

Constitution of the ElkoVelo Bicycle Club

ratified on April, 2006.

PREAMBLE:

We the undersigned, in order to join together in an association of bicycling enthusiasts and others who are interested in providing and promoting a wide range of organized cycling opportunities for road and mountain bicyclists, projecting a positive image that will help promote growth, well-being, and develop the local community for all bicycle riders regardless of fitness, skill levels, and age; hereby constitute ourselves as the ElkoVelo Bicycle Club, a non-profit corporation of the State of Nevada.

This organization is organized exclusively for educational and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE 1: MEMBERSHIP

Section 1. Any person who is interested in bicycling and in the principles stated in the preamble to this constitution is eligible to be a member of the ElkoVelo Bicycle Club.

Section 2. A Member In Good Standing is an individual who has met the eligibility requirements set forth in this constitution, has been accepted by the membership as provided in the By-Laws of the ElkoVelo Bicycle Club, and has paid the appropriate dues.

Section 3. The types and privileges of membership and the procedures for becoming a member of the ElkoVelo Bicycle Club shall be as provided in the By-Laws.

Section 4. The membership of any member may be revoked as provided in the By-Laws.

ARTICLE 2: BOARD OF DIRECTORS

Section 1. The governing authority of the corporation shall reside in a Board of Directors, which shall be the custodian of all property owned by the ElkoVelo Bicycle Club. The board shall consist of five Directors, one of whom shall be the Chairman. Each Director must be a Member In Good Standing.

Section 2. The Board of Directors shall designate a Resident Agent, who shall serve as the single point of contact for public or private entities which need to communicate or conduct business with the corporation.

Section 3. Upon ratification of this constitution, the five Directors shall be elected by the membership, with three Directors' terms expiring on March 31st of the year in which elected, and two Directors' terms expiring on March 31st of the following year. Thereafter, Directors shall be elected for two-year terms, with either two or three terms expiring on March 31st of each year.

Section 4. The Board of Directors shall convene in a formal meeting at least once per calendar year. Additional meetings may be convened according to the needs of the corporation. Each meeting shall be announced in advance to all members. Each board meeting must be attended by not less than three Directors and by the club Secretary or a designated alternate who shall take minutes. Minutes shall be recorded and filed as provided in the By-Laws. Any Member In Good Standing may attend any Board of Directors meeting.

Section 5. The Directors shall elect a Chairman of the Board at the first board meeting of each calendar year. The Chairman shall serve until the first board meeting of the following year, or until the expiration of his/her term as a Director, whichever occurs first.

Section 6. The club Secretary or a designated alternate shall read the minutes of each Board of Directors meeting at the following regular club meeting, during which all actions by the Board of Directors shall be subject to approval by the membership.

Section 7. A Director may be removed from the Board of Directors by the membership as provided in the By-Laws.

ARTICLE 3: OFFICERS

Section 1. The officers of the ElkoVelo Bicycle Club shall be the President, Vice-President, Secretary, and Treasurer.

Section 2. The term of office and the procedures for nominating and electing officers shall be as provided in the By-Laws.

Section 3. An officer may be removed from office as prescribed in the By-Laws.

ARTICLE 4: MEETINGS

Section 1. Regular club meetings shall be convened not less than four times per calendar year and shall be conducted as specified in the By-Laws.

Section 2. Special club meetings may be convened as provided in the By-Laws.

ARTICLE 5: DUES

Section 1. The club may levy such dues or assessments upon the membership as may be deemed necessary for the conduct of club business or operations.

Section 2. The amount of any dues or assessments shall be as specified in the By-Laws.

ARTICLE 6: AMENDMENTS

Section 1. Amendments to this constitution may be submitted by motion and in writing by any Member In Good Standing at a regular club meeting. If the motion is seconded and carried by the members present and voting, a ballot to approve the amendment shall be provided to all Members In Good Standing (directly, by U.S. mail, or by electronic means) in sufficient time to be returned prior to the next regular club meeting, during which a vote to approve the amendment shall be conducted. Approval by two-thirds of all members who cast ballots shall be required to approve the proposed amendment. The Secretary shall publicize the approved amendment to all members, and shall attach a printed original copy of the new amendment to the original copy of this constitution which is maintained in the club files.

ARTICLE 7: RATIFICATION

Section 1. A copy of this constitution and a ballot for ratification shall be submitted to all Members In Good Standing (directly, by U.S. mail, or by electronic means). An election to ratify shall be conducted at a regular club meeting, after sufficient time has elapsed for all members to receive and return ballots. This constitution shall be ratified and in effect upon the approval of a majority of the members who cast ballots.

ARTICLE 8: DISSOLUTION

Section 1. Upon the winding up and dissolution of this organization, after paying or adequately providing for the debts and the obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for educational and charitable purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

**Submitted for ratification this ___ day of __ ____, 2007 in Elko, Elko
County, Nevada, by the following incorporators:**

[signed on original copy]
