

Bigfoot Bicycle Club By-Laws

ARTICLE I. NAME, LEGAL STATUS AND PRINCIPAL OFFICE

Section A. The name of the organization shall be Bigfoot Bicycle Club, Inc. and the Organization shall be referred to in these By-Laws as the "Club" or the "Corporation."

Section B. The Club shall be incorporated as a non-profit public benefit corporation under the laws of California and under Section 501(c)(3) of the Internal Revenue Code.

Section C. The principal office of the Corporation is located at 315 Green Rd, Kneeland CA 95549; Mailing Address: P.O. 2823 McKinleyville, CA, 95519.

Section D. The Board of Directors is hereby granted authority to change the location of the principal office of the Corporation within the County of Humboldt, CA. Any such change shall be noted by the secretary in these By-Laws, but shall not be considered an amendment of these By-Laws.

ARTICLE II. OBJECTIVES

Section A. The objectives of the Club are:

1. To promote interest in all aspects of bicycling to members and to the general public; to:
 - a. Encourage and facilitate recreational bicycling for all skill levels;
 - b. Encourage and facilitate amateur bicycle racing;
 - c. Promote bicycling as a means of transportation.
 - d. Facilitate and encourage youth involvement in all aspects of Club activities.
 - e. Facilitate and encourage involvement of Club members and the general public in all aspects of Club activities regardless of race, gender, or skill ability.
2. To increase the awareness of the need for a safe bicycling environment and promote through educational endeavors the practice of safe bicycling techniques and practice of proper trail etiquette.
3. To express the views of members of the Club in connection with legislative and administrative proposals relating to equipment requirements for bicycles, the establishment and maintenance of bicycling facilities, traffic regulations, or other measures affecting bicycling, but not to support or oppose any political candidate. The Club will not, however, as a substantial part of its activities, attempt to influence legislation.
4. To promote and protect the rights of bicyclists, whether Club members or the general public.

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5. To gather and publish for members and the general public educational information about bicycling, bicycle clubs and their activities and other information related to bicycling in the form of a newsletter published at least quarterly.
6. To support and facilitate land access, trail maintenance and bike path and lane development. To identify land use conflicts and related issues and propose solutions for those conflicts and related issues.

Section B. The Club through its Board of Directors shall engage in such lawful programs and activities and take such lawful action as may be deemed necessary and advisable by the Board of Directors to accomplish the objectives of the Club as stated in these By-laws. Before the Board of Directors may offer an endorsement on any ballot measure being put to a general public vote, the following conditions must be met:

1. The Board of Directors must be notified in writing or by e-mail of the intent to offer such endorsement at least one week before the Board may vote on the endorsement.
2. A description of the proposed endorsement must be prominently displayed in the Club's news letter and/or on the Club's web site at least one week before the Board may vote on the endorsement.
3. Two-thirds of the entire membership of the Board of Directors must vote in favor of the endorsement before such endorsement may be made public.

ARTICLE III. MEMBERSHIP

Section A. Categories of Membership. There shall be two categories of membership in the Club, Regular and Honorary.

1. Regular Membership. Any person who supports the objectives of the Club is eligible to become an individual member of the Club. Any individual member may have the option of becoming a race team member by paying an extra fee as designated by the Board of Directors; but race team membership shall not expand the members voting rights.
2. Honorary Membership. Honorary membership may be conferred by the Board of Directors on any person who has rendered extraordinary service or who has made an outstanding contribution to the Club or any phase of bicycling.

Section B. Voting Rights. Each member shall have one vote.

Section C. Application for Membership. Application for membership shall be made on application forms prescribed by the Board of Directors.

Section D. Admission of Members. Applications for membership may be approved by the Membership Director. Applications shall be approved unless not properly made, or if the

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Membership Director has reason to believe that the applicant does not support the objectives of the Club. Any recommendation for rejection on the grounds that an applicant is not a desirable person for membership must be referred by the Membership Director to the Board of Directors for final determination.

Section E. Term and Renewal of Regular Membership. Each regular membership in the Club shall be for a term of one year.

