

# **BYLAWS**

## **San Diego Bicycle Club, Inc.**

Amended February 11, 2019

### **ARTICLE I – CORPORATION NAME, ADDRESS, PURPOSE, AND POWERS**

#### Section I-A – Name

The name of the Corporation is SAN DIEGO BICYCLE CLUB, INC. The Corporation is referred to in these Bylaws variously as “the San Diego Bicycle Club,” “SDBC,” “the Club,” or “the Corporation.”

#### Section 1-B – Corporation Is Not for Profit

This Corporation has been formed pursuant to the California Public Benefit Corporation Law as a public benefit corporation. The purpose of this Corporation is to engage in any lawful act or activity, which a corporation may be organized under such law. It is not the intent of these Bylaws to conflict with or circumvent any pertinent law or public policy relating to California Public Benefit Corporations. If a conflict exists then the law or public policy governs.

#### Section I-C – Specific Purpose

The purposes for which this Corporation is formed is to:

1. Promote interest in bicycling;
2. Develop, encourage, promote, and facilitate bicycle racing;
3. Introduce junior cyclists to competitive cycling and developing their skills and abilities;
4. Maintain an affiliation with USA Cycling (USAC);
5. Conduct organized local and regional bicycle racing programs;
6. Promote bicycling as a means of transportation;
7. Increase the awareness of the need for a safe bicycling environment and promoting safe bicycling;
8. Express the views of members of the Club in connection with legislative and administrative proposals relating to bicycling, and/or the rights of cyclists.

All activities shall be nonsectarian and nondiscriminatory against any person by reason of race, color, national origin, religion, age, sex, sexual orientation, marital status, genetic characteristics, or physical or mental disability.

#### Section I-D – Powers

Except as otherwise provided in these Bylaws, SDBC, in carrying out its activities, shall have all the powers authorized for a public benefit corporation as provided in the California Corporations Code, Section 5140 including, without limitation, the power to:

1. Purchase, enter into contracts for, and otherwise obtain such real estate, property, goods and services as are necessary and appropriate;

2. Issue memberships;
3. Levy dues, assessments, and admission fees.
4. Hire and fire such person or persons as it may determine, and pay salaries, pensions, and such other benefits as it may determine for any or all of its employees and persons providing services to it;
5. Indemnify and purchase and maintain insurance on its behalf or on behalf of any fiduciary;
6. Assume obligations, enter into contracts, including contracts of guarantee or suretyship, incur liabilities, borrow or lend money or otherwise use its credit, and secure any of its obligations, contracts or liabilities by mortgage, pledge or other encumbrance of all or any part of its property and income.
7. Carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may lawfully engage.

#### Section I-E – Address

The mailing address of SDBC for the conduct of business is P.O. Box 80562, San Diego, CA 92138. The Board of Directors may from time to time change the location or address of the principal office of the Club so long as it remains at all times within the County of San Diego, CA. Any change shall be noted by the Secretary as an addendum to these Bylaws, but shall not be considered an amendment of the Bylaws.

## **ARTICLE II - MEMBERSHIP**

#### Section II-A – SDBC Established as a Membership Corporation

SDBC is a membership corporation, with the Board of Directors determined by a vote of the members.

#### Section II-B – Admitting Members

By Resolution of the Board of Directors, SDBC may establish and, from time to time, amend or modify classes of membership, and if it so determines, may permit a person or other legal entity to be a member of more than one class. In the event that membership is held in more than one class, the members shall be accorded only one vote for the purpose of voting as provided in this Article. Application for membership shall be made on application forms prescribed or approved by the Board of Directors. The Board has the authority to approve membership applications, or it may delegate such authority to a Membership Director. If so delegated, the Membership Director shall approve all applications unless not properly made. However, if the Membership Director has reason to believe that an applicant is not a desirable person for membership, the Membership Director shall refer that application to the Board of Directors, which shall have the final authority in determining whether to accept or deny the application.

#### Section II-C – Honorary Members

Honorary Members may be admitted to membership in the Club under rules as periodically determined by the Board of Directors. All Honorary Members, if any, shall be non-voting members of the Corporation.

#### Section II-D– Membership Dues

SDBC membership dues, if any, shall be assessed and collected in an amount, manner, and method as authorized by the Corporation's Board of Directors. The Board of Directors has the

authority, at its discretion, to waive annual dues payments for individual members or class of members.

