

## **BYLAWS MONADNOCK CYCLING CLUB**

**NAME OF ORGANIZATION:** The name of the organization will be Monadnock Cycling Club, Inc. (MCC).

**PURPOSE:** The purpose of the MCC (the Club) is to promote, organize, educate, and facilitate safe and enjoyable bicycling in the Monadnock region with representation of all interests in the cycling community.

**OBJECTIVES:** The objectives of the Club are as follows:

- 1) Organizing and coordinating cycling activities including group rides, centuries, races, tours, charity rides and other events.
- 2) Providing communication through a web site, email network, newsletter, etc.
- 3) Facilitating educational opportunities for all skill and ability levels.
- 4) Affiliating the Club with other regional and national organizations.
- 5) Promoting good community relations and enhancing the public awareness of the benefits of bicycling for health, recreation, and non-motorized transportation.

**MEMBERSHIP:** Membership in the Club is open to all. Members are required to pay annual dues as set by the Board of Directors. All members of the Club over the age of eighteen are eligible to be elected to the Board of Directors. The Board may establish different levels of membership and dues including the following:

- 1) Regular-voting membership
- 2) Family-voting membership for adults (one or two)
- 3) Student-voting membership for those over eighteen.
- 4) Senior-voting membership
- 5) Organization-non-voting membership

Membership in the MCC may be revoked by a two thirds vote of the Board of Directors

**OFFICERS:** The Officer/Directors shall be a President, Vice-President, Treasurer, Secretary, and Web Master. They shall be elected by the Board of Directors.

- 1) **President:** The President shall preside at all meetings of the Club. He/She will supervise and coordinate all aspects of the Club. He/She will insure all officers and committees are fulfilling their duties. He/She will communicate with all directors regarding club business. He/She will have only a tie breaking vote on BOD motions. He/She will provide meeting agendas on the web site or via email.

- 2) Vice-President: The Vice-President will assume the duties, rights, and responsibilities of the President in absence of same. He/She will directly communicate with the President on all business matters.
- 3) Treasurer: The Treasurer shall have custody of the Club funds and financial papers and records. The President shall assume those duties if the Treasurer is absent. The Treasurer will collect all bills and pay all obligations of the Club. He/She will present regular reports and will provide a financial statement at the annual meeting.
- 4) Secretary: The Secretary will record all member and director meeting minutes. He/She will provide email or other copies to all concerned. He/She will maintain lists of membership, correspondence records, and will provide club information.
- 5) Web Master: The Web Master will produce and maintain web site content as a primary means of Club communications.

**BOARD OF DIRECTORS:** The Board of Directors will be the policy making body of the Club and may at its discretion create policies and procedures governing the day to day operation of the Club. It will consist of the Officer/Directors and up to eight additional Directors who will represent all members of the Club. Directors will be elected by the voting membership. The Board will have the authority to transact any business necessary and proper to the conduct of the Club and the management of it's affairs as is consistent with its non-profit status. The Board of Directors will appoint replacements for any vacancies occurring between terms. The first Board shall be appointed by the incorporators of the Club with the approval of the members. The term of the first Board shall extend to the first annual meeting of the Club.

TERM: All Directors will serve a one year term with possible reelection. The term will run from October 1st to September 30<sup>th</sup>.

MEETINGS: The Board will hold meetings as necessary. These meetings will include any interested parties.

QUORUM: A quorum will consist of a majority of the members of the Board. A majority of those voting will be sufficient to take action.

NOMINATION: The Board will appoint a Nominating Committee. The Committee's slate will be presented to the members on the web site. The Committee will also accept nominations from the members before and at the time of the annual meeting.

ELECTION OF OFFICERS: At the first meeting after the election of Directors, the Board shall choose, by simple majority, the Officers of the Club.

REMOVAL FROM OFFICE: A Board member may be removed from office by a two thirds vote of the Board.

**ANNUAL MEETING:** The annual meeting of the membership will be held during the month of September. Notice of the meeting and proposed Directors will be available on the web site at least 30 days prior to the meeting date. The membership will select new directors, establish the annual dues, make bylaw changes as needed, and conduct any other necessary business.

**ROBERT'S RULES:** In all matters of conflict Robert's Rules of Order will apply.

**ELECTRONIC VOTING:** The Board of Directors may conduct Club business by email, telephone or other electronic medium. The voting choices on such motions will be aye, nay, abstain or vote to meet. One or more votes to meet will necessitate a meeting to approve that motion.

**COMMITTEES:** The President shall appoint such committees as deemed necessary to conduct the affairs of the Club subject to approval of the Board. It will be the function of the committees to study and recommend action to the Board and perform those approved actions. No committee will have the power to commit the Club on any matter or incur any debt without the approval of the Board.

The standing committees of the MCC may include but are not limited to:

- A. Nominating Committee
- B. Event Committee
- C. Sponsorship/Fund Raising Committee
- D. Land Use/Mountain Bike Advocacy Committee
- E. Membership Committee
- F. Community Outreach/Publicity Committee
- G. Safety Committee

**ACQUISITION OF GIFTS AND PROPERTY:** The MCC will have the right to solicit and receive by gift, or acquire by purchase, lease, exchange or otherwise obtain such real and personal property as may be appropriate to carry out the purposes of the MCC; buy or acquire by gift or otherwise obtain, hold, and sell stocks, notes, bonds or other securities for the purpose of investing or reinvesting the funds of the MCC, to borrow money and from time to time make promissory notes, and otherwise engage in standard, sound financial practices to carry out the purposes of the MCC.

**FISCAL YEAR:** The fiscal year of the Club will end on September 30th.

**CONFLICT OF INTEREST:** Every Director present when a question is put shall vote thereon, except when the Director has a conflict of interest.

1. A conflict may exist when a Director or his/her spouse, parent, child or other member of the Director's immediate family has a conflict. A conflict exists when a business or individual has a matter before the

Board and the Director is employed by the business, or is otherwise a party in interest.

2. If a conflict becomes known prior to a Board meeting, the Director shall file the written particulars of the conflict of interest for inclusion on the Board agenda. If the conflict becomes known to the Director during a meeting, the Director should immediately disclose the particulars of the conflict of interest.
3. The question of whether or not a conflict exists will then be decided by a majority vote of Directors present, the Director claimed to have such a conflict of interest shall not vote.
4. When such a conflict exists, the Director having the conflict shall be prohibited from participating in the discussion and voting unless permitted by a majority of the Directors present, to participate in the discussion on the Board floor. No Director having a conflict of interest may discuss the issue in which they have a conflict with any other Director in any other place or any other time.
5. Any Director having reasonable grounds to believe that another Director has a conflict of interest may raise the issue on their own motion. The question will then be decided as set forth above.

**VOLUNTARY DISSOLUTION:** The MCC may be dissolved by a vote of three quarters of the voting members attending any annual, general or special meeting. The Secretary will inform all members fifteen days in advance to present a motion of dissolution. Upon liquidation or dissolution of the organization, after payment of all Club liabilities or due provision thereof, all assets of the organization shall be disposed of to one or more organizations exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code. The Board of Directors of the MCC will select such organization(s) on the basis of similarity in purpose, intent or activities of the MCC.

**AMENDMENTS:** The Bylaws may be amended by a two thirds vote of the Directors present at a meeting of the Board followed by posting on the web site 15 days prior to a regular meeting, and a majority vote of the Club members present at a regular meeting. Bylaws and amendments will become effective upon their adoption.