

Exhibit B

DRAFT REVISION TO DBC By-Laws October 2009 Revision

Davis Bike Club By-Laws

ARTICLE I. NAME, LEGAL STATUS AND PRINCIPAL OFFICE

Section A. The name of the organization shall be Davis Bike Club, Inc. and the Organization shall be referred to in these By-Laws as the "Club."

Section B. The Club shall be incorporated as a not-for-profit corporation under the laws of California.

Section C. The principal office of the Club is located at 610 Third Street, Davis, CA 95616.

Section D. The Board of Directors is hereby granted authority to change the location of the principal office of the Club within the County of Yolo, CA. Any such change shall be noted by the secretary in these By-Laws, but shall not be considered an amendment of these By-Laws.

ARTICLE II. OBJECTIVES

Section A. The objectives of the Club are:

1. To promote interest in all aspects of bicycling; to:
 - a. Encourage and facilitate recreational bicycling for all skill levels;
 - b. Encourage and facilitate bicycle racing;
 - c. Promote bicycling as a means of transportation.
2. To increase the awareness of the need for a safe bicycling environment and promote the practice of safe bicycling techniques.
3. To express the views of members of the Club in connection with legislative and administrative proposals relating to equipment requirements for bicycles, the establishment and maintenance of bicycling facilities, traffic regulations, or other measures affecting bicycling, but not to support or oppose any political candidate.
4. To promote and protect the rights of bicyclists.

5. To gather and publish for member's information about bicycling, bicycle clubs and their activities and other information related to bicycling in the form of a monthly newsletter.

Section B. The Club through its Board of Directors shall engage in such lawful programs and activities and take such lawful action as may be deemed necessary and advisable by the Board of Directors to accomplish the objectives of the Club as stated in these By-laws. Before the Board of Directors may offer an endorsement on any ballot measure being put to a general public vote, the following conditions must be met:

1. The entire membership of the Board of Directors must be notified in writing or by e-mail of the intent to offer such endorsement at least one week before the Board may vote on the endorsement.
2. A description of the proposed endorsement must be prominently displayed on the Club's bulletin board at the Club's sponsor and on the Club's web site at least one week before the Board may vote on the endorsement.
3. Two-thirds of the entire membership of the Board of Directors must vote in favor of the endorsement before such endorsement may be made public.

ARTICLE III. MEMBERSHIP

Section A. Categories of Membership. There shall be two categories of membership in the Club, Regular and Honorary.

1. Regular Membership. Any person who supports the objectives of the Club is eligible to become an individual member of the Club. Any individual member may have the option of becoming a race team member by paying an extra fee as designated by the Board of Directors; but race team membership shall not expand the members voting rights.
2. Honorary Membership. Honorary membership may be conferred by the Board of Directors on any person who has rendered extraordinary service

or who has made an outstanding contribution to the Club or any phase of bicycling.

Section B. Voting Rights. Each member shall have one vote.

Section C. Application for Membership. Application for membership shall be made on application forms prescribed by the Board of Directors.

Section D. Admission of Members. Applications for membership may be approved by the Membership Director. Applications shall be approved unless not properly made, or if the Membership Director has reason to believe that the applicant does not support the objectives of the Club. Any recommendation for rejection on the grounds that an applicant is not a desirable person for membership must be referred by the Membership Director to the Board of Directors for final determination.

Section E. Term and Renewal of Regular Membership. Each regular membership in the Club shall be for a term of one year.

Section F. Censure or Termination of Membership. Any member of the Club may be censured or the Board of Directors for good cause may terminate any membership in the Club. Good cause shall be the failure or refusal of a member to comply with these By-Laws or any act by the member that in the judgment of the Board of Directors is contrary to the interests of the Club or bicycling. A member shall be notified in writing of the information which may be the basis for the censure or termination of membership and shall be given an opportunity to reply in writing or in person to the Board of Directors. 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.

