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Restated Bylaws of GEARS Education
(name to be changed to
Greater Eugene Area Riders Cycling Club, Inc. – See Article 1.1)

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**RESTATED BYLAWS
OF
GREATER EUGENE AREA RIDERS CYCLING CLUB, INC.**

**ARTICLE 1
NAME**

1.1 Name

The name of the organization shall be Greater Eugene Area Riders Cycling Club, Inc.

1.2 Principal Office

The principal office of the corporation in the state of Oregon shall be located in Lane County, Oregon. The corporation may have such other offices either within or without the state of Oregon as the board of directors may designate or as the business of the corporation may require from time to time.

1.3 Registered Office

The registered office of the corporation required by the Oregon Non-Profit Corporation Act to be maintained in the state of Oregon may be, but need not be, identical with the principal office in the state of Oregon, and the address of the registered office may be changed from time to time by the board of directors upon due compliance with the requirements of the Oregon Non-Profit Corporation Act for change of the registered office.

1.4 Purpose

The corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law.

The mission of the Greater Eugene Area Riders Cycling Club, Inc. is to promote and encourage safely riding bicycles for transportation, health, and recreation. The Greater Eugene Area Riders Cycling Club, Inc. strives to accomplish this mission by:

- ❖ Coordinating, promoting and leading regularly scheduled rides for riders of various skill levels;
- ❖ Teaching safety and skill classes for riders of various skill levels;
- ❖ Encouraging public, private, and governmental entities to develop better cycling facilities;
- ❖ Defending and protecting the rights and responsibilities of bicycle riders as vehicle operators for transportation, pleasure, and health;
- ❖ Initiating, coordinating, and leading community bicycling events; and
- ❖ Lobbying governmental and public entities in the furtherance of our mission, vision, and values.

ARTICLE 2 MEMBERSHIP AND DUES

2.1 Qualifications

Anyone who is interested in biking is eligible to be a Member. Annual dues, which may include different dues levels, are required for membership. Changes in dues, pricing and structure, shall be recommended by the board of directors, and voted on and approved by members by a majority vote at a special meeting announced in the prior month's newsletter.

Applicants for membership are required to sign and abide by the terms of the

Membership Application Form.

2.2 Term

A membership is one year from the date of joining the corporation.

2.3 Annual Meeting

The annual meeting of the members shall be held during the month of November at a time and place to be determined by the board of directors.

2.4 Meetings

The members shall hold meetings at a time and place to be designated by the board of directors.

2.5 Special Meetings

Special meetings of the members shall be held at the call of the board of directors, or by the call of the holders of at least five percent (5%) of the members by a demand signed, dated, and delivered to the corporation's secretary. Such demand by the members shall describe the purpose for the meeting.

2.6 Notice of Meetings

Notice of all meetings of the members shall be given to each member seven days before the scheduled meeting. Notice shall be by electronic means (email) for those who use email. All members who do not have email will be sent the GEARS Ride Schedule by regular mail at least seven days before a scheduled meeting, and notices of meetings shall be prominently placed on the Ride Schedule. The notice of the meeting shall include the date, time, place, and purpose(s) of the meeting.

2.7 Quorum and Voting

A quorum of the membership shall be those members in attendance. However,

at least a majority of the then-sitting board of directors shall also be required for a quorum of the membership. Once a quorum has been established, each member shall be entitled to one vote on all matters.

ARTICLE 3 BOARD OF DIRECTORS

3.1 General Powers

The business and affairs of the corporation shall be managed by its board of directors. The board shall have the power to:

- a. Adopt rules and regulations for the conduct of the affairs of the corporation;
- b. Conduct monthly board meetings and general meetings. The board shall generally have all of the powers necessary for the transaction of business and affairs of the corporation.
- c. Appoint committee members.

It is expressly understood that nothing contained in this paragraph shall be deemed to limit or restrict the general authority vested in the board for the management and control of the corporation.

