

## **BY LAWS**

### **Big Bear Cycling Association (BBCA)**

### **A California Unincorporated Association**

#### **Article I Name of Association**

The name of this unincorporated association is Big Bear Cycling Association (BBCA).

#### **Article II Purpose of the Association**

The Association's primary purpose is to promote bicycling and sponsor bicycling events with courtesy and safety on and off the road as a means of recreation, transportation, health and sport in the Big Bear Valley. The Association shall be organized and operated exclusively for social welfare purposes. Subject to the limitations set forth in the Bylaws of the Association, the purposes of this Association shall be to engage in any lawful activity, none of which is for profit, for which associations may be organized under Section 501(c) 4 of the Internal Revenue Code (or its corresponding future provision).

#### **Article III Membership**

##### Section 3.01 Eligibility

Any person who supports the above purposes is eligible to apply for associate membership with no voting rights. Each member agrees to comply with the Bylaws, rules and regulations of BBCA. Transfer of memberships is not allowed. The Board of Directors reserves the right to terminate, suspend or expel members for conduct that is contrary to BBCA's purpose. Members personal information is subject to privacy protection, BBCA will control the dissemination of members' information.

##### Section 3.02

The Association shall have five categories of associate membership:

- (1) Single membership: for any one person.
- (2) Family membership: for two or more people residing at the same address.
- (3) Corporate membership: memberships for company employees
- (4) Sponsor membership: for companies or persons donating to the Association in addition to their dues.
- (5) Gold membership: gold members do not pay for various BBCA rides and events.

### Section 3.03 Dues

All membership dues are due & payable in February, in such amounts that shall be determined from time to time by the Board of Directors. New members joining in February thru October will not have their dues pro-rated, i.e. they will pay the full annual dues amount. New members joining in November or December will pay the full annual dues amount which will cover the remainder of that year **and** the entire next year. Dues paid to the Association become the property of the Association and any severable or individual interest of any members terminates upon such payment.

### Section 3.04 Membership Term

The membership year shall be January 1 thru December 31. Membership shall automatically terminate for nonpayment of dues on February 15 of any year, terminating all rights and privileges in the Association.

## **Article IV Meetings of Members**

### Section 4.01 Place

Meetings of members shall be held at a place to be designated from time to time by the Board of Directors.

### Section 4.02 Regular Meetings

Members shall meet regularly as determined by the Board of Directors. Officers shall be elected as prescribed in Articles V and VI of these Bylaws at the annual meeting held in November of each year.

### Section 4.03 Special Meetings

Special meetings of members shall be called by the President, Secretary, any two (2) Directors of the Association, or not less than 10% of the members of the Association, to be held at such times and places within the State of California as may be ordered by the Board of Directors. **All Directors will be given adequate notification of a special meeting.**

## **Article V Board of Directors**

### Section 5.01 Qualifications

Any current member may serve as an Officer. All Officers will be Directors for their term of office, and collectively will be the Board of Directors.

## Section 5.02 Duties

It shall be the duty of the Board of Directors to supervise all officers, agents and committees of this Association to assure that their duties are properly performed. The Board of Directors, from time to time as required to complete the objectives of the Association, will appoint Officers, individuals and/or committees various responsibilities such as, but not limited to: membership, marketing, club activities, etc.

## Section 5.03 Meetings

The Board of Directors shall meet monthly, as requested by the President, or any two (2) Officers. Any issues voted upon will be decided by simple majority vote of the Directors present. A quorum will be four (4) Directors.

## Section 5.04 Compensation and Expenses

Directors will serve without compensation, other than be reimbursed for expenses related to Board service, upon the approval of the Board of Directors.

