

Richmond Area Bicycling Association

Amended and Restated Bylaws

ARTICLE I - NAME AND PURPOSE

The name of the corporation shall be The Richmond Area Bicycling Association, Incorporated (hereafter "the Association").

The purpose of the Association shall be to organize and conduct bicycle-related activities for its members, and the greater Richmond community, and generally to promote bicycling.

Toward these objectives, the Association shall provide activities and training that organize and promote bike rides, stress effective and safe cycling, promote the development of bicycle routes and enhancement of highway conditions to better accommodate bicyclists, and educate its members and the public to the value of bicycling and the rights and responsibilities of cyclists and motorists when sharing the road.

ARTICLE II - NON-PROFIT STATUS

The Association is organized as a 501(c)(4) entity; the Association shall not be operated for profit, and no part of the income or capital shall inure to the profit of any individual, except as compensation for specific services that have been approved by the Board of Directors or by resolution of the Members.

ARTICLE III - MEMBERSHIP

Section 1. Individual Membership shall be open to all adult persons at least eighteen (18) years of age who have an interest in the purpose of the Association, who execute an application form and who tender the appropriate membership fee.

Section 2. Family Membership shall be open to any family (one or two adults) and all minor dependents under eighteen (18) years of age, who execute an application form and who tender the appropriate membership fee.

Section 3. Life Membership shall be conferred by two-thirds (2/3) affirmative vote of the Board of Directors present at a scheduled meeting. Life Membership shall be awarded in recognition of outstanding and continuous service to the Association, and shall constitute Association membership for the recipient's lifetime without payment of membership fees.

Section 4. Honorary Membership shall be conferred by a two-thirds (2/3) affirmative vote of the Board of Directors present at a scheduled meeting.

Honorary Membership may be awarded to individuals in recognition of public support for the Association or its mission, and if awarded, shall continue without the payment of membership fees for 12 months or for the such other period determined by the Board.

Section 5. Corporate/Sponsor Membership shall be available to organizations who wish to be recognized as sponsors of RABA. Corporate/Sponsor Memberships shall carry no voting rights or other amenities of membership. The cost and duration of a Corporate/Sponsor Membership shall be determined by the Board of Directors.

Section 6. The application form authorized by the Board of Directors shall include a statement releasing the Association and its officers and other officials from liability in case of accident, injury or misadventure during Association activities.

Section 7. Membership fees shall be set by the Board of Directors.

ARTICLE IV - ENTITLEMENT AND PROCESS TO VOTE

Members are qualified to vote at meetings of the Association when they are personally present, and each member age 18 or older who is personally present at the meeting is entitled to cast one vote. Except for an amendment to the Articles of Incorporation or to the Bylaws, each of which shall require a 2/3 affirmative vote of the members constituting a quorum, a vote shall be carried by a majority of all votes cast.

Section 1. Members are qualified to vote provided that all dues are current, and each member is age 18 years or older at the time of the vote. Votes that are held at a formal meeting of the Association will require that the member is present. Votes held through electronic voting will be sent to only those members who meet the qualifications of eligibility.

Section 2. The Board must give notice to the Club, not less than ten (10) days nor more than sixty (60) days before such vote, that a vote will be held electronically. The vote will be held in a secure means as determined by the Board, with the closing of the voting session to not be less than 72 hours from the beginning of the voting session

Section 3. Electronic voting is the default method of voting. The Board may, with a simple majority vote, decide to conduct any vote at a general meeting.

Section 4. A quorum shall consist of at least twenty (20) members present at general meetings and at least twenty (20) members submitting an electronic vote.

Section 5. A 2/3 affirmative vote of the members constituting a quorum (as stated in Article IV Section 4) is required to amend the Articles of Incorporation or the Bylaws. All other votes require a simple majority to pass.

Section 6. Electronic votes must be certified by a review committee appointed by the President. The committee shall consist of no less than three and no more than 5 members of the Association.

ARTICLE V – MEETINGS

Section 1. The Annual Meeting of the Members shall be held during the month of December in lieu of a general meeting, or at the call of the Board of Directors, at a time and place it may designate.

Section 2. Notice of the Annual Meeting shall be made in writing and/or through electronic communication, not less than ten (10) days nor more than sixty (60) days before such meeting. Notice of the Annual Meeting of the Members shall include a proposed agenda for the meeting, a financial report, and if an electronic vote was not held prior to the meeting, a list of individuals nominated to serve in each position up for election.

Section 3. At the Annual Meeting, the minutes of the preceding Annual Meeting of the Members shall be read; the President shall give a report on the status of the Association or designate another Association member to do so; the Treasurer shall give a financial report or designate another Association member to do so. If an electronic vote was not held prior to the meeting, a Board of Directors shall be elected as provided herein, and any other business brought to the floor shall be conducted. If the election of the board was held via electronic voting the results of the election shall be announced at the Annual Meeting.

