

Bylaws of the San Jose Bicycle Club

Article I. Name

Section 1. Name

The name of the organization shall be the "San Jose Bicycle Club", hereinafter referred to as the corporation.

Article II. Purpose

Section 1. Specific Purpose

The specific purpose of this corporation shall be to teach and promote the sport of bicycling, with a particular emphasis on bicycle safety for all ages, to encourage junior development, and to foster bicycling competition through team advancement and structured races, as follows:

- Nurturing and encouraging proficiency in bicycling for all ages with an emphasis on junior development within the sport;
- Promoting and advancing a "Team" racing structure in USAC events;
- Pushing the frontiers of individual and team athletic performance;
- Creating an interest in bicycling, both recreational and racing;
- Providing structure for both SJBC and USAC events;
- Belonging to USA Cycling (USAC) and local federations (NCNCA) that are appropriate;

Section 2. General Purpose

The corporation is a nonprofit public benefit corporation and is not organized for the private gain of any persons. It is organized under the Nonprofit Corporation law of California for charitable and public purposes.

Article III. Membership

Section 1. Membership

The corporation shall have one class of membership. Any person interested in the sport of bicycling and its associated activities shall be eligible for membership on approval by the board and on timely payment of dues.

Section 2. Membership Rights and Privileges

All members in good standing shall be entitled to vote on the election of directors, on the disposition of all or substantially all of the assets of the corporation, on any merger and its principal terms and any amendment of those terms and on any election to dissolve the corporation.

All members shall be eligible to hold office in the corporation provided he/she meets the qualifications for that office as specified herein and in Article IV.

All members have the further rights and privileges:

- May participate in all educational programming of the corporation, including mentorship programs and training events
- May participate in general and team reimbursement programs for race teams
- May serve as an officer, except those members who race for another team may not serve as an Officer.

- May participate in social functions
- May receive membership discounts

Section 3. Annual Dues

The Officers shall have the right to set the annual dues. Dues may only be changed once per year. Renewal of memberships shall lapse if not paid by January 1st or such date chosen by the board.

Section 4. Termination of Membership

A membership shall terminate on the occurrence of any of the following events:

1. Resignation of the member;
2. Expiration of the period of membership, unless renewed;
3. Member's failure to pay dues as set by the board when due and payable; or
4. Termination based on a good faith determination by the board that the member has failed in a material and serious degree to observe the rules of conduct of the corporation or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.

Section 5. If grounds appear to exist for termination a member under Section 4(4), the following procedure shall be followed:

1. The board shall give the member at least 15 days' prior notice of the proposed termination and the reasons for the proposed termination. Notice shall be given by any method reasonably calculated to provide actual notice.
2. The member shall be given an opportunity to be heard, either orally or in writing, at least 5 days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the board to determine whether the termination should occur.
3. The board shall decide whether the member should be terminated or sanctioned in any way. The board's decision shall be final.
4. Any action challenging the termination of a membership must be commenced within one year after the date of the termination.

Section 6. Actions by the Members

Any action that members may take at any meeting of members may also be taken without a meeting by written ballot consistent with the requirements of section 5513 of the California Corporations Code. Quorum for purposes of a member ballot is one-third of members on a record date set by the board. The number of approvals received by written ballot must equal or exceed the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

Article IV. Directors and Officers of the Corporation

Section 1. Officers as the Board of the Corporation

The Officers of the corporation shall serve as its sole directors of the board (the "board") and shall manage the corporation's activities and affairs, subject to the provisions and limitations of California nonprofit corporate law and the rights of the members. The Officers may be referred to as officers or directors.

Section 2. Number and Qualification of Officers

The Officers shall consist of five to seven member-elected positions and two board-elected positions. The membership shall determine the exact number of members-elected positions consistent with the require number as set forth below.