ARTICLE IV. DUES

Section A. Dues. Dues shall be assessed and are payable ~~annually~~. Non-payment of dues by ~~shall drop~~ a member from the Club roll.

Deleted: on the first day of the anniversary month of the initial dues payment. Notice will be printed on the newsletter mailing label.

Deleted: the end of the month following the anniversary month

Deleted: automatically

Section B. The amount of dues shall be adopted annually in November by the Board of Directors. The board of Directors may allow a reduced rate for families.

ARTICLE V. OFFICERS AND BOARD OF DIRECTORS

Section A. Officers. The officers of the Club shall be President, Vice President, Treasurer and Secretary.

Deleted: Recording

Section B. Board of Directors. The four officers, and eight directors shall comprise the Board of Directors.

Deleted: twelve

Deleted: and up to two permanent directors

Section C. Eligibility Requirements. All officers and directors shall be selected from regular members. No one may hold more than one office at a time.

Section D. General Responsibilities of Board Members. The Board of Directors shall be responsible for Club management and fulfillment of objectives. Directors must be familiar with the Club constitution, articles of incorporation, By-Laws, and the most recent edition of Robert's Rules of Order. Directors must submit all copies of official club correspondence to the Secretary. Directors should attend general Club meetings and Board of Directors meetings.

Deleted: Corresponding

Section E. Directors Duties.

1. President. The President shall be the chief executive officer of the Club and shall preside at meetings of the Board of Directors with the right to vote. The President shall communicate such matters, suggestions and recommendations to the members and to the Board of Directors as may in his or her opinion to promote the welfare and increase the usefulness of the Club. The President is ultimately responsible for all Club activities. The President shall appoint all committees and shall act as an ex officio member thereof, with the exception of the nominating committee. In the event an officer or director is unable to complete his or her term of office, the President shall be empowered to fill such vacancy for the remainder of the term by appointment, subject to ratification by the Board of Directors. He or she shall perform such other duties as are incident

Deleted: of the Club and

to the office of President or as may be prescribed by the Board of Directors. The President shall prepare and submit a proposed agenda of all meetings within three days of the said meeting.

Deleted: general and Board of Directors
Deleted: to the Recording Secretary

2. Vice President. The Vice President shall work in cooperation with the President and shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice President may be delegated by the President to perform one or more of the duties of the President. In the event of the resignation of the President during his term of office, the Vice President shall thereupon become President. The Vice President shall arrange for special presentations at the general meetings. The Vice President shall serve on the Budget Committee.

3. Treasurer. The Treasurer shall be responsible for the financial records of the Club. The Treasurer shall keep an account of all moneys received and expended for the use of the Club and shall make disbursements for the Club. The Treasurer shall maintain the necessary banking accounts and records, shall report all financial transactions at the Board of Directors or general meeting and shall be responsible for the filing of all appropriate tax reports. The Treasurer shall chair the Budget Committee.

4. Secretary. The Secretary shall record and preserve (as described in Article XVIII section D) the minutes of the meetings of the Board of Directors. The Secretary shall conduct all correspondence assigned by the Board of Directors. The Secretary shall serve on the Budget Committee.

Deleted: Recording
Deleted: Recording
Deleted: Recording

5. Tours, Rides & Safety Director. The Tours, Rides & Safety Director shall submit a calendar of events to the Newsletter Editor for publication every month. The Tours, Rides & Safety Director shall also organize a workshop for ride leaders and assist in coordinating Club tours. The Tours, Rides & Safety Director shall be familiar with the scheduling and policies set by owners of loaned equipment governing the use of such equipment. The Tours, Rides & Safety Director shall also be responsible for promoting safety on all club sponsored rides, and for arranging safety programs as deemed necessary.

