**BYLAWS**

 **Strada Corsa, Inc. A California Corporation**

**Article I Name of Corporation**

The name of this corporation shall be: Strada Corsa

**Article II Purpose of the Organization**

The Organization’s primary purpose is to support education and preventing childhood obesity through cycling. Subject to the limitations set forth in the Articles of Incorporation, the purposes of this Organization shall be to engage in any lawful activity, none of which is for profit, for which Organizations may be organized under Section 501(c) 3 of the Internal Revenue Code (or its corresponding future provision)

**Article III Membership**

Section 3.01 Eligibility
Any person who supports the above purposes is eligible for membership.

Section 3.02 Membership

The persons signing the Certificate of Incorporation shall be the first members of the Corporation, unless they shall have resigned as such members or unless membership shall otherwise have been terminated. Thereafter, the eligibility and qualifications for membership, and the manner of and admission into membership shall be prescribed by resolutions duly adopted by the Board of Directors of the Corporation or by such rules and regulations as may be prescribed by the Board of Directors. All such resolutions or rules and regulations relating to members adopted by the Board of Directors of the Corporation shall be affixed to the By-Laws of the Corporation, and shall be deemed to be part thereof. Such resolutions or rules and regulations adopted by the Board of Directors may prescribe, with respect to all members, the amount and manner of imposing and collecting any initiation fees, dues or other fees, assessments, fines and penalties, the manner of suspension or termination of membership, and for reinstatement of membership, and, except as may hereinafter otherwise be provided, the rights, liabilities and other incidents of membership.

Section 3.03 Membership Term
The membership year shall be January 1 – December 31.

**Article IV Meetings of Members**

Section 4.01 Place. Meetings of members shall be held at a place to be designated from time to time by the Board of Directors.

Section 4.02 Regular Meetings. Members shall meet regularly as determined by the Board of Directors. Officers shall be elected as prescribed in Articles V and VI of these Bylaws at the annual meeting held in November of each year.

Section 4.03 Special Meetings. Special meetings of members shall be called by the President, Secretary, or any two (2) Directors of the Organization, to be held at such times and places within the State of California as may be ordered by resolution of the Board of Directors.

Section 4.04 Quorum
Three (3) members in good standing shall constitute a quorum.

**Article V Board of Directors**

Section 5.01 Qualifications
The President and Secretary of this Organization will be Directors for their term of office, and collectively will be the Board of Directors along with those appointed by the President.

Section 5.02 Duties
It shall be the duty of the Board of Directors to supervise all officers & agents of this Organization to assure that their duties are properly performed.

Section 5.03 Meetings
The Board of Directors shall meet from time to time as requested by the President, or any 2 Officers. Any issues voted upon will be decided by simple majority vote. A quorum will be 3 Directors.

Section 5.04 Compensation and Expenses
Directors will serve without compensation, other than be reimbursed for expenses related to Board service, upon the approval of the Board of Directors.

**Article VI Officers**

Section 6.01 Appointment of Officers
Any member of the Organization is eligible to be an Officer. The Officers shall be appointed by the Board of Directors. **The Officers elected shall be: Secretary, and Treasurer.** Nominations will be submitted from the floor. Voting will be by show of hands (unless secret ballot is requested by any member or Officer). Winner must receive a majority of votes cast. If there are 3 or more candidates, and one does not receive a majority, the person receiving the lowest number of votes will be dropped from each succeeding vote until one receives a majority. As offices are developed for the Organization, one person can hold more than one office if needed.

Section 6.02 Term of Office
All Officers shall serve a term of one year, or until their successor assumes the duties of office, whichever is later.

Section 6.03 Members of the Board of Directors
The President/CEO shall be a voting member of the Board of Directors. The President shall appoint two additional persons, who will be voting members of the Board of Directors.

Section 6.04 Duties
(1) **President:** The President shall be the chief executive officer of the Organization and shall supervise and control the affairs of the Organization. The president shall perform all duties incident to his office and such other duties as may be required by law, or which may be assigned from time to time by the Board of Directors. He/she will preside over the regular member meetings using Robert’s Rules of Order.

(2) **Secretary:** Shall keep, or cause to be kept, a book of minutes of all meetings and actions of the Directors, and members with the time and place of holding the regular or special meetings, and if special how authorized, the notice given, the names of those present at such meetings and the number of members present or represented at members’ meetings and the agendas of such meetings. Shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors required by the Bylaws

(4) **Treasurer:** Shall be the chief financial officer and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the Organization’s properties and business transactions, including accounts of its assets, liabilities , receipts, & disbursements. The books of account shall be open to inspection by any member at all reasonable times. The treasurer shall render to the President, Directors, or members, upon request, an account of all transactions and of the financial position of the Organization. The treasurer shall deposit all monies and all valuables in the name and to the credit of the Organization with such depositories as may be designated by the Board of Directors. Checks of the Organization must be signed by **2** Officers: always the President, plus Secretary or Treasurer. The Treasurer shall have other powers and duties as may be directed by the Board of Directors or by the membership.

**Article VII Books, Records and Reports**

Section 7.01 Minutes of Meetings
File copy to be signed by Secretary, **and** President after review for completeness and accuracy.

Section 7.02 Funds
All monies paid to the Organization shall be placed in the general operating fund, with sub-accounts for sources of income and types of disbursements.

Section 7.03 Disbursements
Each disbursement shall be made by check signed by **two (2)** Officers: always the President plus either the Treasurer or Secretary.

Section 7.04 Accounting Year
The accounting year for the Organization shall end on December 31.

Section 7.05 Bonding
The Officers and other such persons as the Board may designate may be bonded by a fidelity bond in an amount set by the Board of Directors and paid by the Organization.

Section 7.06 Budget
As soon as possible after election of Officers, the Officers shall compile a budget of estimated income and expenses for the coming accounting year, and set priorities for that year’s Organization activities.

Section 7.07 Annual Report to Members
Not later than 120 days after the close of the accounting year on December 31, the Organization shall prepare an annual financial report containing a balance sheet, and an income statement for the year. The Treasurer shall present this report and the new year’s budget to a regular meeting of the membership as soon as available.

Section 7.08 Inspection by Directors
Every Director has a right at any reasonable time to inspect all books, records and documents of any kind and the physical properties of the Organization.

**Article VIII Indemnification**

The Organization shall indemnify its Officers to the fullest extent allowed by California law.

**Article IX Principal Office**

The principal office of the Organization shall be located at the residence of its President, or at such other place that may be designated by the Board of Directors.

**Article X Web-site**

The Organization’s web-site is [www.GoStradaCorsa.com](http://www.GoStradaCorsa.com)

**Article XI Amendments**

These Bylaws may be amended by a majority vote of the Board of Directors at any regular or special meeting, provided notice for the Directors includes the proposals for amendments. Any proposed amendment shall be submitted to the Directors, in writing, at least thirty days before the meeting at which they are to be acted upon.