

BY-LAWS

OF

TORCA Inc.

An Arizona Non-Profit Corporation

ARTICLE I—NAME AND OFFICES

- Section 1. The name of this organization shall be the Tucson Off-Road Cyclists and Activists (TORCA).
- Section 2. For the purposes of official Corporation business, the principal office address of TORCA shall be the same as its Statutory Agent's.

ARTICLE II—PURPOSE

- Section 1. Charitable. The charitable purposes for which the Corporation is formed are those set forth in its Articles of Incorporation, initially being to promote the sport of mountain biking, protecting our access to trails for riders of all levels and styles, and to maintaining mountain biking opportunities that are environmentally and socially responsible. TORCA views mountain biking as a sport that helps promote good health and fitness through low impact and sustainable outdoor activity.
- Section 2. Dividends Prohibited. The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or will inure to the benefit of, its Directors or Officers or other private individuals; provided, however, that nothing contained herein shall be construed to prevent the payment of reasonable compensation for services actually rendered by employees, independent contractors, Officers or Directors of the Corporation and reimbursement of expenses incurred in connection therewith.
- Section 3. TORCA is dedicated to promoting, protecting and enhancing mountain biking opportunities in the areas of Downhill (DH), Freeride (FR), and All-Mountain (AM) riding through:
- a. Providing mountain biking opportunities, trail maintenance and social events for the mountain biking community;
 - b. Promoting responsible riding, ethical behavior, and diversity among the mountain biking community through example, education and encouragement of riders;
 - c. Working in concert with land managers and owners to protect, improve, and to build sustainable trails and facilities to accommodate growth in the area; and
 - d. Working with other user groups to ensure a quality trail experience for all users.

ARTICLE III—MEMBERSHIP

- Section 1. TORCA shall be comprised of no fewer than seven (7) members.
- Section 2. New members shall be admitted upon signing a registration form and waiver, and paying annual membership.
- Section 3. All memberships shall begin on the date of payment and continue for one (1) calendar year. Active members shall be those who have paid membership dues until they become delinquent in payment of dues or have their membership revoked under the terms of Article III, Section 4 of the Bylaws. Membership privileges of those shall be terminated removal of membership under the terms of Article III, Section 4 of the Bylaws.
- Section 4. Removal of membership:
- a. Members automatically will be removed as of the last day of the membership enrollment month if they do not renew their annual membership dues.
 - b. Members wishing to resign may do so through written communication to a current member of the Board of Directors (the Board) of TORCA. Written communication includes but is not limited to email and/or letter. Unless the Board determines special circumstances warrant, membership dues are not refundable.
 - c. Members whose actions and/or public utterances conflict with the Purpose (Article II) of TORCA, with the Code of Ethics (as promulgated at [website address]), or with other official policies adopted by the Board may be removed from membership by a majority vote of a quorum of Directors at a meeting of the Board. The reason(s) for the proposed removal shall be recorded in the minutes of the Board and made available to the membership at-large.

ARTICLE IV—OFFICERS.

- Section 1. The officers of TORCA shall consist of a president, vice president, a secretary, and treasurer.
- Section 2. Officers of TORCA must be members in good standing and also members of the Board of Directors.
- Section 3. Officers shall be chosen by an election open to the TORCA membership. The terms of office shall be one year, beginning January 1st and ending December 31st of the following year.
- Section 4. The President shall preside over Board meetings, serve as an ex-officio member of all committees, and shall be the executive officer of TORCA. The President shall represent TORCA through the directives of the membership and the Board before the public either personally or through delegates, and shall perform all other functions usually attributed to this office.

- Section 5. The Vice President shall, in the absence of the President, preside at all TORCA meetings, and perform other such duties as usually pertain to such office. In the event of the resignation, recall, or declared vacancy of the Presidency, as confirmed by the Board of Directors, the Vice President shall succeed to the Presidency and shall perform the duties of that office.
- Section 6. The Secretary shall send meeting announcements, shall keep accurate minutes of all Board meetings and make them available to members, shall maintain official files, and shall assist the President with TORCA correspondence.
- Section 7. The Treasurer shall collect, hold, invest, and disburse TORCA funds as directed by the Board of Directors through the adopted budget, shall have current balances available for inspection, provide an initial draft of TORCA's annual budget for the Board, and ensure that TORCA maintains compliance with Arizona and Federal statutes regarding the raising and spending of funds and the reporting of income and expenditures.

