

**Birmingham Bicycle Club
P.O. Box 55283
Birmingham, AL 35255**

BYLAWS OF THE BIRMINGHAM BICYCLE CLUB, INC. (as revised by resolution)

**ARTICLE I
GENERAL**

SECTION 1. NAME: The name of this club shall be the BIRMINGHAM BICYCLE CLUB (the "Club").

SECTION 2. PURPOSE: The purpose of the club is to:

- A. Promote safe bicycling through education and example.
- B. Promote the health of individuals for the benefit of the cycling community.
- C. Preserve the environment.
- D. Improve the welfare of mankind through donations to the good of the cycling community.
- E. Sponsor and lead rides of various lengths each month.
- F. Sponsor special events throughout the year, such as but not limited to century rides, overnight trips, and short rides in conjunction with civic events at the discretion of the Board.

SECTION 3. POWERS: The Club shall have such powers as are now or may hereafter be granted by § 10A-1-2.11 of the Alabama Code of 1975 and these Bylaws.

**ARTICLE II
MEMBERSHIP**

SECTION 1. ELIGIBILITY: Payment of dues entitles membership in the Club. Membership is open to anyone interested in bicycling without regard to race, creed, gender, gender orientation, age, country of origin or religious preference.

SECTION 2. CLASSES OF MEMBERSHIP: The Club will have the following classes of membership (collectively, the "General Membership"):

- A. Individual
- B. Family—all persons residing as a family at a single address;
- C. Lifetime—the Board may, from time-to-time, confer a lifetime membership with no future annual membership fees to any individual.

SECTION 3. DUES: The Board of Directors (the "Board") shall establish dues for each class of membership and the Board will have the power to change such dues at any time.

SECTION 4. GENERAL MEETINGS: A minimum of six (6) meetings ("General Meetings") of the General Membership shall be held each year. The President or the Board shall fix the time and place of each of the General Meetings. Any member may, by submitting a petition bearing signatures of ten (10) percent of the General Membership, direct the Board to conduct a referendum of the members at the General Meeting following publication of the subject matter on the Club's website or by other medium readily accessible to the General Membership. No proxy voting will be permitted.

SECTION 5. ANNUAL MEETING: The Board shall hold an annual meeting (“Annual Meeting”) at a time and place fixed by the Board. The primary purpose of the Annual Meeting will be to elect the Board and the Officers of the Club in accordance with Article II, Section 8 of these Bylaws. At the discretion of the existing Board, the election may be conducted by a vote of the members attending the meeting or by a Board approved on-line medium. The Board may designate other issues to be decided by a vote of the General Membership at the Annual Meeting.

SECTION 6. NOTICE OF MEETINGS: Notice of the time and place of each of the General Meetings and the Annual Meeting shall be given at least fourteen (14) days before the day on which the meeting is to be held. Notice may be provided by mail or by publication on the Club’s website, newsletter, social media accounts, or other medium readily accessible to the General Membership.

SECTION 7. QUORUM: At all meetings of the General Membership, a minimum of ten (10) members, three of which must be Officers of the Club, present in person, will constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the members present may adjourn the meeting.

SECTION 8. VOTING: Except as otherwise provided by these Bylaws, at any meeting of the General Membership, an action authorized by more than fifty (50) percent of the votes present at a meeting where there is a quorum will be the act of the members. An individual member will have one vote. A family membership, consisting of one or more individuals, will have two votes. Members will have the right to elect the Board of Directors and Officers as provided in Article III Section 4 of these Bylaws. No proxy voting will be permitted.

ARTICLE III BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS: The Board of Directors shall have general power to control and manage the affairs and property of the Club and shall perform every act that it deems necessary, expedient, or advisable to carry out the purpose of the Club, subject to § 10A-3-1.01, et seq. of the Alabama Code of 1975, the Club’s Certificate of Formation and these Bylaws.

SECTION 2. NUMBER OF DIRECTORS: The members of the Board with full voting privileges shall consist of:

- A. Club Officers (4)*
- B. Appointed Officers (1)
- C. The immediate past President (1)
- D. The director of the annual club century (de facto director and need not be elected) (1)
- E. Members-at-Large (3)

*The President cannot vote in a Board of Directors Meeting unless it is required to break a tie. The President can vote in a General Membership Meeting.

SECTION 3. ELIGIBILITY: Each member of the Board must be a member of the Club.

