
BYLAWS

OF

MISSOULA BICYCLE CLUB, INC. MISSOULIANS ON BICYCLES, INC.

Suggested amendments of December 2018 appear in this color in sections 1.1, 2.1, 2.5, 3.2, 3.3, 3.4, 3.5, 3.10, 4.1. Section 3.5 is new and requires renumbering of existing 3.5 through 3.9. This paragraph to be removed upon approval of these amendments by the membership.

ARTICLE 1 IDENTIFICATION

Section 1.1 Name. The name of the corporation is Missoula Bicycle Club~~Missoulians on Bicycles~~, Inc.

Section ~~1.1~~1.2 Fiscal year. The fiscal year of the corporation shall be the calendar year.

ARTICLE 2 MEMBERS

Section 2.1 Eligibility. Any person who is interested in furthering the purposes for which this corporation has been formed and is at least 18 years of age is eligible to become a full member.

Section 2.2 Classification of members. The board of directors may establish as many classes of membership as it considers desirable, and may establish annual dues or contribution requirements for each class of membership.

Section 2.3 Term of membership. A person will become a full member upon payment of the annual dues established by the board of directors. The membership term will be one year and will run from January 1 to December 31. A person will become an associate member by payment of the fee for a single event sponsored by the corporation.

Section 2.4 Rights and responsibilities. Full members are entitled to vote in elections of the directors of the corporation, are entitled to vote on any issue submitted to them by the directors and officers for a vote at a meeting of the members, are entitled to receive the newsletter, and are entitled to participate in events sponsored by the organization. Associate members may participate in the single event for which a fee was paid, but do not have the right to vote or to receive the newsletter.

Section 2.5 Meetings. ~~MA regular meetings~~ of the members will be held at least quarterly~~on the second Tuesday of each month~~. Meetings of the members will be held at any location in the City of Missoula which is determined~~designated~~ by the President~~board of directors~~. A notice of the time and place of the monthly~~meetings~~ of the members will be placed in any newsletter or other communication sent to all members of the corporation.

Section 2.6 Quorum. Five full members shall constitute a quorum for the transaction of business at any meeting of the members. No business may be conducted at a meeting until a quorum is present, and a quorum must be present in order to elect directors and in order to vote on any other issues submitted to the members by the directors.

Section 2.7 Voting. If the board of directors submits an issue to the full members for a vote, each full member will be entitled to cast one vote, and any action or resolution must be approved by a majority of the full members present at the meeting. At the annual election of directors, each full member will be entitled to cast as many votes as equal the number of directors which are to be elected, with each vote being cast for a different candidate. The candidates who receive the most votes will become members of the board of directors.

ARTICLE 3 BOARD OF DIRECTORS AND OFFICERS

Section 3.1 Powers and duties. The business, affairs and property of the corporation shall be managed and supervised by a board of directors. Directors have the power to appoint persons or committees to carry out the necessary business of the corporation.

Section 3.2 Number and qualifications of directors and officers. The board of directors shall be composed of no less than ~~five (5)~~~~seven~~ and no more than eleven directors. The officers shall be the President, Vice President, Secretary, and Treasurer. Directors and officers must be full members of the corporation.

Section 3.3 Nomination and election of directors and officers. During the September meeting of the members each year, nominations will be accepted for new directors. Further nominations may be accepted ~~by the Secretary prior to and during~~ the October ~~members'~~ meeting. At the October ~~members'~~ meeting, each full member present shall vote for as many of the nominees as there are positions to be filled, and the nominees who receive the most votes shall be elected as the directors. The directors shall ~~elect~~~~appoint~~ the four officers identified in Section 3.2 by the close of the November ~~board~~ meeting.

