

BYLAWS OF THE CAPITAL BICYCLING CLUB
Revised October 2009

ARTICLE I: NAME AND FORM

The name of this organization shall be the Capital Bicycling Club ("CBC"). CBC shall be a non-profit corporation formed under the laws of the State of Washington and registered with the Secretary of State. The club secretary shall be the registered agent.

ARTICLE II: MISSION

CBC is committed to promoting the fine arts of bicycling; furthering public awareness of the needs and responsibilities of bicyclists; promoting and practicing bicycle safety; and growing participation of all bicyclists no matter what their interest, purpose or ability. Each member realizes that effort is required to pursue these goals and members have a right and a duty to participate in club activities and decisions.

ARTICLE III: OFFICES

CBC shall have as its permanent address: Post Office Box 642, Olympia, Washington 98507. The CBC Board may designate a regular place of meeting at which business shall be conducted. All club members are welcome to attend board meetings and club meetings.

ARTICLE IV: MEMBERSHIP

Section 1. Membership shall be open to all persons who support the purposes of CBC. Any person may become a member by submitting an application and paying annual dues. CBC shall not discriminate against any person for any reason.

Section 2. Annual dues shall be fixed by the Board. Membership in good standing requires that dues be fully paid.

Section 3. The Board of Directors may award Lifetime Membership to members whose volunteerism has justified such recognition.

ARTICLE V: MEETINGS

Section 1. An Annual General Meeting shall be held in October. The Annual Meeting shall be announced to the membership in the September newsletter. At the Annual Meeting those members present shall elect an executive board and officers and may conduct such other business as may come before the meeting. Candidates may be nominated from the floor. The retiring president shall conduct the election. Newly elected board member terms shall commence on November 1.

Section 2. A monthly Board meeting shall be held on a regular date chosen by the Board for this purpose. The Board shall conduct all club business at the monthly meeting. The time, date and place for Board meetings shall be announced in the preceding newsletter.

Section 3. A monthly membership meeting shall be held on or about the first Wednesday of each month.

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Section 4. A Special General Meeting may be called by the Board by giving at least 30 days notice to the membership by written or electronic communication. The notice shall state the nature of the extraordinary business to be conducted. Upon receipt of a petition signed by 20 members, the Board shall call a Special General Meeting.

Section 5. A quorum of any General Meeting shall consist of 20 members in good standing. Proxies may be counted to reach a quorum. In the event that a quorum is not present at the Annual Meeting, the business of that meeting shall be continued to the next month, and the then-sitting Board shall continue in office until their replacements are elected.

ARTICLE VI: VOTING, ELECTIONS, AMENDMENTS

Section 1. All members in good standing shall be entitled to one vote at any General Meeting, whether Annual or Special.

Section 2. The treasurer shall keep up-to-date a membership list and make available at any General meeting.

Section 3. All board members and officers shall be elected by a plurality of votes at the Annual General Meeting. The names of all known candidates for office shall be published in the September newsletter.

Section 4. Members may vote in person or by delivery of a signed absentee ballot delivered by any means to the secretary no later than the time of the election.

Section 5. Absentee ballots shall be permitted for membership and board votes. To be effective, a written, signed ballot shall be delivered to the secretary prior to the time of the election or vote.

Section 6. All actions at general meetings or at board meetings shall require the approval of a simple majority of those voting except where stated otherwise in these bylaws.

Section 7. These bylaws may be amended by a simple majority of those members voting in a general meeting called for that purpose, provided that there at least 20 members voting.

ARTICLE VII: BOARD AND OFFICERS

Section 1. CBC shall be directed by a Board of Directors consisting of eleven members who shall be committed to governing the club and upholding its democratic principles.

Section 2. The CBC Board shall consist of the following offices and duties:

A. **President;** shall prepare an agenda for and presided over general and board meetings; sign checks where required; appoint representatives as necessary; inform the membership by regular publication.

B. **Vice-President;** shall assist the president as needed; chair the membership committee; plan monthly programs.

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- C. **Secretary**; shall take, publish and retain minutes of meetings; act as the club corporate agent and renew corporate status; collect and count absentee ballots.
- D. **Treasurer**; shall maintain the membership list and collect dues and fees; provide financial reports; maintain club accounts; maintain inventory of club assets, financial and tangible; secure liability insurance.
- E. **Promotion Chair**; promote club rides and events; develop strategy to retain and increase membership; be the primary point of contact regarding club events; manage the club telephone and respond to general email to the club.
- F. **Education Chair**; promote bike safety and awareness; represent the club in community events such as bike rodeos; assist government affairs chair as needed.
- G. **Government Affairs Chair**; inform the membership of public policy and events that impact cycling; attend hearings and meetings to represent the interests of the club.
- I. **Publication Director**; shall direct production and distribution of the newsletter to the membership and all local bike shops; solicit newsletter advertising.
- J. **Mountain Bike Captain**; shall publish and coordinate ride calendar; promote mountain bike events; provide the newsletter editor with timely news; act as liaison to landowners and trail riding groups.
- K. **Ride Captain** shall; oversee communicate rides information to the Publication Editor; coordinate the club calendar with other clubs.
- L. **Volunteer Coordinator shall**: oversee and coordinate the solicitation of volunteers for club activities and events, communicate with the Board Member, Officer or member responsible for the overall direction of the event and represent the best interests of the Club.
- M **Webmaster shall**: direct the Club's web site design, construction, operation and maintenance, coordinate with Board Members and Officers in the timely publishing of content to the site.
- N **Youth Cycling Advocate shall oversee and work with youth 10-19 on bicycle related activities other than racing or mountain biking and act as liaison for the club to the community in these matters.**
- O. **Major Event Coordinator shall; oversee the** planning of club fund-raising rides and work in concert with other board members in their spheres of responsibility.
- P. **Past President** (non-voting member); provides sage advice and continuity.

