

League of American Bicyclists - Bylaws

ARTICLE I - GENERAL

Section 1 - Name: The name of this Corporation shall be the LEAGUE OF AMERICAN WHEELMEN, INC. d/b/a the LEAGUE OF AMERICAN BICYCLISTS.

Section 2 - Purpose: The Corporation is organized and operated exclusively for charitable and educational purposes, that follow:

- A. Promote and protect the rights of bicyclists
- B. Advocate for the interests of bicyclists
- C. Support bicycling skills education
- D. Promote bicycling for fun, fitness and transportation

Section 3 - Powers: The Corporation shall have such powers as are now, or may hereafter be, granted by the Illinois Not For Profit Corporation Act, its Articles of Incorporation, and these bylaws.

Section 4 – Definitions:

Annual Board Meeting: The meeting of the Board of Directors, typically held in the spring of the year, where the officers of the corporation are elected to new terms, and when departing Board Members leave and new Board Members begin their board term of service.

Board of Directors Meetings: May be in person, via telephone and/or web conference.

Board Notifications to members: Will be via electronic or print communication methods.

Notices or Notifications: Notifications to Directors, members or committee members may be via electronic or print communication methods.

Chair: A woman or man elected by the Board as the head of the organization, or a Committee leader appointed by the Chair of the Board.

Petition: A written or electronic submission to the Board or League office on behalf of one or more candidates for the Board of Directors or a subject the petitioner wishes the Board to act upon. The membership status of all petitioners shall be verified to determine the number of valid petitions. Petitions from family members shall count as two votes.

Vote: A vote may be in person, via telephone or other computer method, as specified in the Bylaws or as determined by the Board.

ARTICLE II – MEMBERSHIP

Section 1 - General: The Corporation is a not for profit Corporation, without capital shares, and no pecuniary benefit shall inure to any member by reason of membership.

Section 2 - Eligibility: Payment of dues entitles one to membership in the Corporation. Membership is open to everyone interested in bicycling.

Section 3 - Class of Membership: The Corporation shall have a Regular class and an Affiliate class of membership. The Board of Directors may establish types of membership within each class of membership as the Directors may deem to be in the best interest of the Corporation.

A. Regular membership shall comprise two types: individual or family. A family shall consist of two or more people living at the same address who are related by blood, marriage, civil union, adoption or foster care.

B. Affiliate membership shall consist of clubs, organizations, associations, corporations, partnerships, companies, or any other groups.

Section 4 - Dues: The Board of Directors shall establish the dues for each type of membership within a class of membership. Non-payment of dues in cash or in-kind equivalent value terminates membership.

Section 5 - Voting And Referendum Petition Rights: An individual member shall have one vote. A family membership shall have two votes. Affiliate members shall have no votes.

A. Voting. Regular members shall have the right to elect the Member-elected Board of Directors as provided for in Article III, Section 8.

B. Referendum. Regular members may, by submitting petitions bearing signatures of ten percent (10%) of the Regular members of the League, direct the Board of Directors to conduct a referendum of the Regular members on any relevant matters or questions. Reasonable procedures for collecting and certifying petitions shall be established by the Board of Directors. These procedures, including the number of signatures required, shall be supplied by the League office to any Regular members on request. Upon notifying the League office of the intent to petition for a referendum, petitioners shall have 75 days to submit the required number of signatures to the League office. Within a reasonable time, the League shall conduct a vote of the entire membership, by mail or electronic means, unless the Board of Directors themselves meet and vote passage of the matter dealt with by the petition. Such matters shall be decided by a majority of the vote received by the League office within 30 days after ballots are made available to members, and shall have the same effect as an act taken by the Board of Directors.

Section 6 - Transferability: Membership in the Corporation is not transferable or assignable.

