

**BY-LAWS
OF
GETTING IT IN CYCLISTS, INCORPORATED**

**ARTICLE I
PURPOSE**

The affairs and activities of GETTING IT IN CYCLISTS (GII), INCORPORATED (the “Corporation”) shall be carried out at all times for the purposes and in accordance with the terms set forth in its Articles of Incorporation and these Bylaws.

The Corporation is established for the benefit and social enjoyment of its members and their guests. Its primary purpose is to promote bicycles and bicycling in all its aspects, including, but not limited to, bicycling as a recreational, social, athletic, and transportation activity, as well as to promote all forms of recreational and athletic activities.

**ARTICLE II
OFFICES**

The principal office of the Corporation shall be located in Brandywine, Maryland. The Corporation may have such other offices, either within or outside the State of Maryland, District of Columbia or Commonwealth of Virginia, as the business of the Corporation may from time to time require.

**ARTICLE III
MEMBERSHIP AND DUES**

3.01 MEMBERSHIP

Any individual who owns or rides a bicycle, or who embraces the purposes of the Corporation, is eligible for membership with the Corporation upon the execution of an Application and a Legal Release.

3.02 DUES

Membership dues shall be determined by the Board of Directors based upon operating and other projected expenses. Dues shall be paid on your initiation day and shall be paid annually thereafter on your initiation anniversary date, with a one-month grace period. If a membership is terminated for non-payment of dues, reinstatement can occur after the delinquent dues are paid. Dues are non-refundable.

**ARTICLE IV
DIRECTORS**

4.01 GENERAL POWERS

The business and affairs of the Corporation shall be managed by its Board of Directors. The Directors shall in all cases act as a Board, and they may adopt such roles, responsibilities, and regulations for the conduct of their meetings and the management of the Corporation, as they may deem proper, not inconsistent with these Bylaws and the laws of its State of incorporation. The election of Directors shall take place at the Annual Meeting, or at such other time as approved by the Board. Directors shall take

office at the next regular meeting following their election or at such other time as may be determined by the Board at the time of such election.

4.02 SPECIFIC POWERS OF BOARD OF DIRECTORS

Subject to these Bylaws, the Board of Directors shall have full power to control and manage property and conduct the affairs and business of this Corporation. In furtherance of the foregoing powers, but not in limitation thereof, the Board shall have the power:

- (a) To select and remove with or without cause all other Officers of the Corporation; prescribe such powers and duties for them as may be consistent with the law, the Articles of Incorporation or with these Bylaws.
- (b) To contract with Agents to carry out some or all of the responsibilities of the Corporation that are subject to delegation.
- (c) To conduct, manage, and control the affairs and business of the Corporation, and to make such roles, responsibilities, and regulations therefore consistent with the law, the Articles of Incorporation, or with these Bylaws, as they may deem in the best interest of the Corporation.
- (d) To decide on what Corporation matters, if any, to be voted on by the general membership.
- (e) To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefore, in a Corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges; hypothecations, or other evidences of debt and security, therefore.
- (f) To apply for and acquire grants or contracts to operate, enable, and/or enhance the programs of the Corporation.
- (g) To distribute excess resources, and/or assets for charitable, scientific, literary, and educational purposes provided such distribution be in accord with the purpose of the Corporation, and the Articles of Incorporation.
- (h) To apply and maintain for Section 501(c)(4) status with the Internal Revenue Service.

4.03 NUMBER, TENURE, AND QUALIFICATIONS

There shall be a minimum of nine (9) Directors, all of whom shall be over the age of eighteen (18). The Directors shall be divided into three (3) classes and shall be known as Class A, Class B, and Class C. Class A Directors shall consist of the founding members, Lloyd Mason, Kimberly Mason, and Kevin Watkins. One (1) Class A Director shall be the Chairperson of the Board. Each Class A Director shall be entitled to one (1) vote. Class A Directors shall serve until their resignation, incapacity or death. Class B shall consist of five (5) Directors, two (2) of whom shall be appointed by the Chairperson of the Board, and two (2) of whom shall be appointed, one by each other Class A Director, and one (1) of whom shall be elected by the general body membership. Each Class B Director shall be entitled to one (1) vote. Class B Directors shall serve a term of two (2) years. Class C shall consist of at least one (1) Director elected by the general body membership, subject to Board approval, and/or as many as elected

by the majority vote of Class A and Class B Directors. All Class C Directors shall serve for advisory purposes and shall not have voting rights. Class C Directors shall serve for a term of one (1) year.