Deleted: Corresponding Secretary. The Corresponding Secretary shall conduct all Club correspondence assigned by the Board of Directors.¶
Deleted: Tour
Deleted: Tour
Deleted: Tour
Deleted: Tour

6. Race Team Director. The Race Team Director shall prepare all necessary paperwork to insure USCF membership and team registration. The Race Team

Deleted: The Tour Director shall work with the Membership Director to plan at least two events each year to attract new members.¶

Director shall submit articles about race team events to the Newsletter Editor for publication. The Race Team Director shall be familiar with the scheduling and policies set by owners of loaned equipment governing the use of such equipment.

7. Newsletter Editor. The Newsletter Editor shall publish and distribute the Club newsletter each month. The Newsletter Editor shall arrange distribution of any special notices to the membership or Board of Directors.

Deleted: mail
Deleted: prior the twenty-fifth of the
Deleted: preceding publication date.

8. Membership Director. The Membership Director shall process all membership applications and prepare a roster of members for distribution to the Board of Directors.

Deleted: . The Membership Director shall plan, with the Tour Director, at least two events per year to attract new members.

9. Philanthropy Director. The Philanthropy Director shall coordinate all Club participation in philanthropic events.

Deleted: Quartermaster. The Quartermaster shall be responsible for an accurate inventory of Club property at all times. The Quartermaster shall also allocate the use of touring equipment, racing equipment, and other Club property according to policies set by the Board of Directors. The Quartermaster shall also be responsible for maintenance of Club property.

10. Directors at Large. Three Directors shall perform such other duties as may be assigned by the President or the Board of Directors

Section F. Term of Office. The term of all offices shall be one calendar year.

Deleted: Safety Education Director. The Safety Education Director shall arrange at least three safety education programs per year for the general membership. The Safety Education Director shall also work with the Public Relations Director to promote awareness of safe riding techniques.

Section G. Vacancies. The President, subject to approval of the Board of Directors, may fill any vacancy that occurs on the Board of Directors.

Section H. Compensation or Reimbursement. No Director shall be paid any compensation for any services to the Club, but the Board of Directors may authorize reimbursement for any expenses incurred by a Director in the performance of the duties of the office.

Deleted: <#>Public Relations Director. The Public Relations Director shall coordinate the publicity arrangements for all Club events. The Public Relations Director shall also monitor media coverage of bicycling-related events. The Public Relations Director shall work with other bicycling organizations to represent the Club and keep members informed of important events.

Section I. Removal.

Deleted: ¶
¶

1. Removal of Directors. Any Director except for a permanent Director who fails to attend two consecutive meetings of the Board of Directors without prior notice to the President shall be removed from the Board unless the Board votes not to remove the Director.

Deleted: except for permanent directors

2. Grounds for Dismissal. The Board of Directors may remove a Director by a vote of 2/3 of the Directors on grounds of incapacity, failure to comply with these

By-Laws, substantial failure to perform his or her duties as a Director or any act which is found to be contrary to the objectives of the Club.

3. Notice. Prior to the removal of a Director, there shall be submitted to that Director a written statement of the alleged grounds for removal and the Director shall be afforded an opportunity to answer such allegations in writing and to appear before the Board of Directors.

4. Investigation. The Board of Directors may investigate the basis for recommendation of the removal of a Director as it deems necessary or appropriate in the circumstances and may appoint a special committee for the purpose.

Section J. Resignation. Any Director choosing to resign should notify the President in writing.

Section K. Non-Board Positions. The President shall appoint the following positions each year, and any other positions as deemed necessary by the Board of Directors. These positions shall report to the President and make reports to the Board as necessary.

Deleted: Reserved for future use.

1. Quartermaster: The Quartermaster shall be responsible for an accurate inventory of Club property at all times. The Quartermaster shall also allocate the use of touring equipment, racing equipment, and other Club property according to policies set by the Board of Directors. The Quartermaster shall also be responsible for maintenance of Club property.
2. Public Relations Coordinator: The Public Relations Coordinator shall coordinate the publicity arrangements for all Club events. The Public Relations Coordinator shall also monitor media coverage of bicycling-related events. The Public Relations Coordinator shall work with other bicycling organizations to represent the Club and keep members informed of important events

ARTICLE VI. NOMINATIONS AND ELECTIONS

Section A. Nominating Committee. Prior to October of each year, the President shall appoint a nominating committee consisting of 3 to 5 members. No Director who is standing for re-election shall serve on the Nominating Committee. The President shall serve as an advisor to the Nominating Committee. It shall be the duty of the members of the Nominating Committee to propose a slate of Directors

for the following year. Additional nominations for Directors may be received from the floor at the annual meeting.

