

BYLAWS
OF
BAINBRIDGE ISLAND MOUNTAIN BIKING CLUB

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BYLAWS
OF
BAINBRIDGE ISLAND MOUNTAIN BIKING CLUB

ARTICLE I. DEFINITIONS

Section 1.1 “Corporation”

The Corporation means the Washington nonprofit corporation named **BAINBRIDGE ISLAND MOUNTAIN BIKING CLUB**. Should the name of the Corporation be legally changed, the name used in these bylaws shall be deemed to have been changed to the new name without requiring any further action.

ARTICLE II. OFFICES

The registered office of the Corporation in the state of Washington is 12125 Kallgren Rd, Bainbridge Island, Washington, 98110. The Corporation may have such other offices within or without the state of Washington as the Board of Directors may designate or the Corporation may require from time to time.

ARTICLE III. BOARD OF DIRECTORS

Section 3.1 Power and Name

The Board of Directors (the “Board”) shall manage the business and affairs of the Corporation at all times.

Section 3.2 Number and Qualification

The Board shall consist of the number of directors set by the Board of Directors either through an explicit statement or implicitly through the election of directors provided that the Corporation shall have a minimum of five (5) directors. The Executive Director shall serve as an ex officio, non-voting member of the Board of Directors. Aside from not having the right to vote on any matters before the Board, the Executive Director shall have all of the rights of other Board members. The directors need not be residents of the state of Washington. No decrease in the number of directors may have the effect of shortening the term of any incumbent director unless such director resigns or is removed in accordance with the provisions of these bylaws.

Section 3.3 Tenure

Unless removed in accordance with these bylaws, each director shall hold office for the terms indicated in this section. The directors shall serve staggered, three year terms with the goal of electing one-third of the directors each year and the determination of how to best implement the staggered terms within the initial Board left to the discretion of the Board. Terms of newly elected directors shall start on the day following their election. Each director shall hold office for the term for which the director is elected or appointed and until the director's successor shall have been selected and qualified.

Section 3.4 Election

Directors shall be elected by the Board of Directors. Voting for directors shall be conducted in the manner deemed by the Board to be the most fair and appropriate provided that a new director must receive at least a majority vote to be elected.

Section 3.5 Duties of a Director

Good Faith. First, directors must act in good faith, meaning act with good intentions.

Best Interest of the Corporation. Second, directors must act in the best interest of the Corporation. Directors have a special fiduciary relationship with the corporation and have the duty to act for the benefit of the organization, not for their own personal benefit.

Due Care. Third, directors must act with due care. As a fiduciary, the board is entrusted with the Corporation's money and must be careful with the use of those funds. Among other things, each director must evaluate existing programs to determine if they are run efficiently and examine financial statements to ensure the corporation has adequate funds to pay its debts and that those funds are being used to further the organization's goals and mission.

Ordinarily Prudent Person. Fourth, each director must act as an ordinarily prudent person would act. Directors are expected to use common sense and practical judgment, not necessarily be experts in every matter the board considers. However, if a board member has a particular expertise, then this person will be expected to utilize this greater knowledge and be held to this standard in her/his conduct.

Section 3.6 Annual and Other Regular Meetings

An annual meeting of the Board of Directors shall be held on a date to be decided by the Board. The Board of Directors may specify by resolution the time and place, either within or without the state of Washington, for holding any other regular meetings of the Board of Directors.

Section 3.7 Special Meetings

Special meetings of the Board of Directors may be called by the President, the Vice-President, or thirty percent (30%) of the Directors. Notice of special meetings of the Board of Directors stating the date, time, and place thereof shall be given at least five (5) days prior to the date set for such meeting by the person or persons authorized to call such meeting, or by the Secretary at the direction of the person or persons authorized to call such meeting. The notice may be oral or written. Written notice is effective upon dispatch if such notice is sent to the director's address, telephone number, or other number appearing on the records of the Corporation. If no place for such meeting is designated in the notice thereof, the meeting shall be held at the principal office of the Corporation. Unless otherwise required by law, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of such meeting.

