

Harpeth Bicycle Club
Federal I.D. Number: 62-1666444
P.O. Box 680802
Franklin, TN 37068-0802

Articles of Organization

Articles of Organization of the undersigned, all of whom are citizens of the United States, desiring to form a Non-Profit Unincorporated Organization, do hereby certify:

First: The name of the Organization shall be Harpeth Bicycle Club.

Second: The place in this state where the principal office of the Organization is to be located is the City of Franklin, Williamson County.

Third: Said organization is formed exclusively for educational, recreational, safety, and other nonproftable purposes, including for such purposes the following:

- a. To promote the use of bicycles.
- b. To promote bicycle use in a safe manner.
- c. To promote awareness of bicyclists rights and responsibilities on public roads.
- d. To protect and defend the rights of bicyclists.
- e. To promote a statewide bicycle route system.
- f. To provide instruction as to the care and proper use of bicycles.
- g. To provide an opportunity for members to socialize with others who have an interest in bicycles.

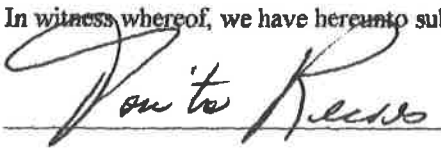
Fourth: The names and addresses of the persons who are the initial organizers of the corporation are as follows:

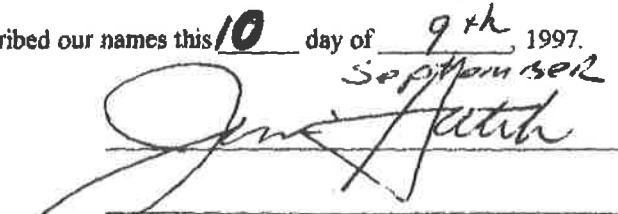
Name	Tonita Reeves	Address:	111 Stanton Hall Lane Franklin, TN 37069
Name	Jim Hatch	Address:	106 Ravenwood Court Franklin, TN 37064

Fifth: No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof.

Sixth: Upon the dissolution of the organization, assets shall be distributed for one or more of the exempt purposes set forth in Article Third hereof, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

In witness whereof, we have hereunto subscribed our names this 10 day of 9th 1997.





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Bylaws of Harpeth Bicycle Club

Article I

Purpose

The purpose(s) for which the association is organized are as follows:

- a. To promote the use of bicycles.
- b. To promote bicycle use in a safe manner.
- c. To promote public awareness of bicyclists rights and responsibilities on public roads.
- d. To protect and defend the rights of bicyclists.
- e. To promote a statewide bicycle route system.
- f. To provide instruction as to the care and proper use of bicycles.
- g. To provide an opportunity for members to socialize with others whom have an interest in bicycles.

Article II

Membership

- Section 1. **Qualifications** - A member is anyone who has paid the annual dues required by the Board of Directors. A failure to pay the annual dues, when assessed, automatically terminates membership in the club.
- Section 2. **Dues** - Membership dues shall be determined from time to time by the Board of Directors of the club. There shall be individual membership dues and there shall be family membership dues. All dues increases shall be approved by the membership present at the annual meeting by a majority vote of those present.
- Section 3. **Discipline** - A member may be suspended for thirty days from all member rights, privileges, and activities including voting rights by a four-fifths vote of the then elected and qualified Board of Directors. The member facing suspension shall be notified of pending Board action by certified mail at least forty-eight hours before commencement of the meeting. Any member shall be allowed to attend the disciplinary Board meeting. Grounds for discipline may be disregard for safety on club rides, misuse of club funds or property, or misrepresentation of club policy.

A member may be expelled for one year or permanently from all membership privileges and activities, including voting rights by a vote of a majority of members present at the annual meeting. Expulsion may not be voted upon by the membership unless placed before the membership by a four-fifths vote of the then elected and qualified Board of Directors and after announcement in the club newsletter that expulsion of the named member on specified grounds shall be considered at the next annual meeting.

