

**STOWE MTB CLUB, INC.**

**AMENDED AND RESTATED BY-LAWS**

**ARTICLE 1**

**Name and Location**

**Section 1. Name.** The name of this corporation shall be Stowe MTB Club, Inc., hereinafter referred to as the “Corporation.”

**Section 2. Location.** The headquarters of the Corporation shall be in Stowe, Lamoille County, Vermont.

**ARTICLE II**

**Purposes and Objectives**

**Section 1. Purposes and Objectives.** The purposes for which the Corporation is formed and for which it shall be operated are those which are set out in its Articles of Association and those which are set forth hereinafter.

**A. Mission:** To cultivate a vibrant mountain bike culture with a World Class Trail Network, supported and engaged by the local community.

**B. Vision:** The Stowe area is the center of Mountain Biking in VT and is considered a premier mountain biking destination. The Stowe Mountain Bike Club is a vibrant, active and sustainable organization at the heart of the local mountain biking community. The SMBC works hand in hand with the community to promote safe, sustainable trails, economic vitality, and enjoyable recreation experiences throughout the region for locals as well as visitors.

**C.** The Corporation’s activities shall, at all times, be limited to educational, civic, scientific and/or charitable purposes. The Corporation shall not engage, otherwise than as an insubstantial part of its activities, in activities that are not in furtherance of educational, cultural, civic, scientific and/or charitable purposes with the meaning of Sections 501(c)(3) of the Internal Revenue Code, as it may be amended;

**D.** No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or participating in or intervening in (including publishing or distributing statements) any political campaign on behalf of or against any candidate for public office;

E. No part of the net income of the Corporation shall inure to the benefit of or be distributed to any member, director or officer of the Corporation or other private individual nor shall the Corporation be operated for the benefit of private interests, including those owned or controlled, directly or indirectly, by incorporators, directors, officers, or members of the Corporation or their families;

F. The assets of the Corporation are and shall be permanently dedicated to exempt purposes as defined in the Internal Revenue Code. Should the Corporation be dissolved, its assets shall be used exclusively for exempt purposes, such as distributed to qualified Corporations for exempt purposes, or to the Federal Government, or to a state or local government for a public purpose, or to a distributee which would qualify and would be exempt, within the meaning of the Internal Revenue Code, at which time the dissolution takes place;

G. The Corporation may receive and accept property, whether real, personal or mixed, by way of gift, bequest, or devise from any person, firm, trust, or corporation, to be held, administered and disposed of in accordance with and pursuant to the purposes of the Corporation, but no gift, bequest or devise of any property shall be received and accepted if it be conditional or limited in any manner as shall require the disposition of the income or its principal to any personal or Corporation other than a “charitable” corporation or Corporation, or for other than a “charitable purpose” within the meaning of such terms as defined in the Internal Revenue Code, as now in force or hereafter amended.

### ARTICLE III

#### Membership

**Section 1. Membership.** Any person, family or business Corporation shall be entitled to membership in the Corporation upon the payment of annual dues and completion of the membership form and Waiver and Release. The Corporation shall keep a record of the names and addresses of all members of the Corporation.

**Section 2. Dues.** The annual dues for each membership class shall be established by the Board of Directors from time to time and shall be payable on a April 1- March 31 membership year. The Board of Directors may establish donor categories (such as “benefactor,” “patron,” etc.) in order to recognize annual contributions in excess of the regular annual dues.

**Section 3. Annual Meetings.** There shall be an annual meeting of the members of the Corporation, to be held at such time and at such place as the Board of Directors shall determine.

### ARTICLE IV

#### Board of Directors

**Section 1. Number and Qualification.** The Board of Directors shall consist of not less than five (5) nor more than fifteen (15) members, as may be determined from time to time by a majority of the then current members of the Board of Directors. All Board members shall be members of the Corporation. For purposes of this requirement, members of family memberships and duly authorized agents of business memberships shall be considered members of the Corporation. In addition, all prospective Board members must attend at least four (4) Board meetings in a six (6) month period before being eligible for election to the Board.

**Section 2. Election.** Directors shall be elected by the Board of Directors. Nominations shall be submitted by the Board of Directors. Nominations from the membership may also be accepted.

**Section 3. Election and Tenure.** All members of the Board of Directors shall be elected for three (3) year terms and shall assume their position at the next meeting of the Board of Directors following their election at the annual meeting of the Board. The terms of members of the Board of Directors shall expire on a rotating basis, with approximately one-third of the directors' terms expiring each year. To accomplish this purpose, the initial Directors shall be divided into three groups, with one group serving for one year, one group serving for two years, and one group serving for three years.

**Section 4. Vacancies.** Any vacancy occurring on the Board of Directors by reason of resignation, death or removal of a Board member may be filled for the remainder of the vacant term by a majority vote of the remaining members of the Board of Directors in attendance at a regular or properly warned special meeting of the Board.