Section F. Censure or Termination of Membership. Any member of the Club may be censured or any membership in the Club may be terminated by the Board of Directors for good cause. Good cause shall be the failure or refusal of a member to comply with these By-Laws or any act by the member that in the judgment of the Board of Directors is contrary to the interests of the Club or bicycling. A member shall be notified in writing of the information which may be the basis for the censure or termination of membership and shall be given an opportunity to reply in writing or in person to the Board of Directors. The Board of Directors may investigate the basis for the recommendation for censure or termination of membership. An affirmative vote of 2/3 of the Directors voting shall be required to terminate a membership. A majority of the Directors voting may censure a member.

ARTICLE IV. DUES

Section A. Dues. Dues shall be assessed and are payable on the first day of the anniversary month of the initial dues payment. Notice will be printed on the newsletter mailing label, or be made available to the member by other means adopted by the board of Directors. Non-payment of dues by the end of the month following the anniversary month shall automatically drop a member from the Club roll.

Section B. The amount of dues shall be adopted annually in November by the Board of Directors. The board of Directors may allow a reduced rate for families.

ARTICLE V. OFFICERS AND BOARD OF DIRECTORS

Section A. Officers. The officers of the Club shall be President, Vice President, Treasurer and Recording Secretary.

Section B. Board of Directors. The four officers and ten directors shall comprise the Board of Directors,

Section C. Eligibility Requirements. All officers and directors shall be selected from regular members. No one may hold more than one of the four officer positions

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concurrently, but an officer or director may assume one or more of the remaining ten director duties (as set forth in Section E – Director’s Duties, #’s 5 through 13) concurrently, upon approval by a majority of then-seated directors. Anyone so assuming additional duties shall continue to have only one vote in all matters upon which directors vote.

Section D. General Responsibilities of Board Members. The Board of Directors shall be responsible for Club management and fulfillment of objectives. Directors must be familiar with the articles of incorporation, By-Laws, and the most recent edition of Robert's Rules of Order. Directors must submit all copies of official club correspondence to the Secretary. Directors should attend general Club meetings and Board of Directors meetings.

Section E. Directors Duties.

1. President. The President shall be the chief executive officer of the Club and shall preside at meetings of the Club and of the Board of Directors with the right to vote in accordance with Robert’s Rules of Order. The President shall communicate such matters, suggestions and recommendations to the members and to the Board of Directors as may in his or her opinion tend to promote the welfare and increase the usefulness of the Club. The President is ultimately responsible for all Club activities, but in no event assumes personal liability in connection thereof.

The President shall appoint all committees and shall act as an ex officio member thereof, with the exception of the nominating committee. In the event an officer or director is unable to complete his or her term of office, the President shall be empowered to fill such vacancy for the remainder of the term by appointment, subject to ratification by the Board of Directors. He or she shall perform such other duties as are incident to the office of President or as may be prescribed by the Board of Directors.

The President shall prepare and submit a proposed agenda of all general and Board of Directors meetings to the Secretary within three days of the said meeting.

2. Vice President. The Vice President shall work in cooperation with the President and shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice President may be delegated by the President to perform one or more of the duties of the President. In the event of the resignation of the President during his term of office, the Vice President shall thereupon become President.

The Vice President shall arrange for special presentations at the general meetings. The Vice President shall serve on the Budget Committee.

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3. Treasurer. The Treasurer shall be responsible for the financial records of the Club. The Treasurer shall keep an account of all moneys received and expended for the use of the Club and shall make disbursements for the Club. The Treasurer shall maintain the necessary banking accounts and records, shall report all financial transactions at the Board of Directors or general meeting and shall be responsible for the filing of all appropriate tax reports. The Treasurer shall chair the Budget Committee.

4. Secretary. The Recording Secretary shall record and preserve the minutes of the general meetings and the meetings of the Board of Directors. The Recording Secretary shall serve on the Budget Committee.

5. Land Access Spokesperson Director. The Land Access Spokesperson shall address land use issues. The Land Access Spokesperson shall act as a liaison on behalf of the Club in communications and negotiations between the Club and public and/or private land owners for all Club land access issues.

