ARTICLE I- PURPOSE

The Madison Area Bicycle Club, Inc. [club] is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The charitable purposes include the promotion of cycling for transportation recreation, fitness, sport, and social interaction. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE II- MEMBERSHIP

Section 1. Qualifications- Membership is attained by paying the annual dues required by the Board of Directors. Failure to pay annual dues when assessed automatically terminates membership in the club.

Section 2. Dues- Membership dues shall be determined from time to time by the club Board of Directors. Dues shall be individual or family. Family dues may be determined based upon the number of family members to be engaged in membership activities.

Section 3. Discipline – A member may be suspended for thirty days from all member rights, privileges, and activities including voting rights by a three-fourths vote of the then elected and qualified Board of Directors. The member facing suspension shall be notified of pending Board action by certified mail at least forty-eight hours before commencement of the meeting. Any members shall be allowed to attend the disciplinary Board meeting. Grounds for discipline may be disregard for safety on club rides, misuse of club funds or property, or misrepresentation of club policy. A member may be expelled for one year or permanently from all membership privileges and activities, including voting rights by a vote of a majority of members. Voting procedures may be determined by the Board. Expulsion may not be voted upon by the membership unless placed before the membership by a three-fourths vote of the then elected and qualified Board of Directors and after announcement in the club newsletter that expulsion of the named member on specified grounds is being considered.

Section 4. Discrimination- In accordance with applicable state and federal law the club shall not discriminate against any identified protected classes in accepting membership or conducting club business.

ARTICLE III: MEETINGS OF MEMBERSHIP

Section 1. Place of meeting – Meetings of the membership shall be held at a place and time designated by the Board of Directors.

Section 2. Regular meetings of membership – Regular meetings of the membership shall occur quarterly by the end of March, June, September, and December of each year. The Board of Directors shall designate the dates and times and announce them to the members prior to the meetings via email. Meeting times or locations may be altered as needed to allow for maximum participation. Changes will be announced in advance with a minimum one-week notice.

Section 3. Special meetings of the membership – A special meeting of the membership may be called at any time by a majority of the then elected Board of Directors, or by a petition signed by

not less than ten percent of the membership.

Section 4. Special meetings of the Board of Directors- From time to time special meetings of the Board of Directors may be called to plan, receive information, and discuss proposed actions. These meetings may be called by any member of the Board of Directors. No action requiring approval of the membership shall be taken at such special meetings.

Section 5. Quorum- A minimum of two members of the Board of Directors constitutes a quorum for meetings of the membership.

Section 6. Agenda of the quarterly meetings of the membership- Quarterly meetings of the membership shall include the following:

* Treasurer’s report/presentation of bills
* Secretary’s report of prior meeting minutes
* Old business
* Committee reports
* New business
* Closing

Section 8. Annual meeting of the membership- The December meeting will also be an annual meeting which will include the seating of officers elected for the following year as determined below.

Section 7. Attendance will be recorded for all meetings

ARTICLE IV: MEMBERSHIP / VOTING, PROXIES AND ELECTIONS

Section 1. Voting Rights – Each member shall have one vote on each matter submitted to the vote of the members. A vote may be cast orally, in writing, or electronically.

Section 2. Manner of Acting – When an action is to be taken by vote of the membership, it shall be authorized by a plurality of the votes cast unless otherwise required by the Articles of Incorporation or of applicable law. All election results shall be reported to the members in a manner to be determined by the Board of Directors. In regards to the election of officers, such report shall list all candidates, both write-in and published, along with total votes received.

Section 3. Proxies – Members of record may vote at any meeting, either in person, or by proxy, if the proxy is in writing, is executed by the member, and is notarized. No proxy shall be valid after thirty days after its execution date. All proxies must be filed with the Secretary of the meeting before being voted. Such proxies shall entitle the holders thereof to vote at any adjournment of such meeting, but shall not be valid after the final adjournment thereof.

