

**AMENDED AND RESTATED BYLAWS OF
FRONT RANGERS CYCLING CLUB, INC.,
A NONPROFIT CORPORATION**

**ARTICLES OF INCORPORATION
FOR
FRONT RANGERS CYCLING CLUB, INC.**

The undersigned incorporator, a natural person of the age of 18 years or more, hereby establishes a nonprofit corporation pursuant to the Colorado Nonprofit Corporation Act and adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation is Front Rangers Cycling Club, Inc.

**ARTICLE II
DURATION**

The corporation shall have perpetual existence.

**ARTICLE III
PURPOSES AND POWERS**

1. Purposes. The corporation is formed exclusively for charitable purposes within the meaning of Section 501(c)(3) of the internal Revenue Code of 1986, as amended (the "Code"), to serve as an inspiration and example to the Denver community that participation in cycling can offer life-long fulfillment. The Corporation will foster this ideal through close interaction with the community and, especially, with youth at risk through the influences of drugs, gang membership, crime and other of today's social ills. The corporation will endeavor to ensure worthwhile achievement for participants in these activities on all levels. In furtherance of these objectives, the corporation will create and oversee a program designed to introduce youth to cycling as an alternative activity and ensure continued participation through the progression of the program: educate and promote bicycle safety and the rules of riding on the open road; provide an alternative activity for members of the police force and, in particular, the Denver Police Department, which is a primary sponsor of the corporation; support outreach activities by offering contact with the community and especially with at-risk youth; offer positive role models for the community and develop such role models from within the community; develop cycling talent by offering advanced and competitive opportunities: promote a healthy lifestyle, as beneficial for the body as for the mind; broaden the horizons of everyone involved: and, subject to the foregoing, generally to do anything permitted of a nonprofit corporation under the laws of the State of Colorado.

2. Powers. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions in Section 3 of this Article III, the corporation shall have and may exercise all such powers as are expressly or impliedly conferred upon nonprofit corporations organized under the laws of the State of Colorado, except as limited by these Articles of Incorporation and including, without limiting the generality of the foregoing, the powers:

A. Without limit as to amounts, to accept, acquire, receive, take and hold by bequest, devise, grant, gift or contribution, for any of its objects and purposes, any property, real and personal, of whatsoever kind, nature or description, and wheresoever situated, subject, with respect to each thereof, to such conditions and limitations, if any, as may be attached thereto or imposed thereon, and to obligate itself to perform and execute any and all such conditions and limitations, provided always that such conditions and limitations do not conflict with the objects and purposes of the corporation herein stated.

B. To purchase, take on lease, or otherwise acquire, and to mortgage, lease, sell, exchange, transfer or otherwise dispose of both real and personal property of every kind and description, and any interest in any property, and to exercise in respect of any and all property any and all rights and privileges of ownership, provided that any such action shall not conflict with the objects and purposes of the corporation herein stated.

C. To invest and reinvest the funds of the corporation in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as the Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift.

D. To enter into, make, perform and carry out any contracts or agreements for any purposes or objects herein set forth, without limit as to amount, with any individual, firm, association, governmental agency, corporation or entity.

E. To exercise such other powers, conducive to the attainment of the objects and purposes of the corporation, which are now or hereafter may be conferred by law upon a corporation organized for the objects and purposes herein set forth.

F. To do any act suitable and proper in the accomplishment of the purposes or the attainment of the objects or the furtherance of the powers herein set forth, whether alone or in association with other corporations, firms or individuals, or otherwise.

G. To do every other act or acts incidental or appurtenant to or growing out of the aforesaid objects or purposes, provided the same are not inconsistent with the laws under which the corporation is organized.

H. To have offices, and to promote and carry out the objects and purposes of the corporation and to exercise its powers within and without the State of Colorado.

