



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-EZ****Short Form**
Return of Organization Exempt From Income Tax

OMB No 1545-1150

2009**Open to Public Inspection**Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

► Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form.

► The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2009 calendar year, or tax year beginning **1 JAN 2010**, 2009, and ending **31 DEC**, 20 **10****B** Check if applicable:

- ☐ Address change
☐ Name change
☒ Initial return
☐ Terminated
☐ Amended return
☐ Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization**CEDAR VALLEY CYCLIST, INC**

Number and street (or P.O. box, if mail is not delivered to street address) Room/suite

PO BOX 2463

City or town, state or country, and ZIP + 4

WATERLOO, IA 50704-2463**D** Employer identification number**42-1187999****E** Telephone number**319-266-9901****F** Group Exemption Number ►

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

G Accounting Method ☒ Cash ☐ Accrual
Other (specify) ►

I Website: ► **CedarValleyCyclists.org****J** Tax-exempt status (check only one) — ☒ 501(c) (**7**) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527

H Check ☒ if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

K Check ☐ if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts; if \$500,000 or more, file Form 990 instead of Form 990-EZ. ► \$ **58,350.45**

Part I **Revenue, Expenses, and Changes in Net Assets or Fund Balances** (See the instructions for Part I.)

1	Contributions, gifts, grants, and similar amounts received	1	1,830.00
2	Program service revenue including government fees and contracts	2	50,429.56
3	Membership dues and assessments	3	4,490.00
4	Investment income	4	117.89
5a	Gross amount from sale of assets other than inventory	5a	0
b	Less: cost or other basis and sales expenses	5b	0
c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	0
6	Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here ☐		
a	Gross revenue (not including \$ <u>N/A</u> of contributions reported on line 1)	6a	0
b	Less: direct expenses other than fundraising expenses	6b	0
c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c	0
7a	Gross sales of inventory, less returns and allowances	7a	1,255.00
b	Less: cost of goods sold	7b	3,220.92
c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c	<1,965.92>
8	Other revenue (describe ► MISCELLANEOUS REVENUE)	8	228.00
9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8	9	55,129.53
10	Grants and similar amounts paid (attach schedule)	10	1,458.06
11	Benefits paid to or for members	11	6,663.47
12	Salaries, other compensation, and employee benefits	12	0
13	Professional fees and other payments to independent contractors	13	1,995.00
14	Occupancy, rent, utilities, and maintenance	14	0
15	Printing, publications, postage, and shipping	15	4,370.20
16	Other expenses (describe ► RAGBRAI PROGRAM EXPENSE)	16	38,572.70
17	Total expenses. Add lines 10 through 16	17	53,059.43
18	Excess or (deficit) for the year (Subtract line 17 from line 9)	18	2,070.10
19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	9,291.22
20	Other changes in net assets or fund balances (attach explanation)	20	438.00
21	Net assets or fund balances at end of year. Combine lines 18 through 20	21	11,799.32

Part II **Balance Sheets.** If total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ.

(See the instructions for Part II.)

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	9,291.22	11,361.32
23 Land and buildings	0	0
24 Other assets (describe ► JERSEY INVENTORY)	0	1,750.00
25 Total assets	9,291.22	13,111.32
26 Total liabilities (describe ► 2011 RAGBRAI PAYABLE & SALES TAX PAYABLE)	0	1,312.00
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	9,291.22	11,799.32

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Cat No. 106421

Form **990-EZ** (2009)

P 10

Part III **Statement of Program Service Accomplishments** (See the instructions for Part III.)

Expenses

What is the organization's primary exempt purpose? **BICYCLE RIDING, ADVOCACY, RECREATION & FITNESS**
Describe what was achieved in carrying out the organization's exempt purposes. In a clear and concise manner, describe the services provided, the number of persons benefited, and other relevant information for each program title.

(Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts, optional for others)

28	ORGANIZED & SPONSORED APPROXIMATELY 75 BICYCLE RIDES FOR THE 268 MEMBERS INCLUDING THE STURGIS FALLS RIDE AND THE CENTURY RIDE	
	(Grants \$) If this amount includes foreign grants, check here ▶ ☐	28a
29	CARRIED OUT THE ANNUAL STATEWIDE BICYCLE RIDE CHARTER FOR 165 PARTICIPATING MEMBERS	
	(Grants \$) If this amount includes foreign grants, check here ▶ ☐	29a
30	EDITED AND DISTRIBUTED 10 NEWSLETTERS FOR 268 MEMBERS CONDUCTED THE SPRING KICKOFF MEMBER MEETING AND THE FALL ANNUAL MEMBERSHIP MEETING CONDUCTED 12 BOARD MEETINGS	
	(Grants \$) If this amount includes foreign grants, check here ▶ ☐	30a
31	Other program services (attach schedule)	
	(Grants \$) If this amount includes foreign grants, check here ▶ ☐	31a
32	Total program service expenses (add lines 28a through 31a) ▶	32

Part IV List of Officers, Directors, Trustees, and Key Employees. List each one even if not compensated. (See the instructions for Part IV.)

[illegible]

Part V Other Information (Note the statement requirements in the instructions for Part V.)

	Yes	No
33 Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	33	✓
34 Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes	34	✓
35 If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T.		
a Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?	35a	✓
b If "Yes," has it filed a tax return on Form 990-T for this year?	35b	✓
36 Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N	36	✓
37a Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ 37a 0	37a	
b Did the organization file Form 1120-POL for this year?	37b	✓
38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?	38a	✓
b If "Yes," complete Schedule L, Part II and enter the total amount involved	38b N/A	
39 Section 501(c)(7) organizations. Enter:		
a Initiation fees and capital contributions included on line 9	39a 0	
b Gross receipts, included on line 9, for public use of club facilities	39b 0	
40a Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ <u>N/A</u> ; section 4912 ▶ <u>N/A</u> ; section 4955 ▶ <u>N/A</u>		
b Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	40b	✓
c Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958	40c N/A	
d Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization	40d N/A	
e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T.	40e	✓
41 List the states with which a copy of this return is filed. ▶ <u>NONE</u>		
42a The organization's books are in care of ▶ <u>ROGER L WHITE, TREASURER</u> Telephone no. ▶ <u>319-266-9901</u> Located at ▶ <u>2303 GREENWOOD AVE, CEDAR FALLS, IA</u> ZIP + 4 ▶ <u>50613-4519</u>		
b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	42b	✓
If "Yes," enter the name of the foreign country: ▶ <u>N/A</u> See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts .		
c At any time during the calendar year, did the organization maintain an office outside of the U.S.?	42c	✓
If "Yes," enter the name of the foreign country: ▶ <u>N/A</u>		
43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43 N/A		
44 Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ	44	✓
45 Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ	45	✓

Part VI **Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only.** All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46–49b and complete the tables for lines 50 and 51.

- 46** Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I **46** ☐ **Yes** ☒ **No**
- 47** Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II **47** ☐ **Yes** ☒ **No**
- 48** Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E **48** ☐ **Yes** ☒ **No**
- 49a** Did the organization make any transfers to an exempt non-charitable related organization? **49a** ☐ **Yes** ☒ **No**
- b** If "Yes," was the related organization a section 527 organization? **49b** ☐ **Yes** ☒ **No**
- 50** Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
N/A				

f Total number of other employees paid over \$100,000 **0**

- 51** Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
N/A		

d Total number of other independent contractors each receiving over \$100,000 **0**

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
	 Signature of officer		May 15, 2011 Date	
	ROGER L. WHITE, TREASURER Type or print name and title			
Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number (See instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4	EIN		Phone no
	May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No			



CEDAR VALLEY CYCLISTS, INC.
42-1187999

ADDITIONAL INFORMATION AND EXPLANATION

PART 1:

Item 20 – Adjustment of Net Assets for 2010 in the amount of \$438.00 for collection of prior year outstanding revenue in the amount of \$438.00.

PART V:

Item 34 – Articles of Incorporation were revised and the Bylaws were amended during 2010. Copies of the revised documents are attached.

PART V:

Item 35 – Unrelated business income statement.

