

## **BYLAWS**

Sacramento Bike Hikers, Inc.  
a California Nonprofit Public Benefit Corporation

### **ARTICLE 1. OBJECTIVES AND PURPOSES**

The Sacramento Bike Hikers, Inc., a California Nonprofit Public Benefit Corporation (corporation), is a touring-oriented bicycling club, primarily devoted to adult and family cycling for recreation, sport, and physical fitness.

The Sacramento Bike Hikers, Inc. is affiliated with the League of American Bicyclists, hereafter referred to as the League, and supports the objectives and purposes of the League.

The primary objectives and purposes of this corporation shall be:

- 1.To promote bicycling for enjoyment, fitness and transportation.
- 2.To promote and protect the rights of bicyclists.
- 3.To promote the interests of bicyclists.
- 4.To support bicycling skills education.
- 5.To promote safe cycling.

### **ARTICLE 2. OFFICES**

#### **SECTION 1. PRINCIPAL OFFICE**

The principal office of the corporation for the transaction of its business is located at the residence of the President.

### **ARTICLE 3. MEMBERS**

#### **SECTION 1. DETERMINATION OF MEMBERS**

Membership shall consist of an individual or family. A family shall consist of up to two adults and any children under the age of eighteen (18) living at the same address who are related by blood, marriage, civil union, adoption or foster care. Each member admitted under a family membership shall have the same rights and privileges as an individual member except as otherwise specified in these Bylaws.

#### **SECTION 2. QUALIFICATIONS OF MEMBERS**

Membership is open to anyone interested in bicycling without regard to race, creed, sex, age, national origin, or religious preference.

### SECTION 3. ADMISSION OF MEMBERS

Applicants shall be admitted to membership upon making application in writing, payment of the annual dues, and signing of the liability release. Honorary and lifetime memberships may be conferred at the discretion of the Board of Directors.

### SECTION 4. FEES, DUES, AND ASSESSMENTS

The annual dues payable to the corporation by members shall be in such amount as may be determined from time to time by resolution of the Board of Directors. Memberships shall be non assessable.

### SECTION 5. NUMBER OF MEMBERS

There is no limit on the number of members the corporation may admit.

### SECTION 6. MEMBERSHIP ROSTER

The corporation shall keep a membership roster containing at a minimum, the name, address, phone number, and date of membership of each member. Termination of the membership of any member shall be recorded in the roster, together with the date of termination of such membership. Such roster shall be kept at the Membership Secretary's office and shall be available for inspection by any Officer during regular business hours.

The record of names and addresses of the members of this corporation shall constitute the membership list of this corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

### SECTION 7. NONLIABILITY OF MEMBERS

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

### SECTION 8. TERMINATION OF MEMBERSHIP

(a)The membership of a member shall terminate upon the occurrence of any of the following events:

(1)Upon his or her notice of resignation delivered to the President or Secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

(2)Upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.

(3)Upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification is given personally or mailed to such member by the Membership Secretary of the corporation. A member may avoid such termination by paying the required amount of dues within a thirty (30)-day period following such written notification.

(4)Upon his or her death.

(b)Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (a)(2) of this section, the following procedure shall be implemented:

(1)A notice shall be sent by first-class or registered mail to the last address of the member as shown on the corporation's records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.

(2)The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the Board of Directors in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the Board. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.

(3)Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.

(4)Any person expelled from the corporation shall receive a refund of dues already paid. The refund shall be prorated to return only the unaccrued balance remaining for the period of the dues payment.

#### SECTION 9. RIGHTS ON TERMINATION OF MEMBERSHIP

All rights of a member in the corporation shall cease on termination of membership as herein provided.

#### SECTION 10. AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS

Notwithstanding any other provision of these Bylaws, if any amendment of the Articles of Incorporation or of the Bylaws of this corporation would result in the termination of all memberships or any class of memberships, then such amendment or amendments shall be effected only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law

### ARTICLE 4. MEETING OF MEMBERS

#### SECTION 1. PLACE OF MEETING

Meetings of members shall be held at such place or places within the State of California as may be designated from time to time by resolution of the Board of Directors.

#### SECTION 2. ANNUAL AND OTHER REGULAR MEETINGS

The members shall meet annually on the first Wednesday of November in each year, at 7:00 P.M., or at such time and place as specified by the Board of Directors, for the purpose of electing Officers and transacting other business as may come before the meeting. The Officers shall be elected by a majority vote of the members at which a quorum is present. The candidates for election shall be for the following positions:

- President
- Vice-President
- Secretary

- Treasurer
- Membership Secretary

Each voting member shall cast one vote, with voting being by written ballot only. The annual meeting of members for the purpose of electing Officers shall be deemed a regular meeting.

