





**ARTICLE II - - MEMBERSHIP**

**Section 1**                    **Members**

Anyone who rides a bicycle or has an interest in bicycling is eligible to join the Club and become a Member. Membership in the Club shall not be denied to any person for reason of race, creed, national origin, gender, sexual orientation, physical ability or religion. Group rides offered by the Club may require a certain level of physical ability. All Members must complete a membership application that among other items includes a statement releasing the Club, its Directors, Officers, Coordinators, Members, Leaders and agents from liability in the event of accident or injury in connection with Club activities.

**Section 2**                    **Dues**

The Club shall consist of Members who shall pay annual membership dues at a rate determined by the Club's Executive Board. The Club membership year shall be set by the Club's Executive Board and the annual Club dues are to be determined by the Executive Board based upon operating and other projected expenses. Any adjustment in the annual dues in an amount exceeding 25% shall require a vote of the Membership and shall only occur based upon the approval of the majority of the Members who cast a vote.

**Section 3**                    **Membership Privileges**

Members who are current on their Club dues have voting privileges, and may run for and hold certain positions within the Club, may participate in Membership meetings or related activities and may instruct bicycle courses. Members may also serve on Committees established by the Club. Members cannot lead rides without first completing and passing the Club's leadership program.

Members are eligible to receive Member specific Club communications, including any newsletters/bulletins.

Membership and Membership programs meetings shall occur periodically at a time and place to be determined by the Executive Board and/or the Programs Coordinator and communicated in advance to the Members. An annual Membership meeting shall occur in November at which time the results of the annual election shall be concluded and announced.

**Section 4**                    **Revocation of Membership**

Membership in the Club may be revoked for cause by a vote of at least 60% of the Executive Board at a board meeting. Prior to a Board vote on such revocation, the Member shall, on at least three weeks prior written notice, be given an opportunity to review the reason for the contemplated revocation and present counterarguments to the Executive Board. In all instances the final vote of the Board shall be binding.

**Section 5**                    **Membership Meetings**

Membership meetings and/or Membership programs will be held at least six times per year and may be coordinated by the Executive Board, the President, Membership Coordinator, Programs Coordinator or Secretary. Any issue that the Board determines requires a vote of the general Membership shall be presented to the Membership in accordance with the procedures established for Elections unless otherwise specified within these By-laws. The November meeting shall be deemed the Annual Meeting.

**ARTICLE III - LEADERSHIP**

**Section 1**                    **Leaders**

Leaders are Members of the Club who are eighteen (18) years of age or older who have been designated as leaders by virtue of having passed the Club's Leadership Training Course or, who prior to 1991 were designated as leaders by having passed the Leadership Training Course offered by the Bicycle Committee of the Metropolitan New York Council of AYH ("MNYC-AYH"). All individuals designated as leaders may lead day or multi-day trips, traditionally known as and referenced herein as "weekend trips".

**Section 2**                    **Co-leaders**

Co-leaders are Members of the Club who are eighteen (18) years of age or older who have been designated as co-leaders by virtue of having passed the Club's Leadership Training Course or, who, prior to 1991, were designated as co-leaders by having passed the Leadership Training Course offered by the Bicycle Committee of MNYC-AYH. All individuals designated as co-leaders may lead day trips only with a designated Club Leader. Co-leaders may not lead or co-lead weekend trips nor hold any Officer or Coordinator position that is restricted to Club Leaders. Co-leaders may become full Club Leaders by approval of the Executive Board.

**Section 3**                    **Revocation of Leadership Privileges**

Leadership or Co-leadership privileges in the Club may be revoked by means of a vote of at least 60% of the Executive Board upon good reason such as gross incompetence, illegal acts, violations of Club policy pertinent to leading rides, or actions detrimental to the Club. Prior to a Board vote on such revocation, the Leader or Co-leader shall, on at least three weeks prior written notice, be given an opportunity to review the reason for the contemplated revocation and present counterarguments to the Executive Board. In all instances the final vote of the Executive Board shall be binding.

**ARTICLE IV - EXECUTIVE BOARD**

**Section 1.**                    **Powers and Oversight**

The Club shall be governed by an Executive Board (herein "Executive Board" or "Board") elected by the Membership. The Board shall manage the business and affairs of the Corporation,

set and implement Club Policy and exercise all powers of the Corporation and, subject to these By-laws, may adopt such rules and regulations for that purpose, as the Board may deem proper. The Board shall have the power to create standing committees of the Board as set forth herein.

**Section 2.**                    **Number and Composition of Directors**

The Board shall consist of the seven (7) Directors who shall be elected to and occupy the following Club positions: President, Vice-President, Secretary, Treasurer, Membership Coordinator, Rides Coordinator and Leadership Coordinator.