Section 7 - Annual Meeting: An Annual Membership Meeting open to all members shall be held in the first quarter of the year at a time and place designated by the Board of Directors. Notice of the Annual Meeting shall be published in the League's magazine, and on its Web site, at least 90 days in advance of the meeting. At the Annual Meeting an opportunity shall be provided for discussion by the members of current and potential policies and activities of the Corporation.

ARTICLE III - BOARD OF DIRECTORS

Section 1 - General Powers: The Board of Directors shall be responsible for the management and control of the Corporation and shall perform every act that it deems necessary, expedient, or advisable to carry out the purposes of this Corporation, subject to the Illinois Not For Profit Corporation Act, its Articles of Incorporation, and these bylaws. The following are matters that must be submitted to, and receive the approval of, the Board of Directors:

- A. Amendment or restatement of the Articles of the Corporation;
- B. Merger, consolidation, or dissolution of the Corporation;
- C. Sale, lease, exchange, pledge, or mortgage of any substantial part of the assets of the Corporation;
- D. Adoption of a strategy, workplan and budget for the Corporation;
- E. Such other matters that may be required by law to be submitted to the Board of Directors.

Section 2 - Directors: The Board of Directors shall consist of up to 17 Directors but not less than 12, as determined from time to time by the Board of Directors. One of the Directors shall have the experience and qualifications expected of a treasurer. All Directors shall exercise the same rights and enjoy the same privileges. A simple majority of the Directors shall be elected by the Members as provided for in Article III, Section 8. A minority shall be elected by the Board upon nomination by the Governance Committee.

Section 3 - Eligibility: All Directors must be members of the League and shall meet the minimum qualifications as defined by the Board of Directors.

Section 4 - Meetings: The Board of Directors shall meet at least two times each year, and one shall be the Annual Board Meeting. Special Meetings of The Board may be called by the Chair or upon demand of a majority of Directors at such time and place as the Chair may designate. Notice of any meeting shall be sent to each Director at least ten (10) days in advance of the meeting.

Section 5 - Quorum: A majority of the Directors shall constitute a quorum at any meeting of the Board. When a quorum is present, a decision by a majority of the Directors present is the act of the Board, unless these bylaws provide otherwise.

Section 6 – Board Member Elections: The Governance Committee is responsible for recruiting new Board members as defined in Article V, section 8. In this role the committee shall assess and share with the full Board recommendations on the skills or characteristics to be sought for the Board elections. It shall present its report of recommended candidates to the Board in writing at least 20 days prior to the Board’s deliberation.

Section 7 - Petition: Any person who applied to be a candidate but was not selected for the ballot, and who meets the minimum eligibility requirements defined in Article III Section 3, may become a candidate for Director by obtaining signatures of five percent (5%) of the total persons who hold regular memberships. Recommendations of the Board shall be announced no less than 45 days before the Board election date, and any petitions for candidate nominations shall be submitted no less than 10 days prior to the start of the Board election.

Section 8 - Election:

- A. At the Annual Board Meeting, the Board shall establish a timetable for the following year's elections. Such timetable shall include a deadline for the Governance Committee's report, subject to the requirements of this section and Article III, Section 6.
- B. Ballots for the election of Directors shall be in a form and be made available to members in a manner as determined by the Board, provided that such ballots shall be available to members at least 60 days prior to the Annual Board Meeting. The deadline for return of all ballots to the Corporation shall be at least 15 calendar days following the date ballots are made available to members, but in no event later than 30 days before the Annual Board Meeting. In order to be valid the return date of any ballot shall be as indicated by postmark or other clearly ascertainable evidence as the Board may determine.
- C. Ballots will be counted using a preferential voting method approved by a majority the Board and as posted on the League's website.

Section 9 - Term of Office: The term of Directors shall be three (3) years beginning at the Board of Directors Annual Board Meeting following his/her election and ending at the beginning of the Annual Board Meeting 3 years later, provided that a Director who is also an officer of the Corporation shall continue as a non-voting member of the Board of Directors until his/her successor takes office as provided in Article IV. Terms for Directors will be staggered to provide for continuity on the Board. Directors may not serve more than three (3) consecutive terms.

