

BYLAWS OF SHASTA WHEELMEN, INC.

Approved: August 7, 2023

ARTICLE 1. OFFICES

Section 1.01. - Principal Office

The principal office of the corporation (also referred to herein as, “the club”) for the transaction of business is located in the City of Redding, County of Shasta, California.

ARTICLE 2. MEMBERS

Section 2.01 - Classes of Membership and Rights

The club shall have two (2) classes of members: Individual and Lifetime. The property and other rights, interests, and privileges of each member shall be equal. No member shall hold more than one membership in the club.

Section 2.02 - Number of Members

There shall be no limit to the number of members the club may admit.

Section 2.03 - Qualifications

Any person aged 18 years old or over and paying the prescribed club membership dues shall be eligible for membership in the club.

Section 2.04 – Admission

An applicant shall be admitted to membership in the club after completing and submitting an application, and upon paying the dues as prescribed by the Board of Directors.

Section 2.05 - Dues

- (a) All Individual Members are subject to the payment of dues annually.
- (b) The club Directors, with the approval of the membership, are authorized to establish the amount of the dues based on the annually approved club budget.
- (c) In consideration of setting the dues, the Directors shall consider existing and projected operating expenses, club projects and promotion of community, state and national cycling events consistent with the Club’s Mission Statement.

Section 2.05 – Dues (continued)

- (d) In fixing the amount of said dues, the Directors shall state the purpose for which the dues are required and the time and manner of payment.
- (e) In fixing the amount of said dues, the Directors shall prescribe the method of collection, and the method of collection shall be stated in the notice required herein.
- (f) Lifetime Members shall be exempt from paying dues.

Section 2.06 - Donations

A voluntary donation system may be used to support the Club activities. Distribution of the funds collected shall be proposed by Directors and approved by the general membership. A yearly report on the distribution of these funds shall be included in the year-end financial report.

Section 2.07 – Assessments

Members shall not be subject to assessments.

Section 2.08 - Non-Liability of Members

No member of the club shall be personally liable for the debts, liabilities, or obligations of the corporation.

ARTICLE 3. MEETINGS OF MEMBERS

Section 3.01 – Meetings

Meetings shall be held at least once monthly at such time and place as the Board of Directors shall determine, except when holidays conflict.

Section 3.02 - Special Meetings

Special Meetings of members shall be called by the Board of Directors and held at such times and places as may be ordered by the Board of Directors or by not less than ten (10) percent of the members of the club.

Section 3.03 – Notice

Notice of time and place of meetings shall be made available to all members by way of the club newsletter, the club website, or other means as are deemed necessary and appropriate, at least seven (7) days prior to such meeting. The notice shall be given by the Secretary or other person designated by the President.

Section 3.04 - Contents of Notice

Notice of meetings of members shall specify the place, the day, and the hour of the meeting, and the general nature of the business to be transacted.

Section 3.05 - Voting Rights

Members have equal voting rights in the corporation. Each member is entitled to one (1) vote on all matters submitted to a vote of the members. Voting at duly held meetings shall be by voice vote, except as otherwise expressly provided in these Bylaws. Election of Directors, however, shall be by ballot.

Section 3.06 – Remote Voting

Remote voting may occur in exceptional circumstances as determined by the Board. Voting remotely by email or electronically during times of health and safety circumstances when members are not able to attend a regular meeting may be allowed.

Section 3.07 - Cumulative and Fractional Voting

Cumulative voting for the election of Directors or otherwise shall not be authorized.

Section 3.08 - Proxy Voting

Members shall not be permitted to vote or act by proxy.

Section 3.09 – Quorum

A quorum shall consist of five (5) percent of the eligible voters at the time of the meeting notification.

Section 3.10 - Loss of Quorum

The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 3.11 - Conduct of Meetings

(a) Meetings of members shall be presided over by the President of the club, or, in his/her absence, by the Vice President, or, in the absence of both, by a chairperson chosen by a majority of the members present.