Other regular meetings of the members shall be held on the first Wednesday of each month at 7:00 P.M. or at such time and place as specified by the Board of Directors.

### SECTION 3. SPECIAL MEETINGS OF MEMBERS

The Board of Directors or the President of the corporation shall call special meetings of the members. In addition, five (5) percent or more of the voting members may call special meetings of the members for any lawful purpose.

### SECTION 4. NOTICE OF MEETINGS

(a)Time of Notice. Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be provided not less than ten (10) nor more than ninety (90) days before the day of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given twenty (20) days before the meeting.

(b)Manner of Giving Notice. Notice of a membership meeting shall be given in the Quarterly Ride Schedule, either personally, electronically, by mail or other means of written communication, addressed to the member at the address of such member appearing on the membership roster. If no address appears or is given, the notice shall be posted at the place where the principal office of the corporation is located or by publication of notice of the meeting at least once in a newspaper of general circulation in the county in which the principal office is located.

(c)Contents of Notice. Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and the requirement that no other business be transacted, or (2) in the case of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for action.

(d)Notice of Meetings Called by Members. If a special meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail or by electronic communication to the President, Vice-President or Secretary of the corporation. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting shall be fixed by the Board and shall not be less than thirty-five (35) days nor more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give notice themselves.

(e)Waiver of Notice of Meetings. The transaction of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the

meeting, each of the persons entitled to vote, not present in person, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of the matters specified in subparagraph (f) of this section, the waiver of notice or consent shall state the general nature of the proposal.

(f)Special Notice Rules for Approving Certain Proposals. If action is proposed or is taken with respect to the following proposals, such action shall be invalid unless approved by majority vote and the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

- (1)Removal of Officers without cause;
- (2)Filling of vacancies on the Board by members;
- (3)Amending the Articles of Incorporation; and
- (4)An election to voluntarily dissolve the corporation.

#### SECTION 5. QUORUM FOR MEETINGS

A quorum shall consist of 25 voting members of the corporation.

The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting, provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

In absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the members at the meeting, but no other business shall be transacted at such meeting.

When a meeting is adjourned for lack of a sufficient number of members at the meeting, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business that was to be transacted other than by announcement at the meeting at which the adjournment is taken. However, if after the adjournment a new date is fixed for voting, a notice of the adjourned meeting shall be given to each member. A meeting shall not be adjourned for more than forty-five (45) days.

#### SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision made by a majority of voting members present in person at a duly held meeting at which a quorum is present is the act of the members.

## SECTION 7. VOTING RIGHTS

Each member 18 years of age or older is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings may be by voice vote. Election of Officers, however, shall be by ballot.

## SECTION 8. PROXY VOTING

Members entitled to vote shall not be permitted to vote or act by proxy.

## SECTION 9. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the President, or, in his or her absence, by the Vice-President or, in absence of these persons, by a Chair chosen by a majority of the voting members present. The Secretary of the corporation shall act as Secretary of all meetings of members. In his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Roberts' Rules of Order shall govern meetings; as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with any provision of law.

## SECTION 10. REASONABLE NOMINATION AND ELECTION PROCEDURES

This corporation shall make available to members reasonable nomination and election procedures with respect to the election of Officers by members. Such procedures shall be reasonable given the nature, size, and operations of the corporation, and shall include:

- (a) A reasonable means of nominating persons for election as Officers.
- (b) A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.
- (c) A reasonable opportunity for all nominees to solicit votes.
- (d) A reasonable opportunity for all members to choose among the nominees.

## SECTION 11. RECORD DATE FOR MEETINGS

The record date for purpose of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of members or any other lawful membership action, shall be fixed pursuant to Section 5611 of the California Nonprofit Public Benefit Corporation Law.

# ARTICLE 5. BOARD OF DIRECTORS

## SECTION 1. NUMBER OF OFFICERS

The corporation shall have five officers and collectively they shall be known as the Board of Directors. The number may be changed by amendment of these Bylaws. The officers of this corporation shall be a President, a Vice-President, a Secretary, a chief financial officer who shall be designated the Treasurer, and a Membership Secretary. The same person may hold any number of offices except, that neither the Secretary nor the Treasurer may serve as President.

## SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

## SECTION 3. DUTIES

The Board of Directors shall:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws.
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties of all officers and agents of the corporation.
- (c) Supervise all officers or agents of the corporation to assure that their duties are performed properly.
- (d) Meet at such times and places as required by these Bylaws.
- (e) Register their mailing or electronic addresses and phone numbers with the Secretary of the corporation. Notices of meetings sent to them at such addresses shall be valid notices thereof.

## SECTION 4. QUALIFICATIONS, ELECTION, AND TERM OF OFFICE

Any adult member may serve as an officer of this corporation. Officers shall be elected by the members of the corporation and each officer shall hold office until he or she resigns, is removed, or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. Each officer shall serve for a period of one year following the annual election in November commencing on the first day of January and terminating on the last day of December.

