

BY-LAWS OF BOWLING GREEN LEAGUE OF BICYCLISTS, INC.
ADOPTED MARCH 1996
REVISED MAY 2007

ARTICLE I - NAME:

The name of the corporation shall be the Bowling Green League of Bicyclists, Inc., hereinafter referred to as the "Club."

ARTICLE II - PURPOSES

The purpose of the Club is to promote recreation, health and mobility through cycling and cycling-related activities.

We further these purposes by maintaining active programs in the areas of touring, racing, commuting, and off-road cycling; by supporting national organizations of like purposes such as the League of American Bicyclists (LAB), the United States Cycling Federation (USCF), and the International Mountain Bike Association (IMBA); and by educating our membership and the general public on the benefits of cycling. Maintaining a diversity of programs is a source of strength: casual riders, tourists, mountain bikers, and racers together form one Club; and the assets of the Club, unless designated by the donor for the support of a particular activity, will be used to support the total activities of the Club.

Consistent with our commitment to safety, the Club strongly recommends the wearing of helmets approved by recognized safety standards organizations on all Club or Club-sanctioned rides.

ARTICLE III - MEMBERSHIP AND DUES

The Club shall maintain a non-discriminatory admissions policy with membership available to all without regard to race, color, national origin, religion, gender, age, sexual orientation or disability.

Regular memberships shall be Family: a family or household unit, including dependent children; Individual: Age 18 and above. Those 17 and under may join with the approval of a parent or legal guardian. Limited memberships shall be individual and family.

The benefits of regular membership shall include receipt of the Club Newsletter; the right to vote on all issues subject to membership approval as provided for herein; and to participate in all Club programs and activities. Limited membership carries with it the right to participate in a specified activity or Club event, as determined by the Executive Committee.

Regular members shall pay dues in an amount determined by the Executive Committee which shall be payable on an annual basis. Limited members shall pay dues and assessments as determined by the Executive Committee from time-to-time.

Membership shall be suspended for non-payment of annual dues, but promptly reinstated upon payment of any delinquency. Membership may be terminated at any time for good cause as determined by a 2/3 vote of censure by the Executive Committee. Written notice of termination of membership shall be forwarded by the Secretary to the former member by certified mail within 10 days of the action of the Executive Committee. Within 10 days of receipt of such notice and member whose membership has been terminated shall advise the Secretary by return certified mail of his/her protest of the termination and the Secretary shall place on the agenda of the next general membership meeting to be held at least 45 days from the filing of the protest, the issue of restoration of membership. Membership shall be restored upon majority vote of the membership at the meeting, provided that a quorum is present.

ARTICLE IV - MEETINGS

Membership meetings shall be held throughout the year on a quarterly basis at a time and location determined by the Executive Committee. Meetings shall be announced in the Newsletter and other Club communications.

A quorum shall consist of fifteen (15) dues paying regular members.

The membership meeting in the Fall shall be the Annual Meeting, the purpose of which shall be the election of Officers, the filing by the President of the Report of Club Activities, the filing by the Treasurer of a Financial Report and the Presentation of Awards by responsible officers. Notice of the Annual Meeting shall be published in the Newsletter at least ten (10) days prior to the meeting.

ARTICLE V - OFFICERS

The Club officers shall be the President, VP - Operations, VP - Mountain Biking, VP - Racing, VP - Touring, VP - Communications, VP - Membership, VP -Education, VP - Publicity, VP - Advocacy, Secretary, and Treasurer.

They must be Club members in good standing and elected by a majority of members at the Annual Meeting. The Officers shall be the Directors of the corporation. The term of all Officers shall be for one year from January 1 to December 31.

A. The President shall be the Club's chief executive who shall be responsible for the overall direction of the Club's activities, for maintaining the quality of all programs and for ensuring that the membership's aspirations for the Club are attained. Among the President's specific duties shall be presiding at all Club and Executive Committee meetings; appointing the chair of the Nominating Committee; and selecting the recipients of any awards as approved by the Executive Committee.

B. The Vice President - Operations shall monitor and evaluate the Club's activities. His/her specific duties shall include presiding at all Club and Executive Committee meetings in the absence of the President; developing and maintaining relations with other community organizations that could assist the Club's activities or interests; facilitating the general business of the Club in collaboration with the President and the Executive Committee.

C. The Vice President - Mountain Biking will direct the Club's off-road cycling activities and affairs. His/her specific duties shall include directing the Club's efforts to develop and maintain land access; informing the Club membership of the responsible use of trails; and developing and maintaining the Club's relationship with other off-road cycling organizations.

D. The Vice President - Racing will direct the Club's road racing program and have principal responsibility for the development of the racing team. His/her specific duties shall include recruitment of team members; securing and maintaining team sponsorships; organizing race promotions, including time trials; and ensuring the Club's racing program meets the standards of appropriate national cycling organizations.

E. The Vice President - Touring will direct the Club's touring programs and have principal responsibility for the quality, variety and safety of the Club's tours. His/her specific duties shall include recruitment, orientation and training of ride captains; publication of a ride schedule to the membership and general public; appointment of a Club Statistician; and scheduling and presiding at meetings of the Touring Committee.

F. The Vice President - Communications will edit and publish the Club Newsletter; exploring various options of communicating with the Club membership including electronic mediums; generating promotional copy and materials as deemed necessary; and ensuring that information of the Club's activities is periodically exchanged with other cycling organizations.

G. The Vice President - Membership shall be responsible for notifying the membership when dues payments are due and collection of same; making a reasonable effort to notify the membership of upcoming Club meetings; overseeing the publication and distribution of membership applications; and developing mechanisms for the recruitment and retainment of membership.

