

Bylaws of the
Central Valley Wheelers Bicycle Club
A California Nonprofit Unincorporated Association

Article One
Name

The name of this organization is declared in the Articles of Association. This organization shall be referred to simply as the club in these bylaws.

Article Two
Purpose

Section 2.1 Purpose. The purpose of the club shall be:

- (a) To provide bicycling activities for its members. This includes both road and off-road (mountain biking) activities.
- (b) To provide instruction to members on the care and proper use of bicycles.
- (c) To provide opportunities for members to socialize with others who have an interest in bicycles and cycling activities.
- (d) To promote the use of bicycles in the local community.

Section 2.2 Racing Team. The club shall not sponsor a competitive bicycle racing team without a two-thirds vote of the membership at the annual membership meeting.

Article Three
Membership

Section 3.1 Classes of Membership. There are two classes of membership; *Individual Membership* and *Family Membership*.

- a. A club **Individual Membership** is held by a person who joins the club alone and only his or her name appears on that club membership.
- b. A club **Family membership** is held by members of a single family. Family members included in a single club Family membership must be immediate family members of the person applying for club Family membership. Each person belonging to a club Family membership must meet the minimum age requirement for members established in these bylaws. A person who would otherwise hold a club Family membership except for meeting the minimum age requirement, may become a club member as part of a club Family membership upon reaching the minimum required age and informing the club secretary.

Immediate family members of a family that holds a club Family Membership and who have not met the minimum age requirement for members may participate in club activities provided at least one of their club membership parents or legal guardians are present to supervise that young person during the club activity.

Two or more members of an immediate family may hold separate Individual Memberships in the club if they desire. This is an alternative to their holding a Family Membership.

Section 3.2 Membership Size. The club shall limit membership to a maximum of two hundred (200) Individual Memberships and one hundred (100) Family Memberships.

When there are more applications for membership than there are membership vacancies, the board of directors shall consider the applications in the chronological order in which the applications are received giving preference to the applications received earlier than others.

Section 3.3 Membership Eligibility and Admissions Procedure. Anyone who is at least fourteen (14) years of age and has an interest in bicycling may apply to join the club. Those under the age of eighteen (18) must have a parent or guardian sign the club membership application.

An application for membership must include the initiation fee and be sent to the club secretary. The secretary is responsible for giving the club treasurer the applicant's initiation fee. The secretary is responsible for presenting the membership application to the board of directors for membership approval. All memberships are approved by a vote of the board.

The board of directors may approve a membership via email vote. When email is used to approve membership a majority of the entire board of directors is required for club membership approval. Any board member, by contacting the club secretary, may require that a specific membership application be approved at a board of directors meeting instead of through email.

The application submission date is the date the club secretary receives the application. The board of directors shall vote on membership applications within sixty (60) days of the application submission date.

Section 3.4 Fees, Fines, and Dues. Fees, fines, and dues shall be determined from time to time by the club board of directors. There shall be Individual Membership fees, fines, and dues and there shall be Family Membership fees, fines, and dues.

All increases or decreases in fees, fines, or dues shall take effect on January 1st of the year following the year they were approved except when a majority of the entire club membership approves another date for the change to take effect.

A person or family applying for club membership shall pay the initiation fee at the same time his, her, or their membership application is submitted. The initiation fee includes the first year dues such that no other dues are paid by that person in the year for which he or she submits the club membership application.

Dues are payable by February 28th of each year. A discount may be given for renewing members who pay their dues before February 1st. Membership in the club shall be automatically terminated when dues and any past fines still owed are not paid by March 31st of the same year. A person who desires club membership and has had his or her membership terminated for any reason shall have to reapply for club membership including the payment of the initiation fee.

All fees, dues, and fines shall be made payable to the name of the club, not to an individual member of the club. When payments are made in cash or coin a numbered receipt shall be created and given to the payer.

Section 3.5 Voting Rights.

a. Individual Membership. Members with individual club membership may vote on any motion or election and their vote shall count as one vote.

b. Family Membership. Only one member of a club Family Membership may vote on any one motion or election and the Family Membership vote shall count as one vote. If there is

disagreement among the family members of a single club Family Membership as to which member is to represent the membership for the vote then none of the votes by that club Family Membership shall be counted nor be considered cast.

