

Bylaws
of

Colorado Mountain Bike Coalition (“the Coalition”)

Approved by the full Board of Directors on: May 5, 2022

Article I -- Members

Section 1. - Members. Any not for profit organization interested or operating in the field of mountain bike or trail advocacy in Colorado may become a member of the Coalition upon (i) signing a Memorandum of Understanding (Appendix A) and (ii) two-thirds of the Board of Directors approve to accept the organization as a coalition member. Membership and its benefits shall be without regard to race, color, religion, national origin, gender, age, sexual orientation, gender expression, marital status, military status or physical or mental disability.

Section 1a. - Membership and Regional Collaboration. To foster a spirit of partnership, prospective members operating in a geographic area already served by a current Coalition member will be asked to demonstrate a collaborative working relationship with the existing member organization as part of their application process. Nomination by the existing regional member is strongly encouraged as a demonstration of this partnership.

Section 2. - Term. Membership shall run for the term of one year beginning on the date the Memorandum of Understanding is signed.

Section 3. - Dues and Fees. The Board of Directors shall approve the annual dues, if any, for membership.

Section 4. - Access to Information. Members shall have the right, on written or oral demand, to examine and copy, in person or by agent of attorney, at any reasonable time and for any purposes, all books and records of account of the Coalition, its last annual and most recently published financial statement and minutes of all acts and proceedings of the Coalition’s Board of Directors.

Article II-- Board of Directors

Section 1. - Directors. The Board of Directors shall consist of a minimum of 6 and not more than 11 voting Directors. Non-voting Directors shall serve in advisory roles and be referred to as “Advisory Directors.” The number of voting and non-voting Directors shall be determined from time to time by the resolution of the Board of Directors.

Open Director positions shall be filled at the Annual Meeting of the Board as described in Section 9. Directors shall serve from the end of the annual meeting of the Board at which they are elected for a term of two years. Directors may serve multiple terms. A Director must be affiliated with a member of the Coalition. Affiliation includes employees, directors, and active volunteers of the Member organization.

Section 1.1 Advisory Board

The Board of Directors may decide to create an Advisory Board. The Advisory Board is a body that provides non-binding strategic advice to the organization. The informal nature of an Advisory Board gives greater flexibility in structure and management compared to the Board of Directors. Unlike the Board of Directors, the advisory board does not have the authority to vote on matters. Advisory Board members are appointed by the Board of Directors. The purpose of the Advisory Board is to provide ongoing expertise, advice, and support to the Board of Directors. Advisory board members do not have a set term limit.

Section 2. - Regular Meetings. The Board of Directors shall meet, at minimum, quarterly at such times as the Board determines in advance. The option to participate in regular meetings from a remote location will be provided.

Section 3. - Annual Meeting.

The Annual Meeting shall be held before the end of October. The annual meeting shall be held at a time and place determined by the

Board of Directors. The annual meeting of the Board shall be for establishing and agreeing on the Coalition's long-term strategic goals, priorities, and direction for the year ahead, reviewing the performance of the Executive Director, and other topics as decided by the President and Executive Director.

Section 4. - Special Meetings. Special meetings of the Board of Directors may be called by any Director. The purpose of the special meeting shall be stated in the meeting notice.

Section 5. - Notice. Written notice of the time and place of all meetings of the Board of Directors shall be given personally or mailed (including e-mail) to the Directors at least five calendar days before the meeting. Directors are expected to attend all meetings.

Section 6. - Quorum. A majority of the voting Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of a majority of the voting Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. The Board President may ask for an electronic ballot to obtain a timely quorum in some matters.

Section 7. - Electronic Voting. On occasion, to address time-sensitive matters that may surface between regular meetings, the Board President may ask for an electronic ballot from Directors. In such cases, the Board President will describe in writing the issue being voted upon and a deadline for Directors to cast their votes. All Directors must cast a ballot. Unless stated otherwise in these bylaws, approval of a majority of the voting Directors shall be the act of the Board of Directors.

Section 8. - Committees. The Board of Directors may appoint any standing committees or special committees it deems necessary to conduct the work of the Coalition. Standing committees may include:

- 1) Executive Committee;
- 2) Governance and Nominating Committee;
- 3) Finance Committee;
- 4) Development and Events Committee; and
- 5) Communications and Policy Committee.