**Section 3.**                    **Term of Office**

The term of office of each Director shall be for a period of one (1) year, running concurrently with the Club's fiscal year of December 1 through November 30.

**Section 4.**                    **Removal of Directors**

A Director may be removed from his or her position by means of a vote of at least 60% of the Executive Board upon good reason such as gross incompetence, illegal acts, and violations of Club policy or actions detrimental to the Club. Prior to a Board vote on such revocation, the Director in question shall, on at least three weeks prior written notice, be given an opportunity to review the reason for revocation and present counter-arguments to the Executive Board. In all instances the final vote of the Board shall be binding.

**Section 5.**                    **Vacancies and Resignations**

In the event of a vacancy in the office of President, the Vice President shall become President. All other vacancies in the Executive Board, for any reason, may be filled at any meeting of the remaining Directors by a vote of a majority of the Directors then in office. Any Director may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance by the Board.

**Section 6.**                    **Meetings**

Regular meetings of the Executive Board shall be held at the call of the President or Secretary at least six times per year, some of which may be held jointly with the Executive Council. Special meetings of the Board may be held upon call of any three Members of the Board or at the request and petition of at least twenty (20) Club members. At least two (2) days' notice shall be given by mail, overnight delivery, messenger, facsimile, email, or telephone of all meetings. Meetings of the Executive Board may be held without notice if all the Directors are present or if those not present waive notice either before or after the meeting. Any Club Member may attend a meeting of the Board after providing sufficient notice to the President or Vice-President of his/her intention. The Member may then speak on an issue at the invitation of the President or upon consent of the majority of the Board present.

**Section 7.**                    **Quorum**

The presence of at least 50% of the Directors shall be necessary to constitute a quorum of the Board or any committee of the Board. Unless otherwise provided by statute or by these By-Laws, the action of a majority of a quorum present at any meeting shall be the act of the Board. Any one or more members of the Board, or of any committee thereof, may participate in a meeting of such Board or committee by videoconference, teleconference, or such method that allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting. There shall be no voting by proxy and proxies shall not count towards the calculation of a quorum.

**Section 8.**                    **Committees**

The Board shall appoint and elect an Audit Committee, a Nominating Committee and a Budget Committee as standing committees of the Board and may appoint and elect other committees as it may from time to time deem appropriate. All Committee members must be Club Members. The chairs of such committees shall be appointed by the President.

The three standing committees shall have the following responsibilities:

- The Nominating Committee shall prepare a slate of candidates for all elected positions.
- The Budget and Finance Committee shall review financial issues, plan the future finances of the Club and shall review and recommend an annual budget to be presented to the Board.
- The Audit Committee shall examine Club accounts and review the Club's financial records and shall report its findings and conclusions to the Board.

**Section 9.**                    **Action Without a Meeting**

A vote by the Board or any Committee thereof may be taken without a meeting, if all the Directors then in office or then-serving members of such Committee shall consent in writing to the adoption of a resolution authorizing the action. The resolution and consents authorizing the resolution shall be filed with the minutes of the proceedings of the Board or such Committee.

**Section 10.**                    **Indemnification**

The Corporation shall indemnify any person who is or was a Leader, Co-leader, Officer, Coordinator, or Director of the Corporation to the full extent permitted by law, including Sections 721 through 726 of the New York Not-for-Profit Corporation Law for actions performed on behalf of the Club.

**Section 11**                    **Members-At-Large**

The Executive Board may add to its number by electing to the Board non-voting members-at-large. Members-at-large shall not count towards the formation of any quorum.

## **ARTICLE V - OFFICERS AND COORDINATORS**

### **Section 1**                      **Officers**

The Officers of the Club shall be elected by the Membership. The Officers shall also serve on the Executive Board and shall consist of the following positions: President, Vice-President, Secretary, Treasurer, Membership Coordinator, Rides Coordinator and Leadership Coordinator. In addition to serving on the Executive Board, Officers shall also serve on the Executive Council. The Executive Board shall also have the authority to appoint assistants to aid and assist the Officers in carrying out their duties.

### **Section 2**                      **Coordinators**

The Club shall have a series of Coordinators who shall serve as the executives responsible for certain of the Club's administration, operations and functions. The list of Coordinators and their respective functions shall be set forth in the Club's Standing Rules, as the same may be modified from time to time. Examples of likely Coordinator positions include Programs Coordinator, Bicycle Course Coordinator, Communications/Public Relations Coordinator, Newsletter/Bulletin Coordinator, Advocacy Coordinator and Webmaster. The Coordinators shall be appointed by the Executive Board and shall serve on the Executive Council.