Section 10 - Removal:

- A. Repeated un-excused absence from duty, defined as three consecutive meetings or three of the five most recent meetings, shall result in automatic removal.
- B. Board-initiated removal: Any Director may be removed by a two-thirds (2/3) vote of the full Board at a meeting of the Board of Directors only for one or more of the following reasons:
 - a. Disruptive, abusive, or grossly offensive conduct at meetings or on any occasion where the Director is formally representing the Corporation;
 - b. Conviction of a felony or any legal action that results in imprisonment.
- C. Member initiated removal: Any person who holds a Regular membership may initiate removal of any Director by obtaining signatures of ten percent (10%) of the total persons who hold regular memberships, which shall be presented to the Board for action by the full Board. The reasons for seeking removal must be submitted with the signatures.

Section 11 - Vacancies: Vacancies resulting from an unfulfilled term of a Director shall be filled by a majority vote of the Board. A Director elected to fill a vacancy shall serve the unexpired term of his or her predecessor in office.

Section 12 - Action By Unanimous Written Consent: Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Board members. Such consent shall have the same force and effect as a unanimous vote.

Section 13 - Compensation/Reimbursement: Directors shall not be paid compensation or receive any benefits for services provided to the Corporation. Directors may be reimbursed for authorized expenses incurred by them in the performance of their duties.

Section 14 - Director Emeritus: The title of Director Emeritus shall be bestowed to a living past Director of the League who has been instrumental in the growth and vitality of the League. The Director Emeritus shall be included with the listing of the Board of Directors as it appears in its publication. The position of Director Emeritus is an honorary appointment and does not include the duties, responsibilities, or privileges described in Article III, Sections 1 and 2. The Director Emeritus shall be elected by a two-thirds (2/3) majority vote of the total Board of Directors. It is understood this title shall be given to persons for outstanding service of long duration to the League.

ARTICLE IV - OFFICERS

Section 1 - Elected Officers: The elected officers of the Corporation shall be a Board Chair, Vice Chair, Treasurer, and Secretary. All officers shall be members of the Board of Directors.

Section 2 - Election And Term Of Office: The officers of the Corporation shall be elected by the Board of Directors for terms of one (1) year at the Annual Board Meeting and hold office until their successors have been duly elected or appointed.

Section 3 - Removal: Any officer may be removed by a two-thirds (2/3) vote of the total Directors whenever in their judgment the best interests of the Corporation shall be served.

Section 4 - Vacancies: In the event of a vacancy in the Chair, the Vice Chair shall assume the duties of such office for the unexpired term of the office. Vacancies occurring in other officers' positions may be filled by appointment by the Board Chair, for the unexpired term of the office.

Section 5 – The Board Chair shall have the general care, supervision, and operation of the Corporation; preside at all Board of Directors Meetings and the Annual Meeting; perform all duties incident to the office of Chair and such other duties required by these bylaws and as may be prescribed by the Board of Directors; and serve as ex-officio member, with vote, on all Corporate committees.

Section 6 - The Vice Chair shall discharge the duties of the Board Chair in the Chair's absence or during a vacancy in the office and undertake such other duties as may be assigned by the Board Chair or by the Board of Directors.

Section 7 - The Treasurer shall provide oversight for: accounting of the funds and securities of the Corporation; keeping an account of all monies received and expended; preparing an annual budget; and shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Board Chair or by the Board of Directors.

Section 8 - Secretary: The Secretary shall keep the minutes of the Meetings of the Board of Directors and the Annual Meeting, give notice of all such meetings in accordance with these bylaws or as required by law, and perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board Chair or by the Board of Directors.