Section B. Report of the Nominating Committee. The report of the Nominating Committee shall be made in writing to the Board of Directors at the November Board meeting. The slate shall be published in the December issue of the Club newsletter. The duties of the Nominating Committee shall terminate upon completion of the election.

Section C. Election. The Officers and other Directors shall be elected to the positions defined in Article V by a majority of the voting members present at the annual meeting.

Deleted: individually

Deleted: The Directors shall be elected in the same sequence as listed in Article V.¶

ARTICLE VII. MEETINGS

Section A. General Meetings. General meetings shall be held monthly on a day, time and location to be selected by resolution of the Board of Directors. If the day of the regularly scheduled meeting falls on a legal holiday, that meeting shall be held on another day of that same month.

Section B. Annual Meeting. The annual meeting shall be the general meeting in December.

Section C. Board of Directors Meetings. The Board of Directors shall meet one or more times each month at a time and place designated by Board resolution.

Section D. Special Meetings. Special meetings of the Board of Directors may be called by the President or by any two Directors. Notice of each special meeting shall be communicated by telephone or written notice at least one day in advance of such meeting.

Section E. Quorum for Board Meetings. A simple majority of the Directors shall constitute a quorum at any regular or special meeting of the Board of Directors.

Section F. Quorum for General Meeting; Proxy Voting. A quorum for general meetings shall consist of thirty of the voting members. No proxy voting shall be permitted.

ARTICLE VIII BUDGET AND FINANCES

Section A. Budget. A Budget Committee composed of the Club officers, with the input of other Directors as needed, shall propose a budget to the Board of Directors prior to their December meeting. The Board will provide a recommended budget to the Board-elect for their acceptance or modification at their January meeting.

Section B. Expenditures. No money shall be expended except in accordance with the budget as approved or amended by the Board of Directors. The Board of Directors shall authorize the disbursement of all unbudgeted funds.

Section C. Independent Review. The Board of Directors shall arrange for an independent review of the financial records at least once per year. Results of the review shall be presented at a Board meeting.

Section D. Expense Reimbursement Policy. Requests for reimbursement funds used for Club expenses shall be submitted in a timely manner to the Treasurer on the Club's Expense Reimbursement Form. The form must be approved by a Director, preferably the Director with budget responsibility for the expense.

Section E. Credit Cards. Credit cards in the name of the Club shall be given to the Club President and Treasurer to cover legitimate Club expenses.

ARTICLE IX. COMMITTEES

Section A. Designation of Committees. The President shall have power to create a committee and to define the functions of a committee and to terminate any such committee.

Section B. Appointment of Committee Members. The President shall appoint the Chair of each committee. The Chair of the committee shall, with the approval of the Board, appoint the members of the committee.

Section C. Term of Office. Any member appointed to a committee shall serve for a term fixed by the President.

Section D. Vacancies. Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments.

Section E. Duties. Each committee shall perform the functions specifically for which it was created.

Section F. Quorum. A majority of the members of a committee shall constitute a quorum.

Section G. Reports. Committees shall make written reports to the Board of Directors at each Board of Directors meeting or at other times as requested by any member of the Board of Directors. No committee report shall be published or circulated to the members without the approval of the Board of Directors.

Section H. Expense. No committee shall incur any expense beyond its appropriation without the consent of the Board of Directors, nor shall any committee commit the Club to any contracts or obligations without the approval of the Board of Directors.

ARTICLE X. CONTRACTS, CHECKS AND DEPOSITS

Section A. Contracts. The President, with the approval of the Board of Directors, may enter into any contract on behalf of the Club which is consistent with the Club objectives and the policies established by the Board of Directors.

