

Central Indiana Bicycling Association, Inc.

By-Laws, as Amended January 26, 2019

ARTICLE I. MEMBERSHIP

Membership shall be open to all. A yearly membership fee shall be charged. The Association shall have three classes of memberships: individual members, family members, and business members. Individuals shall join as individuals. Family memberships shall be available to the members of an immediate family.

ARTICLE II. DIRECTORS

The Association shall be governed by a Board consisting of nine Directors. Each Director shall serve for three years, and shall serve staggered terms, so that three Directors are elected to the Board each year. Directors must be Association members in good standing.

The Directors shall decide the policy of the Association within the guidelines of the Purpose of the Association as stated in the Articles of Incorporation. They shall give such instructions to the Officers as may be necessary to carry out such policy.

The Association shall have Honorary Life Board Members. An Honorary Life Board Member must be a CIBA member in good standing for at least 20 years and must have served CIBA in the capacity as a board member, officer, committee chair, Director of the Hilly Hundred, or Director of the N.I.T.E. Ride. Honorary Life Board Members must be selected by majority vote of the nominating committee for a life term. Honorary Life Board Member nominees must accept the nomination to be an Honorary Life Board Member prior to a ballot being distributed for election in November, and provide a suitable biography for publication. In addition, Nominees for Honorary Life Board Member must receive at least two-thirds of the votes cast in the general membership election.

ARTICLE III. OFFICERS

The President, Vice-President, Secretary, and Treasurer of the Association shall be elected annually, and may succeed themselves. Officers must be Association members in good standing.

The President shall be a member of all committees, shall supervise all activities of the Association, and shall have the responsibility to call meetings, appoint operating committees, and delegate responsibilities as necessary to achieve the ends of the Association.

The Vice-President shall assist and stand in the place of the President as may be necessary.

The Secretary is responsible for the proper conduct of the Association's correspondence and maintenance of its records. The Secretary is also responsible for the filing of an annual report of the Association's activities with the Indiana Secretary of State.

The Treasurer is responsible for the proper handling of the finances and financial records of the Association, and has responsibility to assure that the Association does not charge participants in its activities more than enough to defray the expenses of the Association.

All Officers shall serve on the Executive Committee when called by the President.

ARTICLE IV. EXECUTIVE COMMITTEE

The Executive Committee shall be composed of the Officers, the Directors, and such committee chairs as may be invited by the President to be present to discuss the business of their committees. The Executive Committee shall meet on call of the President and shall be responsible for carrying out the regular business of the Association, other than such business as is properly carried out by the Officers or by operating committees. A member of the Executive Committee may participate in meetings by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this method constitutes presence in person at the meeting. Only the Officers and Directors may vote in meetings of the Executive Committee. Honorary Life Board Members may acquire Executive Committee voting privileges if elected to an Officer or Director Position after obtaining Honorary Life Board Member status. Such voting privileges shall only be in effect while the Honorary Life Board Member holds the elected office.

The current edition of Roberts' Rules of Order shall be the final authority in all questions of parliamentary procedures.

Article V. REMOVAL FROM Executive Committee

Any member of the Executive Committee may be removed by 2/3 vote of the Committee at any Executive Committee meeting at which a quorum is present. The reasons for removal must be communicated to the individual prior to the Executive Committee vote and the opportunity provided for the affected Executive Committee member to discuss the reasons before the Executive Committee. Reasons for removal would include any legal or unethical actions on the part of the individual that would impact the Club, or the failure to perform the duties of the position.

ARTICLE VI. GENERAL MEETINGS

General meetings of the membership shall be held at least once each year.

ARTICLE VII. ELECTIONS

Both officers and directors shall be elected by direct vote of the membership. Voting may be conducted by mail and/or any other means deemed appropriate by a majority of the Officers and Directors of the Association. Individual, family, and business memberships have the same rights and privileges, except for voting rights. Individual members have one vote each in elections. Family memberships have two votes per family in elections. Business members do not have voting rights in elections. Votes may not be cumulated.

The office of any officer or director which may become vacant shall be filled by an appointment of the Executive Committee effective until the next election. If determined as necessary by the Officers and Directors of the Association, a special election may be held to elect Honorary Lifetime Board Members.

ARTICLE VIII, AMENDMENT PROCEDURE

Amendments to these By-Laws must be presented to and approved by a two-thirds majority of the Executive Committee. Proposed amendments shall then be presented in writing to the membership at least 30 days prior to the General Meeting. Amendments will be adopted upon approval by two-thirds of the members present at the General Meeting.