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Article III

Meetings of Membership

- Section 1. Place of meeting - Meetings of the membership shall be held at a place and time designated by the Board of Directors.
- Section 2. Monthly meetings of the membership - Regular meetings of the membership shall occur on the third Thursday of each month commencing at 7:00pm unless the Board of Directors shall designate a different date and time. Meetings during the winter may be bimonthly at the discretion of the Board of Directors.
- Section 3. Special meetings of the membership - A special meeting of the membership may be called at any time by a majority of the then elected and qualified Board of Directors, or by a petition signed by not less than ten percent of the membership.
- Section 4. Annual meeting of the membership - An annual meeting of the membership shall be held each year on a regular meeting date in January for the purpose of electing directors, and for any other such business that may come before the meeting. If the annual meeting is not held on the designated date the Board of Directors shall cause the meeting to be held as soon thereafter as is reasonable.
- Section 5. Notice of the meeting - Notice of the time, place and object of the meeting of the membership may be given personally, by first class mail addressed to each member entitled to a vote, by announcement over the club's phone line, or may be given by being prominently displayed in the newsletter, mailed postage prepaid, and addressed to the last known address of each member entitled to vote at the meeting.
- Section 6. Quorum of members - For all meetings a quorum shall consist of 10% of the qualified memberships, or ten members, whichever is less, voting in person or by proxy.

Article IV

Membership/Voting, proxies and elections

- Section 1. Voting Rights - Each member shall have one vote on each matter submitted to the vote of the members. A vote may be cast either orally or in writing.
- Section 2. Manner of Acting - When an action, other than the election of the Director is to be taken by vote of the membership, it shall be authorized by a majority of the votes cast by the members entitled to vote thereon, unless a greater plurality is required by the Articles of Organization or by law. Except as otherwise provided by the Articles of Organization, the Directors shall be elected by plurality of the votes cast at an election of Directors. All election results shall be published in the next issue of the newsletter, listing all candidates, both write-in and published along with total votes received.
- Section 3. Proxies - Members of record may vote at any meeting, either in person, or by written proxy. No proxy shall be valid after thirty days after its execution date. All proxies must be filed with the Secretary of the meeting before being voted. Such proxies shall entitle the holders thereof

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to vote at any adjournment of such meeting, but shall not be valid after the final adjournment thereof.

Section 4. Voting by mail - Where the Directors are to be elected or removed by members, such election or recall may be conducted by mail in such a manner, as the Board of Directors shall determine.

Section 5. Fixing of record date - For the purpose of determining members entitled to notice of or to vote at any meeting of members or an adjournment thereof, or members entitled to receive the allotment of rights, or for the purpose of any other action the Board of directors may fix a date as the record date for such determination of members, such date to be not less than ten days nor more than sixty days before the date of the meeting or any other action to be taken.

If the record date is not fixed than the record date for determination of members entitled to notice of or to vote at a meeting of members shall be the close of business on the day next preceding the day on which notice is given, or if no notice is given, the day next preceding the day on which the meeting is held. When a determination of members entitled to notice of or to vote at any meeting of members has been made as provided in this section, such determination shall apply to any adjournment thereof, unless the Board fixes a new record date under this section of the adjourned meeting.

Section 6. Nomination and election of Board of Directors and officers - At the annual meeting of membership, the members shall elect ten individuals to the Board of Directors. These individuals shall also be the officers of the club and the members shall elect each Director to fill a particular office. The officers of this club shall be as follows: President, two Vice Presidents, Secretary, Treasurer, Events Director, and four Directors-at-large.

Candidates for these positions shall be nominated by the Nominating Committee, or by the motion of one member and the support of two other members, either in writing to the Secretary thirty days before the annual membership meeting, or from the floor of a monthly membership meeting the month before the annual membership meeting. Nominations will close at those times and cannot be reopened, except upon the petition, or the affirmative vote of the majority of the membership. The person receiving the highest number of votes cast for any one position shall be elected, contingent upon his/her acceptance of the position.

Section 7. Waiver of notice - Attendance of a person at a meeting of members, in person or by proxy, constitutes a waiver of notice of the meeting, except when the member attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Article V

Board of Directors

Section 1. General Powers - The business and affairs of the club shall be managed by its Board of Directors.