Section 3.11 - Conduct of Meetings (continued)

The Secretary of the club shall act as Secretary at all meetings of members, provided that in his/her absence the presiding officer shall appoint another person to act as Secretary at the meeting.

(b) Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, or with the Articles of Incorporation of this corporation.

(c) The approved Club Secretary's Minutes shall be the official record of the club and kept electronically on file as part of the club newsletter.

ARTICLE 4. OFFICERS AND BOARD OF DIRECTORS

Section 4.01 - Number

(a) The words "Directors," "Board," and "Officers" as used in the Articles of Incorporation or in these Bylaws in relation to any power or duty requiring collective action, mean the Board of Directors.

(b) The authorized number of Directors shall be five (5) until changed by amendment to the Articles of Incorporation or by an amendment to these Bylaws duly adopted by the members. The Directors shall be the elected officers of the corporation: President, Vice President, Secretary, Treasurer, and the immediate Past President.

(c) The Board of Directors may choose to invite a subject matter expert or key committee chairperson, as non-voters, to participate in any Board Meeting.

Section 4.02 - Qualifications

Any member of the club is eligible to be elected as a Director of the corporation.

Section 4.03 - Election and Term of Office

At the November meeting of the members, a nominating committee shall be appointed by the President. No officer who is standing for re-election shall serve on the committee. It shall be the duty of the committee to propose a slate of Officers for the following calendar year. The slate shall be published in the December newsletter and a ballot presented at the December meeting of members. At that time nominations will be accepted from the floor and Officers shall be elected individually to the positions listed in Section 4.01. Each Officer shall serve for a term of one (1) year, commencing January 1st. Incumbent Officers shall hold office through December 31st.

Section 4.04 - Removal of Directors

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 club at any duly noticed meeting. 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 Director(s). If new Director(s) are not elected at such meeting, the vacancy or vacancies created by the removal shall be filled as provided in Section 4.05 hereof.

Section 4.05 – Vacancies

- (a) Vacancies - 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 is increased; and (3) On failure of the members in any election to elect the full number of Directors authorized.
- (b) Declaration of Vacancy - The Board of Directors may declare vacant the office of a Director: (1) If he/she is declared of unsound mind by an order of court, or finally convicted of a felony; or (2) If within sixty (60) days after notice of his/her election he/she does not accept the office either in writing or by attending a meeting of the Board of Directors.
- (c) Filing Vacancies by Directors - When a vacancy of a Director occurs, a new Director shall be voted upon by a majority of club members at a general meeting, or a special meeting called for that purpose at which a quorum is present.
- (d) Resignation Effective at Future Date - If the Board of Directors receives the resignation of a Director tendered to take effect at a future time, either the Board or the members may elect a successor to take office effective as of the date the resignation occurs.
- (e) Term of Office - A person elected Director to fill a vacancy shall hold office for the unexpired term of his/her predecessor.
- (f) Reduction of Number - A reduction of the authorized number of Directors does not remove any Director prior to the expiration of his/her term of office.

Section 4.06 – Compensation

Directors shall receive no compensation for their services.

ARTICLE 5. BOARD MEETINGS

Section 5.01 – Board Meetings

Regular meetings shall be held as needed and at such time and place as may be designated by the Board of Directors. Meetings of the Board may be called by the President, or if he/she is absent or unable to or refuses to act, by the Vice President or by any two Directors, and such meetings shall be held at the place designated by the person or persons calling the meetings.

Section 5.02 – Notice

The Secretary, or other person designated by the President, shall give electronic notice of the time and place of meetings of the Board to each Director at least seven (7) days prior to the date of the meeting.

Section 5.03 - Quorum

Three out of five Directors shall constitute a quorum for the transaction of business.

Section 5.04 - Majority Action as Board Action

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present, is the act of the Board of Directors, unless the law, the Articles of Incorporation of this corporation, or these Bylaws require a greater number.

