

AMENDED BYLAWS
OF
VIOLET CROWN SPORTS ASSOCIATION

ARTICLE I - NAME

The name of this organization shall be Violet Crown Sports Association, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II - LOCATION AND PURPOSE

2.01 Form. The Corporation shall operate within such areas as may be authorized by its Board of Directors (hereinafter referred to as the "Board"). This Corporation is organized exclusively for social welfare purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code for the promotion of cycling, and shall carry on such lawful business and activities which are necessary and proper for the accomplishment of the goals of the Corporation.

2.02 Restrictions. In all events and under all circumstances, the following provisions shall apply:

A. The Corporation shall not devote more than an insubstantial part of its activities to attempting to influence legislation (except as provided in Section 501(h) of the Internal Revenue Code), or participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any or in opposition to any candidate for public office.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except 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 Section 2.01. Nothing herein shall preclude directors or officers to render services to, or to serve as employees of, the Corporation.

C. Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law); or

2.03 Office. The Corporation may have such offices as the Board may determine from

time to time.

2.04 Powers of Corporation. To accomplish the objectives and purposes of the Corporation, the Corporation shall have the following powers:

A. To solicit, accept, and collect pledges, donations, contributions in cash or property, real, personal, and mixed.

B. To take by will or by gift, in trust or absolutely, cash or property, subject to any terms, conditions or limitations which may be contained in the instrument by which said cash or property is acquired.

C. To acquire by purchase, lease, contract or otherwise, any property, real, personal or mixed.

D. To borrow money and execute notes, mortgages, and other contracts.

E. To have and maintain one or more offices and to conduct any or all of its operations and business therefrom.

F. To do any or all things herein set forth as principal, agent, trustee or otherwise, along or in company with others.

G. To do any and all such further acts and things and to exercise any and all such further powers as may be necessary, incidental, conducive, appropriate or desirable for the accomplishment or carrying out or attainment of the objectives and purposes of the Corporation relating to cycling as allowed by these Bylaws, the Articles of Incorporation, and the Internal Revenue Code; and to have and to exercise all the powers conferred by the laws of the State of Texas upon non-profit corporations, as such laws are now in effect or may at any time hereafter be enacted or amended.

ARTICLE III - MEMBERS

3.01 Qualifications. Membership (as to each individual, a "Member") is open to all persons who satisfy the conditions for membership as set forth in these bylaws, regardless of race, color, religion, sex, age, national origin, marital status or disability.

3.02 Good Standing. Members in good standing are those whose dues are paid and who comply with the provisions of these Bylaws.

3.03 Privileges. Members in good standing may vote and hold elective or appointive office.

3.04 Dues and Fees. Dues are payable at the beginning of each calendar year for such calendar year, and are delinquent 30 days after such date. Dues shall be set by the Board of Directors from time to time.

3.05 Meetings. Regular meetings of the Members may be held every month. Special meetings may be called by the President or the Board of Directors. Twenty five percent (25%) of the Corporation's Members in good standing shall constitute a quorum for any regular or special meeting.

ARTICLE IV - BOARD OF DIRECTORS

4.01 Government. The government of the Corporation, the direction and management of its affairs, and the control of its property, shall be vested in the Board which may exercise all such powers of the Corporation and do all such lawful acts and things as provided by statute or by the Articles of Incorporation or by these Bylaws; provided, however, that the Corporation will not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code (or the corresponding provision of any future internal revenue law).

Notwithstanding any other provision of the Articles of Incorporation or these Bylaws, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation, as stated above and in the Articles of Incorporation.

