

BY-LAWS
of
THE TRI-CITY BICYCLE CLUB

Article One
Membership

- Section 1: The membership of the Tri-City Bicycle Club shall consist of:
- a) Individual Membership open to all persons who are interested in the objectives of the Club. Membership is established by payment of membership dues. Each Individual Membership has one vote.
 - b) A Family Membership shall include all family members. Membership is established by payment of Family Membership dues. Each Family Membership is entitled to one vote per Family regardless of the number of members in that Family Membership.
 - c) Membership shall not be based on race, color or religion.
- Section 2:
- a) Meetings for the conduct of Club business and presentation of events of interest to the membership shall be held at least quarterly. The winter quarter meeting shall be held in December for the purpose of electing new officers.
 - b) Special meetings may be called when the President deems it necessary.
- Section 3: At any meeting of the Corporation, 15% of the Memberships present shall constitute a quorum. Each membership so present shall be entitled to one vote subject to the membership specifications in Article One Section 1.
- Section 4: Any member of the corporation may be removed by a simple majority vote of the membership of the corporation at a regular or special meeting of the membership. Notice of such proposed removal must be given to the member sought to be removed prior to the meeting at which the question is to be voted upon.

Article Two
Management

- Section 1: The business and property of the Tri-City Bicycle Club shall be managed by a board of directors. The Board shall consist of the elected officers and the chairpersons of standing committees or their designated representative. The immediate past President shall also be a member of the Board.

- Section 2: The Club officers shall consist of a President, a Vice-President, a Secretary and a Treasurer. The President will appoint chairpersons to the standing committees subject to approval by a simple majority of the club officers.
- Section 3: The Standing Committees shall be the Rides Committee and the Newsletter Committee. The duties of the Standing Committees shall be determined by the Board.
- Section 4: The President may appoint Special Committees or task forces as needed. The chairpersons of these Special Committees are not automatically members of the Board.
- Section 5: The term of office of the Board of Directors of the corporation shall be for one year. The President and Vice President' shall hold no more than two consecutive terms unless they are elected to a different office which qualifies them to be on the Board. Both shall be at least 18 years of age at the time they take office.
- Section 6: The Board of Directors of the corporation shall hold quarterly meetings and such special meetings as the President shall deem necessary for the competent management of the affairs of the corporation. These meetings shall be called by the President or announced by the Secretary.
- Section 7: Each member of the Board of Directors shall possess one vote in matters coming before the Board. All voting at meetings of the Board of Directors shall be by each member in person and voting by proxy shall not be allowed. A quorum shall consist of $\frac{1}{2}$ plus 1 of the Board membership.
- Section 8: Any director may be removed from office by a $\frac{2}{3}$ vote of the memberships at any regular meeting or special meeting of the membership of the corporation. Notice of the proposed removal of a director must be given to such director prior to the date of the meeting at which such removal is to be voted upon. Such notice to the director must state the cause for the proposed removal.
- Section 9: Unexcused absence from two consecutive meetings of the Board of Directors shall be due cause for removal of a director.
- Section 10: Any vacancy occurring on the Board of Directors by reason of the death, resignation, or removal of a director shall be filled by appointment by the remaining Board members. Any such appointment shall require a $\frac{2}{3}$ majority approval by the remaining Board members.

Article Three

Duties of Officers

- Section 1: The President shall preside at all meetings, appoint committees and representatives to other organizations, and shall be an ex-officio member of all committees. The President may make emergency decisions for the good of the Club, as required, between meetings and may recommend to the Board the appointment of any Club member to fill a vacancy of an office until the next election.
- Section 2: The Vice-President shall perform duties of the President when the President is absent, and shall become President in the event of a vacancy in that office. It shall also be the Vice-President's duty to assist the President as necessary. The Vice-President shall be publicity chairman for major events of the Club.
- Section 3: The Secretary shall take minutes at the Board and club meetings and perform other duties as assigned by the President. The Secretary shall submit weekly notices to local newspaper(s) concerning activities of the Club.
- Section 4: The Treasurer shall be responsible for the Club's financial assets and records and shall prepare an annual financial report for presentation to the membership. The financial report shall fairly portray the Club's financial condition as of November thirtieth of each year. All financial records shall be available for inspection by any member of the Club. Treasurer shall be responsible for the receipt and disbursement of funds. The Treasurer shall file annual reports with the IRS.

Article Four

Elections

- Section 1: The President shall appoint a nominating committee of at least three persons at a summer board meeting. The committee shall nominate at least one person for each office and shall announce the slate of nominees at a fall meeting.
- Section 2: The election shall be held by the membership at the December Club meeting. Nominations from the membership will be accepted at the election meeting. Election shall be by voice vote if only one candidate is nominated for each office. If there is more than one candidate for an office, then voting shall be by secret ballot. Ballots shall be counted by the President's designee and the candidate with a simple majority of the votes wins. Only Club

memberships can vote with one vote allowed per family membership.

Section 3: The election shall proceed only if a quorum of the voting memberships is present either in person or by proxy. A quorum shall be defined as in Article One Section 3.

Section 4: Proxy votes will be allowed for any election or for any other club business requiring votes provided such proxy votes are given in writing to another voting member present at the meeting. Proxy votes for elections may also be submitted to the club Secretary provided such proxies are in writing and dated no more than 6 weeks prior to a meeting at which they will be cast.

Article Five

Dues

Annual membership dues shall be established by a two-thirds majority of those voting at a meeting of the Club or submitting a proxy vote; provided that the proposed dues shall be published in the Club's newsletter immediately preceding the meeting at which the dues will be voted upon.

Article Six

Amendments

These bylaws may be amended or repealed by the Board of Directors subject to review and repeal by the membership. Review and repeal by the membership shall require a two-thirds majority of those voting in person or by proxy at a meeting of the Club provided that written notice of the proposed amendment(s) or repealer(s) shall be distributed to the Club Membership at least one week prior to the meeting.

Article Seven

Adoption of By-Laws

The above By-Laws have been adopted on this 21 day of April 1988.

by: [Damon Harris]
Acting President

Attested: [Candace J. Stutz]
Secretary