Section 3.4 Terms of directorsoffice. The term of office of ~~each~~ elected directors is one year beginning ~~upon with the adjournment of the meeting at which they are elected~~~~deletion at the October membership meeting~~ and ending upon the adjournment of the meeting of the members at which his or her successor is elected. ~~The term of office of board-appointed directors would also end upon adjournment of the October meeting of the members at which board members are elected.~~

~~Section 3.5 Terms of officers~~. The term of office of each elected officer is one year beginning ~~upon with the adjournment of the meeting of following~~ his or her election and ending upon the adjournment of the meeting of the members at which his or her successor is elected.

Section 3. ~~65~~ Duties and powers of officers. (a) Powers and duties of the President. The President ~~shall set board and members' meeting dates; shall set the agenda for meetings;~~ shall preside at meetings of the members and the board of directors; shall manage and supervise the business, affairs and property of the corporation subject, however, to the control of the board of directors; shall sign or countersign all contracts and other instruments of the corporation; shall

make reports to the board of directors and to the members; and shall perform such other duties as are incident to this office or are properly required of him or her by the board of directors.

(b) Powers and duties of the Vice President. The principal duties of the Vice President shall be to organize, schedule, and prepare programs; to prepare the annual ride list; to discharge the duties of the President in the event of the absence or disability for any cause whatsoever of the President; and to perform such other duties as the board of directors or the President may from time to time require.

(c) Powers and duties of the Secretary. The principal duties of the Secretary shall be to countersign all contracts and other instruments of the corporation; to keep a record of the proceedings of meetings of the members and meetings of the board of directors; to be custodian of the corporation's records; to prepare press releases and publicity; to keep a register of the address of each member; to see that all notices are duly given as required by law and the provisions of these Bylaws; to safely and systematically keep all books, papers, records, and documents belonging to the corporation or pertaining to the business thereof; and to perform such other duties as the board of directors may from time to time direct.

(d) Powers and duties of the Treasurer. The principal duties of the Treasurer shall be to have charge and custody of and be responsible for all funds and investments of the corporation; to keep an account of all monies received and disbursed, and of monies and property at hand; to prepare and file the corporation's tax returns; and to perform such other duties as shall be required by the board of directors.

Section 3.76 Delegation of duties. Whenever an officer is absent or whenever for any reason the board of directors may deem it desirable, the board of directors may delegate the powers and duties of an officer to any other officer or officers or to any director or directors. Any officer may form committees to assist in carrying out his or her duties and may appoint members to the committees.

Section 3.87 Resignation. A director may resign at any time by giving written notice of his or her resignation to the board of directors.

Section 3.98 Removal. A director or officer may be removed from office by the affirmative vote of a majority of the directors then in office for consistent failure to attend meetings, consistent failure to carry out the duties of his or her office or lack of sympathy with the purposes of the corporation. No such vote may be held at a meeting unless the directors who request the vote mailed a written notice to every member of the board of directors at least five days before the meeting, advising all directors that they intend to request such a vote, and stating the name of the director that they propose to remove and the grounds for the proposed removal.

Section 3.109 Vacancies. ~~Any~~ vacancy in the board of directors ~~created by the resignation, removal, or death of a director~~ shall be filled by the remaining directors by appointment by the majority of board members present at any board meeting. Each person ~~appointed~~ ~~elected~~ to fill a vacancy shall hold office until the next October members' meeting.

ARTICLE 4
MEETINGS OF THE DIRECTORS

Section 4.1 Board MRegular meetings. The board of directors may establish a time and place for holding ~~regularly scheduled~~ meetings of the board of directors. The board of directors shall meet at least quarterly. No notice of any kind need be given to the directors of any such regularly scheduled meetings.

Section 4.2 Special meetings. Special meetings of the board of directors may be called by the President of the corporation or by a majority of the members of the board of directors then in office, by sending a notice to all of the directors in the manner required by this article of the Bylaws.

