

BYLAWS OF THE RIVERSIDE BICYCLE CLUB, INC.
A California Nonprofit Corporation



THIRD AMENDED AND RESTATED
Revised September 16, 2015

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I - OBJECTIVES

- 1.1 The objectives for the Riverside Bicycle Club are:
- (a) To promote bicycling for social recreation, health, transportation, and sport;
 - (b) To promote safety and courtesy on the road; and
 - (c) To offer assistance to the community and government agencies to promote a mutually beneficial relationship in bicycling.

II - OFFICES

- 2.1 The Principal Office of the Corporation is located at the address of the club's President.

III - MEMBERS

3.1 Membership

Membership is open to all who support and have an interest in the club's objectives, without regard to race, creed, or origin. The Corporation shall have four classes of members;

3.1.1 Individual Membership, for adults, 18 years and older.

3.1.2 Family Membership, for two or more individuals in the same household; may include teens and minors. (*A parent or guardian must accompany teens and minors at all club activities and rides.*)

3.1.3 Booster Membership, open to those individuals and families who desire to provide financial support to the Corporation in an amount that exceeds the customary membership dues.

3.1.4 Honorary Membership, may be bestowed on an individual whose contribution to cycling has been outstanding. Nomination for honorary membership shall be made by the majority vote of the Board of Directors, hereafter to be referred to as the Board. The members shall, by two-thirds vote of those in attendance at a regular meeting of the members, grant the honorary membership. The members shall approve the term of the membership in the same manner.

3.2 Admission to Membership

Prospective members shall be admitted to the Riverside Bicycle Club (RBC) on the approval of an RBC application submitted to the Board along with the payment of the first annual dues. The Board may delegate this function to the Membership Chair.

3.2.1 The term of individual, family, and booster memberships shall expire twelve months after the initial payment of the dues. (See Bylaw 3.1.4 for Honorary Members.)

3.3 Membership Dues

The annual dues payable to the Corporation by members shall be determined by resolution of the Board. Dues shall be paid in full for the first year of admission to membership and shall be payable annually thereafter. A member may avoid liability for impending dues by resigning from membership, except where the member is, by contract or otherwise, liable for the dues. The dues for special event members shall be paid at such times and in such amounts as is determined at the discretion of the Board.

3.4 Number of Members

There shall be no limit on the number of members the Corporation may admit.

3.5 Membership Records

The Corporation shall keep membership records containing the name, address, and the class of each member. The records shall also contain termination dates on which membership ceased. Records shall be kept at the home or office of the Membership Chair or the principal

office of the Corporation and shall be subject to the inspection rights required by law as set forth in Section 3.6 of these Bylaws.

3.6 Inspection Rights of Members

Subject to the Corporation's right to set aside a demand for inspection pursuant to Section 8331 of the Corporations Code and the power of the Court to limit inspection rights pursuant to Section 8331 of the Corporations Code, and unless the Corporation provides a reasonable alternative as permitted by Section 8331, any member or group, for a purpose reasonably related to such person's or groups' interests as a member, may inspect and copy the record of all the members' names, addresses and voting rights. The member or group shall state the purpose for which the inspection rights are requested.

3.7 Non-liability of Members

A member of the Corporation shall not solely, because of such membership, be personally liable for the debts, obligations, or liabilities of the Corporation.

3.8 Termination of Membership

The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

(a) The membership will automatically lapse for non-payment of dues.

(b) Suspension from membership: Any member may be suspended by a two-thirds vote of the Board for violation of Riverside Bicycle Club rules or for other actions detrimental to the general objectives and/or best interests of the club. Before suspension, the member shall be notified by or at the request of the President, and shall be given a reasonable opportunity to be heard by the Board. Any member ordered suspended by the Board shall have the right to appeal one time only to the membership at any general meeting called for that purpose. A majority of members present and voting at a legally constituted meeting may order the suspension set aside. In the event of suspension, the Board will determine an appropriate suspension period after which the suspended member may approach the Board for reinstatement. The membership card must be surrendered immediately upon suspension. Re-instatement can be attained by a two-thirds vote of the Board.