Section B. Checks. All checks shall be signed by a designated official of the Club and in such manner as prescribed by the Board of Directors.

Section C. Deposits. All funds of the Club shall be deposited in a financial institution the Board of Directors may select.

ARTICLE XI. CORPORATE SEAL

The Recording Secretary of the Corporation shall have custody of the Seal and may affix it in all appropriate cases to all corporate documents. Failure to affix the Seal shall not affect the validity of any documents.

ARTICLE XII. FISCAL YEAR

The fiscal year shall begin on the first day of January and end on the last day of December.

ARTICLE XIII. CONDUCT OF MEETINGS

The rules contained in the most recent edition of Robert's Rules of Order shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with the By-Laws or any special rules of order the Club may adopt.

ARTICLE XIV. AMENDMENTS TO THE BY-LAWS

These By-Laws may be amended or repealed and new By-Laws may be adopted by a 2/3 majority of the members present at any general membership meeting provided that notice of such proposed changes is published in the newsletter and copies of such changes are made available one month prior to the meeting at which the changes are to be submitted for a vote.

ARTICLE XV. INDEMNIFICATION

Section A. Indemnification by Corporation of Directors, Officers, Employees and Other Agents. To the extent that a person who is, or was, a Director, officer, employee or other agent of this corporation has been successful on the merits in defense of 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 the corporation, or has been successful in defense of 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 such 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 this corporation 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 B. Insurance for Corporate Agents. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of 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 the corporation 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 XVI. CONFLICT OF INTEREST POLICY

Section A. Purpose. This policy statement is intended to protect the Club's interest in any transaction that could benefit the personal financial interest of a Club Officer, Director, or any member with funding or policy authority.

Section B. Duty to Disclose. Any Club member must disclose to the Board of Directors any potential conflict of interest where the member may financially benefit. A member may have a financial interest but no conflict of interest. The Board will determine if a conflict does exist and take appropriate action as necessary.

Section C. Failure to Disclose. Failure to make a timely disclosure of a potential conflict of interest to the Board as required above will be considered a violation of this Policy. Appropriate action, up to expulsion from the Club membership, may follow as determined by the Board.

Section D. Board Responsibility. Upon receiving a report of a potential or actual conflict of interest, the Board shall review all circumstances available and render a ruling by majority vote of Board members present. The Club President shall preside over this issue. Board members who are the subject of the conflict of interest are excluded from any Board review and deliberations.

ARTICLE XVII. WHISTLEBLOWER POLICY

Section A. Purpose. Suspected violations of Club rules, improper use of club funds or property, or questionable accounting practices, must have a means to be reported to protect the Club's integrity and to prevent possible retaliation for such reporting. Similarly, deliberately false or malicious allegations under this policy shall be cause for censure, up to expulsion from Club membership.

Section B. Reporting Procedure. Reports of any impropriety as described in Section A shall be made to any Director. The Director receiving such a report is responsible for forwarding it to the Club President. The Club President shall determine how to proceed with the complaint and advise Board Members of his/her action in a timely fashion. If the Club President is the subject of the report, the Vice President shall be assigned this responsibility.

Section C. Persons making any reports under this policy shall not suffer any retaliation from anybody under the authority of the Club leadership. Any retaliatory actions determined to be valid will be cause for censure against the offender.

Section D. Club officers shall also be protected from knowingly false or malicious reports under authority of this Article. Club members making such reports shall be subject to appropriate censure as well.

ARTICLE XVIII. DOCUMENT RETENTION POLICY

Section A. Definition. Club documents are defined as written records produced by members in the context of Club affairs. The documents can be either paper or electronic.

Section B. Purpose. Documents identified under this policy must be retained for the specified time period. Document retention is essential for historical reference, as well as source material for possible litigation.

Section C. Categories of Documents and Retention Period.