#### Section II-E – Membership Rights and Privileges

Each SDBC member, whether a natural or corporate person, having attained the age of majority (except for item 5 and 7 below which shall be open to all members regardless of age), shall have the following rights:

1. To vote for candidates to the Board of Directors;
2. To nominate another member, subject to that person's approval and qualification, for election to the Board of Directors;
3. To nominate oneself for election as a Director; and
4. If elected to serve on the Board of Directors.
5. To attend General Membership Meetings, the Annual Membership Meeting, any Special Membership Meetings; and to attend meetings of the Board of Directors (except as otherwise provided in these Bylaws);
6. To vote on any issue presented to the members at such meeting(s), including but not limited to the election of the Board of Directors;
7. To nominate and vote in the bestowing of honorary titles and awards, such as, but not limited to, "Cyclist of the Year," "Teammate of the Year," and "Ride Leader of the Year."
8. To inspect the records of the Corporation upon giving reasonable notice to the Board; and
9. As provided below, to petition for any Special Meeting of the members.

Members shall have such additional privileges as the Board of Directors may from time to time determine. A person who is not a Member shall not be accorded the rights and privileges of membership.

#### Section II-F – Censure of Member or Termination of Membership

The Board of Directors may, for good cause, censure a member or terminate the membership of any member of the Club. "Good cause" shall be the failure or refusal of a member to comply with these Bylaws or any act by the member that in the judgment of the Board is contrary to the interests of the Club or bicycling. The Board shall notify the member in writing of the information, which is the basis for a proposed censure or termination of membership. The member shall be given a reasonable opportunity to reply in writing or to appear before the Board of Directors prior to the Board making a final determination. The Board of Directors may investigate the basis for the recommendation for censure or termination of membership. An affirmative vote of 2/3 of the Directors voting shall be required to terminate a membership. A majority of the Directors voting may censure a member. A member whose membership has been terminated shall forfeit any dues previously paid.

#### Section II-G – Membership Meetings

All meetings of the Members shall be held at a place within San Diego County as determined by the Board of Directors. An Annual Membership Meeting shall be held in December of each calendar year on a date determined by the Board of Directors. Regular Membership Meetings may be held as determined by the Board of Directors. A Special Membership Meeting may be held at any time if requested by the President of the Board of Directors, by two (2) or more members of the Board of Directors, or by petition signed by five percent (5%) or more of the membership of the Club submitted to the Board of Directors, along with a statement indicating the purpose of the Special meeting; at its first regular meeting after receipt of the petition, the

Board shall schedule a Special Meeting within thirty (30) days and provide timely notice to the Members of the Special Meeting.

Membership Meetings shall be held for the purpose of transacting any business and providing information to the Members as determined by the Board of Directors, as requested by a petition of the membership, or as otherwise properly called before the Members.

In addition, the Annual Membership Meeting shall be held for the purpose of conducting an election of the Board of Directors for the following calendar year.

#### Section II-H – Membership Meeting Quorum

Five percent (5%) of the membership that is current and valid as of the date of the meeting shall constitute a quorum. If a quorum is present, the affirmative vote of the majority of those voting and entitled to vote shall be the act of the Members.

Representation of a Member by proxy shall not be permitted.

The Members present at a duly called or held Meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough Members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Members required to constitute a quorum.

#### Section II-I – Membership Meeting Notice

Whenever Members will vote on any issue at a Membership Meeting, a notice of the Meeting shall be given, either in writing, via electronic media, club-sponsored website, or other generally accepted method of communication, not less than ten (10) nor more than thirty (30) days before the date of the Meeting. The notice shall state the place, date, and time of the Meeting and the issue(s) to be voted upon. For regular Membership Meetings, the adoption of a calendar shall suffice for notice. No issue(s) may be voted upon except that described in the notice. The notice of any Meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is given.

#### Section II-J – Conducting Membership Meetings

Membership Meetings shall be presided over by the President; in the President's absence, by the Vice President; or, in the absence of either, then the Secretary, then the Treasurer shall preside over the meeting. If none of the four officers are present, then the presiding officer shall be elected to be acting chair by a majority as the Meeting's first action. The Secretary shall act as Secretary of all Membership Meetings; in the Secretary's absence, the presiding officer shall appoint another person to be acting secretary.

Meetings shall be governed by "Roberts' Rules of Order," consistent with the Bylaws.