Section 4. Voting by mail or email – The Directors may determine the items to be voted upon at meetings or via notice to all members to vote via email. For purposes of email voting, each response from a member’s email address recorded with the Secretary as an individual membership shall count as one vote. Email voting responses from email addresses of record for family memberships shall be recorded as votes for the number of recorded members for the family unless otherwise indicated in the emailed vote.

Section 5. Fixing of the record date – For the purpose of determining members entitled to notice of or to vote at any meeting of members or an adjournment thereof, or members entitled to receive the allotment of rights, or for the purpose of any other action, the Board of Directors may fix a date as the record date for such determination of members, such date to be not less than ten days nor more than sixty days before the date of the meeting or any other action to be taken. If the record date is not fixed then the record date for determination of members entitled to notice of or to vote at a meeting of members shall be the close of business on the day next preceding the day on which notice is given, or if no notice is given, the day next preceding the day on which the meeting is held. The record date for determining members for any purpose other than that specified in subsection shall be the close of business on the day on which the resolution of the Board relating thereto is adopted. When a determination of members entitled to notice of or to vote at any meeting of members has been made as provided in this section, such determination shall apply to any adjournment thereof, unless the Board fixes a new record date under this section of the adjourned meeting.

Section 6. Nomination and election of Board of Directors and officers – The officers of this club shall be as follows: President, Vice President, Secretary, and Treasurer. Candidates for these positions shall be nominated by a Nominating Committee appointed by the President in July of each year. At the option of the Nominating Committee, the positions of Secretary and Treasurer may be combined. Upon appointment, the Nominating Committee shall seek volunteers to run for the respective offices. The Nominating Committee shall report a list of candidates for vote in September of each year. Nominations will close at the time of report and cannot be reopened, except upon the petition, or the affirmative vote of the majority of the membership. Members shall vote either by mail or email by the end of October of the respective year. The person receiving the highest number of votes cast for any one position shall be elected. The Secretary shall record the vote and report the results as noted in Section 2 above.

Section 7. Waiver of notice – Attendance of a person at a meeting of members, in person

or by proxy, constitutes a waiver of notice of the meeting, except when the member attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE V: BOARD OF DIRECTORS

Section 1. General Powers – The business and affairs of the club shall be managed by its Board of Directors.

Section 2. Qualifications, number and term of Directors – Directors shall be members in good standing of the club. The number of Directors shall be determined at the time of nomination of officers but shall be no less than three nor more than four. Each Director shall hold office for the term of one year. The Directors shall be elected President, Vice President, Secretary, Treasurer, or at the option of the membership, the positions of Secretary and Treasurer may be combined.

Section 3. Duties – The President shall act as Chairperson of the Board, shall have authority for the general and active management of the club, shall preside over all membership meetings and shall prepare and deliver periodic reports of club activities to the members via email. The President shall act at the direction of the Board, when fulfilling his/her role as stipulated in all contracts entered into by the club. The Vice President shall act in the President’s absence and perform all such other duties as delegated by the President. The Secretary shall record and file the minutes of all meetings, shall prepare and conduct all elections of Directors, and shall perform such other duties as delegated by the Board. The Treasurer shall keep account of all

bills and receipts, shall have control of and be responsible for the funds and financial records of the club, shall prepare and deliver accounting reports at the quarterly membership meetings, shall file all required state and federal financial reports, and shall perform such other duties as delegated by the Board. In addition, the officers of the corporation shall be charged with such duties as, and authority as usually pertains to such officers in a corporation as required by applicable state and federal law and regulations.

Section 4. Power to appoint other officers and agents, and establish committees – The

Board of Directors shall have the power to appoint and subsequently remove such other officers and agents as the Board may deem necessary for the transaction of the business of the Madison Area Bicycle Club, Inc, and also the power to establish such committees as considered necessary to conduct club business. The President, or any other member of the Board, can serve on any committee.

Section 5. Special meetings – Special meetings of the Board can be held upon the request of any member of the Board, or the presentation to any member of the Board of a petition of any member requesting such a special meeting. Notice of special meetings shall be made by email to all club members at least three days prior to the meeting.

