

## TOUR DE BOERNE, INC. BYLAWS

### ARTICLE I, NAME 1.01 Name

The name of this corporation shall be Tour de Boerne Inc.

### ARTICLE II, PURPOSES AND POWERS 2.01 Purpose

Tour de Boerne Inc. is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

#### 2.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

#### 2.03 Nonprofit Status and Exempt Activities Limitation.

(a) Nonprofit Legal Status Tour de Boerne Inc. is a Texas non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, 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 the Certificate of Formation and these Bylaws.

(c) Distribution Upon Dissolution. Upon termination or dissolution of the Tour de Boerne Inc. any assets lawfully available for distribution shall be distributed to one or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation. The organization to receive the assets of the Tour de Boerne Inc.

hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be

selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Tour de Boerne Inc., by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Texas. In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Tour de Boerne Inc., then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Texas to be added to the general fund.

#### ARTICLE III, MEMBERSHIP 3.01 No Membership Classes

The corporation shall have no members who have any right to vote or title or interest in or to the corporation, its properties and franchises.

#### 3.02 Non-Voting Affiliates

The board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the board of directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website. Affiliates have no voting rights and are not members of the corporation.

#### 3.03 Dues

Any dues for affiliates shall be determined by the board of directors.

#### ARTICLE IV, BOARD OF DIRECTORS 4.01 Number of Directors

Tour de Boerne Inc. shall have a board of directors consisting of at least 4 and no more than 10 directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

#### 4.02 Powers

All corporate powers shall be exercised by or under the authority of the board and the affairs of the Tour de Boerne Inc. shall be managed under the direction of the board, except as otherwise provided by law.

#### 4.03 Terms

- (a) All directors shall be elected to serve a two-year term, however the term may be extended until a successor has been elected.
- (b) Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year.

- (c) Directors may serve terms in succession.
- (d) The term of office shall be considered to begin October 1 and end September 30 of the second year in office unless the term is extended until such time as a successor has been elected.

#### 4.04 Qualifications and Election of Directors

Tour de Boerne Inc. is a Christian organization that intends to provide charitable support for organizations in Boerne (Texas) and the surrounding community. To fulfil this objective, at least half of the directors shall be active members of the Knights of Columbus or Catholic Daughters of America. An additional two directors shall be members of Saint Peter the Apostle Catholic Church. The remaining director positions shall be filled with members of the Boerne community. Directors may be elected at any board meeting by a two-thirds vote of the directors present at the meeting. The election of directors to replace those who have fulfilled their term of office shall take place in September of each year.

#### 4.05 Vacancies

The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws. Unexpected vacancies due to resignation, death, or removal shall be filled by the board members for the balance of the term of the director being replaced.

#### 4.06 Removal of Directors

A director may be removed by two-thirds vote of the board of directors then in office, if: (a) the director is absent and unexcused from two or more meetings of the board of directors in a twelve month period. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board vice president shall excuse the president. Or: (b) for cause or no cause, if before any meeting of the board members at which a vote on removal will be made, the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.

#### 4.07 Board of Directors Meetings.

(a) Regular Meetings. The board of directors shall have a minimum of four regular meetings each calendar year at times and places fixed by the board. A minimum of two weeks' notice is required for regular meetings. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

(b) Special Meetings. Special meetings of the board may be called by the president, vice presidents, or any two other directors of the board of directors. A special meeting must be preceded by at least two days' notice to each director of the date, time, and place, but not the purpose, of the meeting.

#### 4.08 Manner of Acting.

- (a) Quorum. A two-thirds majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.
- (b) Operational issues require a simple majority vote. Organizational issues (changing the bylaws) require a two-thirds majority.
- (c) Hung Board Decisions. On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president or vice presidents in the order of presence shall have the power to swing the vote based on his/her discretion.
- (d) Participation. Except as required otherwise by law or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

#### 4.09 Compensation for Board Members Services

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

#### 4.10 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

### ARTICLE V, COMMITTEES 5.01 Committees

The board of directors may, by the resolution adopted by simple majority vote of the directors present, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- (a) take any final action on matters which also requires board members' approval;
- (b) fill vacancies of any committee positions which were specifically authorized by the board;
- (c) amend or repeal Bylaws or adopt new Bylaws;
- (d) amend or repeal any resolution of the board of directors;
- (e) appoint any other committees of the board of directors;
- (f) approve any transaction;
  - (i) to which the corporation is a party and one or more directors have a material financial interest; or

- (ii) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

#### Meetings and Action of Committees

The board of directors may adopt rules for the governing of a committee not inconsistent with the provision of these Bylaws. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records.

#### Informal Action by The Board of Directors

Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing.

The intent of this provision is to allow the board of directors to use email to approve actions, as long as a quorum of board members gives consent.

#### ARTICLE VI, OFFICERS 6.01 Board Officers

The officers of the corporation shall be a board president, vice-president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the board of directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. The board may also appoint additional vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the board of directors may determine. One person may hold two or more board offices, but no board officer may act in more than one capacity where action of two or more officers is required.

#### 6.02 Term of Office

Each officer shall serve a two-year term of office. Unless elected by the board to fill a vacancy in an officer position, each board officer's term of office shall begin upon the adjournment of the board meeting at which elected and shall end upon the adjournment of the board meeting during which a successor is elected.