Section 9. - Nominating and Voting Process. On an ongoing basis, the Board of Directors shall identify and address the knowledge, skills, and perspectives needed on the board and share this with Members to inform their nominating and voting decisions. The names reflected on the Member Memorandum of Understanding shall be the representative of Member organizations. Representatives or their designee may nominate a person for a Director position provided that the nominee is affiliated with an active Member. Affiliation includes employees, board members, or active volunteers of the Member organization. The Representatives of a coalition Member or their designee may cast votes for up to the maximum number of Board of Director seats described in Article II Section I. A regular majority of the board is needed to confirm a new board member.

Section 10. - Compensation. No Director, whether voting or non-voting, shall receive compensation for service on the Board of Directors. The coalition may reimburse any Director for reasonable expenses incurred in authorized service rendered to or for the coalition after receiving approval from the Board President.

Section 11. - Removal. Voting and non-voting Directors may be removed by a two-thirds vote of the voting Directors whenever, in the judgment of the voting Directors, such removal would serve the best interests of the Coalition and is in accordance with applicable law. A person may be asked to resign their seat if there are two unexcused absences from scheduled regular meetings in a period of twelve months. Vacant seats shall be filled as described in Section 9.

Section 12. - Vacancy. A vacancy on the Board of Directors created by the departure of a voting Director shall be filled by the Board of Directors for the remainder of that Director's term. A vacancy on the Board of Directors created by the departure of a non-voting Director may be filled at the discretion of the Board.

Section 13. - Non-discrimination Policy. The Board of Directors is committed to a policy of non-discrimination and fair representation on the Board of Directors and in the Coalition, and will not discriminate on the basis of race, color, religion, national origin, gender, age,

sexual orientation, gender expression, marital status, military status or physical or mental disability.

Article III - Officers

Section 1. - Officers and Executive Director. Directors shall elect a President, a Vice-President, a Secretary, and a Treasurer. Officers must be affiliated with Members of the Coalition and voting members of the Board of Directors. The Board of Directors will hire, oversee and manage an Executive Director who will be accountable to the Board.

1a. Selection and Term of Office. At each Annual Meeting of the Board of Directors, a President, Vice-President, Secretary and Treasurer of the Board shall be elected. The officers shall serve from the end of the Annual Meeting of the Board of Directors at which they are elected for a term of one year or until they cease being Directors. The duty of the President is to preside at all meetings of the Board of Directors, and the Vice President shall preside in the President's absence. In the event neither the President nor the Vice President can attend a Board meeting, the remaining Board members shall elect a Presiding President to preside over the meeting.

1b. Executive Director. The Executive Director shall lead the Coalition, subject to the supervision of the Board. The Executive Director shall also be the general manager and chief financial officer of the Coalition or hire or contract and supervise these positions. The Executive Director shall be responsible for the employment, payroll and direction of staff to advance the objectives of the Coalition in accordance with the direction given by the Board, shall report from time to time to the Board on the activities of the Coalition and its financial condition, and shall have such other duties as are prescribed from time to time by the Board, including without limitation responsibility for the care and custody of all the Coalition's funds, securities, evidences of indebtedness and other personal property, and for the prescribing and maintaining the methods and systems of accounting to be followed, for keeping complete books and records of account, for the preparation and filing of all local, state and federal tax returns and related documents, for prescribing and maintaining an adequate system of internal audit, and for preparing and furnishing to

the Board of Directors statements of account showing the financial position of the Coalition and the results of its operations as requested.

The Board of Directors shall employ an Executive Director who shall serve at the pleasure of the Board, except that the Board may cause the Coalition to enter into an employment contract with the Executive Director that is for at-will employment, employment for a specified term or employment for any such period as the Board may deem advisable. The Executive Director will not be a member of the Board.

Section 2. - Powers and Duties. The officers shall exercise and perform the respective powers, duties and functions prescribed by these bylaws, the parliamentary authority, and as may be assigned by the Board of Directors.

