

**BYLAWS
OF
CHARLOTTESVILLE BICYCLE CLUB**

**ARTICLE 1
DIRECTORS**

1.1 General Powers. Charlottesville Bicycle Club (the “Corporation”) shall have a Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors.

1.2 Number and Qualifications. The number of directors of the Corporation shall be not less than two (2) and not more than nine (9). Each director shall be a member in good standing of the Corporation.

1.3 Election and Term. Directors shall be elected at each annual meeting for a term of one year. The term of a then-serving director may be renewed at subsequent annual meetings for additional terms of one year each.

1.4 Removal; Vacancies. The Board of Directors of the Corporation may remove any director, with or without cause, but only at a meeting called for that purpose, and notice of a meeting at which removal of a director is to be proposed shall state that the purpose, or one of the purposes, of the meeting is removal of the director. The removal of a director shall be effective only upon the affirmative vote of two-thirds of the remaining directors of the Corporation who are not being considered for removal. In the case of a resignation that will become effective at a specified later date, the vacancy may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

1.5 Annual and Regular Meetings. An annual meeting of the Board of Directors shall be held on a date selected by the President during the fourth calendar quarter of each year for the

purpose of electing officers and carrying on such other business as may properly come before the meeting. The Board of Directors may adopt a schedule of additional meetings, which shall be considered regular meetings, to be held at such times as the President or the Board of Directors shall designate.

1.6 Special Meetings. Special meetings of the Board of Directors may be called by the President or any two directors of the Corporation and shall be held at such times and such places as the person or persons calling the meeting shall reasonably designate.

1.7 Notice of Meetings. Except as provided elsewhere in these Bylaws, no notice need be given of annual or regular meetings of the Board of Directors. Notices of special meetings of the Board of Directors shall be given to each director not less than seven (7) days before the meeting, by delivering the same to the director in person or to the director's residence or business address (or such other place as the director may have directed in writing) by mail, electronic mail, messenger, telecopier, or other means of written communication or by telephoning such notice to the director. Any such notice shall set forth the time and place of the meeting.

1.8 Waiver of Notice. A director may waive any notice required by law, the Articles of Incorporation, or these Bylaws before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. Except as provided in the next sentence of this section, the waiver shall be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

1.9 Quorum; Voting. A majority of the number of directors then serving shall constitute a quorum for the transaction of business at a meeting of the Board of Directors. Except as otherwise provided in the Corporation's Articles of Incorporation and these Bylaws, the act of a majority of the directors present at a meeting at which a quorum exists shall be the act of the Board of Directors. A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless the director (i) objects at the beginning of the meeting, or promptly upon arrival, to holding it or transacting specified business at the meeting; or (ii) votes against, or abstains from, the action taken.

1.10 Telephonic or Video Meetings. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

1.11 Action Without Meeting. Action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents, which may consist of an "electronic record" in accordance with Virginia corporate law, stating the action taken, signed by each director either before or after the action is taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section shall be effective when the last director signs the consent unless the consent specifies a different effective date and states the date of execution by each director, in which event it shall be effective according to the terms of the consent.

1.12 Executive Sessions. Notwithstanding any other provisions of these Bylaws, the President or a majority of the directors may call an executive session of the Board of Directors as part of any annual, regular, or special meeting of the Board. Employees, staff, or any guests in attendance shall be excused from executive sessions; provided, however, that the President may request that any person otherwise excused be invited to remain during all or any part of the executive session.

1.13 Compensation. No director shall be entitled to any direct or indirect compensation related to that person's services as a director.

1.14 Resignation. A director may resign at any time by delivering written notice to the President or the Secretary. A resignation shall be effective when delivered unless the notice specifies a later effective date.

ARTICLE 2 COMMITTEES

2.1 Authorization. The Board of Directors may authorize one or more committees and appoint to membership of such committee(s) any persons as deemed appropriate by the Board of Directors. The authority, rights, duties, and terms of such committee(s) shall be set forth in writing by the Board of Directors.

2.2 Scope of Authority. A committee may act on behalf of the Corporation only as expressly authorized in writing by the Board of Directors, except that in no event shall a committee (i) fill vacancies on the Board of Directors or on any of its committees; (ii) amend the Articles of Incorporation; (iii) adopt, amend, or repeal these Bylaws; (iv) approve a plan of merger or consolidation; (v) approve the sale, lease, or exchange, or the mortgage, pledge, or other disposition of all, or substantially all, of the property and assets of the Corporation; or (vi) approve revocation of voluntary dissolution proceedings.