3. Restrictions Upon the powers. Notwithstanding any other provision of these Articles of Incorporation:

A. No part of the net earnings of the corporation shall inure to the benefit of any director or officer of the corporation or any other private individual whatsoever (except that the corporation may pay reasonable compensation for services actually performed, and that reasonable payments may be paid for expenses incurred on behalf of the corporation, in the conduct of one or more of its purposes), and no director or officer of the corporation, or any other private individual whatsoever, shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise. Any and all property, both real and personal, which may be owned by the corporation at any time, is and shall always be exclusively and irrevocably dedicated to the charitable, scientific, literary, religious and educational purposes of this organization.

B. No part of the assets of the corporation shall be contributed to any organizations whose not earnings or any part thereof inure to the benefit of any private individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation.

C. The corporation shall not conduct or carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501(0) (3) of the code (or the corresponding provision of any future United states Internal Revenue law), or (b) by a corporation, contributions to which are deductible under section 170(c)(2), section 2055 or Section 2522 of the Code (or the corresponding provision of any future United States Internal Revenue law).

D. The corporation:

- (1) shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code (or corresponding provisions of any subsequent Federal tax laws);
- (2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code (or corresponding provisions of any subsequent. Federal tax laws);
- (3) shall not retain any excess business holdings as defined in Section 4943(c) of the Code (or corresponding provisions of any subsequent Federal tax laws);
- (4) shall not make any investments in such manner as to subject the corporation to tax under section 4944 of the Code (or corresponding provisions of any subsequent Federal tax laws); and
- (5) shall not make any taxable expenditures as defined in section 4945(d) of the code (or corresponding provisions of any subsequent Federal tax laws).

E. Upon dissolution of the corporation, the assets of the corporation shall be disposed of according to the procedure outlined in the Colorado Nonprofit Corporation Act. After the liabilities of the corporation have been discharged or provided for, the corporation's remaining assets shall be distributed exclusively to or for the benefit of an organization or organizations which are then qualified as exempt from taxation under Section 501(c)(3) of the Code or its successor provision, which are described in Section 170(b)(1)(A) of the Code (other than in clauses (vii) and (viii)), and each of which has been in existence and so described for a continuous period of at least sixty (60) calendar months. The selection of such organization or organizations shall be made by the then acting Board of Directors.

ARTICLE V **REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the corporation is 600 17th Street, suite 2010-South, Denver, Colorado 80202. The name of its initial registered agent as such address is Leslie J. Roos. Either the registered office or the registered agent may be changed in the manner permitted by law.

ARTICLE VI **CORPORATE MEMBERS**

The corporation shall not have any corporate members. The corporation shall have no capital stock or stockholders.

ARTICLE VII **BYLAWS**

The initial Bylaws of the corporation shall be adopted by the vote of not less than two-thirds of the entire Board of Directors. The Board of Directors shall have power to alter, amend or repeal the Bylaws to the extent provided therein.. Such Bylaws may contain any provisions for the regulation or management of the affairs of the corporation which are not inconsistent with the law or these Articles of Incorporation as the same may, from time to time, be amended. However, no bylaw at any time in effect shall have the effect of giving any director or officer of this corporation any propriety interest in its property or assets, whether during the term of Its existence or as an incident to its dissolution.

ARTICLE VIII
INDEMNIFICATION OF DIRECTORS AND OFFICERS

The corporation shall, subject to the provisions of the Bylaws of the corporation, indemnify any and all of its directors and officers to the fullest extent provided by the laws of the State of Colorado.

No director shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director (i) for the breach of the director's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 7-24-111 of the Colorado Nonprofit corporation Act or any amendment thereto or successor provision thereto, or (iv) for any transaction from which the director derived an improper personal benefit. Neither the amendment nor repeal of this Article VII, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article VII, shall eliminate or reduce the effect of this Article VII with respect of any matter occurring, or any cause of action, suit or claim that, but for this Article VII would accrue or arise, prior to such amendment, repeal or adoption. If such determination cannot be made for any reason, such determination shall be made by the District Court for the City and County of Denver, State of Colorado.