Section 2. Qualifications, number and term of Directors - Directors shall be members in good standing of the club. There shall be ten Directors. Each Director shall hold office for the term for which she/he was named or elected, and/or until her/his successor is elected and qualified, or until

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her/his resignation or removal. The Directors shall be the elected President, two Vice Presidents, Secretary, Treasurer, Events Director, and four Directors-at-large.

Section 3. Duties - The President shall act as Chairperson of the Board, shall have authority for the general and active management of the club, shall preside over all membership meetings, and shall prepare and deliver an annual report of past club activities at the annual membership meeting. The President shall act at the direction of the Board, when fulfilling her/his role as stipulated in all contracts entered into by the club. The Vice President shall act in the Presidents' absence and perform such other duties as delegated by the President. The Secretary shall record and file the minutes of all meetings, shall prepare and conduct all elections of Directors, and shall perform such other duties as delegated by the Board. The Treasurer shall have control of and be responsible for the funds and financial records of the club, shall prepare and deliver an annual accounting at the annual membership meetings, and shall perform such other duties as delegated by the Board. The Events Director shall be responsible for scheduling all club rides and events held, shall deliver monthly reports to the Board, and shall deliver an annual report at the annual membership meeting, shall keep an account of all ride bills and receipts, and shall perform such other duties as delegated by the Board. The 4 Directors-at-large shall have no specified duties, but shall be responsible for membership and public relations, newsletter editor, and events coordinators, and will have full voting rights as members of the Board of Directors. In addition, the officers shall be charged with such duties, and authority as usually pertains to such officers, except that said duties may be varied or added to by the Board of Directors.

Section 4. Power to appoint other officers and agents, and establish committees - The Board of Directors shall have the power to appoint and subsequently remove such other officers and agents as the Board may deem necessary for the transaction of the business of the Association, and also the power to establish committees.

Section 5. Power to appoint committees of the board - The Board shall have the authority to appoint and subsequently remove members of the following standing committees: Safety Committee, Publications Committee, Ride Program Committee, Club History and Archives Committee, Membership Committee, and Nominating Committee.

The Board shall have the authority to appoint and subsequently remove members of any committee if it is deemed necessary by the Board. The President, or any other member of the Board can serve on any committee.

Section 6. Regular meetings - Regular meetings of the Board shall be held with notice, except at such times when immediate Board action is required. Notice of the regular Board meetings shall be published in the last issue of the club newsletter preceding the meeting. All club members shall be allowed to attend and speak at all Board meetings. Board meetings may only be closed to the membership to discuss matters relating to personnel employed by the club.

Section 7. Special meetings - Special meetings of the Board can be held upon the request of any member of the Board, or the presentation to any member of the Board of a petition of at least 20 Members requesting such a special meeting. Notice of special meetings shall be made either in the newsletter, by announcement over the club phone line, or by mail to all club members within three days prior to the meeting. Attendance of a Director at such a special meeting constitutes a waiver of notice of the meeting, except where a Director attends the meeting for

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the express purpose of objecting to the transaction of any business the meeting is not lawfully called or convened.

