

SECOND AMENDED BYLAWS

Boulder Street Moto

(A 501 (c)(7) organization)

Article I Organization.

Section 1.1 Name.

The name of the organization shall be BOULDER STREET MOTO (the “Club”).

Section 1.2 Place of Business.

The Registered office of the Club shall be 1880 Office Club Pointe, Suite 120, Colorado Springs Colorado 80920. The name of its registered agent at such address is Timothy J. Priebe, Esq., 1880 Office Club Pointe, Suite 120, Colorado Springs, CO 80920. The registered agent may be changed at any point in time by filing the appropriate paperwork with the Colorado Secretary of State.

In addition, the Club may maintain a principal place of business at places designated by the Board, and properly filed.

Section 1.3 Purpose.

Boulder Street Moto is organized exclusively as a social club, within the meaning of section 501(a) of the Internal Revenue Code of 1986 (the “Code”). Subject to the foregoing, Boulder Street Moto is organized for the club member’s pleasure, recreation and other nonprofitable purposes.

Article II Duration.

The Club shall have perpetual existence.

Article III Membership.

Section 3.1 Member Definition.

The Club shall have members. The members are defined as those 18 and older, that own a vintage or vintage-style motorcycle, have an interest in vintage motorcycles and that are selected and deemed a cultural fit by the Board to join the Club after submitting their membership application, and have finished any probationary period as outlined in the Membership Agreement.

While a vintage motorcycle is defined in this case as being a motorcycle manufactured before 1980, Boulder Street Moto refers to the Style Guide, as published by the Distinguished Gentleman's Ride, for definitions of vintage-style motorcycles. These styles include, but are not limited to, cafe racers, modern classics, classic cruisers, choppers, bobbers, scooters, brats and trackers.

The Club's definition of "cultural fit" is determined by the Board of Directors and their consideration of many factors, including the applicant's interest in motorcycles, social interests, existing relationships with the Club and its Members, and ability to contribute to the growth of the Club and its community.

The Board retains the right to offer or refuse membership for any reason at any point during the onboarding and probationary period.

A member must complete all stages of the onboarding process, including a probationary period, as defined by the Board, before they are considered a Member.

Section 3.2 No Stock.

The Club shall have no capital stock.

Article IV Board of Directors (otherwise known as the "High Council of Wrenchers").

Section 4.1 Board Role.

The Board is responsible for all aspects of managing the Club's existence including its finances, operations, membership and events. Aside from violations of the membership agreement, bylaws and code of conduct, The Board does not involve itself in interpersonal issues between Members, particularly when those issues occur outside the scope of membership. In the event that a dispute arises which affects the Club's morale and cohesion, the Board will act only to determine what action is necessary to restore cohesion and morale, in the best interest of the Club and all Members. Such resolution may result in expulsion, termination or rejection of membership and application of membership for all parties involved.

The Board shall have the power to create other organizational groups for the purpose of assisting the High Council with its overall responsibilities. The Board shall have the power to start and end such organizational groups as needed and grant them whatever powers that it believes are necessary to fulfill its role.

Section 4.2 Board Powers.

All powers shall be vested in the Board to the fullest extent allowed by laws of the State of Colorado.

Section 4.3 Board Size.

The Board shall have up to 6 and not fewer than 4 Directors. The Board may change the number of Directors via a proper motion and vote of the current Board members.

Section 4.4 Board Compensation.

The Board receives no compensation other than reasonable reimbursed expenses that have been agreed upon by the Board in advance.

Section 4.5 Terms.

All Board members shall serve a one-year term of election. However, all Board members are eligible to serve multiple terms. All Board members are eligible for re-election to another one-year term by a majority vote of the current directors.

Section 4.6 Board Elections.

Election of new directors or re-election of current directors will occur as the first item of business at the last Board meeting of the Club. Directors will be elected/re-elected by a majority vote of the current directors.

Section 4.7 Vacancies.

When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary one week in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement and voted on at the next Board meeting.

Section 4.8 Resignation, Termination, and Absences

Resignation from the Board must be in writing and received by the Secretary. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Article V Board Meetings.

Section 5.1 Annual Meeting.

The date of the regular annual meeting shall be set by the Board who shall also set the time and place.

Section 5.2 Regular Meetings.

The Board shall meet at least quarterly, at an agreed upon time and place and via telephonic conference call.

Section 5.3 Special Meetings.

Special meetings of the Board shall be called upon the request of any Board member. Notices of special meetings shall be communicated to each Board member.

Section 5.4 Notice.

Notice of each meeting shall be given to each voting member by email, not less than 48 hours before the meeting.

Section 5.5 Waiver of Notice.

Whenever any notice of a meeting is required to be given to any director of this Club under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 5.6 Telephonic Meetings.

Given the physical locations of the Board, all meetings are valid if held via telephonic conference.

Section 5.7 Quorum.

A quorum of 70% of the Board members shall be required before business can be transacted or motions made or passed.

Section 5.8 Attendance.

A Board member who fails to attend seventy-five percent of all Board meetings in a year will be deemed to have resigned.

Section 5.9 Passing Vote.

All motions require a majority of the Board members present to pass.

Article VI Officers.

Section 6.1 President.

The President is chair of the Board and shall preside at all meetings of the Board of Directors.

Section 6.2 Secretary.

The Secretary is accountable for accuracy of Board documents.

Section 6.3 Treasurer.

The Treasurer is accountable for the recording and accuracy of the Club's financial documents.

