

**CODE OF REGULATIONS OF
TOLEDO AREA BICYCLISTS, INC.
*An Ohio Non-Profit Corporation***

ARTICLE I GENERAL

Section 1.1 Name. The name of the Corporation is Toledo Area Bicyclists, Inc. It is a not-for-profit corporation organized under the laws of the State of Ohio, Charter Number 1896111, effective, Nov. 16, 2009. No part of the earnings shall inure to the benefit of any individual.

Section 1.2 Purpose. The primary purpose of the corporation will be to promote bicycling. To further this purpose, the corporation will organize bike rides and tours, and engage in any other related activity concerning bicycling.

Section 1.3 Principal Office. The principal office of the corporation in Ohio shall be located at such place in the Counties of Wood or Lucas, State of Ohio as may be designated from time to time by the Board of Directors of the corporation.

ARTICLE II MEMBERS AND DUES

Section 2.1 Classes. The corporation shall have one class of members.

Section 2.2 Admission. Membership is open to all adults and families interested in bicycling upon submission of a written application for membership and payment of dues.

Section 2.3 Term of Membership. Each term of membership shall begin on January 1 and end on December 31 of each year. A membership beginning in August or later will end on December 31 of the following year.

Section 2.4 Dues. The Board of Directors shall establish the amount of dues from time to time. Non-payment of dues terminates membership.

Section 2.5 Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members. Voting or acting by proxy is not permitted. Each adult who has joined as part of a family has one vote.

ARTICLE III MEETINGS OF MEMBERS

Section 3.1 Meetings. A meeting of the voting members may be called by the President, by a majority of the Board of Directors, or by ten per cent (10%) of the members.

Section 3.2 Notice. Notice of any meeting shall be given to all members no more than 45 and no less than 10 days in advance. Notice may be provided by regular U.S. Mail or e-mail, or such other means as will, with a reasonable certainty, reach all members of the corporation.

Section 3.3 Place of Meetings. The Board of Directors may designate any place in Lucas or Wood County Ohio as the place for any annual or other meetings.

Section 3.4 Annual Meeting. An annual meeting of the members shall be held in January of each year, at a time to be determined by the Board of Directors, for the purpose of electing officers and directors and for the transaction of such other business as may come before the meeting.

Section 3.5 Quorum. A majority of those present at any meeting shall constitute a quorum at such meeting. A majority of the members voting by written ballot for officers and directors shall constitute a quorum for the election of officers.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1 General Powers. All of the authority of the corporation shall be exercised by or under the direction of a Board of Directors. The Board shall be responsible for the management and control of the corporation and shall perform every act that it deems necessary, expedient, or advisable to carry out the purposes of the Corporation, subject to Ohio law, its Articles of Incorporation, and this Code.

Section 4.2 Duties of the Board. The duties of the Board of Directors shall include, without limitation:

- a. To determine and approve the corporate mission, goals, and plan of operation of the corporation;
- b. To establish policies governing the operation of the corporation;
- c. To establish a schedule of meetings to carry out the purposes of the corporation;
- d. To assure that the resources of the corporation are being properly utilized to carry out the purposes of the corporation.

Section 4.3 Number, Tenure, and Qualifications. The Board of Directors shall consist of the following: President, Vice President, Secretary and Treasurer, who shall serve from the date elected until the date of the next election.

In addition, the following shall serve as Directors for one-year terms beginning on the date of the annual election and ending on the date of the next election, with full voting rights:

1. The immediate past President.
2. The President-elect.
3. The newsletter editor.
4. The web master.
5. The director(s) of MARR.
6. The chair of the annual banquet.
7. The membership director.

Any person may serve in more than one capacity. All Directors must be members of the Corporation.

Section 4.4 Election. The President, Vice President, Secretary, and Treasurer shall be elected annually by the members in January. Ballots shall be provided to all who are members in good standing as of December 31. Ballots may be sent by regular U.S. Mail, e-mail, or such other means as will, with a reasonable certainty, reach all members of the corporation. Ballots shall be provided no less than twenty-one (21) days in advance of the annual meeting. All ballots returned as directed prior to the annual meeting shall be counted. A majority of those voting will constitute a quorum for the election of officers.

Section 4.5 Meetings. The Board of Directors shall hold meetings from time to time as deemed necessary to conduct the business of the corporation. Meetings may be called by or at the request of the president, the vice-president, or any two Directors. Meetings will be open to the membership.

Section 4.6 Quorum. A majority of the Directors shall constitute a quorum at any meeting of the Board. When a quorum is present, a decision by the majority of the Directors is the act of the Board.

Section 4.7 Action by Directors Without Meeting. The Board of Directors may act without a meeting, as long as all Directors are notified at least forty-eight (48) hours in advance of the action to be considered and given a reasonable opportunity to respond. A decision by a majority of the Directors acting without a meeting is the act of the Board.

Section 4.8 Vacancies. In the event of a vacancy in the Presidency, the Vice President shall assume the duties of such office for the unexpired term of the office. Vacancies occurring in other officers' positions shall be filled by the affirmative vote of a majority of the remaining Directors. Vacancies in any other positions on the Board of Directors shall be filled by appointment of the President.

Section 4.9 Committees. The Board may appoint such committees or individuals to carry out the business of the Corporation as deemed appropriate.

Section 4.10 Compensation and Expenses. Directors as such shall not receive any compensation or receive any benefits for their services. Directors may be reimbursed for authorized expenses incurred by them in the performance of their duties.

