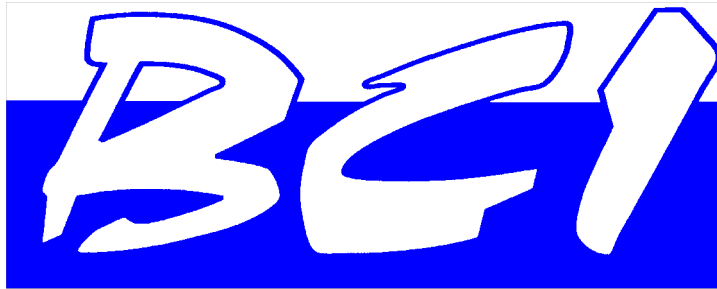


BYLAWS of the



BICYCLE CLUB OF IRVINE

AS AMENDED in MARCH of 1992

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ARTICLE I: NAME

1. The name of the organization is Bicycle Club of Irvine. Herein after the club will be referred to as BCI.
2. No individual member will use the name and /or the BCI emblem for personal, professional, and/or commercial purposes unless so authorized by the Board of Directors.

ARTICLE II: OBJECTIVES

The objectives for BCI are:

1. To promote bicycling for social recreation, health, transportation, and sport.
2. To promote safety and courtesy on the road.
3. To offer assistance to the community and other governmental bodies to promote a mutually beneficial relationship in bicycling.

ARTICLE III: PRINCIPLE OFFICE

The principle office of BCI will be located in the State of California, County of Orange, City of Irvine.

ARTICLE IV: DEDICATION OF ASSETS

The properties and assets of BCI, a nonprofit club, are irrevocably dedicated to the fulfillment of the objectives of BCI as set forth in Article II. No part of the net earnings, properties, or assets of BCI, upon dissolution or otherwise, shall inure to the exclusive benefit of any private person or individual, or any member or director of BCI except in fulfillment of said objectives. On liquidation or dissolution all properties, assets, and obligations shall be distributed pursuant to the nonprofit provisions of the California Corporation Code then in effect.

ARTICLE V: MEMBERSHIP

SECTION 1: Qualifications

- a. Any person who agrees to uphold BCI standards is eligible.
- b. Members must have a signed "Membership and Record" form on file with BCI.
- c. Members who have not attained legal majority must have a "Membership and Record" form signed by a parent/legal guardian on file with BCI.

SECTION 2: Membership Classifications

- a. Life Membership: members granted "Life Membership" by the City of Irvine prior to 1988 are eligible to vote for life, but must hold Active Membership status to receive full privileges of BCI membership.
- b. Active Membership: members that have dues currently paid are eligible to vote, may hold an office, and may enjoy other privileges of BCI.
- c. Honorary Membership: Honorary memberships are awarded to an individual whose contributions to bicycling have been outstanding and extensive over a period of time. The awarding of "Honorary Membership" shall be the subject of a meeting of members, and requires a two-thirds affirmative vote of those members present. Honorary Members shall be afforded the privileges of Active Membership and be exempt from payment of dues.

SECTION 3: Dues, Fees, and Assessments

- a. Active Members must pay the amount due within the time constraint and on the conditions as set by the Board of Directors.
- b. The Dues, Fees, and Assessments set by the Board of Directors shall be subject to ratification by a vote of members present at a scheduled meeting, provided that the proposed Dues, Fees, and Assessments have been published in the edition of the newsletter prior to the meeting at which time the vote will be taken.

SECTION 4: Cessation of Membership

a. Lapse of Membership: the membership will automatically lapse for nonpayment of dues, thus terminating the newsletter, services, privileges, and other member's rights. Reinstatement to Active Membership status is automatic when dues are paid.

b. Suspension from membership: any member may be suspended by a two-thirds (2/3) vote of the Board of Directors for violation of BCI rules or for other actions inimical to the general objectives and/or best interests of BCI. Before suspension, the member shall be notified by or at the request of the President, and shall be given a reasonable opportunity to be heard by the Board of Directors. Any member ordered suspended by the Board of Directors shall have the right to appeal one time only to the BCI membership at any general meeting called for that purpose. A majority of members present and voting at a legally constituted meeting of BCI may order the suspension set aside. In the event of suspension, the Board of Directors will determine an appropriate suspension period after which the suspended member may approach the Board of Directors for reinstatement. The membership card must be surrendered immediately to BCI. Re-instatement can be attained by a two-thirds (2/3) vote of the Board of Directors.

c. Resignation: any member may resign by sending a letter of resignation and their membership card to the Secretary of BCI. The resignation shall become effective upon receipt of such notice by the Secretary and all BCI privileges, responsibilities, and rights of said member shall terminate as of that date.

