

Bylaws of the Hiawatha Bicycling Club, Inc.

Article I: Name, Purpose, Offices

1. The name of this corporation is the Hiawatha Bicycling Club, Incorporated. The abbreviation for the club is HBC.
2. The stated purposes of this club are:
 - A. To develop, conduct and promote safe and friendly bicycle rides for citizens of the Minneapolis and St. Paul metropolitan area.
 - B. To develop and publicize safe bicycle routes in the St. Paul and Minneapolis metropolitan area.
 - C. To promote bicycling to the general public, emphasizing effective cycling education and the health benefits of cycling.
2. The principal office shall be located at 2785 White Bear Ave, Suite 404, Maplewood, Minnesota 55109 unless or until changed by resolution of the board. The principal office shall be in Ramsey or Hennepin County in Minnesota.
3. Other offices for the transaction of business shall be located at such places as the board of directors may from time to time determine.

Article II: Meeting of Members

1. The annual meeting of the members shall be held between October 15 and November 15 of each year, beginning with the year 2000. The board of directors will determine the day and place of meeting. The purpose of the meeting will be to elect directors to serve for two years, as prescribed in Article III, Paragraph 2, or until their successors are duly elected and qualified and for the transaction of such other business as may come before the meeting.
2. Special meetings of the members shall be held at a place as designated by the president, and in their absence by the vice-president or by the directors. It shall be the duty of the directors, president, or vice-president to call such a meeting whenever so requested by 10% of the members in good standing.
3. Notice of the time and place of all annual and special meetings of the membership shall be mailed to the last known address of the members at the same address that appears on the books of the corporation at least seven (7) days before the date of all annual and special meetings or shall be published in the club's newsletter and on the website of the club at least 7 days in advance of the meeting.
4. The president, or in the president's absence, the vice-president shall preside at all such meetings.

5. The quorum for the transaction of business and for the election of the directors by members at any annual or special meeting thereof shall consist of the presence in person of ten percent of the members of the club in good standing, except in the case of a meeting to approve the merger, acquisition or dissolution of the corporation, when the required quorum shall be the presence of 20 percent of the members (the super quorum) of the club in good standing.
6. Any merger, acquisition or dissolution of the club, must be adopted by the affirmative vote in person of over 70 percent of the super quorum described in paragraph 5 above.
7. No election or removal of a director, resolution, or transaction of business at any annual or special meeting of the members shall be adopted except by the affirmative vote in person of over 50% of a quorum of all the members.
8. Each individual membership entitled to vote in accordance with the terms and provisions of the Certificate of Incorporation and these bylaws shall be entitled to one (1) vote, in person. Each household membership entitled to vote in accordance with the terms and provisions of the Certificate of Incorporation and these bylaws shall be entitled to two (2) votes, in person.
9. The order of business at all meetings of the membership shall be as follows:
 - A. Roll call
 - B. Proof of notice of meeting or waiver of notice
 - C. Reading of minutes of preceding meeting
 - D. Reports of directors
 - E. Reports of committees
 - F. Election of directors
 - G. Unfinished business
 - H. New business

Article III: Board Of Directors

1. The corporation's board of directors shall manage the corporation's business affairs and property. The directors shall in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the corporation as they may deem proper so long as they are not inconsistent with these bylaws and the laws of this State for non-profit corporations.

2. The affairs of this corporation shall be managed by a board of directors of not less than five (5) nor more than seven (7) of its members. The number of directors includes the following officers: president, vice-president, secretary and treasurer. Board member nominees must be adult persons and members in good standing of the corporation (club) for at least 12 months prior to the commencement of their term. Directors (but not officers) shall be elected annually for two-year staggered terms by the members at the annual meeting.
3. Half of the directors shall be elected to serve two-year terms that begin in even-numbered operating years and the remaining directors shall be elected to serve two-year terms that begin in odd-numbered operating years, but if the total number of directors serving is an odd number, then half of the total directors serving rounded up to the nearest whole number shall be elected for two-year terms that begin in even-numbered operating years and the remaining directors shall be elected to serve terms that begin in odd-numbered operating years.
4. Directors shall hold office for two (2) years or until their successors are duly elected and qualified.
5. Transitional rule for 2008 operating year only. At the corporation's 2007 annual meeting four (4) directors shall be elected to serve two-year terms and three (3) directors shall be elected to serve one-year terms.
6. No board member may serve more than three (3) consecutive terms.
7. Within 30 days of its election the board shall meet and choose the president, vice president, secretary and treasurer of the corporation.
8. All board meetings are open to all members of the club who are in good standing. However, the board has the right to conduct closed sessions for purposes of discussing ride leader and member disciplinary matters, threatened or pending litigation, and sensitive matters not involving the operation of the club.
9. At least 60 days prior to the annual election of the board members the board shall appoint a nominating team. The nominating team shall consist of at least three (3) members in good standing, one of whom must be a current board member. Two members of the nominating team must be non-board members. The nominating team recommends candidates for director to the board for its approval. Nothing shall prevent members from nominating candidates from the floor---provided that the candidates are qualified and consent to being nominated.

