

MICHIANA BICYCLE ASSOCIATION INC.

BY-LAWS

Article 1: Name

The name of the organization shall be the MICHIANA BICYCLE ASSOCIATION, INC., hereafter referred to as the (MBA), organized as a corporation under the Indiana Not-For-Profit Corporation Act of 1971.

Article 2: Objectives

Section A: To be Ambassadors for the bicycling community and conduct themselves as such at all times.

Section B: To educate members and the public in bicycle safety, rights, regulations and skills.

Section C: To provide opportunities for bicyclists, MBA members and non-members to join together in organized rides, providing mutual support.

Section D: To promote bicycling benefits as to physical and psychological wellness.

Section E: These aims may be accomplished by, but are not limited to, providing scheduled rides, distributing printed information, demonstration and by interacting / supporting other organizations with common goals. Information on safety, laws, news of general interest, scheduled activities, etc. shall be available via any warranted media such as, but not limited to: The MBA News, emails and the MBA's web site WWW.MBABIKE.COM.

Article 3: Membership

Section A: Applicants shall not be discriminated against on the basis of race, religion, sex, or nationality. Bicyclists of all skill levels and non-bicyclists are welcome for MBA membership without discrimination.

Section B: Only those persons sixteen (16) years of age and over shall be eligible to become voting members of the Corporation.

Section C: Each Member of the Corporation shall have one vote.

Section D: Membership must be renewed annually with appropriate fees and documentation.

Section E: New Memberships received after September 1st will be considered good through the following year without payment of additional fees.

Article 4: Fees and Dues

Section A: Membership and entry fees shall be prescribed by the Board of Directors upon resolution duly passed by said Board.

Section B: With the approval of the Board of Directors, fees may be established either for special events or particular on-going programs.

Section C: Members of the age of seventy (70) or older who wish to remain members may do so free of dues at renewal.

Article 5: Termination of Membership

Section A: Membership will automatically terminate March 31st, if the required annual fees are unpaid.

Section B: The Board of Directors may expel a person from membership, without a refund of paid fees, by a three-fourths vote of all Board members.

Article 6: Organization

Section A: The Board of Directors may from time to time provisionally create and reorganize as they deem appropriate by resolution with a two-thirds vote of the entire Board of Directors.

Section B: The Board of Directors may at their discretion, acquire the assets and membership of other compatible organizations by resolution with a two-thirds vote of the entire Board of Directors.

Article 7: Qualifications of Officers and Directors

Section A: No person shall be eligible to hold Office or Directorship in this Corporation unless that person is a current member in good standing.

Section B: No Officer or Director shall receive compensation for services rendered to Corporation.

Article 8: Board of Directors

Section A: The Board of Directors shall consist of ten (10) Directors, plus five (5) Officers elected by a plurality of the membership voting.

Section B: Members of the Board of Directors will serve one-year terms beginning March 1st.

Section C: The Board of Directors shall designate a Nominating Committee. The Nominating Committee shall attempt to provide at least two choices for each office, and at least 14 candidates for the 10 director seats.

Section D: The members of the Board of Directors shall be elected at the Annual Election Meeting by a majority of the membership voting. In order to be counted, absentee ballots must be received and deemed acceptable by the Secretary prior to the Annual Election Meeting.

Section E: Any mid-term vacancy among Directors will be filled from the membership through appointment by the President.

Section F: Each Director may designate an Alternate Director to represent that Director at Board Meetings in the event that Director is unable to be present. Alternate Directors must be designated by written notification to the Secretary or the President and may be changed at the discretion of the Director. Alternate Directors shall perform the duties of the Director with the same authority.

Article 9: Officers

Section A: The officers of this Corporation shall be a President, Vice President, Vice President of Publications, Secretary, and Treasurer.

Article 10: Duties of Officers

Section A: The President shall be the Chief Executive Officer of the Corporation. The President shall preside at all Board of Director meetings and be Chairman of the Board of Directors.