### **Section 3**                      **Powers and Duties**

Each Officer and Coordinator shall be deemed the Executive responsible for the matters within their respective purview. All Officers and Coordinators shall submit a brief monthly report summarizing issues and activities. The powers, responsibilities and duties of the positions shall be as follows:

- The President shall preside at all meetings and serve as the chief executive officer of the Club.
- The Vice-President shall assume the President's office and powers in the absence of the President and may head specific projects or oversee specific activities to lessen the President's work.
- The Secretary shall keep the minutes of the meetings of the Executive Board and the Executive Council and shall forward a summary of the proceedings for publication to the Membership. The Secretary shall be responsible for general Club correspondence. The seal of the Corporation shall be in the Secretary's possession and the Secretary shall affix such seal to all papers as required and when directed by the Executive Board. The Secretary shall serve as custodian of all the corporate records.
- The Treasurer shall be responsible for directing the Club's finances and shall prepare periodic financial statements, prepare and oversee the annual budget, receive and deposit collected dues, account for all funds received or disbursed by the Club, prepare reports of receipts and expenditures, maintain an inventory and listing of Club assets, coordinate insurance coverage, and coordinate the filing of the Club's tax returns.

- The Membership Coordinator shall promote membership in the Club, coordinate with outside organizations on membership related matters, respond to member inquires, collect and forward membership dues to the Treasurer, maintain a membership listing and database and prepare a membership listing for publication.
- The Rides Coordinator shall coordinate and oversee the schedule of all rides offered by the Club, be they day trips, weekend trips or other rides, and shall assure that the rides are published and communicated to the Membership.
- The Leadership Coordinator shall organize the leadership training course, assist new Leaders in the process of establishing rides, shall oversee the van certification course, promote bicycle safety and maintain a listing of all Leaders and Co-leaders.
- The powers, responsibilities and duties of the other Coordinators shall be set forth in the Standing Rules, as the same may be modified from time to time by the Board.

**Section 4**                      **Term of Office**

The term of office for Officers and Coordinators shall be for a period of one (1) year, running concurrently with the Club's fiscal year of December 1 through November 30. Each Officer or Coordinator shall continue in office until his or her successor shall have been elected or appointed or until his or her death, resignation or removal.

**Section 5**                      **Removal of Officers or Coordinators**

An Officer or Coordinator may be removed from his or her position by means of a vote of at least 60% of the Board upon good reason such as gross incompetence, illegal acts, and violations of Club policy or actions detrimental to the Club. Prior to a Board vote on such revocation, the individual in question shall, on at least three weeks prior written notice, be given an opportunity to review the reason for the contemplated revocation and present counterarguments to the Executive Board. In all instances the final vote of the Board shall be binding.

**Section 6**                      **Vacancies and Resignations**

In the event that any position shall become vacant during the term for any reason, that vacancy may be filled for the remainder of the term by a vote of the Board.



**Section 7**                      **Jointly Held Positions**

Responsibility for any Director, Officer or Coordinator position may be shared by two persons, who for election purposes may run as a joint team to fill the position. The two persons shall be counted as one person for the purposes of any Board or Executive Council quorum or vote and the position will be deemed present and eligible to vote if any person occupying the position is present at the meeting. Regardless of whether one or both persons are present at a meeting, they shall cast only one indivisible vote, and shall count only once towards a quorum.

**ARTICLE VI - EXECUTIVE COUNCIL**

**Section 1**                      **Composition, Powers and Duties**

The Club shall maintain an Executive Council (“Council”) that shall include all Officers and Coordinators within the Club. The Council shall assist and make recommendations to the Board regarding Club policy and shall provide a forum for discussion of issues and oversight related to the executive activities of the Club. For purposes of these Bylaws the Executive Council shall also be considered a Committee.

**Section 2**                      **Meetings**

Regular meetings of the Council shall be held at the call of the President or Secretary at least four times per year, some of which may be held jointly with the Board. Special meetings of the Council may be held upon call of any four members of the Council or at the request and petition of at least twenty (20) Club members. At least 2 days’ notice shall be given by mail, overnight delivery, messenger, facsimile, email, or telephone of all meetings. Any Club Member may, after providing sufficient notice to the President or Vice-President, attend a meeting of the Council. The Member may then speak on an issue at the invitation of the President or upon consent of the majority of the Council present.

**Section 3**                      **Quorum**

The presence of at least 50% of the members of the Council shall be necessary to constitute a quorum. Any one or more members may participate in a meeting by videoconference, teleconference, or such method that allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting. There shall be no voting by proxy and proxies shall not count towards the calculation of a quorum.

