

Accepted as Amended 1/29/06

**BYLAWS  
OF**

**EL PASO BICYCLE CLUB, INC.  
(A Texas Non-Profit Corporation)**

**ARTICLE I**

**MEMBERSHIP**

Section 1.1 Membership shall be open to all persons regardless of race, color, creed or national origin.

Section 1.2 Individuals who shall complete an application form and pay club dues shall be eligible for membership.

Section 1.3 Classes of membership shall include the following:

- a. Individual;
- b. Family (two specific people);
- c. Active Military

Section 1.4 Every member shall pay dues annually to the corporation. Dues are payable annually/biannually on the anniversary of the member's first dues payment.

Section 1.5 The amount of the dues shall be set annually as recommended by the officers and board at the annual meeting.

- a. Individual
- b. Family
- c. Active Military – free for the first year
- d. Purchaser of a new bicycle – free 6-month membership

Section 1.6 Each member shall be allowed one vote.

## **ARTICLE II**

### **OFFICERS AND THEIR ELECTION**

Section 2.1 Each officer must be a member of the corporation.

Section 2.2 Officers and their election:

- A. The officers of the corporation shall consist of a president, a treasurer, and a secretary, and such vice-presidents and other officers as the board of directors shall determine from time to time.
- B. Officers shall be elected by the membership by ballot at the annual meeting. However, if there is but one nominee for an office, election need not be done by ballot.
- C. All officers shall assume their duties at the close of the annual meeting. All officers shall serve for a term of one year.
- D. Any officer failing to fulfill the duties of the office may be removed by a two-thirds vote of the board of directors.
- E. Outgoing officers and chairmen shall submit all their materials to the respective incoming officer or chairman within ten (10) days following the annual meeting or their respective appointment.
- F. Vacancies in any office shall be filled by the board of directors for the remainder of the term.
- G. No officer or chairman shall serve in the same office" or chairmanship for more than two (2) consecutive years.

Section 2.3 Nominating Committee:

- A. A nominating committee composed of three (3) persons and one (1) alternate shall be appointed by the president with the approval of the board.
- B. The nominating committee shall be appointed at least six (6) weeks prior to the annual meeting.

- C. The nominating committee shall nominate one (1) eligible person to fill each of the offices. The committee's nominees shall be announced to the members at least two (2) weeks prior to the annual meeting and again at the annual meeting.
- D. Nominations from the floor may also be made at the annual meeting prior to the election.
- E. Only persons having signified their consent to serve if elected shall be nominated.

### **ARTICLE III**

#### **DUTIES OF THE OFFICERS**

Section 3.1 The duties of the president shall be to:

- (i) coordinate the work of the officers and committees so that the purpose of the corporation is promoted;
- (ii) confirm that a quorum is present before conducting any business at any meeting;
- (iii) preside at all meetings of the corporation;
- (iv) be authorized to sign on the bank account (two of three authorized signatures shall be required on all checks); and
- (v) be a member ex-officio of all committees except the nominating committee.

Section 3.2 The duties of the vice-presidents, if any, shall be to:

- (i) preside, in order of designated seniority, in the absence of the president;

Section 3.3 The duties of the secretary shall be to:

- (i) record the minutes of each board meeting and general meeting of the corporation. Minutes of each meeting shall be presented at the next meeting for approval;
- (ii) keep a current copy of the Bylaws and Articles of Incorporation and all

- approved previous copies of the Bylaws and Articles of Incorporation;
- (iii) conduct all correspondence of the corporation;
  - (iv) keep attendance records of all board members
  - (v) give notice of meetings to all members;
  - (vi) be authorized to sign on the bank account (two of three authorized signatures shall be required on all checks); and
  - (vii) in the absence of a treasurer, perform the duties enumerated in these Bylaws for the office of treasurer.

Section 3.4 The duties of the treasurer shall be to:

- (i) have custody of all the funds of the corporation;
- (ii) keep books of accounts, record, bank statements, receipts, budgets, invoices and cancelled checks for five years or such longer period as may be required by law;
- (iii) make disbursements as authorized by the president, board of directors or vote of the members of the corporation;
- (iv) sign on the bank account (two of three signatures shall be required on all checks);
- (v) make financial reports at each meeting of the corporation and an annual report at the annual meeting; and
- (vi) submit books and records to an audit committee as requested.