ARTICLE IX
BOARD OF DIRECTORS

To the extent provided in the Bylaws of the Corporation from time to time, the control and management of the affairs of the corporation and of the disposition of its funds and property shall be vested in the Board of Directors. The number of directors, their terms of office, the manner of their selection and election, and their qualifications and rights shall be determined in accordance with the Bylaws of the corporation from time to time in force. The initial Board of Directors shall consist of four (4) directors and the names and addresses of the initial directors are:

Steve Szymanski	704 Pearl Street, #H Denver, Colorado 80203
David Clymo	P.O. Box 1284 Dillon, Colorado 80435
Peter Macy	2701 East Warren Street Denver, Colorado 80210
William Ferry	1302 South Elizabeth Street Denver, Colorado 80210

ARTICLE X
INCORPORATOR

The name and address of the incorporator is:

Leslie J. Roos
600 17th street, Suite 2010-South
Denver, Colorado 80202

The name and address of the registered agent is:


Diana Terry
White & Steele, P.C.
950 Seventeenth Street, Suite 2100
Denver, CO 80202
Phone: 303.296.2828
Fax: 303.296.3131

ARTICLE XI
AMENDMENT

The Board of Directors reserve the right from time to time to amend, alter, change or repeal these Articles of Incorporation by a vote of a majority of the directors, either present at a meeting called for such purposes pursuant to notice or in the manner permitted under C.R.S. Section 7-23-110 for taking action by unanimous written consent without a meeting. Notwithstanding the foregoing, no amendment to these Articles of Incorporation shall have the effect of giving any director or officer of this corporation any proprietary interest in its property or assets, whether during the term of its existence or as an incident to its dissolution.

DATED: _____, 1993.

March 19



Leslie J. Ross, Incorporator

ARTICLE XII
OFFICERS AND BOARD OF DIRECTORS

12.1. NUMBER OF OFFICERS AND BOARD MEMBERS.

There shall be four (4) Officers and as many Board of Directors as needed. The Officers of the corporation shall be a President, one or more Vice-Presidents (as determined by the Board of Directors), a Secretary, and a Treasurer. Two or more offices may be held by one person.

12.2. ELECTION AND TENURE.

The Board of Directors shall be elected annually by and from the general membership. Officers are appointed by the Board Members. Each Officer and Board Member shall serve a two year term, or until a successor has been elected and qualified. Officers may serve up to two (2) consecutive terms per position/title, after or during which they may immediately serve as a Board Member if elected. Board Members may serve up to three (3) consecutive terms on the Board, after or during which they may immediately serve as an Officer if appointed. Officers are required to be appointed or reappointed by the Board Members every term (every two years). Elections for Officers and Board of Directors (together known as the Directory) will be staggered so that incumbents assist and mentor newly elected persons in the transition of duties.

The Directory need not be residents of Colorado but must be Volunteer Members of the Corporation. Each member of the Directory shall be a natural person who is eighteen years of age or older.

12.3. REMOVAL OR VACANCY.

Any Director may resign at any time by giving written notice to the President or to the Secretary. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

The Directory shall have the power to remove an Officer, Board Member, volunteer member or agent of the club. Removal will, in the Directory's judgment, serve in the best interest of the Club. At a regular meeting, or special meeting called expressly for that purpose, persons may be removed with or without cause by a vote of two-thirds of Directory then in office.

Any vacancy that occurs on the Directory, whether by death, resignation, removal or any other cause, may be filled by the remaining Directory. An Officer, Board Member, or Volunteer Member elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

12.4. OFFICERS' DUTIES

The titles and general functions of the four (4) Officers are as follows:

12.4.1. The President shall, subject to the direction and supervision of the Board of Directors, have general and active control of its affairs and business and general supervision of its Officers, Board Members, Volunteer Members, and agents. The President shall preside over general membership and Directory meetings, and shall be responsible for the functioning of the organization as a whole, but may delegate duties to others. The President will have current knowledge of all sponsor relationships, financial standings and obligations, the purchase and distribution of club clothing, and will manage the personnel resources provided by the Denver Police Department.