**Section 4**                      **Members-At-Large**

Members-at-large shall be invited to participate at meetings of the Council. Members-at-large shall not count towards the formation of any quorum.

**ARTICLE VII ELECTIONS and ELECTION PROCESS**

**Section 1**                    **Nominating**

The Nominating Committee shall seek qualified candidates to serve in the elected positions (Executive Board, Officers and certain Coordinators) for the following term. A report of the Nominating Committee will be presented to the Membership in October at a Membership meeting and additional candidates may be placed in nomination from the floor. A candidate may not be nominated for more than one elected position.

**Section 2**                    **Process**

The voting for elected positions shall be done by ballot. All Members are eligible to vote and there shall be no proxies permitted. The result of the election is to be finalized at the November Membership meeting and Members shall be afforded a period of time of at least two weeks prior to that meeting to review the candidates and to vote in the election. The process and methodology for voting shall be set by the Executive Board who shall appoint a person to chair a committee to receive the ballots, validate and count them. Results will be announced before the end of the November meeting and the newly elected Directors, Officers and Coordinators shall take office as of December 1. An Executive Board or Executive Council member may not serve in more than one position.

**Section 3**                    **Qualifications**

The President, Vice-President, Rides Coordinator, and Leadership Training Coordinator must be Club Leaders. No person shall take office as President or Treasurer unless he or she has been a Club Member for at least two years or has been a member of the Executive Board for at least six months. The President may serve for no more than three (3) consecutive terms.

**Section 4**                    **Majority**

Unless otherwise provided, all issues placed for a vote before the Membership shall be decided by a simple majority from among all votes cast.

**ARTICLE VIII -MISCELLANEOUS**

**Section 1**                    **Fiscal Year**

The fiscal year of the Club shall be from December 1 through November 30.

**Section 2**                    **Contractual Guidelines**

The Club shall adopt guidelines regarding the authority and power of Directors, Officers, Coordinators, Leaders and Members to make and execute contracts or other Club documents in the ordinary course of business.

**Section 3**                      **Amendments**

The By-laws may be amended or revised only by a vote of the Membership, such vote to be conducted utilizing similar procedures as those set forth in these By-laws for Elections. Amendments or revisions shall only be adopted if approved by at least 60% of the membership voting. Amendments or revisions to these By-laws may be voted at times other than those specified in the procedures for Elections if deemed necessary by the Executive Board.

Amendments or revisions to these By-Laws may be proposed by a resolution of the Executive Board or Executive Council or upon written proposal of at least twenty Members acting jointly.

**Section 4**                      **Governance**

The By-laws shall be subject to and subordinate to any and all applicable statutes, laws, ordinances, rules and regulations.

**Section 5**                      **Liabilities**

Nothing herein shall be deemed to constitute the Members, Leaders, Officers, Coordinators or Directors of the Club as partners for any purpose. No such Member, Leader, Officer, Coordinator or Director of the Club shall be liable for the acts of any other Member, Leader, Officer, Coordinator or Director of the Club.

**Section 6**                      **Dissolution and Liquidation**

In the event of dissolution and/or liquidation of the Club no Director, Officer, Coordinator, Leader or Member shall be entitled to receive any of its funds or assets, other than for the legitimate reimbursement of expenses or for awards previously granted. It is hereby declared to be the policy of this Club to have any funds remaining after the payment of all debts and claims be utilized in such a manner as may best advance the interest of the New York cycling community. Nothing herein shall be deemed an obstacle to the Club affiliating with or merging with another organization.

**Section 7**                      **Conduct of Meetings**

All meetings shall be conducted in an orderly fashion. Upon order of the chair (which order may be made pursuant to a request of a participant), a meeting shall be conducted according to Robert's Rules of Order Newly Revised.

**Section 8**                      **Budget and Finance**

Club funds shall be kept separately from all other monies and deposited in a bank account at the direction of the Executive Board. Club funds shall be disbursed only with the signature of an authorized signatory according to policies established by the Executive Board. The Treasurer shall present and/or publish an annual statement of the Club's financial results and position within 90 days of the close of the fiscal year and shall report results and a statement of Club accounts at least quarterly to the Executive Board.

**Section 9**                      **No Compensation**

Directors, Officers and Coordinators shall receive no compensation from the Club in connection with their serving as a Director, Officer or Coordinator. They shall be eligible for reimbursement for legitimate and approved Club related expenses incurred in performance of their duties.

**Section 10**                      **Standing Rules**

The Club shall maintain Standing Rules, which may be modified from time to time upon approval of the Executive Board. The Standing Rules shall serve as a compliment to these Bylaws and shall address matters specifically indicated in these Bylaws and may also address and set forth certain administrative and operational policies and procedures of the Club.