

AMENDED AND RESTATED

BYLAWS

OF

SAN DIEGO CYCLO-VETS BICYCLE CLUB, INCORPORATED

Adopted by the Members and the Board of Directors on September 28, 2019

Article 1

Principal Office

1.1 The principal office for the transaction of the business of the San Diego Cyclo-Vets Bicycle Club, Inc., hereafter either the "Cyclo-Vets" or the "Corporation", shall be at such place in The County of San Diego as may be determined by resolution of the Board of Directors and shall be representative of its members.

Article 2

Purpose and Objectives

2.1 The Cyclo-Vets shall have as its purpose the preservation, development and administration of the recreational sport of bicycle riding and racing at the master's level. The Cyclo-Vets shall pursue the following objectives:

- (a) To encourage participation in masters level bicycle recreational riding and racing.
- (b) To assist individual members and teams sponsored by the organization to achieve the highest level of success in masters bicycle recreational riding and racing.
- (c) To promote bicycle recreational riding and racing with emphasis on masters' cycling.
- (d) To foster improvement in the sport of recreational riding and racing at local, district, national, and international levels.
- (e) To promote good citizenship and the highest ethical standards (in the interest of bicycle recreational riding and racing) within the bicycling community and the community at large.
- (f) To conduct social activities to foster and encourage comradeship amongst its members.

Article 3

Membership

3.1 Membership shall be open to all persons interested in promoting bicycling as a form of transportation, recreation and racing upon payment of such annual dues or otherwise as set by policies of the Board of Directors.

- (a) Individual Membership. Individuals, families and others may be members upon registration and compliance with such rules and policies as the Board may adopt and amend from time to time. Racing members who compete in races as members of the Cyclo-Vets shall wear the club jersey during all races and while the rider is on the podium. Racing Members may substitute championship or race leader jerseys for the Cyclo-Vets jersey if the rider is entitled to wear such a jersey.

(b) Honorary Membership. Honorary membership may be awarded on a yearly basis, to individuals in recognition of significant achievements, according to criteria set by the Board of Directors from time to time. These members shall be exempt from paying dues. Honorary members racing shall wear the Cyclo-Vets jersey.

(c) Sponsor Membership. A sponsor membership shall be limited to those recognized sponsors of the Cyclo-Vets.

(d) Voting Privileges. Each club member in good standing shall be entitled to one vote in all club proceedings.

3.2 Annual club dues shall be recommended to the membership by the Board of Directors each year and approved by a two-thirds vote of those members present at a designated yearly meeting.

3.3 Membership shall be for one year based upon the rules and policies as adopted and amended, from time to time, by the Board. Membership shall be on a fiscal year basis and shall expire on the last day of the Cyclo-Vets fiscal year. In order for a member to retain an uninterrupted membership, renewal dues must be paid within 60 days of the membership expiration date. Upon registration as a member and payment of any dues as may be then applicable, the member shall be deemed to be in good standing.

Article 4

Board of Directors

4.1 The Board of Directors shall consist of at least five (5) "Members" but the number of sitting Members may be expanded or contracted annually as may be determined by the sitting Board.

4.2 Fifty percent of the Members of the Board of Directors shall constitute a quorum for the transaction of business.

4.3 The corporation shall be governed by the Board of Directors which shall have all powers to the full extent allowed by law. As such, the Board of Directors shall have control over all corporate matters including, but not limited to, administration of the corporation, the disbursement of funds, and the determination of policies of the corporation, including benefits and obligations of membership, of serving as an Officer of the Corporation, and the fee structure for membership. The Board may delegate such of its powers or activities as it deems appropriate to the corporation's officers, or to committees of the Board, but the Board of Directors itself shall retain ultimate direction of the corporation.

4.4 It shall be the goal of the Board to maintain membership drawn from the following categories: The membership of the Board should include people who are not only dedicated to the Cyclo-Vets ideals about community cycling, but who also possess a range of interests and skills appropriate for the business of the corporation, including but not limited to business management, finance, fund raising, organization, and interests and skills in the fields of planning, education and recreation, especially pertaining to the operation of bicycles.

4.5 Elected officers of the Cyclo-Vets shall consist of a President, a Vice-President, a Secretary, a Treasurer, and a Cyclo-Vets Representative to the San Diego County Bicycle Coalition. Officers shall be the members of the Board of Directors. The elected Vice-President shall be considered in line of succession to replace the President in the year(s) following his or her election however this succession guideline is a courtesy not a requirement.

4.6 In addition to the officers, the Board shall consist of appointed Members-at-Large. Members-at-Large will be appointed by the president of the corporation with consent of a majority of the Executive Board. Their number shall equal up to one twenty-fifth (1/25) of the total club membership, rounded to the nearest whole number. The basis for determining total

club membership shall be the number of club members on the date of the appointment of the Nominating Committee for the Board of Directors for the next fiscal year.

