

BYLAWS
OF
POTOMAC PEDALERS TOURING CLUB

As Amended December 4, 2017

Article I - Offices

The Potomac Pedalers Touring Club (“PPTC”) may have offices at such places both within and without the District of Columbia as the Executive Committee may from time to time determine or the business of the PPTC may require.

Article II - Specific Purpose or Purpose

- (1) To sponsor and to promote bicycling events, tours, races, and other bicycling activities, for members as well as for the general public, that will develop physically fit, resourceful, self-reliant, well-informed citizens of all ages.
- (2) To provide information, by publication (electronic and print), lecture, demonstration, or other means, pertaining to safe and effective cycling habits, safe riding conditions, proper bicycle maintenance, beneficial and/or legally-required bicycling equipment, traffic regulations applicable to cyclists, etc.
- (3) To instruct cyclists on how to ride safely, both in group and in nongroup situations, under varying weather, traffic, and road conditions, while obeying applicable traffic laws.
- (4) To instruct the public, including pedestrians and motorists, on how to legally and safely interact with cyclists in traffic situations.
- (5) To sponsor and to promote recreational bicycle trips designed to inform participants on various aspects of our natural, cultural, and historic heritage.
- (6) To promote and to encourage the use of the bicycle and the development of bicycle facilities on both public and private lands as a resource preserving, non-polluting, non-congesting, quiet means of recreation and transportation, thereby lessening the burdens of government in the areas of traffic regulation, highway construction and maintenance, pollution control, and resource use regulation.
- (7) To otherwise lessen the burdens of government by sponsoring and promoting bicycle rides that raise money for charitable organizations within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).
- (8) To engage in any and all lawful activities incidental to the foregoing purposes, except as restricted herein.
- (9) No PPTC resources shall be used to organize or promote activities not related to these purposes. PPTC will not engage in “advocacy” or “lobbying” activities that would affect its status

as a tax-exempt organization. PPTC may engage in such activities to the extent that such activities would not affect PPTC's tax-exempt status, provided that such activities are consistent with PPTC's purposes as described above.

Article III - Members

Membership shall be limited to persons interested in bicycling and supportive of the purpose(s) of the PPTC who have paid in full such membership dues or fees as PPTC may require or who are exempt from paying such dues or fees as PPTC may provide. The Executive Committee shall determine additional qualifications for membership as necessary. The Executive Committee, by a majority vote, may deny membership to, or terminate an existing membership of, anyone if it determines that membership of that person is not consistent with PPTC's purposes.

Article IV - Meeting of Members

Section 1.

Meetings of the members shall be held within or without the District of Columbia. Meetings of members do not need to be held at a geographic location if the meeting is held by means of the Internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments.

Section 2.

Annual meetings of members shall be held each year at a time and place set by the Executive Committee, at which time and place the members present in person or by proxy ballot, shall elect by a plurality vote the members of the Executive Committee, and transact such other business as properly may be brought before the meeting.

Section 3.

Special meetings of the members may be called at any time by the Executive Committee, or by the President.

Section 4.

Special meetings of members shall also be called by the Secretary upon the written request of at least 20 percent (20%) of the members of the PPTC. Such request shall state the purposes of such meeting and the matters proposed to be acted on thereat. The Secretary shall inform such members of the reasonably estimated cost of preparing and mailing such notice of the meeting, and upon payment to the PPTC of such costs, the Secretary shall give notice stating the purpose or purposes of the meeting to all members entitled to vote at such meeting. No special meeting need be called upon the request of less than a majority of all members entitled to vote at such meeting to consider any matter which is substantially the same as a matter voted upon at any special meeting of the members held during the preceding twelve (12) months.

Section 5.

Not less than ten (10) nor more than sixty (60) days before the date of every membership meeting, the Secretary shall give to each member entitled to vote at such meeting notice stating the time and place of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, either by mail or by delivery, including by electronic transmission. If mailed, such notice shall be deemed to be given when deposited in the United States mail, addressed to

the member at this post office address as it appears on the records of the corporation, with postage thereon prepaid.

Article V - Voting by Members

Section 1.

Each member who satisfies the requirements of Article III shall be entitled to one vote on each matter to be voted on by members, provided, however, that if PPTC then has a “family membership” category, each family membership that satisfies the requirements of Article III shall be entitled to one vote per adult family member covered by such family membership on each matter to be voted on by members. The Executive Committee shall, in accordance with applicable law, fix a record date for determining members entitled to notice of a meeting and to vote.

Section 2.

At any meeting of the membership, the presence in person or by written proxy of either ten percent (10%) of the members or 60 members, whichever is the lesser, shall constitute a quorum; but this section shall not affect any requirement under the statute or under the governing documents for the vote necessary for the adoption of any measure. If, however, such quorum shall not be present at any meeting of the members, the members entitled to vote thereat, present in person or represented by written proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 3.