#### Section II-K – Membership Vote by Ballot

Any action, which may be taken at any Meeting of the Members may be taken without a Meeting if the Board distributes a ballot, either in writing or electronically. The ballot shall set forth the proposed action, supply a space for voting, and describe the means for returning the ballot to the Board. Approval by ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a Meeting

authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a Meeting. A solicitation for ballots shall indicate the number of responses needed to meet the quorum requirement, shall state the percentage of approvals necessary to pass the measure submitted or elect the Directors, and the time by which the ballot must be received to be counted. Directors may be elected by written or electronic ballot so long as the ballot procedure includes a date for the close of nominations prior to the distributing of the ballots. A Member's written or electronic ballot may not be revoked after its submittal.

Section II-L – Agenda Item Comment. Members shall be given the opportunity to comment on each agenda item as it is being discussed, whether at a meeting of the Members or a meeting of the Board of Directors. The President or Presiding Officer may adopt time limits for all comments to ensure operational efficiencies.

Section II-M – General Comment. For items not on the agenda, a general comment period shall be placed on the agenda immediately following the call to order, roll call, and approval of minutes. Said general comment period shall be open to Members, and the general public. Comments made during this general comment period are neither debatable nor actionable. The President or Presiding Officer may adopt time limits for all comments to ensure operational efficiencies

## **ARTICLE III – BOARD OF DIRECTORS**

### Section III-A – SDBC Governance

Subject to the provisions of the California Public Benefit Corporation Law and any limitations in the Articles and these By-laws relating to action required to be approved by the Members, the business and affairs of the Corporation shall be vested in and exercised by the Corporation's Board of Directors. The Board may delegate the management of the activities of the Corporation to any person or persons, committee, or entity provided that notwithstanding any such delegation and activities and affairs of the Corporation shall continue to be managed and all Corporate powers shall continue to be exercised under the ultimate direction of the Board.

Each Director shall have one (1) vote, and proxy votes shall not be permitted. A majority vote of a meeting of the Board at which a quorum is present shall be decision of the Board, except that a three-quarters vote shall be required to amend these Bylaws. The Board may delegate the responsibility to carry out a decision of the Board to an Officer, a Director, a member, an employee, a Board Committee, or any combination thereof.

### Section III-B – Number and Qualification of Directors

The Board of Directors shall consist of such number as the Board may from time to time determine, as provided in this Article, except that the number shall be no less than five (5) nor more than twenty-five (25). The Board may, but is not required to, determine classes of SDBC members that individual Board seats may represent. A Director must be a natural person of the age of majority who is a Member in good standing of SDBC at the time of the election. No less than one-fourth of the Directors shall, at the time of their election to the Board, hold a current and valid racing license issued by USAC.

### Section III-C – Election of Officers and Directors

Officers and Directors shall be elected by a vote of the Members, either at the Annual Membership Meeting or through a ballot process, as provided in Article II. The Officers to be elected to the Board each year shall always include the following:

1. President,
2. Vice President,
3. Secretary, and
4. Treasurer.

At the November Board of Directors meeting, the Board may, at its discretion, identify one or more other Officers that shall be elected by the Members. These other Officers shall be in addition to the President, Vice-President, Secretary, and Treasurer. Such other Officers shall be members of the Board of Directors, and shall have such authority and perform such duties as may be prescribed from time to time by the Board.

One person may run for and be elected to more than one office except that neither the Secretary nor the Treasurer may serve also as the President. Upon election of a Board of Directors, the Board may at its discretion appoint such additional Officers as the Board may determine are necessary or useful for the corporation. Unless such additional Officers appointed by the Board of Directors are among those elected to the Board by the Members, they shall not have a vote on the Board. One person may be elected or appointed to more than one office except that, if such person is a member of the Board of Directors, such person shall have no more than one vote on the Board. The Board may, but is not required to, establish a nomination process for the presentation of nominees to the Members. The Board shall ensure that, whether the election of Officers and Directors is conducted at the Annual Meeting or by ballot, either printed or electronically, the election process includes the opportunity for any qualified Member to run for the position of Officer or Director and to present his/her qualifications to the Members on an equal footing with any nominees presented by the Board.

