



## **BYLAWS OF BIKE PRESCOTT INC.**

**ARTICLE I Declaration** The name of this organization shall be Bike Prescott Inc. (“the Club” or “Bike Prescott”). **ARTICLE II Purpose and Powers** The purpose the Club is to encourage, support and promote safe bicycling and the greater Prescott area. In addition to the powers set forth in the Club’s Articles of Incorporation, the Club shall have such powers as are now or may hereafter be granted by the State of Arizona. **ARTICLE III Membership and Dues Section 1.** Membership in Bike Prescott is open to anyone 18 years of age or older who is interested in the sport of bicycling without regard to race, creed, sex, national origin, religious preference or sexual orientation. Any person under age 18 is eligible for Junior Membership in the same manner as an adult membership except that the consent in writing of a parent or guardian is required.

**Section 2.** In order to become a member, each individual must sign a current waiver used by the Club assuming full responsibility for any accident, damage, injury, or loss incurred at any Club sanctioned event or activity.

**Section 3.** The Club reserves the right to cancel any membership at any time for conduct detrimental to the image of the Club; for continual failure to observe the Rules of the Road; for compromising the safety of either himself or fellow riders; or for failure to maintain his equipment in a safe and road-worthy condition. Cancellation will be by a simple majority vote or a quorum of the Board. The vote of the Board would be ratified by a 2/3 majority of the voting members present at the next regular Club meeting. The cancelled member’s dues will be refunded on a pro rata basis.

**Section 4.** The annual membership dues shall be as determined by the Board of Directors.

**Section 5.** Dues shall be due on January 1 of each year and payable at the time of written application for membership. Failure to pay by March 1st will result in being dropped from the membership roster. **Section 8.** Dues from new members who pay after September 15 will be applied to the following year.

**ARTICLE IV Board of Directors Section 1.** General Powers: The affairs of the Club shall be managed by its Board of Directors.

**Section 2.** The Board of Directors shall be composed of the President, Vice President, Secretary, Treasurer, and other positions as determined by the Board. The Board of Directors shall consist of at least 4 and not more than 10 Directors.

**Section 3.** The President shall be the principal executive officer of the Club and shall in general supervise and control all the business and affairs of the Club. She/He shall preside at all meetings of the members and of the Board of Directors. The President or the Treasurer may sign any checks,

contracts or other instruments authorized to be executed. In general, She/He shall perform all duties incident to the office of President.

**Section 4.** In the absence of the President or in the event of her/his inability to act, the Vice President shall perform the duties of the President. When so acting, he/she shall have all the powers of and be subject to all the restrictions upon the President. The Vice President is to help provide arrangements for meetings, arrange for programs and the social part of the general meetings.

**Section 5.** The Secretary will take minutes at Club and Board Meetings and conduct the necessary correspondence of the Club. He/She shall perform all duties incident to the office of Secretary.

**Section 6.** The Treasurer shall have charge and custody of and be responsible for all funds of the Club and deposit all such monies in a timely manner in the name of the Club in a bank approved by the Board of Directors. He/She is to keep a ledger of expenses and income and present a verbal or written report at each meeting of the Club and Board of Directors. He/She shall file any annual or other periodic reports required by governmental entities. Expenditures up to \$500.00 may be made by the Treasurer. The Board of Directors can approve expenditures up to \$1,000. Amounts over \$1,000 must be approved by a majority of the membership present at a general meeting, with the exception of expenses pre-approved for insurance, supplies for general meetings and club social events. The Treasurer shall prepare an annual report at the end of each elected term.

**Section 7.** Members elected to the Board of Directors are encouraged to take an active part in the Club events.

**Section 8.** Any vacancy which may occur shall be filled by a majority vote of the remaining Board of Directors to fill an unexpired term.

**Section 9.** Two members sharing one vote may hold any elected office. One person may hold no more than two offices. The President may not hold an additional office.

**ARTICLE V Meetings and Quorum Section 1.** The annual meeting of the members shall be held between October 15 and December 15 each year at a time and place to be designated by the Board of Directors for the purpose of electing a President, Vice President, Secretary and Treasurer and any other positions designated by the Board and for the transaction of such other business as may come before the meeting. Additional membership meetings can be held as desired by the Board of Directors and the members.

**Section 2.** An annual meeting of the Board of Directors shall be held at a time and place designed by the President and with agreement of a majority of the Board of Directors for the purpose of planning the year's activities, budget and goals. Subsequent meetings may be held as needed throughout the year to conduct the necessary business of managing the Club.