12.4.2. The Vice-President shall perform as an assistant to the President, shall preside over meetings when the President is absent, and will perform such duties as may be assigned by the President or the Board of Directors. The Vice-President will assist the President to develop the annual monthly youth ride calendar, shall be in charge of monthly youth events, and will communicate with and be a liaison to all committees and their representatives. In the absence of the President, the Vice-President shall have the powers and perform the duties of the President

12.4.3. The Secretary shall: (a) keep the minutes of the proceedings of the Board of Directors; (b) make sure that all notices are given in accordance with the provisions of these Bylaws or as required by law; (c) process member waiver forms; (d) be custodian of the corporate records, the seal of the Corporation, and affix the seal to all documents when authorized by the Board of Directors; (e) keep at its registered office or principal place of business a current membership roster of the names, addresses, phone numbers, and email addresses of all Members and forward roster updates to the Directory and others whenever needed; and (f) in general, perform all duties and correspondence that may be assigned to him/her by the President or by the Board of Directors. The Secretary shall provide administrative assistance to all Board Members, committees and their representatives, and will send out member related items as needed. Assistant Secretaries, if any, shall have the same duties and powers, subject to supervision by the Secretary.

12.4.4. The Treasurer has the primary fiscal authority of the club and shall be responsible for the treasury, the records of all club transactions, the payment of all taxes and other governmental requirements, and disbursements of all funds (Junior Racing Program funds may be handled through the Junior Racing Program Director). The Treasurer will: (a) assist the Directory with preparation of annual budgets, monitoring compliance of expenditures against budgets; (b) assist the Clothier with the purchasing, selling, distribution, and bookkeeping of the club's clothing and clothing accessories; (c) serve as a liaison to all Board Members, committees and their representatives; (d) preside over meetings when both the President and Vice-President are absent; (e) have a working knowledge of all sponsor relationships and contributions; (f) ensure that an independent, bi-annual financial review is done.

12.5. BOARD OF DIRECTORS' DUTIES

The Board of Directors ensures that the titles and functions below are filled and managed as needed

12.5.1. The Monthly Youth Ride Director, assisted by the President and Vice-President, shall: (a) coordinate yearly youth registration with the Denver Police Officers; (b) coordinate job assignments for Monthly Youth Events (e.g., adult drivers, group leaders, transportation and bicycle maintenance, food and beverages); (c) maintain current member waiver forms for all monthly youth participants; and (d) appoint a Bicycle and Equipment Inventory Coordinator (or other so-named position) who shall be responsible for the selection, purchase, and maintenance of monthly youth ride bicycles, helmets, water bottles, and other associated equipment, and who shall coordinate bicycle storage and transportation of Monthly Youth Event equipment to and from events.

12.5.2. The Bannock Street Criterium Director shall plan, organize, and run the Bannock Street Criterium race. The Bannock Race Director will communicate with the President, Vice-President, and Treasurer regarding financial, equipment, publicity, security, personnel, and other needs for the race.

12.5.3. The Junior Racing Program Director shall have responsibility for the general management of the Junior Racing Program, and may appoint team managers, coaches, mechanics, and other positions as needed. The Junior Race Director will communicate with the President, Vice-President, and Treasurer regarding financial, personnel, and equipment needs for the program.

12.5.4. The Adult Activities Director shall be responsible for club rides, shall list club rides in the FRCC Newsletter, and shall arrange for a ride leader to be present at and lead each of the rides. The Adult Activities Director will coordinate adult racers and provide them with the information necessary to race for the club.

