



# Davis Bike Club By-Laws

Revised May 2018

## ARTICLE I. NAME, LEGAL STATUS, AND PRINCIPAL OFFICE

**Section A.** The name of the organization is Davis Bike Club, Incorporated, and is identified in these by-laws as the “Club.” The Club’s Board of Directors is shown as the “Board.”

**Section B.** The Club is incorporated as a not-for-profit corporation under the laws of the State of California.

**Section C.** The principal office of the Club is 610 Third Street, Davis, CA, 95616. The Board may change the principal office location within Yolo County by two-thirds vote of approval.

## ARTICLE II. CORPORATE PURPOSE

This corporation is organized under section 501(c) (4) of the Internal Revenue Code.

## ARTICLE III. CLUB OBJECTIVES AND ENDORSEMENTS

### Section A. Club Objectives.

1. Promote public interest in all aspects of bicycling.
2. Encourage and facilitate recreational bicycling for all skill levels.
3. Advance the sport of bicycle racing.
4. Promote bicycling as a means of transportation.
5. Increase public awareness of a safe bicycling environment and promote the practice of safe cycling techniques.
6. Promote and protect the rights of bicyclists.

**Section B. Club Endorsements.** The Club does not support or oppose any political candidate. No membership dues shall be used for political advocacy. Board may endorse ballot measures deemed necessary and advisable to accomplish by-law objectives. Club endorsement of any ballot measure, however, must first meet the following criteria:

1. At least one week prior to Board deliberation of a measure, a summation of the proposed ballot measure will be posted on the Club's web site. Members will be encouraged to give input to any Board member.
2. Board endorsement of a ballot measure requires a two-thirds vote of approval by a quorum of the Board.

## **ARTICLE IV. MEMBERSHIP**

**Section A. Categories of Membership.** The Club has the following types of membership:

1. Regular. Any person who supports the objectives of the Club and who pays the membership dues is eligible for individual membership. Regular membership includes a family option, with a dues payment at the prescribed rate. An individual member has the option of becoming a Race Team member by paying the supplemental fee.
2. Honorary. The Board may confer honorary membership to any person who has rendered extraordinary service, received the Lifetime Achievement Award, or who has made an outstanding contribution to the Club or bicycling.

**Section B. Voting Rights.** Each adult member has one vote on any Club voting measure or poll.

**Section C. Application for Membership.** Prospective members complete and submit application to the Membership Director on a form approved by the Board.

**Section D. Admission of Members.** In rare instances where the Membership Director determines an applicant may be incompatible with the Club culture or objectives, he/she will forward the matter to the Board for final determination.

**Section E. Expectations and Obligation of Membership.** The Club is an all-volunteer group and its operational success is dependent on the donated time and labor of its members. Membership status carries with it the understanding that members will volunteer for Club-related tasks.

**Section F. Term and Renewal of Membership.** Regular membership is for one year. Honorary Memberships and Life-time Achievement Award recipients receive life-time membership.

**Section G. Censure or Termination of Membership.** The Board has authority to censure a member or to terminate membership for good cause.

1. "Good cause" is defined as failure or refusal to comply with the by-laws, or any act or omission contrary to the Club interests or cycling in general.
2. A member shall be given the opportunity to respond to the Board's contemplated action.
3. The Board will deliberate after receiving all available information and circumstances of the proposed censure or termination.
4. Censure or termination requires a two-thirds vote of approval by a quorum of the Board.

## **ARTICLE V. MEMBERSHIP DUES**

**Section A. Dues Schedule.** Dues are assessed and payable on a schedule determined by the Board.

**Section B. Dues Amount.** At a scheduled Board meeting in the 4th Quarter of the calendar year, directors will review and revise as needed the fee structure for regular memberships. The Race Team leadership determines its own fee schedule.

## **ARTICLE VI. OFFICERS AND DIRECTORS**

**Section A. Officers.** The Davis Bike Club Officers are President, Vice President, Secretary, and Treasurer.

**Section B. Board of Directors.** The combined officers and directors comprise the Board of Directors. A Board member's term of office is for one calendar year.

**Section C. Eligibility Requirements.** Officers and directors are elected or appointed from members in good standing. A member may not hold more than one Board position at a time.

**Section D. General Responsibilities of Board Members.** Board members are responsible for the overall management and fulfillment of Club objectives. They must be familiar with the current Club by-laws and the current edition of Robert's Rules of Order.

### **Section E. General Responsibilities of President**

1. Serves as the chief executive officer of the Club and Board Chair.
2. Has ultimate responsibility for all Club activities and operations. In fulfillment of this responsibility, the President is empowered to:
  - a. Create and supervise ad hoc and standing committees.