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Section 3. Vacant board positions may be filled by nomination and board vote.

ARTICLE VIII: REMOVAL OF BOARD MEMBERS

A board member may be recalled by vote of the general membership as follows: at any general or special meeting having a quorum of 20, by approval of two-thirds of those voting. A board member may be removed by a vote of the board after notice and for good cause such as absenteeism.

ARTICLE IX: BOARD MEETINGS

Section 1. Only Board members shall be entitled to vote at Board meetings. The Past President is a non-voting member.

Section 2. The President may call a special Board meeting by notifying all Board members at least 24 hours in advance.

Section 3. The meeting minutes shall be published in the newsletter to keep the members informed of business conducted.

Section 4. Board action shall require of quorum consisting of seven board members voting. Proxy votes are permitted. Four board members must be present and voting for a vote to be valid.

Section 5. The President shall vote only in the case of a tie.

ARTICLE X: COMMITTEES

Section 1. The Board shall appoint the following standing committees, purposes and members.

A. Budget Committee drafts the budget prior to the January meeting for approval by the Board; consists of the President, Treasurer and Vice-President and up to two additional Club members.

B. Membership Committee promotes and develops Club membership; consists of the Vice-President, Treasurer and Promotion Chair.

C. Nominating Committee recruits and nominates candidates for open board positions; consists of the President, Secretary, Publication Editor, and up to two additional Club members.

Section 2. The Board may appoint special committees as needed.

ARTICLE XI: ADMINISTRATIVE AND FINANCIAL PROVISIONS

Section 1. The Board may authorize any Officer, agent, or employee to enter into any contract or execute and deliver any instrument in the name of and on behalf of CBC. Such authority may be general or limited. The Board shall, however, be informed of all such transactions and a copy thereof kept on file by the Treasurer.

Section 2. No loans shall be entered into on behalf of CBC unless specifically authorized by a resolution of the full Board.

Section 3. No loans shall be made by CBC to its Officers or Directors.

Section 4. All checks, drafts or other orders for payment of money shall be signed by such Officer(s) and/or agent(s) of CBC in such manner as is from

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time to time approved by resolution of the Board. Checks in an amount less than \$500 shall require only the signature of one member of the Board. Checks for \$500 or more shall be signed by at least two members of the Board.

Section 5. All funds of CBC not otherwise employed shall be deposited from time to time to the credit of CBC in such banks, trust companies or other depositories as the Board may select.

Section 6. All books and records of CBC may be inspected by any member or any member's agent or attorney for proper purpose at any reasonable time.

Section 7. The accounting year of CBC shall be the calendar year ending on December 31. The retiring treasurer shall make a year-to-date and a twelve-month ending September 30 financial report at the October general meeting.

Section 9. Membership, board and committee meetings shall be conducted using Robert's Rules of Order, newly revised, as far as applicable and when not inconsistent with a resolution of the Board.

Section 10. No person shall represent them self to be the agent of or present the position of the club without prior board approval.

Section 11. All club expenditures; contracts and agreements shall require approval of the board.

ARTICLE XII: INDEMNIFICATION

To the extent permitted by law, CBC officers and board members shall not be personally liable for actions taken in good faith on behalf of the CBC. CBC shall indemnify and defend a board member who is made a party to any civil action by virtue of his or her action on behalf of the club. CBC may purchase and retain insurance for this purpose.

ARTICLE XIII: ALLIANCES

Section 1. The CBC Board may form alliances, partnerships and associations with other organizations to further its purposes.

Section 2. The CBC may affiliate and partner with other cycling groups, provided that each group is separately incorporated and has its own bylaws and board of directors. The goal shall be to share volunteers and to jointly promote and support bicycling events in the community.

Section 3. The CBC will agree not to sponsor any revenue-generating competitive bicycle racing events, so long as the local bicycle racing group(s) agree to not sponsor any revenue-generating bicycle touring events open to the general public.

ARTICLE XIV: TERMINATION AND DISTRIBUTION OF ASSETS

A quorum of 40% of the current membership may dissolve the club after a resolution by the board and majority approval. Should CBC be dissolved by a vote of its members its assets shall be distributed as follows. Tangible and financial assets of the Club shall be donated to the Bicycle Alliance of

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Washington, or, if the Alliance no longer exists, to a non-profit corporation representing the interests of Washington cyclists designated by the dissolution resolution.

ARTICLE XV: ADOPTION

These bylaws are effective immediately upon ratification by the membership at a General Meeting or Special Meeting for which consideration was announced to the membership in advance.

The undersigned certify that these bylaws were duly approved by the Capital Bicycling Club Membership at a general membership meeting of May 5, 2004.

Position: _____

Position: _____