(a) From time to time, the presiding officer, with the approval of board members present, may appoint from club members present one or more persons to serve as Members-at-Large.

4.7 In addition to the officers and the Members-at Large, the Board shall consist of the Chairperson of any Committee assigned by the Board who is not currently an elected member of the Board for the duration that the Committee exists pursuant to (Article 7.1 and 7.2).

4.8 The immediate Past President shall also serve as a member of the Board of Directors.

4.9 The term for the elected directors of this corporation shall be one (1) year.

4.10 Compensation. The directors shall receive no compensation for services as directors, but may be reimbursed by resolution of the Board for reasonable and necessary expenses incurred in the performance of their duties. Nothing herein shall be construed to preclude any director from serving the corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving reasonable compensation therefor pursuant to (Article 6.8).

4.11 Standard of Care.

(a) General. A director shall perform the duties of a director, including duties of a member of any committee of the Board 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 (1) or more officers or employees of the corporation whom the directors believes to be reliable and competent in 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 committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence, so long as in any case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted. A person who performs the duties of a director in accordance with the above 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 a 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, acquiring, exchanging, selling and managing this corporation's assets, the Board shall avoid speculation, looking instead to the permanent investment of the funds, considering the probable income, as well as the probable safety of this corporation's capital. The provisions of Subparagraph 4.11(a) above shall apply to this subparagraph.

4.12 Prohibited Transactions.

(a) Loans. 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 the performance of the duties of such officer or

director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

(b) Self-Dealing Transactions. Except as provided in Subparagraph 4.12(c) below, the Board shall not approve a self-dealing transaction. A self-dealing transaction is one to which the corporation is a party in which one (1) or more of the directors has a material financial interest or a transaction between this corporation and one or more of the directors or between this corporation and any person in which one or more of its directors has a material financial interest.

(c) Approval. The Board of Directors may approve a self-dealing transaction if the Board determines that the transaction is in the best interests of and is fair and reasonable to this corporation and, after reasonable investigation under the circumstances, determines that this corporation 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. No approval shall be given to any transaction engaged in by a private foundation which is prohibited by Sections 4941 through 4945 of the Internal Revenue Code of 1986.

(d) Indemnification. This corporation shall provide indemnification to the members of its Board of Directors to the fullest extent allowed by law. The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of the Board or any Board member or agent of this corporation against any liability asserted against or incurred by the Board member or agent in such capacity or arising out of the Board member's or agent's status as such, whether or not this corporation would have the power to indemnify against that liability under law.

(e) Inspection. 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.

Article 5

Election of Officers

5.1 Each year the Board of Directors shall appoint a Nominating Committee two months prior to the end of the Cyclo-Vets fiscal year. The Nominating Committee shall present a list of nominations to the Board no greater than one month prior to the expiration of the fiscal year. All members nominated must have agreed to serve.

(a) The names of the Nominating Committee's candidates shall be publicized in all official club communication media. Such publicized nominations may also include requests for nominations from the membership at large. Additional nominations if any must be made and seconded in writing by members in good standing, and additional nominated candidates must also have agreed to serve. Nominations from the membership at large must be submitted to the chair of the Nominating Committee within 15 days of the dissemination of the publicity that solicited the nomination.

(b) Election for membership on the Board of Directors shall be determined by a vote of the Board and of the general membership at the Annual Meeting duly Noticed for that purpose, at which a quorum of the Board is present.

(c) An elected director may succeed him or herself in office and may be elected to serve additional terms. Notwithstanding the foregoing, the term of office of any Director or

Director-elect of the corporation shall extend through the end of the term of his or her current position.

5.2 At the request of any one or more directors at any Board or Committee meeting, voting shall be by secret written ballot to be counted by two (2) directors to be appointed by the presiding officer and the presiding officer may act as one of the two doing the counting.

(a) In all instances of voting by the Board, there shall be no voting by proxy.

(b) All actions of the Board shall require the affirmative vote or consent of a majority of the directors present at a meeting at which a quorum is present.

5.3 The Board of Directors shall be elected for terms of one (1) year, or until their successors are elected. An officer may be elected to serve for additional terms.

5.4 A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by a majority vote of the Board of Directors for the remainder of the current term.

Article 6

Duties of Officers

6.1 The Cyclo-Vets President shall preside at all regular meetings and all Board of Directors meetings as the Board Chair; and shall have general supervision of the affairs of the Cyclo-Vets, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

6.2 The Cyclo-Vets Vice-President shall act as the Vice Board Chair and have all the powers and perform all the duties in the absence of, or removal of the President. From time to time the Vice-President can be delegated special responsibilities by the Board of Directors.