- b. Select members to serve on such committees.
- c. Prepare and publish an agenda of items for discussion by the Board. Agenda circulation should be within 3 days of the scheduled board meeting.
- d. Receive committee reports and findings and share those findings with the Board for review and analysis.
- e. Create and appoint non-Board positions necessary for the good order and performance of the Club, subject to Board approval.
- f. Fill any vacancy on the Board of Directors, subject to Board approval.
- g. Perform other duties essential to the Club's welfare.

## **Section F. Responsibilities of Other Board Members**

1. **Vice President.** Assists the President and performs the duties and responsibilities of the President when the President is absent or disabled. Should the President leave office for any reason, the Vice President becomes President, subject to Board approval.
2. **Secretary.** Records, publishes, and preserves the meeting minutes of the Board.
3. **Treasurer.** Responsible for all Club financial transactions and records.
4. **Tours & Rides Director.** Coordinates all activities related to club rides and tours. Responsible for all areas of cycling safety.
5. **Race Team Director.** This director represents the Race Team organization on the Board.
6. **Outreach Director.** Creates measures for recruiting new members and retaining existing members, as well as promoting member volunteerism in support of DBC activities.
7. **Membership Director.** Processes membership applications and prepares a roster of members for Board use.
8. **Philanthropy Director.** Allocates all funds budgeted to this function.
9. **Directors at Large.** Perform specialized duties as assigned by the President or Board and count as part of a Board meeting quorum.

## **Section G. Compensation or Reimbursement**

No director or officer is to be financially compensated for Club service. However, the Board may authorize reimbursement for expenses incurred in the performance of the duties of the position.

## **Section H. Grounds for Dismissal**

The Board may remove a director or officer due to incapacity, failure to comply with the by-laws, not performing assigned duties, or any act found to be in violation of these by-laws.

1. A two-thirds vote of the Board is required for dismissal. Due process provisions required in ARTICLE IV, G, above shall be followed for removal of a director or officer.

The Board may appoint a special committee to investigate allegations against an officer or director.

**Section I. Resignation.** Any Board member choosing to resign must promptly notify the President in writing.

## **ARTICLE VII. NOMINATIONS AND ELECTIONS**

**Section A. Schedule of Elections.** Elections for Officers and Directors shall be held yearly at the Club's annual meeting in December.

**Section B. Nominations Committee.** Before the month of October of each year, the President appoints a Nominations Committee. No Board Member seeking re-election may serve on the Committee. The President may serve as advisor to the Committee if the committee requests it. The Committee recruits a slate of candidates for directors (excepting Race Team Director) for the following year.

**Section C. Nominating Committee Report.** The Chair of the Nominations Committee submits the written slate of nominees to the Board at least 30 days in advance of the December general membership meeting during which elections are held. The slate is then shared promptly with the membership.

**Section D. Election.** The Chair of the Nominations Committee conducts the election at the December General Membership meeting. Before the vote, the Chair solicits additional candidates for the Board from the audience. A majority vote of the minimum 30-member quorum present elects the Board for the following year. The Nominations Committee is dissolved upon completion of the election.

## **ARTICLE VIII. MEETINGS**

**Section A. General Membership Meetings.** General membership meetings are held at a date, time, and location determined by the Board.

**Section B. Conduct and Schedule of Board Meetings.** The current edition of Robert's Rules of Order will govern the conduct of Board meetings. The Board

has the authority to meet in a scheduled frequency that best meets the operational needs of the Club.

**Section C. Special Meetings.** The President or any two Board Members may call a special Board Meeting to address an issue of immediate importance to the Club or that is time-critical.

1. The President, or designee, convenes and presides over a Special Meeting.
2. To gain Board approval of an urgent proposal, Board members may vote via email.
3. Results of a Special Meeting are announced promptly to the Membership.

**Section D. Quorum for Board and General Membership Meetings.** A simple majority of Board members present constitutes a quorum at any regular or special Board meeting. A quorum for general membership meetings during which an election is held is 30 members in good standing. No proxy voting is permitted.

## **ARTICLE IX. BUDGET AND FINANCES**

**Section A. Budget Preparation for Forthcoming Year.** Early in the 4th Quarter of the calendar year, a Budget Committee of the Club officers is convened, chaired by the Treasurer. Directors and others with budget authority are solicited for input on preparation of the following year's Club budget.

1. The Budget Committee prepares a proposed budget for presentation at a Board meeting held during the 4th Quarter of the calendar year. The Board modifies the proposed budget as needed and approves by resolution.
2. The incoming Board will receive and discuss the proposed budget at the first Board meeting of the new calendar year.

**Section B. Expenditures.** All expenditures must be in accordance with the approved budget. The Board may authorize additional disbursements or transfer funds in support of worthy efforts or to further Club objectives.

**Section C. Independent Review.** The Board will arrange for an independent review of the financial records at least once yearly.

**Section D. Debit Cards.** Club debit cards are assigned to persons designated by the President and are for Club-related expenses only.

