

**Bylaws**  
**of**  
**Alta Alpina Cycling Club, Inc.**

**ARTICLE I - Purpose**

Alta Alpina Cycling Club, Inc., "AACC", exists as a non-profit organization for the purpose of promoting all forms of cycling in the Lake Tahoe, Carson Valley, Carson City, and Markleeville areas.

**ARTICLE II - Membership**

**A. Membership Categories and Privileges**

Membership categories include:

- **Individual:** All individual members in good standing shall have the right to attend the meetings of the Board of Directors; to cast a single vote in the annual general elections; to receive periodic AACC mailings; to engage in all AACC activities; and to be entitled to all privileges honored by the AACC.
- **Student:** All student members in good standing shall have the right to attend the meetings of the Board of Directors; to cast a single vote in the annual general elections; to receive periodic AACC mailings; to engage in all AACC activities; and to be entitled to all privileges honored by the AACC.
- **Family:** All family members in good standing shall have the right to send up to two representatives to attend the meetings of the Board of Directors; to have up to two representatives cast a single vote each in the annual general elections; to receive periodic AACC mailings; to engage in all AACC activities; and to be entitled to all privileges honored by the AACC.
- **Organizational:** All organizational members in good standing shall have the right to send a single representative to the meetings of the Board of Directors; to receive periodic AACC mailings; and to have a single representative engage in all AACC activities. Organizational members are not entitled to vote.
- **Honorary:** All honorary members in good standing shall have the right to attend the meetings of the Board of Directors; to receive periodic AACC mailings; and to engage in all AACC activities. Honorary members are not entitled to vote.

No person, regardless of category of membership, number of memberships, or representative status, may cast more than one vote.

**B. Membership Dues**

A schedule of membership dues fees shall be established by the Board of Directors for the next calendar year. The schedule of membership dues fees shall specify the dues fees payable for each membership category. During the applicable calendar year the Board of Directors may change the fee schedule during the grace period, if any. Membership dues are due and payable on or before the conclusion of the grace period, if any, or on January 1st if no grace period has been established.

### **C. Membership Documents**

Membership agreements and/or membership liability waivers for different membership categories may be established by the Board of Directors and updated as required by law and by AACC's insurance provider. The Board of Directors may establish policies that restrict the privileges of members who fail to sign the appropriate membership documents at the time they pay their dues.

### **D. Membership Period**

Membership dues shall cover a period of one calendar year. Regardless of when membership dues are paid, they shall apply to the current calendar year only. The Board of Directors may establish a grace period for renewing members. Renewing members who pay their dues during this grace period will be considered members in good standing throughout the grace period.

### **E. Member in Good Standing**

A member will be considered to be in good standing if the appropriate membership dues have been paid in full and the member has signed all applicable membership documents.

## **ARTICLE III - Annual Meeting**

### **A. Schedule**

The annual meeting of the AACC membership shall take place between October 1 and December 1 on a date, and at a time, and place, to be decided by the Board of Directors. The primary purpose of the Annual Meeting shall be to elect new AACC Officers for the next calendar year. All voting members in good standing at the time of the Annual Meeting are entitled to attend the meeting and cast their votes as permitted by their category of membership.

### **B. Notice**

No less than 21 (twenty-one) days prior to the date of the annual meeting, notice of the date, time, and location of the annual meeting shall be sent to all members in good standing by postal and/or electronic mail.

### **C. Quorum**

Quorum at the annual meeting shall consist of 20% of the votes represented by the voting members in good standing. If quorum is not achieved at the annual meeting, the election of AACC Officers will take place by postal ballot. In the event that a postal ballot is necessary, the Secretary will mail an appropriate number of ballots to each voting member in good standing no later than December 3. All completed ballots must be postmarked by December 15 to be counted.

## **ARTICLE IV - Board of Directors**

### **A. Number and Designation of Directors**

The Board of Directors shall consist of the current set of AACC Officers. At any given time there must no less than 3 (three) and no more than 12 (twelve) AACC Officers.

