

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. (CIBC)

Article II Purpose of the Association

The Association shall be organized and operated exclusively for social welfare purposes. 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 as a means of recreation, health and sport.

Article III Membership

Section 3.01 Eligibility

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

Section 3.02

The Association shall have two categories:

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

Section 3.03 Dues

All members shall pay annual dues in such amounts that 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 or before the beginning of the member's anniversary month after joining the Association.

Section 3.04 Membership Term

The membership year shall be twelve (12) calendar months. 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. Meetings of members shall be held at a place to be designated from time to time by the Board of Directors.

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 annual 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 the State of California 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.

Section 4.04 Quorum

Nine (9) 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 annual general meeting of the Association in November. Directors shall be eligible for re-election provided they continue to meet the qualifications for office.

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:

- (a) To perform any and all duties imposed on them collectively or individually by law, by the Articles of Association or by these Bylaws.
- (b) 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 members of Association.
- (c) To supervise all officers, agents and employees of this Association to assure that their duties are properly performed.
- (d) To register their addresses with the Secretary of the Association, and notices of meetings mailed 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. 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

(a) 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.

(b) Vacancies shall be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director.

(c) 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 all of the Directors become vacant and there is consequently no Director left to fill vacancies, 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.

(d) 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.

Section 5.08 Meetings

(1) Regular meetings of the Board of Directors shall be held at least quarterly, the time and place to be determined by the majority vote of the Board of Directors.

(2) 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.

(3) A quorum will consist of one-third of the members of the Board of Directors.

(4) A majority vote shall decide all matters unless otherwise provided in these Bylaws.

(5) Meetings by telecommunication may be held by telephone or telecommunications in which all Directors participation may hear each other. Participating in such a meeting shall constitute presence in person at the meeting.

Article VI Officers

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 the annual meeting. The Officers selected shall be President, Vice President Membership, Vice President Rides, Vice President Programs, Secretary, Treasurer, Vice President Public Relations, Director at Large, Grant Coordinator, Newsletter Editor. The immediate Past President shall also serve on the Board of Directors for a period of 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.

Section 6.03 Members of the Board of Directors

All Officers shall be voting members of the Board of Directors, and will be counted as part of the ten (or eleven including the immediate past President while serving) members of the Board of Directors.

Section 6.04 Duties

(1) President - The 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. The president shall perform all duties incident to his office and such other duties as may be required by law, by the Articles of Association of this Association, or by these Bylaws, or which may be assigned from time to time by the Board of Directors or the members.

(2) Vicepresident: Membership - In the absence of the President the vice-president 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. The Vicepresident shall have other powers and perform other such duties as may be prescribed by law, by the Articles of Association of this Association, or by these Bylaws, or which may be assigned from time to time by the Board of Directors or by the members.

The Vicepresident shall receive applications for membership, issue membership cards, maintain membership roster and records

Programs - 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.

Rides - Shall be in charge of developing rides, designing and printing route slips, and the preparation and publication of ride schedules.

Public Relations - At the direction of the Board of Directors responsible for ensuring that the Club's reputation within the community is held in the best regard and esteem. Responsible for maintaining contact with local newspapers and other media to publicize the club's plans and accomplishments in the community.

Grants - Shall receive all grant applications from qualified non-profit organizations and will chair the Grant Committee, consisting of volunteers approved by the Vice President 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.

Secretary - Shall keep, or cause to be kept, at the principal office of the Association or such other place as the Board of Directors may direct, 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 at the principal office as determined by resolution of the Board 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 Bylaws.

Treasurer - Shall be the chief financial officer and shall keep and maintain, or cause to be kept and maintained, 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 books of account shall be open to inspection by any Director at all reasonable times. The treasurer shall render to the President and Directors, upon request, an account of all transactions and of the financial position of the Association. The treasurer shall deposit all monies and all valuables in the name and to the credit of the Association with such depositories as may be designated by the Board of Directors. All monies received from the Cool Breeze Century fund-raiser and other monies received through fund raising activities shall be deposited to an account separate from, and not commingled with, income from club members' dues and similar income. The treasurer shall have other powers and duties as may be directed by the Board of Directors or by the membership.

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.

Newsletter Editor - Will publish, or cause to be published, a regular newsletter for distribution to all members, and such other persons or organizations as may be directed by the Board of Directors.

The newsletter will report the minutes of all meetings, and will also show the ride schedules and other club activities and functions. The newsletter content shall be determined and approved by the Editor from all items solicited for publications, when determined by the Editor to be of interest to the membership.

Section 6.05 - Succession of Officers

In the event of an officer's death, resignation, disability or disqualification, other than the President's, the Board of Directors shall appoint a successor, who shall serve the uncompleted term of the officer being replaced. The President shall automatically be succeeded by the Vice President Membership.

Article VII Books, Records and Reports

Section 7.01 Funds

All monies paid to the Association shall be placed in the general operating fund, except for monies generated by fund raising activities which shall be kept in a separate fund and not commingled with the general operating fund.

Section 7.02 Disbursements

Each disbursement shall be made by check signed by the treasurer, or in the absence of the treasurer by either the President, Vice President Membership or Secretary in that order.

Section 7.03 Accounting Year

The accounting year for the Association shall end on December 31.

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 30 days.

Section 7.06 Annual Report to Members

(a) Each year, each member may direct a written request a for copy of the most recent annual financial report and shall promptly be sent same by the Treasurer.

(b) Not later than 120 days after the close of the accounting year on December 31, the Association shall prepare an annual financial report containing a balance sheet, an income statement for the year, and the information required by Section (c) herein. 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.

(c) Within 120 days after the close of the accounting year, the Association shall prepare and give to each member a statement of any transaction with the Association in which any Director or Officer had a direct or indirect material financial interest.

(d) The statement in section (c) shall be given to each member in the manner provided for giving notice to meetings to members. This requirement may be satisfied by sending the annual report containing this statement.

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.

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 a two-thirds vote of the Board of Directors or by a majority of the members 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 or the membership, as the case may be, in writing, at least thirty days before the meeting at which they are to be acted upon.

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 8/17/05