



196 MTB Bylaws

Organizational Name 196 MTB

Date Created 1/12/2024 Revised on 2/18/2026

Background: 196 MTB was established as a non-profit entity on January 18, 2024 and supports positive development of student athletes through the sport of cycling.

EIN: 99-0969739

Frequency of Review As needed

Related Resources

- 196 MTB Official Website
- 196 MTB Facebook Page
- 196 MTB Instagram
- 196 MTB Handbook

Author(s)

196 MTB Board and Coaches

Procedure

- ARTICLE I: Name & Registered Office
- ARTICLE II: Purposes and Powers
- ARTICLE III: Membership
- ARTICLE IV: Board of Directors
- ARTICLE V: Committees
- ARTICLE VI: Contracts, Checks, Loans, Indemnification & Related Matters
- ARTICLE VII: Budget & Finance
- ARTICLE VIII: Miscellaneous
- ARTICLE IX: Records & Reports
- ARTICLE X: Transparency, Accountability & Financial Disclosure Information,
- ARTICLE XI: Code of Ethics & Whistleblower Policy
- ARTICLE XII: Amendments
- Summary of Changes/Important Date



196 MTB Bylaws

ARTICLE I: NAME & REGISTERED OFFICE

1.01 Name. The name of this Organization is the 196 MTB Team. The business of the Organization may be conducted as 196 MTB Team or 196 MTB. For purposes of this document 196 MTB is referred to as “the Organization” or 196 MTB.

1.02 Registered Office. The registered office for the transaction of the activities and affairs of the Organization is located at 14385 Atwater Way, Rosemount, MN 55068. The Board of Directors (“Board”) may change the office as necessary, and the Secretary shall record this change with the State.

ARTICLE II: PURPOSES & POWERS

2.01 Non-Profit Purpose. 196 MTB is a non-profit Organization and will be operated exclusively for educational and charitable purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purpose, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2.02 Powers. 196 MTB will have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the Organization is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Organization 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.** 196 MTB is a Minnesota non-profit public benefit Organization, 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, Board Director, employee, member, or representative of this Organization will take any action or carry on any activity by or on behalf of the Organization 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 Organization shall be to the benefit or be distributable to any Board Director, member, or other private person, except that the Organization shall be authorized and empowered to pay reasonable compensation for services



196 MTB Bylaws

rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

- c) **Distribution Upon Dissolution.** Upon termination or dissolution of 196 MTB, any assets lawfully available for distribution will be distributed to one (1) 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 terminating or dissolving Organization. The organization to receive the assets of 196 MTB hereunder will be selected in the discretion of a majority of the managing body of the Organization, and if its members cannot so agree, then the recipient organization will be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against 196 MTB, by one (1) or more of its managing body which verified petition will contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable will select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Minnesota. 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 196 MTB, then the court shall direct the distribution of its assets lawfully available for distribution to Minnesota Cycling Association, MCA.

ARTICLE III: MEMBERSHIP

3.01 No Membership Classes. The Organization shall have no members who have any right to vote or title or interest in the Organization, 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 Organization. The Board, a designated committee of the Board, or any duly elected Board Director in accordance with Board policy, will 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. Affiliate information will not 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 Organization website. Affiliates have no voting rights and are not members of the Organization.

3.03 Dues. Any dues for affiliates shall be determined by the Board of Directors.



196 MTB Bylaws

ARTICLE IV: BOARD OF DIRECTORS

4.01 Powers. All corporate powers will be exercised by or under the authority of the Board and the affairs of 196 MTB will be managed under the direction of the Board, except as otherwise provided by law. The Board is responsible for the overall policy and direction of the Organization and delegates the responsibility of day-to-day operations to the Board Directors, staff, and committees as appropriate. Furthermore, the Board shall have the power to select and remove all agents, employees, and contractors and fix reasonable compensation, therefore, to authorize and empower Board Directors or agents to enter contracts and other commitments on behalf of the Organization.

4.02 Structure. 196 MTB will have a Board of Directors (“Board”) consisting of no less than five (5) and no more than nine (9) directors. The Board may increase or decrease the number of directors serving on the Board, including for the purpose of staggering the terms of directors.

