

BYLAWS
CHANNEL ISLANDS BICYCLE CLUB
A California Unincorporated Association

Article I Name of Association

The name of this unincorporated association is Channel Island Bicycle Club (CIBike).

Article II Purpose of the Association

The association shall be organized and operated exclusively for social welfare purposes as described herein. Subject to the limitations set forth in the Articles of Association, the purposes of this association shall be to engage in any lawful activity, none of which is for profit, for which associations may be organized under Section 501(c)4 of the Internal Revenue Code (or its corresponding future provision)

The association's primary purpose is to promote bicycling for recreation, health, sport and transportation.

Article III Membership

Section 3.01 Eligibility

Any person who supports the above purposes is eligible to apply for membership.

Section 3.02 Categories

The association shall have two (2) categories:

- (1) Single membership for any one individual;
- (2) Household membership for two or more individuals residing at the same address.

Section 3.03 Dues

All members shall pay dues in such amounts as shall be determined from time to time by resolution of the board of directors. Dues paid to the association become the property of the association and any severable or individual interest of any members terminates upon such payment. Renewal dues shall be payable on a schedule as determined by the board of directors.

Section 3.04 Membership Term

The membership term shall be a minimum of twelve (12) calendar months. The board of directors may permit purchase of membership for longer periods of time. Membership shall automatically terminate for nonpayment of dues, terminating all rights and privileges in the association.

Article IV Meetings of Members

Section 4.01 Place and Time

Meetings of members shall be held in Ventura County at a place to be designated from time to time by the board of directors. The time and place of meetings will be announced to all members and with at least 15-day notice. At a minimum, a meeting of members will be held at least once per year.

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Section 4.02 Regular Meetings

Members shall meet regularly as determined by the board of directors. Directors and officers shall be elected as prescribed in Articles V and VI of these bylaws at the meeting held in November of each year.

Section 4.03 Special Meetings

Special meetings of members shall be called by the president or secretary or any two (2) directors of the association and held at such times and places within Ventura County as may be ordered by resolution of the board of directors or not less than ten (10) percent of the voting members of the association. Special Meetings will be announced to all members with at least a 15-day notice.

Section 4.04 Quorum

Twenty-five (25) members in good standing shall constitute a quorum.

Article V Directors

Section 5.01 Qualifications

Any individual member of this association is qualified to be a director hereof.

Section 5.02 Election

Directors shall be elected by the members present in person at the meeting of the association in November. If, in the instance of open positions remaining, an election will be scheduled per Section 5.07.

Section 5.03 Terms of office

Each director and officer shall be elected for a period of one year, and shall serve from January 1 to December 31 in any calendar year.

Section 5.04 Duties

It shall be the duty of the directors:

- (1) To perform any and all duties imposed on them collectively or individually by law, by the Articles of Association of the association or by these bylaws.
- (2) To employ such officers, agents, and employees as may be authorized from time to time by the vote or written consent of the majority of the board of directors.
- (3) To supervise all officers, agents and employees of this association to assure that their duties are properly performed.
- (4) To register their addresses with the secretary of the association, and notices of meetings sent to them at such addresses shall be valid notices thereof.

Section 5.05 Compensation and Expenses

Directors will serve without compensation, other than be reimbursed for expenses related to board service, upon the approval of the board of directors.

Section 5.06 Removal

The entire board of directors, or any individual director, may be removed from office at any time by the vote of a majority of the members of the association attending a special meeting announced for

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this purpose and attended by a quorum of 25 members. If any or all directors are so removed, new directors may be elected at the same meeting and they shall hold office for the remainder of the terms of the removed directors. If new directors are not elected at such meeting, the vacancy or vacancies created by the removal shall be filled as provided in Section 5.07 hereof.

Section 5.07 Vacancies

- (1) Vacancies in the board of directors shall exist (1) on the death, resignation or removal of any director; (2) whenever the number of directors authorized by the Articles of Association is increased by an amendment to the Articles of Association; and (3) on failure of the members in any election to elect the full number of directors authorized.
- (2) Vacancies shall be announced to all club members with a minimum of 15 days prior to election of the replacement. Election of the replacement will be by a majority vote of the board of directors.
- (3) Vacancies shall be filled by a majority of the remaining directors, provided there are at least four directors remaining.
- (4) A majority of members of the association may elect a director at any time to fill a vacancy not filled by the directors as provided in part (b) of this section. Should fewer than four director positions remain filled, the vacancies shall be filled by a majority of the members present at a regular or special meeting of members called for that purpose, provided a quorum is present and at least a 15-day notice of the meeting was given to all members.
- (5) Persons elected to fill vacancies shall hold office for the unexpired terms of their predecessors, or until their removal or resignation as provided in these bylaws. The unexpired term will not count against the two-year term limit.