Once elected, a Director may find participation in board meetings impossible because of changing family, business, health or other personal situations. In such a case, the director may request in writing to the President, and the President shall grant, a change to non-voting status. Said Director may revert to voting status upon written request to the President. Said status change shall be granted and voting rights returned only after the Director attends the next duly-called meeting or special meeting of the Board of Directors, or the annual meeting of the members. However, non-voting Directors retain all the rights and privileges of membership including the right as a member to vote for officers and director, and on all other matters permitted to members.

### Section III-D – Ties

In the event of a tie, where the number of candidates receiving the same number of votes exceeds the number of available seats, the President shall conduct a lottery or by other method as determined by the parties and the President. The lottery or other tie-breaking method shall be held in open session at the Annual Meeting or at some other time and place agreeable to the parties and open to the public

### Section III-E – Ex Officio Directors

To build collaborations within the cycling, business, and general communities, the Board of Directors may from time to time appoint ex officio members to the Board. All ex officio members shall be non-voting members of the Board and Corporation.

#### Section III-F – Interested Party as Director

No more than forty nine percent (49%) of the Directors may be at any time an “interested party.” “Interested party” means:

1. Any person currently receiving compensation by the corporation for services rendered it within the previous twelve (12) months, whether as a full-time or part-time officer, employee, independent contractor, or otherwise, excluding any reasonable reimbursement of incidental expenses paid to a Director as a Director;
2. Any relative, by blood or by marriage, of any such person.

#### Section III-G – Quorum

A quorum shall consist of a majority of voting members of the Board of Directors. Non-voting members shall not be included in a quorum call even if they are present at the meeting or special meeting of the Board, or at the annual meeting of the members.

Regardless of the number of Director positions established by these By-laws, for the purposes of determining a quorum, multiple positions held by a single person shall be counted as a single position. For example, if there are 15 director positions and two individuals hold two directorships, then the number on which a quorum is based shall be 13, and said quorum shall be seven (7).

A meeting shall be valid even if the attendance of one of more Directors is through telephonic, teleconferencing, simultaneous electronic communication, or other method consistent with current technology. The Directors present at a duly called or held meeting of the Board at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Directors required to constitute a quorum.

#### Section III-H – Resignation of Directors

A Director may resign from the Board of Directors by submitting a resignation in writing or electronically to the Board. Resignations need not be accepted by the Board to be effective.

#### Section III-I – Absences, and Removal of Directors

The Board of Directors shall have the power and authority to remove any Director for cause if he or she:

1. Is adjudicated to be within the purview of Section 7221 (relating to mental competency, conviction of a felony, or conduct affecting a charitable trust);
2. Has breached any duty under Sections 7230 through 7238 (relating to the standards of conduct of directors) of the California Nonprofit Public Benefit Corporation Law;
3. Fails to attend three (3) consecutive meetings on the Board of Directors, or four (4) board meetings within any twelve-month period, unless excused for good cause by the Board or President, which meetings have been noticed in accordance with California Law;
4. Fails to be a Member of the Club.

If a Director is removed, notice of removal shall be sent to said Director by first class certified mail with return receipt.

The Board may continue to conduct the affairs of SDBC with a reduced number of Directors.

#### Section III-J – Filling Vacancies on the Board of Directors

In the event of vacancies on the Board, at the Board's discretion:

1. The remaining Directors may appoint one or more Directors for the remaining term or terms of office;
2. The remaining Directors may call a Special Membership Meeting to elect a Director or Directors to fill the vacancy or vacancies; or
3. The remaining Directors may conduct a ballot, either in writing or electronically, to elect a Director or Directors to fill the vacancy or vacancies.

#### Section III-K – Term of Office

A Director's term of office is for the period from the annual election at which the Director is elected to the next annual election. A Director may serve any number of terms, whether consecutive or not.

#### Section III-L – Meetings, Notice of Meetings, Decisions of the Board, Members Attendance at Board Meetings

The Board shall meet at least twice a year or as often as is necessary to conduct the affairs of the Corporation. The Board shall provide notice, either in writing or electronically, to its Members of each Board meeting including the agenda at least 72 hours before the meeting, or alternatively, it may adopt and, from time to time, amend a calendar of meetings and advise the Members of the calendar, provided the agenda is made available, either in writing or electronically, to the membership at least 72 hours prior to the meeting. The Board President or any two (2) Directors may call a special meeting of the Board, with notice to the Members provided no less than five (5) days in advance thereof. Board meetings shall be open to Members except for matters pertaining to personnel, tangible or real property sales or purchases, and/or threatened or pending litigation, or other matters allowed by law. The Board may exercise decisions through non-simultaneous email transmissions if such decisions are subsequently ratified at a regular or special meeting of the Board.