Any director may waive notice of any meeting at any time. Whenever any notice is required to be given to any director of the corporation pursuant to applicable law, a waiver thereof in writing signed by the director entitled to notice shall be deemed equivalent to the giving of notice. The attendance of a director at a meeting shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened.

Section 3.8 Quorum

One-half of the number of directors specified in or fixed in accordance with these bylaws shall constitute a quorum for the transaction of any business at any meeting of directors.

Section 3.9 Manner of Acting

If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors, unless the question is one upon which a different vote is required by express provision of law or the articles of incorporation or these bylaws.

Section 3.10 Participation by Conference Telephone

Directors may participate in a regular or special meeting of the board by, or conduct the meeting through the use of, any means of communication by which all directors participating can hear each other during the meeting and participation by such means shall constitute presence in person at the meeting.

Section 3.11 Presumption of Assent

A director who is present at a meeting of the Board of Directors at which action is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless such director shall file his written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 3.12 Action by Board Without a Meeting

Any action permitted or required to be taken at a meeting of the Board of Directors may be taken without a meeting if (a) one or more written consents setting forth the action so taken are signed by all the Directors entitled to vote with respect to the subject matter thereof or (b) electronic transmissions (e-mails) setting forth the action so taken are electronically transmitted to the Secretary or President by all the Directors entitled to vote with respect to the subject matter thereof. Action taken by written consent is effective when the last Director signs the consent, unless the consent specifies a later effective date, or when the last Director transmits his or her email to the Secretary or President. All such written consents or electronic transmissions must be filed in the minutebook. Any decisions so made for which the written consents or electronic transmissions are not found in the minutebook shall be deemed null and void.

Section 3.13 Board Committees

The Board of Directors may by resolution adopted by a majority of directors in office create one or more Board committees. A resolution that adopts a charter for a committee shall be considered to be such a resolution.

The term “Board committee” is meant to denote those committees that Boards of Directors typically create to assist a Board of Directors in completing its Board governance duties. The following types of committees are usually considered to be Board committees: Executive Committee; Finance Committee; Governance Committee; Nominating Committee; Board Development Committee; Executive Director Evaluation Committee; Development Committee; and certain *ad hoc* committees, such as an *Ad Hoc* Executive Director Search Committee or an *Ad Hoc* Merger Committee. This list is not prescriptive; it is meant as a guide only.

Each committee established by the Board of Directors must have two (2) or more directors and shall be governed by the same rules regarding meetings, action without meetings, notice, waiver of notice, quorum, and voting as applicable to the Board of Directors. The resolution or charter establishing each committee shall appoint the Chair of the committee, either naming the Chair as an officer of the Corporation or a specific director by name; provided that the Finance Committee, if such a Committee is created, shall be chaired by the Treasurer. If a specific director is named as Chair of a committee, that director shall serve as Chair of the Committee until a new Chair is appointed by a majority vote of the Board of Directors or until the Chair of the Committee resigns as Chair.

If specifically allowed in a resolution or charter creating a committee, a committee may include members who are not directors; provided that a Board committee must be chaired by a director. The appointment of the non-director members shall be made by the full Board of Directors or by the Chair of the committee, as allowed by the resolution or charter creating the committee.

To the extent provided in the creating resolution or charter, each such committee shall have and may exercise the authority of the Board of Directors, except as limited by applicable

law. The designation of any such committee and the delegation thereto of authority shall not relieve the Board of Directors, or any members thereof, of any responsibility imposed by law.

Section 3.14 Resignation

Any director may resign at any time by delivering written notice to the President, the Secretary, or the registered office of the Corporation, or by giving oral notice at any meeting of the directors. Any such resignation shall take effect at any subsequent time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.15 Removal

At a special meeting called expressly for that purpose, any director may be removed from office, with or without cause, by an affirmative vote of two-thirds of the Board of Directors.