The member-elected Officers shall be:

1. President
2. Vice President
3. Secretary
4. Treasurer
5. 1 to 3 "Members at Large"

The board-elected Officers shall be given such roles and responsibilities as determined by the board, including but not limited to Sponsorship Director and Uniform Coordinator.

All Officers will be members in good standing and hold voluntary positions within the corporation.

Section 3. Election of Officers

Member-elected Officers shall be elected by a majority of the membership at a regular meeting in November or December each year. Board-elected Officers shall be elected at a meeting of the Officers the same month as the membership election.

Members may be nominated for office each year if the candidate meets the office requirements set forth in Article III Section 2 and Article IV Section 4. The election process shall either be electronic (online voting and/or email) or through mailed ballots consistent with the requirements of Article V. Officers shall take office on Jan 1 of the following year. The interim period between election to office and installation shall be used by each new officer to learn the responsibilities and duties of his/her office from the outgoing officer.

The term of office shall be one calendar year.

Section 4. Duties of Officers

President: The President shall preside at all membership and officer meetings. The President or his/her appointee shall represent the corporation at the meetings of any organizations of which the corporation is a member.

Vice President: The Vice President shall be capable of performing all the duties of the President in case of the absence or disability of the latter. The Vice President shall be a member ex officio of all committees of the corporation.

Secretary: The Secretary shall keep minutes of all the proceedings, make proper record of the same, and generally perform such duties as may be required by the Officers. The Secretary shall, upon expiration of his/her term, turn over to his/her successor all recorded minutes and other records.

Treasurer: The Treasurer shall receive and be responsible for all monies belonging to the corporation. The Treasurer shall disburse funds as directed by the Officers. He/she shall produce an annual budget by December for the following operating year, keep and report monthly an accurate account of all monies received and disbursed by him/her, and shall generally perform such associated duties as may be required by the Officers.

The Treasurer shall, upon expiration or resignation of his/her term, turn over to his/her successor or the Officers, all monies, financial records, and property of the corporation in his/her possession. He/she shall provide access to all funds by the President in case of emergency.

Section 5. Qualification of Officers

President: The President shall be an active member in good standing and have been a member for (1) year prior to his/her nomination. A candidate for the office of President shall have reached his/her 21st birthday prior to nomination

Vice President: The Vice President shall be an active member in good standing and have been a member for (1) year prior to his/her nomination. A candidate for the office of Vice President shall have reached his/her 21st birthday prior to nomination.

Secretary: The Secretary shall be an active member in good standing and have been a member for (1) year prior to his/her nomination. A candidate for the office of Secretary shall have reached his/her 21st birthday prior to nomination. A candidate for the office of Secretary shall be considered for his/her ability to attend membership meetings for the purpose of recording the proceedings.

Treasurer: The Treasurer shall be an active member in good standing and have been a member for (1) year prior to his/her nomination. A candidate for the office of Treasurer shall have reached his/her 21st birthday prior to nomination.

Section 6. Term Limits

The maximum number of terms that an individual is allowed to hold in the same elected office shall be no more than two (2) consecutive terms.

With regards to the position of Treasurer, it is understood that the transition period might warrant a longer term limit. If the incumbent has held the Treasurer office for two (2) consecutive terms, the board shall retain the flexibility to extend the term limit by one (1) term - via review and majority vote (at the end of the second term) of the board.

Section 7. Removal of Officers

Any Officer may be removed from his/her elected office for failure to fulfill the duties of that office or failure to represent the corporation in a manner in keeping with the purpose of the corporation, as specified in Article II. Removal shall be accomplished by a $\frac{3}{4}$ vote of the membership voting via written ballot. Members shall be given at least fifteen calendar days from the date the ballot was sent to return the ballot to the corporation.

Any Officer who is terminated as a member under Article III shall automatically be removed from office unless the board by resolution determines otherwise.

Section 8. Resignation of Officers.

Any Officer may resign by giving written notice to the President. The resignation shall be effective when the notice is given unless it specifies a later time. Except on notice to the Attorney General, no director may resign if the corporation would be left without a duly elected director or directors.