6. Event Director. The Event Director shall submit a calendar of events to the Newsletter and/or website Editor for publication or posting in a timely manner. The Event Director shall be familiar with the scheduling and policies set by owners of loaned equipment governing the use of such equipment. The Event Director shall work with the Membership Director to plan at least two events each year to attract new members and to provide organized bicycling opportunities for the general public.

7. Race Team Director. The Race Team Director shall prepare all necessary paperwork to assist with USCF/NORBA (or relevant sanctioning body) membership and team registration. The Race Team Director shall submit articles about race team events to the Newsletter and/or website Editor for publication or posting. The Race Team Director shall be familiar with the scheduling and policies set by owners of loaned equipment governing the use of such equipment.

8. Newsletter Editor Director. The Newsletter Editor shall publish and mail the Club newsletter at least once per quarter. The Newsletter Editor shall arrange distribution of any special notices to the membership or Board of Directors.

9. Membership Director. The Membership Director shall process all membership applications and prepare a roster of members for distribution to the Board of Directors. The Membership Director shall plan, with the Event Director, at least two events per year to attract new members.

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10. Quartermaster Director. The Quartermaster shall be responsible for an accurate inventory of Club property at all times. The Quartermaster shall also allocate the use Club property according to policies set by the Board of Directors. The Quartermaster shall also be responsible for maintenance of Club property.

11. Safety Education Director. The Safety Education Director shall arrange at least three safety education programs per year for the general membership and the general public. The Safety Education Director shall also work with the Public Relations Director to promote awareness of safe riding techniques.

12. Public Relations Director. The Public Relations Director shall coordinate the publicity arrangements for all Club events. The Public Relations Director shall also monitor media coverage of bicycling-related events. The Public Relations Director shall work with other bicycling organizations to represent the Club and keep members informed of important events.

13. Directors at Large. Two Directors shall perform such other duties as may be assigned by the President or the Board of Directors.

Section F. Term of all Offices will be one calendar year.

Section G. Vacancies. The President, subject to approval of the Board of Directors, may fill any vacancy that occurs on the Board of Directors.

Section H. Compensation or Reimbursement. No Director shall be paid any compensation for any services to the Club, but the Board of Directors may authorize reimbursement for any expenses incurred by a Director in the performance of the duties of the office.

Section I. Removal.

1. Removal of Directors. Any Director who fails to attend two consecutive meetings of the Board of Directors without prior notice to the President may be removed from the Board.

2. Grounds for Dismissal. The Board of Directors may remove a Director by a vote of 2/3 of the Directors on grounds of incapacity, failure to comply with these By-Laws, substantial failure to perform his or her duties as a Director or any act which is found to be contrary to the objectives of the Club.

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3. Notice. Prior to the removal of a Director, there shall be submitted to that Director a written statement of the alleged grounds for removal and the Director shall be afforded an opportunity to answer such allegations in writing and to appear before the Board of Directors.

4. Investigation. The Board of Directors may investigate the basis for recommendation of the removal of a Director as it deems necessary or appropriate in the circumstances and may appoint a special committee for the purpose.

Section J. Resignation. Any Director choosing to resign should notify the President in writing.

ARTICLE VI. NOMINATIONS AND ELECTIONS

Section A. Nominating Committee. Prior to October of each year, the President shall appoint a nominating committee consisting of 3 to 5 members. The President shall serve as an advisor to the Nominating Committee. It shall be the duty of the members of the Nominating Committee to propose a slate of Directors for the following year. Additional nominations for Directors may be received from the floor at the annual meeting.

Section B. Report of the Nominating Committee. The report of the Nominating Committee shall be made in writing to the Board of Directors at the November Board meeting. The slate shall be published in the December issue of the Club newsletter and/or on the Club website, and on the Club Bulletin Board. The duties of the Nominating Committee shall terminate upon completion of the election.

Section C. Election. The Officers and other Directors shall be elected individually to the positions defined in Article V by a simple majority of the voting members present at the annual meeting. Sitting Officers and other Directors shall continue to have the right to vote in their capacity as Club members. The Directors shall be elected in the same sequence as listed in Article V.

ARTICLE VII. MEETINGS

Section A. General Meetings. General meetings shall be held on the first Monday of every month at a time and location selected by resolution of the Board of Directors. If the day of the regular meeting falls on a legal holiday, that meeting shall be held on the next Monday.

