

## ***By Laws For Harford Velo Cycling Club, Inc.***

### **Article I. Name and Seal**

The name of the club shall be the Harford Velo Cycling Club, Inc. It shall be commonly referred to as the Harford Velo; herein after referred to as (the "Club"). The use of the Club name by any individual or group shall be by permission of a majority of the Board. The Board may set rules or restrictions before granting permission. Permission must be secured for a specific date and use. The traditional Club colors shall be: Light Blue and Gold.

### **Article II. Purpose and Definitions**

**Section 1. Purpose.** The purpose of the Club is to promote general interest in bicycling in all its phases.

- To engage in recreational cycling;
- To promote the rights of bicyclists;
- To promote the general interest of cycling;
- To aid in the education materials and programs on bicycling;
- To cooperate with authorities in the education of traffic safety regulations applicable to bicycling.

**Section 2. Definitions.** (a) As herein used, the term "Board" refers to governing body of the Club, made up of the Officers and Directors. (b) The use of the masculine gender in these By-Laws is for convenience only and shall, in all respects, be deemed to include female members of the Club. (c) The fiscal year of the Club shall be twelve consecutive calendar months and commence on each September.

### **Article M. Membership and Dues**

**Section 1.** Membership is open to anyone who is in agreement with the purpose and By-Laws of the Club. The By-Laws will be posted to the Club website.

**Section 2. Classes of Membership.** All memberships must be renewed annually.

- Adult: A person 18 years of age or over.
- Youth: A person under 18 whose application is sponsored by a parent or guardian.

**Section 3. Dues.** Dues may be reviewed and amended annually by the Board. There shall be no annual dues date. A member's dues shall be effective from the date of payment for one year hence and shall be notified during the last month of membership that their membership is expiring.

**Section 4. Loss of Membership.** (a) Membership shall automatically lapse for non-payment of dues and be automatically reinstated upon payment thereof. (b) A member may be expelled for any cause deemed against the interest of the club by a vote of the Board. Written notice including the charges and findings of the board shall be delivered to the member concerned not less than ten days prior to any determination. The Board shall prepare a transcript of the meeting and enter it in the Club Records.

### **Article IV. Meetings and Voting**

**Section 1. Meetings.** Meetings of the membership will be held during as needed for the purpose of installation of the Board, reports of committees and retiring Officers and such business as shall be necessary. Holiday and/or Summer parties will be used as needed to handle official club business.

**Section 2. Special Meetings.** Special Meetings of the members may be called as needed by the Board. The object of the special meeting shall be stated in the notice and no other business transacted.

**Section 3. Board Meetings.** Meetings of the Board will be held quarterly, if possible, at a time selected by the Board. It shall be the duty of the Officers and Directors to attend these meetings. Board Meetings may be held on other occasions when deemed necessary.

**Section 5. Notice of Meetings.** Notice of Meetings will be given to the General Membership.

**Section 6. Rules.** Robert's Rules of Order shall prevail at all meetings; however, departures from such Rules shall not invalidate any actions.

**Section 7. Quorum.** At Board Meetings, three (3) Officers and/or Directors shall constitute a quorum.

**Section 8. Voting.** (a) Those members of the Club qualified to vote for elections and other official business requiring voting. Elections and other voting matters shall be for valid current members of the Club and in good standing. (b) All actions shall be by a majority of those present and voting, a quorum being present. Only qualified voters may vote. A list of members in good standing shall be maintained by the Director of Membership and shared with other Board members. Election of Officers and Directors may be by ballot or other method which maintains anonymity, with the results being decided by a simple majority of all the qualified votes returned.

## **Article V. Board of Directors**

**Section 1. Members at Large.** There may be up to four (4) Members at Large as part of the Board of Directors. The Members at Large will assume responsibilities and perform duties as defined by the Officers of the Club.

**Section 2. Officers.** The Officers of the Club shall be the following positions: President, Vice-President, Secretary, Treasurer, and Executive Member.

(a) All members in good standing are eligible for elected positions. There is no restriction on the reelection to any position. The Officers and Directors shall serve for a term of one year or until their successors are elected. The terms of office will begin immediately following the annual election and end immediately after the annual election of the following year. (b) An individual must be a member to be nominated, elected and maintain a Director or Officer position.

**Section 2. Nominating Procedure.** The Board will solicit nominations from the general membership and compose a ballot, as needed for all Board positions. If there is a single nominee for any given position, no ballot or voting will occur for that position.

**Section 3. Election Procedure.** The election will be carried out in an anonymous manner. The ballots may contain brief factual information about each candidate for the information of the membership. No member who is a candidate for office or who has any personal interest in a nominee shall count votes on the ballot. Ballots and voting may be compiled, distributed, and counted electronically as long as the nominees don't have the ability to influence, view, or otherwise tamper with ballots and voting. The results of the election shall be entered in the Club records and distributed to members through official communication channels.

### **Section 4. Duties:**

#### ***Officer Positions***

**President:** The President shall preside at all meetings of the board and members. Shall sign all official documents adopted by the Club and shall perform all other customary duties pertaining to the office. In the event that there are an even number of Officers on Board, the President will decide any tie votes. In the absence of the President, the Vice-President shall preside. The President shall: a) Keep informed, involved and aware of all activities affecting the organization. b) Insure that the Club's goals and objectives are met. c) Preside at Club meetings. d) Serve as Ride

Leader Coordinator. e) Publish Ride Calendars f) Update Cue Sheets g) Update, distribute, and promote ride etiquette and safety g) Send official Club communications. h) Obtain liability insurance for the Club.

