

PROPOSED AMENDMENTS TO BYLAWS OF THE HARPETH BICYCLE CLUB:

ARTICLE III

Delete the current language in its entirety and insert the following:

Club Business

Section 1. All business of the Club requiring approval of the membership may be conducted at a general meeting of the membership or by electronic communication with all members.

Section 2. For all decisions to be made by the club membership, a quorum shall consist of 10% of the qualified members, or ten members, whichever is less, voting in person or electronically.

ARTICLE IV

Delete the current language in its entirety and insert the following:

Officers

Section 1. There shall be nine officer positions with portfolio: President, Vice-President, Secretary, Treasurer, Membership Chair, Ride Chair, Social Chair, Webmaster, and Adaptive Athlete Chair.

Section 2. The general business and affairs of the Club shall be managed by the Board of Directors. Each of the nine officers with portfolio listed in Section 1 shall be a director. In addition, the board may appoint up to five directors-at-large to represent fully the membership of the club. These directors-at-large shall have full voting rights as members of the Board.

Section 3. All club officers, directors, and any committee members who may be appointed by the Board shall hold office on an annual basis from January 1 through December 31 of each calendar year.

Section 4. The Board shall meet periodically at the call of the President or the request of three directors.

Section 5. A quorum for the transaction of business shall consist of a majority of the directors then in office. Decisions shall be made by a majority of those directors participating. A director may participate by telephone as if personally present at the meeting.

Section 6. When circumstances require, the Board may make decisions by electronic communication. Any decision made by the Board through electronic means shall require the affirmative vote of a majority of all Board members then elected or appointed.

Section 7. Vacancies in the Board of Directors shall be filled by the remaining members of the Board. Each person so selected shall serve for the remainder of the annual term.

Section 8. An officer or director may be removed from office for malfeasance or neglect of duty. Removal of an officer or director shall require the affirmative vote of three-fourths of all directors then serving.

Section 9. Duties of Officers – The President shall act as chair of the Board, shall have authority for the general and active management of the Club, and shall preside over all Board and membership meetings. The President shall act at the direction of the Board when fulfilling his or her role as stipulated in all contracts entered into by the Club. The Vice-President shall act in the President's absence, shall perform any other duties as delegated by the President, and shall become President in the event a vacancy occurs in the office of President. The Secretary shall record the minutes of all meetings, shall conduct elections of directors, and shall perform 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 an accounting for the Board annually or more often as requested, and shall perform other duties as delegated by the Board. The Membership Chair shall maintain records of all members of the Club and shall undertake efforts to recruit new members. The Ride Chair shall coordinate Club rides, designate ride leaders, publicize routes and cue sheets, and ensure that the club offers a variety of frequent rides. The Social Chair shall coordinate the social affairs of the Club, shall endeavor to provide opportunities for club members to associate off the bike, and shall organize the Club's picnics, parties, and other social events. The Webmaster shall manage the Club's electronic communications. The Adaptive Athlete Chair shall manage and promote the Club's efforts to provide cycling opportunities for those with disabilities. The Board may delegate additional duties to any directors-at-large that it appoints.

Section 10. The Board shall have power to establish committees as deemed necessary and to appoint and remove others who may be selected to act as agents or representatives of the Club.

ARTICLE V

Delete the current language of Sections 1 through 12, renumber Sections 13, 14, and 15 appropriately as Sections 4, 5, and 6, and insert the following:

Elections

Section 1. All elections of officers shall be conducted electronically.

Section 2. During the last quarter of each calendar year, the Secretary shall electronically solicit nominations for all Club officers. The Board may present a list of nominees or appoint a nominating committee to do so. Any Club member may also make nominations.

Section 3. Voting shall take place electronically before the end of the year and the successful candidates shall be announced in December and shall take office on January 1.