

# **BYLAWS OF THE HAWKEYE BICYCLE ASSOCIATION**

## **PREAMBLE**

We, the members of the Hawkeye Bicycle Association, do ordain and establish the following rules, in addition to the Articles of Incorporation of the State of Iowa, to which we voluntarily submit ourselves.

## **ARTICLE 1: MEMBERSHIP**

Section 1: Any person in sympathy with the objectives of the organization may become a member on payment of the appropriate sum.

Section 2: The classes of membership shall be set by the Board of Directors.

## **ARTICLE II: OFFICERS AND BOARD OF DIRECTORS**

Section 1: The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer.

Section 2: The Board of Directors of the Association shall consist of the Officers, and six Directors, and President Emeritus, all of who are voting members of the Board of Directors.

Section 3: The President may assign duties to the Vice President and to each of the six (6) Directors-At-Large, and is authorized to appoint members to fill any open positions on the Board.

## **ARTICLE III: ELECTIONS AND TERMS OF OFFICE**

Section 1. The Officers and six (6) Directors At-Large shall be elected at the Annual Meeting of the members of the Association. They shall serve until the next Annual Meeting or until such later time as their successors have been elected and qualified.

Section 2: If more than one person is nominated for an office, the vote shall be by ballot.

Section 3: Officers and Directors absent from three or more consecutive Board meetings shall be held to have submitted their resignations.

Section 4: The previous President shall serve in an emeritus capacity on the Board of Directors for the duration of term of service of the President.

## **ARTICLE IV: DUTIES OF OFFICERS AND BOARD OF DIRECTORS**

Section 1: It shall be the duty of the President to preside at all meetings of the organization, to preside at all meetings of the Board of Directors, to appoint committees, and to perform such duties as may properly pertain to their office. The President shall have the power to accept resignations and to appoint a member of the organization to fill any vacancy occurring during the year.

Section 2: It shall be the duty of the Vice President to act in the absence or incapacity of the President.

Section 3: It shall be the duty of the Secretary to keep a record of the proceedings of the organization and to conduct correspondence.

Section 4: It shall be the duty of the Treasurer to receive and hold in trust the funds of the organization, to make all duly authorized payments there from, to keep and render an account thereof, and to present reports thereon as required by the Board of Directors and at the Annual Meeting.

Section 5: It shall be the duty of the Membership Director to keep a membership roll and to present a Membership report when requested By the Board of Directors or the President.

Section 6: It shall be the duty of the Internet Director to act as the Account Administrator and maintain the HBA website and Facebook page. Section 7: It shall be the duty of the Touring Director to conduct Ride Leader training, schedule and chair the annual ride leader meeting, develop a club ride schedule and post to a club calendar.

Section 8: It shall be the duty of the RAGBRAI Director to organize the annual HBA RAGBRAI trip, including act as liaison with the RAGBRAI organization, organize and arrange for transportation and accommodations and communicate with members regarding details.

Section 9: It shall be the duty of the Swine Trek Director to schedule and plan the annual Swine Trek ride.

Section 10: It shall be the duty of the Social Committee Director to chair Social Committee meetings and ensure planning and execution of HBA social functions including the annual fall and spring socials.

Section 11: It shall be the duty of the Board of Directors to decide and formulate policies for the organization, and to control funds for the organization for all ordinary expenditures.

## **ARTICLE V: COMMITTEES**

Section 1: All committees shall be appointed by the President. The President serves as an ex officio member of all committees (except nominating committee if utilized).

Section 2: The President shall appoint one or more auditors prior to the Annual Meeting. They shall examine the Treasurer's financial accounts and certify to their correctness.

## **ARTICLE VI: QUORUM AND PROXIES**

Section 1: A quorum for the transaction of business at the annual or special meetings shall be those members present at any meeting.

Section 2: A quorum for the transaction of business at Board of Directors meetings shall be a majority of the board members present.

Section 3: There shall be no representation by proxy or absentee voter's ballot at any meeting.

## **ARTICLE VII: ORDER OF BUSINESS**

Section 1: In all meetings for business, the organization shall be governed by "Roberts Rules of Order".

Section 2: The following shall be the order of business of the Annual Meeting, and at such meetings as may apply: opening, reading of minutes, reports of Officers, report of standing committees, report of special committees and organizations, unfinished

business, new business, and adjournment.

#### **ARTICLE VIII: MEETINGS OF MEMBERS**

Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

Section 2: Special Meetings. Special meetings may be called by a simple majority of the Board of Directors. A written request signed by 10% of the voting members may call a special meeting.

Section 3: Notice. Notice of meetings under this section shall be given to each voting member not less than 10 days before the meeting.

#### **ARTICLE IX: AMENDMENT TO BYLAWS**

Section 1: These bylaws may be amended by the members in any way consistent with the Articles of Incorporation of the State of Iowa, by a two-thirds vote of the members present at any Annual Meeting, or any special meeting called for that purpose, provided that notice of the proposed changes has been given to the members at least 10 days prior to the meeting at which such proposed action is to be taken.