

# League of American Bicyclists – Amended and Restated 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 (the “Corporation”).

**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 General Not For Profit Corporation Act of 1986, its Articles of Incorporation, and these Bylaws.

### Section 4 – Definitions:

**Annual Board Meeting:** The meeting of the Board of Directors (the “Board”), typically held in the spring of the year.

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

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

**Chair:** A Director elected by the Board as the head of the Corporation, or a committee leader appointed by the Board Chair, as applicable.

**Petition:** A written or electronic submission to the Board or Corporation office on behalf of one or more candidates for the Board 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.

**Vote:** A vote may be in person, via telephone or other computer method, as specified in these 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 may establish types of membership within each class of membership as the Directors 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, other companies, or any other groups.

**Section 4 - Dues:** The Board 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 in voting for the Board and for referendums. A family membership shall have two votes in voting for the Board and for referendums. Affiliate members shall have no votes.

- A. Voting. Regular members shall have the right to elect the Member-elected Board 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 Corporation, direct the Board 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. These procedures, including the number of signatures required, shall be supplied by the Corporation office to any Regular members on request. Upon notifying the Corporation office of the intent to petition for a referendum, petitioners shall have seventy-five (75) days to submit the required number of signatures to the Corporation office. Within a reasonable time, the Corporation shall conduct a vote of the entire Regular membership, by mail or electronic means, unless the Board themselves meet and vote passage of the matter dealt with by the petition. The Corporation shall provide the Regular members notice in writing of the proposed action at least five (5) days prior to the effective date of such action. Such matters shall be decided by a majority of the vote received by the Corporation office within thirty (30) days after ballots are made available to members, and shall have the same effect as an act taken by the Board.

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

**Section 7 - Annual Membership 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. Notice of the place, day and hour of the Annual Membership Meeting shall be published in the Corporation's magazine, and on its Website, not less than five (5) days nor more than sixty (60) days in advance of the meeting. At the Annual Membership Meeting, an opportunity shall be provided for discussion by the members of current and potential policies and activities of the Corporation.

**Section 8 – Member Liability:** The members of the Corporation shall not be personally liable for any debt or obligation of the Corporation.

### **ARTICLE III - BOARD OF DIRECTORS**

**Section 1 - General Powers:** The Board 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 the Corporation, subject to the Illinois General Not For Profit Corporation Act of 1986, its Articles of Incorporation, and these Bylaws. The following are matters that must be submitted to, and receive the approval of, the Board:

- 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; and
- E. Such other matters that may be required by applicable law to be submitted to the Board.

**Section 2 - Directors:** The Board shall consist of up to seventeen (17) Directors but not less than twelve (12), as determined from time to time by the Board. 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 Regular 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 Corporation and shall meet the minimum qualifications as defined by the Board.

**Section 4 - Meetings:** The Board shall meet at least two (2) times each year, and one meeting shall be the Annual Board Meeting. Special Meetings of the Board may be called by the Board Chair or upon demand of a majority of Directors at such time and place as the Board Chair may designate. Notice of any meeting shall be sent to each Director at least ten (10) days in advance of the meeting. Directors may participate in and act at any meeting of the Board through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

**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 Governance 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 twenty (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 forty-five (45) days before the Board election date, and any petitions for candidate nominations shall be submitted no less than ten (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 Regular members in a manner as determined by the Board, provided that such ballots shall be available to Regular members at least sixty (60) days prior to the Annual Board Meeting. The deadline for return of all ballots to the Corporation shall be at least fifteen (15) calendar days following the date ballots are made available to Regular members, but in no event later than thirty (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 of the Board and as posted on the Corporation's website.

**Section 9 - Term of Office:** The term of Directors shall be three (3) years beginning at the Annual Board Meeting following his/her election and ending at the beginning of the Annual Board Meeting three (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 until his/her successor takes office as provided in Article IV. Terms for Directors shall be staggered to provide for continuity on the Board. Directors may not serve more than three (3) consecutive terms.

**Section 10 - 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. A Director may be removed by the affirmative vote of two-thirds (2/3) of the votes of the Regular members present and voted, either in person or by proxy. No Director shall be removed at a meeting of Regular members unless the written notice of such meeting is delivered to all Regular members. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more Directors named in the notice. Only the named Director or Directors may be removed at such meeting.

**Section 11 – Resignation:** A Director may resign at any time by written notice delivered to the Board, the Board Chair, or to the Executive Director or Secretary of the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a future date. The pending vacancy may be filled before the effective date, but the successor shall not take office until the effective date.

**Section 12 - 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/her predecessor in office.

**Section 13 - Action By Unanimous Written Consent:** Any action that may be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors. Such consent shall have the same force and effect as a unanimous vote.

