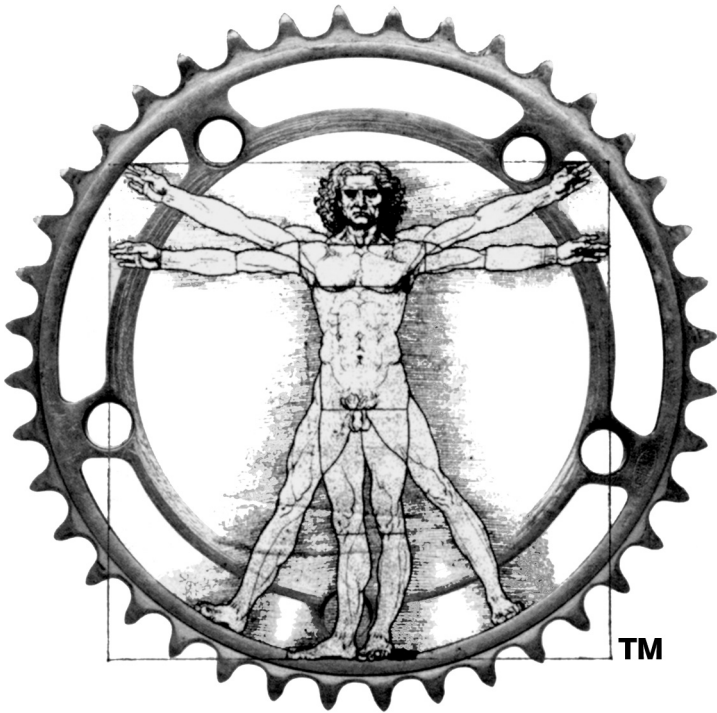




IHPVASM Bylaws

(June 2008)



**INTERNATIONAL
HUMAN POWERED VEHICLE
ASSOCIATION**

IHPVASM
THE INTERNATIONAL HUMAN POWERED VEHICLE ASSOCIATION
BYLAWS

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ARTICLE I. NAME

Section 1.01: Name. The name of the corporation is International Human Powered Vehicle Association, Inc.

ARTICLE II. OFFICES

Section 2.01: Principal office: The principal office of the corporation for its transaction of business, is care of AeroVironment, located at Monrovia, Los Angeles County, California, 91016.

Section 2.02: Change of principal office: The board of directors is hereby granted full power and authority to change the principal office of the corporation from one location to another in California. Any such change shall be noted by the secretary in these bylaws, but shall not be considered an amendment of these bylaws.

Section 2.03: Other offices: The board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

ARTICLE III. PURPOSES, OBJECTIVES AND FUNCTIONS

Section 3.01: General purposes: This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for Charitable purposes. This corporation is organized and operated exclusively for educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 3.02: Specific purposes:

(a) IHPVA Championships: To further these goals, the corporation shall organize and promote periodic competitions on land, water and in the air. Annually, the corporation shall hold or sanction a Human Powered Speed Championships. The principal object of the contests will be to combine the best in technology with the best in athletic ability to obtain the fastest and most efficient human powered vehicles in the water, on land, and in the air; and to showcase ongoing technological development for speed and for practical human powered vehicles.

(b) Records and Information: The Corporation shall keep an up to date list of all human powered land, water, and air records and all records pertinent to the pursuit of human power, and shall promote the most extensive possible distribution of these records. The corporation shall serve as a source of information for all human powered land, water and air records and all other records pertinent to the pursuit of human power. The corporation shall act as a source of technological information on human powered transportation.

(c) Sanctioning: The corporation shall act as sanctioning body for races and other sporting events and for new records in human powered land, water and air vehicles set under the rules of the corporation ("IHPVA"). The corporation may act as a sanctioning body for races and other sporting events and records in non-stored-fuel land, water and air vehicles set under the rules of the corporation

(d) Stimulate competition and creativity. In all rules, regulations and executive decisions of the corporation, it shall be the overall philosophy and policy of the corporation to stimulate and not stifle competition and creativity. To this end, the fewer and simpler the rules, restrictions and regulations, the better.

