

**Bylaws Of the Bicycle Tour Network –
A Not for Profit Association**

**ARTICLE I
IDENTIFICATION**

Section 1 Name:

The name of the association is the Bicycle Tour Network (hereinafter referred to as the Association).

Section 2 Fiscal Year:

The fiscal year of the Association shall begin the first day of January and end at the close of the 31st day of December next succeeding.

**ARTICLE II
OFFICES**

Section 1 Principal office:

The principal office of the Association is located in Ankeny, Polk County, State of Iowa at PO Box 1443, zip code 50021.

Section 2 Change of Address:

The designation of the county or state of the Association's principal office may be changed by amendment of these bylaws. The Board of Directors may make such amendment as allowed herein changing the principal office from one location to another. When such amendment is made the change shall be noted below.

_____ Dated: _____
_____ Dated: _____

Section 3 Other Offices:

The Association may also have offices at such other places, within or without its state of association, 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.

**ARTICLE III
PURPOSES**

Section 1 Specific Objective and Purposes:

The mission of the Bicycle Tour Network is to bring together the directors, coordinators, organizers, etc., of bicycle events, as well as vendors, sponsors, advocates and other interested parties to share ideas, learn ways to improve their events and promote responsible cycling and bicycle tourism.

**ARTICLE IV
DIRECTORS**

Section 1 Number:

The Association shall have a maximum of nine (9) directors and collectively they shall be known as the Board of Directors. Representation shall be made up of the current President, Vice President, Secretary, Treasurer, Immediate Past President and four (4) At-Large Members.

Section 2 Qualifications:

Directors shall be of the age of majority in this state.

Other qualifications for directors of the Association shall be as follows:

1. Of legal age, unless otherwise stated in the bylaws.

2. Never convicted of embezzlement, fraud, or other serious crimes, unless approved by the Board of Directors and specified as an exception in the bylaws.
3. Be a Voting member in good standing of the Association. See Article V Section 2 for definition of member in good standing.

Section 3 Powers:

Subject to the provisions of the laws of this state and any limitations in these bylaws and Articles of Association relating to action required or permitted to be taken or approved by the members, if any, of this Association, the activities and affairs of this Association shall be conducted and all Association powers shall be exercised by or under the direction of the Board of Directors.

Section 4 Duties:

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by Articles of Association, or these bylaws;
- (b) Appoint and remove, employ and discharge, and, except, as otherwise provided in these bylaws, prescribe the duties and fix compensation, if any, of all officers, agents and employees of the Association;
- (c) Supervise all officers, agents and employees of the Association to assure that their duties are performed properly;
- (d) Meet at such times and places as required by the bylaws;
- (e) Register their address with the secretary of the Association, and notices of meetings mailed, faxed or e-mailed to them at such address shall be valid notices thereof;
- (f) Assist the Association in locating and securing financial resources by the setting of dues and special assessments to the membership;
- (g) Appoint an executive director, if the Board of Directors, by a two-thirds vote, determines it is necessary to hire one;
- (h) Conduct an annual review of the job description to update the activities and responsibilities of the executive director; and
- (i) Reimburse (following a majority vote) the executive director for all expenses that are authorized by the board.

Section 5 Election and Term of Office:

Officer elections shall take place annually, with elections each year for those officers and directors whose term expires at the end of that annual meeting. The Vice-President becomes the president of the Association at the conclusion of his or her term of office as Vice-President. The President, Vice-President, Secretary, Treasurer immediate Past President, and four At-Large members serve two year terms. Terms begin following the annual meeting the year they are elected and continue for two years, expiring at the end of the annual meeting the year the term expires.

Section 6 Compensation of Directors:

Directors and officers serve as volunteers and as such are not entitled to compensation. The board, by a majority vote, may elect to pay reasonable expenses incurred on behalf of the association by any director or officer, however the expenditure must be approved in advance of the expenditure.

Section 7 Place of Meetings:

The annual meeting location shall be determined by the board of directors amongst those submitting proposals in the prescribed manner to the board for consideration.

