

FREMONT FREEWHEELERS BICYCLE CLUB, INCORPORATED
CONSTITUTION AND BY-LAWS

September 9, 2014

CONSTITUTION

ARTICLE I. NAME

This organization shall be known as the Fremont Freewheelers Bicycle Club, Incorporated.

ARTICLE II. PURPOSE

The purpose of this organization is to:

- a. Promote bicycling for recreation, health, and pleasure, and as a means of transportation, for commuting and shopping.
- b. Sponsor bicycling racing by establishing and assisting with a subsidiary corporation known as the Fremont Freewheelers Race Team Inc., a tax exempt organization.
- c. Encourage and work for bicyclist education and promote safe bicycling.
- d. Work for planning and development of bikeways within and between cities.

ARTICLE III. MEMBERSHIP

Section 1 There are three classes of membership in the organization: a) individual Membership, b) family membership and c) life membership. The requirements for selection of life memberships are defined in the bylaws.

Section 2 All members in good standing shall be able to take part in all activities. There shall be no limit on age. All members over the age of 18 shall be entitled to vote at any club election. This applies to individual members, life members and members who are part of a family membership. Privileges of membership shall include, but not be limited to, listing in the club roster and a membership card.

Section 3 Only those members who are in attendance at the general membership meetings when elections are held may vote for officers or vote on other matters pertaining to the club.

ARTICLE IV. OFFICERS

Section 1 The officers of the club shall consist of a President, a Vice President, a Secretary, a Treasurer, a Ride Coordinator, a Director-at-Large, and a Race Team Representative. Each officer must be a member of the club.

- Section 2 Appointed positions may be, but are not limited to, an assistant ride coordinator, a newsletter editor, an assistant editor, a membership coordinator, a webmaster, an event coordinator, and a race coordinator.
- Section 3 The officers shall serve a term of one (1) year from October 1 of one year through September 30 of the next year.
- Section 4 If a vacancy should occur in an office; it shall be filled by appointment of the Board of Directors and shall be effective until the term of office expires.
- Section 5 Four voting Directors shall constitute a quorum for the transaction of business. Without a quorum, the only business to be transacted shall be a motion to adjourn.

ARTICLE V. ELECTIONS

- Section 1 The Annual Election of Officers and Directors shall take place at the September business meeting. Nominations will be presented by the Nominating Committee at the August club meeting. Nominations for officers and directors can be made by club members at the September meeting. Elected officers shall take office on October 1.
- Section 2 The Nominating Committee is to be appointed by the President, with the approval of the Board of Directors, and shall consist of no more than ten members.

ARTICLE VI. MEETINGS

- Section 1 There shall be a minimum of six (6) general business meetings in a calendar year at such place and hour as the Board of Directors shall designate. Such meetings shall be open to all club members.
- a. There must be a meeting the month of August to present nominations for the Board of Directors.
 - b. There must be a meeting the month of September to hold elections of the Board of Directors.
 - c. There must be a meeting in the month of November to present the annual fiscal budget to the general membership.
- Section 2 A separate Board meeting shall be held a minimum of six (6) times in a calendar year at such place and hour as the Board of Directors shall Designate. Board meetings shall be open to all club members.
- Section 3 Special meetings may be called by the Board of Directors or by request of twenty-five percent of the club members.
- Section 4 All questions of parliamentary procedures not covered in this Constitution and By-laws shall be decided according to the latest edition of Roberts' Rules of Order. If the Board finds it necessary to have a Parliamentarian, it will appoint one. The responsibilities of the Parliamentarian include interpreting the Constitution and By-laws as needed, to resolve questions which may arise in the course of the club meetings or activities.

ARTICLE VII RESIGNATION AND EXCLUSIONS

Section 1 The board of Directors, by affirmative vote of two-thirds of all members of the Board of Directors may suspend or expel a member for just cause after an appropriate hearing.

Section 2 Upon written request signed by a former member and filed with any officer, the Board of Directors, by the affirmative vote of two-thirds of the Board, may reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

ARTICLE VIII COMMITTEES

The Board of Directors shall designate standing and special committees that may be necessary for the conduct and care of the club's affairs such as, but not limited to, ride committee and publicity.