## **ARTICLE X. FISCAL YEAR**

The Fiscal Year begins on the first day of January and ends on the last day of December.

## **ARTICLE XI. BY-LAW AMENDMENTS**

Club by-laws can be amended or repealed and new provisions can be adopted by a two-thirds majority of the members present at any general membership meeting. A copy of the proposed changes must be published on the Club website, and notice of the proposed change must be announced to the membership, at least one month in advance of the membership meeting in which the vote will be taken.

## **ARTICLE XII. INDEMNIFICATION**

**Section A. Indemnification of Directors, Officers, and Other Agents.** Any person performing an assigned duty or task on behalf of the Club is indemnified against incurred expenses brought by a subsequent legal claim of liability. The Club may assume these expenses, but only in accordance with Section 5238, California Nonprofit Public Benefit Corporation Law.

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

## **ARTICLE XIII. CONFLICT OF INTEREST POLICY**

**Section A. Purpose.** This Article protects the Club in any transaction that could benefit the personal financial interest of any member having funding or policy authority.

**Section B. Duty to Disclose.** Every Club member with funding or policy authority must disclose to the Board any potential financial conflict of interest. A member could have a financial interest but no conflict of interest. The Board will determine if a conflict does exist and take appropriate action as appropriate.

**Section C. Failure to Disclose.** Failure to make a timely disclosure of a possible financial conflict of interest to the Board is a violation of this policy, and the Board may administer sanctions.

**Section D. Board Responsibility.** Upon receiving a report of a potential or actual conflict of interest, the Board will review all available circumstances and

render a ruling by majority vote. Board members who are the subject of a conflict of interest deliberation are excluded from Board review and ruling.

#### **ARTICLE XIV. WHISTLEBLOWER POLICY**

**Section A. Purpose.** Suspected violations of laws or Club rules, improper use of Club funds or property, or questionable accounting practices, must have a means to be reported to protect the Club's integrity, and to deter potential retaliation for such reporting. Similarly, deliberately false or malicious allegations under this policy will be cause for censure, including expulsion from Club membership.

**Section B. Reporting Procedure.** Allegations of improprieties described in Section A, above, may be made to any officer or director. A Board member receiving such information must make a timely report of the complaint to the President. The President determines how to proceed with the complaint and advises the Board members of his/her action. The President shall document all action taken in anticipation of potential litigation. If the Club President is the subject of the report, the Vice President assumes this responsibility.

**Section C. Retaliation Towards Members.** Persons making reports under this policy must not suffer retaliation from any individual under the authority of Club leadership. Anyone taking retaliatory action will be censured or expelled from the Club.

**Section D. False Allegations Against Officers and Directors.** Club directors and officers are similarly protected from knowingly false or malicious assertions under the same authority in this Article. Club members making such reports are subject to similar sanction.

#### **ARTICLE XV. DOCUMENT RETENTION POLICY**

**Section A. Definition.** Club documents are defined as written records produced by members in the context of Club affairs. The documents may be either paper or electronic.

**Section B. Purpose.** Documents identified under this policy must be retained for the time specified in Section C, below. Document retention is essential for historical reference, as well as source material for potential future litigation.

**Section C. Categories of Documents and Retention Period.** Tax returns are retained for six years. Financial records are retained for three years. Board minutes are retained for six years.

**Section D. Responsibility for Compliance.** Specified directors shown below are responsible for the safe and secure maintenance of current and past records



and for transfer of those records to their successors. Tax returns and financial records are the responsibility of the Treasurer. The Secretary is responsible for retention of Board Minutes.

## **ARTICLE XVI. JOINT VENTURE POLICY**

**Section A. Definition.** For purposes of this policy, a Joint Venture is a contractual arrangement or joint ownership between the Davis Bike Club and a business enterprise, investment, or exempt-purpose activity.

**Section B. Compliance.** The Club's non-profit status is preserved when it meets the following provisions:

1. A minimum of 95% of the venture's income for the Organization's calendar year is excluded from unrelated business income taxation, described in Internal Revenue Code, Section 512(b)(1) -(5), including unrelated debt-financed income.
2. The primary purpose of the Club's contribution to (or investment or participation in) the venture must not be for the generation of income or appreciation of real property.

## **ARTICLE XVII. NON-STANDARD GIFT ACCEPTANCE POLICY**

**Section A. General Policy.** No Board member may accept a gift if it benefits only that member without a substantial greater benefit to the Club's programs or objectives.

**Section B. Authority and Responsibility.** The Board must give prior approval for acceptance of any tangible gift to the Club or Board member, received while in the operation of any Club activity.

**Section C. Documentation and Inventory.** Any non-standard gift received under the conditions described above shall be memorialized in the Board minutes. The gift and its approximate value shall be inventoried, along with the other Club material assets under the control of the Quartermaster.