Section 3.16 Vacancies

A vacancy on the Board of Directors may occur by the resignation, removal, or death of an existing director, or by reason of increasing the number of directors on the Board of Directors as provided in these bylaws and may be filled by an affirmative vote of a majority of the remaining Board of Directors even though less than a quorum is present. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office, except that a vacancy to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors for a term of office continuing only until the next election of directors.

Section 3.17 Compensation

By resolution of the Board of Directors, the directors may be paid the reasonable expenses incurred, if any, for attendance at meetings of the Board of Directors or committee thereof with the exception that directors may not be reimbursed for travel expenses to or from meetings of the Board of Directors.

ARTICLE IV. OFFICERS

Section 4.1 Number and Qualifications

The Corporation shall have the following officers: President, Vice-President (one or more), Treasurer, and Secretary. Such other officers and assistant officers, including a Chairman of the Board, as may be deemed necessary or appropriate may be appointed by the Board of Directors. By resolution, the Board of Directors may designate any officer as chief executive officer, chief operating officer, or any similar designation. Any two or more offices may be held by the same person, except for the offices of President and Secretary.

Section 4.2 Appointment and Term of Office

The officers of the Corporation shall be appointed by the Board of Directors to serve for a one-year term or such term as the board may deem advisable. Terms of newly elected officers shall start on the day following their election. Each officer shall hold office until a successor shall have been appointed regardless of such officer's term of office, except in the event of such officer's removal in the manner herein provided.

Section 4.3 Resignation

Any officer may resign at any time by delivering written notice to the President, the Secretary, or the registered office of the Corporation, or by giving oral notice at any meeting of the directors. Any such resignation shall take effect at any subsequent time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.4 Removal

The Board of Directors may remove an officer with or without cause whenever they deem it in the best interests of the Corporation to do so. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4.5 Chair and Vice-Chair of the Board of Directors

The Chair of the Board of Directors, if there be such office, is the President and shall, if present, preside at all meetings of the Board of Directors including the annual business meeting, and exercise and perform such other powers and duties, if any, as may be determined from time to time by resolution of the Board of Directors. The Vice-Chair of the Board of Directors, if there be such office, is the Vice-President and shall perform the duties of the Chair of the Board of Directors in his/her absence, or in the event of his/her death, disability or refusal to act. The Vice-Chair of the Board of Directors shall exercise and perform such other powers and duties, if any, as may be determined from time to time by resolution of the Board of Directors.

Section 4.6 President

The President shall be the principal officer of the Corporation and, subject to the control of the Board of Directors, shall supervise the affairs of the Corporation. The President may, subject to the approval of the Board of Directors, appoint representatives to affiliate organizations. The President may establish committees or advisory groups to consider matters of importance to the Corporation; provided that the President does not have the authority to establish "Board committees" (see Section 3.13 of these Bylaws) or any committee that undertakes or seeks to undertake any of the Board of Directors' governance duties or responsibilities.

If the Corporation has a paid staff position titled Executive Director, Chief Executive Officer, or any such similar title, that staff person shall be the chief executive office of the Corporation and shall be responsible for managing all day-to-day operations of the Corporation. The President shall act as the Board of Directors' liaison with that staff person and shall work to ensure that that staff person is implementing the direction given to that staff person, and the policies approved, by the Board of Directors. The President shall not be that staff person's (or any other staff person's) direct supervisor. Rather, the Board of Directors as a whole is that staff person's supervisor and that staff person is the supervisor of all other staff persons.

The President may sign deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation or shall be required by law to be otherwise signed or executed.

The President shall keep the Board of Directors informed of his or her actions and seek their guidance on matters of major importance. In general, the President shall perform all duties incident to his/her office and such other duties as may be prescribed by resolution of the Board of Directors from time to time.

Section 4.7 Vice-President

In the absence of the President or in the event of his/her death, disability or refusal to act, the Vice-President, or in the event there shall be more than one Vice-President, the Vice-Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election or appointment, shall perform the duties of the President. When so acting the Vice-President shall have all the powers of and be subject to all the restrictions upon the President and shall perform such other duties as from time to time may be assigned to the Vice-President by resolution of the Board of Directors.