Section 6. Attendance of a Director at such a special meeting constitutes a waiver of notice of the meeting, except where the Director attends the meeting for the express purpose of objecting to the transaction of any business the meeting is not lawfully called or convened.

Section 7. Participation by communications equipment – A member of the Board may participate in the meeting, by means of conference telephone, or similar communications equipment, by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this method constitutes presence in person at the meeting.

Section 8. Quorum – A quorum for the transaction of business exists when two members of the Board of Directors attend a meeting. A vote of the majority of the members present at a meeting at which a quorum is present constitutes action of the Board.

Section 9. Vacancies – Vacancies of the Board of Directors shall be filled by the remaining members of the Board and each person so elected shall be a Director and officer until his/her successor is elected by the members at the next annual membership election, or at any special meeting called for that purpose.

Section 10. Action without a meeting – Action may be taken by the Board without a meeting if all members of the Board, either severally or collectively, consent thereto in writing or by email to the action. The consent shall be recorded and filed with the minutes of the proceedings of the Board and shall be published online and sent to all members. All such action of the Board shall be subject to rejection by the membership present at the next regularly held membership meeting. By majority vote members present shall make null and void any Board action taken without a meeting.

Section 11. Removal of directors – A majority of the Board of Directors, or ten percent

of the membership, by petition or by vote at a meeting may demand a recall election of any Director. The Secretary shall prepare ballots with the following proposition: “Shall \_\_\_\_\_\_ (name of Director) be removed from the office of \_\_\_\_\_\_\_? Check one: \_\_\_\_\_ yes, \_\_\_\_\_\_ no.”

The Secretary shall establish a recall voting date not less than fifteen nor more than sixty days after demand and shall mail or personally deliver to the record date membership the ballots not less than ten nor more than sixty days before the voting date. The names and addresses of the members as of the record date shall be available to any member without charge. A Director may be removed by a majority of votes cast by members in person, or by proxy, at a membership meeting at which a quorum is present.

Section 12. Compensation – No Director shall receive compensation for service, but any

Director or member may receive reimbursement for costs and expenses in the pursuit of the club’s business, upon resolution for reimbursement by the Board.

Section 13. Conflict of interest- Whenever a Director or committee member has cause to believe that a matter to be voted on would involve them in a conflict or possible conflict, he or she shall announce the potential conflict. If the Board or committee member is uncertain as to whether a conflict or potential conflict exists, he or she may request the Board to determine the existence of such conflict. The Board shall decide by majority vote whether a Board or committee member is in conflict. If a conflict is found to exist the Board or committee member shall abstain from participating in and voting on such matter.

Section 14. Records and reports- All summaries, notes, minutes, and records of the club shall be retained by a designated member of the Board and shall be open to inspection by any club member.

Section 15. Rules of order – Unless otherwise stated in the bylaws, the protocols established in Roberts Rules of Order shall be followed at all meetings.

ARTICLE VI: CORPORATION

Section 1. State of incorporation- The Madison Area Bicycle Club, Inc. has been incorporated as an Indiana Non-Profit Domestic Corporation effective January 14, 2016.

Section 2. Fiscal year- The fiscal year will be the period ending December 31 each year. The first fiscal year of the club will be from January 14, 2016 to December 31, 2016 with each fiscal year thereafter to be from January 1 to December 31.

ARTICLE VII- DISTRIBUTION OF ASSETS UPON DISSOLUTION OR FINAL LIQUIDATION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII AMENDMENTS

These by-laws may be altered or amended by majority vote of the membership. All changes to the by-laws are to be in compliance with applicable state or federal law for tax-exempt non-profit corporations. Proposed changes in by-laws may be presented by any member of the club at any quarterly meeting or via email to the Secretary. Prior to vote, the current by-law and the proposed change or additional by-law will be communicated to the membership via email. The change will then be voted upon in a manner to be determined by the Board.