

AMENDED AND RESTATED

BY-LAWS OF CHESAPEAKE SPOKES.ORG, INC.

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Article I: NAME

The name of the organization is the Chesapeake Spokes.Org, Inc., hereafter referred to as the CSO.

Article II: NON-DISCRIMINATION

The CSO shall not discriminate against anyone on the basis of race, color, religion, or sexual orientation.

Article III: PURPOSES

The purposes of the CSO are to:

- Provide opportunities for the bicycling community to enjoy rides in the area and to meet and socialize with like-minded riders.
- Increase awareness of bicycling issues in the area through interaction with other bicycle clubs and the public.

- Educate bicyclists on road riding, courtesy and safety.
- Advocate bicycling interests in public forums.
- Provide bicycling skills education.
- Promote bicycling for fun, fitness and recreation.

Article IV: MEMBERSHIP

The CSO shall have one category of membership. Any individual at least 16 years of age may join the CSO. **Persons under age 18 may only join with parental approval and parental acceptance of waiver and release and must be accompanied on all rides by at least one parent...**

Article V: DUES

Dues shall be established from time to time by the Board of the CSO.

Memberships shall be for the period of one (1) calendar year and dues are payable immediately upon joining and thereafter in advance on or before March 31. All members who have not paid dues by March 31 shall be removed from the membership roster. Dues paid after March 31 shall be subject to a late fee equal to fifty percent (50) of the amount of the dues.

Article VI: VOTING

Each member of the CSO shall have one (1) vote for each of the officers/directors standing for the election of the Board (Officers and Members-at-Large).

Proxy voting shall not be allowed for elections. Proxies may be submitted by Board and Members-at-Large for voting on CSO business. CSO business shall ordinarily be conducted at the business meetings. At the president's discretion, Board business which requires a vote may be conducted via telephone or electronic means for issues which require immediate action, provided that a reasonable attempt is made to notify all Board members of the vote.

A quorum shall consist of fifty percent (50%) of Members of the Board. If a quorum is not present, voting cannot occur. A quorum must also be present for a telephone or electronic vote.

Article VII: THE BOARD

The Board of the CSO will consist of seven (7) Directors, consisting of four (4) Officers and three (3) Members-at-Large. Board members will be elected by the general membership via electronic/email/website voting. Officers and Directors may be reelected indefinitely. The number of Directors may be increased or decreased by the Board.

All seven (7) Directors shall be elected for a term of two (2) years. However, starting in early 2020, elections will be conducted to insure continuity is maintained amongst Board Members. That is, on an annual basis there should be a turnover of no more than four (4) Board Members, to insure at least three (3) Board Members remain in place to provide continuity on the Board. Starting in early 2020, Elections will be held for President, Secretary and one (1) Member-at-

Large. In late 2020, elections will be held for Vice-President, Treasurer, and two (2) Members-at-Large. The new officers and directors terms shall begin upon election or in January.

The duties of the Board will include all organizational functions, adopting and implementing policies consistent with the purposes of the CSO, and establishing budget and staffing levels necessary to fulfill the policies and implement the decisions of the Board.

Vacancies on the Board shall be announced at the next general membership meeting and on the web site and by email sent to all current members prior to an election to fill the vacancy. This election will take place at the next Business Meeting following the announcements. Individuals elected to fill vacancies will serve the remainder of the standard term of office.

Directors shall not be paid or receive any benefits for services provided to CSO but may be reimbursed for authorized expenses incurred by them in performance of duties or expenses incurred on behalf of CSO.

Article VIII: OFFICERS

The CSO shall have a President, Vice-President, Treasurer and Secretary.

The duties of the officers are as follows:

The President shall:

- Preside over meetings.
- Cast the deciding vote in the event of a tie during voting at Business Meetings.
- Sign contracts and agreements on behalf of the CSO.
- Appoint members as necessary to perform the tasks agreed upon by the Board.

The Vice-President shall:

- Perform the duties of the President in the absence of the President.
- Make arrangements for scheduling meeting dates and locations.
- Supervise the nominating committee.

