

**MELON CITY BIKE CLUB
BYLAWS
MUSCATINE, IOWA**

Article 1: NAME AND ADDRESS

1.1 Name

The name of this club incorporated as a non-profit corporation under the laws of the State of Iowa on April 26, 1982, shall be MELON CITY BIKE CLUB. The Corporation Number is 61138. Certificate Number A17061138. MELON CITY BIKE CLUB is exempt from federal income tax as a 501 (c) (7) corporation. Donations to MELON CITY BICYCLE CLUB are not deductible as charitable contributions on the donor's federal income tax return.

1.2 Address P.O. Box 431, Muscatine, IA 52761

1.3 The elected Officers (President, Vice-President, Secretary, and Treasurer) serve as the Board of Directors.

ARTICLE 2: PURPOSE

The purpose and mission of this club is as follows:

1. Promotes the healthy recreational activity of bicycling. Collectively, the group typically organizes a wide variety of cycling events, which include weekly rides for all fitness and experience levels.
2. Typically organizes an annual RAGBRAI group charter.
3. Advocates cyclist rights with respect to state and county road usage and various other municipal considerations.
4. Promote, defend and protect the rights of bicyclists as operators of vehicles
5. Encourage and secure safe and desirable facilities for bicycling
6. Represent the interests of bicyclists with legislative and administrative groups on proposals relating to the establishment and maintenance of bicycle facilities, traffic regulations and enforcement, educational efforts and programs, and other matters affecting bicycling activities
7. Make available to its members information about cycling, bicycle clubs and their activities, and other information and news related to bicycling.
8. Promote interest and participation in all forms of bicycling activities, including touring, commuting, racing and off-road cycling
9. Encourage and promote effective cycling practices and bicycle safety education for children and adults.

ARTICLE 3: MEMBERSHIP

1. **General.** Membership is open to anyone who desires to promote the purposes of the organization and bicycling in general.
2. **Types of Membership.** The Officers may establish various classes of membership including but not limited to:
 - (a) Individual (in-state and out-of-state). Membership under 18 requires authorization by a parent or guardian.
 - (b) Family (in-state and out-of-state).
3. **Dues.** The Officers may by resolution establish annual dues for each class of Membership.
4. **Application for and Maintenance of Membership.** In order to become a

Member, a person shall complete a membership application and pay annual dues to MCBC treasurer as established by the Officers. Members are required to pay dues on an annual basis to maintain membership.

5. Termination of Membership. The Officers may terminate a member for conduct deemed to be harmful to the welfare, standing or best interests of the organization. Such action may be taken by a two thirds (2/3) vote by the Officers. In the event such action is taken, notice of termination of membership shall be given in writing to the affected member by mail postmarked no more than 10 days following the action. If the affected member makes written notice of appeal from the action within 30 days, then the member shall be given an opportunity to be heard before a committee of three (3) persons appointed by a 2/3 vote of the Officers who have been members of the organization for at least five (5) years preceding the hearing.

ARTICLE 4: MEETINGS

Three types of meetings may be held. Meetings are open to all members. Notification of the meeting date, time and location will be sent in advance to all members.

1. Officers Meetings: Such meetings shall be held at such times as deemed necessary. Two thirds (2/3) of the officers present in person, shall constitute a quorum.

2. Annual Meeting: Annual Meeting of the members of the MELON CITY BICYCLE CLUB shall be set by the President.

3. Special Meetings: Special Meetings of the members of the club may be called by the President of the club at his/her discretion.

ARTICLE 5: OFFICERS

1. Officers are the elected officers of the organization. The Officers of the organization shall consist of the President, Vice President(s), Secretary and Treasurer.

a. The President. The President shall preside at all meetings of the Officers and the general membership, and shall have and exercise general charge and supervision of the affairs of the organization, and shall perform such other duties as may be assigned to him/her.

b. Vice President. Vice President shall assist the president in carrying out the club responsibilities and shall serve in his or her absence. The Vice President will plan, coordinate, and announce the Wednesday bi-monthly dinner rides.

c. Secretary. The Secretary shall take minutes at Board, General and Special Meetings and post these minutes to all members. The Secretary shall have charge of such books, documents and papers as the Officers may determine, and shall perform the duties incident to the office of Secretary.

d. Treasurer. The Treasurer shall have the responsibility for all funds, property and securities of the organization and shall periodically provide the Officers with a financial report. The Treasurer shall have the responsibility of preparing annually a full and correct statement of the affairs of the organization, including a balance sheet and financial statement of operations for the preceding fiscal year.

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.

2. Appointed Officers are non-elected officers who shall assist the Officers in carrying out the business of the organization. The President shall from time to time establish such appointed non-elective offices and appoint members to fill them.

3. Election of Officers. Election of the Officers shall be held at the Annual

Meeting to be held in January of each year. The election shall be from a slate chosen either by a 3 member nominating committee appointed by a 2/3 vote of the Officers or from nomination in open meeting. A member's consent to nomination is necessary. A majority vote by the members present at the meeting is sufficient for election. The Officers' term is one year. There is no limit on the terms an officer may serve.

3.2 Resignation of Officers and Directors

Any Officer may resign at any time by giving written notice to the president.

3.3 Vacancies

Any officer vacancy occurring during the year may be filled by the President. The appointed individual will be voted upon by the Officers, then serving, to approve the individual. Any Officer so elected shall hold office for the remainder of the vacated term.

ARTICLE 6: Prohibition against Sharing in Corporate Earnings

No Officer or 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 Officers 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.

All Officers 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 filed Articles of Incorporation dated October 16, 1986.

ARTICLE 7: Amendments

The Officers shall have the power to make, alter, amend and repeal the Bylaws of the corporation by the affirmative vote of 2/3 of the Officers, provided, that the action is proposed at a regular or special meeting and adopted at a subsequent regular meeting, except as otherwise provided by law. Vote must pass by a 2/3 margin.

ARTICLE 8: Indemnification

The corporation shall indemnify each present and future 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 be involved by reason of his being an Officer or employee of the corporation. In the event that an Officer or employee of this corporation shall serve as an Officer of any other corporation at the request of the Officers of this corporation for the benefit or advantage of this corporation, such indemnity shall likewise be extended to such 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 Officers 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 Officer or employee, but shall not be exclusive of any other rights to which any 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 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 9: Membership Lists

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

ARTICLE 10: Major Club Activities

In general, the Officers 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 members.

ARTICLE 11: Board of Directors Approval Authority

The Officers shall have the authority to approve club operational expenditures which are deemed essential to being spent prior to the next scheduled meeting. These expenditures will not exceed fund available in the treasury. The members will be notified by email after approval.

ARTICLE 12: Applicable Law

The club's articles of incorporation, the Iowa Non Profit Corporate Statute and Robert's Rules of Order shall apply unless inconsistent with the bylaws. However, if the club's articles of incorporation or the Iowa nonprofit statute prohibit an action, then these bylaws cannot override such prohibition.