Section 3.03 Limitations: Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE IV. MEMBERSHIP

Section 4.01: General: The corporation is a not-for-profit corporation, without capital shares, and no pecuniary benefit shall inure to any member by reason of membership. Members are not assessable for other than the payment of dues.

Section 4.02: Eligibility: Payment of dues entitles one to membership in the corporation. Membership is open to all interested in human powered vehicles without regard to race, creed, sex, age, national origin or religious preference.

Section 4.03: Classes of membership: The corporation shall have only one class of members which may be individual or corporate. The membership, voting and other rights, interests and privileges of each member shall be equal.

Section 4.04: Dues: The board of directors shall determine the amount of dues for membership. Each member shall pay dues as the only condition of membership and future dues are payable on the anniversary of admission to membership. Non-payment of dues terminates membership.

Section 4.05: Voting: Each member shall have one vote.

Section 4.06: Referendum petition rights: The members may, by submitting a petition bearing signatures of at least five percent (5%) of the membership of the corporation, direct the board of directors to conduct a referendum of the members on any relevant matter. The board of directors shall establish reasonable procedures for collecting and certifying petitions. The secretary shall supply these procedures, including the number of signatures required, to any member on request. Upon notifying the secretary of the intent to petition for a referendum, petitioners shall have 75 days to submit the required number of signatures to the secretary. Within 60 days, the secretary shall conduct a mail vote of the entire membership. Publication of the question(s) and the conditions for voting may be made in the corporate newsletter. Such matters shall be decided by a majority of the vote received by the secretary within 45 days after mailing, and shall be the act of the corporation.

Section 4.07: Membership list: A membership list of all members, updated annually, will be available to any member at cost on the condition that it not be used for commercial purposes, and it shall exclude the names of those members who have filed a written request not to be so listed.

Section 4.08: Transferability: Membership in the corporation is not transferable or assignable.

Section 4.09: Membership meetings:

(a) Annual meetings: An annual meeting of all members shall be held at the corporation's Human Powered Speed Championships or at a time and place designated by the board of directors. Notice of the annual meeting shall be given in writing to the members through the corporate newsletter or otherwise postage prepaid at least thirty (30) days prior to the meeting, and not more than ninety (90) days prior to the meeting. Notice shall include the place, date, time and tentative agenda of the meeting. An opportunity shall be provided for discussion by the members of the policies and activities of the corporation at the annual meeting.

(b) Special meetings: Special meetings of the membership may be called by the President, any three directors, or by petition of five percent (5%) of the membership. Notice of any such special meeting shall be mailed to the membership at least 30 days prior to such meeting. That meeting shall be held not less than 35 and not more than 90 days following receipt of the petition. Notice shall include the place, date, time and agenda of the meeting and the general nature of business to be transacted.

(c) Quorum: A meeting with at least 4% of the membership shall constitute a quorum for the transaction of business.

(d) Action: Except as otherwise provided in the articles, in these bylaws, or by law, every act or decision done or made by a majority of the members present in person at a meeting duly held at which a quorum is present is the act of the corporation, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of members if any action taken is approved by at least a majority of the required quorum for such meeting.

(e) Conduct: The President, or in his or her absence, the executive vice president, or in his or her absence, any other member selected by the membership present shall preside at meetings of the members. The secretary of the corporation, or in the secretary's absence, any person appointed by the presiding officer shall act as secretary for the meeting.

(f) Major Changes: Changes to Bylaws shall require approval of 10% of the membership. Expenditure of more than 10% of the assets of the corporation shall require approval of 2/3's of the entire Board of Directors. There shall be no proxy voting on Major Changes.

Section 4.10: Action without meeting: The board of directors may submit, by mail, any matters to the membership that it desires or is required to submit under these bylaws or bylaw. At least 10% of the membership shall constitute a quorum for this purpose. Such matters shall be decided by a majority of the votes received by the secretary within 45 days of mailing, and shall be the act of the corporation.

Section 4.11: Disputes: Any dispute between a member or members of the corporation and the corporation that cannot be resolved by the parties, including the arbitrability of such matter, shall be submitted to binding arbitration under the rules of the American Arbitration Association.

ARTICLE V. DIRECTORS

Section 5.01 – Number: The corporation shall have nine (9) directors.