The Treasurer shall:

- Be responsible for all income and expenses.
- Keep accurate financial records.
- Make timely deposits of all monies received.
- Bill all those who owe money to the CSO.
- Pay duly authorized expenses.
- Make available financial records to the CSO for inspection.
- Recommend appropriate changes in the dues structure.
- Make an annual report to the members at the last Business Meeting each year.

- Recommend a budget to the Board at the second Business Meeting each year.
- File required tax returns.

The Secretary shall:

- Take minutes of all Business Meetings and furnish copies by email to all current members.
- Maintain a file of legal documents and licenses of the CSO, past minutes, newsletter archives and other official documents.
- Maintain an inventory of CSO property.
- Record and receive copies of all contracts and agreements the President enters into on behalf of the CSO.
- Provide notice on web site and via Email list of the date, time and location of meetings to the membership at least two weeks prior to the meetings, including, as needed, notice of proposed by-law changes and elections to fill vacancies on the Board.
- Maintain a list of members, officers, Members-at-Large, and committee chairpersons.
- Provide membership renewal notices via web site and Email list.
- Conduct and respond to correspondence as required.

Article IX: MEETINGS

Business Meetings will be held four times per year, or more often if required. At these meetings all the regular business of the CSO will be conducted. The Board will be the decision making body for this business but all members are invited to attend and provide input and/or become more active in the conduct of CSO business. Business may also be conducted by telephone or other electronic means as specified in Article VI.

General Membership Meetings will be held as often as designated by the Board. A short summary of the previous Business Meeting may be given, but no business conducted. The purpose of the General Membership Meeting is to apprise members of current initiatives and solicit their involvement, and provide a forum for the exchange of information among the members.

Article X: ELECTIONS

A Nominating Committee of three willing members shall be established by random draw by the Board Vice President from among the members of the Board, providing sufficient time for the list of nominees to be included in a notice posted on the web site and sent to the Email list at least 30 days prior to the election.

The Nominating Committee shall present a slate of willing candidates to fill the positions up for election to the Secretary for publication on the web site and Email list at least 30 days prior to the date of the election... Additional candidates may be nominated or self-nominated within 7 days after the posting/ mailing of the list of nominees. All nominees shall be listed on the electronic ballot...

All members in good standing (not in arrears for dues) will have an equal vote for the purpose of electing the Board. Election to a position will be by simple majority of those voting by electronic ballot. If the first ballot fails to produce a majority for one position, a runoff of the two with the most votes will be conducted.

Article XI: COMMITTEES

Standing committees of the CSO are:

- Ride Leaders
- Membership
- Web Site
- Email list
- Social

The President and Board may delegate authority and tasks to other committees as necessary to carry out the purposes of the CSO. These ad hoc committees shall exist only as long as necessary to complete their assigned tasks.

Committees shall submit a budget to the treasurer by the first Business Meeting of the year for expenses expected to be incurred during the upcoming year.

Article XII: INDEMNIFICATION

The CSO shall, to the fullest extent permitted by applicable, law indemnify any person who is or was a director or officer of CSO, and who is made or threatened to be made a party to any action, suit, or proceeding, against any and all liability and reasonable expenses, including attorney's fees, actually and necessarily incurred by them in connection with the defense of any such action, suit, or proceeding, civil or criminal, or in connection with the defense of any appeal therein except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding that such director or officer (i) acted in bad faith or were the result of active and deliberate dishonesty and, in either case, were material to the cause of action so adjudicated, or (ii) personally gained an advantage to which he/she was not legally entitled. The benefits of this

section shall extend to the heirs and legal representatives of any person entitled to indemnification hereunder.

The CSO may, to the extent authorized by the Board of Directors and permitted by applicable law, indemnify any employee or agent of the CSO who is not a Director or Officer of the CSO.

Any right of indemnification hereunder shall not be exclusive of other rights to which a Director or Officer may be entitled by law. Indemnification hereunder may be retroactive to the fullest extent permitted by law. This Article shall not be construed as a limitation on the authority of the Board to advance CSO funds for reasonable expenses, including attorneys' fees.

Article XIII: CONTRACTS AND BANKING

The Board of Directors may authorize any officer or officers, agent, or agents, to enter into any contract or execute or deliver any instrument in the name of or on behalf of the CSO and such authority may be general or confined to special instance.

