

BY-LAWS OF THE BOWLING GREEN LEAGUE OF BICYCLISTS, INC.
ADOPTED MARCH 1996
REVISED MAY 2007
REVISED DECEMBER 2013

ARTICLE I - NAME

The name of the corporation shall be the Bowling Green League of Bicyclists, Inc., hereinafter referred to as the "Club."

ARTICLE II – PURPOSES

The purpose of the Club is to promote recreation, health and mobility through cycling and cycling-related activities.

We further these purposes by maintaining programs in the areas of touring, racing, commuting, and off-road cycling; by supporting national organizations of like purposes; and by educating our membership and the general public on the benefits of cycling. Maintaining a diversity of programs is a source of strength: casual riders, tourists, mountain bikers, and racers together form one Club; and the assets of the Club, unless designated by the donor for the support of a particular activity, will be used to support the total activities of the Club.

Consistent with our commitment to safety, the Club strongly recommends the wearing of helmets approved by recognized safety standards organizations on all Club or Club-sanctioned rides.

ARTICLE III - MEMBERSHIP AND DUES

Regular Membership shall be an individual age 18 and above. Limited Membership shall be a youth who has a parent or legal guardian who is a Regular Member in good standing with the Club. Family Membership shall be a family or household unit, including dependent children.

The Club shall maintain a non-discriminatory admission policy with membership available to all without regard to race, color, national origin, religion, gender, age, sexual orientation or disability.

The benefits of regular membership shall include the right to vote on all issues subject to membership approval as provided for herein; and to participate in all Club programs and activities. Limited membership carries with it the right to participate in all Club programs and activities except voting on issues subject to membership approval.

Regular members shall pay dues in an amount determined by the Executive Committee which shall be payable on an annual basis. Limited members shall pay dues and assessments as determined by the Executive Committee from time-to-time.

Membership shall be suspended for non-payment of annual dues, but promptly reinstated upon payment of any delinquency. Membership may be terminated at any time for good cause as determined by a 2/3 vote of censure by the Executive Committee. Terminated membership may be restored upon majority vote of the membership at a regular meeting, provided that a quorum is present.

ARTICLE IV – MEETINGS

Membership meetings may be held throughout the year on a quarterly basis at a time and location determined by the Executive Committee. Meetings shall be announced in the regular Club communication channels.

A quorum shall consist of twenty (20%) percent of dues paying regular members.

The membership meeting in the Fall shall be the Annual Meeting, the purpose of which shall be the election of Officers, the filing by the President of the Report of Club Activities, and the filing by the Treasurer of a Financial Report. Notice of the Annual Meeting shall be communicated in the regular Club communication channels at least ten (10) days prior to the meeting.

A Nominating Committee, whose Chair shall be appointed by the president and approved by the Executive Committee, who shall in turn select a minimum of two (2) additional members to serve on the Nominating Committee, shall identify interested candidates and prepare a slate consisting of one or more candidates for each office for presentation at the Annual Meeting. Current officers may not serve on the committee and members of the committee may not stand as candidates for office. The Chair of the Nominating Committee shall insure that the slate of candidates is published to the membership at least fifteen (15) days prior to the Annual Meeting. Notwithstanding the preparation of a slate of candidates, the presiding official at the Annual Meeting shall solicit any nominations from the floor.

ARTICLE V – OFFICERS

The Club officers shall be the President, Vice President, Secretary, Treasurer, and Ride Chair. They must be Club members in good standing and elected by a majority of members at the Annual Meeting. The Officers shall be the Directors of the corporation. The term of all Officers shall be for one year from January 1 to December 31.

A. The President shall be the Club's chief executive who shall be responsible for the overall direction of the Club's activities, for maintaining the quality of all programs and for ensuring that the membership's aspirations for the Club are attained. Among the President's specific duties

shall be presiding at all Club and Executive Committee meetings; and appointing the chair of the Nominating Committee;

B. The Vice President will preside at Club and Executive Board meetings in the absence of the President and will assist the President with his/her duties.

