

## BYLAWS OF THE CASCADE BICYCLE CLUB

### Article I - Name

The name of this organization is the Cascade Bicycle Club ("CBC").

### Article II - Purpose

The purpose of Cascade Bicycle Club is to encourage bicycle riding to promote a healthy life style, provide recreational opportunities and demonstrate that cycling is a practical means of transportation. This purpose will be accomplished by: a) providing bicycle safety education programs and other resources for the community; b) conducting rides and other bicycle related events; c) providing services to the Club membership; and d) advocating increased support for cycling among the public, government agencies, and elected officials.

### Article III - Offices

The principal office of CBC shall be located at its principal place of business or such other place as the Board may designate.

### Article IV - Membership

Section 1. Membership shall be open to all persons who support the purposes of CBC. Membership is established by submitting a membership form and paying the dues.

Section 2. Membership in good standing requires that dues be fully paid. If any membership payment is in arrears for over thirty (30) days, that membership shall be terminated. Full payment of dues will reinstate the membership with a new anniversary date thus being established.

Section 3. Annual dues rates for various categories of membership shall be established by the Board.  
(As amended October 2008)

#### 2006 Amendment

No member shall represent their views as those of neither Cascade nor its affiliates without the written permission from the Executive Director or the Board of Directors. No member shall discriminate against, libel, or otherwise harm the reputation or person of another member. Failure to uphold this Code of Conduct may result in a permanent expulsion from the Cascade Bicycle Club. Expulsions are at the sole discretion of the Board of Directors and require a majority agreement of the Board.

## **Article V - Membership Meetings**

Section 1. An Annual Business Meeting shall be held on the second Tuesday of October of each year at which time Directors are elected and such other business is to be conducted as may properly come before the meeting. (As amended October 2008)

Section 2. An Extraordinary Business Meeting may be called by the Board by giving at least thirty (30) days written notice of such a meeting to the members. Any item of business may be considered and acted on at such a meeting. Non-receipt of a notice by any member shall not invalidate the proceedings of any Extraordinary Business Meeting.

Section 3. A Special Meeting of members of CBC may be called at such time and place as the Board may determine. The notice of a Special Meeting shall state the business to be transacted thereat and no other business shall be considered at that meeting. A petition signed by at least one hundred (100) voting members, or five percent (5%) of the total membership, whichever is greater, shall require the Board to convene a Special Meeting. At least fifteen (15) days written notice of a Special Meeting shall be given to the members, but the non-receipt of such notice by any member shall not invalidate the proceedings of any Special Meeting.

Section 4. A quorum at any Membership Meeting shall be one-fifth (1/5) of the total number of those eligible to vote, or twenty-five (25) votes by actual presence, whichever is the lesser number.

## **Article VI - Voting Rights, Elections, and Amendments**

Section 1. The right to vote in CBC affairs shall be vested in members in good standing and each such member shall be entitled to one vote.

Section 2. The Secretary shall keep on file at the principal place of business of CBC, least five (5) days before each Business and Special Meeting, a complete record of the members entitled to vote at such meeting.

Section 3. All Board Members shall be elected by a plurality of votes at the Annual Business Meeting. Written notice of the Annual Business Meeting, that includes a listing of the candidates for Board of Directors positions, shall be delivered to all current members at least thirty (30) days prior to the Annual Business Meeting. Ballots listing the candidates for Board of Directors positions shall be mailed to all current members during the last fifteen (15) days of September. Votes may be cast: a) by mailing an absentee ballot to the address specified on the ballot postmarked no later than the date of the Annual Business Meeting or b) by delivery of the ballot to the Annual Business Meeting. The votes shall be tabulated at the Annual Business Meeting and certified four (4) days later when all mailed ballots have been tabulated. The Club reserves the right to establish policies and procedures to insure that each person voting is a member in good standing and has cast only one vote. *(Section revised 8/12/97)*

Section 4. Proxy voting shall be allowed by the membership and by the Officers and Directors. To be effective, a written and signed proxy shall be delivered to the Secretary prior to the vote during which the proxy representation is to be effective designating the person who shall vote in place of the member, Officer, or Director at the specific scheduled meeting. A written proxy shall be effective for only one meeting. A new written proxy must be provided to the Secretary by the member, Officer, or Director prior to each meeting during which such representation is desired.

Section 5. All actions at Business, Special, and Board meetings shall be passed by simple majority, except for elections and amendments to the Articles of Incorporation and these Bylaws.

Section 6. The Articles of Incorporation and these Bylaws may be amended by a resolution of the Board and then passed by a majority vote of not less than two-thirds (2/3) of the members voting at a Business or Special Meeting of CBC. Written notice of proposed changes to the Articles of Incorporation and/or these Bylaws shall be provided to all current members at least sixty (60) days prior to the meeting during which such a vote is to take place.

Section 7.

