

**FIRST AMENDED BYLAWS
OF THE
ARKANSAS BICYCLE COALITION**

**A NONPROFIT CORPORATION ORGANIZED UNDER THE LAWS
OF
THE STATE OF ARKANSAS**

OFFICES

1. **Purpose.** In addition to the activities set forth in its Articles of Incorporation, and those allowed by law, the purpose of the Coalition shall be to promote bicycling in all its forms.

2. **Registered Office and Registered Agent.** The location of the registered office and the name of the registered agent of the Arkansas Bicycle Coalition in the State of Arkansas shall be such as shall be determined from time to time by the Board of Directors and on file in the appropriate public offices of the State of Arkansas pursuant to applicable provisions of law.

MEMBERS

3. **Membership** Any individual who is a member of any one of the USAC recognized Clubs in the state of Arkansas and subscribes to the purpose and basic policies of the Coalition is by virtue a "Member" of the Coalition regardless of the individual's race, religion, sex, age, national origin, or athletic ability. Only Members shall be eligible to vote in business meetings of the Coalition or to serve in any of its elective or appointive positions.

4. **Place of Meetings.** All meetings of the Members shall be held at the registered office of the Coalition or at such other place as shall be designated from time to time by the Officers or Board of Directors.

5. **Annual Meetings.** An annual meeting of the Members of the Coalition shall be held on the first Monday in December of each year at seven (7:00) P.M., or at such other date and time as shall be designated by the Board of Directors and stated in a notice of the meeting. Election of Coalition officers shall be held at the annual meeting.

6. **Special Meetings.** Special Meetings of Members may be held for any purpose or purposes, and may be called by the President or the Board of Directors or by Members comprising not less than fifteen (15) percent of the Membership in good standing. Such notice shall be provided for the Members at least 30 days in advance of the meeting.

7. **Voting.** At all meetings of Members, each Member in attendance shall be entitled to one vote.

8. **Quorum.** The Members present representing not less than (15) percent of the total Membership in good standing shall constitute a quorum for the transaction of any business. Every decision of a majority of such quorum shall be valid as a corporate act, except in those instances in which a larger vote is required by law or by the Articles of Incorporation or by these By-laws.

9. **Notice.** Written notice of each meeting of the Members, whether annual or special, stating the place, date, and hour of the meeting, and, in the case of a special meeting, the purpose or purposes thereof, shall be delivered or mailed to each Member of record in good standing not less ten (10) nor more than thirty (30) days prior to the meeting, excluding the day of the meeting.

BOARD OF DIRECTORS

10. **Management.** The management of the affairs and business of the Coalition shall be vested in a Board of Directors consisting of the President, the Vice President, the Treasurer and what at large members that the membership deems necessary.

12. **Quorum.** A quorum shall consist of not less than four Members of the Board of Directors.

13. **Meetings.** Meetings of the Board of Directors may be held without notice to the general Membership.

14. **Action without a Meeting.** Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if such action is approved by a majority of the Directors of the Board.

OFFICERS

15. (a) **Officers.** The officers of the Coalition shall be a President, Vice President, and Treasurer, each of whom shall be elected by the Membership at the Annual Meeting of the Members.

(b) **Term of Office.** All officers shall be elected to serve a one-year term.

16. **President.** The President shall serve as the Chief Executive Officer of the Coalition and shall carry into effect all directions and resolutions of the Board. The President shall preside at all meetings of the Members and Directors.

The President shall serve a one-year term and shall automatically become a member of the Board of Directors for the year immediately following expiration of his or her term.

The President may execute all instruments for and in the name of the Coalition, and may cause the Corporate Seal to be affixed thereto. The President shall, unless the Board otherwise provides, be an ex-officio member of all committees and shall have such other or further duties and authority as may be prescribed from time to time by the Board of Directors.

17. **Vice President.** The Vice President shall ascend to the Office of the President after the completion of his or her term. In the event of a premature vacancy of the Office of Presidency, the Vice President shall serve the remaining term of the President. The Vice President shall be responsible for planning and coordinating the annual meeting described in paragraph 5 above, and for planning and coordinating such other meetings and social gatherings of the Membership as the Board shall prescribe.