## **B. Powers and Responsibilities**

The Board of Directors shall administer all AACC activities; allocate and direct funding for all AACC projects; and present amendments to these bylaws to the membership for vote. Project budgets and any individual expenditures of \$1000 or more must be approved by a formal vote of the Board of Directors. Expenditures of more than \$300 but less than \$1000 that are not for a previously approved project budget must be approved by a majority of AACC Officers attending a meeting of the Board of Directors. Expenditures of less than \$300 only require the joint approval of the President and Treasurer.

## **C. Meetings, Quorum, and Votes**

The President shall notify all board members of the date, time, and location of board meetings at least seven days in advance. The board will meet at least once per month at a location to be determined by the President or by telephone conference call. The President may also call special meetings that may take place in person or by telephone conference call. Notice of special meetings will be issued at least ten days and no more than sixty days in advance. Quorum for meetings of the board of directors shall consist of one more than 50% of the existing members of the Board of Directors. The Board of Directors may vote on matters that come before it during board meetings or by email. In either case for a formal vote, one more than 50% of the existing members of the Board of Directors must vote in favor of a given resolution in order for it to pass regardless of the number of directors present.

# **ARTICLE V - AACC Officers**

## **A. Number and Designation of AACC Officers**

Officers of the AACC shall include a President, a Treasurer, a Secretary, and up to 9 (nine) other officers as determined by the Board of Directors. The Board of Directors shall establish and maintain a list of responsibilities for each officer. At a minimum these shall include:

### **President**

- Develop agenda, set location and time, and preside over monthly and special board meetings, and membership meetings.
- Serve as second signer on AACC checking account.

### **Treasurer**

- Maintain financial accounts of the AACC including obtaining signatures for checking account, writing checks, making deposits, and providing the Board of Directors with a monthly statement of AACC finances.
- Ensure that all tax forms are prepared and filed on time.
- Serve as primary signer on AACC checking account.

### **Secretary**

- Manage and archive all AACC records as required below.
- Prepare minutes for all Board of Directors and membership meetings.
- Manage all elections including the printing and distribution of ballots, the counting of ballots, and the announcement of election results.

## **B. Election and Appointment of AACC Officers**

Officers are elected directly by the membership at the annual membership meeting to a term of one calendar year starting January 1 and ending December 31 of the next calendar year. Vacant officerships may result from (a) no candidate standing for a position at the annual meeting, (b) the resignation or death of an officer, or (c) the creation of a new officership. Vacancies shall be filled by a vote of the Board of Directors to appoint an individual to fill the vacant officership until the end of the calendar year.

## **ARTICLE VI - AACC Officials**

From time to time the Board of Directors may appoint AACC Officials to manage specific functions or events. The Board of Directors must establish and maintain a list of the responsibilities of each AACC Official. The term of an AACC Official may be up to the end of the calendar year. AACC Officials may be required to attend board meetings but are not entitled to vote.

## **ARTICLE VII - AACC Records**

### **A. Governance Binder**

The Secretary shall maintain a Governance Binder containing: (a) Articles of Incorporation and related documents, (b) Current Bylaws, (c) List of AACC Officers and Responsibilities, (d) List of AACC Officials and Responsibilities, (e) All AACC Policies, (f) Membership Dues Schedule for current and next calendar year.

### **B. Minutes Binder(s)**

The Secretary shall record the minutes of the annual meeting, any special membership meeting, and all board meetings. A copy of these minutes will be placed in the AACC Minutes Binder(s).

### **C. Safeguarding AACC Records**

At the conclusion of the Secretary's term of office, the Secretary shall deliver the Governance Binder and the Minutes Binder to the next Secretary. From time to time the Secretary shall copy the contents of these binders and archive them in a location designated by the Board of Directors. The Secretary shall also archive copies of any AACC newsletters not already archived.

## **ARTICLE VIII - Amendments**

Amendments to these bylaws may be prepared by the Board of Directors and presented at any time to the membership for vote. The passing of an amendment shall require a 66% majority vote by the membership.

## **ARTICLE IX - Non-Profit Status**

Alta Alpina Cycling Club, Inc. shall adhere to all laws within the State of Nevada pertaining to non-profit corporate status.