

**PROPOSED BYLAWS
VENTURA COUNTY BICYCLE COALITION
A California Unincorporated Association**

Article I - Name of Association

The name of this unincorporated association is Ventura County Bicycle Coalition (VCBC).

Article II - Purposes of the Association

The Association shall be organized and operated exclusively for social welfare purposes. Subject to the limitations set forth in the Articles of 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).

The Association's primary purpose is to promote bicycling as a means of transportation and recreation, and for health purposes. These objectives can be attained by working with various governing agencies to provide safe and efficient bicycling facilities; to provide education to all planners and users of the roadways; and to provide programs that encourage bicycling as a means of transportation within the cities and county of Ventura.

Article III - Membership

Section 3.01 - Eligibility

Any person who supports the above purposes is eligible to apply for membership.

Section 3.02 Membership Categories

The Association shall have two (2) categories:

- (1) Regular membership - open to all persons;
- (2) Associate membership - any person, or any other entity supporting the above purposes may acquire an associate membership by paying annual dues subject to the approval of the Board of Directors. Acquisition of associate membership entitles such membership to one vote.

Section 3.03 - Dues

All members shall pay annual dues in such amounts that shall be determined from time to time by resolution of the Board of Directors. Dues paid to the Association become the property of the Association and any severable or individual interest of any members terminates upon such payment.

Renewal dues shall be payable on or before the beginning of the member's anniversary month after joining the Association.

Section 3.04 - Membership Term

The membership year shall be twelve (12) calendar months. Membership shall automatically terminate for nonpayment of dues, 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. Directors and Officers shall be elected as prescribed in Articles V & VI of these Bylaws at the annual meeting held in December of each year.

Section 4.03 - Special Meetings - Special meetings of members shall be called by the President or Secretary or any two (2) Directors of the Association and held at such times and places within the State of California as may be ordered by resolution of the Board of Directors or not less than ten (10) percent of the voting members of the Association.

Section 4.04 - Quorum

Nine (9) members in good standing shall constitute a quorum.

Article V - Directors

Section 5.01 - Qualifications

Any Regular Member of this Association is qualified to be a Director hereof.

Section 5.02 - Election

Directors, other than those named in the Articles of Association, shall be elected by the members present in person at the first annual meeting of the Association. Directors, including the original Directors, shall be eligible for reelection without limitation on the number of terms they may serve, provided they continue to meet the qualifications for office.

Section 5.03 - Terms of Office

Each Director and Officer shall be elected for a period of one year.

Section 5.04 - Duties

It shall be the duty of the Directors:

- (a) To perform any and all duties imposed on them collectively or individually by law, by the Articles of Association of the Association, or by these Bylaws.
- (b) To employ such officers, agents, and employees as may be authorized from time to time by the vote or written consent of a majority of the members of the Association.
- (c) To supervise all officers, agents, and employees of this Association to assure that their duties are properly performed.
- (d) To register their addresses with the Secretary of the Association, and notices of meetings mailed to them at such addresses shall be valid notices thereof.

Section 5.05 - Compensation and Expenses

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

Section 5.06 - Removal

The entire Board of Directors, or any individual director, may be removed from office at any time

by the vote of a majority of the members of the Association. If any or all Directors are so removed, new Directors may be elected at the same meeting and they shall hold office for the remainder of the terms of the removed Directors. If new Directors are not elected at such meeting, the vacancy or vacancies created by the removal shall be filled as provided in Section 5.07 hereof.

Section 5.07 - Vacancies

(a) Vacancies in the Board of Directors shall exist (1) on the death, resignation, or removal of any Director; (2) whenever the number of Directors authorized by the Articles of Association is increased by an amendment to the Articles of Association; and (3) on failure of the members in any election to elect the full number of Directors authorized.

(b) Vacancies shall be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director.

(c) A majority of members of the Association may elect a Director at any time to fill a vacancy not filled by the Directors as provided in part (b) of this section. Should all of the Directors become vacant and there is consequently no Director left to fill vacancies, the vacancies shall be filled by a majority of the members present at a regular or special meeting of members called for that purpose, provided a quorum is present.

(d) Persons elected to fill vacancies shall hold office for the unexpired terms of their predecessors, or until their removal or resignation as provided in these Bylaws.

Section 5.08 - Meetings

(1) Regular meetings of the Board of Directors shall be held at least quarterly, the time and place to be determined by the majority vote of the Board of Directors.

(2) Special meetings of the Board of Directors may be called by the President or by the majority of the Board at such time and place as may be designated.

(3) Quorum will consist of one-third (1/3) of the members of the Board of Directors.

