

**BYLAWS
OF
PEARLAND CYCLING CLUB, INC.**

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FORWARD

The members of the Pearland Cycling Club, Inc. ("PCC" or the "Corporation") having recognized the need to develop a formal organization and having recognized the duties and responsibilities associated with such organization, applied for incorporation in the State of Texas as a non-profit corporation. A Certificate of Incorporation for the Pearland Cycling Club, Inc. was issued on January 22, 2004 and became effective on that date. The membership had elected Ellen Shohet, Aaron Joseph, and Bryan Tollerene, as President, Vice-President, and Secretary/Treasurer, respectively, to comprise the initial Executive Committee of the Corporation.

Once incorporated, it became necessary for PCC to establish these Bylaws to provide for an orderly manner of running the affairs of PCC, and the following reflect Bylaws for PCC.

ARTICLE I NAME AND PURPOSE

1.1 Name. The name of the corporation is Pearland Cycling Club, Inc., a non-profit Texas corporation.

1.2 Purpose. The Corporation is organized as a non-profit corporation, which purpose shall be the support of recreational cycling and educational purposes, as set out in the Corporation's Articles of Incorporation, for persons 18 years of age and older. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation, and to make distributions in furtherance of the Corporation's purpose; provided, however, that no part of its earnings shall inure to the benefit of, or be distributable to, any director, officer or other private person other than for the fair value of services rendered to the Corporation.

ARTICLE II PRINCIPLE OFFICE AND REGISTERED AGENT

2.1 Principle Office. The principle office of PCC in the State of Texas shall be located in Pearland, Brazoria County.

2.2 Registered Office and Registered Agent. PCC shall have and continually maintain in the State of Texas, a registered office, and a registered agent whose office is identical with such registered office as required by the Texas Non-Profit Corporation Act. The registered office may be, but not need to be, identical with the principle office of PCC in the State of Texas, and the address of the registered office may be changed from time to time by the Executive Committee

**ARTICLE III
MEMBERS, DUES AND RESPONSIBILITIES**

3.1 Membership. Membership in PCC is open to all interested cyclists regardless of age, ability or cycling experience and their family members who pay the required dues.

3.2 Dues and Responsibilities. Membership in PCC requires compliance with appropriate safety requirements of state and local law, along with applicable safety responsibilities promoted by PCC and applicable cycling organizations. The membership dues shall be established from time-to-time by the PCC Executive Committee. The modification of the amount of the annual dues of the Corporation must be approved by the membership and will take effect following approval by a majority vote at the full meeting of the membership.

**ARTICLE IV
EXECUTIVE COMMITTEE**

4.1 Duties of the Executive Committee. The Corporation shall maintain a committee (the "Executive Committee") which shall be charged with supervising the affairs of the Corporation, and shall have the following responsibilities: (i) holding elections for the officers of PCC; (ii) adopting, altering, or amending the Bylaws of PCC; (iii) approving the annual budget of PCC; and (iv) providing oversight and direction, as appropriate, to the affairs of PCC.

4.1.1 Number, Vacancies.

4.1.2 Number. The Executive Committee shall consist of the elected officers of PCC, the immediate Past President of PCC and each of the Coordinators. Any elected members of the Executive Committee shall be elected in the manner specified in these Bylaws and shall hold office for a term of one year (provided, however, that in the event that an appointment is made to fill a vacancy on the Executive Committee, a successor Executive Committee member shall hold office for the unexpired term of which the predecessor in office was elected).

4.1.3 Tenure. Each Executive Committee member shall take office on November 1st in the year of his or her election, except that, in the case of an appointment to fill a vacancy on the Executive Committee, a successor member shall take office on the date of his or her appointment. No decrease in the number of Executive Committee members shall have the effect of shortening the terms of any incumbent Executive Committee member.

4.1.4 Vacancies. A vacancy shall be declared in any seat on the Executive Committee upon the death, resignation, incapacity, or removal of the occupant thereof. Inability or unwillingness to act as an Executive Committee member or failure to attend three (3) consecutive meetings of the Executive Committee shall be grounds for removal of a member as

may be determined by a majority of the Executive Committee. The Executive Committee by a majority vote shall appoint a successor to the vacant position. Whenever a vacancy shall occur in any officer position on the Executive Committee, the President will convene a meeting of the Executive Committee and the Executive Committee will elect by majority of the Executive Committee members present a new officer from its membership. If a vacancy in the Presidency shall occur, the President-elect/Vice President shall assume the office of President. In the event of a vacancy in the office of Vice President, the Executive Committee shall convene a special meeting of the membership to elect a new Vice President/President-Elect.