Section 8 Regular Meetings:

The organization will hold its regular meeting at the annual conference in November of each year as set by the Board of Directors.

Section 9 Special Meetings:

May be called at any time by two-thirds of the membership or a majority of the board of directors.

Section 10 Notice of Meetings:

Meeting notices shall be mailed or e-mailed to all active members of the Association with at least ten (10) days notice. Some meetings may be held electronically or in phone conference call to facilitate the fact that membership is from across the country and travel may be limited. A majority of the board of directors must approve the electronic or conference call meeting and notice may be given electronically.

Section 11 Quorum of Meetings:

A quorum shall consist of a majority of the members of the Board of Directors. Except as otherwise provided under the Articles of Association, these bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which a the required quorum is not present, and the only motion which the Chair shall entertain at such a meeting is to adjourn.

Section 12 Majority Action as Board Action:

Every act or decision done or made by majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Association, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

Section 13 Conduct of Meetings and Attendance:

Meetings of the Board of Directors shall be presided over by the President of the Association or, in his or her absence, by the Vice-President of the Association or, in the absence of each of these persons, by a Chairperson selected by a majority of the directors present at the meeting. The Secretary of the Association shall act as Secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. Meetings shall be governed by the Chairperson, insofar as such rules are not inconsistent with or in conflict with the Articles of Association, these bylaws, or with provisions of law.

Section 14 Vacancies:

The board of directors by majority vote of those present may appoint an individual to sit on the board of directors for the remainder of the unexpired term of the vacant position. If the office of President becomes vacant, the current Vice-President will assume the President's position for the remainder of the term and then become President for a full term.

Section 15 Non-liability of Directors:

The Association agrees to indemnify and hold harmless the directors and officers of the association for any acts, errors or omissions that may arise from the conduct of their duties as a board member or officer of the Association.

Section 16 Indemnification of the Directors and Officers by the Association:

The assets of the association shall be used to defend any and all claims against the board of directors or its officers.

Section 17 Conflict of Interest:

Individuals with any conflict of interest shall be restricted from voting on the issue pertaining to the point of conflict.

**ARTICLE V
OFFICERS AND BOARD OF DIRECTOR POSITIONS**

Section 1 Designation of Officers and At-Large positions:

The officers of the Association shall be President, Vice-President (President Elect), and Secretary, Treasurer. The Board of Directors may have other titles for its members. In addition, the Board of Directors will have up to four At-Large members.

Section 2 Qualifications:

Active members of the Association. Meaning all dues are paid and up to date.

Section 3 Election and Terms of Office:

Elected for two-year terms, with elections held annually for those positions that expire at the end of that year's annual meeting.

Section 4 Removal and Resignation:

A board member or officer may be removed from the board or office by a two-thirds vote of the board.

Section 5 Vacancies:

Shall be filled by a majority vote of the board.

Section 6 Duties of the President:

Setting and monitoring the goals of the Association, conduct all meetings of the Association, preside at the board meeting and assure that all meetings are run according to the rules of order, chair the nominating committee for the board of directors.

Section 7 Duties of the Vice-President (President Elect):

Serve in the absence of the President, chair the agenda committee for the annual conference.

Section 8 Duties of the Secretary:

Keep minutes of all meetings of the board of directors and the executive committee; send notices for annual and special meetings. Also see Article VIII Section 3

Section 9 Duties of the Treasurer

Prepare a financial statement for delivery to the membership at the annual meeting, prepare the membership list, and send renewal notices for membership. Also see Article VIII Section 3.

Section 10 Duties of the At-Large Members:

Participate in all Board Meetings, as designated by the President; duties include those determined by the Board of Directors.

**ARTICLE VI
COMMITTEES**

Section 1 Standing Committees:

Marketing, Membership, or other standing committees as approved by the board of directors.

Section 2 Other Committees:

Other ad hoc committees may be appointed by the president to work on specific projects within a determined time frame.