The organization did not file 990-T to report revenue from its activities because all activities undertaken by the club are directly related to the exempt purposes for which the organization is formed and there is no “unrelated business activity.”

One primary exempt purpose was facilitation of our members’ participation in the annual bicycle ride across the state of Iowa called RAGBRAI. As a result, the organization operates a service to transport members, bicycles, luggage and gear to the beginning town of that ride and from the ending town of the ride back to Cedar Falls. Only Cedar Valley Cyclists members can participate in this service. Rental trucks and charter buses are used to carry out this service and the revenue generated by the fees paid by the members is used to cover the cost of the rental trucks, charter busses, camp ground supplies, travel, insurance, publications and other direct and indirect costs of the service.

Another related activity is the distribution of CVC bicycle jerseys to members for club identification and member cohesion. The Club sells CVC Jerseys to members for less than cost to encourage wider participation by members of the club and greater visibility.

**ARTICLES OF INCORPORATION
OF
CEDAR VALLEY CYCLISTS, INC.**

**TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:**

Pursuant to section 504.202 of the revised Iowa Nonprofit Corporation Act, the undersigned, acting as incorporator, adopts the following articles of incorporation:

ARTICLE I

The name of the Corporation is Cedar Valley Cyclists, Inc.

ARTICLE II

The Corporation shall have perpetual duration.

ARTICLE III

The Corporation is organized exclusively as a nonprofit corporation for the purpose of operating a club for bicycle enthusiasts within the parameters allowed under section 501(c)(7) of the Internal Revenue Code, or corresponding section of any future federal tax code. In furtherance of such purpose, the Corporation is authorized to exercise all powers and rights that are or may be authorized by the laws of the State of Iowa for non-profit corporations now or hereafter enacted.

ARTICLE IV

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Article III hereof.

ARTICLE V

The street address of the initial registered office of the Corporation is Redfern, Mason, Larsen & Moore, P.L.C, 415 Clay Street, Cedar Falls, Iowa 50613, located in the County of Black Hawk, and the name of its registered agent as such address is Mark Rolinger.

ARTICLE VI

The name and address of the incorporator is:

Mark S. Rolinger
Redfern, Mason, Larson & Moore, P.L.C
P.O. Box 627
415 Clay Street
Cedar Falls, Iowa 50613

ARTICLE VII

The names and addresses of the individuals who are to serve as initial directors are:

President	Kirby Baumgard	2326 Sunset Blvd., Cedar Falls, IA 50613
Vice President	Curt Gravatt	522 Clair St., Cedar Falls, IA 50613
Treasurer	Roger White	2303 Greenwood Ave., Cedar Falls, IA 50613
Secretary	Gretchen Harken	1027 Maplewood Dr. Apt. 7, Cedar Falls, IA 50613

ARTICLE VIII

The Corporation shall have members with those rights and responsibilities described in the by-laws.

ARTICLE IX

Upon the dissolution of the Corporation, the board of directors shall, acting in its representative capacity, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation for one or more exempt purposes within the meaning of Section 501 (c)(7) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

ARTICLE X

A director of the Corporation shall not be liable to the Corporation or its members for money damages for any action taken, or any failure to take any action, as a director, except liability for any of the following: (1) the amount of a financial benefit received by a director to which the director is not entitled; (2) an intentional infliction of harm on the Corporation or the members; (3) a violation of the unlawful distribution provision of the Revised Iowa Nonprofit Corporation Act; or (4) an intentional violation of criminal law. If the Revised Iowa Nonprofit Corporation act is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be eliminated or limited to the extent of such amendment, automatically and without any further action, to the fullest extent permitted by law. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation on the personal liability or any other right or protection of a director of the Corporation with respect to any state of facts existing at or prior to the item of such repeal or modification.

