

**RESOLUTION OF THE BOARD OF DIRECTORS
OF WEST MICHIGAN MOUNTAIN BIKING ALLIANCE**

At a special meeting of the Board of Directors ("**Board**") of West Michigan Mountain Biking Alliance, a Michigan nonprofit corporation (the "**Corporation**"), held on January 20, 2016, the following resolutions were adopted:

WHEREAS, at a meeting of the Board held in January 2013 (the "**January 2013 Meeting**"), the Board voted to approve the amended Bylaws of the Corporation which are attached hereto (the "**Amended Bylaws**");

WHEREAS, the Corporation has been unable to locate the minutes of the January 2013 Meeting;

WHEREAS, the Board desires to document the approval of the Amended Bylaws;

THEREFORE, IT IS RESOLVED, that the Amended Bylaws adopted at the January 2013 Meeting are hereby ratified and affirmed as the bylaws of the Corporation. A copy of the Amended Bylaws shall be filed in the Minute Book of the Corporation.

IT IS FURTHER RESOLVED, that all lawful actions taken by the officers and directors on behalf of the Corporation pursuant to the Amended Bylaws are hereby ratified, affirmed and adopted.

CERTIFICATION

The undersigned, being the Secretary of West Michigan Mountain Biking Alliance, hereby certifies that the foregoing resolutions were duly adopted at a special meeting of the Board held on January 20, 2016.

Dated as of January 20, 2016


Julie Whalen, Secretary

BYLAWS OF WEST MICHIGAN MOUNTAIN BIKING ALLIANCE

ARTICLE I FORMATION, NAME, AND PURPOSES

1.01 Formation. The corporation has been formed as a Michigan nonprofit corporation pursuant to the Michigan Nonprofit Corporation Act, Act 162 of Public Acts 1982, as amended (the “**Act**”) by filing the Articles of Incorporation (the “**Articles**”) with the Michigan Department of Licensing and Regulatory Affairs Bureau of Commercial Services.

1.02 Name. The name of the corporation is West Michigan Mountain Biking Alliance, a Michigan nonprofit corporation. The corporation may also conduct its business under one or more assumed names.

1.03 Purposes. The corporation is formed for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The corporation may apply to be exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code.

The general purpose of the corporation is to create, promote, enhance, and preserve mountain biking access and opportunities in West Michigan. The corporation may engage in any activity in connection with the above-stated purposes for which a nonprofit corporation may be organized under the Act. However, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.

The corporation has not been formed for pecuniary profit or gain. No part of the assets, income or profit of the corporation will inure to the benefit of officers or directors. However, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article I, Section 1.03.

No substantial part of the activities of the corporation shall be devoted to attempts to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Any reference in these Bylaws to a provision of the Internal Revenue Code shall refer to that provision in the Internal Revenue Code of 1986, or the corresponding provision of any future United States internal revenue law.

1.04 Principal Office. The principal office of the corporation shall be at such place within the state of Michigan as the board of directors (the “**Board**”) may determine from time to time.

ARTICLE II MEMBERS

2.01 *Membership.* The Board may establish such forms and classes of membership as it may determine to be in the best interest of the corporation. Membership will entail such rights and responsibilities as are determined by the Board.

2.02 *Membership Dues.* The Board shall establish the initial and annual dues for membership in the corporation. The billing and collection of dues shall be in a manner prescribed by the Board.

2.03 *Termination of Membership.* Membership may be terminated by the Board on any of the following events: (a) failure to pay dues within ninety (90) days after written notice of payment due; or (b) failure to satisfy the requirements of Section 2.01 of this Article.

2.04 *Annual Meeting.* An annual meeting of the members shall be held each December on a date to be determined by the Board, or as soon thereafter as is convenient. At each annual meeting directors shall be elected and any other business shall be transacted that may come before the meeting.

2.05 *Special Meetings.* Special meetings of the members may be called by the Board or by the president. Such meetings shall also be called by the president or secretary at the written request of not less than ten (10) percent of the members.

2.06 *Place of Meetings.* All membership meetings shall be held at the corporation's principal office or at any other place determined by the Board and stated in the notice of the meeting.