## SECTION 5. REIMBURSEMENT OF ACTUAL EXPENSES

Officers shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred on behalf of the corporation.

## SECTION 6. RESTRICTION REGARDING CONFLICT OF INTEREST

Notwithstanding any other provision of these Bylaws, no person(s) serving on the Board may participate in any matter in which he or she or any relative as defined below has a financial interest. A relative is defined as: Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

## SECTION 7. PLACE OF MEETINGS

Meetings shall be held at such place within the State of California as designated from time to time by resolution of the Board of Directors. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all Officers participating in such meeting can hear one another.

## SECTION 8. REGULAR AND ANNUAL MEETINGS

Regular meetings of the Board of Directors should be held within a two week period preceding the member's meetings as provided in Article 4, Section 2.

## SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, the Vice-President, the Secretary, or by any two Officers, and such meetings shall be held at the place designated by the person or persons calling the meeting.

## SECTION 10. NOTICE OF MEETINGS

Regular meetings of the Board may be held without notice. Special meetings of the Board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or electronic communication. Notices shall be addressed to each Officer at his or her address as shown on the roster of the corporation. Notice shall be given of any adjourned regular or special meeting to Officers absent from the original meeting.

Notice of meetings shall specify the place, day, hour, and purpose of the meeting.

## SECTION 11. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Officer not present signs a waiver of notice, a consent to hold the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals, shall be filed with the corporate records or made a part of the minutes of the meeting.

## SECTION 12. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the Board of Directors.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting except as provided in Section 10 of this Article.

The Officers present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Officers from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

### SECTION 13. MAJORITY ACTION AS BOARD ACTION

Every act or decision made by a majority of the Officers present at a meeting duly held at which a quorum is present is the act of the Board of Directors.

### SECTION 14. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President, or if no such person has been so designated, or in his or her absence, by the Vice-President of the corporation, or in the absence of each of these persons, by a chairman chosen by a majority of the Officers present at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of the Board, provided that in his or her absence the presiding officer shall appoint another person to act as Secretary of the meeting.

Roberts' Rules of Order shall govern meetings; as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provision of law.

### SECTION 15. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Officers. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the Officers to so act, and such statement shall be prima facie evidence of such authority.

### SECTION 16. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Officer, and (2) whenever the number of authorized Officers is increased.

The Board of Directors may declare vacant the office of any Officer who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order of judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

If this corporation has less than fifty (50) members, Officers may be removed without cause by a majority of all members, or, if the corporation has fifty (50) or more members, by vote of a majority of the members represented at a membership meeting at which a quorum is present.

Any Officer may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Officer may resign if the corporation would then be left without a duly elected Officer or Officers in charge of its affairs, except upon notice to the Attorney General.

The Board of Directors may remove any officer, either with or without cause, at any time.

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than

that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled, as the Board shall determine. However, vacancies created by the removal of an Officer may be filled only by the approval of the members. The members of this corporation may elect an Officer at any time to fill any vacancy not filled by the Board of Directors.

A person elected to fill a vacancy as provided in this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation, or removal from office.

#### SECTION 17. NON-LIABILITY OF OFFICERS

The Officers shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

#### SECTION 18. INDEMNIFICATION BY CORPORATION OF OFFICERS AND OTHER AGENTS

To the extent that a person, who is, or was, an officer, 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 against expenses actually and reasonably incurred by the person in connection with such proceeding.

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 19. 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 officers, or other agents 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.

## ARTICLE 6. OFFICERS

### SECTION 1. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors. If applicable, the President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors. The President shall communicate information, suggestions, and recommendations to the members of the corporation that will promote the welfare, enjoyment, and/or development of bicycling and the corporation.

### SECTION 2. DUTIES OF VICE-PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice-President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

### SECTION 3. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the Secretary's office the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the Secretary's office or at such other place as the Board may determine, a book of minutes of all meetings of the members and Board of Directors, and, if applicable, meetings of committees. The minutes shall contain the time and place of the meeting, whether regular or special, how the meeting was called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

Record all actions or motions set forth by the membership or Board of Directors regarding club policies, which shall be maintained in a separate file as Codified Policy.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or by these bylaws.

Post at all regular meetings and/or send by electronic media the minutes of the preceding Board of Directors meeting and of the preceding regular meeting. All proceedings shall be made

available to any member or Officer of the corporation, or to his or her agent or attorney on request.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### SECTION 4. DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive and give receipt for monies due and payable to the corporation from any source whatsoever.

Disburse or cause to be disbursed the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any Officer of the corporation, or to his or her agent or attorney, on request therefore.