12.5.5. The Public Relations/Fundraising Director shall, with assistance from the Directory or fundraising committee, be responsible for: (a) arranging and conducting methods of raising funds for the club; (b) maintaining sponsor relations; (c) assisting with promotional efforts and club brochures; and (d) bringing the activities and projects of the club to the attention of the general public through the use of press releases, interviews, etc.

12.5.6. The Internal Communications Director shall be responsible for: (a) the publication and distribution of the monthly FRCC newsletter; (b) the update, maintenance, and development of the club's internet website and management thereof; and (c) assist the Board of Directors as needed.

12.5.7 The Safety and Security Director shall: (a) assist the President as liaison to the Denver Police Department; (b) assist the President with insurance policies and matters of risk; and (c) when the opportunity arises, oversee the club's participation in safety and education programs, with the goal of improving riding abilities and educating the public about bicycling.

12.5.8. The Clothier shall be responsible for the timely design, purchasing, selling, distribution, and bookkeeping of the club's clothing and clothing accessories, and race apparel.

12.5.9. Additional directorships may be added by a majority vote (50%) of the Directory at regularly scheduled meetings. If a person or company is contracted to conduct business for the club that represents substantially the entire responsibilities of the Directory, that Directory position shall be removed from the elected/voting Directory until such time as the contract is no longer in force.

12.6. ADVISORY COUNCIL.

An Advisory Council may be added or removed by a majority vote (50%) of the Directory. The Advisory Council consists of persons with special knowledge, skills, or financial position who advise the club, when requested by the Directory, via written recommendations to the Directory. Persons on the Advisory Council are past Presidents and Vice-Presidents of the club, appointed sponsors or donors, or persons appointed by the Directory. Individuals on the Advisory Council are not part of the Directory or Directory meetings, are non-voting, and do not necessarily have to be an active member of the organization.

ARTICLE XIII **CLUB MEMBERSHIP**

13.1 ELIGIBILITY.

Membership is open to individuals and families who have an interest in cycling and who desire to promote the club's mission, purposes, and bicycling in general.

13.2 MEMBER EXPECTATIONS.

In keeping with the club's mission and purpose, the primary duty of members is to assist in the Monthly Youth Events (e.g., driving, group leader, transportation and bicycle maintenance, food and beverages).

13.3 MEMBERSHIP WAIVER.

Any person who engages in club functions in any manner must sign a FRCC waiver form prior to participating in any club activity.

13.3 MINORS.

Parent's or guardian's signature will be required on the FRCC waiver form for those under the age of 18 years.

13.5 VOTING.

All Memberships shall be voting memberships. Voting members must be at least 18 years of age and have signed the FRCC waiver form.

ARTICLE XIV **MEETINGS**

14.1 ANNUAL MEETINGS.

General membership meetings shall be held annually on a date and at a time fixed by the Directory.

14.2 REGULAR MEETINGS.

The President shall hold Directory meetings at least quarterly for the transaction of business, and for the purposes of appointing Directory vacancies as needed. One of the quarterly meetings may be the annual general membership meeting. Directory meetings shall be listed in the newsletter, and each Officer and Board Member shall be notified of the meeting. Each Member of the Directory is expected to give a brief report on his or her segment of activities. Decisions may be made by a simple majority of the Directory present when the meeting is called to order, provided at least one-fifth of the Directory are present. The Directory may close a Directory meeting to members only or to Board Members and Officers only by a 2/3 vote. The general membership may repeal decisions of the Directory by a 2/3 majority vote at a general membership meeting.

14.3 SPECIAL MEETINGS.

Special meetings of the Directory may be called by or at the request of the President or any two members of the Directory. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called by them.

Notice of any special meeting shall be given at least seven days previously thereto by written notice delivered personally, mailed to each member of the Directory at his/her home address, or by notice given at least five days previously electronically transmitted by email or facsimile. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is to be given electronically, such notice shall be deemed to be delivered when sent.