For purposes of determining a voting base such as two-thirds or majority, or for counting the portion of membership signing a petition, a Family Membership shall count as one club member regardless of how many family members belong to the club or attend a club membership meeting.

During a meeting a member may not second a motion made by another member when both belong to the same club Family Membership. When a vote is taken, the member making the motion or seconding another members motion must do the voting rather than another member of the same club Family Membership.

Only one person of a club Family Membership may be on the board of directors. No two board of directors members may belong to the same club Family Membership. More than one person of a club Family Membership may be on a committee.

All club members belonging to a club Family Membership may independently participate in open debate during a meeting.

Voting by proxy is not permitted for either Individual or Family Memberships.

Section 3.6 Non-Transferable. Neither Individual Memberships nor Family Memberships are transferable to another individual or family.

An Individual Membership may be converted to a Family Membership by submitting a Family Membership form along with payment of a conversion fee. In the case of a conversion, the person holding the original Individual Membership must be an immediate family member of the people forming the new Family Membership and must belong to the new Family Membership.

Section 3.7 Resignation, Termination, and Discipline. A member may resign from the club at any time by informing the club secretary or club president.

A member that is part of a Family Membership may resign from the club without affecting the other family members belonging to the same club Family Membership.

A club membership shall be automatically terminated for non payment as described in Section 3.4 of this article.

A new club membership may be terminated if the initiation fee payment is non-negotiable such as a check not being honored at the applicant's bank or counterfeit cash used.

The board of directors may terminate or temporarily suspend the membership of any member with cause. Grounds for termination or suspension may be; disregard for safety on club rides, misuse of club funds or property, non payment of membership dues, fines, or fees, or misrepresentation of club policy.

When the member facing termination or suspension is part of a Family Membership, the disciplinary action taken towards the member does not affect the standing of the other members of the Family Membership.

A board member may not have their membership terminated or suspended by the board of directors. A majority vote of the entire membership is required to terminate or suspend the membership of a director.

Article Four Discrimination

The club shall not discriminate against any member or membership applicant based on race, color, sex, or religion

Article Five Meetings of the Membership

Section 5.1. Annual Meeting. An annual meeting of the club membership shall be held between December 1st and December 22nd. The date, time, and place of this annual meeting shall be determined by the board of directors. Notice of this annual meeting shall be sent to all members by November 15th of the same year.

Section 5.2 Regular and Special Meetings.

Regular meetings of the membership shall be held quarterly. The date, time, and place of these meetings shall be determined by the board of directors. Regular membership meetings shall be properly noticed as described in Section 5.3 of this article. The annual meeting referenced in Section 5.1 of this article is considered one of the regular quarterly meetings.

Special meetings of the membership may be called by the board of directors.

Special meetings of the membership may also be called by a petition signed by not less than the greater of ten (10) members or twenty (20) percent of the total membership. This signed petition for a meeting must be submitted to the club secretary or president who shall then give notice of the meeting to the membership. The wording of the signed petition must include the purpose for the meeting. A special meeting called by this petition method shall be held within sixty (60) days of receipt of the signed petition.

Special meetings of the membership shall be properly noticed as described in Section 5.3 of this article.

Section 5.3 Method of Notice. All meetings of the club membership shall be announced via email using the primary email address given by each member. Other additional methods of notice are permitted but are not required and do not substitute for the email requirement. Notice of the membership meetings shall be transmitted by email a minimum of ten (10) days before a meeting. The annual membership meeting may have different noticing requirements.

Section 5.4 Quorum. The greater of ten (10) members or twenty (20) percent of the total membership constitute a quorum. If there are less than twenty (20) members in the organization then 51% of the total membership constitutes a quorum.

Section 5.5 Majority Action. Every act or decision done or made by a majority of voting members at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Association, or these bylaws require a greater number.

Article Six Board of Directors

Section 6.1 Board Eligibility and Term of Office. The board shall consist of six (6) directors. Each director must be a club member and eighteen (18) years of age or older. Each director shall hold office for a term of one year or until his or her successor is elected. A director's term of office begins

on January 1st.

