

Mission: To promote safe and lawful bicycle riding for recreation and transportation.

Fresno Cycling Club

Bylaws of the Fresno Cycling Club

April 2015 Approved Revision

Article I: Name

- a. The name of the organization is Fresno Cycling Club. Hereinafter the club shall be referred to as “FCC”.
- b. No individual member shall use the name and/or the FCC emblem for personal, professional, and/or commercial purposes unless so authorized by the Board of Directors.

Article II: Objectives

The objectives for the FCC are:

- a. To promote bicycling as a sport that provides social and healthful recreation and a viable means of alternate transportation.
- b. To promote safe, lawful, and courteous travel on the road.
- c. To offer assistance to the community and other governmental agencies to promote bicycling in a way that is mutually beneficial to cyclists and non-cyclists.

Article III: Principal Office

- a. The principal office of FCC will be located in the State of California, County of Fresno, and City of Fresno.

Article IV: Dedication of Assets

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

Article V: Membership

Section 1: Qualifications

- a. Any person who agrees to abide by the FCC Code of Conduct is eligible.
- b. Active Members must have a signed “Membership Application/Renewal Form” on file with FCC.
- c. Members who have not attained legal majority must have a “Membership Application/Renewal Form” signed by a parent/legal guardian on file with FCC in order to participate in the activities of the FCC.

Section 2: Membership Classifications

- a. Active Membership: Adult members (ages 18 and older) whose dues currently are paid are eligible to vote, may hold an office, and may participate in the activities of the FCC.

- b. Life Membership: Members granted “Life Membership” are considered active members for life, receive full privileges of FCC membership, and are exempt from payment of dues. Awarding of Life Membership shall be the subject of a meeting of board members and requires a two-thirds affirmative vote of those board members present.
- c. Honorary Membership: Honorary Memberships are awarded to individuals 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 board members and requires a two-thirds affirmative vote of those board members present. Honorary Membership shall be awarded to board members during their time of service. Honorary Members shall be considered active though exempt from payment of dues.
- d. Life Member and Honorary Member lists are to be kept by the appropriate board member.
- e. Special Event Membership: Participants of FCC cycling events are considered members for the length of the event. Special event fees are considered special event membership assessments.

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 shall be set by the Board of Directors.

Section 4: Cessation of Membership

- a. Lapse of Membership: membership will automatically lapse for non-payment of dues, thus terminating the newsletter, services, privileges, and other members’ rights. Reinstatement to Active Membership status is automatic when dues are paid.
- b. Suspension from Membership: a two-thirds vote of the Board of Directors for violation of the FCC rules or for other actions inimical to the general objectives and/or best interests of FCC may suspend any member. 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 FCC membership at any general meeting called for that purpose. A majority of active members present and voting at a legally constituted meeting of FCC 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. Reinstatement can be attained by a two-thirds vote of the Board of Directors.
- c. Resignation: any member may resign by sending a letter of resignation. The resignation shall become effective upon receipt of such notice by the Secretary; and all 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

- a. Meetings of the Board of Directors shall be held quarterly at a minimum and the President may call additional meetings as necessary.

Section 3: Parliamentary Procedure

- a. Roberts' Rules of Order, most recent edition, will be the authority on questions of Parliamentary Procedure where they do not conflict with these FCC bylaws. Where there is conflict the FCC bylaws will take precedence.

Article VII: Voting

Section 1: Quorum

- a. A quorum shall consist of the FCC Active Members who vote.

Section 2: Voting Procedures

- a. The person must be an Active member of FCC to be eligible to vote.
- b. Voting procedures shall be determined by the Board of Directors.
- c. There shall be no voting by proxy. All ballots must be completed and submitted by active club member voting.
- d. The President or other person appointed by the Board of Directors will maintain a club member master list and will mark off the name of each person as they vote.

Article VIII: Election of Officers

Section 1: Nominations

- a. Nominations from the floor shall be accepted at the October club meeting.
- b. Additionally, members may nominate themselves or other active member for an office by notifying a FCC board member no less that (sic) 30 days prior to the election.
- c. Candidates may present their qualification at the October or November meetings or in the club newsletter..
- d. Candidates must have attained legal majority and be an Active Member. Candidates are eligible to hold office regardless of tenure as an Active Member.

Section 2: Voting

- a. Each adult voting member is entitled to one ballot.
- b. Ballots may be mailed to address on ballot, deposited into ballot box at club meeting, or electronically during an election. Ballots must be submitted on or postmarked by November 30.
- c. Write-in candidates are permitted on ballot.
- d. Annual election of club officers is completed by November 30 and announced at the December meeting. The Board of Directors will approve other elections or voting issues as required.