Any member of the Directory may waive notice of any meeting. The attendance of an Officer or Board Member 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

14.4 INFORMAL ACTION.

Any action required to be taken at a meeting of the Directory, or any action which may be taken at a meeting of Officers, Board of Directors, or of a committee, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the Officers, Directors, or all of the members of the Committee, as the case may be.

14.5 QUORUM.

Fifty percent (50%) of the number of the Directory in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Directory, but if less than fifty percent are present at a meeting, a majority of the Directory present may adjourn the meeting without further notice.

14.6 PROXIES.

At all meetings of the Directory, an Officer or Board Member may vote in absentia by signing a written proxy and delivering such proxy or a facsimile copy of the proxy to another member of the Directory who is present at the meeting, authorizing the other member of the Directory to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy.

14.7 MANNER OF ACTING.

Except as expressly set forth in the Bylaws, the act of the majority of the Directory present at a meeting at which a quorum is present shall be the act of the Directory.

14.8 PRESUMPTION OF ACTING.

A Director of the Corporation who is present at a meeting of the Directory at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the, or shall forward such dissent by registered mail to the, Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a member of the Directory who voted in favor of such action.

ARTICLE XV
THE JUNIOR RACING PROGRAM

15.1 PURPOSE.

The purpose of the Junior Racing Program is to foster the sport of bicycle racing amongst youth (up to 23 years of age) and to provide positive role models for Monthly Youth Event participants.

15.2 LICENSURE.

The Junior Racing Team shall be composed of licensed racers.

15.3 DIRECTORS.

The Directory shall appoint the Junior Racing Program Director. The Junior Racing Program Director may appoint Assistant Directors, Coaches, Mechanics, and any other personnel as the need arises.

15.4 RACE APPAREL.

The Junior Racing Program Director, under the supervision of the Directory, may assist the Clothier to design and select race apparel. The race apparel will be selected to best display and portray the club's mission and major sponsors.

ARTICLE XVI
MISCELLANEOUS

16.1 WAIVER OF NOTICE.

Whenever notice is required by law, by Articles of Incorporation or by these Bylaws, a waiver thereof in writing, signed by the Director, Officer or other person entitled to said notice, whether before or after the time stated thereon, for his/her appearance at such meeting in person or by proxy, shall be equivalent to such notice.

15.2 CALENDAR YEAR.

The Corporation shall operate on a calendar year.

Front Rangers Cycling Club
Articles of Incorporation

Certification of Adoption of Amendments

Adopted this _____ day of _____ 2006.

FRONT RANGERS CYCLING CLUB, INC.

By: _____

TYPE NAME, President

Attest:

TYPE NAME, Secretary

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[THE FOLLOWING WILL NOT BE PART OF AMENDED BYLAWS; IT IS SIMPLY A CHECKLIST FOR PURPOSES OF COMPLETING THESE AMMENDMENTS]

Final Checklist for Corporate Bylaws
For: Front Rangers Cycling Club, Inc
November 28, 2005

Make It Legal

_____ When the Bylaws have been completed the bylaws should be signed by the corporate secretary who is elected by the initial directors (or the incorporator(s)). The bylaws should be dated and signed after the initial directors (or incorporator(s)) have considered and approved the content of the bylaws. □

Copies

_____ The original signed bylaws should be placed into the corporate records book, which can be simply a 3-ring notebook designated for that purpose.

_____ A copy of this document should be kept off-sight in a safe location.

Other Information

* The corporation begins its existence when the Secretary of State files the Articles. Adopting bylaws is also necessary. However, there is an additional step which must be taken to complete the organization: An "organizational meeting" of the incorporators (or the initial directors, if they were named in the Articles) must be held. Alternatively, such incorporators (or initial directors, if named) can sign an "Organizational Consent" without a meeting.

Reasons to Update

- * Change or correct a provision in the bylaws before they are adopted.
- * Update or correct the location analysis.