Section 6.2 Board Duties and Powers. The board of directors shall have full power and authority over the affairs of the club except where stated otherwise in these bylaws. The board shall be subject to the orders of the club membership and none of the board's acts shall conflict with action taken by the club membership.

Section 6.3 Board Meetings. The board shall meet whenever it wants to. Notice of a board meeting only needs to be given to the members of the board. All meetings of the board are special meetings.

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the Articles of Association or bylaws of this association, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

Board meetings are open to club members except when the board decides it is in the best interest of the club to hold a closed meeting. the board may have a portion of the board meeting be open to club members and another portion be closed.

Section 6.4 Quorum. Four (4) board members shall constitute a quorum.

Section 6.5 Method of Notice. All board meetings shall be announced either directly in person, by telephone, or via email using the primary email address given by each director. Other additional methods of notice are permitted but are not required. Notice of board meetings shall be given a minimum of five (5) days before a meeting.

Section 6.6 Elections. The club membership shall elect the members of the board of directors through the "preferential voting" method described in the parliamentary authority. This election shall take place during the annual membership meeting. The secretary shall mail the members election ballots at least 30 days before the annual membership meeting. For a ballot received by mail to be counted it must be received by the secretary before the annual membership meeting starts. Members that attend the annual membership meeting may choose to vote at the meeting by voiding their mailed-in ballot.

The election shall be by secret ballot. The secretary will know which member voted but not the member's voting decisions.

Members who want be included as a nominee in the board of directors election must submit their name to the club secretary or club president by October 1st before the election.

If the nominees do not exceed the number of vacancies then no election is required.

Section 6.7 Vacancies. Vacancies on the board of directors shall exist on the death, resignation, or removal of any director. Vacancies on the board may be filled by approval of the board or, if the number of directors then on the board is less than a quorum, by the affirmative vote of a majority of the directors then in office.

Directors may be removed without cause by a majority of all members. Vacancies on the board created by the removal of a director may only be filled by the approval of the members.

The board may, at its discretion, call a special election by the membership to fill vacancies on the board of director. In the case of a special election the board still retains its authority to determine officers.

Section 6.8 Compensation. Directors shall serve without compensation. Board members may be allowed reasonable advancement or reimbursement for expenses incurred in the performance of their regular duties.

Article Seven Officers

Section 7.1 Officers. The officers of the club shall be a president, a vice president, a secretary, a treasurer, and two (2) directors-at-large. If the secretary and treasurer office is held by the same person then there shall be three (3) directors-at-large. These officers shall perform the duties prescribed by these bylaws and such other duties applicable to the office as prescribed by the parliamentary authority adopted by the club.

No person shall be an officer of the club unless that person holds a membership in the club. In the event an officer loses their club membership for whatever reason, the officer position shall then be considered vacant.

Each officer shall hold office for a term of one year or until his or her successor is elected.

A board member shall not hold more than one office at the same time with the exception that a member may hold the position of secretary and treasurer at the same time.

Section 7.2 Election. The officers of the club shall be board members and shall be elected by the board of directors.

Section 7.3 Vacancies. Officer vacancies shall be filled by the remaining members of the board and each person so elected shall be a director and officer until his or her successor is elected.

An officer may be removed from office by the board of directors. A member of the board of directors that is removed from an officer position remains a director on the board.

Article Eight Duties of Officers

Section 8.1 Duties of the President. The duties of the president are:

- (a) To preside over meetings of the membership and meetings of the board of directors.
- (b) To arrange a location for board meetings and to notify directors of the time and place of all board meetings.
- (b) To prepare an annual report of the club activities of the past year and to be present this report at the annual membership meeting.
- (c) To authenticate by his or her signature, when necessary, all acts orders, and proceedings of the club.

The president shall have authority for the general and active management of the club.

The president shall act at the direction of the board when fulfilling his or her role as stipulated in all contracts entered into by the club.

Section 8.2 Duties of the Vice President. The duties of the vice president are:

- (a) In the absence of the president, to preside over meetings of the membership and meetings of the board of directors.

(b) In the absence of the president, to authenticate by his or her signature, when necessary, all acts orders, and proceedings of the club.