The Board Directors of the Organization will be a President, Vice President, Secretary, Treasurer, and Coach Liaison, all of whom will be chosen by, and serve per, the approval of the Board of Directors. Each Board Director will have the authority and will perform the duties set forth in these Bylaws or by resolution of the Board or by direction of a Board Director authorized by the Board to prescribe the duties and authority of other Board Directors. One person may hold two or more Board offices, but no Board Director may act in more than one capacity where action of two or more Board Directors is required. Board Directors must be members of the Organization, in good standing, with no violations of the Code of Conduct (as cited in Article XI) and must have valid membership status (including committee participation) within the Organization for at least one full year (12 months) prior to appointment to the Board.

4.03 Board President. The President shall, subject to the Board’s control, lead the Organization. The President’s duties include but are not limited to:

- a) Convene regularly scheduled Board meetings.
- b) Preside or arrange for other Board Directors of the Executive Committee to preside at each meeting.
- c) Advise, supervise, and mentor Board Directors and Committees.
- d) Ensure the Organization’s reports are accurate, timely and properly reflect the activities and initiatives of the Board.
- e) Ensure the Organization remains financially solvent and accountable for the effective spends of monies the Organization may direct.
- f) Oversee the Code of Conduct Policy and Disciplinary Policy.
- g) Perform other duties prescribed by the Board.



196 MTB Bylaws

4.04 Vice President. The Vice President's duties shall include other duties assigned by the President and the Board.

- a) Maintain the original and all subsequent amended versions of these Bylaws.
- b) Support team registration in TeamSnap.
- c) In the absence of the President, the Vice President shall take on the duties of the President until the President can resume duties, or a new President is elected by membership.

4.05 Secretary. The Secretary's duties include, but are not limited to:

- a) Record all meeting minutes of the Board and provide them to the website manager. Meeting minutes shall include at a minimum the time and place of meetings, the type of meeting, the notice given, the names of those present, and an accurate record of all Board actions.
- b) Assure all corporate records are maintained.
- c) Work with the Treasurer to ensure proper communications with donors.
- d) Perform other duties prescribed by the Board.

4.06 Treasurer. The Treasurer's duties include, but are not limited to:

- a) Act as a fiduciary, overseeing the organization's financial health and long-term fiscal strategy.
- b) Lead the development of the annual budget in collaboration with board members.
- c) Present accurate and timely reports and financial statements at board meetings.
- d) Oversee the preparation and accuracy of annual tax filings and coordinate regulatory submissions with the Secretary.
- e) Maintain oversight of all bank accounts and ensure appropriate permissions and security controls are in place.
- f) Review bank transactions for accuracy and reconcile with the organization's accounting software.
- g) Control the receipt and disbursement of the organization's financial transactions.
- h) Ensure dual-control procedures for financial transactions over \$500.

4.07 Coach Liaison. The Coach Liaison's duties include, but are not limited to:

- a) Serve as the official point of contact between the coaching staff and the Board of Directors.
- b) Maintain a working understanding of the team environment at practices, events and races.
- c) Facilitate regular and open communication with coaches to gather feedback, insights, and concerns.
- d) Advocate for coaches' needs in a clear and constructive manner during board discussions and



196 MTB Bylaws

decision-making.

- e) Communicate board decisions, updates, and policies to the coaching staff in a timely manner.
- f) Collaborate with other board members to develop policies and strategies that support coaches and align with the organization's mission.
- g) Facilitate the hiring process for new coaches, while working to retain current qualified coaching staff.
- h) Assist in mediating issues or misunderstandings amongst coaches, parents and the board.
- i) Uphold all legal, ethical, and fiduciary responsibilities as a full board member.

4.08 Additional Director Board Positions. The Board of Directors may designate additional Director positions on a permanent or temporary basis.

4.09 Board Elections. During the last quarter of each fiscal year of the Organization, the Board shall elect directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the Board called in accordance with the provisions of these Bylaws.

4.10 Election Procedures. New directors shall be elected by a majority of Board Directors present at such a meeting, provided there's a quorum present.

