

BYLAWS OF
THE SAN ANGELO BICYCLING ASSOCIATION, Inc.

Article I
Name-Legal Status

- 1.01. The San Angelo Bicycling Association (SABA) was incorporated as a non-profit corporation under the laws of the State of Texas under the name of Concho Valley Wheelmen Bicycle Club July 7, 1986. The name of the corporation was officially changed to San Angelo Bicycling Association July 30, 2010. The non-profit status was established as a 501(c)(7) by a June 1989 Internal Revenue Service Letter of Determination. The Articles of Incorporation are made part by reference.
- 1.02. The principal office of the corporation in the State of Texas shall be located in the City of San Angelo, County of Tom Green.
- 1.03. The corporation shall have and continuously maintain in the State of Texas a registered agent, as required by the Texas Non-Profit Corporation Act.

Purpose
Article II

2.01. The purpose of SABA is to promote bicycling in the Concho Valley region. The club supports bicycling as a recreational and competitive sport. The purpose of the club is accomplished by organizing group rides and putting on various bicycling events. SABA serves to advocate for bicycling safety and for the promotion of health, fitness, recreation, and amateur competition of cyclists and to promote bicycling in the Concho Valley region.

Article III
Membership

Membership Categories

- 3.01. Individual - any individual, 18 years of age or older.
- 3.02. Family - includes at least one member who is 18 years of age or older and all related persons residing at the same address including minors and other adults.

Dues

3.03. Dues are payable annually in January for the next year. As long as there is a past application and waiver on file, a member may renew by paying the current year's fee.

3.04. Dues paid after January 1st but before December 31st shall not be prorated.

3.05. The amount of the annual dues for each membership category shall be determined by a majority vote of the members who are entitled to vote and who are in attendance at the Annual Membership Meeting.

Votes

3.06. Individual members shall have one (1) vote.

3.07. Family membership entitles the family unit to one (1) vote.

3.08. Each member entitled to vote must be present to vote; proxy votes are not permitted.

3.09. Votes cast by electronic means for special purposes as defined by the Board may be solicited.

Article IV. Club operations

4.01. The club activities and operations are determined by the club members. Motions are presented and voted upon by club members.

4.02. The Board has the obligation and duty to over-rule motions which are unethical, immoral, or a detriment to the club operations. To veto such actions requires the majority consent of the board.

4.03. Approved valid motions are carried out by the Board of Officers in conjunction with committees and the club members.

Article V Board of Officers

Membership of the Board of Officers

5.01. The facilitating body of this organization shall be the Board of Officers which shall consist of four (4) elected officers.

5.02. The purpose of the Board is to facilitate club functions and to ensure the decisions of the club membership are carried out in a timely manner.

5.03. The elected officers shall be President, Vice President, Secretary, and Treasurer.

5.05. Any SABA member eligible to vote at the Annual Membership Meeting shall be eligible to be elected to membership on the Board of Officers unless otherwise restricted by these bylaws. The annual meeting shall be held no later than October 31.

5.06. Members of the Board of Officers shall be elected by the membership at the Annual Membership Meeting, shall assume the duties of the office the following January 1, and shall serve for one year or until an officer's successor is elected. Incoming officers are bound by the duly passed motions during the previous administration.

5.07. Members of the Board of Officers may be re-elected to serve in the same office or different office but may not serve more than three (3) years in the same position.

5.08. Members of the Board of Officers may serve no more than three (3) consecutive years in any elected position and shall wait one (1) year before being eligible to be elected to Board membership.

5.09. No member of the Board of Officers may hold more than one position on the Board of Officers. An exception may be made if there is no one nominated/willing to serve in a position. At such time, an officer may hold two positions except as President and Secretary. Each member of the Board of Officers shall have one vote. An officer holding two positions shall have one vote. President is to vote to break a tie.

5.10. Members of the Board must maintain club membership to retain office.

Duties of the Board of Officers

President

5.11. The President shall be the presiding officer for all meetings of the Board of Officers, the Annual Membership meeting, and for all other such meetings as shall be scheduled from time to time.

5.12. The President is the official spokesperson for SABA.

5.13. The President shall function as the chief executive for the organization and facilitate the general activities of the club, including signing all contracts.

5.14. The President shall establish committees with committee chairmen, elected by members, to carry out the activities voted upon by the members; appointment of an eligible member to fill any vacancy in any position (except President).

5.15. The President is responsible to ensure that all official forms as required by the Office of the Texas Secretary of State to maintain status as a registered organization as well as the required annual Internal Revenue Service form to maintain non-profit status are submitted in a timely fashion.