2.07 *Notice of Meetings.* Except as otherwise provided by statute, written notice of the time, place, and purposes of a membership meeting shall be given not less than ten (10) days nor more than sixty (60) days before the date of the meeting. Notice shall be given either personally, by mail, or electronically to each member of record entitled to vote at the meeting at such member's last address as it appears on the books of the corporation. Alternatively, notice may be published in the corporation's newsletter, provided that the newsletter is published at least semiannually and is mailed to the members entitled to vote at the meeting not less than ten (10) days nor more than sixty (60) days before the date of the meeting.

2.08 *Record Dates.* The Board may fix in advance a record date for the purpose of determining members entitled to notice of and to vote at a membership meeting or an adjournment of the meeting, or to express consent to or to dissent from a proposal without a meeting, or for the purpose of any other action. The date fixed shall not be more than sixty (60) days nor less than ten (10) days before the date of the meeting, nor more than sixty (60) days before any other action.

2.09 *List of Members.* The secretary of the corporation or the agent of the corporation having charge of the membership records of the corporation shall make and certify a complete

list of the members entitled to vote at a membership meeting or any adjournment. The list shall be arranged alphabetically with the address of each member, be produced at the time and place of the membership meeting, be subject to inspection by any members during the whole time of the meeting, and be prima facie evidence of the members entitled to examine the list or vote at the meeting.

2.10 *Quorum.* Unless a greater or lesser quorum is required by statute, members present in person or by proxy who, as of the record date, represent five (5) percent of the members entitled to vote at a membership meeting shall constitute a quorum at the meeting. Whether or not a quorum is present, the meeting may be adjourned by vote of the members present.

2.11 *Proxies.* A member entitled to vote at a membership meeting or to express consent or dissent without a meeting may authorize other persons to act for the member by proxy. A proxy shall be signed by the member or the member's authorized agent or representative and shall not be valid after the expiration of three (3) years, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the member executing it except as otherwise provided by statute.

2.12 *Voting.* Each member is entitled to one vote on each matter submitted to a vote. A vote may be cast either orally or in writing or by electronic transmission in the manner determined by the Board. When an action, other than the election of directors, is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast by the members entitled to vote, unless a greater vote is required by statute. Directors shall be elected by a plurality of votes cast at any election.

2.13 *Meeting by Telephone or Similar Equipment.* A member may participate in a membership meeting by video conference, telephone, or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

ARTICLE III BOARD OF DIRECTORS

3.01 *General Powers.* The business, property, and affairs of the corporation shall be managed by the Board.

3.02 *Number.* There shall be no fewer than three (3) nor more than ten (10) directors on the Board as shall be fixed from time to time by the Board.

3.03 *Tenure.* Directors shall be elected at the annual membership meeting by a majority vote of the members qualified to vote, for a term of three (3) years. A director shall hold office until the director's successor is elected and qualified, or until the director's death, resignation, or removal.

3.04 *Resignation.* Any director may resign at any time by providing written notice to the corporation. The resignation will be effective on receipt of the notice or at a later time designated in the notice. A successor to the director who has resigned may be appointed by the Board pending the next election of officers.

3.05 *Removal.* Any director may be removed with or without cause by a vote in favor of removal by two-thirds (2/3) of the members entitled to vote at an election of directors.

3.06 *Board of Directors Vacancies.* A vacancy on the Board may be filled with a person selected by the remaining directors of the Board until the next election of directors.

3.07 *Annual Meeting.* An annual (organizational) meeting of the Board shall be held immediately after the annual membership meeting or as soon thereafter as is convenient.

3.08 *Regular Meetings.* Regular meetings of the Board may be held at the time and place as determined by the Board from time to time. No notice of regularly scheduled meetings shall be required.

3.09 *Special Meetings.* Special meetings of the Board may be called by the president, an officer, or any director at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to the directors in any reasonable manner (including telephonic, facsimile, or electronic transmission) at least twenty-four (24) hours before the meeting.

3.10 *Statement of Purpose.* 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 for that meeting.