#### Section III-M – Conducting Board Meetings

Board meetings shall be presided over by the President; in the President's absence, by the Vice President, then the Secretary, then the Treasurer shall preside over the meeting. If none of the four officers are present, then the presiding officer shall be by a person elected to be acting chair by a majority as the Board's first action. The Secretary shall act as Secretary of all Board meetings; in the Secretary's absence, the presiding officer shall appoint another person to be acting secretary. Meetings shall be governed by "Roberts' Rules of Order," consistent with the Bylaws.

#### Section III-N – Compensation of Directors

Directors shall serve without compensation, except for any Director who may also be an employee, contractor, or vendor of the Corporation. A Director may be compensated for any direct expenses incurred by such Director on behalf of SDBC if properly documented and



approved by the Treasurer or the Board. Free memberships given to Board members are not considered compensation under this section.

## **ARTICLE IV – DUTIES OF OFFICERS**

### Section IV-A – Duties of the President

The President shall:

1. Preside at all meetings of the Members and of the Board;
2. Set the agendas for the meetings of the Board of Directors and meetings of the Members.
3. Prepare and submit to the members the Annual Report;
4. Appoint Directors and/or Members to Committees; and
5. Exercise such other powers and duties as the Board may from time to time delegate to the President.

### Section IV-B – Duties of the Vice President

The Vice President shall:

1. Serve in the capacity of the President in the President's absence;
2. Exercise such other powers and duties as the Board may from time to time delegate to the Vice President.

### Section IV-C – Duties of the Secretary

The Secretary shall:

1. Keep or cause to keep a full and organized record of the proceedings of all SDBC meetings, including of the Membership, the Board, and Board committees;
2. Keep or cause to keep a full and organized book of policies and procedures as they are adopted from time to time by the Board;
3. Make or cause to make all correspondence of the Board;
4. Keep or cause to keep a full and organized record of all correspondences, contracts, and other documents of SDBC;
5. Make service of notices as may be required;
6. Keep or cause to keep a record of attendance at all SDBC meetings, and advise the Board of vacancies at such meetings;
7. Make or cause to make all required governmental filings, excluding taxes;
8. Provide required certifications regarding the Corporation; and
9. Exercise such other powers and duties as the Board may from time to time delegate to the Secretary.

### Section IV-D – Duties of the Treasurer

The Treasurer shall:

1. Be responsible for the financial affairs of the Corporation;
2. Sit on and chair the Budget Committee, if one exists;
3. Make regular financial reports to the Board;
4. Make or cause to make all tax filings; and
5. Exercise such other powers and duties as the Board may from time to time delegate to the Treasurer.

## **ARTICLE V – BOARD COMMITTEES**

### Section V-A – Executive Committee

At its discretion, the Board may establish an Executive Committee for the purpose of managing the day-to-day affairs of SDBC. The Board may delegate specific responsibilities and authority to the Executive Committee, including the authority to expend funds within the adopted budget. The Executive Committee shall consist of at least four (4) Directors, including the President, Vice President, Secretary, and Treasurer, and shall be chaired by the President. Other Executive Committee members may be appointed by the Board or the President.

### Section V-B – Budget Committee

The Board may appoint a Budget Committee, which shall propose a recommended budget to the Board of Directors at a time determined by the Directors. The Budget Committee, if created, shall consist of at least three (3) Directors, including the Treasurer who shall be its chair. Other Budget Committee members shall be appointed by the President.

### Section V-C – Other Committees

At its discretion, the Board may from time to time establish or terminate such other standing or *ad hoc* Committees as may be useful in carrying out the Board's responsibilities. Such Committees shall consist of at least one Director, and may include members, employees, and contractors, in addition to Directors. A Board Committee shall be chaired by a Director designated by the Board. Board Committee members shall be appointed by the President. Under no circumstances shall said committee(s) have the ability to legally bind the Corporation, without the duly authorized consent of the Board.

### Section V-D – Conduct of Committees

The Secretary shall keep, or cause to be kept, minutes of all Board Committees. The Chair of each Committee shall make a full report on the activities of the Committee at the next subsequent meeting of the Board, except that the Budget Committee, if one is established, shall report prior to the Board's December meeting. Committee meetings shall be open to members except for matters pertaining to personnel, tangible or real property acquisitions, threatened or pending litigation, and/or other matters permitted by law.