4.02 Membership, Tenure and Qualification. The initial Board as set forth in the Corporation's Articles of Incorporation shall be comprised of three (3) members. Thereafter, the Board of Directors of the Corporation shall consist of the elected officers of the Corporation. Each Director shall serve for a term of one year or until his or her successor is duly elected and qualified. Directors may serve consecutive or additional terms. It shall be the duty and responsibility of each director to attend all meetings of the Board of Directors and to promptly notify the Secretary if such is not possible so that he or she may determine in advance of the meeting date whether a quorum is in prospect. Any Director may be removed with or without cause if he or she has had three consecutive unexcused absences (as determined by the President) from Board meetings by action of a majority of the remaining directors at any meeting of the Board called for that purpose. When a vacancy occurs on the Board by reason of death, resignation or otherwise, such vacancy shall be filled by the election of an officer by the Members of the Corporation.

4.03 Meetings. The Board shall meet regularly at such time and place as the Board

shall provide, but not less than annually. No notice shall be required to be given of regular meetings held in accordance with the Board's schedule for regular meetings. The first meeting shall be held immediately following the election of the directors, at the offices of the Corporation or at such other time and place as may be determined by the Board. Such other meetings of the Board shall be called by the President after three (3) days' notice of such meetings, as he or she in his or her discretion, shall deem necessary.

4.04 Actions Without Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, including by e-mail or comparable electronic communication, setting forth the action so taken, is approved by all the members of the Board. Written approval of such action may occur by e-mail or comparable electronic communication. Such consent shall have the same force and effect as a unanimous vote at a meeting.

4.05 Quorum: Vote. At all meetings of the Board a quorum for the transaction of business shall be a majority of the Board of Directors then elected. The act of a number of directors equal to a majority of the members of the full board of directors is required at any meeting at which a quorum is present to constitute the act of the Board, except as otherwise specifically provided by statute or by the Articles of Incorporation or by these Bylaws. If a quorum is not present at a meeting of the Board, the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

4.06 Procedure. The Board shall keep regular minutes of its proceedings. The minutes shall be placed in the minute book of the Corporation.

4.07 Compensation. Board members shall not be compensated for their services. Nothing herein, however, shall prohibit paying members of the Board for services rendered if the services were otherwise compensable were the person not a Board member.

ARTICLE V - NOTICE

5.01 Method. Whenever by statute or the Articles of Incorporation or these Bylaws, notice is required to be given to a director, and no provision is made as to how the notice shall be given, such notice may be given by mail addressed to the director at the address appearing in the official records of the Corporation, by e-mail addressed to the address appearing in the official records of the Corporation, or in any other method permitted by law. Any notice required or permitted to be given by mail shall be deemed given at the time when the same is thus deposited in the United States mails.

5.02 Waiver. Whenever, by statute or the Articles of Incorporation or these Bylaws, notice is required to be given to directors, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be equivalent to the giving of such notice. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE VI - OFFICERS

6.01 Number; Election; Term. The Officers of the Corporation shall be a president, a president-elect, a past-president, a secretary, and a treasurer. Officers shall be elected by the Members on the expiration of an officer's term or whenever a vacancy exists. Unless otherwise specified by the Board at the time of election or appointment, each officer shall serve for one (1) year. Each officer shall serve until the end of his or her term, or, if earlier, his or her death, resignation or removal.

6.02 President. The President, shall, if present, preside at all meetings of the Board and the Members, see that all orders and resolutions of the Board are carried into effect, and exercise and perform such other powers and duties as from time to time may be assigned to him or her by the Board or prescribed by these Bylaws.

6.03 President-Elect. The President-Elect shall become the President of the Corporation upon the expiration of the then-President's term, without any further election by the members. In the absence of the President, the President-Elect shall preside at meetings of the Board or the Members. The President-Elect shall have such other duties as are customary of such office, and such additional duties as from time to time may be assigned him or her by the President or the Board of Directors.

6.04 Past-President. The President of the Corporation shall become the Past-President upon the expiration of his or her term as President, without any further election by the members. The Past-President shall have such duties as are customary of such office, and such additional duties as from time to time may be assigned him or her by the President or the Board of Directors.

6.05 Treasurer. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall

be selected; collect Members' dues and keep a register of the contact information each member has furnished to the Corporation; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board.

