated by the Board.

2. Annual and Special Meetings. Unless otherwise directed by resolution of the Board, the annual meeting of the Board shall be held in January of each year, where Prior Board Members will officially hand over duties to the newly elected Board Members. Special meetings of the Board may be called by resolution of the Board, by the President, or by 50% or more of the then elected directors. The time and place of the meeting shall be set by such resolution or by the person or persons calling the meeting.

3. Notice of Meetings. Notice of time and place of meetings shall be given to each director by phone, text, or e-mail. Board Members present when the time and place of the meeting was set need not be notified. Members shall be notified of the place and time of the meeting if the Board deems it as member attendance, and if they wish to attend.

ARTICLE 13 – FINANCIAL MATTERS

1. Fiscal Year. The fiscal year of the SOCO Velo shall commence on January 1st of each calendar year and shall end on December 31st of the same calendar year.

2. Liability of Directors and Officers. No director or officer of SOCO Velo shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to SOCO Velo's assets for payment. Further, neither any officer, the Board nor any of its individual members shall be liable for acts, neglects or defaults of any employee, agent or representative selected with reasonable care, nor for anything the same may do or refrain from doing in good faith, including the following if done in good faith: errors in judgment, acts done or committed on advice of counsel, or any mistakes of fact or law.

3. Financial Statements and Reports. An independent auditor appointed or approved by the Board shall, at such time as the Board determines, prepare for SOCO Velo as a whole a consolidated financial statement, including a statement of combined capital assets and liabilities, a statement of revenues, expenses and distributions, a list of projects and/or organizations to or for which funds were used or distributed for charitable purposes, and such other additional reports or

information as may be ordered from time to time by the Board. The auditor shall also prepare such financial data as may be necessary for returns or reports required by state or federal government to be filed by SOCO Velo. The auditor's charges and expenses shall be proper expenses of administration.

4. Appointment and Employment of Advisors. The Board may from time to time appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out SOCO Velo's purposes. The Board is authorized to employ such persons, including an executive officer, attorneys, accountants, agents and assistants as in its opinion are needed for the administration of SOCO Velo and to pay reasonable compensation for services and expenses thereof.

5. Disposition upon Dissolution. Upon the dissolution or winding up of SOCO Velo, or in the event it shall cease to engage in carrying out the purposes and goals set forth in these Bylaws, all of the business, properties, assets and income of SOCO Velo remaining after payment, or provision for payment, of all debts and liabilities of SOCO Velo, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for tax exempt purposes which are reasonably related to the purposes and goals of SOCO Velo, as may be determined by the Board in its sole discretion, and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. In no event shall any of the business, properties, assets or income of SOCO Velo, in the event of dissolution thereof, be distributed to the directors, members or officers, either for the reimbursement of any sums subscribed, donated or contributed by the same, or for any other purposes.

ARTICLE 14 – PROHIBITED ACTIVITIES

1. Actions Jeopardizing Tax Status. SOCO Velo shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.

2. Lobbying and Political Activities. SOCO Velo shall not lobby (including the publishing or distribution of statements) or otherwise attempt to influence legislation not directly related to bicycling, safe bicycling, bicycling trails, roads, lanes, except as authorized by a resolution adopted by the Board.

3. SOCO Velo shall not participate or intervene in (including the publishing or distribution of statements) any political or judicial campaign on behalf of any candidate for public office whatsoever.

4. Private Inurement. No part of the net income or net assets of SOCO Velo shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons. However, SOCO Velo is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its tax exempt purposes.

ARTICLE 15 – INDEMNIFICATION.

1. SOCO Velo shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, formal or informal (other than an action by or in the right of SOCO Velo, by reason of the fact that the person is or was a director, officer, agent or employee of SOCO Velo, against expenses (including actual and reasonable attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of SOCO Velo or its members, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of SOCO Velo or its members and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

ARTICLE 16 – CONFLICT OF INTEREST POLICY

1. Purpose. The purpose of the conflict of interest policy is to protect SOCO Velo's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of SOCO Velo or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

2. Definitions.

Interested Person.

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest.

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

An ownership or investment interest in any entity with which SOCO Velo has a transaction or arrangement, including SOCO Velo Sponsors,

A compensation arrangement with SOCO Velo or with any entity or individual with which SOCO Velo has a transaction or arrangement, or

A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article 16, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

3. Procedures.

Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person,

he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

4. Procedures for Addressing the Conflict of Interest.

An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether SOCO Velo can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in SOCO Velo's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

5. Violations of the Conflicts of Interest Policy.

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

6. Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

7. Compensation.

A voting member of the governing board who receives compensation, directly or indirectly, from SOCO Velo for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from SOCO Velo for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

8. Annual Statements. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

Has received a copy of the conflicts of interest policy,

Has read and understands the policy,

Has agreed to comply with the policy, and

Understands SOCO Velo is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE 17 – AMENDMENTS

Bylaws. These Bylaws may be adopted, amended, restated or repealed at any meeting of the Board by a majority vote of the directors, excluding vacancies. Notice that such proposed amendments to the Bylaws is one of the purposes of the meeting shall be given in advance to each director in the time and manner as provided for notice of meetings set forth in Article 12.