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Section B. Annual Meeting. The annual meeting shall be the general meeting in December.

Section C. Board of Directors Meetings. The Board of Directors shall meet one or more times each month at a time and place designated by Board resolution.

Section D. Special Meetings. Special meetings of the Board of Directors may be called by the President or by any two Directors. Notice of each special meeting shall be communicated by telephone or written notice at least one day in advance of such meeting.

Section E. Quorum for Board Meetings. A simple majority of the Directors present shall constitute a quorum at any regular or special meeting of the Board of Directors.

Section F. Quorum for General Meeting; Proxy Voting. A quorum for general meetings shall consist of fifty percent plus one of the voting members attending that meeting. No proxy voting shall be permitted.

ARTICLE VIII BUDGET AND FINANCES

Section A. Budget. A Budget Committee composed of the Club officers, with the input of other Directors as needed, shall propose a budget to the Board of Directors prior to their December meeting. The Board will provide a recommended budget to the Board-elect for their acceptance or modification at their January meeting.

Section B. Expenditures. No money shall be expended except in accordance with the budget as approved or amended by the Board of Directors. The Board of Directors shall authorize the disbursement of all unbudgeted funds.

Section C. Audit. The Board of Directors shall arrange for an audit of the financial records at least once a year.

ARTICLE IX. COMMITTEES

Section A. Designation of Committees. The President shall have power to create a committee and to define the functions of a committee and to terminate any such committee.

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Section B. Appointment of Committee Members. The President shall appoint the Chair of each committee. The Chair of the committee shall, with the approval of the Board, appoint the members of the committee.

Section C. Term of Office. Any member appointed to a committee shall serve for a term fixed by the President.

Section D. Vacancies. Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments.

Section E. Duties. Each committee shall perform the functions specifically for which it was created.

Section F. Quorum. A majority of the members of a committee shall constitute a quorum.

Section G. Reports. Committees shall make written reports to the Board of Directors at each Board of Directors meeting or at other times as requested by any member of the Board of Directors. No committee report shall be published or circulated to the members without the approval of the Board of Directors.

Section H. Expense. No committee shall incur any expense beyond its appropriation without the consent of the Board of Directors, nor shall any committee commit the Club to any contracts or obligations without the approval of the Board of Directors.

ARTICLE X. CONTRACTS, CHECKS AND DEPOSITS

Section A. Contracts. The President, with the approval of the Board of Directors, may enter into any contract on behalf of the Club which is consistent with the Club objectives and the policies established by the Board of Directors.

Section B. Checks. All checks shall be signed by the President or Treasurer, and shall then be recorded in the corporation's ledger by the Treasurer, in such manner as prescribed by the Board of Directors.

Section C. Deposits. All funds of the Club shall be deposited in a financial institution the Board of Directors may select.

ARTICLE XI. CORPORATE SEAL

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The Secretary of the Corporation shall have custody of the Seal and may affix it in all appropriate cases to all corporate documents. Failure to affix the Seal shall not affect the validity of any documents.

ARTICLE XII. FISCAL YEAR

The fiscal year shall begin on the first day of January and end on the last day of December.

ARTICLE XIII. CONDUCT OF MEETINGS

The rules contained in the most recent edition of Robert's Rules of Order shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with the By-Laws or any special rules of order the Club may adopt.

ARTICLE XIV. AMENDMENTS TO THE BY-LAWS

These By-Laws may be amended or repealed and new By-Laws may be adopted by a 2/3 majority of the members present at any general membership meeting provided that notice of such proposed changes is published in the newsletter and/or Club website and copies of such changes are made available one month prior to the meeting at which the changes are to be submitted for a vote.

ARTICLE XV. INDEMNIFICATION

Section A. Indemnification by Corporation of Directors, Officers, Employees and Other Agents. To the extent that a person who is, or was, a Director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified by the corporation against expenses actually and reasonably incurred by the person in connection with such proceeding. In no case shall any member, officer or other director of the corporation have any personal liability attach to them for payment of such indemnification.

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If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of , Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Section B. Insurance for Corporate Agents. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

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