ARTICLE V OFFICERS

5.1 Officers. The officers, who each shall serve on the Executive Committee, shall include the Past-President (following the initial year of incorporation), President, President Elect/Vice-President, Treasurer and Secretary ("Officer" or the "Officers"). Each of the Officers shall be elected by the membership of the PCC.

5.2 Election. Each year at the annual meeting the Vice President/President elect, having been elected by a majority of the membership during the previous year shall assume the office of President for the forthcoming year. The President shall assume the office of Past-President and remain a voting member of the Executive Committee for a period of one year. Each year the term of office of all other Officers shall expire on October 31st and successors shall be elected at the Annual Meeting of PCC.

5.3 Duties of Officers. The officers of PCC, who shall be responsible for the day-to-day affairs of PCC, shall have the duties as follows:

5.3.1 President. The President shall be the chief executive officer of PCC. The President shall preside at all meetings of the Executive Committee. The President shall see that all orders and resolutions of the Executive Committee are carried into effect. The President shall sign and execute all legal documents and instruments, in the name of PCC, when authorized to do so by the Executive Committee and shall perform such other duties as may be prescribed from time to time by the Executive Committee.

5.3.2 President Elect/Vice-President. The Vice-President shall discharge the duties of the President in the event of the President's absence or disability for any cause whatever, and shall perform such additional duties as may be prescribed from time to time by the President or the Executive Committee. The President Elect/Vice-President shall assume the office of President in the event of a vacancy in that office.

5.3.3 Treasurer. The Treasurer shall have charge of the financial records and all financial matters of PCC. The Treasurer will establish appropriate bank

account(s), approved by the Committee, to handle all funds of PCC. The President, Vice-President and Treasurer will be the only signatories for accounts of PCC. All checks issued in an amount over one hundred dollars (\$100) must be co-signed by two of these three officers. The Treasurer will be responsible for assuring that the financial records of PCC are kept in accordance with applicable law and good accounting practice and shall file tax returns with the IRS, if necessary or required by law. The Treasurer will arrange for appropriate reports regarding financial records of PCC. The Treasurer shall make a report to the President of all cash on hand, all expenses, all receipts and disbursements, and the assets and liabilities of PCC as required by the Executive Committee.

- 5.3.4 Secretary.** The Secretary shall maintain the official written records of the Executive Committee. The Secretary shall maintain accurate minutes of meetings of the Executive Committee and the Annual Meeting. The Secretary shall discharge such duties as shall be prescribed from time-to-time by the President or the Executive Committee. In the case of the absence or disability of the Secretary, the Committee may appoint an assistant secretary to perform the duties of the Secretary during such absence or disability.

ARTICLE VI COORDINATORS OF PCC

6.1 Appointment and Election. At their first Annual Meeting, and at each Annual Meeting thereafter, the membership shall elect the following PCC Coordinators: (i) Rider Safety and Education, (ii) Newsletter, (iii) Social, (iv) Advertising/Public Relations, (v) Route and Map, (vi) New Rider and Membership, (vii) Advocacy, (viii) Internet, and (ix) Ride and Tour. The Coordinators shall be elected from the body of the PCC membership and they shall take office the first business day of the week following the Annual Meeting. The Officers may serve simultaneously as a Coordinator and as an Officer of PCC.

- 6.1.1 Term.** Each Coordinator shall be elected for a term of one year and hold office until the following October 31st, or until such Coordinator resigns or is removed.
- 6.1.2 Resignation.** Any Coordinator may resign at any time by giving written notice thereof to the Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of the resignation shall not be necessary to make it effective.
- 6.1.3 Removal.** Any Coordinator elected by the membership may be removed for cause at any time by a unanimous vote of the Executive Committee; provided that the removal shall not prejudice the rights, if any, of such individual as an Officer.

6.1.4 Vacancies. Whenever a vacancy shall occur in any Coordinator position, the President will convene a meeting of the Executive Committee and the Executive Committee will elect by majority a new Coordinator. Appointed Coordinators shall serve until the next Annual Meeting of PCC at which time they may stand for election.

