

BICYCLISTS OF IOWA CITY

AMENDED AND RESTATED BYLAWS

ARTICLE I NAME AND ADDRESS

The name of the organization is Bicyclists of Iowa City, sometimes referred to as "BIC." Its address is P.O. Box 846, Iowa City, Iowa 52242-0846

ARTICLE II PURPOSE

The purposes of the organization are as follows:

1. Promote, defend and protect the rights of bicyclists as operators of vehicles
2. Encourage and secure safe and desirable facilities for bicycling
3. Represent the interests of bicyclists with legislative and administrative groups on proposals relating to the establishment and maintenance of bicycle facilities, traffic regulations and enforcement, educational efforts and programs, and other matters affecting bicycling activities
4. Make available to its members information about cycling, bicycle clubs and their activities, and other information and news related to bicycling
5. Promote interest and participation in all forms of bicycling activities, including touring, commuting, racing and off-road cycling
6. Encourage and promote effective cycling practices and bicycle safety education for children and adults

ARTICLE III MEMBERSHIP

1. **General.** Membership is open to anyone who desires to promote the purposes of the organization and bicycling in general.
2. **Types of Membership.** The Board may establish various classes of membership including but not limited to
 - (a) Individual (in-state and out-of-state)
 - (b) Family (in-state and out-of-state)
 - (c) Sustaining, and
 - (d) Honorary

3. **Dues.** The Board may by resolution establish annual dues for each class of membership.
4. **Application for and Maintenance of Membership.** In order to become a member a person shall complete a membership application and pay the annual dues as established by the Board. Members are required to pay dues on an annual basis to maintain membership.
5. **Termination of Membership.** The Board may terminate a member for conduct deemed by the Board to be harmful to the welfare, standing or best interests of the organization. Such action may be taken by a two thirds (2/3) vote of the members of the Board present at a Board meeting at which the subject is raised. In the event such action is taken, notice of termination of membership shall be given in writing to the affected member by mail postmarked no more than 10 days following the action. If the affected member makes written notice of appeal from the action of the Board within 30 days of the action of the Board, then the member shall be given an opportunity to be heard before a committee of three (3) persons who have been members of the organization for at least five (5) years preceding the hearing. One such committee member shall be appointed by the Board, one shall be appointed by the affected member, and the third shall be selected by the two appointed members. The hearing shall be heard at a location agreed to by the committee members and the decision of the committee shall be final.

ARTICLE IV MEETINGS

Three types of meetings may be held. All meetings are open to all members.

1. **Board Meetings.** Such meetings shall be held at such times as deemed necessary. Two thirds of the Board, present in person, shall constitute a quorum.
2. **General Meetings.** Meetings of the general membership of the organization shall be held a minimum of three (3) times per year. One of such General Meetings shall be the Annual Meeting held in October of each year, at which time Officers are elected. Those members present plus a minimum of two (2) Officers shall constitute a quorum for a General Meeting.
3. **Special Meetings.** A Special Meeting, either of the Board or the general membership, may be called by the President of the organization. The purpose of such a meeting shall be as stated in the call and no other business will be transacted. For Special Board Meetings, two thirds (2/3) of the Board, present in person or by proxy, shall constitute a quorum. For a Special General Meeting, a quorum shall consist of those members present plus a minimum of two Officers.

4. **Notice of Meetings.**

- a. Notice of a Board Meeting, either regular or Special, may be telephonic, electronic, or in writing (delivered by hand, mail or fax).
- b. Notice of a General Meeting, either regular or special, shall be given not less than ten (10) days before the meeting, and may be telephonic, electronic, or in writing (delivered by hand, mail or fax.) Such notice shall be deemed to be given if published in the newsletter of the organization and mailed to the membership or made available electronically on the website of the organization, www.bicyclistsofiowacity.org
- c. Notices of a meeting shall include a brief summary of the item(s) to be considered at the meeting.

ARTICLE V OFFICERS

1. **Officers** are the elected officers of the organization. The Officers of the organization shall consist of the President, Vice President(s), Secretary and Treasurer.
 - a. **The President.** The President shall preside at all meetings of the Board and the general membership, and shall have and exercise general charge and supervision of the affairs of the organization, and shall perform such other duties as may be assigned to him by the Board.
 - b. **Vice President(s).** Vice President(s) shall assist the president in carrying out the club responsibilities and shall serve in his or her absence. The Vice President(s) shall plan and coordinate the General Meetings.
 - c. **Secretary.** The Secretary shall take minutes at Board, General and Special Meetings and cause these minutes to be published in an issue of the organization's newsletter. The Secretary shall have charge of such books, documents and papers as the Board may determine, and shall perform the duties incident to the office of Secretary.
 - d. **Treasurer.** The Treasurer shall have the responsibility for all funds, property and securities of the organization and shall periodically provide the Board with a financial report. The Treasurer shall have the responsibility of preparing annually a full and correct statement of the affairs of the organization, including a balance sheet and financial statement of operations for the preceding fiscal year.
2. **Appointed Officers** are non-elected officers who shall assist the Officers in carrying out the business of the organization. The President shall from time to time establish such appointed non-elective offices and appoint members to fill

them for one year terms, with the approval of a majority of the Officers of the organization. Such Appointed Officers may include, by way of illustration but not by way of requirement or limitation, RAGBRAI® Coordinator, Publicist, Membership Officer, Procurement Officer, Newsletter Editor, Webmaster, Touring Director, Safety & Education Director, and Advocacy Director.

- a. An Appointed Officer may be removed from office, with or without cause, by the affirmative vote of two thirds (2/3) of the Board, excluding the Appointed Officer who is the subject of such action.
3. **The Board** shall consist of the elected Officers and the Appointed Officers. The Board shall have charge, management and control of the affairs of the organization between meetings. In the event a member of the Board misses three (3) consecutive Board meetings, it is assumed that the member has resigned from the Board unless the President is specifically notified to the contrary by the Board member.
4. **Nomination.** At least thirty (30) days preceding the Annual Meeting, the President shall appoint a nominating committee of three (3) members to nominate candidates for election as Officers. A person nominated to be elected shall be a member in good standing. The names of the nominees shall be published in a newsletter of the organization preceding the Annual Meeting.
5. **Election Of Officers.** Election of the Officers shall be held at the Annual Meeting to be held in October of each year. The election shall be from a slate chosen either by a nominating committee or from nomination in open meeting. A member's consent to nomination is necessary. A plurality of members voting is sufficient for election.
6. **Term.** Officers shall hold office from January 1 through December 31, or until such later time as their successors are elected and duly installed.
7. **Vacancy.** Vacancy in any elective office may be filled for the unexpired portion of the term by appointment of the President with concurrence of a majority of the Board. The person so appointed shall hold office until the election and installation of a successor following the next Annual Meeting. Vacancy in an appointed office may be filled by appointment of the President with the concurrence of a majority of the Board; such an appointment shall be for a one year term.

ARTICLE VI FISCAL YEAR

The fiscal year of the organization shall be the calendar year.

ARTICLE VII AMENDMENTS TO BYLAWS

The Board shall have the power to make, alter, amend and repeal the Bylaws of the organization by the affirmative vote of the majority of the Board, provided that the action is proposed at a regular or special Meeting of the Board and adopted at a subsequent regular meeting of the Board, except as otherwise provided by law.

These Amended and Restated Bylaws of Bicyclists of Iowa City were adopted by the affirmative vote of more than 2/3 of the corporation's members present at a General Meeting held on February 27, 2008.

Richard Walton, Secretary