6.3 The Secretary shall record the minutes of all meetings and keep accurate records of all proceedings. He or she shall make available copies of the minutes of any meetings to any person so requesting, issue announcements of the next meeting to all Cyclo-Vets members and provide written correspondence as directed by the Board. The Secretary shall keep a full and complete record of the proceedings of the Board of Directors, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the records of the corporation, and shall discharge such other duties of the office as prescribed by the Board of Directors.

6.4 The Treasurer shall receive and issue receipts for all money coming into his or her hands and shall pay bills after the same shall have been approved and ordered paid by the Board. The Treasurer shall render a statement of accounts and transactions of the corporation whenever required by the Board of Directors or the President and shall make a complete annual statement of the corporation. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors. The Treasurer shall be the chief financial officer of the corporation unless the Board has elected another person to be chief financial officer.

6.5 The Cyclo-Vets Representative to the San Diego County Bicycle Coalition will attend SDCBC meetings, serving on their Board of Directors as a liaison to the Cyclo-Vets membership. Reporting activities and events to the Cyclo-Vets Board and membership.

6.6 The Board of Directors, by a majority vote at a duly Noticed meeting at which a quorum of the Board is present, can from time to time appoint committees and the chairs of committees, appoint special task forces, serve as an ex-officio member of such committees or task forces.

6.7 Removal. Except as provided in any written employment agreement, an officer of the corporation may be removed with or without cause at any meeting of the Board of Directors under the same procedures and voting standards as are provided in Article 5.1(b) of these Bylaws for removal of a director.

6.8 Compensation. By resolution of the Board of Directors, the officers of this corporation, subject to the provisions of (article 4.10), may be paid reasonable salaries or other compensation for personal service actually rendered to the corporation.

Article 7 **Committees**

7.1 Ad hoc Committees. Board of Directors may create one or more ad hoc committees, special commissions, or task forces, each consisting of one (1) or more directors. The Chairperson of those ad hoc committees may be appointed by the Chairman of the Board with the advice and consent of the Board of Directors.

7.2 Standing Committees. The Chair of the standing committees shall be chosen by the committee with the advice and consent of the Board of Directors, and shall optimally have skills relevant to the work of the committee. Membership on the committee shall be open to any member of the Cylo-Vets. Non-members of the Board may serve on committees, task forces, etc. The Board shall determine, and may, from time to time change what powers each committee, task force, etc. shall have, consistent with the Articles of Incorporation and Bylaws of the corporation, and the Non-Profit Public Benefit Corporation Law of the State of California.

7.3 Authority of Committees. The Board, in its resolution establishing a committee, may delegate all the authority (or a lesser authority) of the Board to the committee or committees, except that no committee, regardless of the terms of the Board resolution, may:

- (a) Fill vacancies on the Board of Directors or on any committee;
- (b) Fix compensation for serving on the Board or any committee;
- (c) Amend or repeal Bylaws or adopt new Bylaws;
 - (i) Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable; and
 - (ii) Appoint any other committees of the Board of Directors or the members of these committees.

Article 8 **Meetings**

8.1 Regular membership meetings of the Cyclo-Vets shall be held at least one (1) time per year. A quorum for voting shall consist of a majority of the Members of the Board of Directors present and majority of members in good standing present.

8.2 Regular meetings of the Board of Directors shall be held at least by-monthly (every two months). A quorum shall consist of a majority of the Members of the Board of Directors present. Attendance at meetings shall be open to all club members, and the time and place of regular meetings shall be publicized. Only Board members may vote at Board meetings.

(a) Meetings of the Board of Directors shall be consistent with an Agenda that the Chairperson of the Board shall approve and distribute at least two (2) days before the Noticed Meeting.

(b) Cyclo-Vets members in good standing shall always have the right to attend a

meeting of the Board of Directors unless it is Noticed as a confidential meeting dealing with personnel decisions or other private matters.

8.3 Special meetings of the Board of Directors for any purpose may be called at any time by the Board Chair or by any three (3) directors as necessary to conduct the administrative affairs of the organization according to club policy or precedent. Any new policy or expenditure must be passed by a majority vote of the Board of Directors.

8.4 Meetings and actions of the standing committees of the Board shall be governed by, held, and taken in accordance with, the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and calling of special meetings of such committees may be determined either by Board resolution, or if there is none, by resolution of the committee. The Board may adopt rules for the governance of any committee that are consistent with these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

8.5 The Board may establish a community or regional advisory committee consisting all or partly of non-board members. At the request of the Board, the committee or members thereof will advise the Board on broad general issues of concern to the Board which may be raised from time-to-time by the Board, and it shall promote the work of the Cyclo-Vets. The Board shall not delegate any Board authority to the Advisory Committee.

8.6 Place of Meeting. Regular meetings of the Board of Directors shall be held at any place, within the County of San Diego, State of California, that has been designated from time to time by resolution of the Board or by written consent of all Members of the Board.