**Vice President:** Shall assist the President in carrying out his responsibilities and shall serve in his absence or vacancy. The Vice President shall: a) Serve as the Club Event Coordinator b) Schedule Club Events such as Parties, General Meetings, Membership Drives, Meet and Greets, etc. c) Coordinate the Design and Purchase of any Club Apparel

**Secretary:** The Secretary shall attend all meetings of the Members and of the Board and shall keep all minutes and vote in the Club records. Shall perform all other duties pertaining to this office or as required by a majority of the Board. Shall have custody of the Corporate Seal and the Club Records. The Secretary shall: a) Take, read, and maintain minutes at all Club meetings. b) Keep files of all pertinent notices and announcements. c) Keep and maintain all important documents pertaining to the overall organization. d) Handle official correspondence. e) Conduct the business of the Club at meetings in the absence of both the President and Vice President.

**Treasurer:** The Treasurer, shall, subject to such restrictions and conditions agreed upon by a majority of the Board, have custody of all money, debts and obligations belonging to the Club. He shall receive all money paid to the Club and deposit it in Club accounts. All checks, drafts, notes, or other orders for payment of money shall be signed in the name of the Club. The Treasurer shall give a report of the financial status of the Club at the end of the fiscal year and at any other meeting of the members if requested. No obligation, debt or liability shall be incurred by the Treasurer without the specific approval of the Board. The Treasurer shall: a) Keep and prepare all Club financial records and transactions. b) Prepare a Draft Annual Budget based on expected credits and debits c) Provide interim reports as needed and requested. d) Prepare and publish the annual financial report after the close of the fiscal year. e) File Club tax returns or obtain tax services.

**Executive Member, Director Of Membership:** The Director Membership shall attend all meetings of the members and of the Board. He shall aid in planning and policy making of the Club. Promote and actively seek new membership. Shall a) Maintain the Membership List b) Compile new memberships on a monthly basis c) Send notifications to members with expiring memberships d) Resolve any issues pertaining disputes or discrepancies with joining the Club e) Research any claims of wrong doing by any club member.

**Members At Large:** There may be up to four (4) Members At Large who may be elected to the Board of Directors. Members At Large shall be assigned duties by the Officers in order to promote efficient operation of the Club. The Members At Large may serve on Special Committees as needed. Each Member At Large will serve as an official agent of the Club, promoting the Membership, Purpose, By Laws, and Rules of the Club.

**Section 5. Resignations.** Any Officer or Director may resign from office when it is deemed in the best interest of the Club or of the individual. The resignation must be in writing and shall be effective when received by the Board.

**Section 6. Vacancies.** Whenever a vacancy occurs in any elected office the Board shall appoint a member of the Club to fill the office for the remainder of the term. The appointment shall be submitted to the members for the approval by majority vote. A current Board member may be appointed to another position or assume an additional position on the Board or Office.

## **Article VI. Committee**

**Section 1. Audit Committee.** The Board may appoint a committee from the membership that shall inspect the Club's financial records. The inspection shall be done within ninety days after the end of the year and a report submitted to the Board.

**Section 2. Other Committees.** The Board may appoint other committees as needed to handle Club business.

## **Article VII. Amendment of By-Laws**

**Section 1. Initiation of Proposal to Amend.** (a) The Board of Directors may initiate a proposal to amend the By-Laws. If a majority concurs, the proposal will be submitted to the membership for approval. (b) Any member may initiate a proposal to amend the By-Laws and submit it to the Board for approval. If the Board approves it, it will be submitted to the membership for approval by vote.

**Section 2. Submission of Proposal to Members.** When a proposal to amend the By-Laws has been approved as required in Section 1 above, it shall then be submitted to the voters by a separate communication. The proposal shall include notice of the deadline for response. This date shall be at least fourteen (14) days after the date on which the proposal is sent to the members. A lack of member response by the established deadline to the proposed Amendments of the By-Laws will result in an assumption of approval.

**Section 3. Voting on Amendment to By-Laws.** A majority of those voting is required for approval.

## **Article VIII. Dissolution Of Club**

Upon approval of the majority of the Board, a motion to dissolve the Club shall be put to a vote to the membership in good standing. The approval of such motion shall be upon the majority vote by the membership. However, at least ten percent of the membership must participate in the voting. If dissolved by the membership, all Club debts or obligations shall be paid in full, and any cash surplus shall be contributed to a tax-exempt cycling organization identified and determined by the Board.

## **Article IX. Indemnification**

All Officers, Directors or other duly elected persons of the Club, their heirs, executors and administrators shall be indemnified by the Club against all cost, expenses and amounts or liability therefore, reasonably incurred by or imposed on them in connection with any action suit, proceeding or claim to which they may be made a party or become involved by reason of an act of omissions or commission of their duties.

## **Article X. Budget**

The Board shall draft and approve an annual budget no later than 30 days prior to the fiscal year and make copies available to members upon request.

## **Article XI. Date of Enactment**

These By-Laws shall become effective upon approval and upon that date all previous By-Laws, amendments and resolutions are repealed.

## **Revision History:**

1. These By-Laws first enacted: August 30<sup>th</sup> 2000
2. October 2014. Several changes to various sections to align By Laws with current practices. The Board of Directors/Officers sections were updated to include five Officer positions and up to four Member at Large positions.