**Section 14 - 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 15 - Director Emeritus:** The title of Director Emeritus shall be bestowed to a living past Director of the Corporation who has been instrumental in the growth and vitality of the Corporation. The Director Emeritus shall be included with the listing of the Board 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. It is understood this title shall be given to persons for outstanding service of long duration to the Corporation.

#### **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.

**Section 2 - Election And Term Of Office:** The officers of the Corporation shall be elected by the Board 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 Board whenever in their judgment the best interests of the Corporation shall be served.

**Section 4 - Vacancies:** In the event of a vacancy in the Board 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 meetings and the Annual Board Meeting; perform all duties incident to the office of Board Chair and such other duties required by these Bylaws and as may be prescribed by the Board; and serve as ex-officio member, with vote, on all committees.

**Section 6 - The Vice Chair** shall discharge the duties of the Board Chair in the Board 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.

**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.

**Section 8 - Secretary:** The Secretary shall keep the minutes of the Board meetings and the Annual Board 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.

**Section 9 – Executive Director:** The Executive Director 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 Executive Director shall manage all staff operations within the framework of decisions made by the Board and serve as an ex-officio member, without vote, on the Board and all committees. The Board shall prescribe the method of appointment of the Executive Director.

## **ARTICLE V - COMMITTEES**

**Section 1 - General:** Committees may be created and abolished by the Board. With the exception of the Governance Committee and the Executive Committee, all committees are advisory to the Board and may not act on behalf of or bind the Corporation to any action.

**Section 2 - Eligibility:** Each non-advisory committee shall have two or more Directors and a majority of its membership shall be Directors. Members of advisory committees need not be Directors.

**Section 3 - 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 4 - Ex-Officio Members:** The Board Chair and the Executive Director shall serve as ex-officio members on all committees.

**Section 5 - Removal:** Any member of a committee may be removed by the Board Chair whenever the Board 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.

**Section 6 - 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 7 - 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 8 - Action By Unanimous Written Consent:** A committee may act by unanimous consent in writing without a meeting.

**Section 9 - Executive Committee:** The Executive Committee of the Board shall consist of the officers of the Corporation and at least two (2) Directors, elected by the Board, provided that the majority of the committee members must be Directors. The immediate past Board Chair shall serve as a member of the Executive Committee, ex-officio, without vote for a period of one (1) year. This committee shall have the power and authority to act for the Board except as prohibited by applicable 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. This committee shall keep regular minutes of their proceedings and report the same from time to time as the Board may require.

**Section 10 - Governance Committee:** The Governance Committee of the Board shall at least annually assess, recruit, and develop Board members so they can better perform their responsibilities. Every two (2) to three (3) years, the Governance Committee shall plan and implement a self-assessment of the performance of the Board in in which all Directors shall participate. At the Annual Board Meeting, the Board Chair shall appoint from three (3) to five (5) Directors as members of the Governance Committee. No Director who is a candidate for election or appointment before the next Annual Board 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.

## **ARTICLE VII - EMPLOYEES**

**Section 1 - Employees:** The Board 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 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 may see fit, so far as may be consistent with these Bylaws, and to the extent authorized or permitted by applicable 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 the Corporation, or other entity which such person is serving or served in any capacity at the request of the 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 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 of this Article 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 of this Article may be retroactive to the fullest extent permitted by applicable 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 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 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.

**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.

## **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 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 (4) years. Such financial statements shall be promptly submitted to the Board 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, and committees having any of the authority of the Board, 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 voting member, or such voting 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 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 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.

## 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 by the interested person.

**Section 3 - Board Deliberations and Voting:** When any such conflict of interest is relevant to a matter requiring action by the Board, the interested person shall call it to the attention of the Board, 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. If a transaction is fair to the Corporation at the time it is authorized, approved, or ratified, the fact that a Director of the Corporation is directly or indirectly a party to the transaction is not grounds for invalidating the transaction. The Director asserting validity pursuant to the immediately preceding sentence has the burden of proving fairness unless: (i) the material facts of the transaction and the Director's interest or relationship were disclosed or known to the Board or a committee consisting entirely of Directors and the Board or committee authorized, approved or ratified the transaction by the affirmative votes of a majority of

disinterested directors, even though the disinterested directors be less than a quorum; or (ii) the material facts of the transaction and the Director's interest or relationship were disclosed or known to the members entitled to vote, if any, and they authorized, approved or ratified the transaction without counting the vote of any member who is an interested Director.

**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, excluding the interested person.

#### **ARTICLE XV- EFFECTIVE DATE**

**Section 1 - Effective Date:** The effective date of these bylaws shall be December 1984. (Adopted by the Board 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; March 2018)