Section 5.02 – Term: Each director shall hold office for a three-year term from January 1 of the calendar year following his or her election until December 31 of the third year, or until such director's successor is elected. The terms of the directors shall be staggered so that each year, three directors are elected. In the event a director is removed at a special meeting of the membership, called and held as prescribed by Section 5.06(d) of these bylaws, such director shall hold office until his or her removal and no longer.

Section – 5.03 Nomination: Any individual member may be nominated to be a director at the annual meeting of members in person or by proxy; or by any method of nomination authorized by the board and by law and noticed to the members. Each director must be a member in good standing throughout his/her term in office.

Section – 5.04 Election: One-third of the Directors shall be elected each November by mail by the members. Each member shall have one vote for each directorship open for election, however, such votes may not be cast cumulatively. Such matters shall be decided by a majority of the votes received by the secretary within 45 days of mailing, and shall be the act of the corporation, provided that enough ballots are received to constitute a quorum as described in section 4.09(c) above. Of the ballots received by the secretary by December 15, the three candidates receiving the highest number of votes are elected. Directors shall be eligible for re-election without limitation on the number of terms they may serve. No corporate funds may be used to support the election of a director.

Section 5.05 – Compensation: The directors shall serve without compensation.

Section 5.06 – Meetings:

(a) Who may call: Meetings of the board may be called by the president or any two (2) directors.

(b) Where held: Meetings of the board shall be held at the principal office of the corporation or at such location or by such form of communication as may be designated from time to time by resolution of the board of directors. The board shall accommodate director attendance by electronic media.

(c) Annual meeting: The board shall meet annually, at such time and place as coincides with the annual Human Powered Speed Championships ("Annual Meeting"), for the purpose of transacting such proper business as may come before the meeting. The Annual Meeting may be moved to another date and time by majority vote of the directors.

(d) Special meetings: Special meetings shall be held on four (4) days' notice by first-class mail, postage prepaid, or on forty-eight (48) hours' notice delivered personally or by telephone, or telegraph, fax or e-mail. Notice of the special meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice to such director. All such waivers, consents, and approval shall be filed with the corporate records or made a part of the minutes of the meetings. All actions of the board shall require approval by a majority of the entire board.

(e) Quorum: A majority of the authorized number of directors constitutes a quorum of the board for the transaction of business, however all actions of the board require approval by a majority of the entire board.

(f) Action: The act or decision of a majority of the entire board of directors present at a meeting duly held at which a quorum is present is the act of the board. Any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of directors provided that any action taken is approved by at least a majority of entire board. If a quorum is not present, the remaining directors can only make recommendations until a quorum is present at a duly-called meeting.

(g) Conduct: The president, or in his or her absence, any other director selected by the directors present shall preside at meetings of the board of directors. The secretary of the corporation, or in the secretary's absence, any person appointed by the presiding officer shall act as secretary of the board. Members of the board may participate in a meeting through use of telephone or similar other communications equipment, so long as all members participating in such a meeting can communicate with one another. Such participation shall constitute personal presence at the meeting. Members may vote on noticed matters by written proxy.

(h) Communication: All board meeting discussion shall be sent concurrently to all directors at all their addresses of record.

Section 5.07 – Action without meeting: Any action required or permitted to be taken by the board may be taken without a meeting, if all members of the board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of such directors.

Section 5.08 – Vacancies:

(a) Removal: The board may remove a director on the occurrence of any of the following events:

- (1) The director has been declared of unsound mind by a final order of the court;
- (2) The director has been convicted of a felony;
- (3) The Director has been found by a final order or judgment of any court to have breached duties imposed by Article 3 of Chapter 2 of the Corporations Code (Section 5230 et seq.) on directors who perform functions with respect to assets held in charitable trust.
- (4) Without cause by a two-thirds majority vote of all Directors.

(b) Resignation: Any director may resign by giving written notice to the president. Such resignation shall be effective immediately unless the notice specifies a later time.

(c) When vacant: Vacancies on the board of directors shall exist on the death, resignation, or removal of any director; whenever the number of directors authorized is increased; and on the failure in any election to elect the full number of directors authorized.