3.11 *Waiver of Notice.* The attendance of a director at a Board meeting shall constitute a waiver of notice of the 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. In addition, the director may submit either at the meeting or subsequent to the meeting a signed waiver of notice that shall constitute a waiver of notice of the meeting.

3.12 *Meeting by Telephone or Similar Equipment.* A director may participate in a meeting by video conference, telephone, or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

3.13 *Quorum.* A majority of the directors then in office constitutes a quorum for the transaction of any business at any meeting of the Board. Actions voted on by a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the Board.

3.14 *Consent to Corporate Actions.* Any action required or permitted to be taken pursuant to authorization of the Board may be taken without a meeting if, before or after the

action, all directors consent to the action in writing. Written consents shall be filed with the minutes of the Board's proceeding.

ARTICLE IV COMMITTEES

4.01 *General Powers.* The Board, by resolution adopted by a vote of a majority of its directors, may designate one or more committees, each committee consisting of one or more directors. The Board may also designate one or more directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, then committee members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the Board shall serve at the pleasure of the Board.

A committee designated by the Board may exercise any powers of the Board in managing the corporation's business and affairs, to the extent provided by resolution of the Board. However, no committee shall have the power to:

- (a) amend the Articles;
- (b) adopt an agreement of merger or consolidation;
- (c) amend the Bylaws of the corporation;
- (d) fill vacancies on the Board;
- (e) fix compensation of the directors for serving on the Board or on a committee;
- (f) recommend to members the sale, lease, or exchange of all or substantially all of the corporation's property and assets;
- (g) recommend to the members a dissolution of the corporation or a revocation of a dissolution; or
- (h) terminate memberships.

4.02 *Meetings.* Committees shall meet as directed by the Board, and their meetings shall be governed by the rules provided in Article III for meetings of the Board. Minutes shall be recorded at each committee meeting and shall be presented to the Board.

4.03 *Consent to Committee Actions.* Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the

action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

ARTICLE V OFFICERS

5.01 *Principal Officers.* The Board shall appoint officers of the corporation. The officers shall be a president, a secretary, and a treasurer. There may also be a vice president/president elect, past president, state board representative, and such other officers as determined by the Board from time to time. Offices may be held by the same person (except that the president, vice president/president elect and past president shall each be held by different people), but an officer shall not execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or the Articles or the Bylaws to be executed, acknowledged or verified by two (2) or more officers. There is no prohibition preventing an officer from serving consecutive terms. Although not a requirement and in order to provide continuity of leadership to the Board, it is intended that the officers will serve in subsequent leadership positions such that the previous vice president will be elected president, and the previous president (provided that he or she is a director) will become past president.

5.02 *Term of Office.* The term of office shall be one (1) year. Each officer shall hold office for the term appointed and until a successor shall have been duly appointed and qualified. An officer may resign at any time by providing written notice to the corporation. Notice of resignation is effective upon receipt or at a later time designated in the notice.

5.03 *Removal.* An officer appointed by the Board may be removed with or without cause by vote of a majority of the Board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights.

5.04 *Vacancies.* Any vacancy in any office for any reason may be filled by the Board.

5.05 *President.* The president shall be the chief executive officer of the corporation and shall have authority over the general control and management of the business and affairs of the corporation. The president shall have power to appoint or discharge employees, agents, or independent contractors, to determine their duties, and to fix their compensation. The president shall sign all corporate documents and agreements on behalf of the corporation, unless the president or the Board instructs that the signing be done with or by some other officer, agent, or employee. The president shall see that all actions taken by the Board are executed and shall perform all other duties incident to the office. This is subject, however, to the president's right and the right of the Board to delegate any specific power to any other officer of the corporation. The president shall preside at all meetings of the members and Board meetings at which the president is present.

5.06 *Vice President.* The vice president(s), if any, shall have the power to perform duties that may be assigned by the president or the Board. If the president is absent or unable to

perform his or her duties, a vice president shall perform the president's duties until the Board directs otherwise. Such vice president shall perform all duties incident to the office.