3.2 Number and Election

The board of directors shall consist of seven (7) persons: the President, Vice President, Treasurer, Secretary, and three at large members.

The members of the corporation shall elect the board of directors on an annual basis at the November general meeting from candidates nominated at the October general meeting.

Each of the seven (7) positions shall be elected by a majority vote of the members. If no majority is reached on the first vote, a second vote shall take place. If no candidate for a board position receives a majority vote on the second vote, the candidate receiving the lowest number of votes for that vote shall be dropped from the third vote. If necessary, the candidate receiving the lowest number votes for that vote shall be dropped from each subsequent vote until one candidate receives a majority of the votes.

3.3 Term

~~Each director shall serve a term of one year~~ (see addendum, page 17) .The term of office shall begin at the close of the November general meeting.

No candidate may be nominated for more than one position per election. Only current members are eligible to run and hold elective office.

3.4 Regular Meeting

A regular meeting of the board of directors shall be held on a monthly basis. An agenda of the board meeting shall be posted to the Club website one week prior to each board of directors meeting.

3.5 Special Meetings

Special meetings of the board of directors may be called by or at the request of the president or any three directors. The person or persons authorized to call special meetings of the board of directors may fix any place within Lane County for holding a special meeting of the board of directors called by him, her, or them.

3.6 Telephone Conference Meetings

Any regular or special meeting of the board may be conducted either by (1)

conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other; or (2) communications which are immediately transmitted to each participating director and where each participating director is able to immediately send messages to all other participating Directors.

If a meeting is conducted through either of the means described in this Section 3.6, (a) all participating directors shall be informed that a meeting is taking place at which official business may be transacted; and (b) a director participating in the meeting by this means is deemed to be present in person at the meeting.

3.7 Notice of Meeting

Notice of all meetings of the board of directors shall be given to each director seven days before the scheduled meeting. Notice shall be by electronic means (email) for those who use email. All directors who do not have email will be sent the GEARS Ride Schedule by regular mail at least seven days before a scheduled special meeting, and notice of the meeting shall be prominently placed on the Ride Schedule. The notice of the meeting shall include the date, time, place, and purpose of the meeting.

Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purposes of, any regular or special meeting of the board of directors need be specified in the waiver of notice of such meeting.

3.8 Quorum

A majority of the number of directors in office immediately before the

commencement of the meeting shall constitute a quorum for the transaction of business at any meeting of the board of directors. If less than a majority is present at a meeting, the director or directors present may adjourn the meeting from time to time without further notice.

3.9 Manner of Acting

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, except where the Articles of Incorporation, these Bylaws, or Oregon law require greater than a majority of the directors to approve any act.

3.10 Presumption of Assent

A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken, shall be presumed to have assented to the action taken, unless the director's dissent shall be entered in the minutes of the meeting, or unless the director shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

3.11 Resignation

Any director of the corporation may resign at any time by giving written notice to the corporation, to the board of directors, or to the president, or the secretary of the corporation. Any such resignation shall take effect at the time specified therein or, if the

time be not specified therein, upon its acceptance by the board of directors. Written notice includes a communication that is transmitted or received by electronic means.

3.12 Removal

At any meeting of the members, any individual director may be removed from office with or without cause by a vote of two-thirds of the members at the meeting. Nothing in these Bylaws shall prohibit the entire board of directors from being removed.

3.13 Vacancies

Any vacancy occurring in the board of directors because of death, resignation, removal, disqualification, or otherwise, may be filled by the affirmative vote of a majority of the remaining directors. The board shall make its best effort to fill any vacancy within sixty (60) days. A director elected to fill a vacancy shall be elected for the unexpired term of the director's predecessor in office.

ARTICLE 4 OFFICERS

4.1 Number and Qualifications

The officers of the corporation shall be a president, a vice president, a secretary, a treasurer, and three members at large.

4.2 Election and Term of Office

The officers shall be elected annually by the members of the corporation at the November general meeting. Each officer shall hold office until that officer's successor shall have been duly elected and shall have qualified, or until that officer shall resign or shall have been removed in the manner hereinafter provided.