## **ARTICLE IV**

### **MEETINGS**

Section 4.1 The annual meeting of the membership shall be held in January at a time and place to be set forth by written notice given by any officer, such notice to be given at least seven days before said meeting for the purpose of electing directors. If such notice is not timely given, then the officers shall give notice of the annual meeting upon the request of at least ten percent of the

members as soon as reasonably practicable after the request of such members.

Section 4.2 Special meetings of the membership shall be called by the president, by a majority of the board members, or at the request of at least 20% of the members, with at least ten (10) days' notice being given.

Section 4.3 Intentionally omitted.

Section 4.4 Ten members shall constitute a quorum at any meeting of this corporation.

## **ARTICLE V**

### **COMMITTEES**

Section 5.1 The president may, subject to the approval of the board, appoint committees to promote the purpose of the organization. The president shall assign the specific responsibilities to each committee

Section 5.2 Standing committees shall be created in the following areas:

- (i) Century Ride
- (ii) Others as required

Each chairman shall choose the members of their committee and may create subcommittees as necessary.

Section 5.3 Ad Hoc committees may be created for specific purposes. Ad Hoc committees shall automatically dissolve upon completion of their respective objectives.

Section 5.4 All committee chairmen shall submit all projects and proposed actions to the board of directors prior to executing the actions.

## **ARTICLE VI**

### **FISCAL YEAR**

Section 6.1 The fiscal year of the corporation shall run from January 1 to December 31.

## **ARTICLE VII**

### **BOARD OF DIRECTORS**

Section 7.1 The initial number of directors shall be not less than three but thereafter the number shall be determined by the members at the annual meeting:

Section 7.2 The board of directors shall be the governing body of the corporation, having full power to implement all regular business and to set policies and procedure between annual meetings

Section 7.3 Meetings of the board of directors shall be called by the president or a majority of the board with at least ten (10) days' notice having been given.

Section 7.4 The board of directors shall fill any vacancies occurring in elective or appointive positions for the remainder of the term of the position.

Section 7.5 A quorum for the transaction of business by the board of directors shall consist of a majority of the board of directors.

## **ARTICLE VIII**

### **FUNDS**

Section 8.1 This corporation shall be authorized to accept funds from any individual, association or corporation to be used for any reason consistent with the purpose of the organization, so long as such acceptance does not adversely affect the tax free status of the organization.

Section 8.2 No member shall be liable for the debts or obligations of the corporation except for such member's unpaid dues; and no personal liability shall in any event attach to any member of the corporation in connection with any of its undertakings; but all liabilities shall be limited to its common fund and assets. No member shall have the authority to borrow money or incur any indebtedness or liability in the name of or on behalf of the corporation without the consent of the board of directors.

Section 8.3 An annual audit of the records and receipts of the corporation shall be completed by an audit committee of three (3) persons and one (1) alternate. The audit committee shall be appointed by the president with approval of the board of directors. The duties of the audit committee to perform an audit shall be executed after the annual meeting and completed within ten (10) days following the annual meeting. The audit committee shall submit its report at the regular fall meeting of the corporation.

## **ARTICLE IX**

### PARLIAMENTARY AUTHORITY

Section 9.1 The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the corporation in all matters in which Robert's Rules are not inconsistent with these Bylaws, the Articles of Incorporation, or the Texas Non-Profit Corporation Act.

## **ARTICLE X**

### AMENDMENTS

Section 10.1 These Bylaws may be amended at any scheduled meeting of the members at which a quorum is present, by a two-thirds vote of the members present and voting, provided that notice of such amendment has been given to all members at least ten (10) days prior to the meeting.

## **ARTICLE XI**

### MISCELLANEOUS

Section 11.1 All notices shall be given in writing or distributed electronically to the person to whom notice is to be given at the address shown on the corporation's records for such person, unless such person shall have consented in writing to notice by other means.