3.9 Effect of Termination

All rights of a member in the Corporation and in its property shall cease on the termination of membership. Termination shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, or fees, or arising from contract or otherwise. The Corporation shall retain the right to enforce any such obligation or obtain damages for its breach.

IV - MEETING OF THE MEMBERS

4.1 Monthly General Meetings

General membership meetings shall be held monthly or as designated by the Board. A notice with the time, place, date, and purpose of any meetings will be listed in the monthly newsletter.

4.2 Special Meetings

The Board may call special meetings of the members. Five percent or more of the members of the Corporation may call special meetings of the members where the purpose is lawful and relevant to club activities. A notice with the time, place, date, and special purpose of the meeting will be listed in the monthly newsletter.

4.3 Quorum

A quorum at any meeting of the members shall consist of ten percent of the voting power, represented in person or by absentee ballot. A simple majority is required to pass an issue. In the absence of a quorum, any meeting of members may be adjourned by the vote of a majority of the voters present, but no other business may be transacted.

4.4 Voting of Membership

4.4.1 Adult members are entitled to vote on every matter submitted to the members.

4.4.2 Members entitled to vote shall vote in person or by a written absentee ballot.

4.5 Conduct of Meetings

4.5.1 The Chairman of Meetings shall be the President of the Corporation. If absent, the Vice President, or if they are absent, any other person chosen by a majority of the voting members present, shall be the Chairman of the meetings of the members.

4.5.2 The Secretary of the Corporation shall act as the Secretary of the meeting of members. If absent, the Chairman of the meeting shall appoint another person to act as Secretary of the meeting.

4.6 Inspectors of Election

4.6.1 In advance of any meeting of members, the Board may appoint one or more persons, other than candidates for office, as inspectors of the election to act at the meeting and any adjournment thereof. If the inspectors of the election are not so appointed, the Chairman of any meeting may appoint inspectors of the election of the meeting.

4.6.2 The inspectors of the election shall perform the following duties:

(a) Determine the number of voting memberships represented at the meeting and the existence of a quorum;

(b) Receive, count, and tabulate all votes in order to determine the results; and

(c) Conduct the election or vote with fairness to all members. The inspectors shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practicable.

(d) Inspectors must cast their votes before counting starts.

V - BOARD OF DIRECTORS AND CONDUCT OF MEETINGS

5.1 Number

The Corporation shall have nine elected Officers. Collectively, the Officers shall be known as the Board of Directors, or the Board.

5.2 Selection

The Board shall consist of the nine elected Officers. Elections will be held at the Annual Meeting of the Corporation. In the event that Officers are not elected at the meeting, the Officers who served for the preceding calendar year shall serve until the members elect new Officers.

5.3 Compensation

The Officers shall serve without compensation.

5.4 Meeting of the Board

Meetings shall be held monthly or as designated by the Board. The time, date, and place of the next monthly meeting should be determined at each monthly meeting. A notice with the time, place, date, and the agenda of any meeting will be e-mailed to the Officers at least two days prior to the meeting.

5.4.1 Special meetings of the Board may be called by either the President, the Vice President, the Secretary, or any two other Officers. The special meetings shall be held on four days' notice delivered by telephone or electronically.

5.4.2 Quorum and Transactions of the Board. Five or more Officers are required to be present to conduct a meeting and transact business. A simple majority vote of the Officers is required to pass all issues, unless otherwise provided in these Bylaws.

5.4.3 The Chairman of Meeting of the Board shall be the President of the Corporation. If absent, the Vice President, or if they are absent, any other person chosen by a majority of the voting members present, shall be the Chairman of the meeting of the board members.

5.4.4 Adjournment. A majority of the Officers present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the Officers who were not present at the time of the adjournment.

5.4.5 Non-Board Member Attendance. Meetings of the Board are closed to members, except upon special invitation of the Board. Members invited to attend a meeting of the Board are required to limit their presence and participation to the purpose for which they were invited by the Board.

