



## **ORGANIZATION OF THE RMEC** **TABLE OF CONTENTS**

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**SECTION 1.1**  
**BYLAWS OF THE ROCKY MOUNTAIN ENDURO CIRCUIT**

**Bylaws of  
ROCKY MOUNTAIN ENDURO CIRCUIT, INC.**

**ARTICLE I**

**Corporate Identification**

**1.01. Name.** The corporation shall transact business under the name of Rocky Mountain Enduro Circuit, Inc.

**1.02. Corporate Offices.** The address of the principal office of the corporation shall be 3166 Eastwood Ct, Boulder CO 80304.

**1.03. Fiscal Year.** The fiscal year of the corporation shall begin on the 1<sup>st</sup> day of January and shall end the 31<sup>st</sup> day of December.

**ARTICLE II**

**Shareholders**

**2.01. Shareholders.** The Corporation shall not have shareholders.

**ARTICLE III**

**Board of Directors**

**3.01. General Powers.** The business and affairs of the corporation shall be managed by its Board of Directors, except as otherwise provided by law or by the Articles of Incorporation.

**3.02. Number, Tenure, and Qualifications.** The number of directors of the corporation shall be not less than three (3) nor more than twelve (12) elected members, elected by the board of directors. The number of directors may be changed only as provided in the Corporation's bylaws. Each director shall hold office until the next annual meeting of the Directors and until his or her successor shall have been elected and qualified. Directors need not be residents of any particular state or Directors of the corporation.

**3.03. Regular Meetings.** A meeting of the Board of Directors shall be held without notice other than this provision immediately after, and at the same place as, the annual meeting of the Directors. Regular meetings of the Board of Directors are to be held without notice at the Corporation's office on the 4<sup>th</sup> Saturday of January each year, unless by resolution of the Board of Directors. The Board of Directors may provide, by resolution, the time and place for the holding of regular meetings without other notice than such resolution.

**3.04. Special Meetings; Notice.** Special meetings of the board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, wherever located, as the place for holding a special meeting of the Board of Directors called by them. Written notice of a special meeting shall be given to each director at least two days prior to a special meeting, except that if the written notice is mailed to a director at least four days prior notice must be given, which notice shall be deemed given when mailed. Any director may waive notice of any meeting. The attendance of a director 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 was not lawfully called or convened. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

**3.05. Action Without Meeting.** Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if a written consent setting forth the action so taken is signed by all of the directors that would have been entitled to vote on the action had a meeting been held. Such actions may be made by electronic mail, provided the President or Secretary document such votes by printing the votes of all Directors.

**3.06. Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such a majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. The directors present at a meeting may continue to transact business until adjournment notwithstanding the withdrawal of directors sufficient to leave less than a quorum.

**3.07. Voting Requirements.** Except as otherwise provided by law, in the Articles of Incorporation, or in these Bylaws, a majority vote of the directors present at a meeting at which a quorum is present shall be required for an act or resolution under consideration to constitute an act or resolution of the Board of Directors.

**3.08. Vacancies.** Any vacancy occurring in the Board of Directors shall be filled by an election held by the Directors who elected the director whose death or departure created the vacancy. A director elected to fill a vacancy shall be elected for the unexpired term of the director's predecessor in office. Any directorship to be filled by reason of any increase in the number of directors shall be filled by an election at the annual meeting of Directors or at a special meeting called for that purpose. A director chosen to fill a vacancy resulting from an increase in the number of directors shall hold office until the director's successors shall have been elected and qualified.

**3.09. Compensation.** By resolution of the Board of Directors the directors may be paid their expenses, if any, for attendance at any meeting of the Board of Directors. Directors will not be paid any compensation for serving on the Board. No payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

**3.10. Presumption of Assent.** A director of the corporation who is present at a meeting of the Board of Directors at which any action on any corporate matter is taken shall be presumed to have assented to the action taken unless the dissent of the director shall be entered in the minutes of the meeting or unless the director shall file a written dissent to such action before adjournment thereof 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 director who voted in favor of the action dissented to.

**3.11. Removal of Directors.** At a special meeting of the Directors called expressly for that purpose, Directors may be removed in the manner provided in this Section. One or more directors of the entire Board of Directors may be removed, with or without cause, by a vote of a majority of the Directors then

entitled to vote at an election of directors. No director may be removed if the votes cast against a director's removal would be sufficient to elect the director if cumulatively voted on at an election of the entire Board of Directors. A director shall be entitled to receive notice of and hearing with respect to his or her removal for cause.

