



Western Wheelers Bicycle Club

AMENDED AND RESTATED BYLAWS

OF

WESTERN WHEELERS BICYCLE CLUB

ARTICLE I PRINCIPAL OFFICE

Section 1.1. Principal Address. The principal address of this corporation for its transaction of business is P.O. Box 60367 in the City of Palo Alto and County of Santa Clara, California 94306.

Section 1.2. Change of Address. The Board of Directors is hereby granted full power and authority to change the principal address of the Corporation from one location to another in the County of Santa Clara, California or to a location in the County of San Mateo, California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE II MEMBERSHIP

Section 2.1. Classification of Members. This corporation shall have one class of members with voting rights as specified in these Bylaws. The qualifications or eligibility requirements for membership and the rights and obligations of members shall be as provided in these Bylaws or under applicable law.

Section 2.2. Qualifications for Membership. Membership in this corporation shall be open to any person, as defined in Section 5065 of the Corporations Code, except that any natural person under the age of eighteen (18) years shall not be eligible for membership without the written consent or approval of a parent or guardian.

Section 2.3. Admission of Members. Any person eligible for membership under Section 2.2 of these Bylaws shall be admitted to membership upon an application submitted by such person in such form and in such manner as shall be prescribed by the Board of Directors and upon payment of the first annual dues as specified in Section 2.4 of these Bylaws.

Section 2.4. Membership Dues. Each member must pay to this corporation, within the time and on the conditions set by the Board, dues and fees in amounts to be fixed from time to time by the Board.

Section 2.5. Assessments. There shall be no additional assessments placed on members of the corporation.

Section 2.6. Good Standing. Those members who have paid the required dues and fees, if any, who have executed the then current liability waiver form, and who are not suspended, shall be members in good standing of this corporation. In the case of a member under the age of eighteen, the liability waiver form shall be completed by a parent or guardian.

Section 2.7. Membership Roster. This corporation shall keep in a form capable of being converted to written form a membership roster containing the name of each member and the last address provided to this corporation by the member for purposes of notice. The roster shall indicate whether a member is in good standing from time to time.

Section 2.8. Nonliability of Members. No member of this corporation shall be personally liable for the debts, liabilities, or obligations of this corporation solely because of such membership.

Section 2.9. Transferability of Memberships. Neither membership in this corporation, nor any right arising therefrom, may be transferred or assigned for value or otherwise.

Section 2.10. Designated Representatives. Any members of this corporation that are organizations shall exercise all the rights and obligations of membership in this corporation, including the right to vote, through a designated representative. An organizational member may change its designated representative at any time.

Section 2.11. Termination of Membership. Membership in this corporation shall continue until terminated as provided in this Section, or until the member dies, dissolves, or resigns in a writing delivered to the Secretary or President of this corporation. No such resignation shall relieve the resigning member of any accrued but unpaid obligations of such member to this corporation.

(a) Basis for Termination. Membership in the corporation shall terminate upon the occurrence of any of the following events or conditions:

- (i) Expiration. If a membership is issued for a period of time, such membership shall automatically terminate when such period of time has elapsed, unless the member elects to renew the membership.
- (ii) Nonpayment of Dues. A member's membership in this corporation shall automatically terminate thirty days after such member is sent written notice of the failure to pay dues or fees on or before their due date. A member may avoid such termination by paying the amount of delinquent dues or fees, together with any interest thereon, within such thirty-day period.
- (iii) Interests of Corporation. On a good faith finding by the Board of Directors, made in accordance with this Section, that continued participation by the member in this corporation as a member is not in the best interests of this corporation and the furtherance of its purposes.