1. Tax returns (form 990), shall be retained for a period of six (6) years.
2. Financial records (i.e., Quicken data files, contracts, invoices, and reimbursement forms) shall be retained for a period of three (3) years.
3. Board minutes shall be retained for a period of six (6) years.

Section D. Responsibility for Compliance. Sitting Directors shall be responsible for the safe and secure maintenance of current and past records, and for the transfer of those records to their replacements, as follows:

1. Tax returns & financial records: Treasurer
2. Board Minutes: Recording Secretary.

Revision History

December 1990

Modified Membership expiration dates

1. Section to be changed

ARTICLE III. MEMBERSHIP

which now reads:

SECTION E. Term and Renewal of Membership. Each regular membership in the Club shall be for a term of one calendar year.

Modification: Strike the word "calendar"

which becomes:

SECTION E. Term and Renewal of Membership. Each regular membership in the Club shall be for a term of one year.

2. Section to be changed

ARTICLE IV. DUES

which now reads:

SECTION A. Dues. Dues shall be assessed and are payable on January 1. Notice shall be published in the December

newsletter. Non-payment of dues by March 1 shall automatically drop a member from the Club roll.

SECTION B. The amount of dues shall be adopted annually in November by the Board of Directors. The Board of Directors

may allow a reduced rate for families, and may prorate the dues after June 30th of each year.

Modification: Replace "January 1" with "the first day of the anniversary month of the first dues payment"

Modification: Replace "Notice shall be published in the December newsletter" with "Notice of expiration shall be printed on the newsletter mailing label"

Modification: Replace "March 1" with "the end of the month following the anniversary month"

Modification: Strike ", and may prorate the dues after June 30th of each year"

which becomes:

SECTION A. Dues. Dues shall be assessed and are payable on the first day of the anniversary month of the first dues payment.

Notice of expiration shall be printed on the newsletter mailing label. Non-payment of dues by the end of the month following the anniversary month shall automatically drop a member from the Club roll.

SECTION B. The amount of dues shall be adopted annually in November by the Board of Directors. The Board of Directors may allow a reduced rate for families.

November 1997

Modified Industry Director board member position

Article V, Section K. relating to Permanent Directors is **deleted**.

Section K. Permanent Directors. Up to two permanent Directors (who shall share one Director's vote between them) may be elected by the members. Such permanent Directors may be elected in the same fashion as other Directors on account of exceptional service to the Club, and shall serve until resignation, dismissal for causes or death.

Insert in place thereof:

Section K. Industry Director. This director shall exist at those times that the club publishes as its address the address of a commercial bicycle business. The director shall be nominated by the ownership of such

business. Election shall be by 2/3 affirmative vote of the board and such Industry Director shall serve until the such bicycle business is no longer entitled to a nomination; resignation; removal by 2/3 vote of the board; or death. The Industry Director shall have the right to orally appoint another owner or employee of the business to attend a board meeting in the director's place and to be counted as an attending director and vote as a director.

Article V, Section G relating to vacancies. **delete** permanent directors and **insert** the Industry Director.
Section G. Vacancies. *The President, subject to approval of the Board of Directors, may fill any vacancy except*

permanent directors that occurs on the Board of Directors.

Amended Section G becomes.

Section G. Vacancies. The President, subject to approval of the Board of Directors, may fill any vacancy except the

Industry Director that occurs on the Board of Directors.

January 1998

Modified political endorsements

Replaced following...

Article II: Section B. The Club through its Board of Directors shall engage in such lawful programs and activities and take such lawful action as may be deemed necessary or advisable by the Board of Directors to accomplish the objectives of the Club as stated in these By-Laws.

April 1999

Modified Directors At Large

Change the following:

ARTICLE V. OFFICERS AND BOARD OF DIRECTORS

Section B. Board of Directors. The four officers, 11 directors and up to two permanent directors shall comprise the Board of Directors.

Section E. Directors Duties.

14. Directors at Large. Two Directors shall perform such other duties as may be assigned by the President or the Board of Directors.

