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Bylaws  
Adopted – September 2, 1987**

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# Quad Cities Bicycle Club Bylaws

## Article 1.0 Name and Officers

### 1.1 Name

The name of this club incorporated as a non-profit corporation under the laws of the State of Iowa on December 7, 1971, shall be QUAD CITIES BICYCLE CLUB. Certificate Number 56773. QUAD CITIES BICYCLE CLUB is exempt from federal income tax as a 501(c)(7) corporation. Donations to QUAD CITIES BICYCLE CLUB are not deductible as charitable contributions on the donor's federal income tax return.

### 1.2 Offices

The principal office of the corporation shall be Davenport, Iowa. The corporation shall also have offices and/or branches at such other places as the Directors may from time to time appoint for purposes the corporation may require.

## Article 2.0 Members

### 2.1 General

Any person who is interested in the objectives of the corporation may become a member, and upon doing, agrees to abide by the Bylaws of the association, and by such rules and regulations governing membership as prescribed by the Board of Directors and to the payment of appropriate membership fees and dues.

### 2.2 Classes of Members

**2.2.1 Members** Members shall be admitted upon written application made upon the membership form furnished by the corporation, accompanied by the required fees and dues. Such application is subject to the approval and acceptance of either the Board of Directors or any person designated by the Board to accept such application.

Membership shall be divided into the following classes:

**Individual** An individual membership shall consist of all those 18 years of age and older. Any person may join as an individual. However, anyone under the age of 18 must be co-signed by either the parent or legal guardian. Each individual membership is entitled to one vote.

**Family** A family membership shall consist of all adult members (parents or guardians) and all children 22 years and younger. Each parent or guardian in a family membership is entitled to one vote.

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**2.2.2 Honorary Members** Honorary Members shall be persons of distinction and shall enjoy the privileges of the club at the discretion of the Board of Directors and shall be exempt from membership fees and dues.

### **2.3 Termination of Membership**

A membership may be terminated as follows:

**2.3.1 Voluntary Resignation** A member may at any time voluntarily resign by delivering a written notice to the Secretary or by failure to pay annual dues.

**2.3.2 Death of a Member** When the Secretary receives notification of the death of a member, the membership shall be considered automatically terminated.

**2.3.3 Improper Conduct** The Board of Directors may terminate a member for conduct deemed by them to be harmful to the welfare, standing or best interest of the club by a two-thirds (2/3) vote of the Directors present at a meeting in which the subject is raised.

**2.3.4 Provision for Appeal** If and in the event of termination for misconduct as herein before provided, and upon 30 days prior written notification of his desire to appeal, a member will be given the opportunity to be heard before a committee of three (3) members who have been members for not less than five (5) consecutive years immediately preceding the hearing, one such member to be appointed by the officers of the corporation for a designated representative, one to be appointed by the aggrieved member and the third to be selected by two (2) appointed committee members.

The hearing shall be held at the office of the corporation, and the finding of such committee shall be final.

### **2.4 Membership Fees and Dues**

The amount of fees and/or dues for members shall be established by resolution of the Board of Directors.

### **2.5 Meetings of the Members**

**2.5.1 Annual Meeting** Annual Meeting of the members of the QUAD CITIES BICYCLE CLUB shall be set by the Board of Directors.

**2.5.2 Special Meeting** Special Meetings of the members of the corporation may be called by the President of the corporation in his discretion.

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**Article 3.0 Officers and Directors**

**3.1 Qualifications of Officers and Directors**

Each person to be elected to serve as either an Officer or a Director of the corporation shall be a member in good standing.

**3.2 Definition of Officers and Directors**

The corporation shall have four (4) Officers consisting of a President, Vice President, Treasurer and Secretary. The number of Directors shall be nine (9). Said Officers and Directors shall preside as the Board of Directors for the corporation.

**3.2.1 President** The President shall preside at all meetings of the members of the Board of Directors, and shall have and exercise general charge and supervision of the affairs of the corporation, and shall perform such other duties as may be assigned to him by the Board of Directors.

**3.2.2 Vice President** At the request of the President and/or the Board of Directors, the Vice President shall have and exercise general charge and supervision of the affairs of the corporation, and shall perform such other duties as may be assigned to him by the Board of Directors.

**3.2.3 Recording Secretary** The Secretary shall have charge of such books, documents and papers as the Board of Directors may determine. He/she shall attend and keep the minutes of all meetings of the Board of Directors and of the corporation. He/she may sign with either the President or Vice President, in the name of and on behalf of the corporation, any contracts or agreements authorized by the Board of Directors. He/she shall perform all of the duties incident to the Office of Secretary.

**3.2.4 Treasurer** The Treasurer shall have the responsibilities for all funds, property and securities of the corporation. The Treasurer shall have the responsibility to cause and be prepared annually a full and correct statement of the affairs of the corporation, including a balance sheet and financial statement of operations for the preceding fiscal year.

**3.3 Resignation of Officers and Directors**

Any Officer or Director may resign at any time by giving written notice of such resignation of the Board of Directors.