(b) Termination Procedures. In the case of proposed termination of a membership under subsection (a)(iii) above, the following procedures shall apply:

- (i) Notice. This corporation shall send a written notice to the member, setting forth the proposal for termination, the reasons for it, the date on which the proposed termination shall become effective, and the date, time, and place (if any) of the hearing described in the next subsection. Such notice shall be sent at least fifteen days before the proposed date of termination, and at least ten days before the date set for the hearing, by first-class or registered mail, to the last address provided by the member to the corporation for purposes of notice.
- (ii) Hearing. The member shall be given an opportunity to be heard, either orally or in writing, not less than five days before the effective date of the proposed termination, by the Board or the person or committee authorized by the Board to decide whether the proposed termination will take place. If the member does not appear and has not notified the Secretary of any adequate reason therefor, or chooses not to appear at the hearing, the termination shall be effective automatically on the proposed date of termination.
- (iii) Determination. Following the hearing date, the Board (or the person or committee authorized by the Board to decide whether the proposed termination will take place) shall decide whether or not the member should in fact be terminated, suspended, or

sanctioned in some other way. That decision shall be final, and the member shall be promptly notified of it. If a member is terminated hereunder, all membership rights of such member in the corporation shall cease on the effective date of the termination stated in the notice given pursuant to subsection (b)(i) above.

(iv) Refund. The Board may determine whether any person whose membership has been terminated or suspended shall receive a refund of any dues already paid. Any refund shall be prorated to return only the unaccrued balance remaining for the period of the dues payment.

ARTICLE III MEMBERSHIP RIGHTS

Section 3.1. Voting Rights. Subject to these Bylaws and this corporation's other policies and procedures, members of this corporation shall have the right to vote, as set forth in these Bylaws, on:

- (a) the election of directors;
- (b) the removal of directors pursuant to Section 7222 of the California Nonprofit Mutual Benefit Corporation Law;
- (c) any amendment to these Bylaws that materially and adversely affects member voting rights, and all amendments to the Articles of Incorporation of this corporation, except for amendments permitted to be adopted by the Board of Directors alone under Section 7812(b) of the California Nonprofit Mutual Benefit Corporation Law;
- (d) the disposition of all or substantially all of the assets of this corporation;
- (e) any merger of this corporation;
- (f) any dissolution of this corporation; and
- (g) any other matters that may properly be presented to members for a vote, pursuant to this corporation's Articles, Bylaws, action of the Board of Directors, or membership referendum as provided in Article IV, Section 4.4 below, or by operation of law.

Section 3.2. Inspection Rights.

- (a) Articles and Bylaws. This corporation shall maintain current copies of the Articles of Incorporation and Bylaws of this corporation, which shall be open to inspection by members at all reasonable times.
- (b) Accounting Records; Minutes. On written request, any member (in person or through an agent or attorney) may inspect and copy the accounting books and records of this corporation and the minutes of the proceedings of the members, the Board, or any Board Committee, at any reasonable time and for a purpose reasonably related to the member's interests as a member.
- (c) Membership Records. The right of members to have access to the membership records of this corporation shall be governed by Sections 8330 through 8332 of the California Nonprofit Mutual Benefit Corporation Law.

Section 3.3. Other Rights. In addition to the rights described in these Bylaws, members of this corporation shall have any other rights afforded voting members under the California Nonprofit Mutual Benefit Corporation Law.

ARTICLE IV MEMBER MEETINGS AND VOTING

Section 4.1. Member Voting. Each member holding a single membership in good standing and each member age eighteen and over of a family holding a family membership in good standing shall have one vote on each matter on which the members are entitled to vote.

Section 4.2. Annual Member Meetings. An annual meeting of the membership will be held at a date, place, and time determined by the Board of Directors, for the purpose of transacting such business as may come before the meeting.

Section 4.3. Regular Non-Voting Meetings of Members. This corporation shall hold regular meetings of members on a schedule to be determined by the Board of Directors. These meetings, unless called and noticed as special meetings in accordance with Section 4.4 of this Article, shall be held only for the purpose of membership education and discussion, but no member action shall be voted on at such meetings.

Section 4.4. Special Meetings and Referenda.