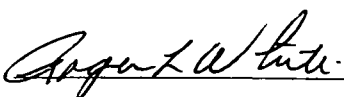
ARTICLE XI

The Corporation shall indemnify a director for liability (as such term is defined in section 504.851(5) of the Revised Iowa Nonprofit Corporation Act) to any person for any action taken, or any failure to take any action, as a director, except liability for any of the following: (1) receipt of a financial benefit by a director to which the director is not entitled; (2) an intentional infliction of harm on the Corporation or the members; (3) a violation of the unlawful distribution provision of the Revised Iowa Nonprofit Corporation Act; or (4) an intentional violation of criminal law. Without limiting the foregoing, the Corporation shall exercise all of its permissive powers as often as necessary to indemnify and advance expenses to its directors and officers to the fullest extent to authorize broader indemnification, then the indemnification obligations of the Corporation shall be deemed amended automatically and without any further action to require indemnification and advancement of funds to pay for or reimburse expenses of its directors and officers to the fullest extent permitted by law. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any indemnifications obligations of the Corporation with respect to any state of facts existing at or prior to the time of such repeal or modification.

ARTICLE XII

The Articles of Incorporation may be amended in any respect at any regular meeting of the Club by affirmative vote of 2/3 of the Club members present in person. No proposed amendment shall be acted on at any Club Meeting unless it has been presented in writing to All members at least (7) days in advance of the meeting.

Dated this 10th day of October _____, 2010


Incorporator Treasurer

BYLAWS

OF

CEDAR VALLEY CYCLISTS, INC. (F/K/A RAINBOW CYCLISTS)

ARTICLE I. OFFICES AND REGISTERED AGENT

Section 1.1 Principal Office. The location of the principal office of the corporation in the State of Iowa shall be identified in the corporation's biennial report filed with the Iowa Secretary of State.

Section 1.2. Registered Office and Registered Agent. The initial registered agent and office of the corporation are set forth in the Articles of Incorporation. The registered agent or registered office, or both, may be changed by resolution of the board of directors.

ARTICLE II. MEMBERSHIP

Section 2.1. Classes of Members. The corporation shall have two classes of membership, full membership and partial membership. Full membership entitles a member to 10 monthly newsletters per year. Partial membership does not include the monthly newsletters.

Section 2.2. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 2.3. Expulsion. Suspension or Termination of Membership. The board of directors, by affirmative vote of two-thirds of all of the members of the board, may expel, suspend or terminate a member for cause after providing not less than fifteen (15) days notice to the member of the proposed expulsion, suspension, or termination and reasons therefor and an opportunity for a hearing.

Section 2.4. Resignation. Any member may resign by filing a written resignation with the secretary, but resignation shall not relieve the member of the obligation to pay any dues, assessments or other charges previously accrued and unpaid.

Section 2.5. Reinstatement. Upon written request signed by a former member and filed with the secretary, the board of directors may, by the affirmative vote of two-thirds of the members of the board, reinstate the former member to membership upon such terms as the board of directors may deem appropriate.

Section 2.6. Transfer of Membership. Membership in this corporation is not transferable or assignable.

ARTICLE III. MEETINGS OF MEMBERS

Section 3.1. Annual Meeting. The annual meeting of members shall be held in September of each year or such other date as the board of directors shall be resolution specify. At each annual meeting the election of the directors shall take place and such other business shall be transacted as may be properly presented to such meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the board of directors shall cause the election to be held at a meeting of the members as soon thereafter as conveniently may be.

Section 3.2 Special Meetings. Special meetings of the members may be called by the president or the board of directors, and shall be called by the board of directors upon the written demand, signed, dated and delivered to the secretary not less than one-tenth of the members having voting rights. Such written demand shall state the purpose or purposes for which such meeting is to be called. The time, date and place of any special meeting shall be determined by the board of directors or by the president. Unless otherwise provided in the articles of incorporation, a written demand for a special meeting may be revoked by a writing to that effect received by the corporation prior to the receipt by the corporation of demands sufficient in number to require the holding of a special meeting.

Section 3.3. Place of Meeting. The board of directors may designate any place, either within or outside of the state of Iowa, as the place of meeting for any annual meeting or for any special meeting called by the board of directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation in the state of Iowa.

