

Bylaws of the Bicycle Adventure Club

Section 1. Name, Purposes, Location, Corporate Seal and Fiscal Year

1.1. Name and Purposes. The name of the corporation shall be as set forth in the articles of incorporation. The purpose of the corporation shall be to offer to its members bicycle rides on a non-profit basis.

1.2. Organization of Bicycle Rides. Bicycle rides offered by the corporation shall be organized by members of the corporation serving as volunteers, whose sole compensation shall be reimbursement for expenditures of organizing and directing the ride. The Board may make such other arrangements for the offering of bicycle rides to members of the corporation as they may determine. The scheduling of all rides and destination of the directors of rides shall be approved by the Board. The Board may establish such criteria and policies with respect to the corporation's bicycle rides as it may, at its discretion, and as deemed necessary or appropriate, be consistent with the purpose of the corporation.

1.3. Location. The principal office of the corporation in the State of California, shall be located at: 2815 Melbourne Dr., San Diego, California 92123*. The Board may change the location of the principal office, in the State of California, effective upon filing a certificate with the Secretary of State of the State of California.

1.4. Corporate Seal. The Board may adopt and alter the seal of the corporation.

1.5. Fiscal Year. The fiscal year of the corporation shall, unless otherwise decided by the Board, end on December 31 in each year.

1.6. Resident Agent.** The Board shall designate a resident agent for service of process upon the corporation, and shall file the name (and residence or business address, if a natural person is designated) of such agent with the Secretary of State of the State of California. Upon the death, resignation or removal of the resident agent, a new agent shall promptly be designated by the Board and the required filings shall be made with the Secretary of State of the State of California.

1.7. Not for Profit Organization. The corporation shall be operated as a nonprofit mutual benefit corporation under the Corporation Code of the State of California. The assets of the corporation shall be used solely for the purposes for which the corporation has been organized, and in a manner consistent with the Corporation Code of the State of California. The members shall not be entitled to share in any profits or other gains of the corporation, and shall have no interest therein, or in the assets of the corporation. Upon dissolution of the corporation, its assets shall be distributed to the League of American Bicyclists or to such other similar organization as may be selected by the Board.

Section 2. Members

2.1. Classes and Qualification. There shall be two classes of members of the corporation, Individual Member and Family Members. An Individual Member shall be a natural person otherwise eligible for membership in the corporation. Family Membership shall include two adults living at the same address who are otherwise eligible for membership. Except when otherwise specifically referenced herein, "member" as used in these bylaws shall include both Individual Members and Family Members. Members shall be natural persons at least 18 years of age, shall be of good character, and shall have an interest in bicycle riding, and the ability and experience to participate successfully in group bicycle rides of the type organized by the corporation. Any questions of qualifications to be a member in the corporation shall be determined by the Board, whose decision shall be final. Membership in the corporation shall be open to citizens of all countries, and all members, irrespective of citizenship, shall have the same membership privileges. Memberships are not transferable. The rights and privileges of Individual Members and Family Members shall be identical.

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2.2. Distributions to Members. No distribution of corporate funds shall be made to members and/or the Board.

2.3. Dues and Assessments. The Board shall have the authority to fix the amount of and levy annual dues and special assessments, which may be a prerequisite for continuation of membership privileges. The members at any meeting of the members may disapprove or modify any action of the Board in fixing the amount of dues and assessments, but such action may be taken only during a period of ninety days following announcement to the membership of the amount of dues and assessments. In the event that the Board fails to fix the amount of and levy dues and assessments sufficient for the corporation's continuing operations and financial health, the members may at any meeting, fix the amount of and levy dues and assessments, which may be a prerequisite for continuation of membership privileges.

2.4. Tenure. Each member shall continue as a member for successive one-year periods upon payment of annual dues or assessments, if any approved by the Board or the members, and until the member dies, resigns, or is removed in accordance with Section 2.6. Upon failure to pay annual dues or assessments for a period of time to be determined by the Board, a member's privileges as a member shall cease. The member shall not be reinstated until the member has re-qualified as a new member. Upon rejoining, the member shall be assessed the membership fee as a new member.

2.5. Power and Rights. In addition to the right to elect Board as approved in Section 3.1 and such other powers and rights as are vested in them by law, the articles of incorporation or these bylaws, the members shall have such other powers and rights as the Board may designate. Only members of the corporation may participate in bicycle rides organized by the corporation, except that Ride Directors may permit qualified guests to participate on a limited basis in short-term activities, such as a single day's ride or a group social function.

