

BYLAWS OF GREAT PLAINS BICYLING CLUB

ARTICLE I. OFFICERS

The principal office of the corporation in the State of Nebraska shall be located in the City of Lincoln, County of Lancaster. The corporation may have such other offices, either within or without the State of Nebraska, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Nebraska a registered office, and a registered agent whose office is identical with such registered office, as required by the Nebraska Nonprofit Corporation Act. The registered office may be, but need not be identical with the principal office on the State of Nebraska, and the address of the registered office may be changed from time to time by the board of directors.

ARTICLE II. MEMBERS

Section 1. Voting Members.

The corporation shall have one class of members with voting rights consisting of all individuals of majority age who have paid in full the dues established for voting members by the Board of Directors, and whose membership has not been terminated as provided by Article II, Section 3. Each voting member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 2. Nonvoting Members.

The corporation shall have such class or classes of nonvoting members, with such qualification, rights and privileges as the Board of Directors may establish from time to time.

Section 3. Termination of Membership.

- (a) A member may terminate his or her membership by filing a written resignation with the Secretary, but such resignation shall not relieve the resigning member of any obligation to pay any dues, assessments or other charges which have accrued but are unpaid.
- (b) A membership may be terminated for good cause by a vote of two-thirds of the entire membership of the Board of Directors. Good cause shall mean
 - (1) failure to pay any dues, assessments or other charges when due;
 - (2) willful violation of the Articles, Bylaws or Rules of the corporation; or

- (3) conduct which jeopardizes the peace and order of the corporation or the safety of participants in bicycling activities.
- (c) A membership shall be automatically terminated as provided in Article VI.

ARTICLE III. MEETINGS OF MEMBERS

Section 1. Annual Meeting.

An annual meeting of the members shall be held on the second Thursday of November in each year, beginning with the year 1990, at the hour of 7:30 p.m., for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Nebraska, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Section 2. Special Meetings.

Special meetings of the members may be called by the President, the Board of Directors, or not less than ten percent (10%) of the members having voting rights.

Section 3. Place of Meeting.

The Board of Directors may designate any place, either within or without the State of Nebraska, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting is called by the President or members, the place of meeting shall be the registered office of the corporation in the State of Nebraska; but if all of the members shall meet at any time and place, either within or without the State of Nebraska, and consent to the holding of a meeting, the meeting shall be valid without call or notice, and any corporate action may be taken at the meeting.

Section 4. Notice of Meetings.

Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the President, the Board of Directors or the members calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of the corporation, with postage prepaid.

Section 5. Informal action by Members.

Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 6. Quorum.

The members holding twenty percent (20%) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notices.

Section 7. Proxies.

Any member may vote by proxy at any membership meeting.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers.

The affairs of the corporation shall be managed by its board of directors. Directors need not be residents of the State of Nebraska.

Section 2. Number, Tenure, Qualifications and Election.

The number of directors shall be not less than three (3). The number of directors shall be set by the membership at its annual meeting. Directors shall be elected by the membership at its annual meeting. Each elected director shall hold office for a term of one (1) year and until his or her successor is elected and qualified.

Section 3. Regular Meetings.

The annual meeting of the Board of Directors shall be held during the month of November at a convenient time after the annual membership meeting. The Board of Directors may provide by resolution the time and place, either within or without the State of Nebraska, for the holding of regular meetings of the Board without other notice than such resolution.

Section 4. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Nebraska, as the place for holding any special meeting of the Board called by them.

Section 5. Notice.

Notice of any annual or regular meeting of the Board of Directors shall be given at least ten (10) days previous thereto and notice of any special meeting of the Board of Directors shall be given at least three (3) days previously thereto. All notices required in this section shall be given by written notice delivered personally or sent by mail or telegram to each director at the director's address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 6. Quorum.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting.

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 8. Vacancies.

Any vacancy occurring in the Board of Directors, except any vacancy to be filled by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors, although less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Section 9. Compensation.

Directors shall not receive any stated salaries for their services as directors, but by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board, but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

Section 10. Informal Action by Directors.

Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

Section 11. Meetings by Teleconference.

When authorized by law and by the Board of Directors, any regular or special meeting of the Board may be held by teleconference in which all members participating can hear one another speak. A director's participation by such means shall constitute presence at the meeting for any and all purposes, including, but not limited, to the determination of a quorum and voting.

ARTICLE IV. OFFICERS

Section 1. Officers.

The officers of the corporation shall be a president, one or more vice-presidents (the number thereof to be determined by the Board of Directors), a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more assistance secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section 2. Election and Term of Office.

The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until the successor shall have been duly elected and shall have qualified.

Section 3. 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, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President.

The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The President shall preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation, and in general the President shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors.

Section 6. Vice-President

In the absence of the President or in the event of his inability or refusal to act, the Vice-President (or, in the event there be more than one vice-president, the vice-presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any vice-president shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 7. Treasurer.

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws, and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 8. Secretary.

The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each director which shall be furnished to the Secretary by such director, and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 9. Assistant Treasurers, Assistant Secretaries, and other Officers.

If required by the Board of Directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant treasurers, assistant secretaries, and other officers, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary, respectively, the President, or the Board of Directors.

ARTICLE VI. DUES

Section 1. Annual Dues.

The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by the members.

Section 2. Payment of Dues.

Dues shall be payable in advance on the first day of January in each year. Dues of a new member shall be prorated from the first day of the fiscal quarter in which such new member is elected to membership, for the remainder of the fiscal year of the corporation.

Section 3. Default and Termination of Membership.

When any member of any class shall be in default in the payment of dues on the 31st day of January, then such member's membership shall thereupon be terminated automatically without further notice.

ARTICLE VII. INDEMNITY OF OFFICERS, DIRECTORS AND AGENTS

This corporation shall have the power to indemnify, to the full extent allowed by law, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employer or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE VIII. COMMITTEES

Section 1. Standing Committees.

The corporation may be served by such standing committees as the Board of Directors may establish by resolution. The powers and duties of each committee shall be set forth in the authorizing resolution.

Section 2. Membership.

Each standing committee shall consist of not less than one (1) director and may include officers and other persons who are not directors, except for an Executive Committee which shall consist of directors. Committee members and chairmen shall be nominated by the President and elected by the Board. All committee members shall serve from time of election until the close of the next annual meeting unless they resign or are removed by the Board for cause. All vacancies may be filled by the President.

Section 4. Special Committees.

The President may create, from time to time, such special committees and designate such duties as the President deems necessary or as the Board may direct. All committee members and the committee chairmen shall be appointed by the President.

Section 5. Quorum.

A majority of the whole committee, standing or special, shall constitute a quorum and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE IX. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by the bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents for the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an assistant treasurer and countersigned by the President or a vice-president of the corporation.

Section 3. Deposits.

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts.

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE IX. BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors and committees having any of the authority of the Board of Directors.

ARTICLE X. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

XI. SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal."

ARTICLE XII. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Nebraska Nonprofit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII. AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the directors present at any regular meeting or any special meeting, if at least ten (10) days written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

These bylaws are hereby certified to be the current bylaws of the Great Plains Bicycling Club.

April 15, 2008
Date

Eric Yule
Corporate Secretary

10/16/2006 – Amended Article III, Section 7.