

STATE OF NORTH CAROLINA COUNTY OF BUNCOMBE  
BY-LAWS OF BLUE RIDGE BICYCLE CLUB, INC.  
(As Amended 12/13/00, reflecting all prior amendments)  
**(As Amended, 12/\_\_\_/2009)**

ARTICLE I - NAME AND LOCATION

Section 1. NAME

The name of this Association ~~Corporation~~ shall be Blue Ridge Bicycle Club, Inc.

Section 2. ADDRESS

The mailing address shall be P.O. Box 309, Asheville, North Carolina 28802, or at such other address as designated by the Board of Directors.

**SECTION 3. CHANGE OF ADDRESS**

The designation of the county of the Corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

\_\_\_\_\_ Dated: \_\_\_\_\_, \_\_\_\_\_

\_\_\_\_\_ Dated: \_\_\_\_\_, \_\_\_\_\_

\_\_\_\_\_ Dated: \_\_\_\_\_, \_\_\_\_\_

**SECTION 4. OTHER OFFICES**

The Corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

**SECTION 5. SPECIFIC OBJECTIVES AND PURPOSES**

The specific purposes of Blue Ridge Bicycle Club, Inc., hereinafter known as "Corporation", shall be:

1. To educate the public about the many benefits of bicycling to people of all ages and enlist the support of the public to assist in accomplishing its objectives;
2. To provide cycling opportunities through organized rides, trail development and maintenance, safety training, public events and other related activities;
3. To work with local and regional health and fitness organizations to promote bicycling as a benefit to physical and mental well-being, to include cycling as a part of public health programs such as reducing childhood obesity, and to serve as an education resource on other bicycling related issues;
4. To assist existing area organizations in promoting and coordinating their cycling programs;
5. To work with local, regional, state and federal governments, organizations and communities to integrate bicycling into a comprehensive multi-modal transit program; and,
6. To create and operate new cycling programs so that people of all ages can benefit from bicycling.

ARTICLE II - BOARD OF DIRECTORS

## Section 1. POWERS

The affairs and management of the ~~Association~~ **Corporation** are vested in the Board of Directors.

## Section 2. COMPOSITION

The Board of Directors shall consist of a President, a Vice President for each county having a duly authorized club chapter, a Secretary, and a treasurer, who shall be elected by the members of the ~~Association~~ **Corporation**. Also Included shall be Officers at Large, who shall be appointed by the elected officers. All members of the board shall have voting privileges. All shall serve one-year terms and may be reelected.

## Section 3. COMPENSATION

The directors and officers of the ~~Association~~ **Corporation** shall receive no compensation for their duties performed.

## Section 4. DUTIES OF THE PRESIDENT

The President shall be the chairperson of the Board and preside at all meetings of the Board and of the membership.

## Section 5. DUTIES OF THE VICE-PRESIDENTS

A Vice-President shall act as the President in the absence of the President and shall carry out such duties as are delegated to him by the President.

## Section 6. DUTIES OF THE SECRETARY

The Secretary shall keep the minutes of the meetings of the Board and the membership, carry on the correspondence of the ~~Association~~ **Corporation**, and maintain all records pertaining to that office.

## Section 7. DUTIES OF THE TREASURER

The Treasurer shall collect all dues and assessments of the ~~Association~~ **Corporation**; keep the financial records; disburse funds as directed by the Board; make full financial report to the membership at its annual meeting and shall make other financial reports as may be directed by the Board of Directors.

## Section 8. METHOD OF ELECTION OF DIRECTORS

~~Two (2) months prior to each annual meeting of the Association~~ **Corporation**, the President shall appoint ~~one member from the Board of Directors and two (2) members of the Association~~ **Corporation** at large to comprise a nominating committee. **At the annual meeting, the nominating committee Board of Directors** shall submit to the membership a slate consisting of the names of persons or person to fill the vacancies for the next year. ~~At the annual meeting of the Association~~ **Corporation**, Nominations may be made from the floor for Directors, provided such persons so nominated express a willingness to serve if elected. Those nominees who receive the greatest number of votes cast shall be directors.

## Section 9. BOARD MEETINGS

The Board of Directors shall meet at least two times each fiscal year or as often as necessary to conduct the affairs of the ~~Association~~ **Corporation**,

## Section 10. REMOVAL

Officers shall serve at the pleasure of the Board of Directors and may be removed from office with or without cause by the affirmative vote of a majority of the Board. Members of the Board of Directors

may be removed with or without cause by the affirmative vote of a majority of the votes entitled to be cast at a meeting duly called for that purpose.

#### Section 11. VACANCIES

Any vacancy through resignation, removal, death or otherwise, shall be filled by a qualified member of the ~~Association~~ **Corporation** who expresses a desire to serve. The member shall be designated by the majority vote of the Board of Directors. The designee shall serve out the remainder of the term of office being vacated.

#### Section 12, QUORUM

Five (5) board members of which two (2) must be elected officers shall constitute a quorum. If a critical Issue arises which needs immediate decision every attempt should be made to contact as many officers as possible, however, a quorum can make the decision.