4.04 REMOVAL OF DIRECTORS

Any or all of the Class B and Class C Directors may be removed, with or without cause, by majority vote of the Board of Directors.

4.05 RESIGNATION

A Director may resign at any time by giving written notice to the Chairperson, the President, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Chairperson or such Officer, and the acceptance of the resignation shall not be necessary to make it effective.

4.06 COMPENSATION

No compensation shall be paid to Directors for their services.

ARTICLE V BOARD MEETINGS

5.01 MEETINGS

- (a) There shall be a minimum of three (3) meetings per year, unless otherwise provided in these Bylaws or by the Board. The Annual Meeting shall be held each year in February.
- (b) The quorum for the Board meetings shall be a simple majority of the members of the Board. A majority vote of the Board shall be a majority of those members attending the meeting, provided a quorum is present.
- (c) Regular, special, annual, and called meetings may be scheduled by the Chairperson or the majority of the Board, with a minimum of two (2) days' notice provided to the Directors by email, regular mail, text, or by telephone.
- (d) Meetings may be cancelled or postponed by the Chairperson for good cause or for lack of a quorum.
- (e) Attendance by telephone or other electronic means of participation shall be permitted if a member is not reasonably able to attend a meeting and a majority of the members present authorize such participation. The absent member must be able to demonstrate that he or she can hear and be heard in the discussion about the conduct of the Corporation's business. A member participating remotely with the approval of the Board may vote and shall count toward a quorum.

ARTICLE VI

OFFICERS

6.01 OFFICERS

The Officers of the Corporation shall be President, Vice-President, Treasurer, and Secretary. A slate of officers shall be nominated by the Nominating Committee. No person shall be nominated without his or her prior consent. The Officers shall be elected by the Board of Directors. The election shall take place at the Annual Meeting, or at such other time as approved by the Board. Officers shall take office at the next regular meeting following their election or at such other time as may be determined by the Board at the time of such election. Any Officer may expend up to One Hundred Fifty Dollars (\$150) without Board approval. Any expenditure that exceeds One Hundred Fifty Dollars (\$150) request written approval by the Board.

6.02 TERM

Officers shall serve for one (1) year or until their successors are elected and qualified. Vacancies for all offices shall be filled by the Board by appointing a member of the Board to serve out the unexpired term with the exception of the President, which shall be filled by the Vice-President to serve the full unexpired term of the President. All vacancies of any office shall be filled promptly by the Board, at either a regular or special meeting called for that purpose.

The Board may remove any officer, with or without cause, at any time when, in its absolute discretion, it shall consider that the best interests of the Corporation would be served thereby. Any officer may resign at any time.

6.03 DUTIES

- (a) The Chairperson of the Board shall preside at all meetings of the Board, shall appoint all committees and shall be an ex-officio member of all committees, except the Nominating Committee. The President shall coordinate or designate someone for matters related to the Corporation. The President shall have the authority to sign all checks and be bound by the same regulations as the Treasurer. The President shall sign all contracts or other instruments of the Corporation that may require his or her signature, shall make reports to the Board and shall perform such other duties as are incident to the office or are appropriately required by the Board.
- (b) The Vice-President shall serve the unexpired term of the President in the event of his or her resignation, removal or inability to serve out the remainder of the two-year term. The Vice-President shall also assume all the duties of the President in the temporary absence of the President. The Vice-President shall recommend committee members to the President for approval. In the event the President is not available, the Vice-President shall have the authority to sign all contracts or other instruments of the Corporation that may require the President's signature.

