

BOMBAY BICYCLE CLUB OF MADISON, INC.

CLUB BY-LAWS, revised November 2006

Article I

The name of this organization shall be the Bombay Bicycle Club of Madison, Inc., hereafter called the Club. The Club is a non-profit, non-stock corporation operating under the laws of the State of Wisconsin. The Club shall pay no dividend nor distribute any part of its income to its Members, directors or officers. Upon dissolution of the Club, all liabilities and obligations of the Club shall be paid, satisfied and discharged, and all remaining assets shall be distributed to another non-profit, non-stock corporation.

Article II

The purpose of the Club is to encourage the use of bicycles for recreation and fitness.

Article III

Anyone interested in the purposes of the Club is eligible for membership, without regard to race, ethnicity, gender, national origin, or religious or political beliefs. Classes of membership shall be the following:

Individual Member: an individual 18 years of age or older, with voting rights.

Family Members: two persons, each of whom is 18 years of age or over, maintaining the same address, each with voting rights.

Institutional Member: an organization or business without voting rights.

Club dues shall be set by the Board of Directors.

Article IV

The Board of Directors shall consist of at least six but not more than twelve members, as fixed by the Members at each Annual Meeting of the Members of the Club. Directors shall be elected by the Members for a term commencing at the Annual Meeting of Members at which they are elected, and continuing until the next Annual Meeting of Members and until their successors are duly elected and qualified. The Board of Directors shall designate and maintain a Registered Agent for the Club in accordance with Wisconsin law.

The officers of the Club shall be elected by the Board of Directors immediately following each Annual Meeting of Members, to serve until the next Annual Meeting of Members and until their successors are duly elected and qualified. The Club shall have the following officers and such other officers as may be elected by the Board of Directors:

President: Calls and presides over meetings of the Members and the Board; represents the Club to the community; maintains communication with other clubs; and provides overall leadership.

Vice-President: Assists the President in the execution of responsibilities; presides over meetings of the Members or Board of Directors in the absence or at the request of the President; serves as program chair for Club meetings; assumes the office of President in the event of the resignation or removal of the President.

Secretary: Notifies or causes the Members to be notified of meetings of the Members; notifies or causes the Directors to be notified of meetings of the Board of Directors; keeps minutes of the meetings of the Members and Board of Directors; handles Club correspondence; prepares and files the Club's Annual Report with the Wisconsin Department of Financial Institutions and prepares and files any other reports required by law; and maintains and has custody of Club records.

Treasurer: Receives and disburses Club monies; prepares the financial books of the Club; prepares or arranges for the preparation by a certified public accountant of the financial statements of the Club; and prepares and files or arranges for the preparation and filing by a certified public accountant of any tax returns required by law to be filed by the Club.

If any office other than President shall fall vacant the Board of Directors may elect a successor, to hold office until the next Annual Meeting of Members and until his or her successor is duly elected and qualified.

Article V

Election of the Board of Directors shall take place at the Annual Meeting of Members. The Board of Directors or a nominating committee appointed by the Board of Directors shall present a slate of candidates. Nominations from the membership will also be received prior to voting.

Article VI

There shall be an Annual Meeting of the Members of the Club and such other meetings as the business of the Club shall require. The Annual Meeting of the Members of the Club shall be held on a date fixed by the Board of Directors during the fourth quarter of each fiscal year of the Club. In lieu of the Annual Meeting, the Board of Directors may call a special meeting on such other day as may be convenient. The Board of Directors shall fix the hour and place of each meeting of the Members of the Club, including, but not limited to, the Annual Meeting. The record date for establishment of the Members entitled to notice of, and to cast votes at, any meeting of the Members of the Club shall be as provided by Wisconsin law. Meetings of the Members of the Club may be called by the President, the Board of Directors, or by Members having one-twentieth of the votes entitled to be cast at such a meeting. If Members having one-twentieth of such votes shall call a meeting of the Members of the Club, they shall deliver such call to the Secretary and any such meeting shall be held not later than thirty days after such call is

received by the Secretary. The Secretary shall give notice of any meeting of the Members of the Club (including but not limited to the Annual Meeting) by email to each Member in good standing as of the record date for such meeting at the email address shown for such Member in the records of the Club as of such record date. The notice shall state the place, date and time of the meeting and the general nature of the proposals to be voted on by the Members at the meeting. Notwithstanding the foregoing, Members whose dues have lapsed less than three months are entitled to notification of the next meeting of Members of the Club, and shall have the opportunity to become Members in good standing prior to the record date for determining eligibility to vote at such meeting. Notice of meetings of the Members of the Club shall be given not less than 30 days prior to the date of such meeting. A quorum at any meeting of Members shall consist of 10 percent of the Members in good standing as of the record date of the meeting. Each Member is entitled to one vote at Club meetings. Votes at meetings of the Members of the Club may be cast in person or by proxy. Any Member desiring to solicit votes by proxy shall notify the President of such solicitation not less than ten days prior to the date of the meeting at which the proxy is to be exercised. Any meeting of the Members of the Club may be adjourned to such date or dates not more than 70 days after the record date for the purpose of determining Members entitled to vote at such meeting by a majority of the votes cast upon the question, whether or not a quorum is present, and the adjourned meeting may be held without further notice.

Article VII

The Board of Directors shall manage the affairs of the Club; the Board shall establish such committees as the affairs of the Club may require, and shall abolish committees no longer necessary.

Article VIII

The fiscal year of the Club shall be the calendar year. The Board of Directors shall designate a principal office of the Club in the State of Wisconsin and shall direct the Secretary to file the location of the principal office with the Department of Financial Institutions of the State of Wisconsin. The Board of Directors may change the location of the principal office effective upon the filing of a certificate therefor (which shall be filed by the Secretary) with the Department of Financial Institutions of the State of Wisconsin. The Board of Directors shall designate a resident agent of the Club for service of process, which resident agent shall be located in the State of Wisconsin. The Board of Directors shall direct the Secretary to file the name and address of the resident agent with the Department of Financial Institutions of the State of Wisconsin, and the Board of Directors may change the resident agent or the address thereof effective upon the filing by the Secretary of a certificate therefor with the Department of Financial Institutions. The Board of Directors may adopt and alter a seal for the Club.

Article IX

These By-Laws shall take effect upon a two-thirds vote of all the Club's Members. The By-Laws may be amended by a two-thirds majority of those voting at a Club meeting, provided that Members are notified at least thirty days in advance of the time and place of the meeting and the proposed amendments in accordance with these By-Laws. The Operating Rules of the Club may be amended by a simple majority vote of the Members present at any Club meeting. Any conditions or situations not covered by this set of By-Laws shall be handled in accordance with Chapter 181 of the Wisconsin Statutes.

OPERATING RULES

Article I

The Board of Directors or a person designated by the Board of Directors shall prepare and distribute to each Member of the Club a copy of the year's Touring Schedule, and shall supply additional copies to the Membership Secretary for distribution to other individuals or organizations who may have need of such information, and to area bicycle shops and clubs. Distribution shall be accomplished no later than April 1 of the calendar year.

Article II

All expenditures shall be approved by a majority of the entire Board of Directors, except that the Board may delegate limited amounts for specific purposes to Club officers or chairpersons or to other persons.

Article III

The Treasurer shall prepare and file, or arrange for the preparation and filing by a certified public accountant, of a United States Federal Income Tax Return for the Club on the appropriate form on or before May 15 of each calendar year for the preceding fiscal year of the Club, and such other tax returns as may be required by law.