

*Bylaws  
Of  
Santiam Spokes.  
Inc.*

**June 3, 1993**

**Revised March 2, 1996**

**Revised March 8, 2001**

**Revised August 2, 2001**

**Revised September 1, 2001**

**Revised January 4, 2005**

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## **Article 1. Name**

The name of the organization shall be Santiam Spokes. Inc.

## **Article 2. Objectives And Purposes**

- A. To promote the general interest of cycling in all phases by encouraging and facilitating:
  - 1. touring
  - 2. rides
  - 3. cycle outings
  - 4. all forms of recreational cycling activities.
- B. To secure a better understanding and recognition of the need for safe riding habits and conditions.
- C. To encourage the allocation of facilities for cycling on public lands.
- D. To cooperate with the public authorities in the observance of all traffic regulations.
- E. To promote recognition of the bicycle as a vehicle used for pleasure, health and economical transportation.
- F. No member shall make commercial use of the name or emblem of the Santiam Spokes. Inc..
- G. No member shall use the name or emblem of the Santiam Spokes. Inc. to exploit personal views.
- H. No member shall use the roster of members for personal, commercial or professional purposes.
- I. The club is organized as a non-profit mutual benefit organization which may engage in any lawful act or activity. The specific and primary purpose is to promote the sport and pastime of bicycling for the exclusive enjoyment of members.

## **Article 3. Dedication Of Assets**

- A. The properties and assets of this club are irrevocably dedicated to the fulfillment of the aims of this club as set forth in Article 2.

- B. No part of the net earnings, properties, or assets of this club, upon dissolution or otherwise, shall insure the exclusive benefit of any private person or individual or any member or officer of this club except in fulfillment of said aims.
- C. On liquidation or dissolution, all properties and assets shall be utilized in fulfillment of outstanding obligations. The balance of obligations outstanding after all properties and assets have been exhausted shall be distributed equally to the membership. The balance of properties and assets remaining after all outstanding obligations have been fulfilled shall be distributed to a non-profit organization dedicated to promoting cycling selected by the board.

## **Article 4. Membership**

- A. Classes of membership shall be regular, and group.
- B. Anyone interested in bicycling is eligible for regular membership:
  - 1. Payment of dues as may be set by the board.
  - 2. with signature of an adult legal guardian if applicant is under 18 years of age.
- C. Any person eligible for regular membership, together with any person at the same address shall be eligible for group membership.
- D. Members' names, addresses and/or phone numbers will not be provided to any person or organization outside of the Santiam Spokes. Inc. without permission of the members.
- E. Honorary membership may be given to an individual subject to :
  - 1. Contribution to bicycling has been outstanding over an extended period of time.
  - 2. Two-thirds affirmative vote of the members present at a scheduled meeting.
  - 3. Shall be exempt from payment of dues.

F. A copy of the club bylaws shall be available for inspection by any member upon request to the board or any officer of the club.

## **Article 5. Dues**

A. Dues shall be paid once annually on or before their anniversary of membership in amounts set forth by the board.

The anniversary of membership is either the month of October or April, as determined by the date a member joins the club.

B. One copy of the monthly newsletter shall be provided each regular member and one copy to each family membership.

C. Dues and fees set shall be ratified by two-thirds vote of the members present at a scheduled meeting providing notice of such vote has been given in the club newsletter previous to the date of the vote.

## **Article 6. Safety**

A. Each rider shall wear a ANSI, or SNELL approved bicycle helmet on all regular or club-sponsored rides.

B. Members shall practice safe riding procedures and observe all traffic regulations.

## **Article 7. Termination Of Membership**

A. Causes of termination:

1. Resignation of the member in writing.
2. Failure to observe safety requirements as outlined in ARTICLE 6 of these bylaws.
3. Failure to pay dues in the amount and within the times set by the board.
4. Determination by the board or a committee designated to make such determinations, that the member has failed in a material and serious degree to observe the rules of conduct governing this club as declared by the board.

B. Procedure for expulsion

1. Notice shall be sent by certified mail to most recent address of the member as shown in the club's records.
  - a. Shall set forth the expulsion and the reasons therefore
  - b. Shall be sent at least 15 days prior to the effective date of the expulsion.
4. Member shall be given the opportunity to be heard, orally or in writing at a hearing.
  - a. Hearing to be held not fewer than 5 days prior to the effective date of the proposed expulsion
  - b. Hearing shall be held by a special member expulsion committee composed of not less than 3 officers appointed by the president
  - c. Notice to the member shall state date, time and place of the hearing for the proposed expulsion.
5. Following the hearing, the expulsion committee shall decide whether or not the member should in fact be expelled, suspended or sanctioned in some way. Decision to expel shall be subject to a two-thirds affirmative vote by secret ballot of the members present at a meeting of the members. The decision of the meeting is final.
6. Any person expelled shall receive the pro-rata refund of dues paid from the date of the expulsion to the end of the dues period.