Section 4.8 Secretary

The Secretary shall keep the minutes of the proceedings of the Board of Directors; shall give notices in accordance with the provisions of these bylaws and as required by law; shall be custodian of the corporate records of the Corporation; shall keep a record of the names and addresses of all directors; may sign with the President, or a Vice-President, deeds, mortgages, bonds, contracts, or other instruments that shall have been authorized by the Board of Directors; and in general shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by resolution of the Board of Directors..

Section 4.9 Treasurer

The Treasurer manages the fiscal affairs of the Corporation, is responsible for keeping correct and complete books and records of account, and supervises acceptance and distribution of the Corporation's funds; provided that, if the organization has a qualified staff person(s) or agent,

the Treasurer may delegate these duties to that staff person or agent and act in a supervisory capacity.

Subject to the provisions of these Bylaws and Financial Policies, if any, approved by the Board of Directors, the Treasurer is authorized to perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by resolution of the Board of Directors. A financial report shall be submitted at each regular meeting of the Board of Directors. The Treasurer shall not be required to give a bond for the faithful discharge of his/her duties.

Unless different provisions are contained in Financial Policies approved by the Board of Directors, the Treasurer shall abide by the following rules: The Treasurer is authorized to open and close bank accounts in the name of the Corporation; provided that such accounts shall have at least the Treasurer and President as signatories. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in a Corporation controlled bank account. The Treasurer is authorized to pay bills of the Corporation of no more than \$100 provided that a proper invoice or receipt is provided. For all expenditures over \$100, the President's approval shall be obtained. The Treasurer is authorized to invest the Corporation's funds only in interest-bearing savings deposits that are insured by an agency of the federal government

ARTICLE V. CONTRACTS, LOANS, CHECKS, DEPOSITS

Section 5.1 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 Corporation, and that authority may be general or confined to specific instances.

Section 5.2 Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors, which authority may be general.

Section 5.3 Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by the officer or officers, or agent or agents, of the Corporation and in the manner prescribed in these Bylaws or as shall from time to time be prescribed by resolution of the Board of Directors.

Section 5.4 Loans to Directors and Officers

No loans shall be made by the Corporation to any officer or to any director.

ARTICLE VI. MISCELLANEOUS PROVISIONS

Section 6.1 Rules of Procedure

The rules of procedure at meetings of the board and committee meetings shall be as determined by the Board of Directors from time to time either explicitly or implicitly.

Section 6.2 Books and Records

The Corporation shall keep correct and complete books and records of account, minutes of the proceedings of the Board of Directors and any Board committees, and such other records as may be necessary or advisable.

Section 6.3 Fiscal Year

The fiscal year of the Corporation shall be the calendar year, or such other fiscal year as may be determined by resolution adopted by the Board of Directors.

Section 6.4 Copies of Resolutions

Any person dealing with the Corporation may rely upon a copy of any of the records of the proceedings, resolutions, or votes of the board when such records are certified by the President or Secretary.

Section 6.5 Conflicts with these Bylaws

If there is a conflict between these Bylaws and the Articles of Incorporation of the Corporation, the Articles shall control. If there is a conflict between these Bylaws and any action, motion, resolution, or policy of the Board of Directors, these Bylaws shall control unless these Bylaws specifically allow for such action, motion, resolution, or policy to override these bylaws. This means that any action, motion, resolution, or policy of the Board of Directors that conflicts with or is not taken in accordance with these Bylaws shall be null and void.

Section 6.6 Amendments to these Bylaws

These bylaws may be altered, amended or repealed, and new bylaws may be adopted, by a two-thirds vote of the directors present at any annual business meeting.

ARTICLE VII. SECRETARY'S CERTIFICATION

The undersigned, being the Secretary of the Corporation, hereby certifies that these Bylaws are the full and correct Bylaws of the Bainbridge Island Mountain Biking Club, composed of the original Bylaws approved by the Board of Directors on the 30th day of November, 2014, and all amendments thereto.

DATED this _____ day of _____, 2015.

_____,
Secretary

Bylaws History

Originally approved on November 30, 2014