ARTICLE VII SPECIAL/STANDING COMMITTEES

7.1 Special Committees. The Executive Committee may from time-to-time establish committees or task forces to undertake special tasks. The Executive Committee shall name the chairs of these special committees/task forces. The Executive Committee shall clearly delineate the duties, duration, and objectives of each committee/task force. Each special committee or task force shall limit its activities to the accomplishment of the tasks for which it is designated and shall have no power to act except as specifically conferred by the Executive Committee. Upon completion of the designated tasks, such special committees or task forces shall be dissolved.

ARTICLE VIII MEETINGS

8.1 Meetings of Membership. The Executive Committee shall call an Annual Meeting of the PCC membership to be held in the month of September, or such month as designated (the "Annual Meeting"). The President shall preside over the Meeting. The Annual Meeting will be used to elect Officers and Coordinators for the following year, provide a general financial report and other information to the membership, and to conduct any other business as necessary. The President shall notify the membership in writing of the date, time, location, and nature of business for the Annual Meeting at least four weeks prior to the meeting. The President may call other meetings of the membership to present information or discuss issues. For such meetings the President shall notify the membership in writing of the date, time, location and nature of business at least two weeks prior to the meeting.

8.2 Executive Committee Meetings. All Executive Committee Meetings shall be publicly announced via e-mail and the Website and open to the membership. The Executive Committee shall meet at least four times per year. The first meeting of each year shall be held before January 15th. The President shall notify the Committee members in writing of the date, time, location, and nature of business for these meetings at least two weeks prior to the meeting. A two-thirds (2/3) majority of the Executive Committee may call special or emergency meetings to address specific issues at any time during the year. The President must give notice to the Committee members in writing or by telephone, at least two full business days prior to the meeting, of the date, time, location, and nature of business for these special or emergency meetings. An agenda for each Executive Committee meeting shall be posted publicly at least 48 hours prior to the meeting. Posting the agenda on the club website shall be sufficient for this purpose. Minutes of all official committee meetings shall be made available to the Internet Coordinator who shall post the minutes in a format such that they may be viewed without restriction by PCC members.

8.3 Committee Meetings. Special Committees shall meet as needed as directed by the Executive Committee. Special Committees shall meet as directed by the Board. All Special Committee members shall receive notice in writing, or by telephone, at least 48-hours prior to the meetings, except in an emergency, of the date, time, location, and nature of business for these meetings.

8.4 Quorum For Meetings.

8.4.1 Membership Meetings. There shall be no quorum requirement for the transaction of business at the Annual Meeting and other called meetings of the membership.

8.4.2 Executive Committee Meetings. The presence of three Officers and at least two Coordinators, as fixed by these Bylaws, shall be a quorum for the transaction of business at all Executive Committee meetings convened in accordance with these Bylaws.

8.4.3 Special/Standing Committee Meetings. The presence of a majority of the members of any Special/Standing Committee, including at least one Officer, shall be a quorum for the transaction of business at all meetings of those committees convened in accordance with these Bylaws.

8.5 Voting at Meetings.

8.5.1 Membership Meetings. The affirmative vote of a majority of members present at the Annual Meeting or other called meeting of the membership, shall be an act of the membership, except as may be otherwise provided by law or these Bylaws.

8.5.2 Executive Committee Meetings. The affirmative vote of a majority of Executive Committee members present at a Committee meeting, at which a quorum is present, shall be an act of the Committee, except as may be otherwise provided by law or these Bylaws.

8.5.3 Special/Standing Committee Meetings. The affirmative vote of a majority of Special/Standing Committee members present at a Special/Standing Committee meeting, at which a quorum is present, shall be an act of the Special/Standing Committee, except as may be otherwise provided by law or these Bylaws.

8.5.4 Proxies. Voting by proxy is not permitted at any Executive Committee or Special/Standing Committee meetings, of any meetings of the membership, including the Annual Meeting.

8.5.5 Electronic Format Meetings. Executive Committee meetings, along with Special/Standing Committee meetings, may be held via e-mail.

8.5.5.1 Meetings held via e-mail require copies of all e-mails to be sent to all members of the applicable committee. This may be accomplished by using the applicable list, or an e-mail distribution list specifically formed for the applicable committee.

8.5.5.2 Quorum requirements for e-mail meetings are considered satisfied if all members of the committee receive the e-mails about a specific issue under discussion, and a response is received by the committee members which would comprise a quorum.