Section 9 - President: The President shall be the principal executive officer of the Corporation, shall be a paid member of the staff, and shall assist and support the Corporation in the development and execution of policies, programs, plans, and objectives necessary to carry out the purposes of the Corporation. The President shall manage all staff operations within the framework of decisions made by the Board of Directors; and serve as ex-officio member, without vote, on the Board of Directors and all Corporate committees. The Board of Directors shall prescribe the method of appointment of the President.

ARTICLE V - COMMITTEES

Section 1 - General: Committees may be created and abolished by the Board Chair or by the Board of Directors. With the exception of the Governance Committee, all committees are advisory to the Board of Directors.

Section 2 - Appointment: The Board Chair shall recommend to the Board, appointees to serve as chair and members of committees from among Directors, interested and qualified members, professional advisors, and friends of the Corporation with said appointments subject to confirmation by the majority vote of the Directors.

Section 3 - Ex-Officio Members: The Board Chair and the President shall serve as ex-officio members on all committees.

Section 4 - Removal: Any member of a committee may be removed by the Board Chair whenever the Chair judges the best interest of the Corporation will be served. Any member of a committee may also be removed by a two-thirds (2/3) vote of the Board of Directors.

Section 5 - Vacancies: Vacancies in the membership of any committee may be filled by appointment made in the manner provided in the case of the original appointment.

Section 6 - Quorum: A majority of the whole committee shall constitute a quorum. The act of the majority of the committee members present at the meeting at which a quorum is present is the act of the committee.

Section 7 - Executive Committee: The Executive Committee of the Board of Directors shall consist of the officers of the Corporation and another Board member, elected by the Board. The Immediate Past Chair shall serve as a member of the Executive Committee, ex-officio, without vote for a period of one year. This committee shall have the power and authority to act for the Board except as prohibited by law or these bylaws. By majority vote of its members, the Board may at any time revoke any or all of the authority so granted. The committee shall keep regular minutes of their proceedings and report the same from time to time as the Board may require.

Section 8 – Governance Committee: The Governance Committee of the Board of Directors shall at least annually assess, recruit, and develop Board members so they can better perform their responsibilities. At the Annual meeting The Chair shall appoint from 3 to 5 Directors as members of the Governance Committee. No Director who is a candidate for election or appointment before the next Annual Meeting may serve on the Governance Committee.

ARTICLE VI - AFFILIATED BICYCLE ORGANIZATIONS

Section 1 - General: The Corporation encourages the formation of bicycling organizations whose objectives are consistent with the Corporation's purposes. Bicycling organizations may become affiliated with the Corporation by meeting requirements prescribed by the Board of Directors.

ARTICLE VII - EMPLOYEES

Section 1 - Employees: The Board of Directors may establish such positions of employment as it deems desirable and shall prescribe the method for the hiring and discharging of employees necessary for the proper conduct of the Corporation's business.

ARTICLES VIII - AGENTS AND REPRESENTATIVES

Section 1 - Agents And Representatives: The Board of Directors may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these bylaws, and to the extent authorized or permitted by law.

ARTICLE IX - INDEMNIFICATION

Section 1 - Directors And Officers: The corporation shall, to the fullest extent permitted by applicable law, indemnify any person who is or was a Director or Officer of this Corporation, or other entity which such person is serving or served in any capacity at the request of this Corporation, and who is made or threatened to be made a party to any action, suit, or proceeding, against any and all liability and reasonable expenses, including attorney's fees, actually and necessarily incurred by them in connection with the defense of any such action, suit, or proceeding, civil or criminal, or in connection with the defense of any appeal therein except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding that such director or officer (i) acted in bad faith or were the result of active and deliberate dishonesty and, in either case, were material to the cause of action so adjudicated, or (ii) personally gained an advantage to which he/she was not legally entitled. The benefits of this section shall extend to the heirs and legal representatives of any person entitled to indemnification hereunder.

Section 2 - Employees And Agents: The Corporation may, to the extent authorized by the Board of Directors and permitted by applicable law, indemnify any employee or agent of the Corporation who is not a Director or Officer of the Corporation.