ARTICLE VI - SPECIAL MEETINGS

Upon motion of the Board of Directors, or upon petition executed by not less than twenty (20) members, the Secretary shall set a Special Meeting of the members of the Association and provide written and/or electronic notice thereof to all members. The notice shall be given not less than ten (10) days, nor more than sixty (60) days prior to the date of the special meeting and the notice shall state specifically the business to be transacted at the special meeting.

ARTICLE VII - ELECTIONS

Section 1. No later than September 15, the President shall appoint a nominating committee of not less than three (3) nor more than five (5) members, one of whom must not be currently on the Board. The names of the nominating

committee members and the general call for nominees shall be published no later than the November newsletter, along with a notice of the Annual Meeting. The general call for nominees will inform members that they may nominate themselves or another member by emailing the Chair of the Nominating Committee no later than November 15th. If the nomination is by someone other than the nominee, the Committee will contact the nominee to ensure that the nominee agreed to run. These nominations will be included in the proposed slate of Officers.

Section 2. The Nominating Committee shall submit to the President a list of one or more individuals for each position to be filled. Such list shall be submitted in time to permit publication of the nominees in the December newsletter.

Section 3. The Member Communications Director shall provide members, in writing and/or through electronic communication, a notice listing all nominations made by the Nominating Committee and a statement that additional nominations for any position can be made: (1) from the floor at the Annual Meeting of the Association if there is a physical vote; or (2) if electronic voting is used, there will be an opportunity to enter write-in candidates. The December newsletter shall also provide all the information required under Article V, Section 2 above.

Section 4. The Board of Directors shall either be elected via electronic voting or if electronic voting is not held, at the Annual Meeting.

Section 5. If the vote is held at the annual meeting, each position shall be voted on individually in serial order as follows: President; Vice President; Secretary; Treasurer; Advocacy Director; Monthly Ride Director; Weekly Ride Director; Director(s)-at-Large; Member Communications Director; Membership Director; Public Relations Director; and Century Director.

The presiding officer shall call the position. A representative of the nominating committee shall announce the name(s) of the individual(s) nominated for that position. Additional nominations shall be called for from the floor. Upon motion and second to close the nominations, a vote for the position shall be held. Such vote shall be by secret ballot if more than one individual has been placed in nomination. If only one name is placed in nomination, the presiding officer may dispense with the secret ballot. Votes shall be counted separately in the presence of the attending members by at least three (3) members appointed by the President. Once a winner is declared, the presiding officer will move to the next position.

Section 6. If the vote is held electronically each position must be listed separately with all proposed candidates listed under each respective position and space must be provided for a write-in candidate for each position. When voting is done electronically, a review board of 3 members appointed by the President shall review the results and certify them. The election review board may not consist of any member of the nominating committee.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1. POWERS AND RESPONSIBILITIES: The Association shall be governed by the Board of Directors, whose duties shall be to:

1. Promote membership in the Association and maintain membership lists;
2. Set and assess membership dues and other fees; collect, invest, and disburse funds of the Association; and establish fiscal controls and segregation of duties sufficient to safeguard funds and ensure that resources of the Association are used only for approved purposes;
3. Enter into contracts in furtherance of the Association's purpose and activities;
4. Oversee Association affairs;
5. Disseminate information to members about Association activities and plans;
6. Adopt policy positions to guide advocacy efforts or promote the purposes of the Association; and
7. Establish such policies and regulations as are deemed necessary for the safe, effective and efficient conduct of the Association's affairs. Any policies and regulations adopted by the Board shall be disseminated to the members, and maintained in a form and place that is accessible for review by Association members.

Section 2. QUALIFICATION: Members of the Board of Directors shall be members of the Association as defined by Article III.

Section 3. COMPOSITION OF THE BOARD OF DIRECTORS: At the Annual Meeting the members shall elect the following members of the Board of Directors: President, Vice President, Secretary, Treasurer, Advocacy Director, Monthly Ride Director, Weekly Ride Director, up to five Director(s)-at-Large, Member Communications Director, Membership Director; Public Relations Director, and Century Director. The immediate past president of the Association shall serve ex- officio as a voting member of the Board.

Section 4. TERM OF OFFICE: Officers and directors shall be elected to hold office for one calendar year or until their successors are elected, whichever is later.

In the event of a vacancy on the Board of Directors, the President, with the concurrence of the Board of Directors, shall appoint a replacement to fill the unexpired term.

Section 5. MEETINGS AND QUORUM: The Board of Directors shall meet not less than once each calendar quarter and at such other times as circumstances require for the purpose of conducting the business of the Association. Meetings of the Board of Directors may be called by the President or by petition of five (5) Directors. At any meeting of the Board of Directors five (5) or more Directors shall constitute a quorum.

Every meeting of the Board of Directors shall be open to members. The Board shall go into executive session to discuss real estate negotiations, legal transactions, or disciplinary actions, provided, however, that all votes shall be taken in open session with members permitted to be present.

