PROPOSED: AMENDED AND RESTATED BYLAWS

OF THE WACO BICYCLE CLUB

Effective Date: December 7, 2026

These Amended and Restated Bylaws supersede and replace all prior versions of the bylaws of the Waco Bicycle Club.

ARTICLE I. NAME

The name of this organization shall be the Waco Bicycle Club ("the Club").

ARTICLE II. PURPOSE

The purpose of the Club shall be to:

1. Promote safe and enjoyable bicycling for recreation, transportation, and fitness.
2. Encourage bicycle safety and education.
3. Support and advocate for bicycling infrastructure and access.
4. Organize rides, events, and social activities for members.
5. Promote fellowship among cyclists in the community.

The Club shall operate exclusively for nonprofit purposes.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility

Membership shall be open to any individual or family interested in supporting the purposes of the Club.

Section 2. Membership Categories and Dues

Two Membership Types shall be:

- Individual Membership
- Family Membership: covering up to six (6) individuals residing in the same household

Membership shall be valid for one year from the date of payment.

Changes to membership dues must be approved by a two-thirds (2/3) vote of members present at any regular meeting at which a quorum is present. As of April 2026, the membership dues for individuals are $30 and families up to 6 are $40 / per year.

Section 3. Voting Rights

Each Individual Membership shall have one vote.

Each Family Membership shall have one vote.

Members must be in good standing for at least thirty (30) days prior to a vote in order to be eligible to vote.

Section 4. Good Standing

A member is considered in good standing if their dues are current.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Authority

The affairs, activities, and operations of the Club shall be managed by the Board of Directors ("the Board"). The Board shall have full authority to conduct the business of the Club, subject to these Bylaws and applicable law.

Section 2. Composition

The Board of Directors shall consist of:

Elected Officers:

- President
- Vice President, Programs and Education
- Vice President, Membership
- Secretary
- Treasurer
- Social Media Coordinator
- Community Relations Coordinator
- Mountain Bike Liaison
- Website Manager

Appointed Members at Large:

The Board may appoint Members at Large to serve specific operational and liaison roles. Members at Large shall not be required to be elected by the general membership.

Section 3. Voting Rights

All elected members of the Board of Directors shall have equal voting rights.

Section 4. Terms of Office

Elected Officers

Elected officers shall serve terms of one (1) year and may be reelected.

Appointed Members at Large

Appointed Members at Large shall serve one (1) year terms and may be reappointed.

Section 5. Vacancies

Any vacancy on the Board may be filled by majority vote of the remaining Board members. The appointed individual shall serve the remainder of the term.

Section 6. Removal

Any Board member may be removed by majority vote of the Board if it is determined to be in the best interests of the Club.

Section 7. Quorum

A majority of the current Board members shall constitute a quorum.

Section 8. Meetings

The Board shall meet as needed to conduct Club business.

Section 9. Electronic Meetings and Voting

Meetings of the Board of Directors and membership may be held in person or by electronic means, including video conference, telephone conference, or similar communications equipment, provided that all participants can simultaneously hear and communicate with each other. Participation by such electronic means shall constitute presence in person for purposes of quorum and voting.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all Board members consent in writing or by electronic transmission, including email or other reliable electronic communication. The Board may establish procedures for electronic voting, provided that such procedures ensure accurate vote recording and member identification.

ARTICLE V. OFFICERS AND THEIR DUTIES

Section 1. President

The President shall:

- Preside at all meetings
- Provide leadership and direction
- Represent the Club publicly
- Coordinate the activities of officers and Board members
- Ensure Club operations align with its mission

Section 2. Vice President, Programs and Education

The Vice President, Programs and Education shall:

- Coordinate educational programs
- Organize speakers and presentations
- Support Club events

Section 3. Vice President, Membership

The Vice President, Membership shall:

- Maintain membership records
- Promote membership growth
- Welcome and communicate with members

Section 4. Secretary

The Secretary shall:

- Maintain meeting minutes
- Maintain official records
- Provide required notices

Section 5. Treasurer

The Treasurer shall:

- Maintain financial records
- Manage Club funds
- Provide financial reports
- Ensure proper handling of funds

Section 6. Website Manager

The Website Manager shall:

- Maintain and update the Club website
- Ensure accuracy of posted information
- Publish events, announcements, and updates
- Maintain website functionality and security
- Coordinate content updates with officers

Section 7. Social Media Coordinator

The Social Media Coordinator shall:

- Manage official social media accounts
- Promote Club events and activities
- Share announcements and updates
- Maintain a positive public image
- Communicate with members and the public when appropriate

Section 8. Mountain Bike Liaison

The Mountain Bike Liaison shall:

- Represent mountain biking members
- Coordinate mountain bike rides and activities
- Communicate trail conditions
- Maintain relationships with trail organizations
- Advocate for mountain biking opportunities

Section 9. Community Relations Coordinator

The Community Relations Coordinator shall:

- Serve as liaison to community organizations
- Develop partnerships
- Promote cycling advocacy
- Represent the Club at community events
- Support outreach activities

ARTICLE VI. CHARITABLE ASSISTANCE

The Club may provide financial or in-kind assistance to individuals experiencing hardship due to illness, injury, catastrophic events, or other circumstances consistent with the Club's charitable and nonprofit purposes.

Such assistance shall be awarded based on objective and nondiscriminatory criteria established by the Board of Directors. Assistance shall not result in prohibited private benefit or inurement.

The Board shall review and approve assistance by majority vote, and any Director with a conflict of interest shall recuse themselves from deliberation and voting.

The Club shall maintain appropriate records of all assistance provided.

ARTICLE VII. MEMBER MEETINGS

Section 1. Regular Meetings

Regular meetings of the membership shall be held as determined by the Board.

Section 2. Annual Meeting

An annual meeting shall be held for the election of officers and other business.

Section 3. Quorum

A quorum shall consist of those members present at a properly noticed meeting.

ARTICLE VIII. COMMITTEES

The Board may establish committees as needed.

Committee members may include Board members and general members.

ARTICLE IX. FINANCIAL MANAGEMENT

Section 1. Fiscal Year

The fiscal year shall be determined by the Board.

Section 2. Use of Funds

Funds shall be used solely for Club purposes.

ARTICLE X. AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote of members present at any regular or special meeting, provided at least 10 days written notice is given to WBC members of intention to alter, amend, repeal, or adopt bylaws at such a meeting..

ARTICLE XI. EFFECTIVE DATE

These Amended and Restated Bylaws shall take effect on December 7, 2026, upon approval by the membership.

Certified and adopted by the membership of the Waco Bicycle Club on December 7, 2026.

President: _____

Secretary: _____