10. The annual meeting of the directors shall be held without notice immediately after the adjournment and at the same place as the annual membership meeting or at such time as may be provided by the board of directors. The directors shall meet at least six (6) times per year. All meetings shall be held in either Ramsey or Hennepin County in Minnesota.
11. Special meetings of the board of directors may be called by the president and in the president's absence by the vice-president, or by any two (2) directors. By unanimous consent of the directors, special meetings of the board may be held without notice at any time and at any place in Hennepin or Ramsey County in Minnesota.
12. Notice of any special meeting not called by unanimous consent of all directors shall be given at least seven (7) days previously thereto by written notice delivered personally or mailed to each director at their listed address. If mailed, such notice shall be deemed to be delivered when deposited in the United State Mail so addressed, with postage thereon prepaid. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. All notices of special meetings shall state the purpose thereof.
13. The presence of four (4) directors currently holding office shall be necessary and sufficient to constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of a number of directors originally present leaves less than the number otherwise required for a quorum.
14. The board of directors by a majority vote may remove a director at anytime if:
 - A. The director has missed three (3) consecutive regular meetings of the board.
 - B. The director is no longer a member of the corporation (club).
 - C. The director has breached any of the following legal duties owed by the director to the corporation (club):
 - i. **Care**. The duty to exercise reasonable care when making a decision for the corporation.
 - ii. **Loyalty**. The duty to act with the organization's best interests in mind, not the director's interests.
 - iii. **Obedience**. The duty to be faithful to, and act consistently with, the organization's mission as expressed in its mission statement, articles of incorporation, bylaws and tax exemption documents.

D. The director is convicted of a crime or misdemeanor that involves the club or their duties as a ride leader, officer or director of this corporation.

15. Vacancies on the board resulting from the death, resignation, removal, or disqualification of a director may be filled by the affirmative vote of two-thirds (2/3) of the remaining directors currently holding office, even though less than a quorum. Vacancies on the board resulting from newly created directorships may be filled by the affirmative vote of two-thirds (2/3) of all the directors currently holding office at a duly held meeting at the time of the increase.
16. Each director elected under section 11 to fill a vacancy holds office until the members elect a qualified successor at the next regular or special meeting of the membership.
17. A director may resign at any time by giving written notice to the board, the president, or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.
18. No compensation shall be paid to directors, as such, for their services.
19. A director of the corporation who is present at a meeting of the directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting or unless they shall file their written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.
20. The board shall take action by the affirmative vote of over one-half (1/2) of a quorum of the directors currently holding office.
21. Directors may not serve as officers, board members, committee members, or team members of another organization whose activities include recreational bicycling.
22. The directors may by resolution appoint three (3) or more members of the board as an executive team to manage the business of the corporation during the interim between meetings of the board. The directors may also form or appoint teams as may be needed to accomplish the purposes and the business of the club.

23. All powers of the corporation are vested in and shall be exercised by the board of directors, and the board of directors shall have and exercise full control and management of the affairs and business of the corporation except such as conferred by law or by these bylaws upon the members or upon an officer of the corporation or as may be delegated to the executive committee or an officer of the corporation.
24. At each annual meeting, the directors shall submit a statement of the activities of the club during the preceding year together with the report of the general financial condition of the corporation, the status of its membership, and the condition of its tangible property.
25. All meetings shall be conducted in accordance with *Robert's Revised Rules of Order*.

