

**BY-LAWS
of
NARRAGANSETT BAY WHEELMEN, INC.**

Article I

NAME AND PURPOSES

Section 1. Name. The name of the corporation shall be Narragansett Bay Wheelmen, Inc., referred to herein as the "Association".

Section 2. Purpose. The purpose of the Association is the promotion and encouragement of safe recreational cycling through the education of the cycling community and the general public about safe and effective cycling and the benefits of cycling to health and fitness, through the organizing of rides and other events, through publication of a newsletter, through encouragement of favorable actions by government and private industry, and by other suitable means. The Association shall 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.

Section 3. Private Benefit. No Association member, director or officer, or other private individual, shall receive any of the net earnings from the operation of the Association nor be entitled to share in any distribution of assets upon its dissolution, except that the Association may pay compensation in a reasonable amount to its members, directors or officers for services rendered and may confer benefits upon its members in conformity with its purpose.

Section 4. Dissolution. On the event of dissolution of the Association, assets remaining after the satisfaction of all Association obligations shall be distributed to one or more organizations having purposes similar to the Association's purpose and that are exempt from federal income tax under section 501(c)(4) of the Internal Revenue Code.

Article II

MEMBERS

Section 1. Qualifications. The members of the Association will be such persons who meet such qualifications and requirements as may be established by the Board of Directors from time to time. The Board of Directors will be the sole judge of the qualifications of the members and its determination as to whether a person is or is not a member will be final.

Section 2. Meetings. The annual meeting of the members will be held each year, as determined by the Board of Officers, and if there is no determination, then on the last Friday or Saturday of November. The annual meeting will be held for the purposes of electing officers and transacting such other business as may properly come before the meeting. If, for any reason, the annual meeting is not held, a special meeting in lieu of the annual meeting of the members may be held.

Section 3. Special Meetings. Special meetings will be held at the call of the President and they will be called by the President upon the written request of 10 members.

Section 4. Place; Notice. Meetings, annual or special, will be held at such place as is designated by the Board of Officers. Written notice of each meeting of the members, annual or special, will be given in the members' newsletter preceding the scheduled date of the meeting. The meeting will not be scheduled for a date earlier than 10 days after the mailing of the members' newsletter in which the notice appears.

Section 5. Quorum. Five percent of the members of the Association will constitute a quorum for the transaction of business and the act of a majority of the members present at a meeting will be the act of the members.

Article III

BOARD OF DIRECTORS AND BOARD OF OFFICERS

Section 1. Board of Directors: Number. The number of the Board of Directors will be no less than three and no more than 15.

Section 2. Board of Directors: Purpose. The Board of Directors will oversee the financial activities of the Association and will review the projected expenditures for the upcoming six month period and audit the actual expenditures of the prior six month period.

Section 3. Board of Directors: Composition. The Board of Directors will consist of those persons who are, from time to time, the holders of the following positions: the officers of the Association, the three most recent past Presidents of the Association (or its predecessor corporation), the three most recent recipients of the "Volunteer of the Year" award (or its predecessor corporation), the chairmen of the Touring Committee and the Advocacy Committee, and the Membership Secretary. The Board of Directors will elect its own Chairman each year to chair its meetings. The elected Chairman may, but need not be, the current President of the Association. The Chairman will not vote, except in the event of a tie.

Section 4. Board of Directors: Meetings. Regular meetings of the Board of Directors will be held twice each year. Special meetings of the Board of Directors may be called, and on the written request of seven directors will be called, by the President upon five days' notice. Meetings will be held at such place as is designated by the President. A majority of the members of the Board of Directors will constitute a quorum for the transaction of business and the act of a majority of the members present at a meeting will be the act of the Board of Directors.

Section 5. Board of Officers. The officers of the Association will constitute a Board of Officers and except for the powers that have been expressly assigned to the Board of Directors by Section 2 hereof, it will have all of the powers which may be assigned to an executive committee under the Rhode Island Non-Profit Corporation Act with respect to the management and conduct of the Association's affairs. The Board of Officers will meet at the call of the President who will preside at its meetings. Meetings will be held at such place as is designated by the Board of Officers. A majority of the members of the Board of Officers will constitute a quorum for the transaction of business and the act of a majority of the members present at a meeting will be the act of the Board of Officers.

Section 6. Consent Votes. Any action required or permitted to be taken by the Board of Directors or the Board of Officers may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the directors or officers, as the case may be.