Vice President

5.16. In the event of the President's absence, the Vice President shall serve as President. In the event of the President's vacancy, the Vice President shall become the President for the remainder of the term. In the event of the President's 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 the President.

5.17. The Vice President shall serve on other committees as assigned or elected.

Secretary

5.18. The Secretary shall record and keep on file all deliberations and actions of all meetings (called and regularly scheduled) of the Board of Officers, Annual Membership, and other such meetings as shall be scheduled from time to time.

Treasurer

5.19. The Treasurer shall have responsibility for all financial matters of the organization.

5.20. The Treasurer shall present a report of the financial position of the organization at the Annual Membership Meeting and at other times as requested by the Board of Officers.

5.21. The Treasurer shall be a member of the Finance Committee.

5.22. The Treasurer shall be the primary signatory for all checks. An additional officer to co-sign checks may be designated by the President. Checks over \$200 or equivalent expenditure commitment require membership approval and authorization stated in the meeting minutes, unless such expenditures are part of the approved budget.

5.23. The Treasurer shall prepare balance statements, complete the accounts, the end of the year financial statement, and prepare the required IRS filing for the out-going Treasurer's term of office.

New Officer Transitions

5.24. During the interim between the elections and new officers' assumption of duties, the outgoing officer(s) shall provide sufficient briefings and/or training to the officer(s)-elect to insure a smooth transition of club duties.

Article VI Annual Membership Meeting

6.01. The membership of SABA shall meet annually for the purpose of:

A. Electing members of the Board of Officers whose terms of office will begin January 1. The election of new officers shall be in a timely manner in October to allow a smooth transition,

B. Receiving reports of the previous year's activities, including the current financial position of SABA,

C. Amending SABA Bylaws as needed, and

D. Conducting other such business as required by the organization.

Membership and Quorum

6.02. The membership year shall start on January 1st and end on December 31st.

6.03. Every member who has paid dues and is in good standing shall be eligible to vote at all meetings and shall be eligible to be elected to office, except as restricted by these Bylaws.

6.04. The Treasurer shall prepare a list of all members; this list shall determine who is eligible to vote at the meetings.

6.05. A quorum for the Annual Membership Meeting shall consist of one quarter of the members eligible to vote (25%) and at least two (2) of the members of the Board of Officers.

Notice

6.06. Notice of the date, time, and location of the Annual Membership Meeting shall be made public and available to the members no later than 14 days nor more than 30 days prior to the meeting date. Timely publication on the SABA website shall constitute public notice.

Other Meetings

6.07. The organization may conduct other meetings monthly or from time to time as needed but not less than quarterly provided that 7 days' notice is given for such meetings.

6.08. A meeting will be called when there is a proposal that would require an expenditure of more than \$200 either in bulk or payments spread over the year. If the expenditure is an emergency, the 7 day notice is suspended and at least 2 days' notice shall be given.

6.09. Quorum for meetings other than the Annual Meeting shall be the members attending provided the required 7 days' notice has been given to the club members.

6.10. Quorum for an emergency meeting shall be the members attending provided the required minimum of 2 days' notice has been given to the club members. The emergency may be explained in electronic means to give the members who may be unable to attend on a short notice a chance to voice their opinions.

Article VII

Bylaws and Parliamentary Authority

Bylaws

7.01. The Bylaws shall be reviewed periodically. Proposed amendments to these bylaws shall be submitted in writing to a Bylaw Committee no later than 30 days prior to the scheduled Annual Membership Meeting.

7.02. Proposed amendments shall be made public and available to the members no later than 14 days prior to the meeting date. Timely publication by electronic means shall constitute public notice.

7.03. Motions from members to amend or alter the Bylaws at a called meeting may be approved providing one quarter (25%) of the members eligible to vote and at least three (3) of the members of the Board of Officers are present at the meeting.

Parliamentary Authority

7.04. The Parliamentary Authority of SABA shall be the latest edition of Robert's Rules of Order, Newly Revised (RRONR) except where in conflict with these Bylaws in which case the Bylaws of SABA shall prevail.

7.05. In case no one is familiar with Robert's Rules of Order; meetings will proceed in an orderly, professional manner.

Article VIII
Dissolution of Organization

8.01. In the event of a vote of the majority of the membership to dissolve SABA, all assets of the organization shall be distributed to another bicycling-related, non-profit organization in accordance with the statutes of the State of Texas.

Adopted and approved this date: June 8, 2011

Original signed and on file

Christine Buckstead
Secretary

Original signed and on file

Christine M. Jones
President