- a) **Nominations.** The Secretary will provide notice to the Organization and its membership for requests for nominations. Any member may provide a nomination for director positions on the Board of Directors in the nomination period determined by the Board. The Secretary will collect and submit the list of nominees to the Board of Directors to review and evaluate. The nominations will be voted upon by the Board of Directors at the Board meeting following the nomination and review period.
- b) **Term Start Date.** Newly elected directors shall serve their term beginning on the first date of the next fiscal year.

4.11 Terms. All Board Directors shall serve one two-year term and are eligible for re-election for one additional two-year term. Each director position shall be limited to no more than two consecutive terms, unless no other qualified nominees are identified through the nomination process.

4.12 Resignation, Termination, & Absences. When a vacancy on the Board exists mid-term, the Secretary will implement the nomination process (4.13 Vacancies). These nominations shall be sent to the Board of Directors with the regular or special Board meeting announcement to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the replaced Board Director's term.

- a) **Resignation.** Resignation from the Board must be in writing and received by the Secretary. Resignation shall be immediate; the acceptance of such resignation shall not be necessary to make it effective.
- b) **Terminations.** A Board Director shall be terminated from the Board due to excess absences, defined as more than 25% of unexcused absences from Board meetings in a year. A Board Director may be



196 MTB Bylaws

removed for other reasons by two-thirds vote of the Board of Directors.

4.13 Vacancies. When a vacancy on the Board exists, the Secretary will provide notice to the Organization and its membership for requests for nominations. Any member may provide a nomination for open directors from any members of the Organization. The Secretary will submit nominations to the Board of Directors for their consideration and review. These nominations shall be voted upon at the next scheduled Board meeting or a special board meeting if agreed upon by the Board.

- a) Vacancies Filled by Interim Appointment. The President may appoint a new Board Director pending formal approval by a majority of the remaining Board of Directors at a regular or special meeting. The Interim Director will serve only to the end of the Board Director's term.

4.14 Board of Directors Meetings.

- a) Regular Meetings. Regular meetings of the Board shall be held at such date, time, and location as determined by the President and approved by the Board. There shall be at least four (4) regular meetings of the Board in each calendar year.
 - i) Notice. Notice of regular meetings shall be effectively communicated by all available means to all members of the Organization no less than fourteen (14) days prior to the meeting date.
- b) Special Meetings. Special meetings of the Board may be called by or at the request of the President or by any three (3) Board Directors and notice provided to all Board members at least 48 hours in advance by phone or email.
- c) Waiver of Notice. Any Board Director may waive notice of any meeting, in accordance with Minnesota law. 4.08

4.15 Manner of Acting. Quorum. A majority of Board Directors shall constitute a quorum for business transactions to take place and motions to pass. The act of majority of the Board of Directors constituting a quorum shall be regarded as the act of the entire Board. No action other than to adjourn shall be taken at a meeting at which a quorum does not exist or shall not have existed.

- a) Motions. Motions shall be brought forward by a voting Board Director. In order to be discussed on the floor any motion brought forward shall require a second from another voting Board Director. Following the second, the motion shall be discussed by the Board and can be amended. If a motion is amended it shall be represented to the Board and if no further amendments are made it shall be voted on by the Board.
- b) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the Board Directors present at a meeting at which a quorum is present shall be the act of the Board.
- c) Minimum Meeting Requirement. Board Directors are expected to attend 75% of scheduled meetings in a calendar year.



196 MTB Bylaws

- d) **Deadlocked Board Decisions.** On the occasion that the Board is unable to decide based on a tied number of votes, the President shall have the power to swing the vote based on their discretion. If the President is not present at the meeting, the Treasurer has the power to swing the vote upon their discretion.
- e) **Action without Meeting.** Any action permitted or required by the Board may be taken without a meeting if a majority of the Board of Directors individually or collectively consent to such action. Such written consent or consents shall be filed in the minutes of the proceedings of the Board.

4.16 Compensation for Board Service. 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.

4.17 Compensation for Professional Services by Directors. Directors are not restricted from being compensated for professional services provided to the Organization. Such compensation shall be reasonable and fair to the Organization and must be reviewed and approved in accordance with the Board's Conflict of Interest policy (Article 9.01) and state law.

