



Bylaws of the Mid-Valley Bicycle Club

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Article 1 Name

The name of the organization shall be Mid-Valley Bicycle Club.

Article 2 Objectives and Purposes

- A. To promote the general interest of cycling in all phases by encouraging and facilitating:
 - 1. Touring
 - 2. Rides
 - 3. Cycle Outings
 - 4. All Forms of Recreational Cycling Activities.
- B. To secure a better understanding and recognition of the need for safer riding habits and conditions.
- C. To encourage the allocation of facilities for cycling on public lands.
- D. To cooperate with the public authorities in the observance of all traffic regulations.
- E. To promote the recognition of the bicycle as a vehicle used for pleasure, health, and economical transportation.
- F. No commercial use shall be made of the name or emblem of the Mid-Valley Bicycle Club.
- G. No member shall use the name or emblem of the Mid-Valley Bicycle Club to exploit personal views.
- H. No member shall use the roster of members for personal, commercial, or professional purposes.
- I. The club is organized and operated as a non-profit Social Welfare organization within the meaning of Internal Revenue Service 501(c)(4). As such the club's primary purpose is to promote the general interest of cycling relative to bicycle education, safety, transportation and recreation.
- J. If this organization holds any event(s) which members of the general public are invited to participate in for a fee, the income from the general public, less a proportional share of the expenses which will not benefit members, will be paid over to an organization which is exempt from income tax under section 501 (c)(3) of the Internal Revenue Code on an annual basis.

Article 3 Dedication of Assets

- A. The properties and assets of the club are irrevocably dedicated to the fulfillment of the aim of this club as set forth in Article 2.
- B. No part of the net earnings, properties, or assets of this club, upon dissolution or otherwise, shall inure to the exclusive benefit of any private person or individual or any member or director of this club except in fulfillment of said aims.
- C. On liquidation or dissolution, all properties and assets shall be utilized in fulfillment of outstanding obligations. The balance of obligations outstanding after all properties and assets have been exhausted shall be distributed equally to the membership. The balance of properties and assets remaining after all outstanding obligations have been fulfilled shall be distributed to a non-profit organization dedicated to promoting cycling selected by the Board.

Article 4 Membership

- A. Classes of membership shall be regular, family, and honorary.
- B. Anyone interested in bicycling is eligible for regular membership
 - 1. Upon acceptance by the Board of their application, and
 - 2. Payment of dues as set by the Board.
- C. Any person eligible for regular membership together with spouse and/or dependents shall be eligible for family membership upon payment of dues set by the Board for that class of membership.
- D. Honorary membership may be given to an individual subject to
 - 1. Contribution to bicycling has been outstanding over an extended period of time;

2. Two-thirds affirmative vote of the members present at a scheduled meeting;
 3. Shall be exempt from payment of dues.
- E. A copy of the club bylaws shall be available for inspection by any member upon request to the Board or any officer of the club.

Article 5 Dues

- A. Dues shall be paid annually on or before the member's membership anniversary date in amounts set by the Board.
- B. One copy of the club bulletin (The Spokesman) shall be provided each regular and honorary member and one copy to each family membership.
- C. Dues and fees set shall be ratified by two-thirds vote of members present at a scheduled meeting providing notice of such vote has been given in the club bulletin published immediately prior to the vote being taken.

Article 6 Termination of Membership

- A. Causes for termination:
 1. Resignation of the member.
 2. Failure to pay dues in the amount and within the times set by the Board.
 3. Determination by the Board or a committee designated to make such determinations, that the member has failed in a material and serious degree to observe the rules of conduct governing this club as declared by the Board.
- B. Procedure for expulsion:
 1. Notice shall be sent by certified mail to the most recent address of the member as shown in the club's records.
 - a. Shall set forth the expulsion and the reasons therefore.
 - b. Shall be sent at least 15 days prior to the effective date of the expulsion.
 2. Member shall be given the opportunity to be heard, orally or in writing at a hearing.
 - a. Hearing to be held not fewer than 5 days prior to the effective date of the proposed expulsion.
 - b. A special member expulsion committee composed of not less than 3 directors appointed by the president shall hold hearing.
 - c. Notice to the member shall state date time, and place of the hearing for the proposed expulsion.
 3. Following the hearing, the expulsion committee shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some way. Decision to expel shall be subject to a two-thirds affirmative vote by secret ballot of the members present at a meeting of the members. The decision of the meeting is final.
 4. Any person expelled shall receive the pro-rata refund of dues paid from the date of the expulsion to the end of the dues period.