(d) Filling vacancies: Vacancies on the board of directors may be filled by the vote of a majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director.

Section 5.09 – Executive committee: The board, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create an executive committee consisting of two or more directors and no persons who are not directors to serve at the pleasure of the board. Appointments to this executive committee of the board shall be by majority vote of the directors then in office. The board may appoint one or more directors as alternate members of the executive committee, who may replace any absent member at any meeting. The executive committee shall have all the authority of the board, except that it may not:

- (a) Take any final action on any matter, under the California Non-Profit Public Benefit Corporation Law, that requires approval of all the directors, or approval of a majority of all directors;
- (b) Fill vacancies on the board or any committee that has the authority of the board;
- (c) Amend or repeal bylaws or adopt new bylaws;
- (d) Amend or repeal any resolution of the board that by its express terms is not so amendable or repealable;
- (e) Create any other committees of the board or appoint members of the committees of the board; or,
- (f) Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Section 5233(d) of the California Corporations Code.

Meetings and action of the executive committee of the board shall be governed by, held, and taken in accordance with the provisions of these bylaws concerning meetings and other board actions, except that the time for regular meetings of such committee or the calling of special meetings of such committees may be determined either by board resolution or, if there is none, by resolution of the executive committee. Minutes of each meeting of the executive committee shall be kept and shall be filed with the corporate records. The board may adopt rules for the government of any committee, provided they are consistent with these bylaws or, in the absence of rules adopted by the board the committee may adopt such rules.

Section 5.10: Advisory committees: Committees other than the executive committee may be formed as needed to accomplish the general objectives or special activities of the corporation.

(a) Appointment: All committees other than the executive committee shall be appointed by the president subject to the approval of the board. The power to appoint committees may be delegated by the president subject to the approval of the executive committee. Such committees shall report to the president, unless otherwise authorized by the president.

(b) Term: The term of appointment shall be determined as required, but in any event shall expire with the term of the appointing president.

(c) Reports: Each committee shall maintain records of each meeting and shall submit a copy to the president, and the president and others as specified by the board for each committee.

ARTICLE VI. OFFICERS

Section 6.01 – Officers: The officers shall be:

- (a) President
- (b) Secretary
- (c) Chief financial officer (also known as Treasurer)
- (d) Executive vice president
- (e) Vice President Workbike
- (f) Vice president, Land vehicles
- (g) Vice president, Aircraft
- (h) Vice president, Watercraft
- (i) Vice president, All-terrain
- (j) Publicity Director
- (k) Historian

Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve as the President, or Executive Vice President.

Section 6.02 – Election: The officers of the corporation, except those appointed as provided in Section 6.03, below, shall be chosen annually by the board and shall serve at the pleasure of the board, subject to the rights, if any, of any officer under any contract of employment.

(a) Term: Each officer of the corporation shall hold office for a one-year term from January 1, until December 31 of the year following his or her election.

(b) Membership: Each officer of the corporation shall be a member in good standing for the duration of his or her term of office.

Section 6.03 – Other officers: The board may appoint and may authorize the president or other officer, to appoint any other officers that the corporation may require. Each officer so appointed shall have the title, hold the office for the period, have the authority, and perform the duties determined by the board, the executive committee or the president.

Section 6.04 – Removal: Without prejudice to any of the rights of an officer under any contract of employment, any officer may be removed with or without cause by the board and also, if the officer was not chosen by the board, by any officer on whom the board may confer that power of removal.

Section 6.05 – Resignation: Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date notice is received or at any later time specified in the notice, the resignation need not be accepted to be effective. Any

resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 6.06 – Vacancies: A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to the office, provided, however, that vacancies need not be filled on an annual basis.

Section 6.07 – Duties: Each officer shall be empowered to carry out the executive and administrative functions appropriate to the office, including but not limited to those enumerated in the following sections.

(a) President:

- (1) Presides at all business meetings of the corporation.
- (2) Executes corporation policy and acts as liaison between the general public, the officers, and the board of directors. Acts as liaison to other organizations.
- (3) Has general supervision of all corporate activities.
- (4) Shall represent the corporation at public affairs or functions as required.
- (5) Shall report to the executive committee and the board.
- (6) Shall attend all meetings of the executive committee and the board, except elections of and evaluations of the president.
- (7) Shall be an ex-officio member of all committees of the board and the corporation.
- (8) Shall perform all other duties incidental to the office of president, as are properly required of this position.