ARTICLE V: COMMITTEES

5.01 Committee Formation. The Board may create committees as required. A committee's authority shall be limited to providing advice and recommendations to the Board or to act as specifically directed by the Board. The President appoints all committee chairs.

5.02 Standing Committees.

- a) **Executive Committee.** The five (5) Board Directors shall serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board (in that the Executive Committee comprises a quorum by definition), subject to the direction and control of the full Board.
- b) **Coaching Committee.** This committee will be composed of the identified Head and Assistant Coaches for both the Middle School and High School teams and the Coach Liaison. The primary responsibility of this committee is to manage all hiring and coaching duties for the 196 MTB team. This committee will present hiring recommendations to the Board for vote.
- c) **Ad-hoc/Non-Standing/Special Committees.** These committees can be created for a period set by the Board and may become standing committees. Ad-hoc committees may include Safety Management Committee, Volunteer Committee, Events Committee, Fundraising Committee, and Communications & Marketing Committee.



196 MTB Bylaws

5.03 Meetings & Action of Committees. Meetings and action of the committees shall be governed by the Board of Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the Board of Directors. Notice of special meetings of committees will also be given to all alternate members, who will have the right to attend all meetings of the committee. Minutes will be kept of each meeting for any committee and will be filed with the corporate records. The Board of Directors may adopt rules for the governing of the committee consistent with the provision of these Bylaws.

5.04 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, will be agreed by the consensus of a quorum. For purposes of this section an email from an email address on record constitutes valid writing. The intent of this provision is to allow the Board of Directors to use email to approve actions, if a quorum of Board of Directors gives consent.

ARTICLE VI: CONTRACTS, CHECKS, LOANS, INDEMNIFICATION, & RELATED MATTERS

6.01 Contracts and Other Writings. Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, grants, and other agreements of the Organization shall be executed on its behalf by the Treasurer or other persons to whom the Organization has delegated authority to execute such documents in accordance with policies approved by the Board.

6.02 Disbursement. All checks, drafts, or other orders for payment of money, notes, or other debts issued in the name of the Organization, shall be signed by such Board Director(s), agent or agents, of the Organization and in such manner as shall from time to time be determined by resolution of the Board.

- a) Disbursement of organizational funds shall be limited to debit card transactions, checks, or Venmo.
- b) Prior approval for payments is not required for transactions that are approved within a Budget that has Board approval as part of the annual budgeting process.
- c) Any disbursement that does not exist in the annual budget that has been approved by the Board shall be brought forward as a motion and be approved prior to disbursement of funds.
- d) Budgeted items valued at or above \$2,000 shall require Board approval prior to disbursement of funds.

6.03 Deposits. All funds of the Organization not otherwise employed shall be deposited from time-to-time to the credit of the Organization in such banks, trust companies, or other depository as the Board or a



196 MTB Bylaws

designated committee of the Board may select.

6.04 Loans. No loans shall be contracted on behalf of the Organization and no debts will be incurred in the name of the Organization unless authorized by resolution of the Board. The Organization shall not make any loan of money or property or guarantee the obligation of any Board Director to Board Director, except as is expressly allowed under 317A of the Minnesota Statutes

6.05 Indemnification. To the fullest extent permitted by law this Organization shall indemnify its, Board Directors, employees, volunteers, and other persons described in 317A of the Minnesota Statutes, including persons formally occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding" as that term is used in that section, and including an action by or in the right of the Organization, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this Bylaw, shall have the same meaning as in 317A of the Minnesota Statutes.

6.06 Insurance. The Organization shall have the obligation to purchase and maintain insurance to the full extent permitted by law on behalf of its Board Directors, members, employees, volunteers, and persons served by this Organization, against any liability asserted against or incurred by any Board Director, member, employee, or agent in such capacity or arising out of the Board Director's, volunteers', employee's, or agent's status as such.