Section 4.11 Bylaws. The Directors may adopt bylaws for governing their meetings, provided such bylaws are not inconsistent with the articles of incorporation or the regulations. Bylaws adopted by the board may be amended or repealed by the board as the Directors deem necessary and desirable.

Section 4.12 Removal. Any officer may be removed by two-thirds (2/3) vote of the total Board of Directors whenever in their judgment the best interests of the Corporation shall be served.

ARTICLE V OFFICERS

Section 5.1 Officers. The officers of the corporation shall be a president, vice-president, secretary, treasurer.

Section 5.2 President. The president shall be the principal executive officer of the corporation and shall, in general, supervise and control all of the business and affairs of the corporation. The president shall preside at all meetings of members and of the Board of Directors. The president may sign, with the secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments that the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these regulations or by statute to some other officer or agent of the corporation. In general, the president shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5.3 Vice President. In the absence of the president or in event of an inability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions on the president. Any vice president shall perform such other duties as from time to time may be assigned by the president or by the Board of Directors.

Section 5.4 Treasurer. The treasurer shall have charge and custody of and be responsible for all funds of the corporation; receive and give receipts for money due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors, and, in general, perform all the duties incident to the office of the treasurer and such other duties as from time to time may be assigned by the president or by the Board of Directors.

Section 5.5 Secretary. The secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are given in accordance with the provisions of these regulations or as required by law; be custodian of the corporate records; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or the Board of Directors.

ARTICLE VI INDEMNIFICATION

Section 6.1 Directors and Officers. The Corporation shall, to the fullest extent permitted by applicable law, indemnify any person who is or was a director, officer, or trustee of this Corporation, or any other entity which such person is serving in any capacity at the request of this Corporation, and who is made or threatened to be made a party to any action, suit, or proceeding, against any and all liability, award, judgment, or settlement, and reasonable expenses, including attorney's fees, actually and necessarily incurred by them in connection with the defense of such action, suit, or proceeding, civil or criminal, or in connection with the defense of any appeal therein, except in relation to matters as to which it shall be adjudged in connection with such action, suit, or proceeding (a) that the actions of such director, officer, or trustee were taken in bad faith or were the result of active and deliberate dishonesty, and in either case, were material to the cause of action so adjudicated, or (b) that the director, officer, or trustee personally gained an advantage to which he or she was not entitled. The benefits of this section shall extend to the heirs and legal representatives of any person entitled to indemnification hereunder.

Section 6.2 Employees, Agents and Volunteers. The Corporation may, to the extent authorized by the Board of Directors and permitted by applicable law, indemnify any agent, employee or volunteer of the Corporation who is not a Director, Officer or Trustee.

Section 6.3 Non-Exclusivity. Any right of indemnification under Section 6.1 shall not be exclusive of other rights to which a Director, Officer, or Trustee may be entitled by law. Indemnification under Section 6.1 or 6.2 may be retroactive to the fullest extent permitted by law. This Article shall not be construed as a limitation on the authority of the Board to advance Corporation funds for reasonable expenses, including attorney's fees.

ARTICLE VII CONTRACTS, CHECKS, DEPOSITS AND FUNDS.

Section 7.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 7.2 Checks, Drafts, or Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 7.3 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 7.4 Loans. No loan shall be made by the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Under no circumstances shall any loans be made to any officer, director, trustee, or member.

Section 7.5 Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the corporation.

ARTICLE VIII ACCOUNTING

Section 8.1 Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the principal office of the corporation a membership book containing the name and address of each member, the date of the member's admission to membership, and the fact of any termination of the member's membership, and the date thereof, including a record of the members entitled to vote. All books and records of the corporation may be inspected by any member, her agent or attorney, for any proper purpose at any reasonable time. The use of the membership list by members and non-members may be proscribed or permitted by the Board of Directors on such terms and conditions as the board may deem necessary or desirable.

Section 8.2 Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year unless otherwise determined by the Board of Directors in filing its initial tax return.

Section 8.3 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Ohio Nonprofit Corporation Law or under the provisions of the articles of incorporation or the regulations of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 8.4 Financial Statements. At the end of the accounting year, the books of the Corporation shall be closed and financial statements prepared for that year. A financial report shall be provided to all members at the annual meeting.

ARTICLE IX AMENDMENTS

Section 9.1 Manner of Amending. The regulations of this corporation may be amended, repealed, or added to, or new regulations may be adopted, by a majority at a meeting of members called for the purpose according to the articles of incorporation or regulations.

Section 9.2 Effective date. Any amendment shall be effective when approved, unless the amendment includes a different effective date.

ARTICLE X CONFLICT OF INTEREST

Section 10.1 General. A conflict of interest may exist when the financial interests of any Director, or said person's immediate family, may be seen as competing with the interests or concerns of the Corporation.

Section 10.2 Disclosure. Any possible conflict of interest shall be disclosed to the Board of Directors by this person concerned.

Section 10.3 Board Deliberations and Voting. When any such conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person shall call it to the attention of the Board of Directors, and such person shall not vote on the matter, nor shall such person participate in the deliberation or discussion regarding the matter under consideration.

ARTICLE XI DISSOLUTION

Section 11.1 Distribution of Assets. Upon dissolution of the Corporation, all funds remaining after paying any expenses of dissolution shall be distributed to a non-profit group organized to promote bicycling.

ARTICLE XII EFFECTIVE DATE

Section 12.1 Effective Date. The effective date of this Code of Regulations shall be 1/23/10.