**3.12. Standards of Conduct.** A director shall discharge his or her duties as a director, including his or her duties as a member of a committee, in good faith, with care an ordinarily prudent person in a like position would exercise under normal circumstances; and in a manner that he or she reasonably believes to be in the best interest of the corporation. In discharging his or her duties a director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

(1) one or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented;

(2) legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or

(3) a committee of the board of directors of which the director is not a member if the director reasonably believes the committee merits confidence.

A director is not acting in good faith if a director has knowledge concerning the matter in question makes otherwise permissible reliance unwarranted.

A director is not liable for any action taken as a director, or any failure to take any action, if he or she performed the duties of the office in compliance with this section.

## **ARTICLE IV**

### **Officers**

**4.01. Number, Election and Tenure.** The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. All officers of the Corporation shall serve at the pleasure of the Board of Directors for the compensation fixed under Section 4.09 of these Bylaws. Any two or more offices may be held by the same person, except as otherwise provided by law.

**4.02. Removal.** Any officer or agent elected or appointed by the Board of Directors may be removed, with or without cause, by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**4.03. Vacancies.** Whenever a vacancy shall occur in any office by reason of death, resignation, increase in number of offices of the corporation, or otherwise, the vacancy shall be filled by the Board of Directors, and the officer so elected shall hold office as provided in Section 4.01 of these Bylaws.

**4.04. President.** The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall have

general control of the business, affairs, and property of the corporation, and control over its agents, officers and employees. The president shall, whenever present, preside at all meetings of the Directors and of the Board of Directors, and shall perform such other duties and exercise such other powers as from time to time may be assigned to the President by these Bylaws or by the Board of Directors.

**4.05. Vice President.** The Vice President shall perform all duties incumbent upon the President during the absence or disability of the President and shall perform such duties as from time to time may be assigned to the Vice President by these Bylaws or by the Board of Directors.

**4.06. The Secretary.** The Secretary shall: (a) keep the minutes of the Directors' meetings and of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws as required by law; (c) be the custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal, is duly authorized; (d) perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the Secretary by the President or the Board of Directors.

**4.07. The Treasurer.** The Treasurer shall: (a) have care and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for monies due and payable to the corporation from any source whatsoever; (c) deposit all monies received in the name of the corporation in the banks or other depositories as shall be selected in accordance with the provisions of Article 5 of these Bylaws; and (d) perform the duties as from time to time may be assigned to the Treasurer by the President or the Board of Directors.

**4.08. Other Officers.** The following officer positions are hereby established: Points Keeper(s); Referee(s); Contingency Coordinator(s); Membership Officer(s); Publicity Coordinator(s); COHVCO Representative(s); Hare Scrambles Coordinator(s); Webmaster(s); and Manufacturer's Representative(s). All officers are to be appointed by the President and confirmed by the Board of Directors. Such persons shall have such duties as from time to time may be assigned to them by the Board of Directors, the President, or the Secretary or Treasurer, as the case may be.

**4.09. Compensation.** By resolution of the Board of Directors the officers may be paid their expenses, if any, for attendance at any meeting of the Board of Directors. Officers will not be paid any compensation for serving the Corporation. No payment shall preclude any officer from serving the corporation in any other capacity and receiving compensation therefore.

**4.10. Event Rulemaking Body.** The rules by which RMEC sanctioned events are run are to be promulgated by a rulemaking body, consisting of all Directors and Officers of the Corporation, and 2 delegates from each current event promoter. The RMEC Rules will be published periodically.

## **ARTICLE V**

### **Contracts, Loans, Checks, Deposits, and Official Books and Records**

**5.01. Contracts.** The Board of Directors 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 specific matters.

**5.02. Loan,** No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. The Board of Directors shall have the following power with respect to the lending of funds:

(a) Loans of Funds, Generally. To lend money in furtherance of any of the purposes of the Corporation; to invest and reinvest the funds of the corporation from time to time; and to take and hold any property as security for payment of funds so loaned or invested.

(b) Loans to Employees and Directors. If approved by the holders of a majority of the voting shares, to lend money and use its credit to assist any employee or directors of the Corporation, if the Board of Directors determines that such loan or assistance may benefit the Corporation.

**5.03. Checks, Drafts, Etc.** All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or agent of the corporation and in such manner as from time to time be determined by a resolution of the Board of Directors.