8.5.5.3 The Secretary, or other designee, shall maintain records of e-mail committee meetings, and shall maintain and publish a record of issues discussed and the results of votes taken. This record, in recognition of and reflecting the unique nature of e-mail discussions, shall constitute the minutes of e-mail based committee meetings. Minutes of each meeting, motion and vote shall be posted in a public forum (preferably, the PCC designated internet site).

8.5.5.4 Actions of committee meetings via e-mail must be formalized as a motion by a committee member and seconded by another. Once a motion has been seconded, members of a committee will have a period of discussion not less than three days from the time the motion was seconded. Upon completion of discussion, a vote may be called and votes will be accepted via e-mail to the committee as a whole. A majority vote of the committee is sufficient to pass a motion set forth in this manner. The three-day period of discussion may be waived by a unanimous vote of the committee to suspend the rules and move directly to a vote. In this case, a unanimous vote by the committee is required to pass the proposal.

ARTICLE IX AMENDMENTS

9.1 **Amendments to Bylaws.** These Bylaws may be amended at any time by the Executive Committee at a scheduled meeting or other called meeting of the Executive Committee, at which a quorum is present. Any changes to the Bylaws must be approved by 75% of the Executive Committee members present at such a meeting.

ARTICLE X INDEMNIFICATION OF THE BOARD AND OFFICERS

10.1 **Indemnification.** PCC shall indemnify any Executive Committee member, Officer or Coordinator, or former Executive Committee member, Officer or Coordinator of PCC (the "Indemnified Person"), against any and all losses, costs, and expenses (including attorney's fees) actually and necessarily incurred by such person in connection with the defense of any action, suit, or proceeding, whether civil or criminal, in which such person is

made a party by reason of being or having been such Executive Committee member, Officer, or Coordinator except in relation to matters as to which such person shall be finally adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in performance of duty. PCC shall also reimburse any such Indemnified Person for the reasonable cost of settlement of any such action, suit, or proceeding, if it shall be found by a majority of the Executive Committee members not involved in the matter in controversy, whether or not a quorum, that it was in the best interest of PCC that such settlement be made, and that such Indemnified Person was not guilty of gross negligence or willful misconduct in performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which such Indemnified Person may be entitled, under any bylaw, agreement, insurance policy, or otherwise. **Notwithstanding anything contained herein to the contrary, no entity, person or individual shall be responsible for satisfaction of any financial obligations of PCC merely as a result of their involvement, or sponsorship of, the activities of PCC.**

ARTICLE XI GENERAL PROVISIONS

11.1 Fiscal Year. The fiscal year of PCC shall be January 1st through December 31st. The Executive Committee shall determine the period of time covered for annual dues or the term of any membership.

11.2 Financial Records. PCC shall maintain true and accurate financial records, showing all receipts and expenditures and assets and liabilities. The Treasurer shall have the responsibility for this activity.

11.3 Checks and Drafts. All checks, drafts, or orders for the payment of money notes, or other evidences of indebtedness issued in the name of PCC, shall be signed as provided in these Bylaws, or in such other manner as may from time to time be determined by resolution of the Executive Committee.

11.4 Deposits. All funds of PCC shall be deposited, from time-to-time to the credit of PCC in such banks, trust companies, or other depositories as the Executive Committee may select.

11.5 Financial Reporting. Prior to the Annual Meeting of PCC, the Treasurer shall arrange to provide a summary report of the records of PCC, to be reviewed on at least an annual basis by the Executive Committee, or any applicable Special Committee.

11.6 Contracts. The Executive Committee may authorize any Officer or Officers, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

11.7 Gifts. The Executive Committee may accept, solely on behalf of PCC, any contribution, gift, bequest, or device for any general purpose, or for any special purpose, of PCC.

11.8 Notices. All notices should be directed to the President initially at the President's home address, or to the permanent address for PCC once it is resolved by the Executive Committee.

11.9 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act, or under a provision of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

11.10 Seal. The Executive Committee may approve a corporate seal.

11.11 Documents Included by Reference. Pearland Cycling Club Rules for Club Rides, as adopted by the Executive Committee.

11.12 Insurance. The Corporation may purchase and maintain insurance, at its expense, to protect itself or any Indemnified Person against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss.

11.13 Savings Clause. If any Article, or any portion hereof, shall be invalidated on any ground by any court of competent jurisdiction, then the Bylaws shall remain valid, to the fullest extent permitted by applicable law, and such remaining portions shall remain effective and shall not have been invalidated and to the fullest extent permitted by applicable law.