#### **Article VII - Officers** *(Article revised 8/12/97)*

Section 1. The Officers of CBC shall be a President, Vice President, Secretary and Treasurer. Officers shall be elected by the Board of Directors from among the members of the Board at the January Board meeting following the election. All officers shall hold office for a period of one (1) year, which will count as part of their 3-year term on the Board.

Section 2. In the event of the resignation, demise, or removal of any Officer, the Board shall appoint a Cascade Bicycle Club member from current Board members or the general membership to fill that vacancy for the remainder of the term.

#### **Article VIII - Directors** *(Article revised 8/12/97, October 2006 and October 2008)*

Section 1. There will be a maximum of twenty one (21) members of the Board of Directors who shall be elected by the members at the Annual Business Meeting and hold office for a period of three (3) years, their terms being arranged so that one-third of the total authorized number of Director positions will be elected each year.

Section 2. Directors shall assume office on January 1st following the election.

Section 3. In the event of the resignation, demise, or removal of a Director, the Board shall appoint a Cascade Bicycle Club member in good standing to fill that vacancy until the end of the current calendar year. At the next Annual Business Meeting the membership shall elect a person to complete the unexpired term of office. The newly elected director shall assume office on January 1st following the election.

Section 4. All Directors shall be members in good standing as defined in Article IV of these Bylaws.

#### **Article IX - Removal of Officers or Directors**

Section 1. An Officer or Director may be recalled by the membership in the following manner: A petition stating the grounds for the recall and signed by at least one hundred (100) members or five percent (5%) of the membership, whichever is greater, 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 so 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 V to conduct the recall election and the duties of the named Officer or Director will be assumed by other Board members pending the outcome of the recall election.

## 2007 Amendment

Any board member may be removed from the Board if their conduct is deemed to be continually antagonistic or counter-productive, or if the board deems the Board Member's conduct to be inconsistent with the mission of Cascade. A Board Member may be removed at any time by a two-thirds majority vote of the Board at large or by unanimous agreement of the Executive Committee (comprised of the four officers: President, VP, Secretary, and Treasurer).

Section 2. If an Officer or Director fails to remain a member in good standing or misses three (3) meetings of the Board in a 12 month period, without delivering written proxies in accordance with the provisions of Article VI, the Board may declare the position vacant and then appoint a replacement in accordance with Article VII or VIII as appropriate.

Section 3. If an Officer fails to fulfill the duties of his or her office as set forth in these Bylaws, the other members of 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 other members of the Board, by unanimous vote, may remove that Officer and appoint a replacement in accordance with Article VII.

## **Article X - The Board of Directors** *(Article revised 8/12/97 and October 2008)*

Section 1. The Cascade Bicycle Club Board of Directors shall consist of a maximum of twenty-one (21) elected directors. Each director must be a Club member in good standing. Each year in advance of the Annual Business Meeting, the Board shall set the maximum number of directors that shall serve on the Board for the coming year; that number shall not be less than nine (9) and not be greater than twenty-one (21). The size of the Board shall not be reduced if it would have the effect of terminating a director's tenure prior to the expiration of his or her 3-year term.

Section 2. The Board of Directors may appoint a Club member in good standing to serve an interim term of one year with a two-thirds majority vote of the standing Board. The 1-year interim term shall begin to run from the time of the Annual Business Meeting, although the appointed director may serve in full capacity from the date of appointment by the Board if the appointment is made prior to the Annual Business Meeting. Thereafter, for a board-appointed director to remain on the Board, he or she would need to be placed on the slate of candidates for election by the Nominating Committee and duly elected to a full 3-year term by a plurality of votes of Club members at the Annual Business Meeting.

Section 3. The Board may meet to conduct business, adjourn and otherwise regulate their meetings as they shall determine, provided only that there shall be at least two meetings during each quarter of the calendar year.

Section 4 The quorum for a meeting of the Board shall be six (6) members present. No official business may be conducted in the absence of a quorum.

Section 5 Any member in good standing is eligible to serve on the Board of Directors a maximum of six consecutive years, plus, if initially appointed by the Board, the initial interim-term described in Section 2.

## **Article XI - Eligibility to Hold Office**

Eligibility to serve as an Officer or Director shall be open to all members in good standing.

## **Article XII. - Duties and Powers of Officers and the Board.**

Section 1. The President shall preside at all meetings of CBC.

Section 2. The Vice President shall, in the absence of the President, perform the duties of the President, and when so acting, shall have all of the powers and responsibilities of the President. The Vice President shall also be responsible for maintaining the official copy of the Articles of Incorporation, these Bylaws, and all currently approved policies and procedures that the Board may, from time to time, adopt.

Section 3. The Secretary shall: a) attend all meetings of CBC and the Board and record minutes of all proceedings arising therefrom; b) verify monthly that Officers and Directors are members in good standing; c) maintain the voting list and certify the results of elections; d) record and compile all actions approved by the membership at Business and Special Meetings as well as all actions of the Board; and e) perform other duties as assigned by the Board.