(b) Secretary:

- (1) Gives, or causes to be given, notice of all the meetings of the members and of the board of directors as required by the bylaws or by law to be given.
- (2) Preceding each such meeting, provides the presiding officer with a written list of unfinished business to be considered.
- (3) Keeps, or causes to be kept, a book of minutes at the principal office or such other place as the board of directors may order, of all meetings of directors, with the time and place of holding, whether regular or special, and if special how authorized, the notice thereof given, the names of those directors present and the proceedings thereof.
- (4) Has such other powers and performs such other duties as the board of directors or the bylaws may prescribe.
- (5) Keeps the seal of the corporation in safe custody.
- (6) Conducts or supervises all elections and referendums, subject to the rule and supervision of the board.

(7) The Secretary will maintain a list of affiliate organizations and their representing officers as well as other appointees of the board.

A written description of the duties and responsibilities of each position will be available for review by any member.

(c) Chief Financial Officer (also known as Treasurer):

(1) Processes subscriptions and receives all income for the corporation.

(2) Collects and receives all funds due the corporation and pays all bills in accordance with the budget.

(3) Sets up savings and checking accounts which honor any two of the following officers' signatures: president, executive vice president, secretary and treasurer. With the approval of the board of directors may set up other limited and budgeted checking accounts for the officers as the need arises.

(4) Maintains financial records and presents them for audit to the board of directors seven (7) days prior to the expiration of his/her term.

(5) Acts as chair of the budget committee and presents, for approval of the board of directors, the proposed annual operating budget for the coming year. The proposed budget shall be presented at the annual meeting.

(6) Distributes operating funds to individual officers and board members in accordance with the approved budget. Budgeted funds may be disbursed by designated individuals using the procedures approved by the treasurer and the executive committee.

(7) Upon the approval of two-thirds vote of all directors may transfer monetary accounts from one banking or investment institution to another.

(d) Executive Vice President:

(1) Performs all duties in the absence of the president and, in the case of vacancy, becomes president.

(2) Acts as coordinator for all matters dealing with corporate organization, finance, documents, publications and record keeping.

(3) Performs routine and extraordinary duties and functions as assigned by the president and the board of directors.

(e) Vice President, Workbike:

(1) Acts as coordinator for all workbike information and competition results.

(2) Coordinates workbike and practical vehicle events conducted by the corporation. Directs or appoints a director for each official corporation event and oversees completion of all required preparations. Assures that competition data and other information are properly recorded and transmitted to the historian. Transmits any net proceeds from the events to the treasurer. Compiles a detailed report of expenses and income from the event and presents this to the board.

(3) Coordinates workbike and practical vehicle events conducted by chapters and other affiliated organizations under corporation rules. Provides information and assistance in meeting IHPVA sanctioning requirements. Processes application forms and transmits sanctioning fees to the treasurer.

(4) Appoints assistants and advises as necessary.

(5) Performs other duties incidental to his office related to human powered workbikes or practical vehicles.

(f) Vice president, Land vehicles:

(1) Acts as coordinator for all official land record attempts.

(2) Coordinates land vehicle events conducted by the corporation. Directs or appoints a director for each official corporation event and oversees completion of all required preparations. Assures that competition data and other information are properly recorded and transmitted to the historian. Transmits any net proceeds from the events to the treasurer. Compiles a detailed report of expenses and income from the event and presents this to the board.

(3) Coordinates land events conducted by chapters and other affiliated organizations under corporation rules. Provides information and assistance in meeting IHPVA sanctioning requirements. Processes application forms and transmits sanctioning fees to the treasurer.

(4) Appoints assistants and advises as necessary.

(5) Performs other duties incidental to his office related to human powered land vehicles.

(g) Vice president, Aircraft:

(1) Acts as coordinator for all official air record attempts.