- (c) The Treasurer shall keep accurate books of account of all receipts and all disbursements, showing each activity separately, as well as a complete record of all funds for each season. The Treasurer shall prepare a written report to be submitted at each meeting of the Board. The Treasurer shall be required to prepare an annual financial report based upon the fiscal year. The aforementioned report by the Treasurer shall consist of a statement of all income and expenses for the year, a list of all accounts receivable, and accounts payable, and a balance sheet showing all of the assets and liabilities of the Corporation. The Treasurer shall file copies of this report with the Board and with such other internal and external groups or individuals, as the Board shall direct. The annual financial report shall become a part of the permanent records of the Corporation. Two signatures shall be required for all checks. The Treasurer shall maintain no more than one checking account for the Corporation, accessible by the President and the Treasurer. The Treasurer shall timely file all necessary income tax returns and take such other action as may be necessary to preserve the Corporation's tax-exempt status.
- (d) The Secretary shall record the minutes of each meeting of the Board. The Secretary shall present the President and the Board with a copy of the minutes of each meeting at least one week prior to the next succeeding meeting of the Board by electronic transmission. The Secretary shall issue notices of all meetings of the Board by electronic transmission, act as custodian of the Corporation's books and records, seal and sign with the President such instruments as require such signature, and make such reports and perform such other duties as are incident to this office or appropriately required of him or her by the Board and attend to all necessary correspondence of the Board.

ARTICLE VII **GENERAL MEMBERSHIP**

General body membership business meetings shall be held at such time and place as the Board of Directors shall decide. Business meetings are open to all members in good standing. Each member present shall be eligible to speak and to cast one vote on each item of business properly brought before the meeting by the Board of Directors. Notice of scheduled meetings will be published in the club newsletter or the club website.

ARTICLE VIII **COMMITTEES**

There shall be such Committees as the Board of Directors shall from time to time establish as the Board determines necessary for the operation and functionality of the Corporation. Each Committee shall consist of at least one (1) Board member. The Board of Directors may dissolve any committee.

ARTICLE IX **LIABILITIES AND INDEMNIFICATION**

9.01 LIMITATION ON LIABILITY OF OFFICERS AND DIRECTORS

To the full extent permitted and in the manner prescribed by the State of incorporation, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of Directors or Officers, a Director or Officer of the Corporation shall not be liable to the Corporation for monetary damages.

9.02 INDEMNIFICATION

To the full extent permitted and in the manner prescribed by the State of incorporation and any other applicable law, the Corporation shall indemnify a Director or Officer of the Corporation who is or was a party to any proceeding by reason of the fact that he or she is or was such a Director or Officer 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, employee benefit plan, or other enterprise.

9.03 DIRECTORS, OFFICERS, EMPLOYEES, OR AGENTS

Reference herein to Directors, Officers, Employees, or Agents shall include former Directors, Officers, Employees, and Agents and their respective heirs, executors, and administrators.

ARTICLE X CORPORATE RECORDS

10.01 MINUTES OF MEETINGS AND RECORDS OF ACTIONS TAKEN WITHOUT MEETINGS

The Corporation may keep minutes of all meetings of its Board of Directors, when and where permitted.

10.02 ACCOUNTING RECORDS

The Corporation shall maintain appropriate accounting records.

10.03 FORM OF RECORDS

The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

10.04 SPECIFIC RECORDS WHICH CORPORATIONS MUST KEEP

The Corporation shall keep a copy of the following records:

- (a) The Corporation's Articles or Restated Articles of Incorporation and all amendments to them currently in effect;
- (b) The Corporation's Bylaws or restated Bylaws and all amendments to them currently in effect;
- (c) A list of the names and business addresses of the Corporation's current Directors and Officers;
and
- (d) Form 1023, Application for Recognition of Exemption, filed by the Corporation with the Internal Revenue Service and all other documents required by the Internal Revenue Code to be made available for inspection by appropriate persons or agencies.

ARTICLE XI
MISCELLANEOUS

11.01 FISCAL YEAR

The fiscal year of the Corporation shall begin on the 1st day of January and conclude on 31st day of December of each year.

11.02 DISTRIBUTION OF ASSETS

Upon dissolution of the Corporation, all assets shall be distributed as determined by the Board of Directors; first to organizations similar in purpose to the corporation which conduct their activities in similar territory or, in the event that no such organization exists, to charitable organizations.

11.03 WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any Director of the Corporation under the provisions of these by-laws or under the provisions of the Articles of Incorporation, 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.

11.04 AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the Directors present at any one meeting and voted upon at a subsequent meeting at which a quorum is present. The amendments must be presented in writing to the Secretary at the preceding regular meeting of the Board and distributed to the Directors at least seven (7) days prior to the meeting at which they are to be voted upon.

THIS IS TO CERTIFY that these Bylaws were duly adopted by the Board of Directors of the Corporation on the 7th day of November, 2019.