At each meeting of the Board of Directors, members of the Association shall be given a comment period of up to fifteen (15) minutes to bring issues before the Board.

Section 6. DUTIES OF PRESIDENT: The President shall provide leadership, coordination, and guidance in all matters of the Association. The President shall preside over general membership meetings of the Association. The President shall have the power to appoint and dismiss special committees. The President shall preside over general membership meetings of the Association. The President shall act as chair of the Board of Directors and carry out all duties and responsibilities contained in the bylaws or assigned by the Board of Directors.

Section 7. DUTIES OF VICE-PRESIDENT: The Vice-President shall assume the President's office and powers in the absence of the President. The Vice-President may also chair specific phases of Association activity as designated by the President or the Board of Directors. The Vice President shall also be responsible for the development and presentation of programs at Member meetings.

Section 8. DUTIES OF SECRETARY: The Secretary shall keep, or cause to be kept, minutes of meetings of the Association and Board of Directors and make them available to the members. The Secretary shall prepare written documents as required for the Association and shall handle correspondence, mailings, and notifications of meetings when required. The Secretary shall assume the President's office and powers in absence of both the President and Vice-President.

Section 9. DUTIES OF TREASURER: Pursuant to regulation and oversight by the Board of Directors, the Board of Directors delegates to the Treasurer the duty and authority to collect and deposit funds, pay bills and other obligations of the

Association, monitor the Association's financial status, prepare financial summaries and statements, file any tax forms or returns required by law, including required filings with the State Corporation Commission, and act as

liaison with insurance company(ies) or vendors with which the Association has ongoing contracts. The Treasurer shall prescribe the form of records to be kept by any person handling funds of the Association.

Section 10. DUTIES OF RIDE DIRECTORS: The Monthly and Weekly Ride Directors shall organize all rides. A ride director or designated representative shall be present at all rides and provide a RABA ride sign-in sheet including a waiver of liability. The ride directors or representatives shall coordinate all organized rides. The ride directors may organize a rides planning committee.

Section 11. DUTIES OF PUBLIC RELATIONS DIRECTOR: The Public Relations Director shall be responsible for bringing the Association and its activities to the attention of the public by coordinating RABA's participation in community events and coordinating with the media.

Section 12. DUTIES OF MEMBER COMMUNICATIONS DIRECTOR: The Member Communications Director shall be editor of the newsletter and publish such on a regular basis and oversee administration of the Web site and the e-mail list. The Member Communications Director may organize a communications committee and make appointments and assignments as necessary.

Section 13. DUTIES OF THE BICYCLING ADVOCACY DIRECTOR: The Bicycling Advocacy Director shall be RABA's representative to the Regional Citizen's Transportation Advisory Committee and all governmental or citizen advocacy organizations in which the Advocacy Director deems it appropriate for RABA to participate, and shall act as, or delegate liaisons, with legislative and regulatory bodies and advocacy groups to ensure that the interests of bicyclists are represented and shall act to promote the bicycle as a vehicle for commuting.

Section 14. DUTIES OF THE MEMBERSHIP DIRECTOR: The Membership Director shall be responsible for maintaining the membership roster. The Membership Director will keep up-to-date records of the membership address information and membership expiration dates in coordination with the Treasurer. The Membership Director will provide a mailing list of the membership each month for the distribution of the newsletter and shall coordinate the e-mail list with the Member Communications Director.

Section 15. DUTIES OF THE CENTURY CHAIR. The Century Chair shall organize, promote, and conduct the club's annual Heart of Virginia Century Ride and Bike Festival. The Century Chair may recruit and organize volunteers, establish committees, or take such administrative or organizational actions as are necessary for the successful conduct of the Festival.

Section 16. DUTIES OF THE DIRECTOR(S) AT LARGE. The Director(s) at large shall be assigned such responsibilities as are determined by the Board of Directors.

Section 17. RECALL OF DIRECTORS: Any Director may be removed from office for just cause by a two-thirds (2/3) affirmative vote of the entire Board of Directors. Just cause shall be defined as failure to maintain membership, malfeasance, and/or failure to perform duties as set forth herein.

ARTICLE IX - AMENDMENTS

These By-Laws may be amended only by an affirmative vote of two-thirds (2/3) of those qualified members voting at a Special Meeting, Annual Meeting or Electronic Vote, provided a quorum is reached. Such amendments shall have been proposed at a previous meeting and published at least once in a regular issue of the newsletter preceding the Special Meeting at which the vote is to be taken.

ARTICLE X – DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Association for any reason and to the extent consistent with law, and after satisfaction of all debts and obligations, all remaining assets shall be conveyed to the League of American Bicyclists.

ARTICLE XI – EFFECTIVE DATE

With the exception of Article VII, these Bylaws shall become effective as of the date of their adoption by the members. The provisions of Article VII, which relate to Board composition and descriptions of Board positions shall become effective on December 31 following the date of adoption by the members.

Amendments Approved by Members vote: November 7, 2020