SECTION 4. NOMINATING COMMITTEE: The President shall appoint a nominating committee (the “Nominating Committee”), consisting of individuals of the General Membership. The Nominating Committee shall present a slate of nominees to fill all Board and Officer positions to the General Membership at least fourteen (14) days prior to each Annual Meeting by mail or publication as described in Article II, Section 6. If, for any reason, any nominee becomes ineligible for election, a substitute nominee may be named by the

Nominating Committee or the President. The Board of Directors shall be elected at each Annual Meeting of the General Membership in accordance with Article II Section 5 and Article IV Section 2 of these Bylaws.

SECTION 5. BOARD MEETINGS: A minimum of six (6) meetings of the Board will be held at a place and time fixed by the Club President. A special meeting of the Board may be called at any time by the Club President or by written demand by any two members of the Board if, for any reason, the President is unable or unwilling to call such a meeting. Each regular or special meeting of the Board will be open to members in good standing, however, meeting notice to the General Membership is not required.

SECTION 6. NOTICE OF MEETINGS: Notice of the time and place of each regular or special meeting of the Board shall be mailed to each director, postage prepaid, addressed to each director's residence or usual place of business (or at such other address as he or she may have designated in a written request filed with the Secretary), or via email, at least seven (7) days before the day on which the meeting is to be held; provided, however, that notice of special meetings to discuss matters requiring prompt action may be sent to him or her at such address by telephone or email, no less than forty-eight (48) hours before the time at which such meeting is to be held. Notice of a meeting need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her

SECTION 7. QUORUM AND VOTING: At all meetings of the Board of Directors, one-half (1/2) of the directors on the Board shall constitute a quorum for the transaction of business. Except as otherwise provided by law or these Bylaws, the vote of a majority of the directors at the time of the vote shall be the act of the Board.

SECTION 8. TERM: Each director elected at an Annual Meeting shall hold office until the next Annual Meeting unless such board member resigns, is removed, is disqualified, is incapacitated or dies.

SECTION 9. RESIGNATION: Any director may resign at any time upon written notice to the President or the Secretary. Any such resignation shall become effective at the time or upon the happening of the condition, if any, specified in the letter. If no such condition or time is specified, resignation will be effective upon receipt of the letter.

SECTION 10. REMOVAL: No director may be removed from office by members of the Club nor by the Board except as provided in these Bylaws. Any director may be removed from office with or without cause by the affirmative vote of the majority of Club members entitled to vote. Any director may be removed from office by the affirmative vote of a majority of the Board members participating in a meeting at which there is a quorum.

SECTION 11. VACANCIES: Any vacancy on the Board occurring by reason of resignation, removal, disqualification, incapacity or death of a duly elected director shall be filled by a majority vote of the remaining directors. The newly elected director shall hold office until the next Annual Meeting of the General Membership and the election of his or her successor.

SECTION 12. COMPENSATION: Neither the members of the Board nor any committee member appointed by the President may receive any compensation for serving in such capacity. However, at the discretion of the Board, such persons may be reimbursed for reasonable expenses incurred in performing duties for the benefit of the Club.

SECTION 13. CONFLICT OF INTEREST:

1. All members of the Birmingham Bicycle Club shall comply with the Purpose and Objectives as per Article I of the Bylaws. This includes avoiding any "conflict of interest".
 - i. A **financial conflict of interest** is defined as a situation whereby a member of the Club may realize a financial gain from a decision of the Club.
 - ii. A **personal conflict of interest** is defined as a situation whereby a member of the Club may realize a personal gain from a decision of the Club. A personal gain shall include a gain for the member or for any member that is related to that member (spouse, parents, parents of a spouse, siblings, spouse of a sibling, children).
2. It is the responsibility of a member to report to the President, any conflict of interest and to indicate whether the conflict is of a financial or personal nature.
3. A member who is unsure whether a conflict of interest exists should declare a conflict and indicate whether the conflict is of a financial or personal nature.
4. In all cases of a declared conflict of interest, the President shall rule on the actuality of the declared conflict.
5. Members who engage in or who knowingly fail to report a conflict of interest as outlined in this Section, shall have their membership suspended, in the case of a member of the Executive they will be suspended from office as well as membership. Any member that has been suspended can file an appeal to the President. If an appeal is filed the President shall convene a committee of 5 members of the Board of Director, the President being one of the 5 to review the appeal and make a final ruling. The President has the final say in this matter.
6. A member who declares a conflict of interest may or may not decide to leave the room during the discussion on the related issue. However, the President may require said person to leave the room during the discussion and/or voting.
7. Any declared conflict of interest shall be recorded in the minutes of the meeting.

ARTICLE IV
OFFICERS

SECTION 1. ELECTED OFFICERS: The elected officers of the Club (the "Officers") shall be the following: President, First Vice-President, Second Vice-President, Treasurer and Secretary.