All funds of the CSO not otherwise employed shall be deposited from time to time to the credit of the CSO in such banks, credit unions, or other depositories as the Board of Directors may select.

All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the CSO shall be signed by such officer or officers, agent, or agents of the CSO and in such manner as shall from time to time be determined by resolution of the Board of Directors.

No loan shall be made to the CSO and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

ARTICLE XIV - ACCOUNTING YEAR AND FINANCIAL STATEMENTS

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year.

At the end of the accounting year, the books of the CSO shall be closed and financial statements prepared for that year. Such financial statements shall be audited, reviewed or compiled as determined by resolution of the Board of Directors. Such financial statements shall be promptly submitted to the Board of Directors upon completion.

ARTICLE XV - MISCELLANEOUS

The CSO shall keep correct and complete books and record of accounts of its members, Board of Directors, and committees having any of the authority of the Board of Directors; and shall keep at its registered office or principal office a record giving the names and addresses of its members entitled to vote. Books and records of the CSO may be inspected by any member, or the member's agent or attorney, for any proper purpose at any reasonable time, except personnel and payroll records, which shall be confidential and not subject to inspection.

No loans shall be made by the CSO to any of its officers, directors, employees, or members.

The Board of Directors may adopt, amend, or repeal Rules not inconsistent with these By-Laws, for the management of the internal affairs of the Corporation and for the governance of its officers, agents, committees, and employees.

ARTICLE XVI - CONFLICT OF INTEREST

A conflict of interest may exist when the financial interests of any Director, officer or staff member, or said person's immediate family, may be seen as competing with the interests or concerns of the CSO.

Any possible conflict of interest shall be disclosed to the Board of Directors by the person concerned.

When any such conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person shall call it to attention of the Board of Directors, and such person shall not vote on the matter.

Moreover, the person having a conflict shall retire from the room in which the Board is meeting and shall not participate in the deliberation or decision regarding the matter under consideration. However, that person may provide the Board with any and all relevant information.

The minutes of the meeting of the Board shall reflect that the conflict of interest was disclosed and that the interested person was not present during the discussion or vote and did not vote. When there is a doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person concerning whose situation the doubt has arisen.

Article XVII: AFFILIATIONS

CSO may affiliate with other organizations as appropriate.

Article XVIII: BY-LAWS

The CSO may adopt, amend, or repeal the By-Laws of the CSO by electronic ballot by two-thirds vote. The proposed changes must be submitted to the Secretary sufficiently far in advance

to allow for publication on the web site and Email list at least 30 days before they are brought up for electronic vote.

Article XIX: DISCIPLINARY ACTION

Should the CSO Board believe that a member's actions are severely and directly counterproductive to the goals of the CSO, the Board may take disciplinary action as it sees fit after a 2/3 vote. Disciplinary actions that may be taken include removal from the Board or removal from the CSO as a last resort. In the event that a member conducts illegal activities, no part of these By-Laws limit the Board's ability to pursue legal action to the full extent of the law.

Should the Board feel that disciplinary action is necessary, the Board will schedule a vote and contact the member to be disciplined to ensure that the member can attend the meeting and speak in his/her defense if he/she so chooses. There is no appeal process.

XX: Commercial Activities

- 1) It is the policy of the CSO to minimize advertising from commercial activities within the CSO as much as possible. One exception to this policy, approved by CSO is to allow recognition of those commercial activities that have a sponsorship agreement with CSO. These activities will be entitled to Logo recognition on the CSO jersey and on the CSO website.
- 2) Other than the sponsorship exception, neither CSO email nor the CSO website will be used to promote commercial activities from outside vendors. That is, neither club members, club sponsors, nor any other commercial vendors will be allowed to advertise commercial activities either through the CSO email or the CSO website. At the discretion of the CSO Board, violators of this policy may be removed from the CSO Google Groups email system.
- 3) CSO members are authorized to sell personal, bike-related items via CSO email channels. In addition, CSO email may be used to publicize/promote non-profit biking activities.

I certify that these are the Amended and Restated By-Laws of Chesapeake Spokes.Org, Inc. approved by the Board of Directors on January 20, 2020.

Brenda McCarthy, Acting Secretary