Article 7 Meetings of Members

- A. Place of Meetings
 1. Any place designated by the Board of Directors.
- B. Frequency of Meetings
 1. Meetings to be held at least 6 times per year, but not more than monthly and with a maximum interval of 2 months.
- C. Notice of Meetings of Members
 1. Notice of meetings shall be given in the newsletter and on the club website specifying place, date, time and in the case of special agenda items, the nature of the business to be conducted.
- D. Notice of Certain Agenda Items
 1. If action is proposed on any of the following proposals, written notice or waiver of notice stating the general nature of the proposals shall be given, or any member action on such proposals is invalid.

- b. Removing a director and officer.
 - c. Amending the bylaws or articles of incorporation, if any.
 - d. Approving a contract or transaction in which a director has material financial interest.
 - e. Expulsion of a member.
 - f. Matters that the Board of Directors intends to present for action by the members.
- E. Quorum
- 1. A quorum shall consist of 10 percent of the club membership, but not more than 25 nor less than 5 members.
- F. Voting
- 1. Persons eligible to vote shall have been members as of the first of the month of the date of the meeting.
 - 2. Voting shall be by voice, show of hands, or ballot.
 - 3. If a quorum is present, the affirmative vote of the majority of the members present at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number is required by these bylaws or the articles of incorporation, if any.
 - 4. In the case of changes to the bylaws and/or the articles of incorporation, if any, a quorum must be present and an affirmative vote of two-thirds of the members eligible to vote at the meeting.
- G. Proxies
- 1. There shall be no voting by proxy. Any member unable to attend a meeting at which a matter will be voted upon may vote by mail, either postal or electronic.
- H. Voting of Classes
- 1. Each regular member and honorary member shall be entitled to cast one vote on all matters submitted to a vote of the members.
 - 2. Each family membership shall be entitled to cast two votes on all matters submitted to a vote of the members.
- I. Annual Meeting
- 1. The club shall hold an annual meeting during the final two months of the calendar year at a time and place to be determined by the Board. Notification for the annual meeting shall occur in the newsletter and on the club's website at least 30 days prior.
- J. Parliamentary Procedure
- 1. Robert's Rules of Order, most recent edition, shall be the authority on questions of parliamentary procedure.

Article 8 Election of Officers

- A. Nominations
- 1. Nominating committee selected by the President shall consist of three members. The committee shall present a list of candidates for election of office at the Annual Meeting of the members.
 - 2. The names of the members of the nominating committee shall be published in the club newsletter at least two months prior to the date of the Annual Meeting.
 - 3. Any member may place names in nomination, either in person at the meeting or by mail.
- B. Officers and Elections
- 1. The elected officers shall be president, vice-president, treasurer, membership chairperson, recording secretary, two touring co-captains, newsletter editor, bicycle advocate and up to two Directors-at-large.
 - 2. The Board may appoint an optional Youth Director-at-Large. Such Youth Director-at-Large shall be less than 19 years of age at the beginning of their term.
 - 3. The immediate past president shall serve as a third director-at-large.
 - 4. The election of officers shall be held annually at the Annual Meeting. A plurality of the vote of the members voting constitutes an election.
 - 5. Mail-in ballots shall be received prior to midnight two days before the election.

6. In the event only one candidate is nominated for each office, the entire slate may be elected by a simple majority vote of the Annual Meeting of members.
 7. The term of office shall be for one year.
 8. No person shall serve more than three consecutive terms in any one office.
 9. Installation of officers elect shall take place during the period between the Annual Meeting and January 1st of the following year.
 10. Newly elected officers shall assume their duties on January 1st.
 11. Any person who is a member as of the first of the month of the Annual Meeting shall be eligible for office.
 12. Parts A-1 through B-11 of this article shall be read to the membership upon request prior to any election activity at the Annual Meeting.
- C. Duties of Officers
1. President
 - a. Serves as chair of the Board of Directors.
 - b. Presides at all meetings of members and of the Board of Directors.
 - c. Appoints all committee chairpersons and makes all special assignments, subject to the approval of the Board.
 - d. Has general supervision of all club activities.
 - e. Executes club policy and acts as liaison to other organizations.
 2. Vice-President
 - a. Performs all of the duties of the president in his or her absence and in the case of vacancy, becomes president.
 - b. Plans programs for regular meetings of members.
 3. Treasurer
 - a. Acts as chief financial officer of the club.
 - b. Receives all funds due the club and pays club bills in accordance with the budget.
 - c. Sets up savings and checking accounts that honor any two of the following officer's signatures: president, vice-president, recording secretary, or treasurer.
 - d. Maintains the books of the club and presents them for audit to the Board at least seven days prior to the expiration of term of office.
 - e. Prepares the annual financial report and presents it to the Board prior to the annual Meeting.
 - f. Presents a synopsis of the annual financial report to members at the Annual Meeting.
 - g. Acts as liaison with the club's insurance provider.
 4. Membership Chairperson
 - a. Maintains a database of the club's membership and notifies members when their membership is expiring or past due.
 - b. Collects membership fees and turns over to Treasurer for deposit.
 - c. Provides answers to prospective members, either in person or through published media.
 - d. Drafts and executes plans for increasing or redefining the membership of the club upon approval by the Board.
 5. Recording Secretary
 - a. Records and maintains the minutes of the meetings of the members, special meetings, and the meetings of the Board of Directors.
 - b. Provides the chair with a list of unfinished business to be conducted at each meeting.
 - c. Gives notice of all meetings of the members and of the Board as required by the bylaws.
 - d. Keeps the seal of the club, if any, and related legal documents in safe custody.
 6. Touring Co-Captains
 - a. Chairpersons of the ride planning committee.
 - b. Maintain the ride files and records.
 - c. Have general responsibility for the ride program.
 - d. Puts together a ride calendar for posting in the club newsletter and website.