Article IV: Officers

1. **Officers:** The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer, each of whom shall be elected by the board of directors within 30 days of the annual meeting. All of the officers shall be members of the board of directors.
2. **Election and Term of Office:** Each officer shall hold office until death, resignation, removal, or replacement by a duly elected and qualified successor.
3. **Vacancies:** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the directors for the unexpired portion of the term.
4. **President:** The president shall be the chief executive officer of the corporation and, subject to the control of the directors, shall in general supervise and control all of the business and affairs of the corporation. The president shall, when present, preside at all meetings of the members and of the directors. The president may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the directors, contracts or other instruments which the directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the directors to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of the president, and such other duties as may be prescribed by the directors from time to time.
5. **Vice-President:** In the absence of the president or in event of their death, inability, or refusal to act, 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 upon the president. The vice-president shall perform such other duties as from time to time may be assigned to them by the president or by the directors.

6. **Secretary:** The secretary shall keep the minutes of the membership meetings and of the directors' meetings in one (1) or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these bylaws or as required, be custodian of the corporate records and of the seal of the corporation, keep a register of the post office address of each member, have general charge of the membership role of the corporation, in general perform all duties incident to the office of secretary, and such other duties as from time to time may be assigned to them by the president or by the directors. The secretary is responsible for directly collecting mail from the HBC postoffice box and distributing the mail to the appropriate parties; in the secretary's absence, the secretary may temporarily delegate this responsibility.
7. **Treasurer:** The treasurer shall have charge and custody of, and be responsible for, all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with these bylaws, in general perform all of the duties incident to the office of treasurer, and such other duties as from time to time may be assigned to him or her by the president or by the directors. The treasurer may delegate to non-board members such of his or her duties, as he or she deems appropriate. The board of directors must first approve the treasurer's delegation.
8. **Salaries:** No salaries shall be paid to any officer of the corporation.

Article V: Business and Financial Management

1. **Contracts:** The directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. No contract may be entered into without specific board approval.
2. **Non-HBC Ventures:** In all cases where the corporation provides volunteers to other organizations or to non-HBC activities or otherwise participates in a non-HBC venture, a written contract approved by the board is required. The contract shall clearly describe the maximum number of HBC volunteers to be supplied, the nature of the activity and the benefits to and obligations of HBC.
3. **Ride Fees:** The club will not charge its members a fee to participate in its daily rides. The club may charge fees for special event rides.
4. **Loans:** No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the directors. Such authority may be general or confined to specific instances. No loan may be made to any individual person for any purpose.

5. **Expenditure Authorization:** With prior board approval, an individual or team may spend up to \$500 within a fiscal year without submitting a written budget. Expenditures of over \$500 require both a written budget and board approval. Expenditures of \$100 or less within a fiscal year require no board approval.
6. **Checks and Drafts:** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the directors.
7. **Deposits:** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the directors may select.

Article VI: Members

1. **Certificates for Membership:** Certificates representing membership of the corporation shall be in such form as shall be determined by the directors. Such certificates shall be signed by the president and by the secretary or by such other officers authorized by law and by the directors. The name and address of the members shall be entered on the books of the corporation.
2. **Membership:** Membership is open to all adult persons interested in bicycling. Dues shall be set at the annual meeting. There are two (2) types of membership: individual and household. Individual members are entitled to one (1) vote and one (1) print copy of the newsletter. Household members are entitled to two (2) votes and one print (1) copy of the newsletter per household. Individuals or households may receive up to six (6) electronic copies of the newsletter. Membership may be terminated for failure to pay dues or for violation of the rules of the club (corporation).

Article VII: Ride Leaders:

1. All HBC ride leaders must be HBC members.
2. Members who have completed HBC new leader training are authorized to lead rides for the operating year in which they have completed HBC new leader training.
3. New leader training shall be conducted on a peer basis. Any member who wishes to become a ride leader will choose a current ride leader as a peer instructor. The ride leader candidate and the peer instructor will then schedule a time for a leader training session. The peer instructor will conduct the new leader training by carefully explaining each section of the *HBC Ride Leader Guidelines* to the new leader candidate. The peer instructor will provide the leader candidate with a current copy of the *HBC Ride Leader Guidelines* at the training session. New leader training must be conducted in person. Telephone new leader training is not permitted.