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### **3.4 Vacancies**

Any vacancy in the Board of Directors or Officers occurring during the year may be filled by the President. The appointed individual will be voted upon by the Directors and Officers then serving, to approve the individual. Any Director so elected shall hold office for the remainder of the vacated term plus one or two years. The total term shall be no less than two years but not exceed three years. Term expiration dates will be recalculated and recorded as applicable. Any officer so elected will serve the remainder of the annual term for that position.

### **3.5 Election of Officers and Directors**

At each Annual Meeting of the membership, which shall be held in October, Directors for those with term expiration dates as of the current year and all of the Officers shall be elected by secret ballot. Directors shall serve for a term of three (3) years. There is no limit on the amount of terms an officer or director serves. Officers and Directors terms in Office shall begin at the December Board of Directors meeting. New Officers and Directors will be invited to the November Board of Directors meeting for transitional purposes.

**3.5.1 Nomination** By July first the president shall appoint a nominating committee comprised of three (3) members of the corporation. The nominating committee shall provide for the secretary, a list of nominees at least equal to the number of all expiring terms and vacancies to be filled, no later than August first. The list of nominees shall appear in the September newsletter. Those people wishing to make additional, "from the floor", nominations shall submit such to any board member or officer of the corporation, prior to the October board meeting. Each additional nomination must be accompanied by a written statement, from said proposed candidate, stating their willingness to serve in that capacity, and be signed, or be present at the October general meeting. If neither of the above conditions is met the nomination will be deemed invalid

### **3.6 Meetings of Board of Directors**

The Board of Directors shall meet monthly, September through May. Such meetings shall be open to the General membership. The December meeting may be omitted through resolution of the Board.

**3.6.1 Special Meeting** Special Meetings of the Board of Directors may be called by the president. Notice thereof shall be given either by mailing at least 10 days prior to the date of such meeting, or by telephone or personally at least 5 days prior to the date of such meeting.

**3.6.2 Presiding Officers** At all meetings of the Board of Directors, the President, or in his absence the Vice president, or in

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their absence, a Chairman chosen by the Board of Directors present, shall preside.

**3.6.3 Quorum** At all meetings a majority of the Board of Directors shall be necessary to constitute a quorum.

**3.6.4 Attendance** In the event a Board Member misses three (3) consecutive Board Meetings, it is assumed that the member has resigned from the Board unless the President is specially notified to the contrary by said Board Member. Refer to Article 3.4.

**3.7 Compensation of Officers and Directors**

Directors shall not receive any stated salary for their services as such, but by resolution of the Board of Directors shall have the power to contract for and to pay Directors rendering unusual or special services to the corporation.

**3.8 Powers of Officers and Directors**

All of the corporate powers, except such as are otherwise provided in these Bylaws and in the laws of the State of Iowa, shall be and are hereby vested and shall be exercised by the Board of Directors. The Board of Directors may delegate to other committees of their own number, or to Officers or employees of the corporation, such powers as they may deem appropriate within their sole and complete discretion.

**Article 4.0 Agents and Representatives**

The Board of Directors may appoint such agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws to the extent authorized or permitted by law.

**Article 5.0 Fiscal Year**

The fiscal year of the corporation shall commence on the 1st day of December of each year and end on the last day of November of the following year.

**Article 6.0 Prohibition Against Sharing in Corporate Earnings**

No Director, Officer, member of a committee, or person connected with the corporation or any other private individual shall receive at any time any of the earnings or pecuniary profit from the operations of the corporation, provided that this shall not prevent the payment to any person of such reasonable compensation for services rendered to the corporation in effecting any of its purposes as be fixed by the Board of Directors and no such person or persons shall be entitled to share in the distribution of any of the corporate asset upon the dissolution of the corporation.

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All Directors of the corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation then remaining shall be distributed, transferred, conveyed, delivered and paid over as provided in the Articles of Incorporation.

### **Article 7.0 Amendments**

The Board of Directors shall have the power to make, alter, amend and repeal the Bylaws of the corporation 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, except as otherwise provided by law.

### **Article 8.0 Contracts, Loans, Checks and Deposits**

#### **8.1 Contracts**

The Board of Directors may authorize any officer or officers, agent or agents, to enter into a contract or execute and deliver any instrument in the name of or on behalf of the corporation, and such authority may be general or confined to specific instances.

#### **8.2 Loans**

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

#### **8.3 Checks, Drafts, etc.**

All checks, drafts or other offers for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers as may be determined by resolution of the Board of Directors, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

### **Article 9.0 Appointment of Accountants and Attorneys**

The Directors of the corporation shall have the full power and authority to designate any accountants and attorneys for the corporation.

### **Article 10.0 Indemnification**

The corporation shall indemnify each present and future Director, Officer and employee of the corporation against any judgment, costs or expenses which may be imposed on or reasonably incurred by him/her in connection with any claim, action, suit or proceeding hereafter made or instituted in which he may

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be involved by reason of his being a Director, Officer or employee of the corporation.

In the event that a Director, officer or employee of this corporation shall serve as a Director or Officer of any other corporation at the request of the Directors of this corporation for the benefit or advantage of this corporation, such indemnity shall likewise be extended to such Director, Officer or employee in such capacity.