## Article VI Officers

### Section 6.01 Election

Any associate member of the Association is eligible to be an Officer. Directors/Officers will be elected by a majority vote of the current Board of Directors at the annual November meeting. **The Board elected shall be: President, Vice President, Secretary, Treasurer, Membership, Marketing, and Club Activities.** Nominations can be submitted from the floor. Voting will be by show of hands (unless secret ballot is requested by any member or Officer). Winner must receive a majority of votes cast. If there are 3 or more candidates, and one does not receive a majority, the person receiving the lowest number of votes will be dropped from each succeeding vote until one receives a majority.

### Section 6.02 Terms of Office

All Directors/Officers shall be elected for a term of one year, and shall serve from January 1 to December 31 in any calendar year.

### Section 6.03 Duties

(1) **President:** The President shall be the chief executive officer of the Association and shall supervise and control the affairs of the Association. The president shall perform all duties incident to his office and such other duties as may be required by law, or which may be assigned from time to time by the Board of Directors. The President will preside over the regular and special member meetings, and Board of Directors meetings. Responsibilities shall include but limited to supervision of club events, supervise day to day activities, and act as a liaison for the club and its interests. The position of the President will require past board experience.

(2) **Vice President:** The Vice President will assume the duties of the President if the President is unavailable or unable to perform his or her duties. The Vice President will supervise the sponsorship responsibilities and oversee the participation of the club's activities throughout the community. It is not assumed or implied that the Vice President will be the automatic successor of the President.

(3) **Treasurer:** The Treasurer shall be the chief financial officer and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the Association's properties and business transactions, including accounts of its assets, liabilities, receipts, and disbursements. The Treasurer shall file, or cause to be filed, all necessary Federal and State income tax returns. The books of account shall be open to inspection by any member at all reasonable times. The Treasurer shall render to the President, other Directors, or members, upon request, an account of all transactions and of the financial position of the Association. The Treasurer shall deposit all monies and all valuables in the name and to the credit of the Association with such depositories as may be designated by the Board of Directors. Checks of the Association less than one thousand dollars can be signed by the Treasurer. Checks greater than one thousand dollars must be signed by two (2) Officers: the Treasurer or the President, plus one other Board Member. The Treasurer will insure insurance coverage for Association liability, Directors and Officers liability, and event insurance will remain in effect. The Treasurer shall have other powers and duties as may be directed by the Board of Directors.

(4) **Secretary:** The Secretary shall keep, or cause to be kept, a book of minutes of all meetings and actions of the Directors and members with the time and place of holding the regular or special meetings, and if special how authorized, the notice given, the names of those present at such meetings and the number of members present or represented at members' meetings and the agendas of such meetings. The Secretary shall schedule and give cause, or cause to be given, notice of all meetings of the members and of the Board of Directors required by the Bylaws. The Secretary shall have other powers and duties as may be directed by the Board of Directors.

(5) **Membership:** Keep a running roster of club members and maintain club mailing list. Organize and supervise club membership events. Organize and club benefits as it relates to membership. The Membership director shall have other powers and duties as may be directed by the Board of Directors.

(6) **Marketing:** Create and maintain regular communications to members, the community and agencies utilizing all appropriate media. Organize and supervise the club's advertising, including but not limited to BBCA website, Big Bear Cycling Report (KBHR), social media, public relations, e-mail communication with members, media coverage of events. Create and maintain club's marketing assets including but not limited to membership cards, membership flyers, logos, weekly ride promotions, and BBCA Outdoor Activity Map. Other duties as assigned by the Board of Directors.

(7) **Club Events:** Plan, coordinate, and supervise all club events and activities. Organize, staff, collect waivers and participant attendance of all Association sponsored rides and

events. Create, organize and staff weekly ride calendar and Association rides and events in the Big Bear Valley. Other duties as assigned by the Board of Directors

#### Section 6.04 - Succession of Officers

In the event of a Director/Officer's death, resignation, disability termination or disqualification by majority vote of the remaining Board of Directors, the Board of Directors shall appoint a successor, who shall serve the uncompleted term of the Officer being replaced.

### **Article VII Books, Records and Reports**

#### Section 7.01 Minutes of Meetings

The Board of Directors shall review for completeness and accuracy, and shall approve the minutes of all member, special member, and Board of Directors meetings. File copy to be signed by the Secretary.