The Executive Committee shall, or if an election committee is appointed, then the latter, shall include with the written notice of the annual meeting an absentee ballot or written proxy which shall list all of the candidates for the PPTC’s offices. If a member desires to vote by absentee ballot or by written proxy, the member shall send the marked ballot or written proxy in a signed, sealed envelope to the designated address before the date on which the annual meeting is held in order to be counted. Members present at the annual meeting may vote in person by secret ballot or by written proxy executed in writing by the member or by such member’s duly authorized attorney in fact. No proxy shall be valid after three months from its date unless otherwise provided in the proxy. At all meetings of members, unless the voting is conducted by inspectors, all questions relating to the qualification of voters and the validity of proxies and the acceptance or rejection of votes shall be decided by the President of the PPTC or such other person as may be designated by the Executive Committee.

Article VI - Executive Committee

Section 1.

The Club shall be governed by an Executive Committee consisting of:

- a President (whose official title shall be “President,” “Chair,” “Chairman,” “Chairperson” or “Chairwoman” as the person serving in that capacity shall prefer),
- a Secretary,
- a Treasurer, and
- four additional Members-at-large;

all of whom, with the exception of the President (who shall be elected as set forth in Section 3 below), shall be elected by the general membership and shall serve without compensation and be members of PPTC. The same person may hold more than one Executive Committee office, except that the President and the Treasurer shall be two separate officers. The President may designate one or more Vice Presidents from among the Executive Committee members and may designate the duties and responsibilities of each such Vice President.

Section 2.

The number of members of the Executive Committee may be increased or decreased only by vote of the membership at a duly constituted meeting of members.

Section 3.

At alternate annual meetings of the membership, the Secretary and Treasurer shall be elected to hold office for terms of two years or until their successors are elected and qualify. At each annual meeting the members will elect a President who will serve a one-year. At each annual meeting of members two Members-at-large shall be elected for two-year terms.

Section 4.

The slate of nominees for Executive Committee positions and the requirements for absentee ballots or written proxies will be included in the notice of the applicable meeting of members or set forth prominently on the PPTC web site for a period beginning at least 30 days before the meeting through the date of the meeting. No nominations from the floor will be permitted for any Executive Committee vacancies for which a nominee has been identified in the notice to members or on the PPTC web site. Write-in Candidates will be permissible for any position.

Section 5.

Meetings of the Executive Committee, regular or special, may be held at any place in or out of the District of Columbia as the Executive Committee may from time to time decide.

Section 6.

A quorum of the Executive Committee shall consist of a majority of the Executive Committee members. In the event of resignation, prolonged absence, absence of a quorum at the annual meeting, or disability of an elected Executive Committee member, the vacancy occurring in the Executive Committee may be filled from the membership by a majority vote of the remaining members of the Executive Committee, although such majority is less than a quorum.

Section 7.

The business and affairs of the PPTC shall be managed by its Executive Committee, which may exercise all of the powers of the corporation, including the power to make, alter, amend and repeal the bylaws of the corporation, except such as are by law or by the PPTC's articles of incorporation or by these bylaws conferred upon or reserved to the members.

Section 8.

Regular meetings of the Executive Committee may be held without notice at such time and place as shall from time to time be designated by the President or the Executive Committee.

Section 9.

Special meetings of the Executive Committee may be called at any time by the Executive Committee by vote at a meeting, or by the President or by a majority of the Executive Committee members in writing without a meeting.

Section 10.

Notice of the place and time of every special meeting of the Executive Committee, except as herein

otherwise provided, shall be served on each member thereof or sent to him by electronic means or by mail, or by leaving the same at the member's residence or usual place of business at least three (3) days before the date of the meeting.

Section 11.

Any action required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting, if a written consent to such action is signed by 2/3 of the members of the Committee, and such written consent is filed with the Minutes of the Proceedings of the Committee.

Section 12.

The Executive Committee may adopt or amend the bylaws, excepting such bylaws as pertain to the powers and rights of the members, by majority vote at a duly constituted meeting of the Executive Committee, subject to such approvals by PPTC members as may be required by law.

Section 13.

The Executive Committee may, or it may authorize the President to, appoint from such persons as the Executive Committee may see fit, one or more advisory committees, and at any time may appoint additional members thereto, which shall have and may exercise such powers as shall be conferred or authorized by the resolutions appointing them. The members of any such committee shall serve during the pleasure of the Executive Committee. Each such committee may, subject to the approval of the Executive Committee, prescribe rules, and regulations for the call and conduct of meetings of the committee, and other matters relating to its procedure. The members of any advisory committee shall not receive any stated salary for their services as such, but by resolution of the Executive Committee, a fixed reasonable sum or expenses for attendance, if any, or both, may be allowed for attendance at each regular or special meeting of such committee. The Executive Committee shall have the power in its discretion to contract for and to pay to, any member of an advisory committee, rendering unusual or exceptional services to such corporation, special compensation appropriate to the value of such services.

President

Section 14.

The President shall preside at all meetings of the members and the Executive Committee, shall have general and active management of the business of the PPTC, and shall undertake to see that all orders and resolutions of the Executive Committee are carried into effect and that membership records of the PPTC are maintained.