7. Newsletter Editor
 - a. Has general responsibility for production and distribution of the club newsletter to the membership.
 - b. Determines the need for a committee to assist publishing the newsletter, recruits members and acts as chairperson for the club newsletter committee.
 - c. Transmits an electronic copy of each month's newsletter to the Webmaster for posting on the club's website.
8. Directors-at-Large
 - a. Act as chairpersons of special committees as may be needed from time to time.
9. Bicycle Advocate
 - a. Advocate for cycling and cyclists' interests in the mid-Willamette Valley and Oregon.
 - b. Keep the MVBC board and general membership informed about the status of City of Corvallis and Benton County development and road projects that affect cycling.
 - c. When able, participate in the decision-making process by meeting with related committees and commissions to advocate and promote bicycling.
 - d. Inform the MVBC board and the general membership as to how they can participate in the advocacy process.
 - e. Serve as MVBC's liaison with the Corvallis Sustainability Coalition.

Article 9 Directors

- A. Number of Directors
 1. All elected officers are Members of the Board of Directors.
- B. Powers
 1. General Powers – Subject to the provision of these bylaws relating to action required to be approved by the members, the business and affairs of the club shall be managed, and all administrative powers shall be exercised by or under the direction of the Board of Directors.
 2. Specific Powers – Without prejudice to these general powers, and subject to the same limitations, the directors shall have power to:
 - a. Select and remove all agents, committees, and employees of the club; prescribe any duties for them that are consistent with law and these bylaws.
 - b. Adopt, make, and use a club seal; prescribe the forms of membership certificates; and alter the form of the seal and certificate.
 - c. Remove a director and officer, subject to the concurrence of two-thirds majority vote at a meeting of members.
- C. Vacancies
 1. Vacancies occurring in the Board of Directors due to death, resignation, or removal shall be filled by appointment of the president with concurrence of the Board. Vacancy of the president's office shall be filled by the vice-president becoming president. No director may resign when the club would be left without a duly elected director or directors in charge of its affairs.
- D. Place of Meetings; Meetings by Telephone; Electronic Meetings
 1. Regular meetings of the Board of Directors may be held at any time. Any meeting, regular or special, may be held by conference telephone so long as all directors participating in the meeting can hear one another. A meeting may be held by electronic means provided such means does not hinder complete participation.
- E. Regular Meetings
 1. Regular meetings of the Board of Directors shall be held. Such meetings may be held without notice.
- F. Special Meetings
 1. Authority to Call – Special meetings of the Board of Directors may be called at any time by the president, vice-president, treasurer or any two directors.
 2. Notice

- a. Manner of Giving. Notice of the time and place of a special meeting shall be given to each director by one of the following methods: personal delivery, first class mail, telephone or email.
 - b. Time Requirements. Notices sent by first class mail shall be deposited at least four days before the time set for the meeting. Notices given by personal delivery, telephone or email shall be delivered at least 48 hours before the time set for the meeting.
- G. Quorum
- 1. A majority (six directors) of the authorized number of directors shall constitute a quorum for the transaction of business.
- H. Voting
- 1. Unless otherwise provided within these bylaws, decisions of the board shall be made based upon a simple majority of those present.
- I. Fees and Compensation of Directors
- 1. Directors, officers, and members of committees may not receive compensation for their services. Reimbursement of expenses, as may be determined by resolution of the Board to be just and reasonable, is permitted.

Article 10 Committees

- A. The Board of Directors may designate one or more committee(s) to serve at the pleasure of the Board.
- B. The Board may adopt rules for government of any committee not inconsistent with these bylaws.
- C. Any committee, to the extent provided by the Board, shall have all the authority of the Board, except that no committee may:
 - 1. Take final action on matters that under these bylaws also requires approval of the members.
 - 2. Fill vacancies on the Board of Directors or in any committee.
 - 3. Amend or repeal bylaws or adopt new bylaws.
 - 4. Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.
 - 5. Appoint any other committees of the Board of Directors or the members of these committees.
 - 6. Approve any transaction to which the club is party and one or more directors have a material financial interest.