(2) Coordinates aircraft events conducted by the corporation. Directs or appoints a director for each official corporation event and oversees completion of all required preparations. Assures that competition data and other information are properly recorded and transmitted to the historian. Transmits any net proceeds from the events to the treasurer. Compiles a detailed report of expenses and income from the event and presents this to the board.

(3) Coordinates aircraft events conducted by chapters and other affiliated organizations under corporation rules. Provides information and assistance in meeting IHPVA sanctioning requirements. Processes application forms and transmits sanctioning fees to the treasurer.

(4) Appoints assistants and advisers as necessary.

(5) Performs other duties incidental to his office related to human powered air vehicles.

(h) Vice president, Watercraft:

(1) Acts as coordinator for all official watercraft record attempts.

(2) Coordinates watercraft events conducted by the corporation. Directs or appoints a director for each official corporation event and oversees completion of all required preparations.

Assures that competition data and other information are properly recorded and transmitted to the historian. Transmits any net proceeds from the events to the treasurer. Compiles a detailed report of expenses and income from the event and presents this to the Board

(3) Coordinate watercraft events conducted by chapters and other affiliated organizations under corporation rules. Provides information and assistance in meeting IHPVA sanctioning requirements. Processes application forms and transmits sanctioning fees to the treasurer.

(4) Appoint assistants and advisers as necessary.

(5) Perform other duties incidental to his office related to human powered watercraft.

(i) Vice president, All-terrain:

(1) Acts as coordinator for all official all-terrain record attempts.

(2) Coordinates all-terrain events conducted by the corporation. Directs or appoints a director for each official corporation event and oversees completion of all required preparations. Assures that competition data and other information are properly recorded and transmitted to the historian. Transmits any net proceeds from the events to the treasurer. Compiles a detailed report of expenses and income from the event and presents this to the Board

(3) Coordinates all-terrain events conducted by chapters and other affiliated organizations under corporation rules. Provides information and assistance in meeting IHPVA sanctioning requirements. Processes application forms and transmits sanctioning fees to the treasurer.

(4) Appoints assistants and advisers as necessary.

(5) Performs other duties incidental to his office related to human powered all-terrain vehicles.

(j) Publicity Director:

(1) Prepares press releases and other advertising and publicity materials.

(2) Informs media and the general public of corporation events and activities. Is responsible for widespread distribution of records and other information that is calculated to expand and strengthen the corporation.

(3) Reports to and coordinates publicity with the executive vice president.

(4) Performs other duties incidental to his office related to publicity, as determined by the board.

(k) Historian:

(1) Maintains archives and historical records following approval by the records committee.

(2) Coordinates recording of all annual IHPVA championship results and record attempts.

(3) Presents the data collected to the records committee, the executive committee, the officers, and the board of directors within thirty (30) days following the event.

(4) Is responsible for storing and maintaining or overseeing the storage and maintenance of the association's timing equipment.

(5) Catalogs and maintains labeled photographs and descriptions of all record attempt vehicles.

(6) Acts as coordinator of technical research and maintains files of relevant information.

(7) Purchases technical books and materials of interest to the membership as authorized in the annual budget.

(8) Disseminates such information to the extent practical to directors, officers, committees, the membership and the general public.

ARTICLE VII. FISCAL YEAR, CORPORATE RECORDS AND REPORTS

Section 7.01 – Fiscal year: The fiscal year of the corporation shall be the calendar year.

Section 7.02 – Records and minutes: The corporation shall keep adequate and correct records of account and minutes of the proceedings of the board and committees of the board. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

Section 7.03 – Annual report: The annual report shall be prepared not later than one hundred and twenty (120) days after the close of the corporation's fiscal year. The annual report shall contain in appropriate detail the following:

(a) The assets and liabilities of this corporation at the end of the fiscal year;

(b) The principal changes in assets and liabilities during the fiscal year;

(c) The revenues or receipts of this corporation, both unrestricted and restricted for particular purposes, for the fiscal year;

(d) The expenses or disbursements of this corporation for both general and restricted purposes during the fiscal year; and

(e) The information required by Section 6322 of the California Nonprofit Public Benefit Corporation Law concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

(f) The names and addresses of the current Directors and Officers.