## **ARTICLE VI. BUDGET AND FINANCES**

### Section VI-A – Annual Budget

The Board of Directors shall adopt an annual budget at a meeting of either the Membership or Board, at a time and place as determined and properly noticed by the Directors.

### Section VI-B – Expenditures

No money shall be expended except in accordance with the budget as approved. The Board of Directors may amend the budget from time to time, as may be necessary to account for unanticipated revenues, shortfalls, expenses, or savings.

### Section VI-C – Audit

The Board of Directors may cause an audit to be conducted of the financial records at any time. Additionally, an audit shall be conducted at any time if requested by the Treasurer, or the Budget

Committee, if one is established. The audit may be performed by an outside accounting firm, by an independent accountant, or by a qualified Member not serving on the Board of Directors. Cost, if any, of said audit shall be borne by the Corporation.

#### Section VI-D – Annual Report

The President shall prepare or cause to be prepared an Annual Report no later than sixty (60) days after the close of the Club's fiscal year. Upon completion, the Annual Report shall be made available to all Members either electronically and/or via the Club's website. The Annual Report shall contain the following information in appropriate detail:

1. The assets and liabilities of the Club as of the end of the fiscal year;
2. The receipts and disbursements of the Club, for both general and restrictive purposes, during the fiscal year; and
3. Any other materially relevant information.

#### Section VI-E – Contracts

Upon the approval of the Board of Directors the President, Secretary, and Treasurer shall have the authority to sign any contract on behalf of the Club.

#### Section VI-F – Checks

The Board of Directors shall establish appropriate authorizations for the signing of checks, any requirements for co-signatures, and any requirements for Board approval in advance of expenditure. All SDBC funds shall be deposited in a financial institution selected by the Board of Directors. Separate accounts may be established as appropriate.

#### Section VI-G – Fiscal Year

The fiscal year shall begin on the first day of January and end on the last day of December, or on such twelve (12) month period as the Board may determine best meets the needs of the Corporation.

### **ARTICLE VII – PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

#### Section VII-A – Prohibition Against Sharing Corporate Profits

No Member, Director, Officer, agent, employee, or other person connected to SDBC, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of SDBC; provided, however, this provision shall not prevent payment to any such person for reasonable compensation for services performed on behalf of the Corporation in effecting any of its public purposes, so long as such compensation is otherwise permitted by these Bylaws and is fixed by Resolution of the Board of Directors.

#### Section VII-B – Prohibition Against Sharing Corporate Assets

No Member, Director, Officer, agent, employee, or other person connected to SDBC, or any private individual, shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of SDBC. All Members of SDBC are deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of SDBC, whether voluntarily or involuntarily, the assets of SDBC, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation, and not otherwise.

## **ARTICLE VIII. LIABILITY**

### Section VIII-A – Non-liability of Directors

Directors shall not be personally liable for the debts, liabilities, or other obligations of SDBC.

### Section VIII-B -- Indemnification

To the extent that a person who is or was a Director, Officer, employee, or other agent of SDBC has been successful on the merits in defending any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of SDBC, or has been successful in defending any claim, issue, or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. If the person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by SDBC, but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

### Section VIII-C – Insurance

The Board of Directors shall authorize the purchase and maintenance of insurance on behalf of the Corporation and/or any agent of the corporation (including a Director, Officer, employee, or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not SDBC would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

## **ARTICLE IX. AMENDMENTS TO THE BYLAWS**

### Section IX-A – Bylaw Amendments

These Bylaws may be repealed or amended or new By-laws may be adopted by a three-quarters majority vote of the Board of Directors or the Members present, in accordance with the California Nonprofit Public Benefit Corporation Law. Voting on By-laws amendment shall take place only at regular monthly meetings of the Board of Directors, in open session; or at the Annual Meeting, in open session. Said voting shall only occur after the proposed amendment(s) is/are introduced at the preceding regular monthly meeting of the Directors, in open session.

## **CERTIFICATE**

**By my signature below, I certify that the foregoing is a true and accurate copy of the Bylaws of the San Diego Bicycle Club, Inc., and that such Bylaws were duly adopted by Members of the Corporation on the date set forth below.**

**Date: February 11, 2019**

\_\_\_\_\_  
**Secretary**