ARTICLE VI: MEETINGS

SECTION 1: General Meetings

a. Meetings of membership shall be held monthly or as designated by the Board of Directors.

b. A notice with the time, place, date, and purpose of any meeting will be published in the monthly newsletter.

SECTION 2: Board of Directors Meetings

Meetings of the Board of Directors shall be held monthly and/or as called by the President.

SECTION 3: Parliamentary Procedure

Robert's Rules of Order, most recent edition, will be the authority on questions of Parliamentary Procedure.

ARTICLE VII: VOTING

SECTION 1: Quorum

A quorum shall consist of ten percent (10%) of the BCI Active Members, but the required quorum shall not exceed 25 nor be less than five members.

SECTION 2: Voting Procedures

a. The person must be an Active, Life, or Honorary Member of BCI to be eligible to vote.

b. The voting may be conducted by voice, hand count, membership card count, or ballot. The voting is deemed valid by majority vote at the scheduled monthly meetings.

c. There shall be no voting by proxy. Any member who is unable to attend a meeting at which a matter will be voted upon may vote by mail. Absentee ballots must be received before the vote.

ARTICLE VIII: ELECTION OF OFFICERS

SECTION 1: Nominations

a. The President shall appoint a Nominating Committee sixty (60) days prior to the January meeting. The committee shall consist of no less than three (3) Active Members, at least one of whom shall be an officer. The Nominating Committee shall submit the slate of nominees of Active Members at the December meeting.

b. Nomination from the floor shall be accepted at the December and January meetings.

c. Candidates are encouraged to present their qualifications at the January meeting.

d. Nominees must have attained legal majority and be an Active Member. Nominees are eligible to hold office regardless of their tenure as an Active Member.

SECTION 2: Ballots

a. Ballots: each voting member is entitled to one vote, either by mail or in person at the January meeting. A copy of the ballot will be published in the December newsletter. Prior to January's meeting, if there are insufficient ballots for household members, a reasonable facsimile will be accepted.

b. Absentee Ballots: all absentee ballots must be post marked no later than December 30th.

c. Voters names are crossed off the voting membership roster as ballots are collected and/or received.

d. The results will be tabulated by the Nominating Committee and announced by the end of the January meeting. The newly elected officers will then be duly installed.

SECTION 3: Term of Office

The officers are elected for a 13 month term. The term of office shall be from January through January.

SECTION 4: 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. The President shall be automatically succeeded by the Vice-President.

ARTICLE IX: OFFICERS

The elected officers of BCI shall be: President, Vice-President, Secretary, Treasurer, Communication Coordinator, Ride Coordinator, Statistician, Membership Director and any such other offices as may be designated by the Board of Directors or by an amendment to this bylaw. It shall be the responsibility of the Board of Directors to determine all matters of BCI policy not otherwise determined by the members at the general or special meetings, in accordance with these bylaws. The Board of Directors shall insure the proper conduct of the administrative affairs of BCI and the fulfillment of duties by officers in compliance with these bylaws.

ARTICLE X: DUTIES OF THE OFFICERS

SECTION 1: PRESIDENT

Serves as chairperson of the Board of Directors; presides at all general meetings; may appoint committees and special assignments, subject to the approval of the Board of Directors; may call special meetings of the membership upon fifteen (15) days notice; upholds and executes BCI policies and has general supervision of all BCI activities;and, represents BCI and serves as a liaison to other organizations.

SECTION 2: VICE-PRESIDENT

Assists the President in the conduct of the administrative affairs of BCI; performs all the duties of the President in his/her absence;and, in case of vacancy, becomes President; supervises activities that facilitate running the BCI general meeting, including facility coordination with the City of Irvine; responsible for coordination of the year end pot luck; assists other officers as necessary.

SECTION 3: SECRETARY

Takes minutes of scheduled official BCI general meetings, Board of Directors meetings, committee meetings, and special meetings; submits any unfinished business to the chair to be considered prior to the general meeting; submits a synopsis of minutes to the membership via the newsletter and at the official meetings; and, files and maintains official records, treasurer's reports, and other club correspondence.