To read as:

ARTICLE V. OFFICERS AND BOARD OF DIRECTORS

Section B. Board of Directors. The four officers, 12 directors and up to two permanent directors shall comprise the Board of Directors.

Section E. Directors Duties.

14. Directors at Large. Three Directors shall perform such other duties as may be assigned by the President or the Board of Directors.

It is further proposed that the new director at large position be titled:

Director-at-Large of Ultra-Cycling Events in a manner consistent with the current director at large positions:

Director-at-Large of Double Century and Director-at-Large of Foxy's Fall Century.

June 2001

Modified Industry Director board member position

Article V, Section K. relating to Industry Director is **deleted**.

Section K. Industry Director. This director shall exist at those times that the club publishes as its address the address of a commercial bicycle business. The director shall be nominated by the

ownership of such business. Election shall be by 2/3 affirmative vote of the board and such Industry Director shall serve until the such bicycle business is no longer entitled to a nomination; resignation; removal by 2/3 vote of the board; or death. The Industry Director shall have the right to orally appoint another owner or employee of the business to attend a board meeting in the director's place and to be counted as an attending director and vote as a director.

Insert in place thereof:

Section K. Reserved for future use.

February 2004

Modified General Meetings

Change the following:

Article VII. Meetings

Section A. General meetings. General meetings shall be held on the first Monday of every month at a time and location to be selected by resolution of the Board of Directors. If the day of the regularly scheduled meeting falls on a legal holiday, that meeting shall be held on another day of that same month.

To read as:

Article VII. Meetings.

Section A. General meetings. General meetings shall be held monthly on a day, time and location to be selected by resolution of the Board of Directors. If the day of the regularly scheduled meeting falls on a legal holiday, that meeting shall be held on another day of that same month.

March 2006

Modified Article VIII regarding review of financial records

Change the following:

Section C. Audit. The Board of Directors shall arrange for an audit of the financial records at least once a year.

To read as:

Section C. Independent Financial Review. The Board of Directors shall arrange for an independent review of the financial records at least once per year. Results of the review shall be presented at a Board meeting.

October 2009

1. Added Article XVI. Conflict Of Interest Policy.
2. Added Article XVII. Whistleblower Policy.
3. Added Article XVIII. Document Retention Policy.
4. Modified Article VIII Budget And Finances, to add the following Sections:
Section D. Expense Reimbursement Policy. Requests for reimbursement funds used for Club expenses shall be submitted in a timely manner to the Treasurer on the Club's

Expense Reimbursement Form. The form must be approved by a Director, preferably the Director with budget responsibility for the expense.

Section E. Credit Cards. Credit cards in the name of the Club shall be given to the Club President and Treasurer to cover legitimate Club expenses.

5. Modified Section V E. Directors Duties: change the following:

4. Recording Secretary. The Recording Secretary shall record and preserve the minutes of general meetings and meetings of the Board of Directors. The Recording Secretary shall also serve on the budget committee.

To read as:

4. Recording Secretary. The Recording Secretary shall record and preserve (as described in Article XVIII section D) the minutes of meetings of the Board of Directors. The Recording Secretary shall also serve on the budget committee.

6. Modified Article I. Name, Legal Status, and Principal Office:

Section C. The principal office of the Corporation is located at 610 Third Street, Davis, CA 95616

Change to:

Section C. The principal office of the Club is located at 610 Third Street, Davis, CA 95616

Section D. The Board of Directors is hereby granted authority to change the location of the principal office of the Corporation within the County of Yolo, CA. Any such change shall be noted by the secretary in these By-laws, but shall not be considered an amendment of these By-Laws

Change to:

Section D. The Board of Directors is hereby granted authority to change the location of the principal office of the Club within the County of Yolo, CA. Any such change shall be noted by the secretary in these By-laws, but shall not be considered an amendment of these By-Laws

August 2011 (TO BE ADDED AFTER ANY CHANGES ARE APPROVED)