Section 5.05 - Validation of Meeting Defectively Called or Noticed

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum is present and provided that either before or after the meeting each of the Directors not present signs a waiver of notice, or a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 5.06 - Conduct of the Meetings

(a) Except as otherwise expressly provided in these Bylaws, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

Section 5.06 - Conduct of the Meetings (continued)

- (b) All meetings of Directors shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent or in conflict with these Bylaws.
- (c) Meetings of Directors shall be presided over by the President of the corporation, or in his/her absence by the Vice President, or, in the absence of both, by a chairman chosen by a majority of the Directors present. The Secretary of the Corporation shall act as Secretary of the Board of Directors. In case the Secretary is absent from any such meeting, the presiding officer may appoint any person to act as Secretary for the meeting.

Section 5.07 - Action by Unanimous Written Consent Without Meeting

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors. Any certificate or other document filed under any provision of law which related to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Bylaws of this corporation authorize the Directors to so act. Such action shall be prima facie evidence of such authority.

Section 5.08 - Non-Liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligation of the corporation.

ARTICLE 6. OFFICERS' DUTIES

Section 6.01 - Duties of the President

The President shall be the chief executive officer of the corporation and shall in general, subject to the control of the Board of Directors, supervise and control all of the business and affairs of the corporation. He/she shall perform all duties incident to his/her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. He/she shall preside over all meetings of the members and meetings of the Board of Directors.

Section 6.02 - Duties of the Vice President

The Vice President shall, in the absence or disability of the President, or in the event of his/her refusal to act, perform all the duties of the President, and when so acting, shall have the powers of, and be subject to the restrictions on the President. He/she shall have such other powers and perform such other duties as may be imposed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed from time to time by the Board of Directors.

Section 6.03 - Duties of the Secretary

The Secretary shall:

- (a) Keep Minutes of Meetings – The club’s meeting minutes shall be recorded and kept in a secure digital location set up by the corporation. The minutes shall record all meetings of the Directors and of the members, recording therein the time and place of holding, whether regular or special, and notice thereof given the names of those present at Directors meetings, the number of members present at members’ meetings, and the proceedings thereof.
- (b) Perform Other Duties - In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, of which may be assigned to him/her from time to time by the Board of Directors

Section 6.04 - Duties of the Treasurer

The Treasurer shall:

- a) Prepare, with the consensus of the Board of Directors, an annual budget at the beginning of the fiscal year to support the operating costs, mission statement and goals of the club for that year.
- (b) Deposit Funds and Render Statements - Deposit all moneys of the corporation with such depositories as are designated by the Board of Directors, disburse such funds as may be ordered by the Board, and render to the President or to the Board, on request therefore, statements of the financial condition of the corporation.
- (c) Maintain Accounts - Keep and maintain adequate and correct books of account showing the receipts and disbursements of the corporation and an account of its cash and other assets.
- (d) Open Books to Inspection - Keep such books of account open to inspection by any Director or member at all reasonable times.
- (e) Fiscal Statement - Prepare a Fiscal Statement not less than sixty (60) days following the end of the fiscal year and shall be made available for review by members at the first general meeting following its preparation.

Section 6.04 - Duties of the Treasurer (continued)

Fiscal Statements shall include all balances, income and expenses.

(f) Perform Other Duties - In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him/her from time to time by the Board of Directors.

(g) Prepare and present at quarterly general membership meetings a budget performance report showing cumulative expenditures to budget for that year.

Section 6.05 – Compensation

Officers of the corporation shall serve without compensation.

Section 6.06 - Non-Liability of Officers

The Officers shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

ARTICLE 7. COMMITTEES

Section 7.01

The corporation shall have such committees, with such members, to perform such functions as shall be designated from time to time by the Board of Directors, or as agreed upon at general meetings.

ARTICLE 8. CONDUCT OF MEMBERS

Section 8.01 – All members of the club shall maintain respect for each other and act in a manner that is in the best interest of the club. The Board of Directors retains the right to revoke membership of any club member by a vote of three out of five Directors.

ARTICLE 9. MISCELLANEOUS PROVISIONS

Section 9.01 - Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