SECTION 4: TREASURER

Has custody of all monies and assets belonging to BCI; receives monies of BCI and deposits them to the BCI's account in a bank designated by the Board of Directors; has control over all BCI assets and payments, all BCI debts and obligations; insures strict compliance with these bylaws in all matters pertaining to the financial affairs of BCI; maintains accurate records of the bank account which shall properly reflect the true and correct financial status of all receipts, disbursements, balances, assets, and liabilities of BCI; allows the books to be audited at the discretion of the Board of Directors by a committee of three appointed by the President; receives and signs all checks or other orders for payment of monies in the name of BCI unless another Officer or Officers is designated by resolution adopted by the Board of Directors; is responsible for filing all returns or reports required by cognizant governmental agencies; and, presents the books for audit to a committee seven (7) days prior to the expiration of term of office.

SECTION 5: COMMUNICATION COORDINATOR

Prepares, publishes and sends out the monthly newsletters and other such printed matters as required; receives reports and submissions from BCI officers for inclusion in the newsletter; receives and publishes notices, and articles submitted by other bicycle organizations as required or directed.

SECTION 6: RIDE COORDINATOR

Coordinates all rides sponsored by BCI; appoints special assistants as may be required; plans the route for the formal rides; submits the monthly ride schedule for publication in the newsletter; provides ride sheet/waiver forms and route slips to the Ride Leaders or designees on formal rides; instructs Ride Leaders of their responsibilities; receives complaints; and, recommends suspension.

SECTION 7: STATISTICIAN

Records Active Members' BCI mileage for the year; presents updated mileage records at general meetings; reports updated mileage records to the Communication Coordinator for publication; awards recognition to mileage leaders at the Annual Meeting in January.

SECTION 8: DIRECTOR of MEMBERSHIP

The Director of Membership will supervise all activities and committee meetings designed to benefit the membership at large, and specifically new members; manage the BCI hot line; supervise activities that facilitate running the BCI general meeting, including facility coordination with the City of Irvine.

ARTICLE XI: COMMITTEES

Committee(s) may be appointed by the President and/or Board of Directors as needed.

ARTICLE XII: BOARD OF DIRECTORS

SECTION 1: Subject to any limitation in the articles of incorporation of these bylaws and the laws of the State of California, all BCI powers, business and affairs shall be controlled by the Board of Directors.

SECTION 2: Without limiting or detracting from the foregoing general power, the Board of Directors shall have the power to appoint and remove all officers, prescribe their duties

and to make rules and regulation not inconsistent with these bylaws and/or the laws of the State of California.

SECTION 3: The Board of Directors shall consist of eleven (11) members; eight (8) being the elected officers of BCI for the current year, and three (3) directors at large appointed by the elected officers. In the event that the total members of the Board of Directors is less than eleven (11) at the beginning of the new officers' term of office, the existing members of the Board of Directors shall appoint Active Members of BCI to fill any vacancies.

SECTION 4: One half (1/2) of the Board of Directors shall constitute a quorum.

SECTION 5: A majority vote shall decide all matters unless otherwise provided for in these bylaws.

ARTICLE XIII: AMENDMENT

SECTION 1: Amendment of Bylaws

These bylaws may be amended by a majority of the votes cast in a referendum of the membership which shall be conducted at a general meeting. The proposed amendment shall have been presented in writing at one previous meeting of members, and have appeared in one edition of the BCI newsletter.

SECTION 2: Proposed Amendment

The Board of Directors or any ten (10) or more Active Members may propose amendment to these bylaws. Amendments proposed by ten (10) or more members shall be submitted to the Secretary in writing and shall be signed by each member.

ARTICLE XIV: RECORDS AND REPORTS

SECTION 1: Inspection Rights

Any member of BCI may, upon five days prior notice to the BCI Secretary, inspect and copy:

- a. The names and addresses of members, and determine their voting rights.
- b. The minutes of general meetings of members, meetings of the Board of Directors, and of committee(s).
- c. The articles of incorporation and bylaws as amended to date.

SECTION 2: Inspection by Directors

Every director shall have absolute rights at any reasonable time to inspect books, records, documents and the physical properties of BCI. This inspection by a director may be made in person or by an agent or attorney, and includes the right to copy and make extracts of documents.