**Section 5. Attendance.** Absent a prior arrangement with the Board, any Director who fails to attend at least 50% of all regularly scheduled Board meetings per calendar year will be asked to step down from the Board.

**Section 6. Removal.** A director may be removed by an affirmative vote of at least two-thirds (2/3) of the remaining directors for just cause specified by the Board.

**Section 7. Remuneration.** No member of the Board of Directors shall be paid for services as such rendered to the Corporation, provided, however, that reasonable expenses of Directors may be paid or reimbursed by the Corporation.

**Section 8. Powers and Duties.** The Board of Directors shall have absolute and complete authority to manage and direct the funds, programs and business of the Corporation. It shall have the right and power to make all contracts and agreements on behalf of the Corporation and shall employ and remove all personnel and agents as deemed necessary and proper and shall determine the compensation and duties of each. The Board of Directors may create and designate such committees as it may deem necessary to facilitate the operations of the Corporation. All committees shall be subordinate and responsible to the Board of Directors.

**Section 9. Annual and Regular Meetings.** The Board of Directors shall hold an annual meeting, which will be the regularly scheduled Board meeting immediately prior to the annual

meeting of the membership, or as otherwise determined by the Board. The Board of Directors shall hold at least six (6) regularly scheduled meetings during the calendar year. The annual meeting of the Board of Directors is open to the general membership, but the Board may go into executive session if necessary or advisable.

**Section 10. Special Meetings.** Special meetings of the Board of Directors may be called by a request of at least twenty-five percent (25%) of the Directors, which may be written or via email.

**Section 11. Action Without a Meeting.** Any action by the Board of Directors may be taken without a meeting if all Directors individually consent to the action. Such written consent shall be filed with the minutes of the proceedings of the Board of Directors. Written consent means and shall require either: (a) the Director's original signature; (b) the Director's facsimile or scanned signature, provided that the original of the facsimile or scanned signature is delivered to the Corporation for inclusion in the minutes filed with the corporate records; or (c) the Director's consent via email, provided that the email consent is printed and delivered to the Corporation for inclusion in the minutes filed with the corporate records.

**Section 12. Executive Session.** At any meeting of the Board of Directors, a majority of Board members present may vote to go into closed executive session in order to consider matters of a sensitive or confidential nature.

**Section 13. Notice.** Not less than fifteen (15) days prior to each annual meeting of the Board of Directors, and not less than two (2) days prior to each regularly scheduled meeting of the Board of Directors, and not less than twenty-four (24) hours prior to each special meeting of the Board of Directors, written notice, setting forth the date, time, place and general nature of the business to be discussed, shall be mailed, postage paid, or emailed to all Directors at their addresses set forth in the records of the Corporation.

**Section 14. Quorum and Voting.** At any meeting of the Board of Directors, the presence of a majority of the current Directors shall constitute a quorum. Representation by proxy shall not be permitted unless a majority of the Board consents to representation by proxy. Unless otherwise specified in these Bylaws, a majority vote of those persons actually present at a meeting at which there is a quorum shall prevail on all matters.

**Section 15. Meeting by Telecommunications Devices.** Any member of the Board of Directors or any member of a committee designated by the Board who is temporarily incapacitated, residing temporarily outside of Stowe, or is otherwise unable to attend a meeting, may participate in a meeting of the Board or committee by means of a conference telephone or similar telecommunications device by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

## ARTICLE V

### Officers

**Section 1 Officers.** The officers of the Corporation shall be nominated and elected annually by the Board of Directors at its annual meeting. All officers shall be members of the Board of Directors. They shall serve one year terms commencing from the annual meeting of the Board of Directors at which they were elected and ending at the next succeeding annual meeting. Any unexpired term of office shall be filled by the Board of Directors at any regular or special meeting called for such purpose. The required officers shall be President, Secretary, and Treasurer. Any two or more officers may be held by the same person, except the offices of President and Secretary.

**Section 2. President.** The President shall be the formal head of the Corporation and shall preside at all meetings of the Corporation and Board of Directors and at the annual membership meeting, the annual Board of Directors meeting and all social and fundraising events of the Corporation. He or she shall sign contracts or agreements of the Corporation when so directed by the Board of Directors. The President shall be an ex-officio member of all committees and shall be the Corporation's primary spokesperson, together with the Executive Director, if applicable, for public relations and fundraising purposes.

**Section 3. Vice President.** If the Corporation chooses to elect one or more Vice President(s), the Vice President(s) shall, in the absence, disability, resignation, or death of the President, possess all the powers and perform all the duties of the President. The Vice President(s) shall perform such other duties as the President or Board of Directors may designate.

**Section 4. Secretary.** The Secretary shall keep or cause to be kept minutes of all meetings of the Board of Directors and of the Corporation and may sign with the President instruments when so authorized by the Board of Directors. The Secretary shall have charge of the seal, if any, the Articles, By-Laws and records of the Corporation. The Secretary shall notify or cause to be notified the Board of Directors and the members of the Corporation of meetings.