- (a) Who May Call. Special meetings of the members or referendum elections by mailed ballot may be called (i) by the Board of Directors or (ii) on the written request of five percent of the membership.
- (b) Procedures for Calling Special Meetings and Referenda Requested by Members. If a special meeting is called by members, the requesting members shall deliver a written notice specifying the general nature of the business proposed to be transacted personally, by registered mail, or facsimile transmission, to the President or the Secretary of this corporation. The requested meeting or referendum will be held not less than thirty-five, nor more than ninety, days following the receipt of the request. If appropriate notice of such a meeting is not given within twenty days after delivery of the request, the requesting members may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time of any meeting of members called by the Board of Directors or the President.

Section 4.5. Record Dates. For any notice, vote (at a meeting or by written ballot), or exercise of rights, the Board of Directors may, in advance, by resolution, fix a record date, and only members of record on the date so fixed shall be entitled to notice, vote, or exercise rights, as the case may be. For this purpose, a person holding a membership as of the close of business on the record date shall be deemed a member of record.

(a) Voting by Written Ballot. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited. If the Board, by resolution, fixes a record date for voting, the record date shall be not more than sixty days before the day on which the first written ballot is mailed or solicited. Ballots may be enclosed and mailed with the newsletter of the corporation.

(b) Notice of Meetings. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to notice of any members' meeting shall be the business day preceding the date on which notice for that meeting is given. If the Board, by resolution, fixes a record date for notice, the record date shall be not less than ten, nor more than ninety, days before the date of the meeting.

(c) Voting at Meetings. In the event that a decision is to be voted on at a meeting rather than by written ballot, unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to vote at any members' meeting shall be the day of that meeting. If the Board, by resolution, fixes a record date for voting, the record date shall be not more than sixty days before the date of the meeting.

(d) Other Lawful Action. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to exercise any rights in respect to any other lawful action shall be the date on which the Board adopts the resolution relating thereto or the sixtieth day before the date of such other action, whichever is later. If the Board, by resolution, fixes a record date for determining entitlements, the record date shall be not more than sixty days before the date of such other action.

Section 4.6. Time and Manner of Notice of Meetings. The Secretary shall give notice of each meeting under Section 4.2 or 4.4 to each member who, as of the record date for notice of the meeting, would be entitled to vote at such meeting. The notice may be contained in the regular newsletter of the corporation, and shall be delivered to the last address provided by the member to this corporation for purposes of notice, by U.S. mail, not less than ten nor more than ninety days before the date of such meeting.

Section 4.7. Contents of Notice. The notice shall state the place, date and time of the meeting and (a) in the case of special meetings, the general nature of the business to be transacted, and no other business may be transacted; or (b) in the case of the annual meeting, the names of all those who are nominees for director as of the date of the notice, and those matters which the Board, as of the date of the notice, intends to present for action by the members, but any proper matter may be presented at the annual meeting for such action.

Section 4.8. Member Quorum. Three percent of the memberships then in effect or thirty members, whichever is less, shall constitute a quorum. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of enough members to leave less than a quorum, so long as any action taken thereafter is approved by at least a majority of the required quorum.

Section 4.9. Act of the Members. Every decision or act made or done by a majority of a quorum of voting members voting by ballot in accordance with this Article, or by a majority of voting members present and voting at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this corporation, or these Bylaws require a greater number.

Section 4.10. Manner of Voting.

(a) Action by Written Ballot

(i) Generally. Any action required or permitted to be taken by members at a meeting in these Bylaws may be submitted for a vote by written ballot pursuant to this Section without a meeting.

(ii) Content of Written Ballots. Any written ballot distributed to the members to vote on a matter shall set forth the proposed action and provide an opportunity to specify approval or disapproval of the proposal.

(iii) Time for Return of Ballots. All written ballots shall provide a reasonable time within which to return them to this corporation and each ballot shall state on its face or in an accompanying notice the date by which it must be returned in order to be counted.

(iv) Requirements for Valid Action. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the required quorum set forth in these Bylaws, and the number of approvals equals or exceeds the number of votes that would be required to approve the action if the vote were taken at a meeting of the members.