Section 15.

The President shall execute in the corporate name all authorized deeds, mortgage, bonds, contracts, or other instruments requiring a seal, under the seal of the corporation, except in cases in which the signing or execution thereof shall be expressly delegated by the Executive Committee to some other officer or agent of the corporation.

Secretary

Section 16.

The Secretary shall attend all sessions of the Executive Committee and all meetings of the membership and shall provide for the retention by PPTC of records of all votes and the minutes of all proceedings, and shall perform like duties for any other committee which may be constituted. The Secretary shall oversee the giving of such notice of all meetings of the members and special meetings of the Executive Committee as may be required by law or these bylaws, and shall perform such other duties as may be prescribed by the Executive Committee or President. When authorized by the Executive Committee, the Secretary may affix the seal of the corporation to any

instrument requiring it. The Secretary shall ensure that copies of correspondence of the PPTC are maintained.

Treasurer

Section 17.

The Treasurer or a firm or person contracted by the PPTC shall have the custody of the PPTC funds and financial records and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the PPTC and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Executive Committee. If such functions are contracted, the Treasurer shall be responsible for the oversight of these and all other financial and related activities and shall promptly report suspected irregularities to the Executive Committee.

Section 18.

The Treasurer or a firm or person contracted by the club shall collect all monies due the PPTC; shall be responsible for the dispersal of all PPTC funds as may be ordered by the Executive Committee, taking proper vouchers for such disbursements, and shall render to the Executive Committee at its regular meetings, or whenever they may require it, an account of all financial transactions and of the financial condition of the PPTC.

Section 19.

The Treasurer shall prepare or cause to be prepared annually, a full and correct statement of the affairs of the PPTC, including a balance sheet and a financial statement of operations for the preceding fiscal year, and shall submit such statement at the annual meeting and shall file such statement with the appropriate municipal authorities of the District of Columbia as may be required by applicable law.

Section 20.

If required by the Executive Committee, the Treasurer shall give the corporation a bond in such sum and with such surety as shall be satisfactory to the Executive Committee for the faithful performance of the duties of the Treasurer's office and for the restoration to the corporation, in case of the Treasurer's death, resignation, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in the Treasurer's possession or control to the corporation.

Executive Committee Members

Section 21.

Each of the four (4) at large Executive Committee members, or such other number of Executive Committee members as may be decided upon by the membership in accordance with Article VI, Section 2 of these bylaws, shall have special responsibilities as determined by the Executive Committee as a whole.

Section 22.

In the event any member of the Executive Committee shall be unable to carry out the duties as specified by these bylaws, or fail to do so, such Executive Committee member can be removed by a two-thirds vote of the other members of the Executive Committee.

Section 23.

In the event that a vacancy occurs on the Executive Committee between annual meetings of members, such vacancy may be filled by any candidate selected by a majority vote of the remaining members of the Executive Committee. Any members of the Executive Committee

elected by this procedure shall serve only until the next annual meeting of members, at which time a special election shall be held to fill any time remaining in the term.

Article VII - Assistant Secretaries, Assistant Treasurers, Agents and Representatives

The Executive Committee may appoint Assistant Secretaries, Assistant Treasurers, and such other agents and representatives of the corporation with such powers and to perform such acts and duties on behalf of the corporation as the Executive Committee may see fit, so far as it may be consistent with these bylaws, to the extent authorized or permitted by law.

Article VIII - Contracts

The Executive Committee, except as these bylaws otherwise provide, may authorize any officer or agent 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 a specific instance; and unless so authorized by the Executive Committee, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract, or engagement, or pledge its credit, or render it liable pecuniary for any purpose or to any amount.

Article IX - Checks

All checks, drafts, and orders for the payment of money, notes and other evidence of indebtedness, issued in the name of the corporation shall be signed by such officer or officers as the Executive Committee may from time to time designate.

Article X - Voting Upon Stock of Other Corporations

Unless otherwise ordered by the Executive Committee, the President shall have full power and authority on behalf of the corporation to vote either in person or by proxy at any meeting of stockholders of any corporation in which this corporation may hold stock, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such stock, which as the owner thereof, this corporation might have possessed and exercised if present. The Executive Committee may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

Article XI - Fiscal Year

The fiscal year of the corporation shall commence on January 1 of each year and end on December 31.

Article XII - Corporate Seal

The corporation seal shall have inscribed thereon the name of the corporation, the year of its organization, and the words "Non-Profit Corporation, District of Columbia." The Executive Committee may authorize one or more duplicate seals and provide for the custody thereof.

Article XIII - Prohibition Against Sharing in Corporate Earnings

No member, officer, or employee of or member of or person connected with the corporation, or any private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided that this shall not prevent payment to any person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Executive Committee, and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Executive Committee shall be distributed, transferred, conveyed, delivered, and payed over, in such amounts as the Executive Committee may determine or as may be determined by a court of competent jurisdiction upon application of the Executive Committee, exclusively to charitable, scientific, literary, or educational organizations, which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.