#### Section 13. PRESUMPTION OF ASSENT

A director of the ~~Association~~ **Corporation** who is present at a meeting of the directors at which action on any ~~Association~~ **Corporation** matter is taken shall be presumed to have assented to the action taken unless a dissent shall be entered in the minutes of the meeting or unless a written dissent to such action is filed with the person acting as the secretary of the meeting before the adjournment thereof or forwarded 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.

#### Section 14. EXECUTIVE AND OTHER COMMITTEES

The board, by resolution, may designate from among its members an executive committee and other committees. Each such committee shall serve at the pleasure of the board.

#### **SECTION 15. NONLIABILITY OF DIRECTORS**

**The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.**

#### **SECTION 16. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS**

**The Directors and Officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of this state.**

#### **SECTION 17. INSURANCE FOR CORPORATE AGENTS**

**Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, Officer, employee or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.**

#### **SECTION 18. CONFLICT OF INTEREST**

**All Directors shall be given a copy of North Carolina General Statute §55-8-31, Director Conflict of Interest, and shall abide by it and all applicable statutes. Should a conflict of interest arise, the conflicted director shall abstain from discussion and decision-making and leave the premises until the issue is decided. No staff shall participate in the decision-making on hiring, firing or salary issues.**

## ARTICLE IV - MEMBERSHIP

The members of this ~~Association~~ **Corporation** shall be those persons who are admitted to membership by consent of the Board of Directors. Each member shall be entitled to one vote. No member shall be entitled to distribution of the assets of the corporation In the event the corporation is dissolved or otherwise terminated.

## ARTICLE V - MEMBERS MEETINGS

### Section 1. ANNUAL MEETING

The Annual Meeting of members shall be at a place and time designated by the Board of Directors during the month of December of each year for the purpose of electing directors and transacting any other business authorized to be transacted by the members. Written notice of the annual meeting shall state the time and place of the meeting and shall be transmitted to each member by personal notice or by first class mail addressed to the address provided to the Secretary by the member, no later than fourteen days before the meeting.

### Section 2. SPECIAL MEETINGS

Special meetings of members shall be held whenever called by the President or Vice-President or by a majority of the Board of Directors and shall be called by such officers upon receipt of a written request from members entitled to cast one third of the votes of the entire membership. Written notice of all special meetings of the membership shall state the place, time and the purpose of the meeting and shall be mailed to each member no less than fourteen days nor more than sixty (60) days prior to such meeting. "Mailing" as used throughout these By-Laws may include electronic mail or any others means preferred by a member.

### Section 3. ADDRESSES

It shall be the duty of each member of the ~~Association~~ **Corporation** to inform the Secretary of his current mailing address and place of residence immediately upon any change of the same.

### Section 4. PROXIES

At all meetings of members, a member may vote by proxy executed in writing **or electronic communication** by the member or by the member's duly authorized attorney in fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting. Each proxy shall specifically state its duration, but no proxy shall be valid for more than eleven (11) months.

### Section 5. QUORUM

A quorum at the annual or any special meeting of the ~~Association~~ **Corporation** shall be **ten percent (10%)** of the votes of members of the ~~Association~~ **Corporation**.

## ARTICLE VI - OBLIGATIONS OF THE MEMBERS

All members are obligated to pay promptly dues imposed by the ~~Association~~ **Corporation** to meet all expenses. The amount of the yearly dues shall be proposed by the Board of Directors and approved by the members at the annual meeting.

## ARTICLE VII. NONPROFIT PURPOSES

### SECTION 1. IRC SECTION 501(c)(3) PURPOSES

**This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.**

#### **Section 2. NON-PROFIT STATUS**

The corporation is a non-profit corporation pursuant to N.C. Gen. Stat. § 33 A-1 et seq. and no person shall do any act to impair its status as a non-profit corporation.

### **ARTICLE VIII. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

#### **SECTION 1. EXECUTION OF INSTRUMENTS**

The Board of Directors, except as otherwise provided in these Bylaws, may, by resolution, authorize any officer or agent of the Corporation to enter into any contract 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. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### **SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by the President of the Corporation.

#### **SECTION 3. DEPOSITS**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

#### **SECTION 4. GIFTS**

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this Corporation.

### **ARTICLE IX. CORPORATE RECORDS, REPORTS AND SEAL**

#### **SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The Corporation shall keep at its principal office:

- 1. Minutes of all meetings of Directors and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;**
- 2. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;**
- 3. A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.**

#### **SECTION 2. DIRECTORS' INSPECTION RIGHTS**

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation and

**shall have such other rights to inspect the books, records and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.**

#### Section 3. SEAL

The Corporation shall have a seal on which there shall be inscribed in the outer circle the words. "Blue Ride Bicycle Club. Inc." and inscribed in the inner circle the words, "Corporate Seal - North Carolina, 1992\_\_\_\_\_."

#### **SECTION 4. PERIODIC REPORT**

**The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state to be so prepared and delivered within the time limits set by law.**

#### ARTICLE X. GENERAL

##### Section 1. AMENDMENT

These Bylaws may be amended with the consent of two-thirds (2/3) of the aggregate votes present at any regular or special meeting of members called for that purpose at which a quorum is present.

##### Section 2. CONSTRUCTION

- (i) In the case of any conflict between the Articles of Incorporation and these or any amended Bylaws, the Articles shall control.
  
- (ii) Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.**
  
- (iii) All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.**