SECTION 2. ELECTION AND TERM OF OFFICE: The Officers shall be nominated by the Nominating Committee and shall be elected as per the following at each Annual Meeting of the General Membership in accordance with Article II of these Bylaws.

- A. The term of office for all members of the Board shall be effective the first day of January in each calendar year.
- B. The term of office for all members of the Board shall be one year with the following exceptions:
 - i. The term of office for the First Vice President and the Second Vice President shall be two years. The election of the First Vice President shall be at the Annual General Membership Meeting held in even numbered years. The election of the Second Vice President shall be held at the Annual General Membership Meeting held in odd numbered years.

- ii. The term of office for the Treasurer shall be two years. The Treasurer shall be an appointed position by the BBC Board of Directors in even numbered years and not be elected at the Annual General Membership Meeting.

Appointed positions for the start of a new term will be established by the Executive Board in power prior to January 1st. Appointments, because of resignations, during the year will be the responsibility of the Board of Directors for that year.

- C. A new Board of Directors must consist of a minimum of five elected members. The Immediate Past President, either Vice President and /or Treasurer are to be included as members of a new Board of Directors for the purpose of this section.
- D. Failing the election of a new Board of Directors, a subsequent meeting of the General Membership Meeting shall be called within one month of the Annual General Membership Meeting to fill the vacant position(s).
- E. Any positions on the Board that are not filled by election at the Annual General Membership Meeting can be filled by appointment by the new Board of Directors within 15 days written notice of intent to the President.
- F. If a member of the Board of Directors misses three consecutive scheduled meetings without just cause and notification, the Board of Directors shall have the right to recall that member. In all cases of recall, the affected member shall be notified in writing at least one week prior to the meeting of the Board that will deal with the recall.
- G. Filling the President's Position:

The President's term shall be a one-year term with a maximum of two consecutive years in the position unless the position is not filled as per items listed below.

To ensure continuity within the organization, the President's position shall be filled according to the following protocol:

- i. Candidates shall have served in the following capacity in the prior term:
 - a. Secretary
 - b. First Vice President
 - c. Second Vice President
 - d. Treasurer
- ii. If there is no interest from this candidate group, the candidates must have served in the following capacity in the prior term:
 - a. President
 - b. Past President
 - c. Century Chair
- iii. If there is no interest from this candidate group, the candidates must have served on the Board in the prior year.
- iv. If there is no interest from this candidate group, the candidates must have served on the Board in the last five years.
- v. If there is no interest from this candidate group, the candidates must be a member of the BBC.

SECTION 3. ENUMERATION OF OFFICERS: Each officer shall be expected to perform duties as follows:

President: The President shall generally supervise and direct the affairs of the Club, appoint non-elected persons to committees and represent the Club as necessary in an official capacity. The President shall serve as an ex-officio member, with vote, on all Club committees.

First Vice-President: The First Vice-President shall assist the President as needed. The First Vice-President shall assume the duties of the President in the absence of the President and shall serve as director of public relations and as membership chairman. The First Vice-President shall have such powers and perform such duties as may be assigned by the President or the Board of Directors.

Second Vice-President: The Second Vice-President shall serve as chairman of marketing. The Second Vice-President shall order and direct sales of all Club merchandise: patches, tee shirts, jerseys, etc. The Second Vice-President shall have such powers and perform such duties as may be assigned by the President or the Board of Directors.

Treasurer: The Treasurer shall have charge and custody of the funds, securities and other like property of the Club and shall be responsible for the receipt, investment, safeguarding and disbursement of the funds of the Club as set out in Article VI of these Bylaws. The Treasurer may endorse checks, drafts and other instruments for the payment of money for deposit or collection by the Club and shall deposit those funds to an account specifically for Club use in a financial institution as the Board may designate from time-to-time. Funds shall not be withdrawn from any Club account except by check, draft or order for the payment of monies and all such withdrawals shall be signed by those persons so authorized by the Board as set out in Article VI of these Bylaws.

Secretary: The Secretary shall keep official minutes of meetings of the Board and the General Membership meetings and perform other duties as may be assigned by the President or the Board of Directors.

SECTION 4. VACANCIES: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors until the next Annual Meeting of the General Membership and the election of his or her successor.

ARTICLE V
IMMUNITY OF VOLUNTEERS
AND INDEMNIFICATION OF BOARD MEMBERS AND OFFICERS

SECTION 1. LIMITATION OF LIABILITY: The members of the Board of Directors and the Officers of the Club shall receive the full benefit of the immunity provided by The Volunteer Service Act, as set forth in § 6-5-336, Code of Alabama (1975), as well as the protection provided by § 10A-20-16.01, et seq., Code of Alabama (1975). Liability of a Board member or officer of the Club is not eliminated or limited to the extent such person acts or omits to act in a manner that amounts to willful or wanton misconduct, fraud or gross negligence. Any amendment or repeal of this section shall be prospective only and shall not adversely affect any limitation on the liability of a Board member or officer existing at the time of such amendment or repeal. In addition to the foregoing, a Board member or officer of the Club shall not be liable to the fullest extent permitted by any provisions of the statutes of Alabama hereafter enacted that further limits the liability of a Board member or officer.

