

**THIRD AMENDED AND RESTATED BYLAWS OF
THE LAWRENCE MOUNTAIN BIKE CLUB
A KANSAS NON-PROFIT CORPORATION**

**ARTICLE I
PURPOSES AND RESTRICTIONS**

Section 1. Purpose.

The purposes of The Lawrence Mountain Bike Club (“LMBC” or the “Corporation”) shall be those non-profit purposes stated in the Articles of Incorporation, as may be amended. No part of the net earnings or other assets of LMBC shall inure to the benefit of, be distributed to or among, or revert to any director, officer, contributor or other private individual having, directly or indirectly, any personal or private interest in the activities of LMBC, except that LMBC may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the non-profit purposes stated in the Articles of Incorporation.

Section 2. Restrictions.

LMBC will not maintain exclusive affiliation with any single bicycle related retail company or retail outlet; however, LMBC may seek corporate and local bike shop sponsorship in order to further its non-profit purposes as stated in the Articles of Incorporation.

**ARTICLE II
OFFICES**

The principal office of LMBC in the State of Kansas shall be located in the City of Lawrence, Kansas. The Corporation may have such other offices within or without the City of Lawrence, Kansas as the Board of Directors may from time to time designate.

**ARTICLE III
MEMBERSHIP**

Section 1. Membership Restrictions. Membership shall be open to all individuals without restriction or prejudice.

Section 2. Membership Dues. A member (“Member”) shall be defined as those participants who have paid annual dues as periodically determined by the Board. Annual year (“Annual Year”), for the purposes of membership dues, is defined as the period beginning January 1 and ending December 31. Any Member joining in the last three months of the Annual Year shall be credited as having paid for the following year.

Section 3. Member Voting. Each Member shall be entitled to one vote for those matters submitted for a vote to the membership, including the annual election of Officers at the annual meeting of the Members in November (“Annual Member Meeting”). Any Member may submit agenda items to be considered by the Board of Directors (the “Board”) or for consideration at any meeting of the membership. The Board may establish reasonable procedures for such submissions, such as form or advance notice.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Management.

The affairs of LMBC shall be managed, supervised and controlled by a self-perpetuating Board of Directors (the “Board”) consisting of not less than three (3) nor more than ten (10) persons. The Board of Directors shall be those Officers elected by a majority of the Members in a manner specified in Article III, Section 3 of these Bylaws (the “Elected Directors”) and those Directors which may be appointed by the Elected Directors (“Appointed Directors”). At all times the Directors must be Members of LMBC.

Section 2. Term and Election of Directors.

Each Elected Director shall serve a term of one year after being elected as an Officer at the Annual Member Meeting. Each Elected Director shall serve until their successor is elected and qualified, or until such Elected Director has resigned or has been removed in the manner provided in Article IV, Section 4 of these Bylaws. The Board, at its discretion, may fill any vacancies on the Board for the unexpired term of a removed or resigned Elected Director until such Elected Director’s successor is elected and qualified.

Section 3. Term of Appointed Directors. Each Appointed Director shall serve a term of one year after being appointed by the Elected Directors at the Annual Board Meeting. Appointed Directors shall serve until the next Annual Board Meeting where the Board may choose to appoint them to another term, appoint a new individual to serve as an Appointed Director or leave the position vacant until such time as the Board believes the appointment of an Appointed Director would be beneficial to LMBC. The Board may or may not choose to have Appointed Directors.

Section 4. Resignation and Removal

Any Director may resign by delivering written resignation to the Board of Directors, the President or the Secretary. Any Director may be removed by an affirmative vote of a majority of the Members.

Section 5. Meetings of the Board of Directors and Election of Officers.

The annual meeting of the Board (“Annual Board Meeting”) shall be held on the third Tuesday, of the month of January, and all meetings of the Board, regular or special, shall be held at the principal office of the Corporation, or at such time and place within or without the State of Kansas as shall be designated by the President or if not designated by the President then as determined by the Board. The Annual Board Meeting shall be held for the purpose of appointing any Appointed Directors the Board may wish to appoint and for transacting such other business as may come before the meeting. The Board shall hold a regular meeting in January, March, May, July, September, and November.

The Members shall elect by majority vote a President, a Vice President, a Secretary, Treasurer, Events Coordinator, and a Trail Coordinator and such other officers as the Directors shall determine are necessary, provided however, that all officers shall be Members of the Board.

Section 6. Special Meetings.

Special meetings of the Board may be called by or at the request of the President, or in the President’s absence by the Vice President, or by any two Directors. The person or persons authorized to call for a special meeting of the Board shall fix the place for holding the special meetings of the Board of Directors.

Section 7. Quorum and Action without a Meeting.

A majority of the Board then in office shall constitute a quorum. All of the matters shall be decided at any meeting at which a quorum is present, by the affirmative vote of a majority of the Directors present, except in cases where the presence or the vote of a greater number is required by statute, or by these Bylaws.

Any action that may be taken by the Board at a meeting, may be taken without a meeting if a written consent, setting forth the action so taken, is signed by all of the Directors.

Section 8. Manner of Acting.