ARTICLE 3 OFFICERS

3.1 Officers. The officers of the Corporation shall be a President, Vice President, Treasurer, Secretary, Chief Technology Officer, Membership Coordinator, and in the discretion of the Board of Directors, one or more other officers and assistant officers as may be deemed necessary or advisable to carry on the business of the Corporation.

3.2 Election; Term. The Board of Directors shall elect the officers at the annual meeting of the Board of Directors each year to serve for a term of one year or until their successors are elected. Any person may hold more than one office simultaneously. Any officer may resign at any time upon written notice to the Board of Directors, and no acceptance of a resignation shall be necessary to make it effective.

3.3 Removal of Officers. The Board of Directors may remove any officer or assistant officer at any time, with or without cause.

3.4 President. The President shall be a director of the Corporation. The President shall be the chief executive officer of the Corporation and shall be primarily responsible for implementing the policies and procedures established by the Board of Directors. The President, if present, shall chair all meetings of the Board of Directors.

3.5 Vice President. The Vice President shall be a director of the Corporation. The Vice President shall carry out the duties of the President in the event of the absence or disability of the President. The Vice President shall carry out such other duties as may be prescribed by the Board of Directors or President from time to time.

3.6 Treasurer. The Treasurer shall be a director of the Corporation. The Treasurer shall have custody of all operating funds of the Corporation and shall see that a true and accurate

accounting of the financial transactions of the Corporation is made and that the reports of those transactions are presented promptly to the Board of Directors.

3.7 Secretary. The Secretary shall be a member of the Corporation. The Secretary shall be responsible for ensuring that a faithful record of all meetings of the Board of Directors is kept, notice of time and place for holding special meetings of the Board of Directors is given, and all documents entrusted to his or her care are filed and safely kept. The Secretary shall carry out such other duties as may be prescribed by the Board of Directors from time to time.

3.8 Chief Technology Officer. The Chief Technology Officer (the “CTO”) shall be a member of the Corporation. The CTO shall be responsible for the Corporation’s technology strategy, functions, and implementation, including development and maintenance of the Corporation’s website, databases, and communications infrastructure.

3.9 Membership Coordinator. The Membership Coordinator shall be a member of the Corporation. The Membership Coordinator shall be responsible for promoting membership in the Corporation, maintaining membership lists and records, reviewing compliance with membership requirements, coordinating with outside organizations on membership-related matters, responding to membership inquiries, and advising the board on membership qualifications and obligations.

ARTICLE 4 MEMBERS

4.1 Eligibility. Any person with an interest in cycling shall be eligible for membership in the Corporation.

4.2 Process; Term. Membership shall require submission of a complete application and payment of dues as established from time to time by the Board of Directors. Dues shall be

paid in advance. Membership and renewals thereof are valid for one year, unless otherwise determined by the Board of Directors.

4.3 Compliance. Each member of the Corporation is expected to adhere to all rules and safety requirements as set by the Board of Directors from time to time. Any member who fails to comply with the rules and terms of membership may be removed by a majority vote of the Board of Directors.

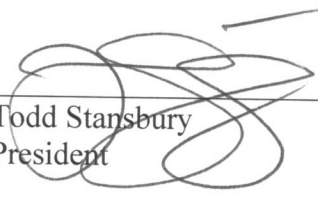
ARTICLE 5 MISCELLANEOUS PROVISIONS

5.1 Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

5.2 Interpretation. For the purpose of construing these Bylaws, unless the context indicates otherwise, words in the singular number shall be deemed to include words in the plural and vice versa, and words in one gender shall be deemed to include words in other genders.

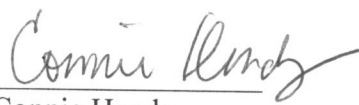
5.3 Amendments. These Bylaws may be amended or repealed, and new Bylaws may be made by the affirmative vote of a majority of those directors present at any meeting of the Board of Directors, with or without notice of such intended action.

Adopted by unanimous consent of the Board of Directors, December 19, 2021.



Todd Stansbury
President

Attest:



Connie Hendy
Secretary