**Section 5. Treasurer.** The Treasurer shall receive and hold all documents of property or funds of the Corporation and shall, under the direction of the Board of Directors, pay or cause to be paid, all bills and make expenditures and investments. The Treasurer shall present financial reports to the Board of Directors. The Treasurer shall also present a detailed report of receipts and expenditures of the preceding fiscal year at the annual membership meeting, and print an annual financial report to be presented to and accepted by the Board of Directors at the first regular meeting of the Board of Directors following the end of the fiscal year.

**Section 6. Removal.** Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

**Section 7. Executive Director.** The Board of Directors may appoint an Executive Director of the Corporation, with responsibilities and compensation as the Board may determine.

## ARTICLE VI

### Financial Administration

**Section 1. Fiscal Year.** The fiscal year of the Corporation shall be the calendar year.

**Section 2. Bank Accounts.** A checking account shall be maintained by the Corporation and the Treasurer shall be responsible for maintaining the records of such account. In the discretion of the Board of Directors, other accounts, such as interest-bearing accounts, money market accounts or certificates of deposit may also be set up and maintained by the Treasurer in the name of the Corporation. The President, Treasurer or Executive Director, acting singly, subject to Section 4 below, shall have authority to sign checks and receive funds. Any and all funds received shall be promptly deposited in bank accounts of the Corporation.

**Section 3. Annual Report.** The Board of Directors may make the fiscal report available to the membership as soon as practical after the end of the fiscal year.

**Section 4. Limitation of Authority as to Expenditures.** All expenditures shall be made at the discretion of the Treasurer, subject to Board approval, if applicable.

## ARTICLE VII

### Parliamentary Authority

**Section 1. Parliamentary Authority.** The rules contained in the most recent version of Robert's Rules of Order shall govern all meetings of the membership and Board of Directors of the Corporation.

## ARTICLE VIII

### Committees

**Section 1. Standing Committees.** The following standing committees are hereby established:

Membership Committee:

Finance Committee: The purpose of the Finance Committee is to manage the finances and coordinate fundraising efforts in order to meet the financial needs of the Corporation.

Events Committee:

Trails Committee:

Marketing Communications Committee:

**Section 2. Committee Membership.** The chairperson of each of the standing committees shall be established annually by the Board of Directors, with members of each committee to be

chosen by the chairperson. Members of the standing committees need not be members of the Board of Directors, but they must be members of the Corporation. Each standing committee shall take direction from the Board of Directors and shall report periodically to the Board of Directors.

**Section 3. Additional Committees.** Additional committees and/or ad hoc committees may be established by the Board of Directors to assist in the achievement of the goals of the Corporation with chairpersons appointed by the Board.

## **ARTICLE IX**

### Governing Statutes

The underlying statutory basis for the formation, existence and operation of the Corporation is recognized as Title 11B V.S.A. Nonprofit Corporations. Except as may be specifically set forth in these By-Laws or in the Articles of Incorporation, the procedures and provisions set out in such Title, as it may be amended from time to time, shall be binding on the Corporation, its membership, and its Board of Directors.

## **ARTICLE X**

### Amendments

These By-Laws may be amended from time to time by the Board of Directors in accordance with 11B V.S. A § 10.20 as it may be amended from time to time.

## **ARTICLE XI**

### Indemnification of Officers and Directors

The Corporation shall, to the extent legally permissible and only to the extent that the status of the Corporation as an Corporation exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, is not affected thereby, indemnify each of its directors, officers, employees and other agents (including persons who serve at its request as directors, officers, employees or other agents of another Corporation in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him or her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a director, officer, employee or agent, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation; provided, however, that as to any matter disposed of by a compromise payment by such director, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said

payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Corporation, after notice that it involves such indemnification by a majority of the disinterested directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such director, officer, employee or agent appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation. Expenses including counsel fees, reasonably incurred by any such director, officer, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Corporation if he or she shall be adjudicated to be not entitled to indemnification under Vermont law. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director, officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "director", "officer", "employee", and "agent" include their respective heirs, executors and administrators, and an "interested" director is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

## ARTICLE XII

### Conflicts of Interest

**Section 1. Purpose.** The purpose of the conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation 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 Corporations.

### **Section 2. Definitions.**

**A. Interested Person:** Any director, principal officer, or member of a committee with Board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

**B. Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- i. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
- ii. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation 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. A person who has a financial interest may have a conflict of interest only if the Board decides that a conflict of interest exists.



### **Section 3. Procedures.**

**A. 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 Board-delegated powers considering the proposed transaction or arrangement.

**B. 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 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.

**C. Procedures for Addressing the Conflict of Interest**

- i. An interested person may make a presentation at the 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.
- ii. The Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the Board or committee shall determine whether the Corporation 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.
- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation'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.

**D. Violations of the Conflicts of Interest Policy**

- i. If the 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.
- ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the 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.

As adopted by the Board of Directors on September 9, 2015.