4.3 Vacancies

A vacancy in any office may be filled by the board of directors for the unexpired

portion of the term of that office as provided for in Section 3.

4.4 Duties of Officers

A. President

The President shall:

Generally supervise all the business and affairs of the corporation;

Preside over meetings of the board of directors and over general meetings, and represent the corporation in matters of policy;

Call special meetings of the board of directors;

Participate in board meetings and ensure that there is an agenda for each meeting, that minutes are kept and reviewed, as well as reports provided in advance of the meeting;

Make sure that all topics on the agenda are given complete consideration;

May sign, with the Secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors;

B. Vice President

The Vice-President shall:

Perform the duties of the President in the absence of the President;

Chair the Nomination Committee;

Keep the monthly board meetings on schedule by keeping track of time allotted for each agenda item;

Participate in each meeting;

Organize and run the general membership meetings;

Set up the yearly election of the board of directors;

C. Secretary

The Secretary shall:

Participate in board meetings;

Keep the minutes of the meetings of the board of directors and general meetings;

Be responsible for official correspondence;

Prepare minutes of the board of directors that shall state the date, time meeting location and attendees; and all board actions including approval or rejection of motions;

Promptly (within one week) email the minutes to the board of directors;

Where the general membership meeting results in a vote, document and publish the vote;

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

Sign and execute with the president, all deeds, bonds, contracts and other obligations or instruments in the name of the corporation;

Authenticate records of the corporation.

D. Treasurer

The Treasurer shall:

Generally be responsible for the management of the financial affairs of the corporation;

Have the care and custody of and be responsible for all funds and investments of the corporation and to cause to be kept regular books of account;

Deposit all funds and other valuable effects in the name of the corporation in such depositories as may be designated by the board of directors;

Prepare monthly financial reports and email the report to the board

of directors;

Participate in board meetings;

File the annual report with the Oregon Secretary of State and send a conformed copy to the company's President and attorney;

File the annual income tax return by May each year;

Pay the rental fee for PO Box and liability insurance;

Perform a monthly transfer of available funds from PayPal to corporation's account;

E. Other Officers

The board of directors may elect or appoint other officers, agents, and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the board of directors.

4.5 Removal of Officers

The board of directors, at any meeting called for the purpose, by a two-thirds (2/3) vote, may remove any officer from office and elect or appoint the successor. The officer may be removed with or without cause.

4.6 Resignation of Officers

Any officer of the corporation may resign at any time by giving written notice to the corporation, the board of directors, to the President, or the Secretary of the corporation. Any such resignation shall take effect at the time specified therein or, if the time be not specified therein, upon its acceptance by the board of directors.

ARTICLE 5 CONTRACTS, LOANS, CHECKS AND DEPOSITS

5.1 Contracts

The board of directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be in general or confined to specific instances.

5.2 Loans to Corporation

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

5.3 Checks, Drafts. Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the board of directors.

5.4 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

ARTICLE 6 FISCAL YEAR

The fiscal year of this corporation shall commence on January 1 and end on December 31.

ARTICLE 7 WAIVER AND FORM OF NOTICE

7.1 Waiver of Notice

Whenever any notice is required to be given to any director of the corporation under the provisions of these Bylaws, under the provisions of the Articles of Incorporation, or under the provisions of the Oregon Non-Profit Corporation Act, a waiver of the notice in writing, signed by the person or persons entitled to the notice, whether before or after the time stated in the notice, shall be deemed equivalent to the giving of the notice.

7.2 Form of Notice

Whenever, under the provisions of the Oregon Nonprofit Corporation Act or these Bylaws, notice is required to be given to any director, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail addressed to such director at the address as it appears on the records of the corporation, or at the last known business or residence address of the director prepaid, and such notice if mailed shall be deemed to be given three (3) days after the same shall be deposited in the United States mail.

