

**By- Laws
of
Arkansas Bicycle Club**

Amended and Restated February 8th, 2007

I

NAME, LOCATION AND PURPOSE

- 1.1 Name – The name of this Corporation shall be Arkansas Bicycle Club, Inc. (the “Corporation”).
- 1.2 Location – The principal address for the Corporation shall be Post Office Box 250817, Little Rock, Arkansas 72225-0817. Other offices/addresses for the transaction of business may be located at the places the Board (the “Board”) determines.
- 1.3 Purpose – The purpose of the Corporation is to engage in the following:
 - (a) To operate as an organization not organized for profit, but operated exclusively for the promotion of social welfare, so as to qualify as an exempt organization under Section 501(c)4 of the Internal Revenue Code of 1954 as currently amended or as amended in the future , or to comply with such other provisions Of the Internal Revenue Code so as to qualify as an exempt organization.
 - (b) To promote and stimulate interest in central Arkansas and the State of Arkansas fin bicycling for leisure, sport and as an alternative means of transportation to the automobile; to promote and stimulate public awareness and to provide education for its members and for the public as to the aspects of bicycle safety; to promote the vehicular rights of bicyclists; to promote and develop acquaintances and friendships among bicycling enthusiasts in Arkansas; and to provide a forum for exchange of ideas among Arkansas bicyclists.

II

MEMBERSHIP

2.1 Eligibility -

(a) Membership in the Corporation is open to all individuals who are over the age of eighteen (18) years. Individuals wanting membership who are under the legal age will require consent of a parent or legal guardian. All persons requesting membership shall be required to purchase an individual membership as described in paragraph 2.3. The Corporation will no longer provide for family or business memberships.

2.2 Board Approval – Once the person has been submitted for membership and has paid the dues prescribed in paragraph 2.3 the person will be considered automatically and member in good standing until such time as their membership is due for renewal at which time their membership shall continue unabated upon payment of that years dues. Membership is not dependant upon action or approval by the board.

2.3 Dues – Payment of dues for membership in the corporation may begin at any time during a given calendar year and when paid in full affords the payee membership for one twelve (12) month period starting on the date the membership was paid. All annual memberships are due for renewal by the date of expiration of said membership and must be paid in full by that expiration date to keep membership current and active. The annual membership fee shall be determined by the Board at the annual meeting and notice of that fee shall be posted on the Corporation web site for public viewing.

III

MEMBERSHIP MEETINGS

3.1 Annual Meeting – The annual meeting of the Members shall be held at 7:00 pm on the second Thursday in September of each year at such location as is designated to the members not less than thirty (30) days prior to the scheduled meeting date. At that meeting the Members shall elect those Directors for which positions the terms have expired to serve for three (3) years and until their successors shall have been duly elected and qualified. If the election of Directors is not held on the date designated for the annual meeting of the members or at any adjournment thereof, the Board shall cause the election to be held at a special meeting of the members as soon thereafter as may be convenient.

3.2 Special Meetings – Special meeting of the members may be held at any place within or without the State upon call by the Chairman of the Board, the President, or in his absence by one of the Vice-Presidents, or by resolution of the majority of the Board of Directors, or upon written request of the majority of the members. Written notice of special meeting shall be given either personally, by conventional mail, by e-mail or by posting on the main page of the web site of the Corporation not less than ten (10) days but no more than fifty (50) days before the meeting is to be held. In case of special meeting, the notice shall state the purpose or purposes for which the meeting is being called, and at such meeting only that business may be transacted which is related to the purpose or purposes set forth in the notice.

3.3 Regular Meetings – Regular meetings of the members will normally be held monthly on or about the second Thursday of the month. Notice of such meetings shall be given via the Corporation email list and posted on the Corporation web site for the general membership to view not less than ten (10) days but no more than fifty (50) days prior to the meeting date.

3.4 Voting and Proxies – At every meeting, each member in good standing shall be entitled to cast one (1) vote in person. No proxies are allowed.

3.5 Quorum – A quorum for the transaction of business at any meeting shall consist of those members present. All action at a meeting of members, a quorum being present, shall require a majority vote of those present and voting.

IV

DIRECTORS

4.1 Number, Tenure and Qualifications – The business affairs and property of the Corporation shall be managed by a Board of Directors who shall be elected by the members. The number of Directors of the Corporation initially shall be six (6). Each Director shall hold office for a term of three (3) years and until his successors shall have been elected and qualified, subject to the term of the initial Board of Directors, which shall be less than three (3) years and the staggering of terms, both of which are set in the Articles. Directors may also server as Officers of the Corporation.