Section 3: Term of Office

- a. The officers are elected for a twelve-month term. The term of office shall be from January 1 through December 31.

Section 4: Succession of Officers

- a. In the event of an officer's death, resignation, disability, or disqualification, other than the President, the Board of Directors shall appoint a successor. Vice-President shall automatically succeed the President for the remainder of the current term.

Article IX: Officers

- a. It shall be the responsibility of the Board of Directors to determine all matters of FCC policy not otherwise determined by the members at the general or special meetings, in accordance with these bylaws. The Board of Directors shall ensure the proper conduct of the administrative affairs of FCC and the fulfillment of duties by officers in compliance with these bylaws. Club officers are elected by popular vote of the club membership, or appointed by the President or Board of Directors as indicated in Article X.

Article X: Duties of Officers

Section 1: President (elected)

- a. 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 FCC policies and has general supervision of all FCC activities; and signs checks or other orders for payment of monies in the name of FCC; and represents FCC and serves as a liaison to other organizations.

Section 2: Vice-President (elected)

- a. Assists the President in the conduct of the administrative affairs of FCC; performs all the duties of the President in his/her absence, including signing checks, and, in the case of vacancy, becomes President for the remainder of the current term; supervises activities that facilitate running the FCC general meeting; is responsible for coordination of the year-end party; and assists other officers as necessary.

Section 3: Secretary (elected)

- a. Takes minutes of scheduled Board of Directors meetings, committee meetings, and special meetings; submits minutes for approval by the board at the next board meeting; submits a synopsis of minutes to the membership via the newsletter and at the official meetings; and files and maintains official records and other club correspondence as deemed necessary.

Section 4: Treasurer (elected)

- a. The president or vice president shall sign all checks. The treasurer shall submit a current financial report to the board for approval at each board meeting.
- b. Has custody of all monies and assets belonging to FCC; receives monies of FCC and deposits them to the FCC's account in a bank designated by the Board of Directors; has control over FCC assets and payments, debts and obligations; ensure strict compliance with these bylaws in all matters pertaining to the financial affairs of FCC; maintains accurate records on the bank account, which shall properly reflect the true and correct financial status of all receipts, disbursements, balances, assets and liabilities of FCC; allows the books to be audited at the discretion of the Board of Directors by a committee of three appointed by the President; 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 office.

Section 5: Newsletter Editor (elected)

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

Section 6: Ride Coordinators (2) (elected)

- a. Coordinate all the rides sponsored by FCC; appoint special assistants as may be required; submit the monthly ride schedule for publication in the newsletter; provide ride sheet/waiver form to the Ride Leaders or designees on club rides; instruct Ride Leaders of their responsibilities; receive complaints; and recommend suspension.

Section 7: Advocacy/Legislation (elected)

- a. Makes appropriate contacts regarding various laws, rules, restrictions, events, regarding bicycling in the local area.

Section 8: Major Event Coordinators (appointed by the Board of Directors)

- a. As defined in Article XVI Section 1: Definition, there shall be a ride coordinator for each event sponsored by FCC. The Event Coordinator will be appointed by the FCC Board of Directors to serve as the event coordinator through the completion of the event. The event coordinator will be responsible to coordinate volunteers, organize the event, secure all necessary permits, create an event flyer, T-shirts, jersey and/or other items. The event coordinator will be responsible to enforce all FCC rules for the event and to refer unresolved matters to the FCC Board for review and decision as required.
- b. Event Coordinators are expected to manage all aspects of the event and will follow pass-down instructions in the event manual. Section 1 of the event manual must be followed by the event coordinator and can only be changed by the Board of Directors. Section 2 of the event manual can be changed and updated as needed at the discretion of the Event Coordinator. In an emergency on the day of the event when safety for the public, club members or event participants is at stake the Event Coordinator can make whatever changes to the event that are necessary to

accommodate unforeseen circumstances. If emergency changes to the event are made the Event Coordinator will provide written report to the Board of Directors describing why changes to the event were made and the outcomes as a result of the change(s).

Section 9: Directors at Large (at least 2) (appointed by the President)

- a. The Directors at Large will serve as general board members and be available for special projects as determined by the President. Additionally, Directors at Large may perform the duties temporary or permanently of any other board member upon board approval.

