

The Bylaws
of
Cadieux Bicycle Club II
a/k/a
Cadieux Bicycle Club
and/or
Team O2

May 7, 2012

ARTICLE I NAME

Section 1.1 **Name.** The name of the organization shall be the Cadieux Bicycle Club II (“CBC”), which may also operate under the assumed names Cadieux Bicycle Club or Team 02 Club (the “Club”), or other such assumed names as the Board of Directors may determine.

Section 1.2 **Registration.** CBC is incorporated as a nonprofit corporation under the laws of the State of Michigan.

ARTICLE II PURPOSE

The purpose or purposes for which CBC is organized are to promote and encourage bicycling on roads, trails, and tracks. The corporation engages, educates, and trains new and experienced cyclists and promotes the development of cycling skills, experience, and abilities. The corporation promotes bicycle racing and the development of skills and abilities for bicycle racers and fosters bicycle sports competition and supports the development and growth of athletes for such competitions. The corporation promotes bicycling with special events, such as the Dabaets-Devos Bicycle Race and organizes various rides at all ability levels for its members. The corporation supports various charities and organizes rides to fund raise for those charities.

ARTICLE III MEMBERSHIP

To qualify for membership in the CBC an individual must pay CBC’s yearly dues on or before date of the Annual General Meeting of Members (“AGM”). Upon payment of such dues, the individual becomes a member of CBC. Anyone who has not paid dues by such date shall be ineligible to vote at the annual meeting. Each member shall be eligible to vote for Officers to represent them and their interests on the Board of Directors. The Board of Directors may request that the members vote on such matters as the Board of Directors deems advisable.

ARTICLE IV MEMBER MEETINGS

Section 4.1 **Annual Meeting.** The AGM shall take place on a date and time set by the Board of Directors. The purpose of the AGM shall be to elect the Board of Directors.

Section 4.2 **Special Meetings.** A special meeting may be called by the President. The Board of Directors shall determine the date, time, and place of the special meeting.

Section 4.3 **Notice of Meetings.** Notice of the time, place, and purpose of a meeting of members shall be given to all members either by first class mail or electronic communication (e.g., e-mail, Facebook, or Yahoo! Group) not less than ten (10) days nor more than sixty (60) days before the date of the meeting.

Section 4.4 **Quorum.** The actual number of members present at the meeting shall constitute a quorum.

Section 4.5 **Voting.** Each member in good standing, as determined by the Board of Directors, shall be entitled to one (1) vote on each matter on which the member is entitled to vote.

Section 4.6 **Proxies.** Members may not vote by proxy.

Section 4.7 **Chairperson.** The President shall preside at all meetings of the members. In the President's absence, the First Vice President, or in his/her absence, another Officer may be chosen by the Officers present at the meeting, shall preside as the chairperson of the meeting.

ARTICLE V BOARD OF DIRECTORS

Section 5.1 **Number.** The Board of Directors shall be comprised of five (5) individual Officers. The number of Officers may be increased or decreased by a vote of a majority of Officers then in office. In no event shall the number of Officer positions be less than required by applicable state law.

Section 5.2 **Election and Term.** Officers shall be elected to the Board of Directors and to serve as one of the positions set forth in Section 5.4 by a majority vote of the members. An Officer shall serve for a one (1) year term. An Officer shall hold office for the term for which he/she was elected until the Officer's successor is elected or until the Director's resignation or removal.

Section 5.3 **Duties.**

A. The Board of Directors establishes the vision, and sets both the short term and the long-term club goals and strategy for CBC.

B. The Board of Directors shall monitor the receipt and distribution of all funds of CBC.

C. The Board of Directors shall be responsible for the daily operations of the organization and shall address any conflicts, situations, program changes and any or all other organizational issues or matters as needed.

D. The Board of Directors shall review all unfavorable incidents involving members, Officers, related parties, property, or the image of the CBC and shall determine and impose any sanctions it deems appropriate to prevent or discourage any further unfavorable actions.

E. The Board of Directors interprets the intended meaning of any articles of the Bylaws of CBC, or the operating guidelines of CBC and shall further determine the manner in which the provisions of these governing documents shall be applied.

F. The Board of Directors shall have the authority to form and manage standing committees in accordance with Article VII of these Bylaws.

Section 5.4 **Officer Positions and Duties.**

A. The President shall preside at all meetings of the CBC, serve as an ex officio member of all committees, appoint committee chairpersons with the approval of the Board of Directors. The President shall appoint one or more individuals to serve on a nominating committee, which will prepare a slate of Officer candidates and present such slate to the members for their vote at the AGM. The nominating committee shall seek Officer nominations from the members.

B. The First Vice President shall act as an aid to the President, perform the duties of the President in the absence or disability of that position and perform other duties as delegated by the President.

C. The Second Vice President shall act as an aid to the President and perform other duties as delegated by the President.

D. The Secretary shall keep an accurate record of all Board of Directors and membership meetings, handle all correspondence as delegated by the President, keep minutes for all Board of Directors and membership meetings, notify all members of meetings and perform other duties as delegated by the President.

E. The Treasurer shall maintain custody of all the funds of the CBC and make disbursements as authorized by the Board of Directors, keep a full and accurate account of receipts and expenditures, present a monthly financial statement or as requested by the Board of Directors, prepare a annual report based on a fiscal year from January 1 to December 31 ensure that all federal and state tax forms are completed and filed by the deadlines on behalf of CBC and perform other duties as delegated by the President.

Section 5.5 **Removal.** Any Officer may be removed from the Board of Directors for unsatisfactory performance by a three-fifths (3/5) vote of the Officers eligible to vote. No Officer whose removal is being considered shall participate in the vote for such removal.