Section 3.4. Notice of Meetings. Notice stating the place, day and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting, not less than ten (10) nor more than sixty (60) days before the date of such meeting or if notice is mailed by other than first class or registered mail not less than 30 days before the date of the meeting. In case of a special meeting or when required by statute or by these bylaws, the purposes for which the meeting is called shall be stated in the notice. Notice may be communicated in person, by mail, or other method of delivery, or by telephone, voice mail, or other electronic means. Written notice by the corporation to its members, if in a comprehensible form, is effective according to one of the following: (i) upon deposit in the United States mail, if mailed post-paid and correctly addressed to the member's address shown in the corporation's current record of members; or (ii) when electronically transmitted to the member in a manner authorized by the member.

Section 3.5. Waiver of Notice.

- (a) Any member may waive any notice required by law or these bylaws if in writing and signed by any member entitled to such notice, whether before or after the date and time stated in such notice. Such a waiver shall be equivalent to notice to such member in due time as required by law or these bylaws. Any such waiver shall be

delivered to the corporation for inclusion in the minutes or filing with the corporate records.

- (b) A member's attendance at a meeting, in person or by proxy, waives (i) objection to lack of notice of defective notice of such meeting, unless the member at the beginning of the meeting or promptly upon the member's arrival objects to holding the meeting or transacting business at the meeting, and (ii) objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 3.6. Record Date. The board of directors may fix, in advance, a date as the record date for any determination of members for any purpose, such date in every case to be not more than seventy (70) days prior to the date on which the particular action or meeting requiring such determination of members is to be taken or held. If a record date is not fixed, members at the close of business on the business day preceding the day on which notice is given, or if notice is waived, at the close of business on the business day preceding the day on which the meeting is held are entitled to notice of the meeting. When a determination of members entitled to vote at any meeting of members has been made as provided in this section, such determination shall apply to any adjournment thereof, unless the board of directors selects a new record date or unless a new record date is required by law.

Section 3.7. Members' List. After fixing a record date for a meeting, the secretary shall prepare an alphabetical list of the names of all members who are entitled to notice of a members' meeting. The list must show the address of and number of votes be entitled to be cast at the meeting by the member. The members' list must be available for inspection by any member beginning two (2) business days after notice of the meeting is given for which the list was prepared and continuing through the meeting, at the corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held. A member, or a member's agent or attorney, is entitled on written demand to inspect and, subject to the requirements of law, to copy the list, during regular business hours and at the person's expense, during the period it is available for inspection. The corporation shall make the members' list available at the meeting, and any member, or a member's agent or attorney, is entitled to inspect the list at any time during the meeting or any adjournment.

Section 3.8. Quorum and Action. The members holding one-tenth of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice. If quorum exists, action on a matter is approved if the votes cast by the members favoring the action exceed the votes cast opposing the action, unless a greater number is required by law.

Section 3.9. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by the member's authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. A member or member's agent or attorney-in-fact may appoint a proxy to

vote or otherwise act for the member by signing an appointment form or by an electronic transmission that complies with Article XII (Electronic Transmission) of these bylaws. An electronic transmission must contain or be accompanied by information from which one can determine that the member, the member's agent, or the member's attorney-in-fact authorized the electronic transmission.

Section 3.10. Ballot Voting. An action based on a written ballot may be taken provided the number of votes cast meets the quorum and number of approvals meets the number requirements set forth in Section 3.8. A written ballot may be transmitted and a vote may be cast on that ballot electronically in accordance with Article XII (Electronic Transmission) of these bylaws.

Section 3.11. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by at least eighty percent (80%) of the members entitled to vote with respect to the subject matter of the action. The member consent may be transmitted electronically in accordance with Article XII. Written notice of member approval must be given to all members who have not signed the written consent. If written notice is required, member approval shall be effective ten (10) days after such written notice is given. A written consent may be revoked by a writing to that effect received by the corporation prior to the receipt by the corporation of unrevoked written consents sufficient in number to take the corporate action.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.1. General Powers. The affairs of the corporation shall be managed by its board of directors. Directors need not be residents of the state of Iowa or members of the corporation.