ARTICLE IX DEDICATION/DISSOLUTION

The property of this organization is irrevocably dedicated to promoting bicycling as defined in ARTICLE II (PURPOSE), and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private persons. Upon the dissolution or winding up of this organization, all assets remaining after the payment of, or provisions for the payment of, all debts and liabilities of this organization, shall be distributed to the Bike East Bay if it is then in existence and exempt under Section 501(c)(4) of the Internal Revenue Code, but if not then in existence or exempt, to another organization which is organized and operated exclusively for social welfare purposes and which has established its tax exempt status under Section 501(c)(4) of the Internal Revenue Code.

ARTICLE X AMENDMENTS

This constitution may be amended at any regularly scheduled meeting or at a special meeting upon two-thirds vote of the members present, providing twenty-one (21) days previous notice of proposed amendment (and of the meeting if it is a special meeting). Publication must be in writing and provided to all persons via the FFBC Yahoo! Group.

ARTICLE XI INDEMNIFICATION

The Organization shall indemnify each Officer, including former Officers, to the full extent permitted by the laws of California.

BY LAWS OF THE FREMONT FREEWHEELERS BICYCLE CLUB, INCORPORATED

A Nonprofit Organization

ARTICLE I DUTIES OF THE OFFICERS

- Section 1 The President shall preside at all meetings of the club and the Board of Directors, and shall be the chief executive officer of the club.
- Section 2 The Vice-President shall act in the absence of the President. During the fourth quarter of the fiscal year, the Vice-President will review the club books. If there is no Vice-President or the Vice-President is unavailable, the Board will appoint another person to conduct the review.
- Section 3 The Secretary shall keep a record of all meetings of the Club and the Board of Directors, and conduct correspondence for the club as needed.
- Section 4 The Treasurer shall receive the money due the club and upon order of approval of the Board of Directors, shall pay money on behalf of the club. The Treasurer shall deposit the funds of the club in accordance with instructions received from the Board of Directors. He/She shall prepare an annual financial statement to be presented at the October meeting of the Club. Checks of the club shall be signed by either the President or Treasurer. Checks over an amount to be determined by the Board require two signatures.
- Section 5 The Ride Coordinator shall provide a schedule of upcoming club rides, ride leaders, and events to the web master for publication on the club web site and to the editor for inclusion in the monthly newsletter.
- Section 6 Director at Large shall represent the membership in the direction of the club and assist the President as directed.
- Section 7 The Race Team Representative shall serve as a liaison between the team and the general membership.
- Section 8 All additional Directors and Appointees of the club shall participate in the decisions and operation of the club.
- Section 9 The Board of Directors shall have control and management of the affairs of the club. It shall be the duty of the Board to carry out the objectives of the club, and each Director shall be assigned a specific function of the club activities for which he/she will be responsible.
- Section 10 The newly-elected Board shall prepare an annual budget and schedule of events for approval by the majority of those in attendance at the November general meeting. Directors and appointees who oversee club events shall submit a proposed budget for the events, subject to approval by the Board of Directors.

ARTICLE II. MEMBERSHIP (Definitions)

- a. Individual Membership. This is an individual person who has paid his/her dues and assumed the responsibilities of a club member.
- b. Family Membership. A family membership is any group that publicly represents themselves as a family, all live at the same address, and who joins the organization together and pays dues as a unit.
- c. Life Membership. Life membership may be bestowed upon any individual member by a unanimous vote of the organization's Board of Directors. Life members shall pay no dues, but shall, in every respect, be eligible to participate in all club affairs and activities. The Board will consider Life Memberships at least once each term.

ARTICLE III. DUES

Section 1 Dues shall be assessed annually.

Section 2 The amount and schedule of dues shall be set by a majority vote of the members attending a regularly scheduled meeting. A change in the amount of dues shall be made only by a majority vote of members attending a regularly scheduled meeting.

ARTICLE IV. AMENDMENTS

Bylaws may be amended at any regularly scheduled meeting or at a special meeting of the club upon two-thirds vote of the members present, provided twenty-one (21) days previous notice of the proposed amendment has been given in writing to each member.

ARTICLE V. GAIN TO MEMBERS

This organization does not contemplate pecuniary gain or profit to the members thereof, and it is organized for non-profit purposes.