H. The Vice President - Education will direct the Club's education and public service programs. His/her specific duties shall include establishing programs to foster positive relations between the Club and area schools, public and non-profit agencies and organizations, employers and others to promote the interests of the Club and bicycling.

I. The Vice President - Publicity shall be responsible for promoting the Club's activities and interests through various forms of media. His/her specific duties shall include the distribution of promotional materials to both the Club and the general public as deemed necessary, and monitoring and reporting on the efficacy of said promotional efforts to the Executive Committee.

J. The Vice President - Advocacy will direct the Club's efforts to influence governmental bodies in their actions as they affect the rights and interests of cyclists. His/her specific duties shall include monitoring legislation and enactments of federal, state and local governments; establishing programs for effective relations with the state, county and local governments and their agencies, including the appointment of officials to represent the Club on or before planning bodies; and serving as the Club's advocacy liaison with LAB.

K. The Vice President - Website shall maintain the Club's website. His/her specific duties include design and editing of the Club website, ensuring that appropriate privacy and security concerns are addressed; interfacing with the web hosting company; and ensuring that information of the Club's activities is periodically exchanged with other cycling websites.

L. The Secretary shall keep a full and complete record of the proceedings of all meetings of the Club. His/her specific duties shall include summarizing meeting minutes for publication in the Newsletter; giving all notices required by law or these By-Laws; and maintaining these By-Laws and any amendments thereto.

M. The Treasurer shall be the chief financial officer of the Club and shall be responsible for the security of the Club's funds and other assets. His/her specific duties shall include receiving, depositing, accounting for and disbursing all Club funds, or authorizing others to do so, as provided for by these By-Laws and the Executive Committee; maintaining all financial records; making all legally-required filings; presenting a brief financial report at each Executive Committee meeting; and filing with the Executive Committee a written Annual Financial Report for each fiscal year outlining the financial condition of the Club and summarizing the previous year's transactions and events, said Annual Financial Report to be published in the Newsletter.

Any officer may be removed by a 2/3 vote of membership at any membership meeting at which a quorum is present. The unexcused absence of any officer from two (2) consecutive Executive Committee meetings shall be deemed a resignation. Any office vacated during the year shall be filled by appointment as determined by a majority of the Executive Committee.

New offices may be created by the membership in its discretion at any membership meeting at which a quorum is present, provided, however, that any proposal to create a new office shall be in writing and filed with the Secretary at least 30 days before the Annual Meeting so the appropriate notice may be published in the Newsletter.

ARTICLE VI - EXECUTIVE COMMITTEE

The Executive Committee shall consist of all current officers, the immediate past Club President and, for a period of three months following expiration of their terms, all other immediate past officers. It shall be the governing body of the Club

and shall make operational and policy decisions for the Club and act by majority vote, except as otherwise provided herein. The Executive Committee shall insure that the legal affairs of the Club are attended to and that it is adequately protected by liability insurance. The Executive Committee shall not make expenditures or commit the Club's assets for any capital investment or project exceeding \$2000 without the approval of the membership at a membership meeting properly constituted under Article III.

The Executive Committee shall prepare an Annual Report for presentation by the President at the Annual Meeting of the highlights of Club's activities for the year, including Club membership and trends. It shall also report on activities throughout the year in the Newsletter and at regular membership meetings.

The Executive Committee shall meet at least quarterly at such a time and place as it determines and at such other times as the President may from time-to-time advise. In the absence of the President an officer designated by the President shall preside.

The Executive Committee must approve any Committees or Project Groups recommended by any officer and concur in the appointment of Chairpersons of same, approve establishing separate committee or project accounts, including designation of signatory authority as required.

Upon approval by the Executive Committee, issues of general interest to the membership may be voted upon by mail. Ballots for this purpose shall be prepared by the Secretary with appropriate instructions. This provision shall not apply to the election of officers or amendment of the By-laws.

Upon approval of 2/3 of the Executive Committee a motion to dissolve the Club shall be put to a vote by the membership, a majority of whom must approve, provided however, that at least 10% of the membership must participate in the voting, providing further, that if at the time the Executive Committee approves such a motion, the membership of the Club stands at less than fifty (50), the motion may be approved at any membership meeting at which a quorum is present. If dissolved by the membership, all Club assets shall be rendered in cash which, after settling any Club debts or obligations, shall be contributed to tax exempt cycling organizations identified and in amounts determined by the Executive Committee.

ARTICLE VII - STANDING COMMITTEES

With the approval of the Executive Committee, Standing Committees and Project Groups shall be established and maintained by each cognizant officer to assist him/her in the carrying out of his/her areas of responsibility.

A Nominating Committee, whose Chair shall be appointed by the president and approved by the Executive Committee, who shall in turn select a minimum of three (3) members to serve on the Committee, shall identify interested candidates and prepare a slate consisting of one or more candidates for each office for presentation at the Annual Meeting. Current officers may not serve on the committee and members of the committee may not stand as candidates for office. The Chair of the Nominating Committee shall insure that the slate of candidates is published to the membership at least fifteen (15) days prior to the Annual Meeting. Notwithstanding the preparation of a slate of candidates, the presiding official at the Annual Meeting shall solicit any nominations from the floor.

ARTICLE VIII - AMENDMENTS

These By-Laws may be amended by a majority of the membership at any membership meeting at which a quorum is present, provided that written notice of the proposed amendment is given at least ten (10) days prior to the meeting.

All amendments will be published in the next edition of the Newsletter.

Revisions

May 15, 2007 -

- Article V - Officers: amended from "New offices may be created...at the Annual Meeting" to "New offices may be created...at any membership meeting at which a quorum is present"
- Article V - Officers: added the new officer position of "Vice President -Website"
- Article VI - Executive Committee: corrected "The Executive Committee shall prepare and Annual Report" to "The Executive Committee shall prepare an Annual Report"