(c) To perform the functions of the club's *Ride Coordinator* who organizes ride leaders and manages the bicycle rides scheduled by the club.

Section 8.3 Duties of the Secretary. The duties of the secretary are:

(a) To keep a record of all the meeting proceedings of the club.

(b) To keep on file all committee reports.

(c) To receive applications for membership with accompanying initiation fees from prospective new members. The secretary shall issue numbered receipts for any cash or coin received.

(d) To keep the club's official membership roll.

(e) To make minutes and records available to members upon written request. The club may charge a reasonable fee to provide these records to members.

(f) To sign all certified copies of acts of the club, unless otherwise specified in the bylaws.

(g) To maintain record books in which the bylaws, special rules of order, policies and procedures, and meeting minutes are kept, with any amendments to these documents properly recorded.

(h) To send out to the membership a notice of each membership meeting.

(i) To conduct the general correspondence of the club – that is, correspondence that is not a function proper to other officers or to committees.

(j) To prepare, prior to each meeting, an order of business for the use of the presiding officer, showing in their exact order, under the correct headings, all matters known in advance that are due to come up.

(k) In the absence of the president and the vice president, to call the meeting of the membership or meeting of the board of directors to order and preside until the immediate election of a chair pro tem.

(l) To prepare and conduct the election of the board of directors. The secretary may solicit assistance from other club members to assist with the election process. No other board members, nor nominees for election to the board, may assist with the election procedures.

Section 8.4 Duties of the Treasurer. The duties of the treasurer are:

(a) To disburse funds as authorized by the board of directors. The treasurer shall disburse only those funds authorized by the board of directors.

(b) To receive funds given to the club and issue numbered receipts for any funds received in the form of cash or coin.

(c) To submit a full financial report for the just completed fiscal year to the audit committee and board of directors for review. This report submission shall be completed within thirty one (31) days following the end of the fiscal year. The officer that served as the treasurer during the just completed fiscal year is the person that prepares and submits this financial report.

- (d) To disclose any financial records requested by the board of directors.
- (e) To disclose any financial records requested by the audit committee.
- (f) To make interim financial reports as directed by the board of directors

Section 8.5 Directors-at-large. The directors-at-large shall have no specified duties but shall have full voting rights as members of the board of directors. A director-at-large, or any director, may be assigned various duties by the board.

Article Nine Execution of Instruments, Deposits, and Funds

Section 9.1 Execution of Instruments. The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 9.2 Checks and Notes. Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the club shall be signed by two designated directors of the club. These signatures will normally be the treasurer and the president or the treasurer and the vice president.

Section 9.3 Deposits. All funds of the club shall be deposited from time to time to the credit of the club in such banks, trust companies, or other depositories as the board of directors may select.

Article Ten Fiscal Year

Section 10.1 Fiscal Year. The fiscal year of the club shall begin on the first day of January and end on the last day of December in each year.

Article Eleven Order of Business

Section 11.1 Order of Business. The order in which business is conducted at both membership meetings and board of director meetings shall be set by the board of directors and may be changed from time to time by the board. The secretary shall document the order of business by creating a meeting agenda prior to each meeting.

Article Twelve Committees

Section 12.1 Creation. Committees shall be created and disbanded by the board of directors.

Section 12.2 Committee Members. Committee members shall be appointed by the board of directors. A committee may have a member that is not a club member when the purpose of a committee can be better accomplished with the non club member's participation. Members of the board may be committee members.

Section 12.3 Audit Committee. An auditing committee of three members shall be appointed by the president. The duty of the audit committee shall be to audit the treasurer's accounts at the close of the fiscal year and to report back to the board of directors.

Persons who are not a member of the club may be consulted in performing the audit. The audit committee is authorized to share club financial information with external accountants who are assisting with the audit.

This audit shall be completed within sixty (60) days following the end of the fiscal year.

Article Thirteen Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these bylaws or any special rules of order the club may adopt.

Article Fourteen Amendments

These bylaws may be amended at any regular meeting of the membership by a two-thirds vote provided that the amendment has been submitted in writing at the previous regular membership meeting.

Article Fifteen Miscellaneous

In these bylaws a "day" is defined as a calendar day which includes weekdays, weekends, and holidays.