**5.04. Deposits.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks or other depositories as the Board of Directors may by resolution select.

**5.05. Official Books and Records.** The official books and records of the corporation shall consist of the minute book, and the books and records of account. The Secretary shall be responsible for their upkeep and safekeeping. Any Director, either in person or by representative shall have the right to inspect and make copies or extracts of the official books and records at any reasonable time for any lawful purpose.

## **ARTICLE VI Amendments**

**7.01. Amendment.** These Bylaws may be amended or repealed, and new bylaws may be adopted, by the holders of a majority of the voting shares at any annual or special meeting or by a majority vote of the Board of Directors at any regular or special meeting, except that the Directors in amending or repealing a particular bylaw may provide that the Board of Directors may not amend or repeal the bylaw.

## **SECTION 1.2**

Articles of Incorporation  
of  
ROCKY MOUNTAIN ENDURO CIRCUIT, INC.

a Colorado nonprofit corporation

The undersigned, acting as the incorporator of a nonprofit corporation under the provisions of the Colorado Revised Nonprofit Corporation Act, codified at C.R.S. ' 7-121-101 et seq. (the AAct@), adopts the following Articles of Incorporation.

### Article 1

#### Name

The name of the corporation is ROCKY MOUNTAIN ENDURO CIRCUIT, INC. (“The Corporation”)

### Article 2

#### Registered Office

The initial registered office of the Corporation shall be located at: **3166 Eastwood Ct, Boulder CO 80304. The initial registered agent at that office shall be Erin Kummer.**

### Article 3

#### Principal Office

The initial principal office of the Corporation shall be located at: **3166 Eastwood Ct, Boulder CO 80304**

### Article 4

#### Incorporator

The name and address of the incorporator is **Jeff Markewicz, 6901 S. Lamar St., Littleton, CO 80128.**

### Article 5

#### Members

The Corporation shall not have voting members.

### Article 6

#### Purpose

6.1 Purpose. The Corporation is organized for organizing and scoring off road motorcycling riding events for members of the corporation as well as any other lawful purpose as permitted by the Act and as the board of directors may specify from time to time. The Corporation shall have and may exercise all of the rights, powers, and privileges now or hereafter conferred upon nonprofit corporations organized under the laws of Colorado. In addition, the Corporation may do everything necessary, suitable, or proper for the accomplishment of any of its corporate purposes. The Corporation may conduct part or all of its business in any part of Colorado, the United States, or the world and may hold, purchase, mortgage, lease, and convey real and personal Property interests of any kind in any of such places.

6.2 Conducting Business in Other Jurisdictions. The Corporation may conduct business and otherwise carry out its purposes and exercise its powers in any state, territory, district, or possession of the United States, or in any foreign country, to the full extent permitted by the laws of the state, territory, district or possession of the United

States, or by the foreign country; and it may limit its purposes in any state, territory, district, or possession of the United States, or foreign country.

6.3 Duration of Corporation. The duration of this corporation shall be perpetual.

#### Article 7

##### Interim Distributions

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, directors, officers, or other private persons, except (a) that 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 Article 6 hereof, (b) that the Corporation shall be authorized and empowered to reimburse its agents, officers, directors and advisory council for reasonable fees, costs and expenses incurred while performing duties for the Corporation and (c) that the Corporation shall be authorized to make other distributions as permitted by the Act

#### Article 8

##### Distributions of Assets upon Dissolution

Upon the dissolution of the corporation, assets shall be distributed pro rata amongst the active members of the corporation.

#### Article 9

##### Board of Directors

9.1 Number. The affairs and management of this Corporation are to be under the control of the board of directors consisting in any one year of not less than three (3) nor more than twelve (12) elected members, elected by the board of directors for such terms as shall be determined by the board of directors, all pursuant to the Corporation's bylaws.

9.2 Powers. The board of directors shall have power to amend the Articles of Incorporation and to make and amend such bylaws as the board of directors may deem proper for the management of the Corporation's affairs. The board of directors shall also have the power to name non-voting advisors to serve in the board's discretion and as shall be specified in the Corporation's bylaws.

