

BYLAWS OF DES MOINES CYCLE CLUB, INC.  
Revised January 15, 2018

ARTICLE ONE  
Members

- A. The Members of this corporation each year consists of those persons, families, firms, and corporations who have fully paid their membership fee for that year. Any adult, firm or corporation may become an individual Member. A family membership includes any adults and children living at the same address. Each individual Member and each adult person included in a family membership will have one vote at every meeting of Members during the year for which the membership has been paid.
- B. All votes at meetings of Members must be cast in person and not by proxy. Votes cast on behalf of firms and corporations must be by properly authorized representatives present at the meeting.
- C. The membership year of the corporation begins on January 1, and ends on December 31 each year.
- D. Membership fees will be determined by resolution of the Board of Directors.
- E. Membership in the corporation is not transferable except by consent of the Board of Directors.
- F. The annual meeting of the Members of the corporation will be held in December each year. The Board of Directors shall fix the date, hour and place for holding the annual meeting and the regular meetings of Members.
- G. Special meetings of the Members of the corporation may be held upon the call of the president of the corporation or upon the call of a majority of the sitting members of the Board or upon the call of any 20 Members of the corporation. Special meetings will be held at the time and place fixed by a majority of the Board.
- H. Notices with respect to each regular, annual or special meeting of the Members of the corporation must be given at least ten days prior to the meeting unless the Board finds that due to the exigency of any requested action to be presented at the meeting a shorter period will apply. Notice to all family Members is effective when sent to one adult Member of the family. Any notice of a special meeting must indicate briefly the object or objects of the meeting.
- I. At any meeting of the Members of the corporation, a quorum will consist of ten Members in good standing. Issues presented to the membership will be decided by a majority of the Members present at the meeting.

ARTICLE TWO  
Board of Directors

- A. A Board of Directors elected at the annual meeting of the Members shall conduct the affairs of the corporation. Members of the Board of Directors must be Members of the corporation.

- B. At the first annual meeting following the adoption of these bylaws as revised on January 15, 2018, the Members shall elect a nine member Board of Directors to serve staggered terms as follows: 1. A president who shall serve a term of one year; 2. A vice president who shall serve a term of three years; 3. A secretary who shall serve a term of two years; 4. A treasurer who shall serve a term of three years; 5. A membership director/volunteer coordinator who shall serve a term of three years; 6. Two at-large directors who shall serve terms of one year; and 7. Two at-large directors who shall serve terms of two years. At each annual meeting thereafter, the Members shall elect three directors to fill the positions of the expiring terms and each director serve in the position elected to for a term of three years. Directors may serve unlimited successive terms. The directors constitute the Board of the corporation, and they will hold office until their successors are elected and have duly qualified, unless removed for cause. The Board President may also appoint ex-officio, non-voting Board members to perform assigned tasks and report to the Board as needed.
- C. Not later than the August board meeting of each year, the Board shall appoint a nominating committee to submit the names of Members for election to the Board of Directors at the annual meeting of the Members. The nominating committee shall prepare ballots and other forms it deems appropriate to receiving nominations, evaluating nominees, and conducting the annual election, and may adopt rules for the conduct of the annual elections. The report of the nominating committee must be sent to each Member of the corporation in good standing at least ten days prior to the date of the annual membership meeting. Additional nominations for elections to the Board of Directors may be made at the annual membership meeting.
- D. In the event a vacancy, by resignation or other means, occurs in the Board of Directors, the Board, by majority vote of the sitting members, may appoint a Member to serve on the Board until the next annual membership meetings, when the Members shall elect a director to serve for the unexpired term of the vacant position.
- E. The Board of Directors shall hold regular meetings at such times and places as the Board of Directors determines from time to time. Special meetings of the Board of Directors may be called by the President or by any five members of the Board of Directors.
- F. Notice of any regular or special meeting of the Board of Directors must be given at least three days prior to the date of such meeting. Notice of special meetings of the Board of Directors must specify briefly the purpose or purposes for which such meetings are called.
- G. A majority of the sitting members of the Board of Directors constitutes a quorum for the transaction of business, and the affirmative vote of the majority of those present at any such meeting at which a quorum is present will be sufficient to pass any resolution and to take any other action of the Board of Directors.
- H. Any action that may be taken at a meeting of the Board of Directors, may be taken without a meeting if consented to in writing, including an electronic writing, by two-thirds of the sitting directors.
- I. The Executive Committee of the Board of Directors consists of the President, Vice-President, Secretary, Treasurer, and the Membership Director/Volunteer Coordinator. This committee will have such powers and duties as delegated by the Board.