Section 4.3 Notice of meetings. Each of the directors must be notified of the place, date, time, and purpose of each special meeting of the board of directors by telephone, in person, by mail, or by fax, internet, electronic mail, or other means of electronic communication at least five days before the meeting. Notice of any meeting of the board of directors may be waived in writing by the person or persons entitled to the notice, whether before or after the time of the meeting. Attendance at a meeting by a director shall be a waiver by that director of any defect in notice of the time and place of the meeting, unless at the beginning of the meeting the director states any objection to the notice of the meeting or the transaction of business during the meeting.

Section 4.4 Addresses for notices. Each director shall advise the corporation from time to time of the address, fax number, telephone number, or electronic mail address to which notice of meetings shall be sent, and notice shall be effective if sent to that director at that address, fax number, telephone number, or electronic mail address

Section 4.5 Quorum. A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the board of directors. No business may be conducted at a meeting until a quorum is present. The directors present at a duly called meeting may continue to conduct business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum.

Section 4.6 Voting. At every meeting of the board of directors, each director shall be entitled to one vote. A director may vote either in person or by a proxy appointed by a written instrument executed by that director, dated not more than sixty days prior to the meeting. Upon the demand of any director, the vote upon any question before the board of directors shall be by ballot. An action or resolution approved by a majority of the directors present at a meeting at which a quorum is present shall be an action of the board of directors, unless these Bylaws require approval by a greater percentage of the directors.

ARTICLE 5
AUTHORIZATION OF CORPORATE ACTS

Section 5.1 Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise granted to further the purposes of the corporation.

Section 5.2 Contracts. The board of directors may authorize any officer or officers or

agent or agents to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 5.3 Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

Section 5.4 Checks and drafts. All checks, drafts, notes, or other orders for the payment of money or evidences of indebtedness issued in the name of the corporation shall be signed by such officer, officers, agent or agents of the corporation and in such manner as shall from time to time be established by resolution of the board of directors.

Section 5.5 Deposits. All funds of the corporation not otherwise employed shall be deposited in a timely manner in such banks, savings and loans, or other depositories as the board of directors may select.

Section 5.6 Contracts in which directors have an interest. No contract or other transaction of the corporation shall be invalidated or affected by (i) the fact that any director, individually or jointly with others, may be a party to or have a personal interest in the contract or transaction, or (ii) the fact that any director of the corporation has an interest in or is a director or officer of one of the other parties to the transaction; and each person who may become a director of this corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the corporation for the benefit of himself or any entity in which he may have an interest; provided that the director fully reveals his or her interest in the contract or transaction to the board of directors, and that the contract or transaction is authorized, approved or ratified by a majority of the directors present at the meeting who do not have any interest in the transaction.

Section 5.7 Non-liability of directors and officers. The directors and officers of the corporation shall not be liable for the debts and obligations of the corporation unless they expressly agree in writing to assume any such debts or obligations.

Section 5.8 Prohibition of loans to directors and officers. No loans shall be made by the corporation to its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until the loan is repaid.

Section 5.9 Prohibited activities. Notwithstanding any other provision of these Bylaws, no director, officer, employee, or agent of the corporation shall take any action or carry on any activity on behalf of the corporation which is not permitted to be carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations, as they now exist or may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and its Regulations, as they now exist or may hereafter be amended.

ARTICLE 6
TRIP POLICIES

Section 6.1 Trip leaders. All leaders of trips sponsored by the organization must be full members.

Section 6.2 Trip Participants. All participants on trips sponsored by the corporation must be full or associate members. All participants on day and overnight trips sponsored by the organization must either be at least sixteen years old or be accompanied by an adult.

ARTICLE 7
AMENDMENTS

Section 7.1 The Articles of the corporation and these Bylaws may be amended, repealed or restated by the affirmative vote of two-thirds of the full members present at a meeting. Any amendment must be proposed at a meeting of the members, published in the next newsletter or communicated by electronic mail and then voted on at the next meeting of the members.

Adopted by the members on December 9, 2008.

[Amendments approved by the members on](#)