**Section 3.** Special meetings of the members or the Board of Directors may be called by the President or a majority of the Board of Directors. If a quorum of the Directors shall meet at any time and place, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such a meeting, any corporate action may be taken.

**Section 4.** Notice of meetings shall be written, stating the place, day and hour of any meeting of members and shall be delivered to each member entitled to vote at such meeting, not less than five nor more than forty days before the date of such meeting, by the President or persons calling the meeting. In the case of a special meeting, the purpose for which the meeting is called shall be stated in the notice.

**Section 5.** Quorum: The quorum shall constitute the majority of the members present at a general membership meeting. A quorum for the Board of Directors shall consist of a majority of the total Directors.

**ARTICLE VII Election Section 1.** Election of officers shall be held at the Annual Meeting (between October 15 and December 15) for a two-year term. Election is by a majority of members present. All officers shall assume their positions on January 1. It is the responsibility of each retiring officer to turn over any records or files from previous years on or before January 1. The Board may designate the term of any initial officers to be one year to create staggered terms.

**Section 2.** The Board shall present a list of candidates for the offices to be filled no later than the October meeting or before the October newsletter deadline. Additional nominations, with the nominee's approval, may be received from the floor up until the time of election.

**Section 3.** At all meetings, except for the election of officers, the membership will vote by a showing of hands. Written ballots will be used for all elections of officers unless this procedure is waived by a unanimous vote.

**ARTICLE VIII Contracts, Checks, Deposits and Funds Section 1.** Contracts: The Board of Directors may authorize any officer or officers, agent or agents of the Club, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Club, and such authority may be general or confined to specific instances.

**Section 2.** Checks, Drafts, etc.: All checks, drafts or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Club, shall be signed by the Treasurer or the President. These two signatures shall be registered at the bank of agreement with the Board of Directors. All bills shall be presented in writing. Any bills over \$500 shall require a Board of Directors approval. Any bills deemed re-occurring or routine may be paid by the Treasurer without Board approval.

**Section 3.** Limitation of Spending: The Board of Directors may spend no more than \$1,000 without the consent of a majority of members present at a regular meeting. Exception is for the expenditures necessary for insurance, supplies for general meetings and club social events.

**Section 4.** Deposits: All funds of the Club shall be deposited in a timely manner 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.

**Section 5.** Financial Account: Any financial account maintained by the Club shall require two signatures for closure.

**Section 6.** Gifts: The Board of Directors may accept, on behalf of the Club, any contribution, gift, bequest or devise for the general purpose or for any specific purpose of the Club.

**ARTICLE IX Books and Records Section 1.** The Club shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and Board of Directors having any of the authority of the Board of Directors.

**Section 2.** Officers are responsible to transfer the records and notes kept during their term of office and previous years to their replacements. These are to be kept in containers supplied by the Club.

**Section 3.** All books and records of the Club may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

**Section 4.** A simple audit shall be performed annually by the President or appointed representative to verify that the accounting system is orderly and balanced.

**Section 5.** 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 X Indemnification of Members, Directors and Officers.** The members, Directors and Officers of the Club shall be indemnified by the Club to the fullest extent now or hereafter permitted by law in connection with any actual or threatened civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the name of the club or otherwise) arising out of their position in or service to the Club or any other organization at the Club's request. Persons who are not members, Directors or Officers of the Club may be similarly indemnified in respect of such service to the extent authorized at the members, Directors, Officers or other person against any liability, cost or expense incurred in connection with any such action, suit, or proceeding. The provisions of this Article shall be applicable to actions, suits or proceedings commenced after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption thereof. The indemnification herein provided for shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaws agreement, or otherwise.

**ARTICLE XI Parliamentary Authority and Amendments Section 1.** Authority: The authority for all matters of procedure not specifically covered by the Bylaws or other specific customary rules of procedure adopted by the Club shall be the current edition of 21st Century Robert's Rules of Order.

**Section 2. Amendments:** These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by a majority of the Directors at any regular or special meeting, provided that at least ten days written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting. **ARTICLE XII Dissolution** In the event of dissolution of Bike Prescott, the Board shall determine distribution of its assets to such charitable and educational organizations in the community which are tax-exempt from federal income tax, or a successor organization with the same purposes and objectives.