2.6. Suspension or removal. A member may be suspended or removed by vote of a majority of the members of the Board. A member may be suspended or removed only upon not less than fifteen days' prior written notice (calculated from the time which the notice is deposited, postage prepaid, with the United States Postal Service) of the proposed suspension or termination, and a brief statement of the reasons therefore. If the member wishes to contest the suspension or termination, the member shall be permitted to submit a written statement and any other written documents which he/she would like the Board to consider. Such written materials to the corporation at the address specified in the notice must be received by the corporation not later than five days before the date specified in the notice for the proposed suspension or removal. The Board may at its discretion permit the member subject to suspension or termination to make an oral statement at a meeting (in person or by conference telephone call, as determined by the Board) of the Board of Directors. The Board shall vote upon the proposed suspension or termination, and shall notify the member of its decision, which shall be final subject to the rights, if any, of the suspended or removed member under applicable laws.

2.7. Resignation. A member may resign by delivering his/her written resignation to the Chairman of the Board of Directors, treasurer or secretary of this corporation, to a meeting of the members or a meeting of the Board or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

2.8. Removal of Members from Rides. Ride Directors shall have the exclusive right to refuse to include a member on a ride and shall also have the exclusive right to remove members from any ride of which he/she is the Ride Director. The Ride Director is required to provide a reason for removing a member from a ride. The Ride Director shall deliver a notice of removal from the ride to the member in writing, who shall thereupon leave the ride, and shall not participate in any other activities of the ride. A member who is removed from a ride by a Ride Director shall be responsible for whatever alternate accommodations, transportation and

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expenses may be necessary as a result of the removal, and neither the Ride Director nor the corporation or its officers, Board, or employees shall be responsible for any of such expenses or other damages which may be claimed by the member removed from the ride. The Ride Director and the corporation shall not be responsible for refunding to the member any deposits or other payments which the removed member made in order to participate in the ride. The Ride Director shall refund to the member removed from a ride, all funds that the member has paid which are in excess of the expenses incurred as a result of the member's leaving the ride. The member shall be assessed all expenses incurred over and above the funds paid as a result of his/her leaving. A member who is removed from a ride may petition the Board in writing for such discretionary payments as the Board may determine, without any hearing, to award to the member, and such payments, if any, shall be made only in the event the Board determine that the Ride Director acted unreasonably. The Board may require the Ride Director to contribute all or any portion of such payment if the Board determines that the Ride Director acted unreasonably, provided that the Ride Director is advised of the removed member's position and is permitted to submit a written statement of the Ride Director's position to the Board.

2.9. Annual Meetings. The annual meeting of the members shall be held in the Winter or Spring of each year at a time and place announced by the Chairman of the Board, at least three months before the meeting.

If an annual meeting is not held as herein provided, a special meeting of the members may be held in place thereof with the same force and effect as the annual meeting, and in such case all references in these bylaws, except in this section 2.9, to the annual meeting of the members shall be deemed to refer to such special meeting. Any special meeting shall be called and notice shall be given as provided in Sections 2.10 and 2.11.

2.10 Special Meetings. Special meetings of the members may be held at any time and at any place within the United States. Special meetings of the members may be called by the Chairman of the Board of Directors or by the Board, and shall be called by the secretary, or in the case of death, absence, incapacity or refusal of the secretary, by any other officer, upon written application of at least 5% of the members.

2.11. Call and Notice.

a. Annual Meetings. Notice shall be required for all annual meetings of members. Notice of each meeting of the members shall be provided not less than twenty days or more than ninety days before the date of the meeting to each member who, on the record date for the meeting, is entitled to vote thereat. The notice shall state the place, date, and time of the meeting and the general nature of the proposals to be voted upon by the members at the meeting. Notice shall be given by depositing a copy of the notice, addressed to the member at the address of the member appearing on the database of the corporation, first class mail, postage prepaid, with the United States Postal Service, or by sending a copy by electronic transmission to the email address of the member appearing on the database of the corporation. At any annual meeting, any proper matter may be presented at the meeting for action by the members, whether or not it has been included in the notice of the meeting. No matter not included in the notice of an annual or regular meeting of members shall be proper for consideration by such meeting unless its consideration (1) is approved at a prior meeting of the members for consideration, or (2) is approved for consideration by a vote of the majority of members present in person or by proxy at the meeting at which the matter is to be considered.

b. Special Meetings. The call and notice for any a special meeting shall state the general purpose of the meeting, and no other business may be transacted at such meeting. Notice of a special meeting of members shall otherwise be given as provided in Section 2.11(a). A special meeting shall be called by the officer having a duty to call such meeting in accordance with Section 2.10. The notice of a special meeting of members shall provide that the special meeting will take place on a date fixed by the Board of Directors which shall not be less than 35 nor more than 90 days after receipt by the corporation of the request for the special meeting.