(v) Solicitation Rules. Written ballots shall be solicited in a manner consistent with the requirements for notice of members' meetings. All solicitations of written ballots shall indicate the number of responses needed to meet the quorum requirement for valid action and shall state the percentage of affirmative votes necessary to approve the measure submitted for membership approval.

(vi) Revocation of Written Ballots. If a member who has cast a written ballot desires to change his or her vote, the member may do so provided he or she so notifies the Secretary of this corporation in writing prior to close of the balloting period and casts a new ballot within the balloting period.

(b) Election Ballots. Any ballot used in the election of directors shall set forth the names of the candidates who have been properly nominated at the time the ballot is issued. The ballot shall also provide a space for members to designate a vote for a candidate not on the ballot.

(c) Voting at Meetings. Voting at meetings may be by voice or by secret ballot, provided that any vote designated by the chairman of the meeting, in his or her discretion, or requested by ten percent of the voting power present at the meeting, shall be conducted by secret ballot.

(d) Proxy Voting Prohibited. Proxy voting shall not be permitted on any matter put to the vote of the members.

(e) When any individual is nominated for more than one Board of Directors office, ballots shall be tabulated for each position in the order listed in Section 5.2 (b) of these By-Laws. When an individual has received the majority of the votes for a position and has been elected to a Board of Directors Office, votes for that individual for subsequent offices shall be considered void.

Section 4.11. Waiver of Notice or Consent by Members.

(a) Generally. Any action of the members taken at a meeting where a quorum is present, but for which proper notice was not given, will be valid if, either before or after the meeting, each member entitled to vote who was not present at the meeting signs (i) a written waiver of notice, (ii) a consent to holding the meeting, or (iii) an approval of the minutes. The waiver of notice need not specify the purpose or general nature of business to be transacted at such meeting unless action is taken or proposed to be taken on matters specified in Section 8 of this Article, in which case the waiver of notice must state the general nature of the matter. All such waivers, consents or approvals shall be filed with the minutes of the meeting.

(b) Effect of Attendance at Meeting. Attendance by a member at a meeting shall also constitute a waiver of notice of that meeting, unless the member attends for the sole purpose of objecting at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting which are required to be described therein pursuant to Section 4.7 hereof, if that objection is expressly made at the meeting.

Section 4.12. Conduct of Meetings. The President of the corporation or, in his or her absence, any other member of the Board of Directors, shall preside over the meetings of the members. The Secretary of the corporation, or in his or her absence, another person appointed by the President, shall act as the secretary of all meetings of members.

**ARTICLE V
BOARD OF DIRECTORS**

Section 5.1. Corporate Powers; Exercise By Board. This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board of Directors of this corporation directly or, if delegated, under the ultimate direction of the Board.

Section 5.2. Number and Qualification of Directors.

(a) The number of directors shall be not less than nine nor more than twelve, with the exact number of authorized directors to be fixed (annually) by resolution of the Board of Directors in accordance with subsection (b).

(b) The Board of Directors shall consist of those individuals holding the following offices:

- (i) President,
- (ii) Secretary,
- (iii) Treasurer,
- (iv) Event Chair,
- (v) Ride Chair,
- (vi) Newsletter Editor,
- (vii) Membership Chair,
- (viii) Sequoia Chair,
- (ix) Webmaster, and
- (x) Not more than three other individuals, such number to be determined by the Board of Directors for the year following their term.

(c) Directors of this corporation must be members of this corporation in good standing at the time of their election.

Section 5.3. Nomination of Directors.

(a) Nominating Committee. The President may convene a Nominating Committee to make nominations.

(b) Nominations by Members. Any member may nominate himself or herself or any other member at any time to one or more board positions by providing notice to the President or Secretary or, if the Nominating Committee has been convened, to any member of the Nominating Committee.