Render to the President and Officers, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare and certify the financial statements to be included in any required reports.

The Treasurer shall be responsible for filing any and all tax forms and documents as appropriate for compliance with federal, state, and local requirements.

In general, perform all duties, incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### SECTION 5. DUTIES OF THE MEMBERSHIP SECRETARY

The Membership Secretary shall:

Receive applications for membership in the corporation. Obtain applicant's signature on liability release. Receive payment of annual dues from applicants. Transmit funds received for annual dues to Treasurer. Transmit appropriate membership materials to applicants admitted to membership in the corporation. Advise applicants rejected for membership in the corporation of the basis for rejection. Advise delinquent members of termination within 30 days for failure to renew membership by payment of annual dues.

Keep at the Membership Secretary's office a membership roster containing at a minimum, the name, address, phone number and date of membership of each member. If any membership has been terminated, he or she shall record such fact in the membership roster together with the date on which such membership ceased.

#### SECTION 6. SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

### ARTICLE 7. COMMITTEES

#### SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of Officers, designate two (2) or more of its members to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the corporation, except with respect to:

- (a) The approval of any action that under law or the provisions of these Bylaws, requires the approval of the members or of a majority of all of the members.
- (b) The filling of vacancies on the Board or on any committee that has the authority of the Board.
- (c) The amendment or repeal of bylaws or the adoption of new Bylaws.
- (d) The amendment or repeal of any resolution of the Board that by its express terms cannot be amended or repealed.
- (e) The appointment of committees of the Board or the members thereof.
- (f) The expenditure of corporate funds to support a nominee for any board position.
- (g) The approval of any transaction to which this corporation is a party and in which one or more of the Officers has a material financial interest.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease, but not below two (2), the number of its members, and fill vacancies therein from the members of the Board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

#### SECTION 2. OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees. The Board of Directors shall

appoint all committee chairpersons. Each committee chairperson shall appoint committee members with the approval of the Board of Directors.

### SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members. The time for regular meetings of committees may be fixed by the committee subject to approval of the Board. The Board of Directors may also require special meetings of committees. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## ARTICLE 8. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

### SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer or agent shall have any power and authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer or by the President of the corporation or by the Vice-President.

### SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

### SECTION 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

## ARTICLE 9. CORPORATE RECORDS REPORTS AND SEAL

### SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at such locations designated in these Bylaws:

- (a) Minutes of all meetings of the Board of Directors, committees of the Board and of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the proceedings thereof.

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

(c) A roster of its members indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership.

(d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

## SECTION 2. OFFICERS' INSPECTION RIGHTS

Every officer shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

## SECTION 3. MEMBERS' INSPECTION RIGHTS

Every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or committees of the Board, upon written demand on the corporation by the member.

## SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

## SECTION 5. ANNUAL REPORT

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all officers of the corporation and to any member who requests it in writing, which report shall contain the following in appropriate detail:

(a) The assets and liabilities, including trust funds, of the corporation as of the end of the fiscal year.

(b) The principal changes in assets and liabilities, including trust funds, during fiscal year.

(c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

(d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

(e) Any information required by Section 7 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

If this corporation has more than TWENTY FIVE THOUSAND DOLLARS (\$25,000) in receipts during the fiscal year, this corporation shall send the above annual report to all members, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions, of this Section and Section 6321 of the California Corporations Code relating to the annual report.

## ARTICLE 10. FISCAL YEAR

### SECTION 1. FISCAL YEAR OF THE CORPORATION

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

## ARTICLE 11. BYLAWS

### SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

(a) Subject to the power of the members to change or repeal these Bylaws under section 5150 of the Corporations Code, by approval of the Board of Directors unless the Bylaw amendment would materially and adversely affect the rights of members as to voting or transfer, provided, however, a Bylaw specifying or changing the fixed number of officers of the corporation, the maximum or minimum number of officers, or changing from a fixed to variable Board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this section; or

(b) By approval of the members of this corporation.

## ARTICLE 12. AMENDMENT OF ARTICLES OF INCORPORATION

### SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS

Before any members have been admitted to the corporation, any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

### SECTION 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS

After members have been admitted to the corporation, amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the members of this corporation.

### SECTION 3. CERTAIN AMENDMENTS

Notwithstanding the above Sections of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and of the names and addresses of the first officers of this corporation nor the name and address of

its initial agent, except to correct an error in such statement or to delete either statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

#### ARTICLE 13. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, officer, or other person connected with this corporation, or any private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that on such dissolution of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation remaining in the hands of the Board of Directors, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

CERTIFICATION

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws, as amended, were duly adopted by the Board of Directors and members of the Sacramento Bike Hikers on the date set forth below.

Dated: \_\_\_\_\_  
Secretary