Section 3 Meetings and Actions of Committees:

Meetings and actions of committees shall be governed by, noticed, held and taken in accordance with the provisions of these bylaws concerning meetings of the Board of Directors, such as changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of the committees may be fixed by

resolution of the Board of Directors or the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

ARTICLE VII 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 Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, 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 Association by any contract or engagement or to pledge its creditor to render it liable monetarily for any purpose or in any amount.

Section 2 Checks and Deposits:

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, orders for payment of money, of the Association shall be signed by the executive director/manager. The executive director/manager shall render a monthly report to the Board of Directors as to all transactions conducted in that month and year to date. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

Section 3 Other Signatures:

By resolution, the Board of Directors may provide other methods of handling checks and deposits.

Section 4 Indebtedness:

The Association shall incur no indebtedness except, such as may be adopted by resolution signed by a majority of the Board of Directors and stating the purpose, amount and repayment plan.

Section 5 Gifts:

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the nonprofit purpose of the Association.

ARTICLE VIII ASSOCIATION RECORDS AND REPORT

Section 1 Maintenance of Association Records:

The Association shall keep at its principal office:

- (a) minutes of all meetings of Directors, committees of the Board and, if this Association has members, of all meetings of members indicating time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceeding thereof;
- (b) 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;
- (c) a record of its members, if any, indicating their names and addresses and, if applicable the class of membership held by each member and the termination date of any membership;
- (d) a copy of the Association's Articles of Association and bylaws as amended to date, which shall be open to inspection by the members, if any, of the Association at all reasonable times during office hours.

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 Association and shall have such other rights to inspect the books, records and properties of this Association as may be required under the Articles of

Association, other provisions of these bylaws, and provisions of law.

Section 3 Members' Meetings Inspection Rights:

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

(a) to inspect and copy the record of all member's names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the Association, which demand shall state the purpose for which the inspection rights are requested;

(b) to obtain from the Secretary of the Association, upon written demand on, and payment of a reasonable charge to, the Treasurer of the Association, a list of the names, addresses and voting rights of those members entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made within a reasonable time after the demand is received by the Secretary of the Association or after the date specified therein as of which the list is to be compiled;

(c) to inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or committees of the board, upon written demand on the Secretary of the Association by the member, for a purpose reasonably related to such person's interests as a member. Members shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Association, other provisions of these bylaws, and provisions of law.

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 or to the members, if any, of this Association, to be so prepared and delivered within the time limits set by law.

ARTICLE IX BYLAW CHANGES

Section 1. Bylaw Changes:

The Board of Directors will present membership with any suggested bylaw changes 15 days in advance for comments from the membership. Bylaw changes will be voted on by a super majority of the board after taking comments from the membership into consideration.

ARTICLE X EXECUTIVE DIRECTOR/MANAGER

Section 1. Appointing an Executive Director /Manager:

The Association may appoint an executive director/manager and job description. The term of the position will be at the discretion of the Board of Directors.

ARTICLE XI MEMBERSHIP

Section 1 Membership:

There shall be two classes of membership in the Association.

The Association shall have Voting members and Non-voting members. Membership shall be limited to those persons, and/or organizations, that have an interest in Bicycling and tourism and have paid their annual dues.

Section 2 Voting Members:

The Association shall recognize any entities that currently operate at least one non-competitive bicycle event, that chooses to pay dues, as Voting Members.

- (a) each entity shall be entitled to only one (1) vote;
- (b) only those members that have a representative present at meetings may vote.
- (c) a representative of the voting Member shall be eligible to hold office and/or sit on the Board.

Section 3 Non-Voting Members:

A. The Association shall recognize vendors, sponsors, advocates, and other interested parties, that choose to pay dues, as Non-Voting Members.

B. Non-Voting Members shall not be eligible to hold office.

Section 4 Exofficio Positions

The Board of Directors shall reserve the right to appoint exofficio, non-voting members to the BOD for limited terms and projects.

By-laws adopted: _____, 200__

By: _____

President of the Association

Attest: _____

Secretary of the Association

Attest: _____

Treasurer of the Association

Attest: _____

Updated: 10/09/2015