Section 3 - Non-Exclusivity: Any right of indemnification under Section 1 shall not be exclusive of other rights to which a Director or Officer may be entitled by law. Indemnification under Section 1 or Section 2 may be retroactive to the fullest extent permitted by law. This Article shall not be construed as a limitation on the authority of the Board to advance Corporation funds for reasonable expenses, including attorneys' fees.

ARTICLE X - CONTRACTS AND BANKING

Section 1 - Contracts: The Board of Directors may authorize any officer or officers, agent, or agents, to enter into any contract or execute or deliver any instrument in the name of or on behalf of the Corporation, and such authority may be general or confined to special instance.

Section 2 - Deposits: All funds of the Corporation not otherwise employed 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 3 - Checks: All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent, or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4 - Loans: No loan shall be made to this Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

ARTICLE XI - ACCOUNTING YEAR AND FINANCIAL STATEMENTS

Section 1 - Accounting Year: The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year.

Section 2 - Financial Statements: At the end of the accounting year, the books of the Corporation shall be closed and financial statements prepared for that year. Such financial statements shall be audited, reviewed or compiled as determined by resolution of the Board of Directors by an Independent Auditing Firm, the partners of which are certified public accountants. The balance sheet of such financial statements shall be audited at least once every four years. Such financial statements shall be promptly submitted to the Board of Directors upon completion.

ARTICLE XII - MISCELLANEOUS

Section 1 - Books And Records: The Corporation shall keep correct and complete books and record of accounts of its members, Board of Directors, and committees having any of the authority of the Board of Directors; and shall keep at its registered office or principal office a record giving the names and addresses of its members entitled to vote. Books and records of the Corporation may be inspected by any member, or the member's agent or attorney, for any proper purpose at any reasonable time, except personnel and payroll records, which shall be confidential and not subject to inspection.

Section 2 - Seal: The Board of Directors may provide a Corporate Seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and words "Corporate Seal, State of Illinois."

Section 3 - Loans To Officers, Directors, Employees or Members Prohibited: No loans shall be made by the Corporation to any of its officers, directors, employees, or members.

Section 4 - Rules: The Board of Directors may adopt, amend, or repeal rules not inconsistent with these bylaws, for the management of the internal affairs of the Corporation and for the governance of its officers, agents, committees, and employees.

ARTICLE XIII – AMENDMENTS

Section 1 - Amendments: The bylaws of the Corporation may be altered, amended or repealed and new bylaws adopted by a two-thirds (2/3) vote of the total Board of Directors.

ARTICLE XIV - CONFLICT OF INTEREST

Section 1 - General: A conflict of interest may exist when the financial interests of any Director, officer or staff member, or said person's immediate family, may be seen as competing with the interests or concerns of the Corporation.

Section 2 - Disclosure: Any possible conflict of interest shall be disclosed to the Board of Directors by the person concerned.

Section 3 - Board Deliberations and Voting: When any such conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person shall call it to attention of the Board of Directors, and such person shall not vote on the matter. Moreover, the person having a conflict shall retire from the room in which the Board is meeting and shall not participate in the deliberation or decision regarding the matter under consideration. However, that person may provide the Board with any and all relevant information.

Section 4 - Record Keeping: The minutes of the meeting of the Board shall reflect that the conflict of interest was disclosed and that the interested person was not present during the discussion or vote and did not vote. When there is a doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person concerning whose situation the doubt has arisen.

ARTICLE XV- EFFECTIVE DATE

Section 1 - Effective Date: The effective date of these bylaws shall be December 1984. (Adopted by the Board of Directors December 1984; amended December 1989; December 1990; December 1992; July 1993; July 1996; December 1996; July 1997; June 1999; November 1999; November 2001; January 2002; August 2002; June 2003; October 2003; March 2004; October 2004; March 2006; August 2006; September 2007; March 2010; March 2011; November 2017)