6.06 Secretary. The Secretary shall keep the minutes of the meetings of the Board and the regular meetings of the Members, in one or more books provided for that purpose and publish those on the Club's website; give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; and, in general, 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 by the Board.

6.07 Vacancies. Any vacancy occurring in any office of the Corporation (by death, resignation, removal or otherwise) may be filled by election by the Members.

6.08 Assumption of Duties and Transfer of Records. Each new officer shall assume his or her duties immediately after his or her election, and each outgoing officer shall continue in office until his or her successor is elected and qualified. Each officer, upon expiration of his or her tenure of office, shall transfer all official records and property of the Corporation then in his or her possession to his or her duly qualified successor in office.

6.09 Compensation. No salary or other compensation shall be paid any officer of the Corporation, except when specifically provided for by action of the Board.

ARTICLE VII – EXECUTIVE COMMITTEE

7.01 Executive Committee. The Board may, in its discretion, create positions in addition to the officers of the Corporation to assist the Board and the Officers in their responsibilities. Such positions may include, without limitation, a clothier (responsible for the design and acquisition of kits), an information technology administrator (responsible for assisting the Corporation with IT matters); a webmaster (responsible for the Corporation's webpage), sponsor liaison (responsible for soliciting and obtaining sponsors for the Corporation); TXBRA liaison (responsible for overseeing the Corporation's interactions with TXBRA); and bicycling advocate (responsible for interacting with local cycling advocacy groups and organizations).

7.02 Duties. In addition to their areas of responsibility set forth above, Executive Committee members shall attend and participate in Board Meetings, and provide the Board with their counsel on decisions involving the Corporation and specifically in their area of expertise. Executive Committee members will not be voting members of the

Board, but the Board, consistent with the history of the Corporation, shall attempt to reach consensus among the Board and the Executive Committee on decisions the Board makes.

ARTICLE VIII - GENERAL PROVISIONS

8.01 Disbursements. All disbursements shall be by check. Signatories for bank accounts of the Corporation shall be as set forth by resolution of the Board. However, the Board may establish a "petty cash" fund for incidental expenses and disbursements.

8.02 Distribution of Net Earnings Prohibited. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any of its officers, directors or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of its stated purpose. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be conducted.

8.03 Disposition on Dissolution. Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment off all of the liabilities of the Corporation, dispose of all of the assets of the Corporation in such a manner, or to such organization or organizations organized or operated for the promotion of cycling and qualify as an exempt organization or organizations under Section 501(c)(4) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law, as the Board shall determine.

8.04 Amendment of Bylaws. These Bylaws may be altered, amended, or repealed at any meeting of the Members, provided notice of the proposed alteration, amendment, or repeal is contained in the notice of such meeting. Notice of the meeting may be communicated to members in any fashion that the Board determines will provide actual notice to members, which includes, without limitation, sending the notice via e-mail or via regular US mail to the address provided to the Corporation by each member. The notice shall be sent not less than ten (10) nor more than fifty (50) days prior to such meeting.

8.05 Indemnification. To the extent permitted by applicable law, the Corporation shall indemnify any person who was or is made a party or is threatened to be made a party or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative (hereinafter a "Proceeding"), or any appeal of a Proceeding or any inquiry or investigation that could lead to a Proceeding, by reason of the fact that he or she is or was a member of the Board of Directors or officer of the Corporation, against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses (including, without limitation, attorneys' fees) actually incurred by such person in connection with a Proceeding, except that no indemnification shall be available in any Proceeding brought

by or in behalf of the Corporation.

8.06 Loans to Directors and Officers Prohibited. No loan shall be made by the Corporation to its directors or officers.

I hereby certify that the above and foregoing Bylaws of the Corporation were adopted as the amended bylaws of the Corporation by action of its Members, as provided by the bylaws in existence at the time of their adoption.

Approved this ____ day of _____, 2017.

Kwesi Coleman, Secretary