18. **Treasurer.** The Treasurer shall have responsibility for the safekeeping of the funds of the Coalition, shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Coalition and shall keep, or cause to be kept all other books of account and accounting records of the Coalition. The Treasurer shall deposit or cause to be deposited all monies and other valuable effects in the name and to the credit of the Coalition in such

depositories as may be designated by the Board of Directors or by any officer of the Coalition to whom such authority has been granted by the Board of Directors.

The Treasurer shall disburse, or cause to be disbursed, the funds of the Coalition as may be ordered or authorized generally by the Board, and shall render to the President and Directors whenever they may require it, an account of all transactions of the Coalition, and of the financial condition of the Coalition. The Treasurer shall perform such other duties and have such other responsibility and authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board of Directors.

19. Duties of Officer may be Delegated. If any Officer of the Coalition be absent or unable to act, or for any other reason that the Board may deem sufficient, the Board may delegate from time to time, some or all of the functions, duties, powers, and responsibilities of any officer to any other officers, or to any agent or Member or other responsible person, provided a majority of the Board concurs.

20. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed or discharged at any time by the affirmative vote of a majority of the Board of Directors.

COMMITTEES/DIRECTORS

21. (a) Committees. The President, with the approval of the Board, from time to time may also create committees and shall appoint committee chairs for the Coalition, each of whom shall serve at the pleasure of the Board for a one-year period or for such time as deemed appropriate by the President and/or Board, and shall exercise such powers, have and perform such duties as shall be determined from time to time by the Board or by the President with the approval of the Board. Each committee member shall be approved by the Board.

(b) Nominating Committee. Not later than two (2) months preceding the Annual Meeting, the President shall create and appoint, with approval of the Board of Directors, a nominating committee to nominate a slate of officers for the following calendar year. Notice of the nominations shall be given to the Membership at least one (1) month prior to the election. Additional nominations may be received at any time up until the time of voting.

(c) Directors. The President, with the approval of the Board, from time to time may also create Directorial positions and shall appoint Directors for the Coalition, each of whom shall serve at the pleasure of the Board for a one-year

period or for such time as deemed appropriate by the President and/or Board, and shall exercise such powers, have and perform such duties as shall be determined from time to time by the Board or by the President with the approval of the Board. At a minimum, the President shall establish the following Directors: (i) Race, (ii) Race Team, and (iii) Advocacy. Each Director shall be approved by the Board.

NOTICES

22. **Provisions.** Whenever the provisions of the statutes of the State of Arkansas, the Articles of Incorporation, or these Bylaws require notice to be given to any Director, Officer, or Member, they shall not be construed to require actual notice. Notice shall be deemed given if made in writing and deposited in a post office or letter box, postage paid, or electronically via e-mail, addressed to such Director, Officer, or Member at his or her postal address or e-mail address as it appears in the books or other records of the Coalition.

23. **Waiver.** Whenever any notice is required to be given under the provisions of the statutes of the State of Arkansas or of these Bylaws, a waiver thereof in writing, signed by the person or person entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting of Members shall constitute a waiver of notice of such meeting, except when the Member attends a meeting for the express purpose of objecting, at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Members need be specified in any written waiver of notice unless so required by these Bylaws.

MISCELLANEOUS

24. **Contracts.** The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Coalition, and such authority may be general or confined to specific instances.

25. **Amendments.** These Bylaws may be altered, amended, or repealed by the affirmative vote of a majority of the Membership present at any meeting of the Members.

26. **Sex.** Where the words "he," "his," or "him" appear in these Bylaws, such words shall be construed to mean either male or female or both unless the meeting is clearly and specifically to the contrary.

27. **Affiliations.** The Arkansas Bicycle Coalition shall be an affiliated member of USA Cycling.

28. **Expulsion.** The Board of Directors by a unanimous vote shall have the power to expel any member for conduct detrimental to the interests of the Coalition.

29. **Non-Discrimination.** The Arkansas Bicycle Coalition membership is open to all individuals regardless of race, religion, sex, age, national origin, or athletic ability.

CERTIFICATE

The undersigned, Secretary of the Arkansas Bicycle Coalition., a Non-profit Corporation organized under the laws of the State of Arkansas, hereby certifies that the foregoing Bylaws are the Bylaws of the Corporation as adopted by the Board of Directors.

Dated: _____, 2006.

Secretary