Article 11 Indemnification of Directors, Officers, Employees, and Other Agents

- A. Definitions – for the purpose of this article,
 - 1. "Agent" means any person who is or was a director, officer, employee, committee member, or any other agent of this club.
 - 2. "Proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative.
 - 3. "Expenses" includes, without limitation, all attorney's fees, costs, and any other expenses incurred in establishing a right to indemnification under this article.
- B. Successful Defense by Agent
 - 1. To the extent that an agent of this club has been successful on the merits in defense of any proceedings referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of 11-C through 11-E shall determine whether the agent is entitled to indemnification.
- C. Action Brought by Persons Other than the Club
 - 1. Subject to the required findings to be made pursuant to 11-E, below, this club shall indemnify any person who was or is a party to any proceeding by reason that such person is or was an agent of this club, for all expenses,

- judgments, fines, settlements, and other amounts actually and reasonably incurred in the proceeding.
2. Exceptions – The club shall not indemnify for:
 - a. An action brought by, or on behalf of, this club, or by an officer, director, or person granted related status by the Attorney General.
 - b. An action brought by the Attorney General on the ground that the defendant director was or is engaging in self-dealing.
 - c. An action brought by the Attorney General for breach of duty relating to assets held in charitable trust.
- D. Actions Brought By or On Behalf of The Club
1. Claims settled out of court. If any agent settles an action brought by this club, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or for any expenses incurred in defending against the proceedings.
 2. Claims and suits awarded against an agent. This club shall indemnify any person who was or is a party to any action brought by this club by reason of the fact that the person is or was an agent of this club, for all expenses incurred in the defense of that action, provided that both of the following are met:
 - a. The determination of good faith conduct required by 11-E, below, must be made in the manner provided for in that section; and
 - b. Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.
- E. Determination of Agent's Good Faith Conduct. Indemnification granted to an agent in 11-C and 11-D, above, is conditioned on the following:
1. Required standard of good conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith in a manner he believed to be in the best interest of this club, and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of this club or that he had reasonable cause to believe that his conduct was unlawful.
 2. Manner of determination of good faith conduct. The determination that the agent did act in a manner complying with paragraph 11-E-1, above, shall be made by:
 - a. The Board of Directors by a majority vote of a quorum consisting of directors who are not parties to the proceeding;
 - b. The affirmative vote of a majority at a meeting of the members;
 - c. The court in which the proceeding is or was pending.
- F. Limitations. No indemnification or advance shall be made under this Article, except as provided in 11-B or 11-E-2-c, in any circumstances when it appears that:
1. The indemnification or advance would be inconsistent with a provision of these bylaws, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding.
 2. The indemnification would be inconsistent with any condition expressly imposed by the court in approving a settlement.
- G. Advance of Expenses – Expenses incurred in defending any proceeding may be advanced by this club before the final disposition of the proceeding on receipt of an undertaking by the agent to repay the amount of the advance, unless it is determined ultimately that the agent is entitled to be indemnified as authorized by this Article.

- H. Contractual Rights of Non-Directors and Non-Officers – Nothing contained in this Article shall affect any right to indemnification to which persons other than directors and officers of this club may be entitled by contract or otherwise.
- I. Insurance – The Board of Directors may authorize the purchase of insurance on behalf of any agent of this club against any liability incurred by the agent arising out of the agent's status as such, whether or not this club would have the power to indemnify the agent against that liability under the provisions of this section.

Article 12 Records and Reports

- A. Inspection Rights – Any member of the club may, upon five days prior notice to the club's recording secretary, inspect and copy:
 - 1. The names and addresses of the members, and determine their voting rights.
 - 2. The minutes of meetings of members, meetings of the Board of Directors, and of committees.
 - 3. The bylaws as amended to date.
- B. Inspection by Directors – Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the club. This inspection by a director may be made in person or by an agent or attorney, and includes the right to copy and make extracts of documents.
- C. Annual Report – The issuance of an annual or other periodic reports by the Board of Directors shall be at the discretion of the Board as they consider appropriate. However, the treasurer shall provide the Board if so requested and to those members who request it in writing, within 120 days of the close of its fiscal year, a report containing the following information in reasonable detail:
 - 1. The assets and liabilities of the club as of the end of the fiscal year.
 - 2. The principal changes in assets and liabilities during the fiscal year.
 - 3. The revenue or receipts, and the expenses or disbursements of the club during the fiscal year.

Article 13 Amendments

These bylaws may be amended at a scheduled meeting of the members, or special meeting, by an affirmative vote of two-thirds of the members present and voting, providing that the proposed amendments shall have been presented in writing at one previous meeting of the members and have appeared in one edition of the club newsletter. Posting to the club's website for 30 days with a notification in the club newsletter at the beginning of the period may substitute for printing in the newsletter; in such a case, complete printed copies will also be available upon request by any member.