

**VVCC DRAFT BYLAWS and DRAFT CLUB RULES
SUMMARY OF CHANGES**

DRAFT BYLAWS CHANGES:

ARTICLE I – Changed Title from “Name, Location & Objectives” to read “General”.

Section 1. Name and Location. No change in draft By-Laws.

Section 2. Objectives. Moved to Article I, Section 1 of the Club Rules. Replaced with existing ARTICLE VII, Section 3 Fiscal Year language.

Section 3. Website. New. Added the requirement that the bylaws, club rules and other operating details shall be maintained on the VVCC website.

ARTICLE II

Section 1. “VVCC”. No change.

Section 2. “Officer”. Expanded the definition to include “other Officers as determined by the board as provided in Article IV.”

Section 3. “Director”. Updated Article reference to conform to proposed bylaws construction.

Section 4. “Board”. Added Article reference in the definition.

Section 5. “Committee”. Moved to Article VII of the Club Rules and replaced with “Member” definition.

Section 6. “Executive Committee”. Moved to Article VII, Section 2 of the Club Rules and replaced with “Annual Meeting” definition.

Section 7. Moved to Article VII, Section 1 of the Club Rules and replaced with “Club Rules” definition.

Section 8. “Member”. Moved to Article II, Section 5 of the draft By-Laws. Updated Article reference to conform to proposed bylaws construction.

Section 9. “Annual Meeting.” Moved to Article II, Section 6 of the draft By-Laws. Updated Article reference to conform to proposed bylaws construction.

Section 10. “Directors Meeting.” Deleted in draft By-Laws. The defined term is not used anywhere else in the existing By-Laws.

ARTICLE III Changed from “Membership” to “Purpose”

Section 1. Membership in General. Moved to Article IV, Section 1 of the draft By-Laws and replaced with a new Section 1 titled "Purpose".

Section 2. Types of Membership. Moved to Article III, Sections 1 and 2 of the Club Rules and redefined.

Section 3. Membership Dues. Moved to Article III, Section 5 of the Club Rules and redefined.

ARTICLE IV Changed from "Board Of Directors Powers, Election, and Term of Office" to "Members, Board and Officers".

Section 1. Management. Moved to Section 2 of the draft By-Laws and revised. Replaced with revised Article III Section 1.

Section 2. Election of Directors. Revised with much of the current language moved to Article V, Section 2 of the Club Rules.

Section 3. Establishment of Duties. Moved to Article V, Section 1 of the Club Rules where the language is revised.

Section 4. Qualification for Directors. Moved to Article V, Section 1 of the Club Rules where the language is revised. Removed the Member for six (6) month requirement and revised the part time Member requirement.

Section 5. Term of Office. Moved to Article V, Section 4 of the Club Rules where the language is revised.

Section 6. Removal, resignation, or any other vacancy on the Board. Moved to Club Rules where the language is revised.

Section 7. Compensation. Moved to Article V, Section 4 of the Club Rules.

Section 8. Action taken without meeting. Moved to Article VI, Section 6 of the Club Rules where the language is revised.

Section 9. Regular meetings of Directors. Moved to Article VI, Section 1 of the Club Rules where the language is revised.

Section 10. Duty to Attend. Moved to Article V, Section 4 of the Club Rules where the language is revised.

Section 11. Special Meetings. Moved to Article VI, Section 2 of the Club Rules where the language is revised.

Section 12. Quorum. Moved to Article 6, Section 4 of the Club Rules where the language is revised. Now a majority of directors holding office constitutes a quorum rather than the current one third.

Section 13. Financial Management. Moved to Article VIII, Sections 1 and 2 of the Club Rules where the language is revised.

ARTICLE V Changed from “Officers and their Duties” to “Non-Discrimination”.

Section 1. Qualifications. Deleted as redundant. Replaced with Non-Discrimination language in draft By-Laws.

Section 2. President. Moved to Article V, Section 3 of the Club Rules where the language is revised.

Section 3. Vice-President. Moved to Article V, Section 3 of the Club Rules where the language is revised.

Section 4. Secretary. Moved to Article V, Section 3 of the Club Rules where the language is revised.