5.5 Removal of Officers

5.5.1 Recall of Officers by the Board. An Officer may be recalled if that Officer fails to fulfill the duties of that office as set forth in these Bylaws. The Board shall notify that Officer in writing of such non-performance. If the Officer continues to fail to fulfill the duties of the office, the Board, by majority vote, may remove that Officer and appoint a replacement in accordance with Article 5.8.1. Any Officer may be removed from the Board if their conduct is deemed to be continually antagonistic or counter-productive, or if the board deems the Officer's conduct to be inconsistent with the mission of the club. An Officer may be removed at any time by a majority vote of the Board. If an Officer fails to remain a member in good standing or misses three meetings of the Board in a 12-month period without delivering written proxies, the Board may declare the position vacant and then appoint a replacement in accordance with Article 5.8.1.

5.5.2 Recall of Officers by Members. A petition stating the grounds for the recall and signed by at least five percent of the membership shall be presented to the Board. Grounds to support a recall include: dereliction of duty, negligence, or actions not in accordance with the purposes of the club. The Secretary (or President if the Secretary is the one charged) shall certify the petition within 10 days of its delivery to the Office. The Board will, at its next meeting, schedule a special meeting as prescribed in Article 5.4.1 to conduct the recall election and the duties of the named Officer will be assumed by other Board members pending the outcome of the recall election.

5.6 Vacancies

The Board may declare an Office vacant on the occurrence of any of the following:

- (a) The Officer has been declared of unsound mind by a final order of court; or
- (b) The Officer has been convicted of a felony; or
- (c) The Officer has been found by a final order or judgment of any court to have breached duties imposed by Section 7238 of the Corporations Code on Directors who perform functions with respect to assets held in charitable trust.

5.7 Resignation of an Officer

Any Officer may resign effective on giving written notice to the President, Secretary, or the Board. If the resignation is effective at a future time, a successor may be elected to take office when the resignation takes effect.

5.8 Vacancies on the Board

Vacancies shall exist on the death, resignation, or removal of any Officer; whenever the number of Officers authorized is increased, and on the failure of the members in any election to elect the full number of Officers authorized.

5.8.1 Vacancies on the Board shall be filled by a majority vote of a meeting of the members where a quorum is present. The members may nominate and elect an Officer at any time to fill a vacancy on the Board.

VI - OFFICERS OF THE CORPORATION

6.1 Number and Titles

The officers of the Corporation shall be a President, Vice President, Secretary, Membership Chair, Treasurer, Road Ride Chair, Mountain Bike Chair, Communications Coordinator, and a Public Relations Chair or other titles as needed. Officers may hold only one office concurrently, and no office shall be held by more than one person at the same time.

6.2 Duties of Officers

6.2.1 The President is the general manager and chief executive officer of the Corporation. He or she shall preside at all meetings, execute the policies of the Corporation, and supervise all club activities. The President shall represent the Corporation in its relationships, dealings, and activities with other organizations and individuals.

6.2.2 The Vice President shall assist the President in the conduct of the administrative affairs of the club and perform such other duties as may reasonably be assigned by the President. The Vice President shall succeed to the office of the President if the office becomes vacant. The Vice President shall act for the President in their absence from a meeting of the members or of the Board.

6.2.3 The Secretary shall attend all meetings of the Board and shall record minutes of the proceedings and votes taken on matters at said meetings. The Secretary shall perform all of the duties incident to this office as required by these Bylaws and be responsible for official communications, inquiries, and requests addressed to the Corporation. The Secretary shall prepare appropriate responses to communications, inquiries and requests as directed by the Board.

6.2.4 The Membership Chair shall collect membership dues for delivery to the Treasurer. The Membership Chair shall be responsible for keeping complete and accurate records of the membership and shall mail membership cards to members upon receipt of the annual dues.

6.2.5 The Treasurer shall have custody of all funds that are the property of the Corporation. The Treasurer shall receive dues and other moneys on behalf of the Corporation and deposit them to the Corporation's account in such financial institutions as are designated by the Board. He or she shall be in charge of the payment of all debts and obligations of the Corporation and shall maintain accurate books of account that properly reflect the true financial status of the Corporation.