9.3 Initial Directors. The following individuals are hereby elected as the initial directors of the Corporation:

**Ray Barnard - President**

**Clint Chew – Vice President**

9.4 Director Transactions. Any contract or other transaction between the Corporation and a director, or between the Corporation and any firm or corporation of which a director is a member, employee, shareholder, director, or officer, or in which the director has an interest, shall be valid for all purposes, if the fact of such interest was disclosed or known to the Board of Directors and if the Board of Directors authorizes or ratifies the contract or transaction or if the contract or transaction was disclosed to and ratified by the shareholders, or if the contract or transaction is fair to the corporation. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under applicable law.

9.5 Indemnification. The Corporation, acting through its Board of Directors, shall have the authority to indemnify or advance expenses to any director, officer, employee, or agent of the Corporation, when the said director, officer, employee or agent has incurred expenses or liabilities (including attorney's fee), which in the absolute discretion of the Board of Directors, are considered to have been incurred on behalf of the Corporation. The rights set forth in this section shall be in addition to any rights for indemnification provided by applicable law.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against and incurred by that person in any such capacity or arising out of such person's status as such, whether or not the Corporation could indemnify that person against such liability under the provisions of this Section.

214122.3 September 2, 2005

**SECTION 1.3**  
**ROCKY MOUNTAIN ENDURO CIRCUIT CHARTER**

The Charter of the Rocky Mountain Enduro Circuit (RMEC) is to promote the sport of off-road motorcycle riding in the Rocky Mountain area through organized regional competition and to join with other Rocky Mountain cycling organizations in the resolution of legislative and environmental problems which would inhibit the sport of Off-road motorcycling. The RMEC will work with promoters to produce top quality events that are enjoyable and safe for all riders.

## **SECTION 1.4**

### **THE ORGANIZATION OF RMEC**

1. The RMEC will be governed by officers consisting of;
  - a) Chairman
  - b) Vice-chairman
  - c) Treasurer
  - d) Secretary
  - e) Referee
  - f) Promoter coordinator
  - g) COHVCO representative
  - h) Web master
  - i) Points keeper
  - j) Membership officer
  - k) Contingency coordinator
  - l) Newsletter editor
  - m) Publicity coordinator
2. The chairman and vice-chairman will be elected by the riders at the year-end awards banquet and shall serve for a one year period.
3. The chairman and vice-chairman shall appoint the remaining officers within one month of being elected.
4. Promoter committee consisting of two members of each of the affiliated clubs or organizations.
5. The officers and promoters shall meet at least once annually for the purpose of establishing the calendar of events, modifying rules, and conducting any appropriate business.
6. No proxy votes will be allowed.
7. The season will start January 1st and end December 31st of any calendar year. Points will be kept for riders who have not purchased a full year membership, if the membership has not been purchased by the last race of the year, all year-end points will be forfeited and that rider will be dropped from the year-end results.

## **SECTION 1.5** **FINANCIAL**

1. RMEC is a nonprofit organization. No wages or salaries will be paid to any officers of the RMEC.
2. Circuit expenditures will include newsletters, mailing lists, rider's cards, and equipment for events, rule books, mailing costs, promotional publications, year-end awards and banquet, general operating expenses such as paper, pencils and phone bills relating to RMEC business.
3. Circuit revenue will be derived from yearly membership fees and 1-day rider fees. The cost of a yearly membership shall be \$35.00 which covers the Enduro series.
4. A 1-day rider fee will cost \$10 and will entitle the rider to participate in one event, but will not entitle the rider to RMEC publications or year-end circuit points.
5. A yearly membership will entitle the member to receive all RMEC publications for that year and qualify the member for a year-end circuit award if earned, and provided the member has met the eligibility requirements.
6. Yearly memberships are based on the calendar year and shall expire on December 31.
7. Five dollars of each yearly membership will be donated to COHVCO.
8. For non-championship events, such as enduro schools, novice enduros, etc., where the organizer wishes to use the circuit equipment, mailing list, etc., the rider fee will be \$1.00 per rider.

## **SECTION 1.6** **SANCTIONING**

1. An event will be approved by the circuit officers prior to the event in order to count for RMEC championship points.
2. In order to be eligible to sanction an event in the RMEC, a promoter must have a representative present at the annual circuit meeting.
3. If the promoter is unable to have a representative present, the promoter must make prior arrangements with the promoter coordinator, but will lose event date priority to promoter representatives who are present.
4. With the objective of providing safe and environmentally planned events, the RMEC officers will review, assist, and approve the event plans laid by any group sponsoring an event for the first time, such approval must be requested at least two months in advance of the event by the organizer.