ARTICLE VII: BUDGET & FINANCE

7.01 Fiscal Year. The fiscal year of the Organization will be from January 1 to December 31 of each year.

7.02 Annual Budget. The Organization's activities which involve the expected receipt and/or expenditure of funds shall be governed each fiscal year by the annual budget. The annual budget shall be presented at the Q1 Board Meeting and will be approved prior to the Q2 Board Meeting. The annual budget may be amended during the budget year by the Board as necessary.

7.03 Limitations. No money shall be expended, no contract or financial obligation incurred, and no authority shall be assumed to incur any such contract or financial obligation unless specifically authorized. Such authorization shall not be assumed even when such a budget item has been approved unless the funds are materially available. Any member incurring unauthorized expenditures shall be personally liable for these expenditures.

7.04 Reports. The Treasurer shall prepare and present quarterly and annual financial reports to the regular meetings of the Board in such form as they shall require, namely cash flow and balance sheet statements.

7.05 Financial Review. The Organization's financial affairs shall be formally reviewed on an annual basis. The



196 MTB Bylaws

Board may, at its discretion, conduct such a review more often for any reason. All such reviews shall be conducted by the Finance and Budget Committee. All reports shall be reviewed and approved by the Board, shall be attached to the Treasurer's annual report, and shall be made available to the Organization and the public.

7.06 Business Pursuits. The Organization shall not engage in any business pursuits or otherwise take any action that would jeopardize the exempt status of the Organization pursuant to federal or state tax laws.

ARTICLE VIII: MISCELLANEOUS

8.01 Conflict of Interest Policy. No Board Director shall be entitled to participate in any decision or vote in which such Board Director or any related party or entity of the Board Director receives some financial benefit. For the purposes of this section, such Board Director may not be part of a quorum for such a vote.

8.02 Nondiscrimination Policy. The Board Directors, volunteers, committee members, employees, and persons served by this Organization will be selected entirely on a nondiscriminatory basis with respect to age, gender/gender identity, race, religion, national origin, and sexual orientation. It is the policy of 196 MTB not to discriminate based on race, creed, ancestry, marital status, gender/ gender identity, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

8.03 Disciplinary Policy. The Organization follows the policies and procedures in accordance with the current Minnesota Cycling Association Sporting Regulations and the 196 MTB Disciplinary Policy.

8.04 Effective Date. These Bylaws shall become effective immediately following a majority vote of the Board of Directors.

8.05 Gender, Tense, and Interpretation. As used in these Bylaws, the masculine, feminine, or neutral gender, and the singular or plural number, shall be deemed to include the others whenever the context so indicates. The headings in this instrument are inserted for convenience of reference and are not intended to be considered in the construction hereof.

8.06 Definitions. Unless the context requires otherwise, definitions in 317A of the Minnesota Statutes shall govern.



196 MTB Bylaws

ARTICLE IX: RECORDS & REPORTS

9.01 Maintenance of Records. The Organization shall keep and maintain:

- a) Adequate and correct books and records of account; and
- b) Written minutes of the proceedings of its members, Board, and committees of the Board; and
- c) A record of each Board Director's name and contact information.

9.02 Maintenance & Inspection of Articles and Bylaws. The Organization shall maintain the original or a copy of the Articles of Incorporation and Bylaws, as amended to date, which shall be always open to inspection by the Board Directors. The right of inspection includes the right to copy and make extracts of documents.

9.03 Annual Report. The Board shall prepare an annual report after the end of the Organization's fiscal year that will be made available for inspection by any member upon reasonable request. That report shall contain the following information, in appropriate detail, for the fiscal year:

- a) The Organization's assets and liabilities.
- b) Principal changes in assets and liabilities.
- c) The Organization's revenues and receipts.
- d) The Organization expenses or disbursements.
- e) Principal changes in revenues and expenses; and,
- f) Any additional information required by these Bylaws.

9.04 Volunteer & Staff Records.

- a) All volunteer and staff records will be available to the individual volunteer or staff member or by their legal representatives.
- b) No volunteer or staff records will be made available to any person outside the Organization except the authorized governmental agencies.
- c) Within the Organization, volunteer or staff records will be made available only to those persons with managerial or personnel responsibilities for that staff member, except that volunteer and/or staff records will be made available to the Board when requested.