ARTICLE 8 ACTION WITHOUT A MEETING

Any action which law, the Articles of Incorporation, or these Bylaws require or permit the members or directors to take at a meeting, may be taken without a meeting if one or more consents in writing describing the action taken is signed by all of the members or directors entitled to vote on the matter. The consents, which shall have the same effect as a unanimous vote of the members or directors as the case may be, shall be filed in the records of minutes of the corporation. Written consent includes a communication that is transmitted or received by electronic means. The action taken is

effective when the last consent has been received, unless the consent specified an earlier or later effective date.

ARTICLE 9 LIMITATION OF LIABILITY OF QUALIFIED DIRECTORS

A qualified director has the meaning given to that term by ORS 65.369 et seq. (a copy of which is attached). The civil liability of a qualified director for the performance or nonperformance of the director's duties shall be limited to gross negligence or intentional misconduct.

ARTICLE 10 INDEMNIFICATION OF DIRECTORS AND OFFICERS

10.1 Indemnification

The corporation shall indemnify to the fullest extent permitted by the Oregon Non-Profit Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the corporation) by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the corporation. The right to and the amount of indemnification shall be determined in accordance with the provisions of the Oregon Non-Profit Corporation Act in effect at the time of the determination.

The amount paid to any officer or director by way of indemnification shall not exceed that officer's or director's actual, reasonable, and necessary expenses incurred in connection with the matter involved and such additional amount that may be fixed by

the board of directors.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

10.2 Advances of Expenses

The expenses incurred by a director or officer in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise, which the director or officer is made or threatened to be made a party to or witness in, or is otherwise involved in, shall be paid by the corporation in advance upon written request of the director or officer, if the director or officer:

10.2.1. Furnishes the corporation a written affirmation of his or her good faith belief that he or she is entitled to be indemnified by the corporation; and

10.2.2 Furnishes the corporation a written undertaking to repay such advance to the extent that it is ultimately determined by a court that he or she is not entitled to be indemnified by the corporation. Such advances shall be made without regard to the person's ability to repay such expenses and without regard to the person's ultimate entitlement to indemnification under this or otherwise.

ARTICLE 11 INTERESTED PARTIES

11.1 Director Conflict of Interest

A director of the corporation shall not be disqualified by the director's office from contracting with the corporation as vendor, purchaser or otherwise; nor shall any contract or arrangement entered into by or on behalf of the corporation in which any

director is in any way interested be avoided on that account, provided that such contract or arrangement shall have been approved or ratified by a majority of the board of directors without counting in such majority the director so interested, although such director may be counted toward a quorum, or shall have been approved or ratified by the affirmative action of a majority of the directors of the corporation, and the interest shall have been disclosed or known to the approving or ratifying directors. The board of directors of the corporation shall adopt a conflict of interest policy consistent with the sample conflict of interest policy in Appendix A to the instructions for filing IRS Form 1023.

11.2 Loans to or Guaranties for Directors or Officers

The corporation shall not make a loan, guaranty an obligation, or modify a preexisting loan or guaranty to or for the benefit of a director or officer of the corporation except as provided for in ORS 65.364.

ARTICLE 12 AMENDMENTS

Any member may propose that the Bylaws be altered, amended or repealed. A proposed amendment shall be published in the newsletter prior to being voted on. Such amendment will be adopted if approved by two-thirds (2/3) of the members entitled to vote at a meeting of the members.

ARTICLE 13 DISSOLUTION

The corporation shall be dissolved upon a vote by three quarters (3/4) of the members at a meeting held for that purpose and called by the board of directors. Upon

dissolution, the assets of the corporation shall be distributed as provided for in the Articles of Incorporation.

ADDENDUM 1 - ADOPTED 11/30/2016

3.3 Term

Starting in November 2017, **all** directors shall serve a term of **two** years. The terms shall be staggered. To achieve staggered terms, in November 2016, **four** board members shall be elected to serve **two-year terms** and **three** board members shall be elected to a **one-year term**. Thereafter all board members shall be elected for two-year terms.