(c) Deadline for Appearing on Printed Ballots. If the election of directors is to take place by written ballot, the Board of Directors may determine a deadline, reasonably in advance of an election, for nominations in order for nominees' names to appear on printed ballots. Absent any such determination by the Board, the deadline shall be two weeks prior to the date of mailing of the ballots.

Section 5.4. Election and Term of Office of Directors. An annual election of directors shall be held at the annual meeting of the members. Directors shall be elected to terms of one year from January 1 through December 31. Each director shall hold office until expiration of the term and until a successor has been elected.

Section 5.5. Vacancies. A vacancy shall be deemed to exist on the Board in the event that the actual number of directors is less than the authorized number for any reason. The board may fill the vacant position with a new board member or the existing board members may assume the responsibilities of the vacant position.

Section 5.6. Resignation and Removal of Directors. Resignations shall be effective upon receipt in writing by the President or the Secretary of this corporation, unless a later effective date is specified in the resignation. A director may be removed from office by a majority vote of the board of directors or by a majority vote of the members.

Section 5.7. Regular Board Meetings. A meeting of the Board of Directors shall be held each month at such place and time as the President shall designate. Board meetings shall be open to all members unless specifically closed by the Board of Directors.

Section 5.8. Special Board Meetings. Special meetings of the Board of Directors may be called by the President or by written request of any three directors to the President, and noticed in accordance with Section 5.10(b) of this Article.

Section 5.9. Notice.

(a) Regular Board Meetings. Regular Board meetings may be held without notice or call unless when the day, the time or the location of the meeting from the previous month is changed. In such event each Director shall be given notice of such meeting in accordance with the notice requirements of Section 5.10(b) below.

(b) Special Board Meetings. Special meetings shall be held on four (4) days' notice by first-class mail, postage prepaid, or on forty-eight (48) hours' notice delivered personally or by telephone, including a voice messaging system or by electronic transmission by the corporation. Notice of the special meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice to such Director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 5.10. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

Section 5.11. Quorum. A majority of the total number of directors then in office shall constitute a quorum. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in these Bylaws or in the California Nonprofit Mutual Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 5.12. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting provided that two thirds of all current members of the Board consent (via paper, e-mail or other documented means) to such action. Such action requires that a reasonable attempt is made to contact all members of the Board. Such written consents shall be filed with the minutes of the proceedings of the Board. Such written consents shall have the same force and effect as the majority vote of such directors during a meeting.

Section 5.13. Telephone and Electronic Meetings. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other communications equipment so long as all of the following apply:

- (a) each director participating in the meeting can communicate with all of the other directors concurrently;
- (b) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and
- (c) this corporation verifies that (i) a person communicating by telephone, electronic video screen, or other communications equipment is entitled to participate in the Board meeting as a director, or by invitation of the Board or otherwise, and (ii) all motions, votes, or other actions required to be made by a director were actually made by a director and not by someone who is not entitled to participate as a director.

Section 5.14. Standard of Care.

(a) General. A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances. In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- (i) one or more officers or employees of this corporation whom the director believes to be reliable and competent as to the matters presented;
- (ii) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (iii) a Board Committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such Committee merits confidence;

so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article VIII below, a person who performs the duties of a director in accordance with this Section shall have no

liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which this corporation, or assets held by it, are dedicated.

(b) Investments. Except with respect to assets held for use or used directly in carrying out this corporation's charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this corporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of this corporation's capital. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this corporation.

Section 5.15. Director Inspection Rights. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this corporation.

Section 5.16. No Compensation of Directors. The Board of Directors shall serve without compensation, but may authorize, by resolution, the payment to a director of reasonable and actual expenses incurred in serving as a director of this corporation, including for attending meetings of the Board and Board Committees.