## **Article 8. Meetings Of Members**

- A. Place of meetings- any place designated by the board of officer.
- B. Meetings to be held at least 6 times per year, but not more than monthly and with a maximum interval of 2 months. The October meeting shall be called the Annual Meeting and shall be the last meeting of the fiscal year.
- C. Notice of members' meetings
  1. Notice of meetings shall be given in the newsletter specifying place, date, time and in

the case of special agenda items, the nature of the business to be conducted.

2. Notice of certain agenda items if action is proposed on any of the following proposals, written notice or waiver of notice stating the general nature of the proposal shall be given or any member action on such proposals is invalid.
  - a. Removing a director and officer
  - b. Amending the bylaws or articles of incorporation if any
  - c. Approving a contract or transaction in which a officer has a material financial interest
  - d. Expulsion of a member
  - e. Matters which the board of officers intends to present for action by the members

D. Quorum shall consist of ten percent of the club membership, but not less than 10 members.

#### E. Voting

1. Persons eligible to vote shall have been members as of the first of the month of the date of the meeting.
2. Voting shall be by voice, show of hands or ballot.
3. When a quorum is present, the affirmative vote of the majority of the members present at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number is required by these bylaws or the articles of incorporation, if any.
4. In the case of changes to the bylaws and/or the articles of incorporation if any, a quorum must be present and an affirmative vote of two-thirds of the members present at the meeting, entitled to vote and voting on the matter, shall be required.

F. Proxies- there shall be no voting by proxy. Any member unable to attend a meeting at which a matter will be voted upon may vote by mail.

#### G. Voting of classes

1. Each regular member shall be entitled to cast one vote on all matters submitted to a vote of the members.
2. Each group membership shall be entitled to cast two votes on all matters submitted to a vote of the members.

H. Parliamentary Procedure Robert's Rules of Order, most recent edition, shall be the authority of questions of parliamentary procedure.

### **Article 9. Election Of Officers**

#### A. Nominations

1. Nominating committee selected by the President shall consist of three members. The committee shall present a list of candidates for election to office at the meeting of the members.
2. The names of the members of the nominating committee shall be published in the club newsletter at least two months prior to the date of the meeting.
3. Any member may place names in nomination, either in person at the meeting or by mail.

#### B. Officers and elections

1. The elected officers shall be; president, vice-president, recording secretary, treasurer, two touring co-captains, membership chairperson, newsletter editor, publicity chairperson and historian.
2. The election of officers shall be held annually at the October meeting. A plurality of the vote of the members voting constitutes an election.
3. Mail-in ballots shall be received prior to midnight two days before the election.
4. In the event only one candidate is nominated for each office, the entire slate may be elected by a simple majority vote of the October meeting members.
5. The term of office shall be for one year.

6. No person may serve more than three consecutive terms in any one office.
7. Installation of officers shall take place during the seven days following the October meeting.
8. Newly elected officers shall assume their duties immediately following installation, and shall serve until their successors have been installed.
9. Any person who is a member as of the first of the month of the October meeting shall be eligible for office.
10. Each new officer shall receive one copy of the bylaws.
11. Parts A through B, 9 of this article shall be read to the membership prior to any election activity at the October meeting.
12. Upon failure of any member of the board of officers to attend three consecutive board meetings, any member may recommend termination of that officer and the board may declare that position vacant. The board shall make necessary appointments to fill vacancies. Such appointments shall be for the remainder of the unexpired term.

### C. Duties of Officers.

Each officer shall be empowered to carry out the executive and administrative functions designated by the board of officers and these bylaws. These duties shall include but are not limited to, those enumerated in the following:

#### 1. President

- a. Serves as chair of the board of officers
- b. Presides at all meetings of members and of the board of officers.
- c. Appoints all committee chairpersons and makes all special assignments, subject to approval of the board.
- d. Has general supervision of all club activities.
- e. Executes club policy and acts a liaison to other organizations.

#### 2. Vice-president

- a. Performs all of the duties of the president in his or her absence and in the case of vacancy, becomes president.
- b. Plans programs for regular meetings of the members.

#### 3. Recording Secretary

- a. Records and maintains the minutes of the meetings of the members, special meetings and meetings of the board of officers.
- b. Preceding each meeting, provides the chair with a list of unfinished business to be considered.
- c. Gives notice of all meetings of the members and of the board as required by the bylaws.
- d. Keeps the seal of the club, if any, and related legal documents in safe custody.

#### 4. Touring Co-captains

- a. Schedule weekly and/or other club rides.
- b. Maintain the ride files and records.
- c. Appoint and instruct leaders for scheduled club rides.