Section B: If, for any reason, the President is unable to perform his/her duties, the Vice President shall perform the President's duties with the same authority as the President.

Section C: The Vice President of Publications shall be responsible for the editing and publication of the MBA News, the WWW.MBABIKE.COM web site, and other published materials.

Section D: The Secretary shall keep a record of transactions of each meeting of the Corporate Officers and Board of Directors. The Secretary shall keep an updated, complete list of all members with their telephone numbers and e-mail addresses. Notices of meetings will be given and attendance maintained by the Secretary as well as necessary correspondence. The Secretary shall perform other duties consistent with the office as may be designated by the Officers and Board of Directors.

Section E: If, for any reason, the Office of President shall become vacant, the Vice President shall succeed in Office. If any other Officer is unable to fulfill their yearly appointed term and replacement is necessary, it may be done by a majority vote of the Board of Directors without the majority vote of the membership.

Section F: The Treasurer shall receive and collect all monies owed the Corporation, from whatever source it may be due, and deposit in a bank to be designated and approved by the Board of Directors, and shall pay out money only on orders of the President, Secretary and/or Board. The President and Treasurer shall be authorized signators of the account. The Treasurer shall prepare an annual financial statement, which will be published and available to all members.

Article 11: Duties of Board of Directors

Section A: The Board of Directors shall be responsible for the execution, through the Officers, of the authorized Policies of the Corporation.

Section B: The Board of Directors shall have the power to overrule or modify the action of any Officer of the Corporation.

Section C: The Board of Directors shall authorize Corporation-sanctioned programs or they may, by resolution, delegate authority to sanction programs to a Director of the Corporation.

Section D: The Board of Directors shall approve an annual Corporation Operating Budget. All non-budgeted expenditures must be approved by the Board of Directors. Modifications to the approved budget may be made by majority vote of the Board of Directors. All budgeted items are to be for purposes essential to the objectives of the Corporation.

Section E: The Board of Directors shall have the books and accounts reviewed annually, or more often at the Board's discretion, by a review committee appointed by the Board.

Section F: The Board of Directors shall designate a bank for the deposit of the funds of the Corporation.

Section G: The Board of Directors shall create, oversee, and dissolve committees as they deem necessary for purposes essential to the objectives of the Corporation.

Article 12: Duties of Assigned Committees

Section A: The President and/or Board of Directors shall appoint committees to accomplish tasks essential to the objectives of the Corporation.

Section B: While a committee should feel free to function independently to achieve that committee's given goal as that committee sees fit, that committee is under the governing rule of the Board of Directors and the Board's guidelines and directions, including, but not limited to finances.

Section C: A committee may be requested to report to the Board the committee's progress at any time.

Article 13: Meetings

Section A: The Corporation will hold one (1) Annual Election Meeting yearly in January or February, open to the full MBA membership. The Board of Directors shall determine the date and place of the Annual Election Meeting.

Section B: The Corporation will hold one (1) Board of Directors meeting during the period beginning on March 1st and ending on April 30th and additional meetings as needed.

Section C: The Corporation shall hold special Board of Directors meetings when called by the President of the Corporation or by written request of five members of the Corporation in good standing within thirty days of notice.

Section D: Fifty percent of the members of the Board of Directors constitute a quorum. A majority of the members of the Board of Directors shall govern except as otherwise specified in the By-laws.

Section E: Any MBA member in good standing may attend and observe any Board of Directors meeting.

Section F: Order of Business and Procedures for meetings:

1. A Roll Call.
2. The reading of the minutes of the preceding meeting and action thereon.
3. The reports of the officers.
4. The reports of the committees.
5. Old business.
6. New business.

Article 14: Amendments

Section A: These by-laws may be amended by a two-thirds majority vote of all members of the Board of Directors at two successive Board meetings held at least one week apart. Changes are to be documented and a revision history maintained by the Secretary.