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c. **Waiver of Notice.** Whenever notice of a meeting is required, such notice need not be given to any member if a written waiver of notice, executed by him/her (or his/her attorney thereunto authorized) before or after the meeting, or an approval of the minutes of the meeting, is filed with the records of the meeting.

2.12. Record Date. Unless otherwise established by the Board, the record date for establishment of the members entitled to notice of, and to cast votes at, any meeting of members shall be the date thirty days prior to the meeting. A record established by the Board shall not be less than ten nor more than sixty days prior to the date of the meeting. Members who are not in good standing on the record date shall not be entitled to notice of, or to cast votes at, the meeting to which the record date applies.

2.13. Quorum. At any meeting of the members one-third of the members qualified to vote at such meeting (whether present in person or duly represented) shall constitute a quorum. Any meeting may be adjourned to such date or dates not more than forty-five (45) days after the first session of the meeting by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

2.14. Action by Vote. Each Member, as defined in Section 2.1, shall have one vote. When a quorum is present at any meeting, a majority of the votes properly cast by members present in person or duly represented by proxies shall decide any question, including election to any office, unless otherwise provided by law, the articles of incorporation, or these bylaws.

2.15. Action by Writing. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of the members. Such consents shall be treated for all purposes as a vote at a meeting.

2.16. Proxies. Members may vote either in person or by written proxy dated not more than six months before the meeting named therein. Proxies may be sent and returned by mail, or by electronic transmission. Proxies shall be filed before being voted with the secretary or other person responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of such meeting. Proxies previously given shall be revocable upon written notice signed by the member and delivered to the secretary prior to the commencement of the meeting named in the proxy.

2.17. Use of Membership List. The list of the corporation's members is a proprietary asset belonging to the corporation. Without consent of the Board, a list of the corporation's members, or any part thereof, shall not be provided by any member or any other person to any person who is not a member. The list of the corporation's members may not be used by any member or by any other person for any purpose not reasonably related to a member's interest as a member. Without limiting the generality of the foregoing, the membership list or any part thereof (1) may not be used to solicit money or property unless such money or property will be used solely to solicit the vote of members in an election to be held by the corporation; (2) may not be used for any commercial purpose or for any purpose in competition with the corporation, and (3) may not be sold to or purchased by any person. Violation of this section of the bylaws or of Section 8338, Corporations Code of the State of California, will render the violator subject to legal action, including payment of damages and, when applicable, exemplary damages, and the costs and expenses of the corporation, including reasonable attorneys' fees.

2.18. Use of Membership for Personal Gain. No member may use his/her affiliation with the corporation for personal financial gain, or for the gain of any person or entity other than the corporation. Failure to comply with this provision of these bylaws shall be deemed cause for revocation of membership.

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Section 3. Board of Directors

3.1. Number and Election. This corporation shall be governed by a Board of not less than five, and not greater than seven members. Each Board member shall be elected to serve for an individual term of four years, except any member elected to fill a vacancy shall serve only for the remainder of the vacated term. At any special or regular meeting the members may increase the number of Board Members and elect new Board Members to complete the number so fixed; or they may decrease the number of Board Members, but only to eliminate vacancies existing by reason of death, resignation, removal or disqualification of one or more Board Members. A Board member must be a member of the corporation for at least two years prior to his/her assumption of office, and must be a member of the corporation throughout his/her tenure as a Board member.

3.2. Tenure. Each Board member shall hold office for the term specified at the time of his/her election in accordance with Section 3.1, and until his/her successor is elected and qualified, or until he sooner dies, resigns, is removed or becomes disqualified.

3.3. Powers. The affairs of the corporation shall be managed by the Board who shall have, and may exercise all the powers of the corporation, except those powers reserved to the members by law, the article of incorporation, or these bylaws.

3.4. Committees. The Board may elect or appoint one or more committees, and may delegate to any such committee or committees any or all of its powers. Any committee to which the powers of the Board are delegated shall consist of a majority of Board Members. Unless the Board otherwise designates, committees shall conduct their affairs in the same manner as is provided in these bylaws for the Board. The members of any committee shall remain in office at the pleasure of the Board.

3.5. Suspension or Removal. A Board Member may be suspended or removed (a) with or without cause by vote of a majority of the members of the Board of Directors then in office or (b) with cause by a vote of a majority of the Board of Directors then in office. A Board Member may be removed with cause only after reasonable notice and opportunity to be heard.