SECTION 3: Annual Report

The annual report to members referred to in the California Nonprofit Corporation Law is expressly dispensed with, but nothing in these bylaws shall be interpreted as prohibiting the Board of Directors from issuing annual or other periodic reports to the members as they consider appropriate. However, BCI shall provide to the directors, and those members who request it in writing, within 120 days of the closing of its fiscal year, a report containing the following information in reasonable detail:

- a. The assets and liabilities of BCI as of the end of the fiscal year.
- b. The principle changes in assets and liabilities during the fiscal year.
- c. The revenues, receipts, expenses and/or disbursements of BCI monies during the fiscal year.

ARTICLE XV: INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

SECTION 1: Definition

- a. "Agent" means any person who is or was a director, officer, employee, committee member, or any other agent of BCI.
- b. "Proceeding" means any threatened, pending, or complete action or proceeding, whether civil, criminal, administrative or investigative.
- c. "Expenses" include, without limitation,
 - i. All attorney's fees, costs, and any other expenses incurred in the defense of any claim or proceedings against an agent by reason of his position or relationship as agent.
 - ii. All attorney's fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

SECTION 2: Successful Defense By Agent

To the extent that an agent of BCI has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Section 3 through Section 5 shall determine whether the agent is entitled to indemnification.

SECTION 3: Action Brought By Person Other Than BCI

Subject to the required findings to be made pursuant to Section 5, below, BCI shall indemnify any person who was or is a party to any proceeding by reason that such person is or was an agent of BCI, for all expenses, judgment, fines, settlements, and other amounts actually and reasonably incurred in the proceeding. Exceptions: BCI shall not indemnify for:

- a. An action brought by, or on behalf of, BCI, or by an officer, director or person granted related status by the Attorney General.
- b. An action brought by the Attorney General on the ground that the defendant director was or is engaging in self dealing within the meaning of the California Corporation Code.
- c. An action brought by the Attorney General for any breach of duty relating to assets held in charitable trust.

SECTION 4: Action Brought By or On Behalf of BCI

- a. Claims settled out of court. If any agent settles an action brought by BCI, with or without court approval, the agent shall receive no indemnification for either amount paid pursuant to the terms of the settlement or for any expenses incurred in defending against the proceeding.
- b. Claims and suits awarded against agent. BCI shall indemnify any person who was or is a party to any action brought by BCI by reason of the fact that the person is or was an agent of BCI, for all expenses incurred in the defense of that action, provided that both of the following are met:
 - i. The determination of good faith conduct required by Section 5, below, must be made in the manner provided for in that section; and
 - ii. Upon application, the court in which the action was brought must determine that, in view of all the circumstances of the case, the agent should be entitled to indemnity. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

SECTION 5: Determination of Agent's Good Faith Conduct.

The indemnification granted to an agent in Section 3 and Section 4, above, is conditioned on the following:

- a. Required standard of conduct. The agent seeking reimbursement must be found, in the manner provided below, that he acted in good faith, in a manner he believed to be in the best interest of BCI, and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person

did not act in good faith or in a manner which he reasonably believed to be in the best interest of BCI or that he had reasonable cause to believe that his conduct was unlawful.

b. Manner of determination of good faith conduct. The determination that the agent did act in a manner complying with paragraph (a) above shall be made by:

i. The Board of Directors by a majority vote of a quorum consisting of directors who are not parties to the proceeding;

ii. The affirmative vote of a majority at a meeting of members;

iii. The court in which the proceeding is or was pending.

SECTION 6: Limitations

No indemnification or advance shall be made under this Article, except as provided in Section 2 or Section 5 (b) (iii), in any circumstances when it appears that:

a. The indemnification or advance would be inconsistent with provision of the articles of incorporation, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding.

b. The indemnification would be inconsistent with any condition expressly imposed by a court approving a settlement.

SECTION 7: Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by BCI before the final disposition of the proceeding on receipt of an undertaking by the agent to repay the amount of the advance, unless it is determined indemnified as authorized by this Article.

SECTION 8: Contractual Rights of Non-directors and Non-officers

Nothing contained in this Article shall affect any right to indemnification to which persons other than directors and officers of BCI may be entitled by contract or otherwise.

SECTION 9: Insurance

The Board of Directors may authorize the purchase of insurance on behalf of any agent of BCI against any liability incurred by the agent arising out of the agent's status as such, whether or not BCI would have the power to indemnify the agent against that liability under the provisions of this section.