(4) A majority vote shall decide all matters unless otherwise provided in these Bylaws.

(5) Meeting by telecommunication may be held by telephone or telecommunications in which all Directors participating may hear each other. Participating in such a meeting shall constitute presence in person at the meeting.

Article VI - Officers

Section 6.01 - Election

Any regular member of the Association is eligible to be an Officer hereof. The Officers shall be elected by members at the annual meeting. The officers selected shall be President, Vice-President, Secretary, and Treasurer.

Section 6.02 - Term of Office

All Officers shall serve a term of one (1) year, or until their successor assumes the duties of office, whichever is later.

Section 6.03 - Members of the Board of Directors

All Officers shall be voting members of the Board of Directors, and will be counted as part of the

nine (9) members of the Board of Directors.

Section 6.04 - Duties

(1) President - The President shall be the chief executive officer of the Association and shall in general, subject to the control of the Board of Directors, 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, by the Articles of Association of this Association, or by these Bylaws, or which may be assigns from time to time by the Board of Directors or the members.

(2) Vice-President - In the absence of the President, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice-President shall have other powers and perform other such duties as may be prescribed by law, by the Articles of Association of this Association, or by these Bylaws, or which may be assigned from time to time by the Board of Directors or by the members.

(3) Secretary - The Secretary shall keep or cause to be kept, at the principal office of the Association or at such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of the Directors, committees 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 keep, or cause to be kept at the principal office as determined by resolution of the Board, a record of the Association's members, showing the names and addresses of all members. The Secretary shall give or cause to be given, notice of all meetings of the members and of the Board of Directors required by the Bylaws to be given.

(4) 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, disbursements, gains losses, capital, earnings and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times. The treasurer shall render to the President and Directors, 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. The Treasurer shall have other powers and perform such other duties that may be presented by the Board of Directors or the general membership.

Section 6.05 - Succession of Officers

In the event of an officer's death, resignation, disability, or disqualification, other than the President's, the Board of Directors shall appoint a successor. The President shall automatically be succeeded by the Vice President.

Article VII - Books, Records and Reports

Section 7.01 - Funds

All monies paid to the Association shall be placed in a general operating fund, or in other special

funds as approved by the Board of Directors.

Section 7.02 - Disbursements

Each disbursement shall be made by check signed by the treasurer or, in the absence of the treasurer, by the President, Vice-President, or Secretary, in that order.

Section 7.03 - Accounting Year

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

Section 7.04 - Bonding

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

Section 7.05 - Budget

As soon as possible after election of an incoming Board of Directors and Officers, the budget committee shall compile a budget of estimated expenses for the coming year. After the Board has been seated, the budget committee shall submit such budget to the Board of Directors for approval within thirty days.

Section 7.06 - Annual Report to Members

(a) Each year, each member may request a copy of the most recent annual financial report and shall promptly be sent to any member who sends a written request for the report.

(b) 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, an income statement for the year, and the information required by section (c) herein. The report shall be accompanied by either a report by an independent accountant, or if there is no such report, then a certificate by an authorized officer of the Association that the statement was prepared without audit from the books and records of the Association.

(c) Within 120 days after the close of the accounting year, the association shall prepare and give to each member a statement of any transaction with the Association in which any Director or Officer had a direct or indirect material financial interest.

(d) The statement in section (c) shall be given to each member in the manner provided for giving notice to meetings to members. This requirement may be satisfied by sending the annual financial report containing this statement.

Section 7.07 - Inspection by Directors

Every Director has an absolute right at any reasonable time to inspect all books, records and documents of any kind and the physical properties of the Association.

Article VIII - Indemnification

The Association shall indemnify its Officers and Directors to the fullest extent allowed by California law.

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 - Amendments

These Bylaws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors or by a majority of the members at any regular or special meeting, providing notice for the members includes the proposals for amendments. Any proposed amendment or alteration shall be submitted to the Board or the membership, as the case may be, in writing, at least thirty (30) days before the meeting at which they are to be acted upon.

ADOPTION

We, the undersigned, are all of the persons named as first Directors in the Articles of Association, and hereby consent to, and do, adopt the foregoing Bylaws, consisting of six (6) pages, as the Bylaws of said Association.

Dated: _____

Carol Sirott, Director

Lance Christensen, Director

CERTIFICATION

I, _____, hereby certify:

That I am the duly elected and acting Secretary of the Ventura County Bicycle Coalition, an unincorporated association and that the foregoing Bylaws, consisting of six (6) pages, constitute the Bylaws of said Association as duly adopted on _____, 1999, by the unanimous written consent of the Directors named in the Articles of Association of this Association.

Dated: _____

, Secretary