- Section 8. Participation by communications equipment -** A member of the Board may participate in the meeting by means of conference telephone, or similar communications equipment, by means of conference telephone, or similar communications equipment, by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this method constitutes presence in person at the meeting.
- Section 9. Quorum -** A majority of the members of the Board then in office constitutes a quorum for the transaction of business. A vote of the majority of the members present at a meeting at which a quorum is present constitutes action of the Board.
- Section 10. Vacancies -** Vacancies in the Board of Directors shall be filled by the remaining members of the Board and each person so elected shall be a Director and officer until her/his successor is elected by the members at the next annual membership meeting, or at any special meeting called for that purpose.
- Section 11. Action without a meeting -** Action may be taken by the Board without a meeting if all members of the Board, either severally or collectively, consent thereto orally or in writing. The consent shall be filed with the minutes of the next regularly scheduled membership meeting. All such actions of the Board shall be subject to rejection by the membership present at the next regularly held membership meeting. By majority vote the members present shall make null and void any Board action taken without a meeting.
- Section 12. Removal of directors -** A majority of the Board of Directors, or ten percent of the membership by petition or by vote at a meeting may demand a recall election of any Director. The Secretary shall establish a recall voting date not less than fifteen nor more than sixty days after demand. The Secretary shall mail or personally deliver to the record date membership the ballots not less than ten nor more than sixty days before the voting date. The names and addresses of the members as of the record date shall be available to any member without charge. A Director may be removed by a majority of votes cast by members, in person, or by proxy, at a membership meeting at which a quorum is present.
- Section 13. Compensation -** No Director shall receive compensation for service, but any Director or member may receive reimbursement for costs and expenses in the pursuit of the club's business.
- Section 14. Rules of order -** Unless otherwise stated in the bylaws, Roberts Rules of Order (current edition) shall be followed at all meetings.
- Section 15. Breach of Fiduciary Duty -** No Director shall be personally liable to the organization or its members for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the organization or its members, (ii) for acts or omissions not in good faith, or which involve intentional misconduct or knowing violation of the law, or (iii) for unlawful distribution of assets.

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Article VI

Fiscal Year

The club's fiscal year shall be determined by the Board from time to time.

Article VII

Amendments

These bylaws may be altered or amended by the members present at the annual membership meeting, or by the Board of Directors. All amendments enacted by the Board must be ratified by the membership at the annual membership meeting by five-sevenths vote of the members present.

Article VIII

Seal

The club may have a seal of such design as the Board may adopt. If so adopted the custody of the seal shall be with the Secretary and she/he shall have authority to affix the seal to all instruments where its use is required and authorized by the Board.

Article IX

Conflict of interest

No Director shall participate or vote on any matter which would involve conflict of interest. Whenever a Director or committee member has cause to believe that a matter to be voted upon would involve them in a conflict or possible conflict, she/he shall announce the conflict and shall abstain from both participating in and voting on such a matter. The Board shall decide by majority vote whether a Board member is in conflict when the member in question refuses to abstain from voting or participation in such a matter.

Article X

Records and reports

All summaries, notes, minutes, and records of the club shall be open to the inspection of any club member. Copies shall be provided at cost to the member. The Board shall prepare an annual report and summary of the annual meeting which shall be distributed to the membership.

Article XI

Discrimination

This club shall not discriminate against any potential member, or member based on race, creed, religion, place of national origin, or sex, unless such member has received discipline as noted in Article II Section 3. This club shall not discriminate on any of the above grounds when hiring, contracting, or engaging in any business outside of this club.

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Article XII

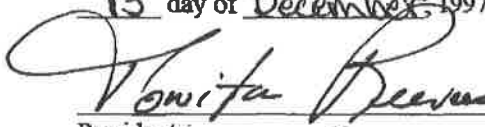
Indemnity

Section 1. Scope of Indemnification - Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action by or in the right of the organization) by reason of the fact that he/she is or was serving as an officer or director or is or was serving at the request of the organization as a director or officer of another organization or other enterprise, shall be indemnified by the organization against expenses (including reasonable attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith for a purpose which he/she reasonably believed to be in the best interest of the organization, and, in criminal actions or proceedings, he/she had no reasonable cause to believe that his/her conduct was unlawful.

Section 2. Insurance - The organization shall have the power to purchase and maintain insurance on behalf of any person, who is or was an officer, director, employee, or agent of the organization, or is or was serving at the request of the organization as an officer, director, employee, or agent of another organization or other enterprise, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the organization would have the power or would be required to indemnify him/her against such liability under the provisions of this Article.

Certification

The following Directors certify that the foregoing Bylaws were adopted on behalf of this organization on the 13 day of December, 1997.



President

Vacant

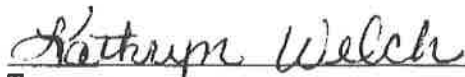
Vice President



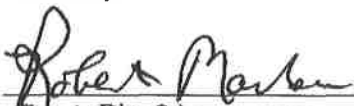
Vice President

Vacant

Secretary



Treasurer



Events Director




Director at Large



Director at Large



Director at Large



Director at Large