2a. President. The President shall, subject to the direction and supervision of the Board of Directors: (i) provide general oversight of the affairs and business of the Coalition, and of its officers, agents and employees; (ii) preside over all meetings of the Board of Directors; (iii) see that all orders and resolutions of the Board of Directors are carried into effect by Directors or the Executive Director, as appropriate; and (iv) perform all other duties incident to the office of the President and as from time to time may be assigned to such office by the Board of Directors. The President may create committees and appoint committee chairs. The President will provide general supervision, direction and management of the Executive Director.

2b. Vice President. The Vice President of the Board is prepared at all times to assume the role of Board President, if necessary. The Vice President, whose knowledge and commitment mirrors that of the President, may serve in the President's place for Board activities. The President may delegate special assignments to the Vice President.

2c. Secretary. The Secretary shall (i) keep the minutes of the proceedings of the Board of Directors and; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as

required by law; (iii) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to such office by the President or by the Board of Directors. The Secretary prepares and maintains Board records, such as minutes and ensures the accuracy of such documents. The Executive Director will maintain the security of the records.

2d. Treasurer. The Treasurer shall (i) monitor financial and tax compliance with all requirements imposed on the Coalition; (ii) upon request of the Board of Directors, make such reports to it as may be required at any time; and (iii) perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned to such office by the President or the Board of Directors. The Treasurer reviews, with other Board officers, the financial plans and the organization's budget. The Treasurer reviews the annual audit and tax forms, and presents the financial material to the board.

Section 3. - Compensation. No officer shall receive compensation for service in office. With approval of the President, the Coalition shall reimburse the officers for all reasonable expenses incurred in authorized service rendered to or for the Coalition.

Section 4. - Removal. A person may be removed from an officer position by a two-thirds vote of the Board of Directors whenever in the judgment of the Board such removal would serve the best interests of the Coalition.

Section 5. - Vacancy. A vacancy in office shall be filled by an appointment from the Board of Directors for the remainder of the term.

Article IV-- Contracts, Loans, Deposits

Section 1. - Contracts. The Board of Directors, with two-thirds approval and with the approval of the Fiscal Agent may enter into a contract or agreement on behalf of the Coalition.

Section 2. - Loans. No loans shall be contracted for on behalf of the Coalition and no evidence on indebtedness shall be issued in the

name of the Coalition unless approved by two-thirds of the Board of Directors, the Executive Director, and the Fiscal Agent. No loan shall be made to any Officer, Director or Member.

Section 3. - Checks, Drafts, and Notes. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Coalition shall be approved by two-thirds of the Board, the Executive Director, and the Fiscal Agent.

Section 4. - Deposits. All funds of the Coalition not otherwise employed shall be deposited to the credit of the Coalition in such banks, trust companies or other custodians as the Board of Directors and Fiscal Agent selects.

Section 5. - Fiscal Year. The fiscal year of the Coalition shall be July 1 through June 30.

Article V -- Public Statements

Section 1. - Public Statement. As part of its advocacy work, the Coalition may take official positions which are communicated, in writing or verbally, to public agencies and that may be accessible to the general public. Public statements will reflect the names of all **approving** Members. Prior to taking such official positions and making public statements: (i) approval of two-thirds of the Board of Directors is required and (ii) a majority of active Members must approve. Any Member may opt-out of including their organization's name on such public statements.

Article VI—Property

Section 1. - Property. The property of the Coalition, unless otherwise directed by donors shall be held and applied in promoting the general purposes of the Coalition declared in the Strategic Plan.

Article VII-- Parliamentary Authority.

Section 1. - Parliamentary Authority. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Coalition in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, these bylaws, and any special rules of order the Coalition may adopt.

Article VIII -- Amendments.

Section 1. - Amendments. These bylaws may be amended by the affirmative vote of two-thirds of the voting Directors in office. Proposed amendments must be submitted in writing to the President and Secretary at least three weeks prior to the next regular or special meeting of the Board. The President or Secretary shall distribute proposed amendments to all voting Directors for consideration at least two weeks prior to the next regular or special meeting of the Board. Amended and restated bylaws shall supersede any previous versions of these bylaws.

Revisions

| Date | Description |
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| 8/3/2023 | revised # of board members, was 6-8, updated to 6-11 |
| 9/4/2025 | Added Section 1A in Article 1 (Membership and regional collaboration) |