5.07 *Secretary.* The secretary shall (a) keep minutes of Board meetings; (b) be responsible for providing notice to each member or director as required by law, the Articles, or these Bylaws; (c) be the custodian of corporate records; (d) keep a register of the names and addresses of each member, officer and director; and (e) perform all duties incident to the office and other duties assigned by the president or the Board.

5.08 *Treasurer.* The treasurer shall (a) have charge and custody over corporate funds and securities; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys and securities received by the corporation at such depositories in the corporation's name that may be designated by the Board; (d) complete all required corporate filings; and (e) perform all duties incident to the office and other duties assigned by the president or the Board.

5.09 *State Board Representative.* The state board representative, if any, shall represent the corporation on the Board of Directors of the Michigan Mountain Biking Association.

5.10 *Past President.* The past president, if any, shall provide continuity in the management of the corporation, and shall have the power to perform duties that may be assigned by the president or the Board.

ARTICLE VI CORPORATE DOCUMENT PROCEDURE

6.01 All corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) shall be signed only by any officer, designated agent, or attorney-in-fact unless authorized by the Board or by these Bylaws.

ARTICLE VII INDEMNIFICATION

7.01 *Nonderivative Actions.* Subject to all of the other provisions of this Article, the corporation shall indemnify 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. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a director or officer of the corporation or who was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed

to the best interests of the corporation. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

7.02 *Derivative Actions.* Subject to all of the provisions of this Article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor because (a) the person was or is a director or officer of the corporation, or (b) the person was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the corporation unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.

7.03 *Expenses of Successful Defense.* To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 7.01 or 7.02 of this Article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this Article.

7.04 *Contract Right; Limitation on Indemnity.* The right to indemnification conferred in this Article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the corporation as well as in such person's capacity as a director or officer. Except as provided in Section 7.03 of this Article, the corporation shall have no obligations under this Article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the Board.

7.05 *Determination That Indemnification Is Proper.* Any indemnification under Sections 7.01 or 7.02 of this Article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case. The corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in Sections 7.01 or 7.02, whichever is applicable. Such determination shall be made in any of the following ways:

- (a) By a majority vote of a quorum of the Board consisting of directors who were not parties to such action, suit, or proceeding.
- (b) If the quorum described in clause (a) above is not obtainable, then by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.
- (c) By independent legal counsel in a written opinion.

7.06 *Proportionate Indemnity.* If a person is entitled to indemnification under Sections 7.01 or 7.02 of this Article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

7.07 *Expense Advance.* Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Sections 7.01 or 7.02 of this Article may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding, on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but need not be secured.

7.08 *Nonexclusivity of Rights.* The indemnification or advancement of expenses provided under this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

7.09 *Indemnification of Employees and Agents of the Corporation.* The corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification and to the advancement of expenses to any employee, agent, or non-director volunteer of the corporation to the fullest extent of the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the corporation.

7.10 *Former Directors and Officers.* The indemnification provided in this Article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

7.11 *Insurance.* The corporation may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the corporation, or (b) was or is serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify against such liability under this Article or the laws of the state of Michigan.

7.12 *Changes in Michigan Law.* If there are any changes in the Michigan statutory provisions applicable to the corporation and relating to the subject matter of this Article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the corporation to provide broader indemnification rights than such provisions permitted the corporation to provide before any such change.

ARTICLE VIII COMPENSATION

8.01 *Compensation.* When authorized by the Board, a person shall be reasonably compensated for services rendered to the corporation as an officer, director, employee, agent, or independent contractor, except as prohibited by these Bylaws.

ARTICLE IX FISCAL YEAR

9.01 *Fiscal Year.* The fiscal year of the corporation shall end on December 31.

ARTICLE X DISSOLUTION

10.01 *Dissolution.* Upon dissolution of the corporation, the assets of the corporation, after paying all obligations of the corporation, shall be paid over and delivered to such organization as chosen by the Board which is tax exempt under the Internal Revenue Code Section 501(c)(3).

ARTICLE XI AMENDMENTS

11.01 *Amendments.* The Board at any regular or special meeting may amend or repeal these Bylaws, or adopt new bylaws by vote of a majority of the directors, if notice setting forth the terms of the proposal has been given in accordance with any notice requirement for such meeting of the Board.