Section 4. The Treasurer shall: a) keep all books of account; b) conduct such financial transactions as may be authorized by the Board; c) file all required tax returns and pay all tax liabilities in a timely manner; d) monitor and maintain the Annual Budget as approved by the Board; and e) prepare an annual financial report for distribution in writing to the Board and to the membership.

Section 5. No Officer or Director of CBC may be employed by CBC, nor participate in the profits of any contract with CBC, nor vote on the matter of a contract with CBC if he or she is the owner, officer, director or shareholder of any contracting concern, company or corporation.

Section 6. The affairs of CBC shall be managed by the Board in accordance with the laws of the United States of America, the laws of the State of Washington, the CBC Articles of Incorporation and these Bylaws.

## **Article XIII - Committees**

Section 1. The Board shall appoint such ad hoc and standing committees as the Board deems necessary to carry on the business of CBC.

Section 2. At least four (4) months prior to the Annual Business Meeting, the President shall appoint a Nominating Committee of not less than three members, at least two of whom are current directors. The Nominating Committee shall be responsible for the preparation of a slate of directors to stand for election at the Annual Business Meeting. At the same time that the Nominating Committee is appointed, the President shall arrange for publication in the next Cascade Courier and posting on CBC's website a notice to the General Membership advising of the appointment of the Nominating Committee, and inviting members to submit suggested names to the Nominating Committee for consideration for inclusion on the slate of candidates for director. The slate of directors recommended by the Nominating Committee shall be presented to the Board not later than its August Board meeting for the Board's review and approval. The final slate submitted to the General Membership for election at the Annual Business Meeting shall include those candidates for director recommended by the Nominating Committee and approved by the Board of Directors.

(As amended October 2008)

Section 3. The Board shall appoint from among its members an Executive Committee consisting of the President and four (4) other Officers or Directors which may transact business on behalf of the Board during

the intervals between Board Meetings. All actions of the Executive Committee shall be reported to the full Board at its next meeting and are subject to ratification by the Board. All such actions shall, when taken in good faith and in conformance with these Bylaws, be supported by the Board.

Section 4. The Board shall appoint a Budget Committee consisting of the Treasurer as chair and at least two (2) other CBC members who will develop and present a budget for the next year to the Board no later than the October Board Meeting. The Board will adopt a final budget for the following year at its November meeting. All members of CBC may suggest items for inclusion in the budget in accordance with procedures adopted by the Board.

Section 5. The President shall serve as an ex officio member of all committees of the Board.

Section 6. The President shall appoint the Chairpersons for all standing and ad hoc committees subject to the ratification by a simple majority of the Board. These people shall serve in this capacity at the discretion of the President and may be removed at any time, with the approval of a simple majority of the Board.

#### **Article XIV - Administrative and Financial Provisions**

Section 1. The Board may authorize any Officer, agent, or employee to enter into any contract or execute and deliver any instrument in the name of and on behalf of CBC. Such authority may be general or limited. The Board shall, however, be informed of all such transactions and a copy thereof kept on file in the Office.

Section 2. No loans shall be entered into on behalf of CBC and no evidence on indebtedness shall be issued in its name unless specifically authorized by a resolution of the full Board.

Section 3. No loans shall be made by CBC to its Officers or Directors.

Section 4. All checks, drafts or other orders for payment of money, notes or other evidences on indebtedness issued in the name of CBC, or in the name of one of its committees shall be signed by such Officer(s) and/or agent(s) of CBC in such manner as is from time to time approved by resolution of the Board.

Section 5. All funds of CBC not otherwise employed shall be deposited from time to time to the credit of CBC in such banks, trust companies or other depositories as the Board may select.

Section 6. All books and records of CBC may be inspected by any member or any member's agent or attorney for proper purpose at any reasonable time.

Section 7. CBC shall not have a corporate seal.

Section 8. The accounting year of CBC shall be the calendar year ending on December 31. There shall be an annual review of CBC's financial books and records as of the closing of each calendar year by an independent accountant.

Section 9. The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, as far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

#### **Article XV - Indemnification**

To the full extent permitted by the Washington Nonprofit Corporation Act, as amended or reenacted, CBC shall indemnify, defend, and hold harmless any person who was or is a party or is threatened to be made a party to any civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the right of CBC or otherwise) by reason of the fact that he or she is or was a Director, Officer, employee or agent of CBC, or is or was serving at the request of CBC as a Director, Officer, employee, or agent, whether for profit or not for profit, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding. The Board may, at any time, approve indemnification of any person which CBC has the power to indemnify under the Washington Nonprofit Corporation Act. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract. CBC may purchase and maintain indemnification insurance for any person to the extent provided by applicable law.

#### **Article XVI - Termination**

Should CBC at any time terminate or cease to exist and function, its remaining assets of whatsoever kind shall be distributed to the League of American Wheelmen and the Bicycle Federation of Washington on an equal basis.

*Adopted by vote of general membership 10/12/93;*

*Articles/Sections amended 8/12/97, October 2001, October 2006 and October 2008*