Except as hereafter provided, such indemnity shall extend to and cover all judgments and costs imposed or expenses incurred in any such action or proceeding, including reasonable attorney's fees and reasonable settlements or compromises where in the desecration of the Directors such action is justified. This agreement of indemnification by the corporation is binding upon the corporation, its successors and assignees, and shall inure to the benefit of their heirs, executors and administrators of any such Director, Officer or employee, but shall not be exclusive of any other rights to which any Director, Officer or employee may be entitled as a matter of law.

The indemnification herein above provided for shall in no event be applicable or effective in any case in which any Director, Officer or employee shall be finally adjudged in any such action, suit or proceeding to be liable because he had acted fraudulently or in bad faith.

**Article 11.0 Membership Lists**

The list of members of the QUAD CITIES BICYCLE CLUB is confidential and shall not be furnished or used for any purpose detrimental to the club or its members.

**Article 12.0 Major Club Activities**

Most major activities of the club shall be organized and run by chairpersons designated by the president or the Board of Directors. In turn, the chairperson may delegate areas to other club members in the execution of the activity.

In general, the chairpersons shall have the great freedom to organize and run the activity in the best interests and for the greater good of the club. In most instances they shall be allowed to make the necessary decisions to further the success of the activity without the express approval of the president or the Board.

However, when a major change is contemplated, a chairperson shall advise the president and the Board of Directors as to the reasons for the change and the implications of the change. The President will determine if the change can be presented to the Board at the next meeting, or if a special meeting is necessary.

A major change, while certainly subjective, is one that

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- a) is a significant departure from the activity's previous make-up,
- b) has the possibility to be controversial or detrimental to the club, or
- c) represents a significant change in money generated or spent by the activity.

The Board of Directors, under the charge and supervision of the President, shall either approve the change, modify it, or – by a two-thirds vote –reject it.

Also, the chairperson or a designated representative shall routinely keep the Board of directors informed as to the activity's plans in progress and general financial status. At the conclusion of the activity, the chairperson shall report on the success of the activity and include a complete financial report.

The President or any member of the Board of Directors may also suggest changes in activities to the Board. In such cases, the chairperson shall be informed in advance of the possibility of changes and shall be invited to be present at the meeting when the change is discussed.

Event managers have the authority to expel someone from participating during an event if the participant is:

- A safety hazard to other participants during an event.
- Physically abusive or violent during an event.
- Intoxicated.

Prior to an event, event managers may ask the QCBC Board to exclude a participant from an upcoming event. The event manager does not have the unilateral authority to ban a participant from an upcoming event.

### **Article 13.0 Dealing with the Press**

The club should exercise every opportunity to involve the press in the positive aspects and activities it sponsors. Major activity chairpersons, in particular, should keep the press informed about the progress of their event.

However, in matters that could possibly be controversial or detrimental to the club, the President or a designated representative shall be the spokesperson to the press. Officers, directors and club members shall have every freedom to express themselves and to initiate changes, but this should be done at general membership or Board of Directors' meetings rather than in the public realm of the press.

### **Article 14.0 Presidential Emergency Approval Authority**

The president shall have the authority to approve club operational expenditures up to \$100 per month which are deemed essential to being spent prior to the next board meeting. The expenditures shall not be considered controversial, and therefore not worthy of an email vote or deferring. The treasurer and other board members will be notified by email immediately after the approval. This article is not applicable to situations when the president is the project manager and therefore subject to the budget of that project.

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### **Log of Amendments to Bylaws:**

**January 12, 1994** – Added Article 3.6.4 – Attendance.

**March 10, 1997** – Added Articles 12.0 Major Club Activities and 13.0 Dealing with the Press.

**November 12, 2001** – Article 3.2.3 – Changed title to “Recording Secretary”. Deleted the following duty of the Secretary. “He/she shall maintain membership records for the corporation.” The Membership Secretary now performs this duty. Article 5.0 - Changed Fiscal Year to begin December 1<sup>st</sup> and end November 30<sup>th</sup>.

**January 7, 2002** – Article 3.4 – Vacancies – and Article 3.6.4 – Attendance - Modified wording of these 2 articles so they no longer conflict with each in regard to filling a vacancy on the Board.

**March 8, 2004** – Article 3.5.1 – Nominations – Article 3.5.1 revised to change the nomination process to take into consideration the reduction in regular membership meetings to two per year plus the annual dinner.

**April 12, 2004** – Corrected numerous grammar and typographical errors throughout document.

**November 10, 2008** – Article 1.1 Name – Added the following: “QUAD CITIES BICYCLE CLUB is exempt from federal income tax as a 501(c)(7) corporation. Donations to QUAD CITIES BICYCLE CLUB are not deductible as charitable contributions on the donor’s federal income tax return.”

**February 8, 2010** – Article 3.5 – Election of Officers and Directors – Revised beginning of terms for new Officers and Board of Directors.

**March 8, 2010** – Article 3.4 – Vacancies – Revised service terms for replacements of vacated Board of Director positions.

**December 13, 2010** – Added Article 14.0 – Presidential Emergency Approval Authority.

**August 8, 2011** – Added Event Manager’s Banning Procedure to Article 12.