The annual report shall be accompanied by any report thereon of independent accountants or, if there is not such a report, the certificate of any authorized Officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

This report shall be sent to the members not later than 120 days following the close of the fiscal year in any year in which the corporation has revenues of \$25,000 or more. Even where the report does not have to be sent to the members, it will be sent to all directors of the corporation and those members who request it in writing.

Section 7.04 – Right of inspection: Every member shall have the absolute right at any reasonable time to inspect the corporation’s books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the member’s agent or attorney. The right of inspection includes the right to copy and make extracts of documents. Such inspection shall occur at a time and place agreed upon by the appropriate officer and the member.

Section 7.05 – Corporate Seal: The board of directors shall adopt a corporate seal.

The secretary of the Corporation shall have custody of the seal and affix it in all appropriate cases to all corporate documents. Failure to affix the seal shall not, however, affect the validity of any instruments.

ARTICLE VIII. INDEMNIFICATION

Section 8.01 – Right of indemnity: To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly 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 corporation, 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 Section 5238(a) of the California Corporations Code.

Section 8.02 – Authorization: On request to the board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met, and, if so, the board shall authorize indemnification

Section 8.03 – Advance for defense: To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under this Article VIII of these bylaws in defending any proceeding covered by those sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be prepaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

ARTICLE IX. INSURANCE

Section 9.01 – Insurance: The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of itself and its Officers, directors, employees, and other agents, against any liability asserted against or incurred by the Corporation or any Officer, Director, employee or agent in such capacity, or arising out of the officer’s, director’s, employee’s, or agent’s status as such.

ARTICLE X. LOANS TO OFFICERS AND DIRECTORS PROHIBITED

Section 10.01 – Loans to officers and directors: No loan shall be made by the corporation to any of its officers, employees, or directors.

ARTICLE XII. AMENDMENT

Section 12.01 – Amendment: New bylaws may be adopted, or these bylaws may be amended or repealed by the members of the corporation as provided in Section 4.09(d), above.

CERTIFICATE OF ADOPTION OF BYLAWS

I certify that:

1. I am the secretary of the International Human Powered Vehicle Association
2. The attached bylaws are the bylaws of the corporation adopted by the membership of the IHPVA on

Date: Oct 4, 2007

Secretary,
Alice Krause

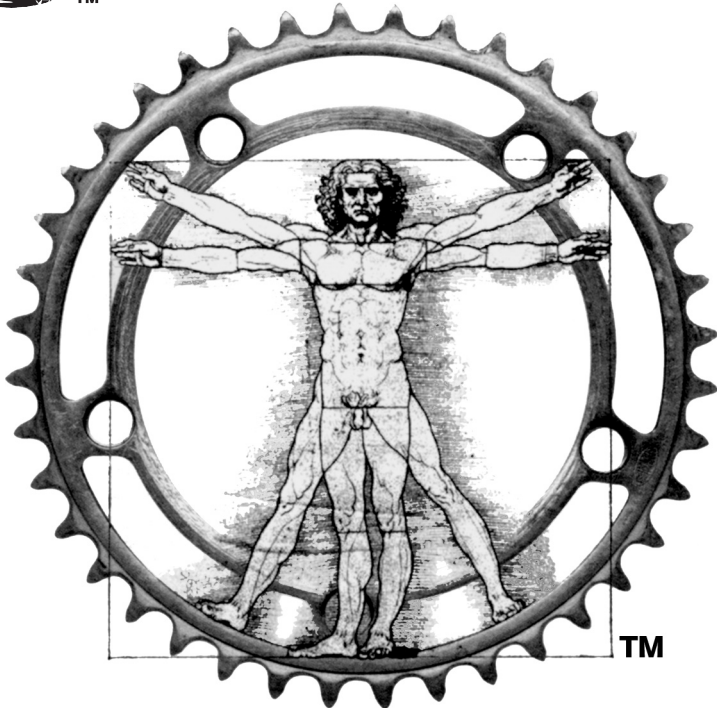
10/07 revision

NOTES:



IHPVASM Bylaws

(June 2008)



INTERNATIONAL HUMAN POWERED VEHICLE ASSOCIATION

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