9.05 Donor Records.

- a) All donor records will be available for consultation by the members and donors concerned or by their



196 MTB Bylaws

legal representatives.

- b) No donor records will be made available to any other person outside the Organization except the authorized governmental agencies.

9.06 Board Meeting Minutes.

- a) All Board meetings will be open to the public except where the Board passes a motion to make any specific portion confidential.
- b) All Board minutes will be open to the public once accepted by the Board, except where the Board passes a motion to make any specific portion confidential.
- c) All papers and materials considered by the Board will be open to the public following the meeting at which they are considered, except where the Board passes a motion to make any specific paper or material confidential.
- d) Within the Organization, donor records will be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that: donor records will be made available to the Board when requested.

ARTICLE X: TRANSPARENCY, ACCOUNTABILITY, & FINANCIAL DISCLOSURE INFORMATION

10.01 Purpose. By making full and accurate information about its mission, activities, finances, and governance publicly available, 196 MTB practices and encourages transparency and accountability to the public. This policy will:

- a) Indicate which documents and materials produced by the Organization are presumptively open to staff and/or the public.
- b) Indicate which documents and materials produced by the Organization are presumptively closed to staff and/or the public.
- c) Specify the procedures whereby the open/closed status of documents and materials can be altered.

10.02 Financial and IRS documents (The form 1023 and the form 990). 196 MTB will provide its Internal Revenue forms 990, 990-T, 1023 and 5227, Bylaws, conflict of interest policy, and financial statements to the public for inspection free of charge.

10.03 Means and Conditions of Disclosure. 196 MTB will make the “widely available” aforementioned documents on its internet website to be viewed and inspected by the public.

- a) The documents will be posted in a format that allows an individual using the Internet to access,



196 MTB Bylaws

download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).

- b) The website will clearly inform readers that the document is available and provide instructions for downloading it.
- c) 196 MTB will not charge a fee for downloading the information. Documents will not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
- d) 196 MTB will inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

10.04 IRS Annual Information Returns (Form 990). 196 MTB will submit the Form 990 to its Board of Directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the Organization's Form 990 will be submitted to each Board Director via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

ARTICLE XI: CODE OF ETHICS & WHISTLEBLOWER POLICY

11.01 Purpose. 196 MTB requires and requires all Board Directors, members, staff, employees, or volunteers to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The representatives of the Organization must practice honesty and integrity in fulfilling their responsibilities, comply with all 196 MTB Code of Ethics and applicable laws and regulations. It is the intent of 196 MTB to adhere to all laws and regulations that apply to the Organization and the purpose of this policy is to support the Organization's goal of good sportsmanship and legal compliance. The support of all organizational volunteers and staff is necessary to achieve compliance with applicable regulations and guidelines.

11.02 Reporting Violations. If any Board Director, member, staff, employee, or volunteer reasonably believes that some policy, practice, or activity of 196 MTB is in violation of a policy or law, a written complaint must be filed by that person with the Vice President or the Board President.

11.03 Acting in Good Faith. Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense and may result in termination or expulsion.

11.04 Retaliation. Any person is protected from retaliation only if they bring an alleged unlawful activity,



196 MTB Bylaws

policy, or practice to the attention of 196 MTB and provide 196 MTB with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement. 196 MTB will not retaliate against any Board Director, member, staff, employee, or volunteer who in good faith, has made a protest or raised a complaint against some practice of 196 MTB or of another individual or entity with whom 196 MTB has a business relationship, based on a reasonable belief that the practice is in violation of law, or a clear mandate of public policy. 196 MTB will not retaliate against any Board Director, staff, volunteer or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of 196 MTB that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

11.05 Confidentiality. Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

11.06 Handling of Reported Violations. The Board President or Vice President will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated by the Board and its appointed committee and appropriate corrective action will be taken if warranted by the investigation.

ARTICLE XII: AMENDMENTS

12.01 Amendment by the Board. These Bylaws may be amended, when necessary, by two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

SUMMARY OF CHANGES/IMPORTANT DATES

Date	Summary
2/4/2026	See revision history.