Section 5. Treasurer. Moved to Article V, Section 3 of the Club Rules where the language is revised.

ARTICLE VI Title changed from “Committees” to “Construction and Meaning”.

Section 1. Executive Committee. Moved to Article VII, Section 2 of the Club Rules where the language is revised. Replaced with revised language from Article VIII Section 1 of existing By-Laws.

Section 2. Nominating Committee. Moved to Article VII, Section 3 of the Club Rules where the language is revised. Replaced with Article VIII Section 8 language from existing By-Laws.

Section 3. Standing Committees. Moved to Article VII, Section 4 of the Club Rules where the language is revised.

Section 4. Ad Hoc Committees. Moved to Article VII, Section 5 of the Club Rules where the language is revised.

Section 5. Annual Standing Events Committee. Moved to Article VII, Section 6 of the Club Rules where the Committee is renamed to Events Committee and the language is revised.

Section 6. Membership Committee. Moved to Article VII, Section 7 of the Club Rules where the language is revised.

Section 7. Fund Raising Committee. Moved to Club Rules where the Committee is renamed to Marketing and Events Committee and the language is revised.

ARTICLE VII Title changed from “General” to “Limitation of Liability”.

Section 1. Annual Meeting. Moved to Article VII, Section 8 of the Club Rules. Replaced with Article IX Section 1 language of the existing By-Laws.

Section 2. Rules of Order. Moved to Article IV, Section 7 of the Club Rules.

Section 3. Fiscal Year. Moved to Article I Section 2 Draft By-Laws.

ARTICLE VIII Title Changed from “Construction and Amendments” to “Dissolution of VVCC”

Section 1. Construction and meaning. Moved to Article VI Section 1 of the Draft By-Laws where the language is revised to include Club Rules. Replaced with Article X language.

Section 2. Amendments to the By-Laws. Moved to Article VI Section 2 of the Draft By-Laws.

ARTICLE IX Draft By-Laws stop at Article VIII

Section 1. Moved to Article VII Section 1 of the Draft By-Laws.

Section 2. Insurance. Moved to Article XII, Section 2 of the Club Rules.

Section 3. Risk and Responsibility. Moved to Article XII, Section 3 of the Club Rules.

ARTICLE X Draft By-Laws stop at Article VIII

Section 1. Moved to Article VIII Section 1 of the draft By-Laws.

CONTINUING RESOLUTIONS. Moved to Article XI of the Club Rules.

Certification. Revised to certify this to be a true copy of the VVCC Corporate By-Laws adopted by majority vote of the Members present at the July XX, 2017 Annual Meeting.

DRAFT CLUB RULES

ARTICLE I. GOALS

Section 1. Moved from Article I, Section 2 of the current By-Laws.

ARTICLE II. Limitations of Purpose

New, three Sections limiting the VVCC's activities, set order of precedence, and identifies certain capitalized terms meanings.

ARTICLE III. Membership

Section 1. Memberships. Revised version of Article III Section 1 of the current By-Laws.

Section 2. Sponsoring Memberships. Revised version of Article III Section 2 of the current By-Laws.

Section 3. Expiration. New Permits the Board to establish and set the rate for membership term, in increments.

Section 4. Suspension of Membership. New. Defines how membership can be suspended.

Section 5. Dues. Revised version of Article III Section 1 of the current By-Laws.

Section 6. Voting Rights. New. Defines Member voting rights.

Section 7. Voting and Elections. New. Defines when and how voting by Members may occur.

Section 8. Additional Benefits. New. Any additional benefits or conditions of membership will be determined by action of the Board.

ARTICLE IV Meeting of Members

Section 1. Annual Meeting. Revised version of part of Article VII Section 1 of the current By-Laws.

Section 2. Notice of Annual Meeting. Revised version of part of Article VII Section 1 of the current By-Laws.

Section 3. Special Meetings. New. Creates provision for special Member meetings.

Section 4. Notice of Special Meetings. New. Creates special meeting notice requirements.

Section 5. Regular Meetings. New. Creates provision for regular membership meetings.

Section 6. Notice of Regular Meetings. New. Creates regular membership meeting notice requirements.