#### 5. Treasurer

- a. Shall be the chief financial officer of the club.
- b. Receives all funds due the club and pays club bills in accordance with the budget.
- c. Maintains savings and checking account which honors any one of the four authorized signatures of the treasurer, president, vice-president, or recording secretary.
- d. Maintains the books of the club and presents them for audit to a committee seven days prior to the expiration of term of office.
- e. Prepares the annual financial report and presents it to the board at the board meeting prior to the annual meeting.
- f. Presents a synopsis of the annual financial report to the members at the annual meeting.



- g. Ensures that the club maintains compliance with Federal and State (Oregon) statutes concerning raising and spending funds and reporting income and expenditures.
6. Membership chairperson
    - a. Maintain roster of club members.
    - b. Annually, publish membership in the newsletter to the membership.
    - c. Issue notices of memberships that come due.
    - d. Promote membership through newsletter and functions of the club.
  7. Newsletter editor and publisher
    - a. Requests and receives articles, edits, and oversees the distribution of the monthly club newsletter.
  8. Publicity chairperson
    - a. Promotes club events to membership and to the greater community through various media. This includes, and is not limited to newsletter listings and articles, brochures, web page, and postings.
  9. Historian
    - a. Maintains a historical record of club activities. This includes, and is not limited to: correspondence, photos newsletter and magazine articles and personal contributions submitted by the membership.
    - b. At the October meeting, provide a display of the year's activities that will be filed in the Santiam Spokes. Inc.\_history records.

## Article 10. Officers

- A. Number of Officers. The number of officers shall be not less than 5 and shall be also called the officers of the club.
- B. Powers
  1. General powers. Subject to the provisions of these bylaws relating to action required to be approved by the members, the business and affairs of the club shall be managed, and all

- administrative powers shall be exercised by or under the direction of the board of officers.
2. Specific powers. Without prejudice to these general powers, and subject to the same limitations, the officers shall have the power to:
    - a. Select and remove all agents, committees and employees of the club; prescribe any duties for them that are consistent with the law and with these bylaws.
    - b. Adopt, make and use a club seal; prescribe the forms of membership certificates; and alter the form of the seal and certificate.
    - c. To remove a officer, subject to the concurrence of two-thirds majority vote at a meeting of the members.
- C. Vacancies: Vacancies occurring in the board of officers due to death, resignation or removal shall be filled by appointment of the president with concurrence of the board. Vacancy of the president shall be filled by the vice-president. No officer may resign when the club would be left without a duly elected officer in charge of its affairs.
  - D. Place of Meetings: Regular meetings of the board of officers may be held at any time and place that has been designated from time-to-time by resolution of the board. Any meeting, regular or special, may be held by conference telephone so long as all officers participating in the meeting can hear one another.
  - E. Regular Meetings:
    1. Regular meetings of the board of officers shall be held without call at such time as shall from time-to-time be fixed by the board. Such meetings may be held without notice.
  - F. Special Meetings
    1. Authority to call meeting. Special meetings of the board of officers may be called at any time by the president, vice-president, recording secretary or any two officers.
    2. Notice

- a. Manner of giving notice. Notice of the time and place of special meetings shall be given to each officer by one of the following methods:

personal delivery,  
first class mail,  
telephone,  
e-mail.

- b. Time requirements. Notices sent by mail shall be deposited at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or e-mail shall be delivered at least 48 hours before the time set for the meeting.

G. Quorum. A majority (five officers) of the authorized number of officers shall constitute a quorum for the transaction of business.

H. Fees and Compensation of Officers. Officers and members of committees may not receive compensation for their services. Reimbursement of expenses, as may be determined by resolution of the board to be just and reasonable, is permitted.

1. Pre-approval by the board of any purchases in the name of the Santiam Spokes, Inc. is required for reimbursement.

## **Article 11. Committees**

- A. The board of officers may designate one or more committees to serve at the pleasure of the board.
- B. The board may adopt rules for government of any committee not inconsistent with these bylaws.
- C. Any committee, to the extent provided by the board shall have all the authority of the board, except that no committee may:
  1. Take final action on matters which under these bylaws also requires approval of the members.
  2. Fill vacancies on the board of officers or in any committee.

3. Amend or repeal or existing bylaws or adopt new bylaws.
4. Amend or repeal any resolution of the board of officers which by its express terms is not so amendable or repealable.
5. Appoint any other committees of the board of officers or the members of these committees.
6. Approve any transaction to which the club is a party and one or more officers have a material financial interest.

## **Article 12. Indemnification Of Officers, Employees And Other Agents**

A. Definitions. For the purpose of this article,

“Agent” means any person who is or was an officer, committee member, or any other agent of this club.

“Proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative.

“Expenses” includes, without limitation, all attorney’s fees, costs, and any other expenses incurred in establishing a right to indemnification under this article.”

- B. Successful Defense By Agent. To the extent that an agent of this club has been successful on the merits in defense of any proceeding referred to in this article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of 12(C) through 12(E) shall determine whether the agent is entitled to indemnification.
- C. Action Brought By Persons Other Than The Club



1. Subject to the required findings to be made pursuant to 12(E), below, this club shall indemnify any person who was or is a party to any proceeding by reason that such person is or was an agent of this club, for all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in the proceeding.
2. Exceptions. The club shall not indemnify for:
  - a. An action brought by, or on behalf of, this club, or by an officer, officer or person granted relates status by the Attorney General.
  - b. An action brought by the Attorney General on the ground that the defendant officer was or in engaging in self-dealing.
  - c. An action brought by the Attorney General for breach of duty relating to assets held in charitable trust.

#### D. Action Brought By Or On Behalf Of The Club

1. Claims settled out of court. If any agent settles an action brought by this club, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or for any expenses incurred in defending against the proceeding.
2. Claims and suits awarded against an agent. This club shall indemnify any person who was or is a party to any action brought by this club by reason of the fact that the person is or was an agent of this club, for all expenses incurred in the defense of that action, provided that both of the following are met:
  - a. The determination of good faith conduct required by 12(E), below must be made in the manner provided for in that section; and
  - b. Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity. If the agent is found to be so entitled, the court shall determine the

appropriate amount of expenses to be reimbursed.

#### E. Determination of Agent's Good Faith Conduct- Indemnification granted to an agent in 12(C) and 12(D) above is conditioned on the following:

1. Required standard of good conduct. The agent seeking reimbursement must be found, in the manner provided below, that he acted in good faith, in a manner he believed to be in the best interest of this club, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction or on plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonable believed to be in the best interest of this club or that he had reasonable cause to believe that his conduct was unlawful.
  2. Manner of determination of good faith conduct. The determination that the agent did act in a manner complying with paragraph 1 above shall be made by:
    - a. The board of officers by a majority vote of a quorum consisting of officers who are not parties to the proceeding;
    - b. The affirmative vote of a majority at a meeting of the members;
    - c. The court in which the proceeding is or was pending.
- #### F. Limitations- No indemnification or advance shall be made under this article, except as provided in 12(B) or 12(E)(2)(c), in any circumstances when it appears that:
1. The indemnification or advance would be inconsistent with a provision of these bylaws, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of the action asserted in the proceeding.

2. The indemnification would be inconsistent with any condition expressly imposed by the court in approving a settlement.

G. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by this club before the final disposition of the proceeding on receipt of an undertaking by the agent to repay the amount of the advance, unless it is determined ultimately that the agent is entitled to be indemnified as authorized by this article.

H. Contractual Rights of non officers and non officers. Nothing contained in this article shall affect any right to indemnification to which persons other than officers and officers of this club may be entitled by contract or otherwise.

I. Insurance. The board of officers may authorize the purchase of insurance on behalf of any agent of this club against any liability incurred by the agent arising out of the agent's status as such, whether or not this club would have the power to indemnify the agent against that liability under the provisions of this section.

### **Article 13. Records And Reports**

A. Inspection Rights- Any member of the club may, upon five days prior notice to the club recording secretary, inspect and copy:

1. The names and addresses of the members, and determine their voting rights.
2. The minutes of meetings of members, meetings of the board of officers, and of committees.
3. The bylaws as amended to date.

B. Inspection By Officers- Every officer shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the club. This inspection by a officer may be made in person or by an agent or attorney, and includes the right to copy and make extracts of documents.

C. Annual Report- The issuance of an annual or other periodic report(s) by the board of officers shall be at the discretion of the board as they consider appropriate. However, the recording secretary shall provide to the board if so requested and to those members who request it in writing, within 120 days of the close of its fiscal year, a report containing the following information in reasonable detail:

1. The assets and liabilities of the club as of the end of the fiscal year.
2. The principal changes in assets and liabilities during the fiscal year.
3. The revenue or receipts, and the expenses or disbursements of the club during the fiscal year.

### **Article 14 Amendments**

A. These bylaws may be amended at a scheduled meeting of the members, or special meeting, by an affirmative vote of two-thirds of the members present and voting, provided that the proposed amendments shall have been presented in writing at one previous meeting of the members and have appeared in one edition of the club newsletter.

B. Posting to the club website for 30 days with a notification in the club newsletter at the beginning of the period may substitute for printing in the newsletter; in such a case, complete printed copies will also be available upon request by any member.

# **Santiam Spokes, Inc.**

## **Bylaws January 4, 2005**