Section 4.2. Number, Tenure and Qualifications. The Board of Directors of the Corporation shall consist of five (5) persons and no more than twenty (20) persons elected by the club members at annual membership meetings. The Directors shall hold office for a term of two (2) years and shall be so elected that the term of approximately one-half ($\frac{1}{2}$) of the Directors will expire in odd-number years and the term of the remaining Directors will expire in even-number years. The Board of Directors may appoint one or more persons to serve as a director until the next annual meeting.

Section 4.3. Election of Directors. Election of Directors shall be by written ballot from a slate comprised of names presented by the nominations committee (a special committee) and names placed into nomination from the floor, if any, by the members at the annual meeting. A majority of the members present in person or by proxy shall elect in all cases.

Section 4.4. Vacancies. All vacancies on the Board of Directors occurring for any reason will be filled by appointment by the President with the approval of the Board.

Section 4.5. Regular Meetings. A regular annual meeting of the board of directors shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of members. The board of directors may provide by resolution the time and place, either within or outside of the state of Iowa, for the holding of additional regular meetings of the board without other notice than the resolution.

Section 4.6. Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any two directors. The persons authorized to call special meetings of the board may fix any place, either within or outside of the state of Iowa, as the place for holding any special meeting of the board called by them.

Section 4.7. Notice. Notice of any special meeting shall be given at least two (2) days previously by written notice delivered personally or sent by mail, fax or other electronic means, to each director at the director's address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice is given by fax or other electronic means, it shall be deemed to be delivered when successfully transmitted to the recipient. Any director may waive notice of any meeting. The attendance of a director at any meeting 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 is not lawfully called or convened. Neither the business to be transacted at, 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, unless specifically required by law or by these bylaws.

Section 4.8. Place of Meetings, etc. The board of directors may hold its meetings at such place or places within the state of Iowa, as the board may from time to time determine. A director may participate in any meeting by any means of communication, including, but not limited to telephone conference call, by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 4.9. Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at the meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. Proxies shall not be permitted.

Section 4.10. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or these bylaws.

Section 4.11. Resignation. Any director of the corporation may resign at any time by delivering written notice to the president, the board of directors, or the corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 4.12. Compensation. Directors shall not receive any stated salaries for their services, but by resolution of the board of directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board; but nothing contained here shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation for such services.

Section 4.13. Informal Action by Directors. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by all of the directors. The director consent may be transmitted electronically in accordance with Article XII (Electronic Transmission) of these bylaws. A director's consent may be withdrawn by a revocation signed by the director and delivered to the corporation prior to the delivery to the corporation of unrevoked written consents signed by all of the directors.

ARTICLE V. OFFICERS

Section 5.1. Officers. The officers of the corporation shall be a president, one or more vice presidents (the number to be determined by the board of directors), a secretary, a treasurer and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint the other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, to have the authority and perform the duties prescribed by the board of directors. Any two or more offices may be held by the same person.

Section 5.2. Election and Term of Office. The officers of the corporation shall be elected annually by the board of directors at the regular annual meeting of the board of directors. If the election of officers shall not be held at such meeting, it shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until their successor shall have been elected and shall have qualified.

Section 5.3. Removal. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served by such director's removal, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 5.4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 5.5. President. The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The president shall preside at all meetings of the members and of the board of directors. The president shall serve as ex-officio member of all committees. The president may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof

shall be expressly delegated by the board of directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general the president shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors.

Section 5.6. Vice-President. In the absence of the president or in the event of the president's inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice-presidents in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice-president shall perform such other duties as may be assigned by the president or by the board of directors.

Section 5.7. Treasurer. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of the treasurer's duties in such sum and with such surety as the board of directors shall determine. The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII (Contracts, Checks, Deposits and Gifts) of these bylaws; and in general perform all the duties incident to the office of treasurer and such other duties as may be assigned by the president or by the board of directors.

Section 5.8. Secretary. The secretary shall keep the minutes of the meetings of the members and of the board of directors in books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which shall be furnished to the secretary by that member; and in general, shall perform all duties incident to the office of secretary and such other duties as may be assigned by the president or by the board of directors.