4. After completing peer instruction, the leader candidate must lead two rides with his or her peer instructor.
5. On successful completion of the new leader instruction and two rides led with the peer instructor, the peer instructor shall inform the president and the ride leader team leader of the candidate's successful completion of new leader training. The ride leader team leader shall then place the name of the new leader on HBC's official ride leader roster and inform the HBC ride scheduler that the new leader is authorized to lead rides for HBC.
6. To be authorized to lead rides for operating years after the year of new leader training, members who have completed new leader training must
 - a. Lead at least three rides for each operating year, including the year of their new leader training, and
 - b. Complete the annual leader refresher, or an alternate refresher, for each operating year following the year of their new leader training.
7. Ride leaders who fail to meet the requirements of paragraph 6 are not authorized to lead rides for HBC. HBC will remove these leaders' names from its leader roster. No vote of the HBC board of directors is required for such removal.
8. The HBC Ride Leader Team Leader shall notify all ride leaders who have failed to meet the requirements of paragraph 6 within one month from the date of their failure to meet the requirements. Such notice must be by U.S. mail and include the statement that HBC is removing such leaders from its leader roster and that such leaders are no longer authorized to lead rides for HBC. The notice must also state that the lapsed leader may again be authorized to lead rides for HBC, if he or she completes new leader training with a peer instructor, as paragraph 3 prescribes. In such a case, paragraph 4 does not apply.
9. Notice of the requirements of paragraph 6 must be published quarterly in the HBC newsletter, *Spoke n Wheel*, and posted conspicuously on the HBC website.
10. Notice of the date, time and location of the annual ride leader refresher and one alternate session must be published in the HBC newsletter, *Spoke n Wheel*, for the two issues immediately preceding the date of the refresher and the date of any alternate session. Such notice must also be sent by U.S. mail to all ride leaders, posted on the HBC website and e-mailed to all ride leaders.
11. Failure to give notice to ride leaders in the manner that paragraphs 9 and 10 prescribe shall relieve all ride leaders of their duty to complete the ride leader refresher under paragraph 6b for the year in which improper notice is given. However, the requirement of paragraph 6a shall continue to apply.
12. The annual ride leader refresher shall cover all the elements of leading safe rides, as set forth in the HBC *Ride Leader Guidelines*. Thus, the

refresher is not intended to cover only new items, but to review all the elements of leading safe rides as prescribed in the *Ride Leader Guidelines*. The duration of the refresher shall be no less than one hour.

13. Both the refresher and the alternate session must be held as live sessions. The ride leaders and a member of the Ride Leader Team must be present at the session. Telephone refreshers or telephone alternate refreshers are not permitted.
14. Normally HBC will reauthorize ride leaders who fail to meet the requirements of paragraph 6, if they complete new leader training, as specified in paragraph 3. In such a case, paragraph 4 does not apply.
15. The HBC ride leader team leader shall update the HBC leader roster in June and December of every year.
16. Ride leaders may be terminated for improper performance of their ride leader duties by a two-thirds vote of a quorum of the board. Failure to comply with paragraph 6 above is not considered improper performance and thus does not require a board vote.
17. Ride leaders whom the board terminates may be reauthorized to lead rides for HBC, provided they petition the HBC board of directors, gain a two-thirds vote of approval from the board and complete new leader training, as set forth in paragraph 3. In such a case, paragraph 4 does not apply.

Article VII: Fiscal Year

1. The fiscal year of the corporation shall begin on the first day of November in each year or at such time as may be provided by the board of directors.

ARTICLE VIII: Non-Profit Status

1. This corporation is a recreational non-profit corporation, incorporated under Minnesota Statutes, Chapter 317A. There is no stock and nothing shall inure to the benefit of any individual member, director, or officer. The corporation will conform to the relevant requirements for exemption from Federal income tax under section 501(a) and (c) of the Internal Revenue Code of 1986. The corporation shall not donate to any political candidate or political action committee. Membership lists will not be shared with any political party, political action corporation, or any for-profit corporation. Membership lists will not be publicly posted on the internet.

Article IX: Seal

1. The corporation shall have no seal.

Article X: Amendments

1. Pursuant to Minnesota Statutes, Chapter 317A, these bylaws may be altered, amended, or repealed and new bylaws may be adopted by the affirmative vote in person of two-thirds (2/3) of a quorum of the membership at a duly called and announced meeting of the members.

Adoption

These bylaws were adopted at a duly called meeting of the board of directors held on the 13th day of September 1999. The HBC board last amended these bylaws on November 17, 2006.

_____ Robert Dean, President

_____ Bruce L. Beck, Secretary

The HBC Board of Directors by a two-thirds vote deleted Article III, Paragraph 22 and amended Article VI, Paragraph 2 of these bylaws on December 4, 2006.

_____ Wilbur Thomas, President

_____ Heather Gehring, Secretary