- J. The Board of Directors may, by resolution, designate such committees consisting of three or more Members of the corporation as it may deem advisable. Each committee will have the authority specified in the resolution designating the committee. The Board of Directors has power at any time to remove any member of any committee, with or without cause, and to fill vacancies in and to dissolve any committee.
- K. Following the election of the Board of Directors at the annual meeting, the newly elected Board of Directors will meet with the current Board of Directors at the December meeting. During this meeting, the Boards of Directors will exchange information and materials pertaining to their offices and each outgoing director shall turn over to their successors all Corporate material in the outgoing director's possession.
- L. The newly elected Board of Directors members will take their seats at the January meeting of the Board of Directors.
- M. If a Board member fails to attend at least 75% of the board meetings (both regular and special) in the preceding 12-month period, that Board member may be removed by a majority vote of the other sitting Board members and the seat will be deemed vacant.

### ARTICLE THREE

#### Directors

- A. President. The President is Chief Executive Officer of the corporation and has all powers and duties as usually pertain to the office of President, except such powers and duties as are specifically delegated to other officers of the corporation by the Board of Directors or the membership. The President will preside at all meetings of the Members and of the Board of Directors.
- B. Vice-President. The Vice-President shall assist the Chief Executive Officer of the corporation and has all powers and duties as usually pertain to the office of Vice-President, except such powers and duties as are specifically delegated to other officers of the corporation by the Board of Directors or the membership. The Vice-President shall preside at all meetings of the Members and the Board of Directors in the absence of the President.
- C. Secretary. The Secretary shall keep the minute book of the corporation and shall record the proceedings of all meetings of the Members and the Board of Directors. The Secretary shall also keep on file such other instruments and records, including a correct membership roll, as the Board of Directors directs, shall see that notices of all meetings are properly given, and shall maintain a correspondence file for the corporation.
- D. Treasurer. The Treasurer shall by December 1 of each year prepare and submit a proposed budget to the Board of Directors for approval or amendment and approval by the new Board in January. The Treasurer shall have charge of the funds of the corporation, and shall receive and account for the same to the Board of Directors. The Treasurer shall deposit the funds of the corporation in such bank or other depositories as selected by the Board of Directors and shall be responsible to account for all disbursements therefrom. The Treasurer shall furnish regular statements showing the financial position of the corporation at such intervals as the Board of Directors shall

determine from time to time. The Treasurer shall also be responsible for maintaining the club's clothing inventory, sales of club clothing, and accounting for those funds.

- E. Membership Director/Volunteer Coordinator. The membership director shall maintain accurate membership records for the corporation; shall see that a membership roster is published and sent to all Members at least once per year; shall assure that the Secretary and Treasurer have an accurate and complete roster of Members at all times; shall produce and distribute membership information and applications throughout the year; and shall solicit and coordinate volunteers for club activities.
- F. At-Large Directors. The At-Large directors shall perform the following functions as assigned by the Executive Committee: ride program coordination; social media and communication; RAGBRAI coordination; race team; member benefit program; and such other duties as determined by the Executive Committee.

#### ARTICLE FOUR

##### Contracts, Loans, Checks, and Deposits

- A. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract(s) or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.
- B. Loans. No loan shall be contracted on behalf of the corporation, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined specific instances. No loan shall be made by the corporation to its officers or directors.
- C. Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by the President or Treasurer or by such other officer or officers, agents or agents, or the corporation and in such manner as shall from time to time be determined by resolution.
- D. Deposits. All funds of the corporation not otherwise employed must be deposited to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors selects.

#### ARTICLE FIVE

##### Amendment of Bylaws and Articles

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted and the Articles of Incorporation may be amended by a majority vote of the Members present at any regular or special meeting of the club. At least ten days' notice of an intention to amend, alter, repeal or adopt new Bylaws or to amend the Articles of Incorporation, setting out the proposed change in the Bylaws or Articles, must be sent to the membership before any meeting in which such action is to be taken. Any number of amendments may be submitted and voted upon at any one meeting.

ARTICLE SIX  
Notice

Where in these bylaws notice is required to be given to either Members or Board members, notice may be given: (a.) in person; (b.) by sending written notice by electronic means to the intended recipient's last known email address; (c.) by depositing a written notice of the meeting in the United States mail, properly addressed, postage prepaid, to each intended recipient; or (d.) by any other means approved by the Board that is reasonably calculated to provide actual notice.