

# 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.

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 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 1<sup>st</sup> and conclude on December 31<sup>st</sup>. 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

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.

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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