The act of the majority of the Directors present at a meeting of the Board at which a quorum is present shall be the act of the Board unless a greater number is required under the Articles of Incorporation, these Bylaws or any applicable laws of the State of Kansas.

Section 9. Voting.

Each Director shall be entitled to one vote, which shall be cast in person.

Section 10. Telephone Conference.

The President or any two Directors may initiate a telephone conference, and Directors may participate in a meeting of the Board or a Committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 11. Notice of Meetings.

Notice of any annual or special meeting shall be given at least seven days prior to such meeting. Notice shall be given either in person, by telephone, by electronic mail or by regular mail to each Director. If notice is sent by regular mail, such notices shall be deemed to be delivered when deposited in the United States mail in a sealed envelope addressed to the Director with the postage paid.

The attendance of a Director at a 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. Regular meetings of the Board may be held without notice at such time and place as shall be determined by the Board. Any business may be transacted at any Board meeting.

Section 12. Committees.

The Board may by resolution adopted by a majority of the Directors in office establish one or more committees, each of which shall consist of two or more Directors, under such terms and with such powers as shall be specified in such resolution.

ARTICLE V OFFICERS

Section 1. Number and Election.

The Officers of the Corporation shall be a President, a Vice President, a Secretary a Treasurer, Events Coordinator, Trail Coordinator and such other Officers with such powers and duties not inconsistent with these Bylaws. All Officers shall be elected at the Annual Member Meeting by a majority of those Members present, including new Members, and said officers shall hold office at the pleasure of the Members for a term of one year or until their successors shall have been elected and qualified. Where a vacancy occurs in an office, it shall be filled by the Board for the unexpired term. Any two or more offices, except the offices of the President and the Vice President or President and Secretary, may be held by the same person.

Section 2. President.

The President shall preside at all meetings of the Board. The President shall have and exercise general charge and supervision of the affairs of LMBC and shall do and

perform such duties as may be assigned to him by the Board. The President shall have the authority to execute contracts and other agreements on behalf of the LMBC. The President shall act as spokesperson for LMBC. The President shall plan and run at least one regular meeting in the months of January, March, May, July, September and November.

Section 3. Vice President.

By the request of the President, or in the event of the President's absence or disability, the Vice President shall perform the duties and possess and exercise the powers of the President; and to the extent authorized by the Board, the Vice President shall have such other powers as the Board may determine, and shall perform such other duties as may be assigned to him. The Vice President shall work directly with the President in the supervision of the affairs of LMBC and will make themselves openly available to the President for delegation of duties.

Section 4. Secretary.

The Secretary shall attend all meetings of the Board. When appropriate, the Secretary may take minutes. The Secretary shall see that all notices required to be given by LMBC are duly given and served, particularly the yearly filing of our non-profit status with the Kansas Secretary of State's office. The Secretary shall have charge of the other books, records and papers of the LMBC, particularly those as pertain to the history of the club. The Secretary shall manage the web site of the LMBC in lieu of a newsletter, as well as assisting with other electronic and social media as appropriate, such as Facebook and an online Calendar of activities. The Secretary shall be available to other Officers and members to help with various files, electronic data and communications to the club. The Secretary shall set up and maintain an LMBC roster; and shall create and distribute membership applications in either paper or electronic form. The Secretary is responsible for managing membership in the official LMBC members' email list. The Secretary shall, in general, perform all duties incident to the office of the Secretary and such other duties as may from time to time be requested as appropriate.

Section 5. Treasurer.

The Treasurer may sign, either alone or with the President or Vice President, or other designated officer, in the name and on behalf of LMBC, any contracts or agreements or other documents authorized by the Directors. The Treasurer shall have the custody of all funds and property subject to such regulations as may be imposed by the Board. The Treasurer or other designated officers may be required to give bond for faithful performance of their duties, in such amount and with such duties as the Board may require. When necessary and proper, the Treasurer may endorse on behalf of the Corporation, for collection, checks, notes and other obligations, and shall deposit the same to the credit of the Corporation at such bank or banks, or depository as the Board may designate. The Treasurer shall sign all receipts and vouchers, and together with such

other Officer or Officers, if any, that shall be designated by the Board, the Treasurer shall sign all checks and all bills for exchange and promissory notes issued by the Corporation, except in cases where the signing and execution thereof shall be expressed by the Board or by these Bylaws to some other Officer or agent of the Corporation. The Treasurer shall make such payments as may be necessary or proper to be made on behalf of the Corporation. The Treasurer or any other delegated Officer shall enter regularly on the books of the Corporation to be kept by the Treasurer full and accurate accounts of all monies and obligations received and paid or incurred by the Treasurer for or on account of the Corporation, and he shall exhibit such books at all reasonable times to any Director on application at the principal offices of the Corporation.

Section 6. Events Coordinator.

The Events Coordinator will work with the Directors and Members to ensure that a minimum number of events occur each year. It should be a goal to have at least one event per month during the summer months, June through September. Additional events may take place throughout the year. These events can include but are not limited to the following:

- New Year's Day ride;
- Thanksgiving Day ride;
- A destination camping trip (Wilson Lake, for example)
- Solstice rides; and
- A weekly ride under LMBC's name.