Section 5.6 **Vacancies.** In the event of a vacancy in the office of President, the First Vice President shall assume the duties of the President for the remaining un-expired term. If the First Vice President is unable or unwilling to serve as the President, the Board of Directors shall

appoint an individual to serve the remaining un-expired term. The Board of Directors shall also appoint an individual to serve the remaining term for any other vacated office. The appointed individual shall serve for the un-expired portion of the term. Any vacancies on the Board of Directors, other than President, as a result of any reason other than the expiration of terms of office shall be filled by a majority vote of the remaining Officers for the remaining un-expired term.

Section 5.7 **Meetings.** The annual meeting of the Board of Directors shall take place on a date and time set by the Board of Directors. The Board of Directors shall also meet for regular meetings for such business as may properly come before the Board of Directors on dates and times as set by the Board of Directors.

Section 5.8 **Special Meeting.** Special meetings of the Board of Directors may be called by the President or a majority of the Board of Directors.

Section 5.9 **Notice.** Notice of the time, place, and purpose of a meeting of the Board of Directors shall be given to all Directors by first class mail or electronic communication (e.g., e-mail, Facebook, or Yahoo! Group) not less than three (3) days before the date of the meeting.

Section 5.10 **Quorum.** The presence of at least three-fifths (3/5) of the Officers shall constitute a quorum.

Section 5.11 **Voting.** Each Officer shall be entitled to one (1) vote on each matter properly presented for a vote at the meeting. In the event of a deadlock, the vote of the President shall be determinative.

Section 5.12 **Proxies.** Officers may not vote by proxy.

Section 5.13 **Compensation.** Officers shall not receive compensation for serving in their positions on the Board of Directors. Officers may be reimbursed for expenses incurred for or on behalf of CBC, upon approval of the Board of Directors.

Section 5.14 **Remote Participation.** The Board of Directors is authorized to meet by telephone conference or through other electronic means.

ARTICLE VI COMMITTEES

Section 6.1 **Committees.** The Board of Directors may create such committees as it may deem necessary to promote the objectives and carry out the work of CBC, including but not limited to the following:

Executive Committee
Membership Committee
Race Committee

Ride/Charitable Event Committee
Clothing Committee

Section 6.2 Committee Reports and Approval. The Chairpersons of all such committees shall present plans of work and shall report the activities of their respective committees to the Board of Directors. No committee work shall be undertaken without the approval of the Board of Directors.

Section 6.3 Composition. Committees may be comprised of any combination of members, Officers, or other individuals appointed by the Board of Directors as it may deem necessary to promote the objectives and carry out the work of CBC.

ARTICLE VII INDEMNIFICATION

Section 7.1 Indemnification and Insurance. CBC shall, to the fullest extent now or hereafter permitted by law, indemnify any Officer, volunteer director or volunteer officer as defined under the Michigan Nonprofit Corporation Act, or authorized agent of CBC, who was, is, or has been threatened to be made, a party to any threatened, pending, or completed civil action, suit or proceeding, whether it be criminal, administrative or investigative in nature (including for breach of fiduciary duty), by reason of the fact that such person is or was an Officer, volunteer director, volunteer officer, member, or authorized agent, and was serving at the request of the Board of Directors.. This indemnification shall be against expenses (other than taxes, penalties, or expenses of correction) including reasonable attorneys' fees (which expenses may be paid by CBC in advance of the final disposition of such action, suit or proceeding as provided by law), actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted (or refrained from acting) in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of CBC and such person is either successful in his or her defense or the proceeding is terminated by settlement, and such person has not acted willfully and without reasonable cause with respect to CBC duties concerned. CBC may purchase and maintain insurance on behalf of any such person against any liability (including penalties, taxes, expenses of correction, judgments, settlements or expenses) asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not CBC would have the power to indemnify him or her against such liability under the provisions of this Article or under the provisions of Sections 561 through 565 of the Michigan Nonprofit Corporation Act, or such provisions enacted in substitution therefor.

Section 7.2 Rights to Continue. The indemnification herein provided for shall continue as to a person who has ceased to be an Officer, volunteer director, volunteer officer, or authorized agent of CBC and, to the extent provided in a resolution of the Board of Directors or in any contract between CBC and such person, may continue as to a person who has ceased to serve in that capacity. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Officer, volunteer director or volunteer officer, or authorized agent shall inure to the benefit of the heirs, personal representatives and administrators of such person.

ARTICLE VIII MISCELLANEOUS

Section 8.1 **Audit.** The Board of Directors shall ensure that an annual audit of the Treasurer's books is conducted by a qualified party and that this report is available for Board review.

Section 8.2 **Dissolution.** No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 8.3 **Supersede.** These Bylaws, upon adoption, supersede in all respects all previous Bylaws adopted or used by CBC.

Section 8.4 **Adoption/Amendments.** These Bylaws, or any portion thereof, may be adopted, amended, altered, or replaced by an affirmative vote of three-fifths (3/5) of the Officers present at any meeting. For the adoption, amendment, alteration, or replacement to be considered for approval, three-fifths (3/5) of the Officers on the Board of Directors shall propose a notice of intent to adopt, amend, alter or replace these by-laws. The Board of Directors shall provide said notice of intent to all Officers at least fourteen (14) days prior to the meeting considering the adoption, amendment, alteration or replacement, as well as the date, time and place of the meeting to consider the adoption, amendment, alteration, or replacement. Language of the proposed adoption, amendment, alteration, or replacement may be modified by a majority of the voting Officers present and may be acted on at the same meeting.