ARTICLE VI COMMITTEES

Section 6.1. Board Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of two or more directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:

- (a) set the number of directors within a range specified in these Bylaws;
- (b) fill vacancies on the Board of Directors or on any Board Committee;
- (c) fix compensation of directors for serving on the Board or any Board Committee;
- (d) amend or repeal these Bylaws or adopt new Bylaws;
- (e) approve amendments to the Articles of Incorporation of this corporation;
- (f) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (g) create any other Board Committees or appoint the members of any Board Committees;
- (h) spend corporate funds to support a nominee for director after there are more nominees than can be elected; or
- (i) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

Where it is not reasonably practicable to obtain approval of the Board before entering into a self-dealing transaction, a Board Committee may approve such transaction in a manner consistent with the requirements of Section 8.3 of these Bylaws, provided that, at its next meeting, the full Board determines in good faith that the Board Committee's approval of the transaction was consistent with the requirements in Section 8.3 and that it was not reasonably practical to obtain advance approval by the full Board, and ratifies the transaction by a majority of the directors then in office without the vote of any interested director.

Section 6.2. Advisory Committees. The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be constituted as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

Section 6.3. Special Committees. The Board of Directors may create Special Committees as necessary for conducting of the organization's affairs. The Board of Directors shall appoint Special Chairpersons for Special Committees. Special Chairpersons shall serve for the term determined by the Board of Directors, but in no event longer than the term of the Board of Directors who appointed them. Special Chairpersons may attend Board of Director meetings but are not entitled to vote at such meetings.

Section 6.4. Meetings.

- (a) Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article V of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.
- (b) Advisory Committees. Advisory Committees may determine their own meeting rules and whether minutes shall be kept.
- (c) Special Committees. Special Committees may determine their own meeting rules and whether minutes shall be kept.

Section 6.5. Committee Governance. The Board of Directors may adopt rules for the governance of any Board, Advisory or Special Committee not inconsistent with the provisions of these Bylaws.

ARTICLE VII OFFICERS

Section 7.1. Officers. The officers of this corporation shall be a President, a Secretary, a Treasurer, an Event Chair, a Ride Chair, a Newsletter Editor, a Membership Chair, a Sequoia Chair, and a Webmaster. The Board may also designate up to three additional offices

for the year following their term. Offices other than President, Secretary, Treasurer and Event Chair may be jointly held by two or more persons. If an office is jointly held, the joint officers shall be treated as single director for purposes of determining whether a quorum is present and shall have only one vote on matters submitted to the Board. If the joint officers attending a meeting cannot agree upon their one vote, their one vote shall be void. The Board shall determine the number of persons to jointly hold an office for the year following their term.

Section 7.2. President. The President shall preside at all meetings of the members and the Board of Directors, shall be ultimately responsible for the implementation of the decisions of the Board and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 7.3. Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the members and the Board of Directors and its committees, if any, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books and membership records of this corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 7.4. Treasurer. The Treasurer shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 7.5. Event Chair. The Event Chair shall plan programs for monthly non-voting membership meetings of the corporation and such other events as authorized by the Board of Directors.

Section 7.6. Ride Chair. The Ride Chair shall organize rides for the members through volunteer ride leaders.

Section 7.7. Newsletter Editor. The Newsletter Editor shall publish a monthly newsletter to be distributed to all members.

Section 7.8. Membership Chair. The Membership Chair shall be responsible for processing membership renewals and terminations.

Section 7.9. Sequoia Chair. The Sequoia Chair shall be responsible for organizing and overseeing an annual fundraising bicycle ride.

Section 7.10. Webmaster. The Webmaster shall be responsible for overall management of club website subject to guidance of the board.

Section 7.11. Special Offices. The Board of Directors may create special offices, wherein the officer:

(a) may be an elected or appointed position;

(b) shall not include a vote on the Board of Directors;

(c) shall have the same term as the Board of Directors appointing it, except that the Board of Directors may create a special office for the year following the term, if it is filled by election with the regular officers for the following term at the annual election; and

(d) may be terminated only when the term is expired or the position is vacated.