4.2 Regular Annual Meeting – The regular annual meeting of the Directors shall be held, without other notice than this By-Law, in the same location as the regular annual meeting for members, immediately following the members meeting. The Board may provide, by Resolution, the time and place for holding additional regular meetings without other notice than the Resolution.

4.3 Special Meetings – Special meetings of the Board may be held at any place within or without the State, upon call by the Chairman, the President or, in his absence, one of the Vice Presidents, or by a majority of the Board with at least two days written notice delivered to the Directors via the Corporations email list or posting on the web site.

4.4 Regular Meetings and Quorum – Three (3) Directors fixed by Section 1 of this Article IV shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than such quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. The vote of the majority of the Directors present at a meeting at which a quorum is present shall be necessary for action of the Board.

4.5 Resignation and Removal – A Director may resign at any time by filing his written resignation with the Secretary. A Director may be removed at any time, with or without cause by a special Members Meeting called expressly for that purpose.

4.6 Vacancies – Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship may be filled by election at any annual meeting or at a special meeting of Members called for that purpose.

4.7 Dissenting Vote – A Director of the Corporation who is present at a meeting of the Board at which action on any corporation matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the action with the person acting as Secretary immediately after the adjournment of the meeting. The right to dissent shall not apply to a Director that voted in favor of the action.

4.8 Informal Action - The Board is authorized to take any and all action without a meeting through a vote of the majority of its members, if either before or after the action is taken all Directors sign and file with the Secretary for inclusion in the Corporate Record Book a written consent memorandum showing the nature of the action taken and showing that each Director consented to the Board acting informally in respect to this matter and approved the action taken.

4.9 Proxies – Directors may not vote by proxy.

4.10 Election of Officers – Officers of the Corporation shall be elected by the Board and shall serve at the pleasure of the Board subject to any contracts of employment entered into by the Corporation. Board members may give voting right for the elections of officer to the club to interested club members in good standing at the time of the election of officers.

V

OFFICERS

5.1 Positions Authorized – The officers of this Corporation shall be the President, up to three (3) Vice-Presidents, a Secretary, a Treasurer, Membership Chair and an Outreach Coordinator, who shall be elected for a term of one year and shall hold office until their successor are duly elected and qualified. Any two or more offices may be held by the same person. Officers of the Corporation may also serve as Board members of the Corporation.

5.2 President – The President shall preside at all Members and Directors meetings. He/She shall have general supervision of all affairs of the Corporation and over the other

officers. He/She shall perform all such other details as are incidental to their office or as may be authorized by the Board.

5.3 Vice President – The Vice Presidents, in the absence or disability of the President, shall perform all the duties and exercise all the authority of the President of the Corporation. In addition, the Vice Presidents shall act as “Ride Chairmen” for the corporation, and as such, shall schedule and coordinate bicycle rides designating members who agree to do so to serve as ride leaders for such rides.

5.4 Secretary – The Secretary shall issue notice of all Directors meetings and shall attend and keep the minutes of the same. He/She shall have charge of all corporation books, records and papers. He/She shall perform all such other duties as are incidental to his office or as may be directed by the Board. He/She shall keep minutes of the annual membership meeting.

5.5 Treasurer – The Treasurer shall have custody of all money and securities of the Corporation. He/She shall keep regular books of account and shall submit them, together with all his/her vouchers, receipts, records and other papers, to the Directors for their examination and approval as often as they may require. The Treasurer shall perform all such other duties as are incidental to his office or as may be directed by the Board.

5.6 Membership Chair – The Membership Chair shall maintain the membership rolls, making certain that the roll is current and that members fees are deposited in the Corporation accounts. They will also act as the contact point for the Corporation concerning membership question. The Membership Chair shall perform all such other duties as are incidental to his office or as may be directed by the Board.

5.7 Outreach Coordinator – The Outreach Coordinator shall have the responsibility of fulfilling the purpose of the Corporation as outlined in Section 1.3 (b) of these By-Laws. Specifically, he/she shall coordinate efforts by the Corporation in public education of bicycling safety and rights to the road and promotion of bicycling as a recreation and alternate means of transportation. At the request of the President the Outreach Coordinator shall also be required to have oversight of special events the Corporation may undertake. The Outreach Coordinator shall perform all such other duties as are incidental to his office or as may be directed by the Board.

VI

GENERAL FISCAL PROVISIONS

6.1 Fiscal Year – The Corporation shall keep its books on a fiscal year basis which shall begin on the first day of January and end on the last day December.