Section 5.9. Assistant Treasurers and Assistant Secretaries. If required by the board of directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine. The assistant treasurers and assistant secretaries, in general, shall perform the duties assigned to them by the treasurer or the secretary, respectively or by the president or the board of directors.

ARTICLE VI. COMMITTEES

Section 6.1. Committees of Directors. The board of directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the board of directors in the management of the corporation, provided, however, that no such committee shall have the authority of the board of directors in reference to authorized distributions; approve or recommend to members dissolution, merger, or sale, pledge, or transfer of all or substantially all of the corporation's assets; elect, appoint, or remove directors or fill vacancies on the board of any of its committees;

or adopt, amend, or repeal the articles or bylaws. The appointment of any such committee and the delegation of authority shall not operate to relieve the board of directors of any responsibility imposed upon it by law.

Section 6.2. Other Committees. Other committees not having and exercising the authority of the board of directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in the resolution, members of each such committee shall be members of the corporation, and the president of the corporation shall appoint the members of the committees. Any member may be removed by the persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 6.3. Term of Office. Each member of a committee shall continue as a member until the next annual meeting of the members of the corporation and until the member's successor is appointed, unless the committee shall be terminated sooner, or unless the member be removed from the committee, or unless the member shall cease to qualify as a member of the committee.

Section 6.4. Chair. One member of each committee shall be appointed chair by the person or persons authorized to appoint the members of the committee.

Section 6.5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

Section 6.6. Quorum. Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS AND GIFTS

Section 7.1 Contracts. The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, 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 instances.

Section 7.2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, or other evidences of indebtedness issued in the name of the corporation, shall be signed by those officers or agents of the corporation and in a manner as shall be determined by resolution of the board of directors. In the absence of this determination by the board of directors, the instruments shall be signed by the treasurer or president of the corporation.

Section 7.3. Deposits. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

Section 7.4. Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VIII. CERTIFICATES OF MEMBERSHIP

Section 8.1. Certificates of Membership. The board of directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the board. The certificates shall be signed by the president or a vice-president and by the secretary or an assistant secretary. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued upon the terms and conditions as the board of directors may determine.

Section 8.2. Issuance of Certificates. When a member has been elected to membership and has paid any initiation fees and dues that may then be required, a certificate of membership shall be issued in such member's name and delivered by the secretary, if the board of directors shall have provided for the issuance of certificates of membership under the provisions of this section.

Section 8.3. Membership Identification Cards. Upon receipt of payment of dues and application for membership/renewal, each member shall be provided a membership identification card bearing his or her name. The membership shall be for one (1) year, two (2) years or three (3) years depending upon the terms of membership and the amount of dues set by the board of directors with the expiration date to be determined by one of the following terms: (a) The expiration date for new members shall be for one (1) year, two (2) years or three (3) years from the date of postmark accompanying payment and application for membership. (b) The expiration date of membership for current members renewing in advance shall be one (1) year, two (2) years or three (3) years from the expiration of their current membership. (c) The expiration date of membership for current members who have allowed their membership to lapse shall be for one (1) year, two (2) years or three (3) years from the date of postmark accompanying payment for renewal of membership.

ARTICLE IX. BOOKS AND RECORDS

Section 9.1. Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors and committees having any of the authority of the board of directors, and shall keep at the registered or principal office a record identifying the names and addresses of the members entitled to vote as well as other documents required to be maintained pursuant to the Revised Iowa Nonprofit Corporation Act.

Section 9.2. Members' Rights to Information.

(a) A member of the corporation is entitled to inspect and copy, during regular business hours at the corporation's principal office, any of the following records of the corporation: (i) Articles or restated articles of incorporation and all amendments currently in effect; (ii) bylaws or restated bylaws and all amendments currently in effect; (iii) minutes of all members' meetings and records of all action taken by members without a meeting, for the past three (3) years; (iv) all written communications to members generally within the past three years, including the financial statements furnished for the past three (3) years; (v) a list of the names and business addresses of the corporation's current directors and officers; and (vi) the corporation's most recent biennial report delivered to the Iowa Secretary of State. Provided the member shall have given the corporation written notice of the member's demand at least five (5) business days before the date on which the member wishes to inspect and copy.

