

TEAM NATURE'S PATH, INC.

CORPORATE CONSTITUTION AND BY-LAWS

ARTICLE I – NAME AND PURPOSE

Section 1 – The name of the organization shall be the Team Nature's Path, Inc (hereinafter referred to as "TNP").

Section 2 – The purpose of the organization is the furtherance of all aspects of the sport of bicycle racing. This purpose includes programs to develop competitive and non-competitive cyclists, to develop and train cycling coaches and officials and to increase the public's general appreciation for the sport of competitive cycling.

Section 3 – TNP will achieve its stated purpose by conducting the following type of activities:

Part 1 – Sponsorship of competitive bicycle racing teams;

Part 2 – Conducting training programs to develop new competitive and non-competitive cyclists;

Part 3 - Conducting training programs to increase the skill level of existing competitive and non-competitive cyclists;

Part 4 – Supporting community fitness riding to increase general interest in the sport of cycling;

Part 5 – Conducting activities to develop the skills of new and existing cycling coaches and officials;

Part 6 – Sponsoring community outreach activities that increase spectator appreciation for the sport of bicycle racing.

ARTICLE II – NON-PROFIT STATUS

Section 1 – Notwithstanding any other purpose or provision in these by-laws, TNP is organized and shall operate at all times exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or any successor statutes.

Section 2 – TNP will not be empowered to make any loans to any of its directors or officers as part of its tax exempt activities or corporate purpose.

Section 3 – No part of the earnings of the Corporation shall inure to the benefit of or be distributed to its members, trustees, officers or other 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 purpose set forth in Article I. Notwithstanding any other provision of this Corporate Constitution and Bylaws the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under sec. 501(c)(3) of the Internal Revenue Code or (b) by a corporate contribution which is deductible under sec 170(c)(2) of the Internal Revenue Code.

Section 4 – In the event of dissolution of the corporation or the winding up of its affairs, the Corporation’s property shall not be conveyed to any individual or organization created or operated for profit for less than the fair market value of such property, and all assets remaining after the payment of the Corporation’s debts shall be conveyed or distributed to an organization or organizations created and operated exclusively for charitable and non-profit purposes similar to those of the Corporation and consistent with the exempt purpose provided for under sec. 501(c)(3) of the Internal Revenue Code.

ARTICLE III – MEMBERSHIP

Section 1 – TNP membership will consist of three classes of members, “General” members, “Race Team” members and “Elite Team” members.

Section 2 – General membership shall be open to all persons who have an interest in the purpose of the club, who execute and sign the application form and who tender the appropriate membership fee. All members will be entitled to race under TNP sponsorship and to wear the designated TNP race uniforms and logo. Also, all members will be eligible to participate in club training activities and other events. Persons younger than 18 must obtain written approval from a parent or guardian as an additional requirement of general membership.

Section 3 – “Race team” membership is open to all general members who meet the race team criteria and who execute the proper application for race team membership including any required fees. The Race Director will publish the criteria each year at the annual meeting for the upcoming race season. Race team members will be eligible for race reimbursements based on an established formula and appropriated funds set annually by the board. The formula will be set each year in April and the total funds will be appropriated in October by the board of directors.

Section 4 – Elite team members will be appointed by the Elite Team Director. Funding for the Elite team will be managed from a separate club account or directly by the main sponsor. Elite team funding will be based on commitments levels from the elite team sponsor and by a special appropriation of any TNP funds allocated that purpose during the annual budget process.

Section 5 – Membership Dues & Obligations – Membership dues will be paid annually in December for the following calendar year membership period based on a fee schedule established by the board and communicated to the members prior to the December

renewal period. In addition to dues, each member will be required to volunteer in support of one club event each year or hold a board or committee office or position for one year.

Section 6– Membership period is for a calendar year renewable annually in December.

Section 7 – A member is considered terminated if the annual renewal form is not executed and fees paid by January 1st of each year. TNP can terminate a member for reasonable cause with a two thirds vote by the members. Reasonable cause to terminate a membership shall consist of ample evidence that the member is having or has had a detrimental effect on the bicycling community, TNP or its sponsors. A terminated member forfeits his or her membership fee.

ARTICLE IV – ETITLEMENT TO VOTE

Section 1 – All general members in good standing will be eligible to vote for directors and on all club business presented for member approval.