#### Section 7.02 Funds

All monies paid to the Association shall be placed in the general operating fund, with sub-accounts for sources of income and types of disbursements. The Board of Directors shall review for completeness and accuracy, and shall approve all financials, budgets and accounts presented by the Treasurer.

#### Section 7.03 Disbursements

Disbursement of Association funds will be for cycling, cycling related, and outdoor related projects or activities in the Big Bear Valley.

Each disbursement less than one thousand dollars shall be made by check signed the Treasurer or the President. Checks greater than one thousand dollars will be signed by **two (2) Officers**: the Treasurer or the President plus one other Board Member.

In addition, any unbudgeted expense over \$1000 will be approved by the Board of Directors and included in the minutes of the Association.

Additional disbursement that are not specific to Section 7.03 can be made to other organizations, individuals or non-profits from time to time with board approval

#### Section 7.04 Accounting Year

The accounting year for the Association shall end on December 31.

#### Section 7.05 Bonding

The Officers and other such persons as the Board may designate, may be bonded by a fidelity bond in an amount set by the Board of Directors and paid by the Association.

## Section 7.06 Annual Budget and Priorities

As soon as possible after election of Officers and not later than December 31, the Officers shall compile a budget of estimated income and expenses for the coming accounting year, and set priorities for the coming year's Association activities. The Treasurer shall present this budget and the coming year priorities to a regular meeting of the membership as soon as available.

## Section 7.07 Annual Reports to the Board of Directors

Not later than 120 days after the close of the accounting year on December 31, the Association shall prepare an annual financial report containing a balance sheet, and an income statement for the year.

## Section 7.08 Inspection by Directors

Every Director has a right at any reasonable time during normal business hours to inspect all books, records and documents of any kind and the physical properties and assets of the Association.

## **Article VIII Indemnification**

To the fullest extent allowed by California law, the Association shall indemnify, defend, and hold harmless its Directors/Officers, including persons formerly occupying any such position, from and against any and all claims, demands, suits, judgments, costs and expenses of any kind and description, including court costs and attorney's fees, arising from or related to any act or omission by such person acting on behalf of the Association. Upon written request by any person seeking indemnification, the Board shall promptly determine whether the applicable conduct is subject to indemnification, and if so authorize indemnification. In addition, the association will maintain and keep Directors and Officers insurance coverage.

## **Article IX Principal Office**

The principal office of the Association shall be located at the residence of its duly elected President, or at such other place that may be designated by the Board of Directors.

## **Article X Dedication**

The property of the Association is irrevocably dedicated to social welfare purposes and no part of the net income or assets of the Association shall ever inure to the benefit of any Director, Officer, member or private person.

## **Article XI Dissolution**

Upon the dissolution or winding up of the Association, its assets remaining after payments, or provision for payments, of all debts and liabilities of the Association shall be distributed to a cycling related nonprofit fund, foundation or corporation, which is organized and operated exclusively for social welfare purposes and which has established

its tax-exempt status under IRC Section 501 (c) (4). The Association shall be dissolved upon the first of the following events to occur:

- 1) The unanimous decision of the Board to dissolve the Association
- 2) The sale or other disposition of all, or substantially all, of the Association's assets
- 3) The entry of a judicial decree of dissolution under California law
- 4) The bankruptcy of in solvency of the Association

#### **Article XII Use of Association Funds**

Net Proceeds from all Association events, excluding funds to operate events or general Association functions, shall be used for cycling, cycling related, and outdoor related projects or activities in the Big Bear Valley. Additional consideration can be performed as long as it falls within the guidelines outlined in Section 7.03.

#### **Article XIII Amendments**

These Bylaws may be amended by a majority vote of the Board of Directors at any regular or special meeting. Regular meeting minutes will certify that the amendments are adopted by the Board of Directors.

Amended: November 26, 2019