ARTICLE VIII CERTAIN TRANSACTIONS

Section 8.1. Loans. Except as permitted by Section 7236 of the California Nonprofit Mutual Benefit Corporation Law, this corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 8.2. Self-Dealing Transactions. Except as provided in Section 8.3, the Board of Directors shall not approve, or permit the corporation to engage in, any self-dealing transaction. A self-dealing transaction is a transaction to which this corporation is a party and in which one or more of its directors has a material financial interest, unless the transaction comes within Section 7233(b) of the California Nonprofit Mutual Benefit Corporation Law.

Section 8.3. Approval. This corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This corporation may also engage in a self-dealing transaction if the Board determines, before the transaction, that (a) this corporation is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to this corporation at the time; and (c) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

ARTICLE IX GRANTS ADMINISTRATION

Section 9.1. Purpose of Grants. This corporation shall have the power to make grants and contributions and to render other financial assistance for the purposes expressed in this corporation's Articles of Incorporation.

Section 9.2. Exclusive Power in the Board of Directors. The Board of Directors or its designee shall have exclusive control over grants, contributions, and other financial assistance given by this corporation. The Board shall review all requests for funds and shall require that such requests specify the use to which the funds will be put. If the Board approves a request for funds, the Board shall authorize payment of such funds to the approved grantee.

Section 9.3. Refusal; Withdrawal. The Board of Directors, in its absolute discretion, shall have the right to refuse to make any grants or contributions, or to render other financial assistance, for any or all of the purposes for which the funds are requested. In addition, the Board, in its absolute discretion, shall have the right to withdraw its approval of any grant at any time and use the funds for other purposes within the scope of the purposes expressed in this corporation's Articles of Incorporation.

Section 9.4. Accounting Required. The Board of Directors may require that grantees furnish a periodic accounting to show that the funds granted by this corporation were expended for the purposes that were approved by the Board.

Section 9.5. Restrictions on Contributions. This corporation shall retain complete control and discretion over the use of all contributions it receives. Contributions received by the corporation from solicitations for specific grants shall be regarded as for the use of this corporation and not for any particular organization or individual mentioned in the solicitation. This corporation may accept contributions earmarked by the donor exclusively for allocation to one or more foreign organizations or individuals only if the Board of Directors of this corporation has approved in advance the charitable activity for which the donation was made.

ARTICLE X MISCELLANEOUS

Section 10.1. Fiscal Year. The fiscal year of this corporation shall end each year on December 31.

Section 10.2. Contracts, Notes, and Checks. All contracts entered into on behalf of this corporation must be authorized by the Board of Directors or the person or persons on whom such power may be conferred by the Board from time to time, and, except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation shall be signed by the person or persons on whom such power may be conferred by the Board from time to time.

Section 10.3. Annual Reports to Members and Directors. Within 120 days after the end of this corporation's fiscal year, the Board shall furnish a written report to all of the directors and members of this corporation containing the following information:

- (a) the revenue or receipts of this corporation, both unrestricted and restricted for particular purposes, for the fiscal year; and
- (b) the expenses or disbursements of this corporation, for both general and restricted purposes, for the fiscal year.

The foregoing report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of this corporation that such statements were prepared without an audit from the books and records of this corporation.

ARTICLE XI AMENDMENTS

Amendments to these Bylaws may be adopted by the Board of Directors or the members, as follows. Such amendments shall require the approval of the members, or the vote of a majority of the directors then in office or unanimous written consent of the Board, as the case may be, provided that the Board may not amend the Bylaws if the amendment would materially and adversely affect the rights of members to vote, or to transfer their memberships. If a proposed Bylaw amendment will be considered at a meeting, it shall be submitted in writing to the persons entitled to vote thereon at least one week before such meeting.

ARTICLE XII GOVERNING LAW

In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Mutual Benefit Corporation Law as then in effect shall apply.

- Adopted December 14, 2003
- Amended January 6, 2004
- Amended August 15, 2009
- Amended November 11, 2010
- Amended December 17, 2015
- Amended May 8, 2019