Section 5.08 Meetings of the board of directors

- (6) Regular meetings of the board of directors shall be held at least quarterly in the County of Ventura, the time and place to be determined by majority vote of the board of directors.
- (7) Special meetings of the board of directors may be called by the president or by the majority of the Board at such time and place as may be designated. Special meetings will be announced at least 15 days in advance.
- (8) A quorum will consist of at least one half (50%) of the members of the board of directors.
- (9) A majority vote of participating board members shall decide all matters unless otherwise provided in these bylaws. Voting may occur via phone participation in the meeting. E-mail voting may be permitted provided there is no objection from any member of the board.
- (10) Meetings may be held by telephone or telecommunications in which all participating directors may hear each other. Participating in such a meeting shall constitute presence in person at the meeting.

Article VI Directors

Section 6.01 Election

Any individual member of the association is eligible to be an officer or director hereof. The officers shall be elected by members at a general meeting announced for the election of officers. The officers selected shall be president, membership director, rides director, programs director, secretary, treasurer, public relations director, director at large and grants director. The immediate past president shall also serve on the Board of Directors for one year after relinquishing the office of president.

Section 6.02 Term of Office

All officers shall serve a term of one year, or until their successor assumes the duties of office, whichever is later, with a limit of two consecutive years for any given office.

Section 6.03 Members of the Board of Directors

All directors, as identified in Section 6.04 shall be voting members of the board of directors, and will be counted as part of the nine (or ten including the immediate past president while serving) members of the board of directors.

Section 6.04 Duties

- (1) President - Shall be the chief executive officer of the association and shall in general, subject to the control of the board of directors, supervise and control the affairs of the association.
- (2) Secretary - Shall keep, or cause to be kept a book of minutes of all meetings and actions of the directors, committees and members with the time and place of holding the regular or special meetings, and if special how authorized, the notice given, the names of those present at such meetings and the number of members present or represented at members' meetings and the agendas of such meetings. Shall also keep, or cause to be kept, a record of the association's members, showing the names and addresses of all members. Shall give, or cause to be given, notice of all meetings of the members and of the board of directors required by the by-laws. Shall also keep a separate running record of all approved policy resolutions/decisions by the board for easy reference. In the absence of the president, the secretary shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on the president in accordance with Section 6.05.
- (3) Membership director - Shall receive applications for membership, issue membership cards, and maintain the membership roster.
- (4) Programs director - Shall be responsible for providing programs at the membership meetings as well as for special events that may occur from time to time, as approved by the board of directors.
- (5) Rides director - Shall be in charge of developing rides, designing and publishing route slips, and the preparation and publication of ride schedules.
- (6) Public Relations director - At the direction of the board of directors responsible for ensuring that the association's reputation within the community is held in the best regard and esteem. Responsible for maintaining contact with media and community organizations to publicize the club's plans and accomplishments.
- (7) Grants director - Shall receive all grant applications from qualified nonprofit and governmental organizations and may chair a grant committee, consisting of volunteers approved by the grants director and the board of directors. Will review all applications and will recommend suitable action on all applications, reporting to the board of directors for review and/or approval or amendment to the committee's recommendations.
- (8) Treasurer - Shall be the chief financial officer and shall keep and maintain adequate and correct accounts of the association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains or losses, capital earnings and other matters customarily included in financial statements. The treasurer shall: a) have charge and custody of, and be responsible for, all funds and securities of the association, and deposit all such funds in the name of the association in such banks or other depositories as shall be selected by the board of directors; b)

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disburse the funds of the association as may be directed by the board of directors, taking proper vouchers for such disbursements; c) keep and maintain adequate and correct accounts of the association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses; d) exhibit the financial records to any director or agent thereof upon request; e) render an account of their transactions as treasurer and of the financial condition of the association to the president or directors upon request; and f) prepare and certify the financial statements to be included in any required reports. The Treasurer should prepare the financial statement and submit the financial files to a CPA for preparation of the association's tax return.