3.6. Resignation. A Board Member may resign by delivering his/her written resignation to the Chairman of the Board of Directors, treasurer or clerk of the corporation, to a meeting of the members or to a meeting of the Board, or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

3.7. Vacancies. Any vacancy in the Board of Directors (including, but not limited to, a vacancy caused by resignation or removal of a Board Member, but excepting a vacancy resulting from enlargement which must be filled in accordance with Section 3.1), may be filled by the members or Board Members. Each successor shall hold office for an unexpired term or until he/she sooner dies, resigns, is removed or becomes disqualified. The Board shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

3.8. Meetings. Meetings of the Board may be held at such places and at such times as the Board may determine. Meetings of the Board may be held at any time and place when called by the Chairman of the Board of Directors or by two or more Board Members. Meetings of the Board may be held by telephone conference calls or by any other type of electronic communication then available to all Board members, provided that the Board has established a process so that as many opinions as possible can be expressed before the final decision is made.

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3.9. Call and Notice.

a. Not Required for All Meetings. Reasonable notice of the time and place of all meetings of the Board shall be given to each Board member. Such notices need not specify the purpose of the meeting, unless otherwise required by law, the article of incorporation or these bylaws or unless there is to be considered at the meeting (1) contract or transactions of the corporation with interested persons, (2) amendments to these bylaws, (3) an increase or decrease in the number of Board Members, or (4) removal or suspension of a Board Member.

b. Reasonable and Sufficient Notice. Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a Board member to send notice (1) by mail at least seven days before the meeting to the address of the Board member appearing on the database of the corporation or (2) by electronic transmission at least 48 hours before the meeting to the email address of the Board member appearing on the database of the corporation.

c. Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any Board Member if a written waiver of notice, executed by him/her (or his/her attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any Board Member who attends the meeting without protesting thereto or at its commencement the lack of notice to him/her.

3.10. Quorum. At any meeting of the Board of Directors, a majority of the Board Members then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

3.11. Action by Vote. When a quorum is present at any meeting, a majority of the Board Members present and voting shall decide any question, including election of officers, unless otherwise provided by law, the articles of incorporation or these bylaws.

3.12. Action by Writing. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the Board Members consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

3.13. Compensation. Board Members shall serve without compensation, and shall be reimbursed for expenses incurred as Board Members only upon the approval of a majority of the Board. Board Members shall not be precluded from serving the corporation in any other capacity and receiving compensation for any such services.

3.14. Nomination Procedure.

a. By the Board of Directors. The Board, or a committee of the Board Members designated as a nominating committee, may nominate eligible members of the corporation to serve as Board Members. The Board, or the nominating committee, may communicate with the members with respect to nominations and may accept and consider solicited and unsolicited proposals from members that any eligible member be nominated by the Board. Upon approval by the Board of nominees, the Board may solicit proxies from the members for election of the nominees approved by the Board.

b. By the Members.

(1) By Petition. Members representing at least two percent of the voting power of the members, by signing a petition that an eligible member be nominated for election as a Board Member, may place such member's name in nomination. All signatures on the petition must be affixed to the petition within

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eleven months preceding the meeting of the members at which the Board members are to be elected. Members nominated under this section 3.14(b) may solicit proxies from the members for their election to the Board of Directors.

(2) At a Meeting of Members. Any member present, in person or by proxy, at a meeting of members at which Board Members are to be elected may place the name of any eligible member in nomination.

c. Communications with Members. Any person nominated for election as a Board of Director of this corporation shall have access to the membership records of the corporation, and shall have the opportunity to communicate with members of the corporation in order to solicit votes for election as a Board Member, to the extent required under the Corporation Code of the State of California.

Section 4. Officers and Agents

4.1. Number and Qualification. The officers of the corporation shall be a Chairman of the Board of Directors, a treasurer, a secretary and such other officers, if any, as the Board may determine. The corporation may also have such agents, as the Board may appoint. Each officer shall be a Board Member. A person may hold more than one office at the same time. If required by the Board, any officer shall give the corporation a bond for the faithful performance of his/her duties in such amount and with such surety or sureties as shall be satisfactory to the Board.

4.2. Election. The Chairman of the Board of Directors, treasurer and secretary shall be elected annually by the Board at its first meeting following the annual meeting of the members. Other officers, if any, may be elected by the Board at any time.

4.3. Tenure. The Chairman of the Board of Directors, treasurer and secretary shall each hold office until the first meeting of the Board following the next annual meeting of the members and until his/her successor is chosen and qualified, and each other officer shall hold office until the first meeting of the Board following the next annual meeting of the members unless a shorter period shall have been specified by the terms of his/her election or appointment, or in each case until he sooner dies, is removed, or becomes disqualified. Each agent shall retain his/her authority at the pleasure of the Board.