The Events Coordinator is not solely responsible for putting on all these events. It is anticipated that the Events Coordinator will delegate responsibility for these events among club Members. The Events Coordinator shall submit a list of events to the Secretary such that the events can be placed on the website's calendar of upcoming events. The Events Coordinator shall submit approved expenses to the Treasurer for reimbursement in a timely manner. The Events Coordinator will also store and maintain LMBC's supplies for events, such as BBQ Grill, Pop-up Tent, banners, and other miscellaneous supplies to support these events.

Section 7. Trail Coordinator.

The Trail Coordinator will organize local trail maintenance. The Trail Coordinator will work with local trail managers to coordinate trail maintenance efforts at the Lawrence River Trail, Perry Lake and Clinton Lake. The Trail Coordinator will also work to educate people concerning proper trail maintenance and to develop more opportunities for local riding. The Trail Coordinator will write a monthly calendar of trail maintenance activities and monthly report on the outcome of trail maintenance activities. The Trail Coordinator shall store and maintain all equipment associated with trail maintenance.

Section 8. Removal.

Any Officer may be removed from office by an affirmative vote of a majority of all Directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance or misfeasance, for conduct detrimental to the interest of the Corporation, for lack of sympathy with objectives or for refusal to render reasonable assistance in carrying out its purposes. Any Officer proposed to be removed shall be entitled to at least five days' notice in writing by mail of the meeting of the Board at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board at such meeting.

**ARTICLE VI
AGENTS AND REPRESENTATIVES**

The Board may appoint such employees, agents and other representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board may see fit so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

**ARTICLE VII
CONTRACTS AND FUNDS**

Section 1. Authorization.

The Board may authorize any officer or agent to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to a specific instance, and unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge credit, or to render it liable for any purpose or for any amount. No vote of the Directors shall be required for any expenditure under \$100.00 that conforms with the charitable, educational or corporate functions of the Corporation.

Section 2. Loans.

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of a majority of the entire Board. Such authority may be general or confined to specific instances.

Section 3. Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 4. Insurance. The insurance of the Corporation shall be automatically renewed by the Treasurer on an annual basis without a vote of the Directors.

ARTICLE VIII WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any committee member or Director of the Corporation under the provisions of these Bylaws, or under the provisions of the Articles of Incorporation, such notice may be waived by attendance of the committee member or Director at such meeting except where the committee member or Director attends such meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE IX ADVISORY COMMITTEES

The Board may appoint from the Directors or from among such persons as the Board may see fit, one or more advisory committees, and, at any time, may appoint additional members to serve on an advisory committee. The members of any advisory committee shall serve at the pleasure of the Board. Such advisory committees shall advise with and aid the Officers of LMBC in all matters designated by the Board, prescribe rules and regulations for the call and conduct of meetings, and other matters relating to its procedure. Members of any advisory committee shall not receive any stated salary for their services as such, but by resolution of the Board, a reasonable sum for expenses, if any, may be allowed for the attendance at each regular or special meeting of such committee. The Board shall have the power in its discretion to contract for and to pay any member of an advisory committee, rendering unusual or exceptional services LMBC, special compensation appropriate to the value of those services.

ARTICLE X FISCAL YEAR

The fiscal year of the Corporation shall be as determined periodically by the Board.

ARTICLE XI INVESTMENTS

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, to invest and reinvest any funds held by it according to the judgment of the Board without being restricted to the classes of investments which a Director is or may be permitted by law to make or any similar restrictions, provided, however, that no action shall be taken by or on behalf of the

Corporation if such action would result in the denial of its tax exemption under Section 501(a) of the Internal Revenue Code of 1986, as amended or any corresponding provision of any subsequent Federal tax laws and regulations.

**ARTICLE XII
AMENDMENTS**

The Board shall have the power to make, alter, amend and repeal the Bylaws by affirmative vote of a majority of the Board. A minimum of twenty days' written notice is required for any proposed change, prior to any vote on the matter.

**ARTICLE XIII
EXEMPT ACTIVITIES**

Notwithstanding any other provisions in these Bylaws, no Director, trustee, officer or employee or representative of this Corporation shall take any action or carry on any activities by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any subsequent Federal tax laws or regulations.

**ARTICLE XIV
INDEMNIFICATION**

Each person who is or was a Director or Officer of the LMBC, including the heirs, executors, administrators, or estate of such person, shall be indemnified by the LMBC to the full extent permitted or authorized by the laws of the State of Kansas, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, costs and expenses, including attorney fees, incurred as a result of any claim arising in connection with such person's conduct in his or her capacity, or in connection with his or her status, as a director or officer of LMBC. The indemnification provided by this Bylaw provision shall not be exclusive of any other rights to which he or she may be entitled to under any other Bylaws or agreement, vote of disinterested Directors, or otherwise, and shall not limit in any way any right that the Corporation may have to make different or further indemnification with respect to the same or different person or classes of persons.

Adopted September _____, 2012.

Secretary