Article VII Liability and Indemnification.

Section 7.1 Nonliability of Directors.

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Club.

Section 7.2 Indemnification by Club of Directors and Officers.

The directors and officers of the Club shall be indemnified by the Club to the fullest extent permissible under the laws of this state.

Section 7.3 Liability of Directors.

No director shall be personally liable to the Club for monetary damages for any breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit such director's liability to the Club for monetary damages for the following: (a) any breach of such director's duty of loyalty to the Club; (b) any of such director's acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) acts specified in C.R.S. Section 7-24-111, as it now exists or hereafter may be amended (regarding a director's assent to or participation in the making of any loan by the Club to any director or officer of the Club); or (d) any transaction from which such director derived an improper personal benefit. If the Colorado Nonprofit Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Club, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by the Colorado Nonprofit Corporation Act. Any repeal or modification of this Section shall be prospective only and shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

Article VIII Transparency and Accountability.

Section 8.1 Inspection of By-Laws.

The Club shall keep in its principal office the original or a copy of the By-Laws as amended, certified by the Secretary, which shall be open to inspection by the public and directors at all reasonable times during office hours.

Section 8.2 Public Accountability.

The Club shall provide for an annual independent audit of its financial affairs if needed or wanted. The Club shall publish and make available to the general public an annual report of the Club's programs, activities and financial affairs which shall contain at least as much information as that required to be reported annually to the Internal Revenue Service.

Article IX Miscellaneous.

Section 9.1 Fiscal Year.

The fiscal year of the Club shall be as established by the Board . Unless otherwise established by the Board , the fiscal year shall run from January 1st of the current business calendar year until December 31st of the current business Calendar year.

ARTICLE VI Restrictions on Actions.

- (a) No substantial part of the activities of the Club shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as may be allowed under Section 501(h) of the Code.
- (b) No part of the net earnings of the Club shall inure to the benefit of or be distributable to any director or officer of the Club, or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the Club affecting one or more of its purposes and aid provided to the Club, in accordance with the charitable purposes of the Club, and no director or officer of the Club, or any other individual, taxable corporation, or person shall be entitled to share in any distribution of any of the Club assets on dissolution of the Club or otherwise.
- (c) Upon dissolution of the Club all of the Club's assets remaining after payment of or provision for all of its liabilities (the "Net Assets") shall be sold or transferred to one or more exempt organizations, which are described in section 501 (c)(3) of the Code, contributions to which are deductible under section 170(c)(2) of the Code, at the time of distribution.
- (d) The Club shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, and the Club shall not engage in campaign activity or the making of political contributions.
- (e) Notwithstanding any other provision of the articles of incorporation, the Club shall not carry on any activities not permitted to be carried on by a Club exempt from federal income tax as an organization described in 501(c)(3) of the Code or by a Club, contributions to which are deductible under section 170(c)(2) of the Code.
- (1) The Club shall not engage in any act of "self-dealing," as defined in section 4941(d) of the Code, so as to give rise to any liability for the tax imposed by section 4941 of the Code;
 - (2) The Club shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax imposed by section 4942 of the Code;
 - (3) The Club shall not retain any "excess business holdings," as defined in section 4943(c) of the Code, so as to give rise to any liability for the tax imposed by section 4943 of the Code;
 - (4) The Club shall not make any investments that would jeopardize the carrying out of any of the exempt purposes of the Club, within the meaning of section 4944 of the Code, so as to give rise to any liability for the tax imposed by section 4944 of the Code; and
 - (5) The Club shall not make any "taxable expenditure", as defined in section 4945(d) of the Code, so as to give rise to any liability for the tax imposed by section 4945 of the Code.

(f) All references in these articles of Incorporation to provisions of the Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

Article XI Statement of Nondiscrimination.

It is the policy of the Boulder Street Moto that, Board Members, Directors, staff (paid or volunteer), and anyone else associated in any way with Boulder Street Moto has a right to a work environment or travel experience free from discrimination and unlawful harassment. The Board of Boulder Street Moto maintains a strict policy prohibiting discrimination and unlawful harassment. The Board of Boulder Street Moto maintains a strict policy prohibiting discrimination, sexual harassment, and harassment because of race, color, creed, religion, national origin, gender, sexual orientation, marital status, military status, age, disability, or political affiliation, or any other status protected by Federal, State, or local laws. All such harassment or discrimination is unlawful. Boulder Street Moto's Anti-Discrimination/Anti-Harassment policy applies to all persons involved in the operation of the Board of Boulder Street Moto and any member, individual, or association who wishes to be associated with Boulder Street Moto and prohibits unlawful harassment or discrimination by any member or volunteer associated with Boulder Street Moto. Unlawful harassment in any form including verbal, physical, and visual conduct, threats, demands, and retaliation are prohibited.

Article XII Amendments.

These Bylaws may be amended when necessary, by a three-fourths majority of the Board. Proposed amendments may be submitted to the Secretary and the President, two weeks prior to the Board meeting, to be sent out with regular Board announcements.

Article XIII Dissolution of the Club.

Upon a majority vote of the Board approving a termination, the Club shall be terminated and properly closed. All Club assets shall be disposed of per Article VI (c) of these Amended Bylaws.

These Bylaws were approved at a meeting of the Board of Boulder Street Moto by unanimous vote on.

WITNESSES:

David Frink
President, Boulder Street Moto

Jim Baker
Secretary, Boulder Street Moto