Article XI: Committees

- a. 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 FCC 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 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 at least fourteen (14) members, eight (8) being the elected officers of FCC for the current year, one (1) being a Past President, two (2) being directors-at-large appointed by the President, and Major Event Coordinators. In the event that there are fewer than fourteen (14) members at the beginning of the new officers' term of office, the existing members of the Board of Directors may appoint Active Members of FCC to fill any vacancies. If future major club events are approved by The Board of Directors the event coordinator may, or may not be added to the Board of Directors.

Section 4: One half of the existing Board of Directors shall constitute a quorum.

Section 5: A simple majority vote shall decide all matters unless otherwise provided for in these bylaws. Each member of the board shall have one vote and must be present during voting to cast their one vote.

Article XIII: Amendment

Section 1: Amendment

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

Section 2: Proposed Amendment

- a. 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 and 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 FCC may, upon seven (7) days prior written notice (electronic and/or physical) to the FCC Secretary, inspect and copy:

- a. The names and addresses of members, and determine their voting rights. (Note: see d. below)
- b. The minutes of the meetings of the Board of Directors, and of committees.
- c. The articles of incorporation and bylaws amended to date.
- d. The contact information of members is not to be used for any purpose without the approval of the Board of Directors.

Section 2: Inspection by Directors

- a. Every director shall have absolute rights at any reasonable time to inspect books, records, documents, and the physical properties of FCC. 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

- a. 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, FCC 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:
 1. The assets and liabilities of FCC as of the end of the fiscal year.
 2. The principal changes in assets and liabilities during the fiscal year.
 3. The revenues, receipts, expenses, and/or disbursements of FCC 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 now or was a director, officer, employee, committee member, ride leader, or any other agent of FCC.
- b. "Proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative.
- c. "Expenses" include, without limitation:

1. All attorneys' 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 an agent.
2. All attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this article.

Section 2: Successful Defense by Agent

- a. To the extent that an agent of FCC 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: Actions Brought by Person Other than FCC

- a. Subject to the required findings to be made pursuant to Section 5 below, FCC shall indemnify any person who was or is a party to any proceeding by reason that such person is or was an agent of FCC for all expenses, judgment, fines, settlements, and other amounts actually and reasonably incurred in the proceeding. Exceptions: FCC shall not indemnify for:
 1. An action brought by, or on behalf of FCC, or by an officer, director, or person granted related status by the Attorney General.
 2. 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 Corporations Code.
 3. An action brought by the Attorney General for any breach of duty relating to assets held in charitable trust.

Section 4: Actions Brought By or On Behalf of FCC

- a. Claims settled out of court: if any agent settles an action brought by FCC, 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: FCC shall indemnify any person who was or is a party to any action brought by FCC by reason of the fact that the person is or was an agent of FCC for all expenses incurred in the defense of that action, provided that both of the following are met:
 1. The determination of good faith conduct required by Section 5 below must be made in the manner provided for in that section; and
 2. Upon application, the court in which the action was brought must determine that in the 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, to have acted in good faith, in a manner he believed to be in the best interests of FCC, 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 FCC 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:
 1. The Board of Directors by a majority vote of a quorum consisting of directors who are not parties to the proceeding;
 2. The affirmative vote of a majority at a meeting of members;
 3. 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) (3), 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

- a. Expenses incurred in defending any proceeding may be advanced by FCC 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

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

Article XVI: Major Club Events

Section 1: Definition

- a. A Major Club Event is an event that the FCC designs, supports with club volunteers, and charges an entry fee to cover expenses. Examples of major club events are, but are not limited to, Climb to Kaiser, Clovis Big Hat Century, and Bass Lake-Powerhouse Double Century.

Section 2: Creation and Support

- a. The Board of Directors may by a majority vote establish a major event, or discontinue a major event.

Section 3: Creation and Operation of a Major Club Event

- a. The Board of Directors shall appoint a major event coordinator, date for the event, and the Section 1 Event Details, rules and requirements. The event coordinator shall create the event pass-down manual and install section 1. Section 1 of the event manual is created, approved, and maintained by the Board of Directors. The event coordinator will maintain notes, records, points of contact, and other useful information and instructions on conducting the event in Section 2 of the event manual. Each event manual is to be maintained annually and passed from coordinator to coordinator. In addition, a current copy shall reside with the FCC Secretary.
- b. The Event Coordinator shall make all decisions necessary to put on the event that are not already defined in Section 1 of the Event Manual. On event day(s) the event coordinator shall be the final authority on all matters surrounding the event. Club members and ride participants may appeal any decision made by the Event Coordinator to the Board of Directors. A majority vote of the Board of Directors may overturn any decision made by the Event Coordinator.