ARTICLE V – ELECTIONS

Section 1 – Election of club officers will be conducted annually at a TNP member meeting. Elections will typically be held in December, but may be held at any other member meeting so long as reasonable notice is provided to the active membership in advance of the elections.

Section 2 – Any general member in good standing can nominate any general member in good standing for any office, including self nominations. Nomination may be submitted orally or in writing.

ARTICLE VI – BOARD OF DIRECTORS

Section 1 – The Board of Directors will be empowered to conduct all club business on behalf of the members within the stated purpose of the club. All actions of the Board of Directors must comply with this Constitution and Bylaws and must further be in accord with the laws of any jurisdictions in which TNP regularly conducts activities.

Section 2 - TNP will have the following elected Officers who shall also serve as members of the Board of Directors:

Part 1 – President – Acts as chairman of the Board of Directors, presides over all corporate functions, and serve's as chief executive of TNP.

Part 2 – Vice President - Acts as vice-chairman of the Board of Directors, fills in for president in his/her absence and takes a lead role in sponsor and public relations.

Part 3 – Treasurer – Administers funds, maintains finanial books and records, files returns with tax authorities, provides financial report to the members and administers the budget process.

Part 4 – Secretary – Administers the enrolment and renewal of members, maintains member information, administers all elections, tallies votes and keeps minutes of all clubs meeting.

Part 5 – Race Director – Coordinates all activities related to competition including race promotion.

Part 6- Communications Director – Maintains effective processes for communications with the membership, sponsors and the cycling community

Part 7 – Activity Director – Coordinates all non-competitive club activities and new rider development including club ride scheduling.

Part 8 – Recruiting Coordinator – Manages and administers all activities related to recruiting new club members for the Race Team.

Section 3 – TNP will have an additional member of the Board of Directors appointed by the elite team sponsor. This additional member must be approved by the elected directors via a majority vote. If there is no elite team sponsor, the post will remain vacant.

Section 3 – Officer will be elected by majority vote of the general members and will serve for a one year term.

ARTICLE VII – COMMITTEES

Section 1 – Board members may appoint committee chairs and members as necessary to execute the duties of their post.

Section 2 – Prior to establishing any committee and appointments to such committee, the purpose and duties of the committee will be documented and communicated to the members.

Section 3 – All new committees and/or new appointments to committees need to be approved by a majority of the members present at the next general club meeting and will be considered as pending or acting until voted on by the membership.

ARTICLE VIII – MEETINGS

Section 1 – TNP will have quarterly general member meeting. A Treasurer's report will be presented at each quarterly meeting. The president or his designee will publish the meeting schedules, times, locations and agendas at least one week in advance of any meeting.

Section 2 – In addition to general club business the following activities will be addressed by the membership at least annually:

Part 1 – Elections of directors;

Part 2 – Budget review and approval;

Part 3 – Bylaw changes;

Part 4 – Membership fees for upcoming year;

Part 5 – Member activity requirements;

Part 6 – Race Team requirements;
Part 7 – Elite team nominations.

Section 3 – The President may call additional directors meetings or special general membership meetings at his/her discretion.

Section 4 – The Secretary will provide minutes for all meetings to the Communications Director for distribution to the membership within 3 day of each meeting.

ARTICLE VIV – RACE UNIFORMS

Section 1 – The President will present the race uniform to the members at least once annually for approval by a majority of the membership. The President will set forth the requirements for wearing the uniform at the same meeting wherein the uniform is presented for approval.

Section 2 – General members are not required to wear race uniforms to non-competitive events but they are encouraged to do so.

ARTICLE X– AMENDMENTS

Section 1 – The Constitution and Bylaws may be amended by two thirds majority of the voting members at any quarterly meeting.

Section 2 – Any general member may propose amendments to the Constitution and Bylaws. Proposed amendments shall be submitted in writing to the President at least one day prior to any quarterly meeting in order to be eligible for presentation to the membership for a vote at that meeting. All proposed Amendments will be discussed and brought to a vote by the membership.

Section 3 – All amendments must be consistent with the non-profit status of the club, Section 501(c)(3) of the Internal Revenue Code and all applicable Federal, State and Local laws.