SECTION 2. RIGHT TO INDEMNIFICATION: Members of the Board of Directors and Officers of the Club shall be indemnified by the Club to the fullest extent allowable, including attorneys' fees, under the Alabama Nonprofit Corporation Law, more specifically § 10A-3-2.43 of the Code of Alabama (1975), or the provisions of any other applicable law.

SECTION 3. INSURANCE: The Club may purchase and maintain insurance, at its expense, to protect itself or any person who is or was serving as a Board member or officer, whether or not the Club would have the power to indemnify such person against such expense, liability or loss under this Article V.

SECTION 4. SAVINGS CLAUSE: If this Article V or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Club shall nevertheless indemnify and hold harmless each Board member and officer as to costs, charges and expenses (including attorneys' fees), judgments, fines and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, investigative or administrative to the full extent permitted by any applicable portion of this Article V that shall not have been invalidated and to the fullest extent permitted by applicable law.

ARTICLE VI **CONTRACTS AND BANKING**

SECTION 1. CONTRACTS: The Board of Directors may in writing authorize any officer or agent to enter into any contract or execute or deliver any instrument in the name of or on behalf of the Club. Such written authority may be general or confined to special instance.

SECTION 2. DEPOSITS: All funds shall be deposited on a timely basis in such financial institution as the Board of Directors may direct.

SECTION 3. WITHDRAWALS: All withdrawals for payment or reimbursement of expenses incurred for exclusive benefit of the Club shall be signed by such officers or agents of the Club previously authorized by the Board and in such manner to provide a clear financial trail for reasonable accounting of funds.

SECTION 4. LOANS: No loan or other indebtedness shall be incurred by the Club other than usual Club business operations unless authorized by resolution of the Board of Directors.

SECTION 5. DISSOLUTION: Should the dissolution of this organization be necessary, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE VII **ACCOUNTING YEAR AND FINANCIAL STATEMENT**

SECTION 1. ACCOUNTING YEAR: The fiscal year of the Club shall begin on the first day of January and end on the last day of December each calendar year but may be changed by resolution of the Board.

SECTION 2. FINANCIAL STATEMENT: The Treasurer shall publish at least quarterly financial statements as well as an annual financial statement at the end of each fiscal year. All financial statements shall be reviewed and formally adopted by the Board. At the end of each fiscal year any required income tax returns shall be prepared in a prompt and timely manner.

SECTION 3. BUDGET AND FINANCIAL MATTERS

Before the end of November of each year, the Treasurer shall prepare a proposed budget of revenues and expenses for the upcoming Fiscal Year for submission to the Board of Directors. The Board shall propose changes to the budget based on the objectives the Board wants the Club to accomplish during the Fiscal Year.

The Budget shall be reviewed and voted on by the Board of Directors in the December Board Meeting. A description of an approved Proposed Budget shall be included in the notice for the December General Membership Meeting and the Proposed Budget shall be presented at the General Meeting for approval. The Proposed Budget shall be voted on and if approved by a majority vote of the members present, shall be the Final Budget for the upcoming Fiscal Year. The President shall have the power to establish policies and procedures as needed for the implementation of the Final Budget.

The President and the Treasurer each shall have authority to sign individually checks drawn on BBC accounts.

Any three elected officers shall have the power, without approval of the Board of Directors or the general membership, to make expenditures of \$250.00 or less for extraordinary expenses that are deemed to be in the best interests of BBC and not included in the Final Budget. The Board of Directors shall have the power to make expenditures of \$2500.00 or less without the approval of the general membership that are deemed to be in the best interests of BBC and not included in the Final Budget. All other expenditures require the approval of the Board of Directors and the general membership.

The BBC fiscal year shall begin on the first day of January and shall end on the last day of December of the following year.

ARTICLE VIII **AMENDMENTS**

The Bylaws of the Club may be altered, amended or repealed and new Bylaws adopted by at least a two-thirds (2/3) vote of the Board of Directors. Changes to specific articles can be made by the Board through resolution at any meeting of the Board or by the General Membership through referendum as set out in Article II, Section 4 of these Bylaws.

ARTICLE IX **EFFECTIVE DATE**

The effective date of the Bylaws shall be January 1, 2019.