ARTICLE V—BOARD OF DIRECTORS (THE BOARD)

- Section 1. The Board of Directors shall be responsible for the direction and management of the affairs of TORCA, serve as a liaison between TORCA and their respective community partners as they apply to the Purpose of TORCA, shall be a visible representative of TORCA and embody its Purpose, carry out the policies that are established by the Active Membership, and suggest policies for consideration thereto.
- Section 2. Directors must be members in good standing, serve as chairpersons of established standing Areas Of Responsibility (AOR), and shall attend at least 50% of TORCA events (e.g., rides, trail work days, special events, etc.), actively participate in organizing at least one event, and shall attend at least seventy-five percent (75%) of scheduled Board meetings. The term for Board of Directors shall be three (3) years. Temporary exceptions to this rule due to illness or other extenuating circumstances may be approved by a majority vote of the Board. Directors' terms shall be for a period of two (2) years, matching each election cycle, January 1st through December 31st.
- Section 3. At the discretion of the existing Board, members may be invited to join the Board as a Probationary Director. Probationary Directors participate in discussion of motions & business, but do not have the privilege to vote on measures, or bring new business forward for motion. They are expected fulfill the participation requirements of a full Director during their probation. After a probationary period of one-hundred eighty (180) days is completed, the Board may vote to elect the probationary member to the Board of Directors. At the end of a Directors' term, the Board of Directors will vote on whether or not to re-elect the Director.
- Section 4. The Board shall represent TORCA in recommending policies and possible direction concerning matters regarding mountain biking to the appropriate

administrative bodies. Within the framework of these Bylaws and in accordance with the directives of the Active Membership, the Board may make decisions binding TORCA. The Board may delegate authority to another committee, appointed body, or representative.

- Section 5. Any Officer or Director may be removed by a three-fourths (3/4) vote of those present at a Special Meeting of the TORCA membership. The Special Meeting must be called by a majority vote of a quorum of Board members during a regular meeting and announced and advertised to the membership through normal channels. Notice must be given at least twenty-four (24) hours in advance of the Special Meeting and must specify the proposed removal as an agenda item. The reason(s) for the proposed removal shall be made available to all members present at the Special Meeting, and shall be recorded in the minutes of the meetings.
- Section 6. Whenever three-fourths (3/4) of the membership of a Special Meeting shall vote that an officer or member of the Board has not fulfilled their elected duties through misuse, negligence, or incapacitation, the position shall be declared vacant to the constituency which elected that member. In the case of an officer, the position shall be filled through the election process within twenty-one (21) days of the vacancy by said constituency as so prescribed, with exception of the succession to the Presidency outlined in Article IV, Section 5.
- Section 7. Any member of the Board may resign by providing written notice to the Board. Should such an event occur, the duties of the resigning position will be reassigned to current Officers and/or Directors. A resigning Director cannot be reinstated for one calendar year, pending the appointment process in Article V, Section 3. A resigning Officer cannot be reinstated until the next election cycle, pending nomination and election as described in Article VI.
- Section 8. Conflict of Interest. All Officers and Directors are volunteers. In the event that TORCA should hire a person, it will follow conflict of interest procedures as set out in Part V, Section 5a of IRS Form 1023.

ARTICLE VI—ELECTIONS

- Section 1. An Election Committee shall be formed no later than September 31st of each year to supervise all TORCA elections.
- Section 2. No officer of TORCA shall serve on the Election Committee.
- Section 3. Nominations for Officers shall be sought from the Board of Directors during the period of September 1st through September 31st of each year, and may be made by any Director on behalf of another Director or self-nomination.
- Section 4. Officer candidates should have been a TORCA Board of Directors member in good standing for at least one (1) year by the time of the start of the term for which the Officer is nominated. Each candidate for any Officer position must be

evaluated by the Elections Committee and, from this evaluation, selected as a qualified candidate to present to the Board of Directors. Each Officer candidate that has met the qualifications, as deemed by the Elections committee, must be endorsed by at least two (2) Board of Directors members in good standing to be eligible for candidacy. The criteria for evaluation will be the following:

- a) Evidence of willingness to carry out the responsibilities of the office; including primary goals while in office.
- b) Status in the mountain biking community
- c) Previous achievement as TORCA Board of Directors and/or Officer

The following information should be submitted to the Elections Committee by each Officer candidate, as well as the voting members at large, to assist in the voting process:

- (Name)
- (Position Title)
- (E-mail Address)
- (Telephone)
- (Year(s) Involved)
- (Additional Previous Experience)
- (Achievements, Areas of specialty or contribution)
- (Statement of Issues of Greatest Importance to TORCA)
- (Statement of Personal Objectives for TORCA)

Section 5. The Elections Committee shall provide to the Board of Directors a slate of candidates for the Officers by October 31st of each year and supervise the election thereof.