6.2.6 The Road Ride Chair shall plan regular rides and activities for the members of the Corporation. Shall be responsible for the planning of all special annual ride routes in advance of the ride date. Shall provide details of club riding activities and scheduled rides to the Editor of

the Corporation's newsletter in sufficient time for notice of such activities to be given to the members of the Corporation, and shall have authority to appoint ride leaders for each club activity.

6.2.7 The Mountain Bike Chair shall organize and implement an effective riding program that is responsive to the needs and desires of the members of the Corporation interested in mountain biking.

6.2.8 The Communications Coordinator shall be responsible for the club-wide communications, including editing and publishing the monthly newsletter, maintaining the website, club emails, etc. Also is responsible for content of all media used to distribute information about the club, receives reports and submissions from RBC Officers for distribution to the membership, and publishes relevant notices and articles submitted by other bicycling organizations.

6.2.9 Public Relations Chair shall promote the interests and objectives of the Corporation as directed by the Board.

6.3 Terms of Office

Each Officer shall serve for the term of one calendar year commencing on the first day of the January immediately following his or her election. There are no term limits.

6.4 Nomination

At least sixty days prior to the November meeting of the members of the Corporation, the President shall appoint a nominating committee consisting of not less than three members of the Corporation, at least one of whom shall be an Officer. The nominating committee shall submit a slate of nominees for each office of the Corporation at the November meeting subject to the following provisions:

(a) No person shall be eligible for office who has not reached his 18th birthday.

(b) No person shall be eligible for office as President or Vice President who has not been a member of the Corporation for at least one year.

Nominations shall be accepted from any member at the October and November meetings of the members, in addition to those of the nominating committee.

VII - CORPORATE RECORDS AND REPORTS

7.1 Record Keeping

The Corporation shall keep in written form adequate and correct records of account and minutes of the proceedings of its members, Board, and Board Committees. The Corporation shall also keep a record of its members, giving their names and addresses and the class of membership held by each, and the Articles of Incorporation and Bylaws as amended to date.

7.2 Annual Report

The Corporation shall notify each member yearly of the member's right to receive a financial report pursuant to Corporations Code Section 8321(a). Except where the Corporation does not have more than 100 members or more than \$10,000.00 in assets at any time during the fiscal year, on the written request of a member, the Board shall promptly cause the most recent annual report to be sent to the requesting member. The annual report shall be prepared not later than 120 days after the close of the Corporation's fiscal year.

7.3 Annual Statement of Certain Transactions And Indemnifications

The Corporation shall furnish annually to its members a statement of any transaction or indemnification described in Corporations Code Section 8322(d) and if such transaction or

indemnification took place. Such annual statement shall be affixed to and sent with the annual report notification described in Section 7.2.

VIII - MISCELLANEOUS

8.1 Amendments to Bylaws

Bylaws may be amended by a majority of the votes cast in a referendum of the membership conducted at a general meeting. A month prior to voting at the general meeting, the proposed amendment shall have been presented to the club members electronically, and have appeared in one email announcement and publication on the club's website.

The Board, or any ten or more members, may propose amendments to these bylaws. Amendments proposed by ten or more members shall be submitted to the Secretary in writing and shall be signed by each member.

8.2 Record of Amendments

Whenever an amendment or new bylaw is adopted, it shall be copied in the book of Bylaws with the original Bylaws. If any Bylaw is repealed, the fact of the repeal with the date of the repeal shall be recorded in the book.

CERTIFICATE OF THE SECRETARY OF
THE RIVERSIDE BICYCLE CLUB, INC.

I hereby certify, as acting Secretary of the Riverside Bicycle Club, Inc., that the foregoing Third Amended and Restated Bylaws constitute the Bylaws of the Riverside Bicycle Club, Inc. as duly adopted by a vote of the Membership on September 16th, 2015.

DATED: October 14th, 2015

Brad Markin, RBC Secretary

_____, Secretary