(9) Director at Large - While no specific duties or responsibilities are assigned, is available to assist any and all members of the Board of Directors in the performance of their duties, actions and plans. This board position has a term of one year.

(10) Past President - While no specific duties or responsibilities are assigned, is available to assist any and all members of the board of directors in the performance of their duties, actions, and plans. This board position has a term of one year.

Section 6.05 Succession of President

The president shall automatically be succeeded by the secretary, who shall act as an interim president until a successor president is elected by the membership at a special meeting.

Section 6.06 Appointed Positions

The board of directors shall appoint such positions, as deemed necessary, to carry out the needs of the association. These may include newsletter editor, web master, fundraising chair(s), government liaison, nominating chair, Cool Breeze Chair(s), etc. The board of directors will determine the duties and responsibilities of each position. Holders of appointed positions shall serve for one-year terms, are not voting members of the Board of Directors, and are eligible for unlimited reappointments.

Article VII Books, Records and Reports

Section 7.01 Funds

The association shall keep complete books and records of accounts, income, and expenses of the association.

All funds of the association shall be deposited to the credit of the association in such banks or other depositories as the board of directors may select.

Section 7.02 Disbursements

Each disbursement shall be made by check authorized by the treasurer, or in the absence of the treasurer by either the president, membership director or secretary in that order.

Section 7.03 Accounting Year

The accounting year for the association shall be chosen by the board of directors, in accordance with federal and state tax regulations.

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Section 7.04 Bonding

The officers, and other such persons as the board may designate, may be bonded by a fidelity in an amount set by the board and paid by the association.

Section 7.05 Budget

As soon as possible after election of an incoming board of directors and officers, the budget committee shall compile a budget of estimated income and expenses for the coming accounting year. After the board has been seated the budget committee shall submit such budget to the board of directors for approval within 60 days.

Section 7.06 Annual Report to Members

- (1) Each year, each member may direct a written request for a copy of the most recent annual financial report and shall promptly be sent same by the treasurer.
- (2) No later than 60 days after the close of the accounting year, the current treasurer shall prepare an annual financial report containing a balance sheet, and an income statement for the year. The report shall be accompanied by either a report by an independent accountant, or if there is no such report, then a certificate by the treasurer of the association that the statement was prepared without audit from the books and records of the association.
- (3) Within 30 days following the election of any officer, the association shall provide Conflict of Interest Disclosure statements for all directors and officers in the manner provided for giving notice of meetings to members.

Section 7.07 Inspection by Directors

Every director has an absolute right at any reasonable time to inspect all books, records and documents of any kind and the physical properties of the association.

Section 7.08 Records Management and Retention

The association shall maintain records in accord with a Records Management and Retention policy approved by the board of directors and consistent with any applicable state and federal regulations.

Article VIII Indemnification

The association shall indemnify its officers and directors to the fullest extent allowed by California law.

Article IX Principal Office

The principal office of the association shall be located at the residence of its duly elected president, or at such other place that may be designated by the board of directors.

Article X Amendments

These bylaws may be amended or altered by two thirds (2/3) vote of the board of directors or by a majority of the members present at any regular or special meeting, provided notice for the members includes the proposals for amendments. Any proposed amendment or alteration shall be submitted to the board and the membership, as the case may be, in writing, at least thirty days before the meeting at which they are to be acted upon.

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Article XI Association Dissolution

Upon the dissolution or winding up of the organization, all assets remaining after payment, or provision for payment, of all debts and liabilities of this organization shall be distributed to a nonprofit fund, foundation or association which is organized and operated exclusively for charitable purposes consistent with the purposes of the Channel Islands Bicycle Club and which has established its tax-exempt status under Section 501(c) (4) of the Internal Revenue Code.

Article XII Political Limitation Clause

No substantial part of the activities of this organization shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the organization shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ADOPTION

We, the undersigned directors and officers of the association hereby consent to, and do adopt the foregoing bylaws, consisting of seven pages, as the Bylaws of said association.

Dated: 10 December 2017

President

Sohail Roshan-Zamin

Secretary

Leslie Oden

Membership Director

Sohail Roshan-Zamin

Treasurer

Kate Faulkner

Programs Director

Robert W. Burr

Rides Director

Bir Faulkner

Public Relations Director

Margaret A. Mathews

Grants Director

Patricia L. Mendenhall

Director at Large

Patricia L. Mendenhall

Past President

H. B. Mendenhall