#### 6.03 Removal and Resignation

The board of directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

#### 6.04 Board President

The board president shall be the chief volunteer officer of the corporation. The board president shall lead the board of directors in performing its duties and responsibilities,

including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors.

#### 6.05 Vice President

In the absence or disability of the board president, the ranking vice-president or vice president designated by the board of directors shall perform the duties of the board president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the board president. The vice-president shall have such other powers and perform such other duties prescribed for them by the board of directors or the board president. The vice-president shall normally accede to the office of board president upon the completion of the board president's term of office.

#### 6.06 Secretary

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the board president. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary.

#### 6.07 Treasurer

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer shall perform all duties properly required by the board of directors or the board president. The treasurer may appoint, with approval of the board a qualified fiscal agent or director to assist in performance of all or part of the duties of the treasurer.

The treasurer shall maintain the accounts in which the funds of the corporation are held. The treasurer shall deposit all moneys received in a bank to the credit of the corporation. The treasurer shall make disbursements from the accounts in accordance with procedures defined in Article VII. The treasurer shall ensure that appropriate reports on the status of the corporation's accounts are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer shall perform all duties properly required by the board of directors or the board president. The treasurer may appoint, with approval of the board a qualified director to assist in performance of all or part of the duties of the treasurer.

#### 6.08 Non-Director Officers

The board of directors shall appoint an Event Director to oversee over the annual cycling event. The Event Director shall have the authority and duties as defined by the board of directors.

The board of directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

### ARTICLE VII, CONTRACTS, CHECKS, BUDGET, LOANS, INDEMNIFICATION AND RELATED MATTERS

#### 7.01 Contracts and other Writings

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

#### 7.02 Budget

A budget shall be prepared annually and approved by the board during the month of October. The board can modify the budget from time to time as needed. Approval of the budget and changes shall be by a two-thirds majority of the directors at a meeting at which a quorum is present. Changes can be approved in writing or by e-mail by the consensus of a quorum of directors. Officers may authorize disbursements as described in the following section when covered by the approved budget. Disbursements for things not covered by the budget are not allowed unless unanimously approved by the president and vice presidents (executive board). The amounts that the executive board may approve shall not exceed the higher of \$500 or 20% of a budget line item. The executive board shall bring such authorizations to the board for approval as budget modifications. Once the non-budget authorizations are incorporated in the approved budget, the executive board approval limits are reset.

#### 7.03 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by authorized officers. Authorized officers shall be the vice-president and designated nondirector officers. Payments of \$4000 or less may be signed by one authorized officer. Larger payments shall be signed by two authorized officers.

Treasurer to have full authority with the banking institutions, but by these bylaws is forbidden to sign checks or extract cash from any account. All checks to be signed by the Vice President or designated non-directors. Check vouchers are to be prepared by the treasurer and approved by the President.

#### 7.04 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the board or treasurer may select.

#### 7.05 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

#### 7.06 Indemnification

(a) **Mandatory Indemnification.** The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

(b) **Permissible Indemnification.** The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

(c) **Advance for Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

(d) **Indemnification of Officers, Agents and Employees.** An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Texas Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

#### ARTICLE VIII, MISCELLANEOUS 8.01 Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Certificate of Formation and Bylaws as amended to date.



#### 8.02 Fiscal Year

The fiscal year of the corporation shall be from October 1 to September 30 of each year.

#### 8.03 Conflict of Interest

The board shall adopt and periodically review a conflict-of-interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

#### 8.04 Policies and Procedures

The board shall adopt and periodically review policies and procedures when needed. These shall include the following:

- Document retention policy
- Transparency and accountability with the general public
- Code of ethics

#### 8.05 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of a two-thirds majority of directors present at a board meeting, provided, however,

- (a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,
- (b) that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by two thirds vote of directors present at a board meeting.
- (c) that all amendments be consistent with the Certificate of Formation.

### ARTICLE IX, AMENDMENTS OF CERTIFICATE OF FORMATION 9.01 Amendment

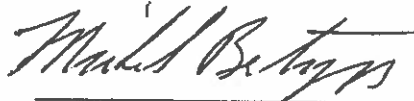
Any amendment to the Certificate of Formation may be adopted by approval of two thirds of the board of directors then in office.

### ADOPTION OF BYLAWS

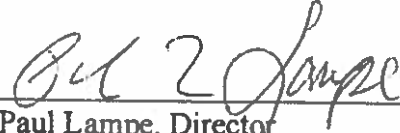
The Bylaws of Tour de Boerne Inc. were originally adopted by the Tour de Boerne Inc. board of directors on 24th day of January, 2020.

Amendments to Articles 6.09 and 7.03 are adopted on the 15th day of October, 2021.

Amendments to articles 4.08, 5.01, 6.01, 6.07, 7.03 adopted on the 8th day of September, 2022



Mike Bertuzzi, Director



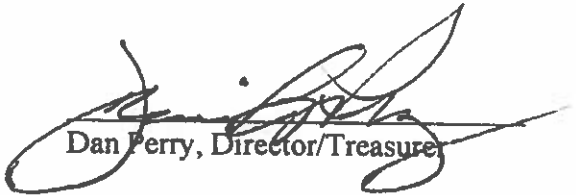
Paul Lampe, Director



Richard Meneses, Director



Walter Caldwell, Director/Secretary



Dan Perry, Director/Treasurer

September 8, 2022