6.2 Funds – Funds for the Corporation shall be deposited in such bank and trust company as the Directors shall designate and shall be withdrawn only upon the check or order of such officer, officers or person as may be authorized by the Board.

6.3 Notes, Bonds and Debentures – If it should become necessary to issue notes, bonds or debentures, or other obligations of the Corporation, the same shall be authorized by the Board and all such obligations shall be executed only by those officers as the Board may authorize.

6.4 Audit - An audit of the Corporation books may be preformed at any time and at the discretion of the Board or by majority vote of members in good standing at the regular annual meeting.

6.5 Corporate Seal - The Corporate Seal shall be circular in form and shall bear the name of the Corporation. The Seal shall be affixed to all official documents of the Corporation except those that occur in the ordinary course of business of the Corporation where the same shall not be necessary.

6.6 Notice and Waiver of Notice – Whenever any notice is required to be given to any Member or Director of the Corporation under the provisions of these By-Laws or under the provisions of the Articles of Incorporation or under the provisions of the Arkansas Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether given before or after the time stated therein, shall be considered equivalent to the giving of notice.

VII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

7.1 Indemnification -

(a) When authorized under section 7.1 (c) the Corporation shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as Director or Officer of another corporation, partnership, joint venture, trust or other enterprise. The indemnification shall be for expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the defense or settlement of the action, suit or proceeding if he acted in good faith and in a manner which he reasonably believed to be

in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonable believed to be in or not opposed to the best interests of the Corporation, nor, with respect to any criminal action or proceeding, that he had reasonable cause to believe the conduct was unlawful.

(b) When authorized under section 7.1 (c) the Corporation shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as Director of Officer of another corporation, partnership, joint venture, trust or other enterprise. The indemnification shall be for expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the defense or settlement of the action, suit or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation. However, no indemnification shall be made for any claim, issue or matter for which that person has been adjudged liable for negligence or misconduct in the performance of his duty to the Corporation except to the extent that the Court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses the Court determines to be proper.

(c) Any indemnification under Section 7.1 (a) or (b) hereof (unless ordered by the Court) shall be made by the Corporation only as authorized in a specific case upon a determination that indemnification of the Director or Officer is proper in circumstances because the person has met the applicable standards of conduct set forth in Section 7.1 (a) or (b). The determination shall be made:

(1) By the Board, by a majority vote of a quorum consisting of Directors who were not parties to the action, suit or proceeding; or

(2) If a quorum is not obtainable or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal council in written opinion; or

(3) By the members of the Corporation.

(d) To the extent that a Director or Officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 7.1 (a) or (b), or in defense of any claim, issue or matter therein, he shall be

indemnified by the Corporation against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

(e) Expenses (including attorney's fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit or proceeding as authorized in the manner provided in Section 7.1 (c) upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay the amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Section 1.

(f) The indemnification provided by this Section 7.1 shall continue as to a person who has ceased to be a Director or Officer and shall inure to the benefit of the heirs, executors and administrators of that person.

(g) The Corporation has the power to purchase and maintain insurance on behalf of any person who is or was a Director or Officer against any liability asserted against him and incurred by him in any capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against liability under this Section 7.1.

(h) The powers and duties of the Corporation to indemnify any persons under this section shall apply with equal force whether an action, suit or proceeding is threatened or commenced in the state of incorporation or outside the state.

7.2 Additional Indemnification – If now or hereafter the laws of this state shall so permit, any Director or Officer of the Corporation who is now serving or who has theretofore served shall further be entitled to all additional indemnification or reimbursement from the Corporation to the full extent permitted by applicable laws, for his damages and so much of expenses of defense, including attorney's fees, which are actually incurred in defense of any suit or action, criminal or civil, seeking to establish the Officer's or Director's liability arising out of his alleged dereliction of duty to the Corporation.

7.3 Procedure – Any Officer or Director seeking indemnification hereunder shall follow the prescribed procedures required by the Board of the Corporation and applicable laws.

VIII

AMENDMENTS

8.1 Amendments – These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority of the Directors entitled to vote thereon at any regular or special meeting of the Board, provided the substance of the proposed amendment was stated in the notice of the meeting, without any action on the part of the members.

IX

CERTIFICATION OF ADOPTION

The foregoing By-Laws of the Corporation were duly adopted on _____
, _____ by action of the Board of the Corporation pursuant to the laws of this State.

IN TESTIMONY THEREOF, witness the hand of the undersigned as Secretary of the Corporation on such date.

SECRETARY

APPROVED:

CHAIRMAN

APPROVED BY BOARD OF DIRECTORS

By

CHAIRMAN OF THE BOARD

ATTEST:

SECRETARY