8.7 Notice of the time and place of any meeting of the Board of Directors shall be given personally to each director or emailed to each director at least four (4) days before the date of the meeting. Notice to directors may be made by electronic transmission by the Corporation (as defined in Section 20 of the California Corporations Code and any successor statute), including email to the email address appearing on the books of the corporation, but if any such electronic transmission is electronically rejected, notice may be given by telephone (including via any voice messaging system), and such telephone contact shall be documented. Notice of the purpose of any special meeting of the Board of Directors and significant issues intended to be discussed shall be provided in the notice.

8.8 Validation of Defectively Called or Noticed Meetings. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, are valid as though taken at a meeting duly Noticed, with a quorum is present, if, after the meeting, each of the directors not present signs a written waiver of notice, a consent to the holding of the meeting or an approval of the minutes thereof. Such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting. Such waivers, consents and approvals can be provided by electronic means such as email or text.

8.9 Action Without A Meeting. Any action by the Board of Directors may be taken without a meeting if all Members of the Board individually and collectively consent in writing or electronic transmission to the corporation (as defined in California Corporations Code Section 21) to such action. Such written consent or consents shall be filed with the corporate records and made a part of the minutes of the Board.

8.10 Participation in Meetings by Means of Conference Telephone Permitted. Members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment so long as all members participating can hear one another. Participation in a meeting through use of a telephone or similar communications equipment shall constitute presence in person at such meeting, except for voting on the election of the Board of Directors or Amendment of the Bylaws, which require presence at the meeting to be effective.

Article 9
Fiscal Year

9.1 The fiscal year of this corporation shall end each year on December 31.

Article 10
Club Jersey

10.1 The club jersey shall include the club name and any designated sponsors names or products, in accordance with the rules of the United States Cycling Federation or the International Amateur Cycling Federation or those of other cycling bodies sanctioning the event.

Article 11
Vacancies

11.1 Vacancies in the Board of Directors arising prior to the end of an elected Director's term, resulting from death, incapacity, resignation, removal or otherwise, may be filled by a majority vote of a quorum of the remaining directors then in office. A successor director so elected shall serve the unexpired term of his or her predecessor.

Article 12
Compensation

12.1 Club members, including a member of the Board of Directors may be compensated for clearly defined services provided that prior to rendering the services the Board of Directors discuss the services and approve such. Reimbursement for out of pocket expenses shall be available to all members and is not considered compensation.

Article 13
Amendment of Bylaws

13.1 These Bylaws may be amended or repealed by a vote of a majority of the Board and of the general membership at a meeting duly Noticed for that purpose, at which a quorum of the Board is present. Proposed amendments to these Bylaws must be submitted in writing to the directors and published to the general membership at least thirty (30) days in advance of the Board meeting at which the proposed amendments will be considered for adoption. The proposed amendment shall be voted upon by the club membership in the next membership meeting at which a quorum is present (Article 8.1). It must be approved by a majority of those present

Article 14
Disciplinary Action

14.1 The Board of Directors may, after notice and a proper open hearing, suspend or revoke the membership of any member for conduct which is detrimental to the welfare of the club as a

whole. Thirty (30) days prior written notice will be given to the person sought to be removed: and such removal is approved by the vote of two-thirds ($\frac{2}{3}$) of the total directors then in office, excluding vacancies. Any person so disciplined shall not be allowed to participate in club activities and not have the privilege of racing as a Cyclo-Vets

14.2 Any club officer may be removed from his or her elected office for failure to fulfill the duties of that office or failure to represent the club in a manner in keeping with the purposes of the club. Thirty (30) days prior written notice will be given to the person sought to be removed: and such removal is approved by the vote of two-thirds ($\frac{2}{3}$) of the total directors then in office, excluding vacancies.

Article 15 **Dissolution-Disbursement of Assets**

15.1 The assets of this organization may only be used to further stated objectives as outlined in Article II-Purpose and Objectives. Should this organization become dissolved or cease to operate, its assets, after the discharge of all debts and liabilities, shall be transferred to another non-profit entity with similar objectives. In no event may any remaining assets be transferred to, or retained by, any individual for personal benefit.

Amended January 18, 1999

Amended May 17, 2003

Amended May 5, 2006 Darryl MacKenzie

Amended September 22, 2010 Howard King

Amended May 5, 2006 Darryl MacKenzie

Amended and Restated September 28, 2019 David Nichols

Certificate of Secretary

I, John Stellenwerf, the duly elected Secretary for the San Diego Cyclo-Vets, do hereby certify that the foregoing Bylaws constitute the Bylaws of the Cyclo-Vets as duly adopted as of September 28th, 2019, by vote at a General Meeting at which a quorum of the Board of Directors was present.

/s/ John Stellenwerf, July 28th, 2019