Article IV

OFFICERS

Section 1. Enumeration; Election. The officers of the Association will be a President, a Vice President, a Secretary and a Treasurer who will be elected annually at the annual meeting of the members for terms of one year (February 1 – January 31) and thereafter until their successors are duly elected and will have qualified. Newly elected officers will begin their term February 1 of the year following their election. Officers-elect will be included in all Board of Officers and Board of Directors meetings in an informational capacity only, and will have no voting or other powers until their term begins.

Section 2. Powers. The President will be the principal executive officer of the Association and will effect the decisions of the Board of Officers. Subject to such decisions, she/he will supervise and control the business and affairs of the Association. She/he will preside at meetings of members, the Board of Officers and the Board of Directors. The Vice-President will perform the duties of the President when the President is absent or is otherwise unable to act. The Secretary will prepare and keep the minutes of the meetings of the members and the Board of Directors and will be responsible for giving notices of meetings. The Treasurer will have custody of the funds of the Association and will keep its financial records.

Section 3. Vacancies. Any vacancies in the offices will be filled by the Board of Directors until the next annual meeting of the members.

Section 4. Financial Controls. Expenditures of Association funds must be made pursuant to items in approved budgets. Off-budget items may be approved specifically by the Board of Officers. Expenditures up to \$1,000 may be approved by the President in an emergency but must be presented to the Board of Officers at or before its next meeting. All requests for payment must be put in writing together with the reasons for such. The Treasurer or his designee shall be responsible for disbursement of all funds in accordance with the by-laws.

Article V

COMMITTEES

The Association will have such committees as the Board of Directors and the Board of Officers may from time to time appoint. Chairmen of the committees will be appointed by the President with the approval of the Board of Officers.

Article VI

INDEMNIFICATION

In order to induce the directors and officers of the Association to serve as such, the Association agrees to indemnify its directors and officers to the full extent permitted under Section 7-6-6 of the Rhode Island Non-Profit Corporation Act. The provisions of this article will apply, and the benefits hereof will be available, to each director and officer who by becoming a director or officer will be considered to have relied on the agreement of the Association to provide the benefits hereof. The Association will have no obligation to indemnify a director or officer for any amounts paid in settlement of any proceeding effected without the Association's prior written consent which will not be unreasonably delayed or withheld. If any action is instituted by a director or officer against the Association to enforce a claim hereunder, the director or officer will be entitled to be paid the costs and expenses, including reasonable attorneys' fees, incurred with respect to such action unless the court determines that [that] the claim was not made in good faith or was frivolous. No amendment or repeal of this article will be effective with respect to acts or omissions of a director or officer occurring prior thereto.

Article VII

AMENDMENT

The members of the Association may amend the by-laws or adopt new by-laws by vote of the members at the annual meeting, provided that notice of the annual meeting sets forth the substance of the proposed amendment or describes the new by-laws and is published in the two members' newsletters immediately preceding the annual meeting. The meeting will not be scheduled for a date earlier than 10 days after the mailing of the second members' newsletter in which the notice appears.

Amended November 6, 2010, by vote at annual meeting:

Article IV Officers, Section 4 Financial Controls. "\$300" changed to "\$1,000".

Article IV Officers, Section 1 Enumeration; Election. Officers' terms changed to begin February 1 of the year following their election, and run from February 1 to January 31, to allow completion of the fiscal calendar year by the incumbents, wrap up financial obligations (file taxes), and a period of transition.

Amended November 7, 2009, by vote at annual meeting:

Article I Name and Purposes, Section 2 Purpose, and Section 4 Dissolution. "501(c)(3)" changed to "501(c)(4)".

Article IV Officers, Section 2 Powers. First and second sentences, "he" changed to "she/he".

Amended October 1, 2005, by vote at annual meeting:

Article I Name and Purposes, Section 1 Name. Language cleaned up.

Section 2 Purpose. Rewritten to comply with IRS requirements, moving some language into separate new Section 3 Private Benefit. Section 4 Dissolution. New.

Article II Members, Section 2 Meetings. "in October or November of" deleted.

Article III Board of Directors and Board of Officers, Section 3 Board of Directors: Composition. "Wheelman of the Year" changed to "Volunteer of the Year", chairman of the Advocacy Committee added, "Membership chairman" changed to "Membership Secretary". Section 4 Board of Directors: Meetings. "each May and November" changed to "twice each year".

Article IV Officers. Section 4 "Checks" changed to "Financial Controls". Section rewritten to specify controls of expenditures: all expenditures to be made according to budgets approved by the Board of Directors; requests for reimbursement must be in writing.

Amended April 24, 2004, by vote at annual meeting:

Article II Members, Section 2 Meetings.

Date of annual meeting changed from "March or April" to "October or November"