

Revised April 7, 2003  
**GABA, Inc.**  
**By Laws**

**ARTICLE I**  
**NAME AND LOCATION**

The name of the corporation is GABA, Inc., hereinafter referred to as 'GABA'. The principal office of GABA is Tucson, Arizona, but meetings of members and directors may be held at such places within the State of Arizona, Pima County as may be designated by the Board of Directors.

**OBJECT**

THE OBJECT OF THIS CORPORATION SHALL BE TO:

- \* Promote interest and involvement in all aspects of bicycling
- \* Provide volunteers and financial assistance to assist the US Forest Service in developing and/or maintaining bicycle patrols and trails in Coronado National Forest
- \* Provide free bicycle education and training to students of the Tucson area school districts, Arizona Parks & Recreation and City of Tucson Parks & Recreation
- \* Conduct free programs of bicycle education for elementary school students
- \* Schedule tours and group riding opportunities for further development of individual cycling skills and to institute safe riding habits
- \* Publish regularly a comprehensive newsletter of bicycling information, legislation adopted affecting cyclists
- \* Provide education at all levels of bicycling skills, such as road safety, bicycle maintenance and emergency repairs; and to encourage bicycle use as an energy efficient, healthful means of personal transportation
- \* Perform such other services and educational programs as to foster greater use of bicycles as an alternative means of commuting

**DEFINITIONS**

Section 1. "GABA" shall mean the corporation

Section 2. "Board" shall mean the Board of Directors

Section 3. “Member” shall mean any person who is current in required dues and meets the obligations set forth in Article II, Sec. 2.

Section 4. “Annual meeting” shall mean the annual meeting of the members as set forth at Article V, Section 1.

Section 5. Unless the context clearly indicates otherwise all words of the masculine gender herein include the feminine and the neuter.

## **ARTICLE II MEMBERSHIP**

Section 1. Membership in general. Membership is open to any person who supports the goals of GABA. In order for a person to become a member he shall complete the required application and pay the annual dues as established by the Board.

Section 2. Types of membership. The Board may establish various classes of membership including but not limited to Individual, Family, Associate, Life memberships.

Section 3. Membership dues. The Board may upon majority vote establish annual dues for each class of membership.

## **ARTICLE III BOARD OF DIRECTORS POWERS AND DUTIES, ELECTION, TERM OF OFFICE**

Section 1. Management.

The management of GABA shall be vested in a Board composed of not less than nine (9) nor more than thirty (30) directors chosen and elected as herein provided. The Board may also open and maintain bank accounts as necessary, borrow money, incur indebtedness for the purposes of this corporation and perform such other corporate functions as permitted by Arizona Not for Profit Corporations.

Section 2. Election of Directors. Election to the Board shall, except in case of resignation or removal, be conducted at the Annual Meeting.

Section 3. Qualifications for directors. Any member in good standing may serve as a director having been duly elected or appointed as provided by the Article.

Section 4. Term of office. Directors shall serve one (1) year terms of office immediately upon their election at the annual meeting in January.

Section 5. Election of Officers. At the Annual Meeting the members shall elect a President, Vice President, Secretary, and Treasurer. The members may also elect such other officers from their number as they deem necessary.

Section 6. Removal, resignation or any other vacancy on the Board. Any Director may be removed from the Board, or Officer removed from his position, with or without cause, by a two thirds (2/3) majority vote of the whole number of Directors excluding the Director or Officer who is the subject of such action. In the event of death, resignation or removal of a Director, or Officer, his successor shall be selected by a majority vote of the whole number of remaining Directors of the Board and he shall serve for the unexpired term of his predecessor.

Section 7. Compensation. No Director shall receive compensation for his services as a Director for the Corporation. However, with prior approval by the board, a Director may be compensated for other services rendered to the Corporation. A Director may be reimbursed for his out of pocket expenses incurred in the performance of his duties. Proof of expenses shall be required prior to reimbursement.

Section 8. Action taken without meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of a majority of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

Section 9. Regular meetings of Directors. Regular meetings of the Board shall be held at least annually at such time and place as may be fixed from time to time by the Board. The time and place of such meeting shall be published to the membership.

Section 10. Special meetings. Special meetings of the Board shall be held when called by the President or Vice President in the absence of the President, or by any three Directors after not less than three (3) days notice to each Director. Notice may be waived at any time by the person entitled to such notice.

Section 11. Quorum. Except as otherwise provided herein, a majority of the whole number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present, shall be regarded as an act of the Board.

#### **ARTICLE IV OFFICERS AND THEIR DUTIES**

Section 1. President. The President shall:

- \* establish the Agenda for all meetings of the Board and for the Annual Meeting;
- \* preside at all meetings of the Patrol and Board;
- \* appoint committees and serve as ex Officio member thereof

Section 2. Vice President. The Vice President shall perform the duties of the President at his request or in his absence.

Section 3. Secretary. The Secretary shall conduct GABA's official correspondence not otherwise assigned and keep a true record of the minutes of all meetings. He shall also provide all Directors with copies of the minutes prior to the next successive Board meeting.

Section 4. Treasurer. The Treasurer shall have charge of all funds of GABA. The Treasurer shall keep an accurate account of the financial transactions of the club and provide the Board with a quarterly financial report.

Section 5. Other duties. The Board may, by majority vote, establish or modify the duties of the above Officers or create additional positions.

Section 6. Disbursement of funds. All checks written on the GABA General Fund Account shall be signed by the President or the Treasurer.

## **ARTICLE V GENERAL**

Section 1. Annual Meeting. The Annual Meeting of the members shall be held on the Monday meeting in January at a place to be determined by the Board of Directors.

Section 2. Roberts Rules of Order. All meetings shall be conducted in accordance with Roberts Rules of Order, revised. Members desiring to address the board of Directors at their meeting shall ask to be placed on the Agenda.

Section 3. Fiscal year. The fiscal year of this corporation shall be the calendar year.

## **ARTICLE VI CONSTRUCTION AND AMENDMENTS**

Section 1. Construction and meaning. Any questions as to the meaning or construction of the Articles of Incorporation or the by-laws shall be decided by the Board.

Section 2. Amendments to the by-laws: These by-laws may be amended by majority vote of the members present at a duly called General Membership meeting or by a two thirds (2/3) vote of the whole number of directors at a duly called meeting. In the event of such meeting notice shall be published in the GABA newsletter mailed to the members at least thirty (30) days prior to such meet with the proposed amendment together with arguments for and against printed therein.

## **ARTICLE VIII LIMITATIONS OF LIABILITY AND INDEMNIFICATION**

Section 1. No person shall be liable to GABA for any loss or damage suffered by him on account of any action taken or omitted to be taken by him as a Director or Officer of GABA, if

- \* said action was within that person's scope of authority and was taken in good faith and said person exercised or used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs or,
- \* said person took or omitted to take such action in reliance upon the approval of such action by the Directors of GABA.