4.4. Chairman of the Board of Directors. The Chairman of the Board of Directors shall preside at all meetings of the Board and meetings of the members, except as they shall otherwise determine, and shall be the chief executive officer of the corporation. The Chairman of the Board of Directors shall have such other powers and duties as may be determined by the Board of Directors.

4.5. Treasurer. The treasurer shall be the chief financial officer and the chief accounting officer of the corporation. He/she shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. He/she shall have such other duties and powers as designated by the Board of Directors or the Chairman of the Board. He/she shall also be in charge of its book of account and accounting records, and of its accounting procedures.

4.6. Secretary. The secretary shall record and maintain records of all proceedings of meetings of the members and the Board in a book or series of books kept for that purpose, which book or books shall be kept within the State of California at the principal office of the corporation or of its resident agent and shall be open at all reasonable times to the inspection of any member. Such book or books shall also contain records of all meetings or incorporators and the original, or attested copies, of the articles of incorporation and bylaws and names of all members and the Board and the address of each. If the secretary is absent from any meeting of

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members or Board of Directors, a temporary secretary chosen at the meeting shall exercise the duties of the secretary at the meeting.

4.7. Suspension or Removal. An officer may be suspended or removed with or without cause by a vote of a majority of the members of the Board then in office at any special meeting called for such purpose or at any regular meeting. An officer may be removed with cause only after reasonable notice and opportunity to be heard.

4.8. Resignation. An officer may resign by delivering his/her written resignation to the Chairman of the Board, treasurer or secretary of the corporation, to a meeting of the members, or to a meeting of the Board, or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

4.9. Vacancies. If the office of any officer becomes vacant, the Board may elect a successor. Each such successor shall hold office for the unexpired term, and in the case of the Chairman of the Board, treasurer and secretary until his/her successor is elected and qualified, or in each case until he/she sooner dies, resigns, is removed or becomes disqualified.

Section 5. Execution of Papers

Except as the Board may generally or in particular cases authorize, the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations, accepted or endorsed by the corporation shall be signed by the Chairman of the Board or by the treasurer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by two of its officers, of whom one is the Chairman of the Board and the other is the treasurer or an assistant treasurer, shall be binding on the corporation in favor of a purchaser or other persons relying in good faith on such instrument notwithstanding any inconsistent provisions of the articles of incorporation, bylaws, resolutions or votes of the corporation.

Section 6. Personal Liability

The members, Board of Directors, and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

Section 7. Amendments

These bylaws may be altered, amended or repealed in whole or in part by vote of a majority of the Board then in office, except with respect to any provision thereof which by law, the articles of incorporation or these bylaws requires action by the members. Not later than the time of giving notice of the meeting of members next following the making, amending, or repealing by the Board of any bylaws, notice thereof stating the substance of such change shall be given to all members. The members may alter, amend or repeal any bylaws adopted by the Board or otherwise or adopt, alter, amend or repeal any provision which by law, the articles of incorporation or these bylaws requires action by the members.

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Section 8. Indemnification

Each person now or hereafter a Board Member, officer, Ride Director, employee or member of any committee of the corporation may be indemnified by the corporation against all expenses and losses reasonably incurred or suffered by him in connection with any action, suit, or proceedings, civil or criminal, to which he may be made a party by reason of his/her being or having been a Board Member, officer, Ride Director, employee or member of any committee of the corporation, except in the case of willful misconduct or bad faith in the performance of his/her duties. The foregoing shall not be exclusive of other rights to which he may be entitled as a matter of law.

Section 9. Conflicts; Matters Not Expressly Covered in the Bylaws

In the event of a conflict, the relevant authorities shall control in the following order of precedence: (1) applicable statutes, court decisions, or other rulings of governmental agencies having jurisdiction; (2) the articles of organization; and (3) these bylaws. If action must be taken with reference to any matter of corporate governance not specifically covered in the articles of organization or these bylaws, the Corporation Code of the State of California shall govern, and if such matter is not specifically covered in such Corporation Code, then Robert's Rules of Order (Newly Revised) shall govern. If such matter of corporate governance is not provided for in any source mentioned in this section, and the matter is disputed, the Board shall consider the matter and issue its ruling, which shall be binding and conclusive upon the Board Members, officers and members.

Note The following is not part of the bylaws:

* As of February 2008, the mailing address for BAC is PO Box 23998, San Diego, CA 92193

** As of February 2008 the registered agent is Nancy Bohnett.