Section 6. The elections shall take place by secret ballot (either paper or electronic) during a special meeting the TORCA membership between November 1st and November 30th. The Election Committee shall present the ballots and its report to the Board of Directors, no later than December 31st, who shall confirm and publish the results.

ARTICLE VII—MEETINGS OF THE BOARD

Section 1. Board meetings are open to all TORCA members. The Board shall hold a minimum of four (4) regular meetings during the year and shall be called by the President or his/her designee by notifying the membership through normal channels at least seven (7) days in advance. Notice must contain the time and place of the meeting, and provide an agenda if any action is to be taken.

Section 2. A majority of the Board must be in attendance for there to be a quorum. For the transaction of business to occur a quorum must be present. Business may be discussed by all members at any TORCA Board meeting but can only be enacted by affirmative majority vote of a quorum of the Board members present.

Section 3. The membership present at a duly called and held meeting, at which a quorum is initially present, may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of member(s) from the meeting, provided that any action taken thereafter is approved by a majority of the remaining board members.

Section 4. The meeting shall be concluded once all published agenda items have been discussed and the President or his/her designee motions for conclusion and the motion is properly seconded and approved.

ARTICLE VIII—MEETINGS OF THE EXECUTIVE COMMITTEE

Section 1. The Executive Committee consists of the President, the Vice President, the Treasurer and the Secretary (the Officers) and shall meet as needed to plan the business of the Board.

Section 2. Meetings of the Executive Committee need not be open to the full membership.

ARTICLE IX—COMMITTEES

Section 1. Committees shall be created to address specific tasks as directed by the actions of the Board.

Section 2. All committees must have a designated Chair which shall represent the committee to the Board.

Section 3. A committee chair may be an existing Officer and/or Director, or a TORCA member in good standing.

Section 4. Committees may be dissolved at-will by the Board.

ARTICLE X – OPERATING POLICIES

Section 1. The day-to-day operation of TORCA shall be determined by these bylaws and policies adopted by a majority vote of a quorum of the Board members present at a duly called meeting.

ARTICLE XI – AMENDMENTS TO BYLAWS

Section 1. Any amendment to the Bylaws may be adopted by a two-thirds (2/3) vote of the Active Membership present at either a special meeting of the TORCA membership, or a TORCA board meeting.

Section 2. Proposed amendment(s) must be filed with the Board of Directors at least twenty-one (21) days prior to a vote to allow the publication thereof for the Active Membership seven (7) calendar days prior to the vote.

Section 3. The basis for computing the percentages required for approval or rejection of dissolution, recall, or amendment to these bylaws shall be based upon those active members voting in the election.

ARTICLE XII – INDEMNITY

Section 1. The Corporation shall indemnify any person against expenses, including without limitation, attorneys' fees, judgments, fines, and amounts paid in settlement, actually and reasonably incurred by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, 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, other enterprise, in all circumstances in which, and to the extent that, such indemnification is specifically permitted and provided for by the laws of the State of Arizona as then in effect. Any indemnification hereunder shall be made by the Corporation only as authorized by the Board of Directors by a majority vote of the quorum consisting of directors who were not parties to the action, suit or proceeding, or if such quorum is not obtainable, as specifically permitted and provided for by the laws of the State of Arizona as then in effect.

ARTICLE XIII – DISSOLUTION

Section 1. TORCA may be dissolved by the vote of two-thirds (2/3) of a quorum of the Board at a duly-called meeting, provided that notice of the proposed dissolution shall be in writing and shall be communicated via normal channels to the membership at least two (2) weeks prior to the meeting at which the issue will be considered. Upon such dissolution, the TORCA Board shall vote on how to dispose of the organization's remaining assets. Such disposal shall be consistent with the Purpose (Article II) of TORCA and shall be to a dually committed organization approved as a non-profit by the IRS. All remaining assets at time of dissolution must be used exclusively for exempt purposes.