C. The Secretary shall keep a full and complete record of the proceedings of all meetings of the Club. His/her specific duties shall include summarizing meeting minutes for publication in the regular Club communication channels; giving all notices required by law or these By-Laws; maintaining these By-Laws and any amendments thereto; and maintaining a list of Regular club members.

D. The Treasurer shall be the chief financial officer of the Club and shall be responsible for the security of the Club's funds and other assets. His/her specific duties shall include receiving, depositing, accounting for and disbursing all Club funds, or authorizing others to do so, as provided for by these By-Laws and the Executive Committee; maintaining all financial records; making all legally-required filings; presenting a brief financial report at each Executive Committee meeting; and filing with the Executive Committee a written Annual Financial Report for each fiscal year outlining the financial condition of the Club and summarizing the previous year's transactions and events, said Annual Financial Report to be published in the regular Club communication channels.

E. The Ride Chair shall organize, oversee, coordinate and encourage participation in Club Rides. He/she may appoint Ride Leaders to organize Club Rides on a one time or weekly basis. He/she may develop awards for individual or seasonal rides to encourage participation, etc. Among his/her responsibilities shall be to work for inclusion of new and inexperienced riders in our Club Rides.

Any officer may be removed by a 2/3 vote of membership at any membership meeting at which a quorum is present. The unexcused absence of any officer from two (2) consecutive Executive Committee meetings shall be deemed a resignation. Any office vacated during the year shall be filled by appointment as determined by a majority vote of the Executive Committee.

ARTICLE VI - EXECUTIVE COMMITTEE

The Executive Committee shall consist of all current officers and the immediate past Club President. It shall be the governing body of the Club and shall make operational and policy decisions for the Club and act by majority vote, except as otherwise provided herein. The Executive Committee shall insure that the legal affairs of the Club are attended to and that it is adequately protected by liability insurance. The Executive Committee shall not make expenditures or commit the Club's assets for any capital investment or project exceeding \$3000 without the approval of the membership at a membership meeting properly constituted under Article III.

The Executive Committee shall prepare an Annual Report for presentation by the President at the

Annual Meeting of the highlights of Club's activities for the year, including Club membership and trends. It shall also report on activities throughout the year in the regular Club communication channels and at regular membership meetings.

The Executive Committee shall meet at least quarterly at such a time and place as it determines and at such other times as the President may from time-to-time determine. A quorum for the Executive Committee shall be three members. Actions of the Executive Board may be by written or electronic means in lieu of a meeting.

The Executive Committee must approve any Committees or Project Groups recommended by any officer and concur in the appointment of Chairpersons of same, approve establishing separate committee or project accounts, including designation of signatory authority as required.

Upon approval by the Executive Committee, issues of general interest to the membership may be voted upon by mail. Ballots for this purpose shall be prepared by the Secretary with appropriate instructions. This provision shall not apply to the election of officers or amendment of the By-laws.

ARTICLE VII - STANDING COMMITTEES

Standing Committees and Project Groups shall be established as needed by a majority vote of the Executive Committee.

ARTICLE VIII – AMENDMENTS

These By-Laws may be amended by a majority of the membership at any membership meeting at which a quorum is present, provided that written notice of the proposed amendment is given at least ten (10) days prior to the meeting.

All amendments to these By-Laws will be published in the regular Club communication channels.

ARTICLE IX - CORPORATE PROPERTY AND NAME

All property, real, personal, or mixed, legal or equitable, acquired by this Club by grant, purchase, gift, bequest, or devise, shall be its corporate property.

The Club name shall not be employed for any individual gain or benefit. Permission for the use of the name must be granted by the majority vote of the Executive Committee.

ARTICLE X – DISSOLUTION

Upon approval of 2/3 of the Executive Committee a motion to dissolve the Club shall be put to a vote by the membership, a majority of whom must approve, provided however, that at least 10%

of the membership must participate in the voting, providing further, that if at the time the Executive Committee approves such a motion, the membership of the Club stands at less than fifty (50), the motion may be approved at any membership meeting at which a quorum is present. If dissolved by the membership, all Club assets shall be rendered in cash which, after settling any Club debts or obligations, shall be contributed to tax exempt cycling organizations identified and in amounts determined by the Executive Committee.