(b) Subject to paragraphs (e) and (f) below, if a member makes a demand in good faith and for a proper purpose, the member describes with reasonable particularity the member's purpose and the records the member desires to inspect, and the records requested, are directly connected with the member's stated purpose, then the member shall be entitled to inspect and copy, during regular business hours at a reasonable location specified by the corporation, any of the following records of the corporation provided the member gives the corporation written notice of the member's demand at least ten (10) business days before the date on which the member wishes to inspect and copy any of the following: (i) excerpts from minutes of any meeting of the board of directors, records of any actions of a committee of the board of directors while acting in place of the board of directors on behalf of the corporation, minutes of any meeting of the members, and records of action taken by the members or the board of directors without a meeting to the extent not subject to inspection under paragraph (a) above; (ii) accounting records of the corporation; and (iii) the membership list of the corporation.

(c) Upon written request from a member, the corporation, at its expense, shall furnish to that member the annual financial statements of the corporation, including a balance sheet and income statement and, if the annual financial statements are reported upon by a public accountant, that report must accompany them.

(d) The corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the member. The charge shall not exceed the estimated cost of production or reproduction of the records.

(e) Without the consent of the board of directors, no corporate record may be obtained or used by any person for any purpose unrelated to the member's interest as a member.

(f) The corporation may, within ten (10) days after receiving a demand for the inspection of the membership list, deliver a written offer of an alternative method of achieving the purpose identified in the demand without providing access to or a copy of

the membership list. A reasonable alternative may include a member-prepared communication mailed by the corporation at the expense of the member.

Section 9.3. Director's Access to Records. A director is entitled to inspect and copy the books, records, and documents of the corporation at any reasonable time to the extent reasonably related to the performance of the director's duties as a director, including any duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the corporation.

ARTICLE X. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XI. DUES

Section 11.1. Annual Dues. The board of directors may determine the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class.

Section 11.2. Payment of Dues. Dues shall be due and payable immediately upon completion of a membership enrollment form. Thereafter, dues shall be due and payable according to the provisions of ARTICLE VIII. CERTIFICATES OF MEMBERSHIP Section 8.3.

Section 11.3. Default and Termination of Membership. When any member of any class shall be in default in the payment of dues for a period of six (6) months from the beginning of the fiscal year or period for which such dues become payable, such member's membership may be terminated by the board of directors in the manner provided in Article II (Members) of these bylaws.

ARTICLE XII. ELECTRONIC TRANSMISSION

"Electronic Transmission" or "electronically transmitted" means any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval, and reproduction of information by the recipient. Notice by electronic transmission is written notice. Notices and written consents may be given by electronic transmission. Each written consent given by electronic transmission shall contain an electronic signature of the person giving such written consent.

ARTICLE XIII. AMENDMENTS TO BYLAWS

These bylaws may be altered, amendment or repealed and new bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at the meeting.

ARTICLE XIV. MISCELLANEOUS

Section 14.1. The Membership Director shall be in charge of maintaining the membership records and mailing list of the club.

Section 14.2. The Newsletter Director shall be in charge of editing, publishing, and distributing the club's newsletter.

Section 14.3.
RAGBRAI Coordinator shall be in charge of clubs applications and registration operated in conjunction with the Des Moines Register Annual Great Bike Ride Across Iowa (RAGBRAI) including the clubs charter and baggage service for the same and including working with the Des Moines Register as needed.

Section 14.4. Special Events Director shall be in charge of all one day events and those co-sponsored by the club.

Section 14.5. Recreation/Family Events/Calendar Director shall be in charge of scheduling and publishing the Cedar Valley Cyclists Ride Calendar and other oneday event rides.

Section 14.6. Quartermaster shall be in charge of storage, repair, replacement, and use of all tangible property owned by the club.

ADOPTED 12-10-2008
AMENDED 10-10-2010