Section 9. Vacancies

A vacancy in an Office shall be filled through appointment by the President for the remainder of the unexpired term and thereafter until a successor is elected, except in the case of a vacancy occurring in

the office of the President, whereby the office shall be assumed by the Vice President. Any vacancy not filled by the Officers may be filled by the membership.

Section 10. Compensation of Officers

No Officer shall receive compensation for his/her services as an Officer.

Article V. Board Meetings

Section 1. Regular Meetings

Board meetings shall be held on a monthly basis. The day of the week, time and place of the meetings shall be determined by the board.

Section 2. Special Meetings

The board shall meet in special session upon the call of the President or at the request of 25% of the membership. Notice of special meetings shall be in writing and given not less than (10) days prior to the meeting date.

Section 3. Quorum

Four Officers shall constitute a quorum at a meeting of the board. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough directors to leave less than a quorum.

Section 4. Voting

Each director entitled to vote may cast one vote on each matter submitted for a vote by the members. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed an act of the board unless otherwise required by law.

Section 5. Action by Unanimous Written Consent or Written Ballot

Any action required or permitted to be taken by the board may be taken without a meeting, if all members of the board, individually or collectively, consent in writing to the action.

Section 6. Order of Business

Unless amended by a majority vote of Officers and at-large Officers present, the order of business at all board meetings shall be as follows:

1. Introduction of guests and new members
2. Posting of the minutes from the preceding meeting
3. Treasurer's report
4. Committee reports
5. Old (unfinished) business
6. New (miscellaneous) business

Section 7. Term of Office

The term of office for purposes of the board will commence on January 1st and conclude on December 31st. The term of membership is the same as the board term of office but separate from the fiscal year of corporation.

Article VI. Committees

Section 1. Committees

The Officers, or President, may create special committees and define their respective powers and duties. A quorum for the transaction of business or discussions of recommendations by such committee shall be (2/3) of the appointed committee members present and voting at a meeting of the committee at which a quorum is present.

Article VII. Indemnification

Section 1. Right of Indemnity

To the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, the corporation shall indemnify its agents, in connection with any proceeding, and in accordance with Section 5238. For purposes of this Article, “agent” shall have the same meaning as in Section 5238(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; “proceeding” shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and “expenses” shall have the same meaning as in Section 5238(a), including reasonable attorneys’ fees.

Section 2. Approval of Indemnity

On written request to the board of directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, shall authorize indemnification to the extent permitted thereby.

Section 3. Advancing Expenses

The board of directors may authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the board finds that:

1. the requested advances are reasonable in amount under the circumstances; and
2. before any advance is made, the agent will submit a written undertaking satisfactory to the board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

Section 4. Insurance

The board of directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, and such insurance may provide for coverage against liabilities beyond this corporation’s power to indemnify the agent under the law.

Article VIII. Miscellaneous

Section 1. Fiscal year.

The fiscal year of the corporation shall end on September 30.

Section 2. Execution of Instruments

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, only the President shall have authority to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation.

Section 3. Checks and Notes

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the President, Vice President or Treasurer.

Article IX. Changes to the Bylaws

Section 1. Amendments

Proposed amendments shall be submitted in writing to the Secretary at least fifteen days in advance of any membership meeting at which they will be considered for adoption. Amendments shall require a two-thirds (2/3) vote of the membership at a meeting, by electronic ballots (online voting and/or email), or through mailed ballots.

Article X. Effective Date

These bylaws shall take effect November 15, 2019. This Constitution supersedes all preceding bylaws.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of **San Jose Bicycle Club**, a California nonprofit public benefit corporation; that these bylaws, consisting of 7 pages, are the bylaws of this corporation as adopted by the membership on 14 November 2019; and that these bylaws have not been amended or modified since that date.

11-19-19
Date

Kate Jungnickel
Name: Kate Jungnickel
Secretary