Section 7. Rules of Order. Moved from Article VII Section 2 of the current By-Laws.

ARTICLE V. Board of Directors

Section 1. Duties. Revised version of Article IV, Section 1 of the current By-Laws.

Section 2. Election. Revised version of Article IV, Sections 2 and 4 of the current By-Laws. Directors no longer need to be Members for six months and part time residents can become Directors provided they can physically attend at least six (6) Board meetings annually.

Section 3. Officers. Revised version of Article V, Sections 2, 3, 4 and 5 of the current By-Laws.

Section 4. Terms of Office. Revised version of Article IV, Sections 5, 6, and 7 of the current By-Laws. Removal without cause of a Director requires an affirmative vote of two-thirds of the Directors then in office. Any Director missing three (3) consecutive Board meetings or part time resident Director who cannot physically attend at least six (6) Board meetings annual can be voted from the Board.

ARTICLE VI Meetings of the Board of Directors

Section 1. Regular Meetings. Revised version of Article IV Section 9 of the current By-Laws.

Section 2. Special Meetings. Revised version of Article IV Section 11 of the current By-Laws.

Section 3. Notice. Revised version of Article IV Section 9 of the current By-Laws.

Section 4. Quorum. Revised version of Article IV Section 12 of the current By-Laws. A quorum now requires a majority of Directors instead of the current one third (1/3).

Section 5. Minutes. New. Establishes minutes requirements.

Section 6. Action By Written Consent. Revised version of Article IV Section 8 of the current By-Laws.

ARTICLE VII Committees

Section 1. Designation. New. Establishes Board's power to appoint Officers and Members to serve on committees.

Section 2. Executive Committee. Moved from Article VI Section 1 of the current By-Laws.

Section 3. Nominating Committee. Moved from Article VI Section 2, with minor conforming edits, of the current By-Laws.

Section 4. Standing Committees. Revised version of Article VI Section 3 of the current By-Laws. Directors are now authorized to chair more than one Standing Committee due to Board vacancies. Renamed the Special Events and Fund Raising Committees and added the current Ad Hoc Road and Mountain Bike Advocacy Committees as Standing Committees.

Section 5. Ad Hoc Committees. Moved from Article VI Section 4 of the current By-Laws.

Section 6. Events Committee. Revised version of Article VI Section 5 of the current By-Laws. Now called the Events Committee. Cuts down on the number of named events and creates the ability to for developing and executing other Member events through the annual budget process.

Section 7. Membership Committee. Moved from Article VI Section 6, with minor conforming edits, of the current By-Laws.

Section 8. Marketing and Fund Raising Committee. Revised version of Article VI Section 7 of the current By-Laws. Renamed Marketing and Fund Raising Committee and is now chaired by the Vice President.

Section 9. Road Bike Advocacy Committee. New. Establishes the Road Bike Advocacy Committee as a standing committee.

Section 10. Mountain Bike Advocacy Committee. New. Establishes the Mountain Bike Advocacy Committee as a standing committee.

ARTICLE VIII Contracts and Payments

Section 1. Contracts. New. Authorizes the board to authorize Officers to enter into contracts.

Section 2. Payments. New. Permits Officers to make payments. This is where we can issue credit cards to Officers to implement the budget and delegation of authority rules.

ARTICLE IX Amendments

Section 1. New. Amendments to the Club Rules may be made at any time by Board Resolution affirmed by a majority vote of the Board of Directors.

ARTICLE X Conflicts of Interests.

Section 1. New. Prohibits anyone with a financial interest in a contract with the VVCC from serving as an Officer or Director of the VVCC.

ARTICLE XI Communication.

Section 1. Moved from Continuing Resolution I of the current By-Laws.

ARTICLE XII Limitations of Liability and Indemnification.

Section 1. Limit of Liability. Revised version of Article IX Section 1 of the current By-Laws. The By-Laws had that no person was liable to the VVCC for actions and were changed to state the VVCC shall not be liable to any person.

Section 2. Insurance. Moved from Article IX Section 2 of the current By-Laws.

Section 3. Risk and Responsibility. Moved from Article IX Section 3 of the current By-Laws.