

### **Article I – Name**

The name of this organization shall be Hb Cycle Club, Inc. The club shall be comprised of two divisions: Co-ed for both men and women participation, and Hb Women for women only participation.

### **Article II – Purpose**

This Corporation is organized exclusively for the social and recreational purposes within the meaning of Section 501 (c) (7) of the Internal Revenue Code. More specifically, the purposes for which the corporation is organized are:

- A. To promote use of bicycles for sport, recreation and transportation at all skill levels.
- B. To promote the use of safe and competent riding techniques.
- C. To improve recognition by the public and public officials of the need for safer cycling conditions.
- D. To promote with public authorities the observance of all traffic laws, ordinances and regulations.

### **Article III – Membership**

- A. Individual Membership in the club is open to everyone.
- B. An annual membership fee may be charged at the discretion of the Board.
- C. Active members shall be those individuals who register for membership during fiscal year. Membership must be renewed each fiscal year.
- D. Any active member shall be entitled to hold elective office in the club, have access to vote on all issues presented to the membership for a vote, and participate in all club sponsored (i.e., sanctioned) rides and other events provided the member (or parent or guardian in the case of members under eighteen (18) years of age) has executed a liability waiver in a form prescribed by the Board. Fees may be associated with some club sponsored rides or events.
- E. A member may be subject to removal from the club or club-sponsored events for infractions of the Group Ride Guidelines & Etiquette, and any behavior deemed to create an unsafe and/or hostile environment. Proposal for a request to remove a member must be made in writing to the Board. Once the proposal is received the Board will notify the member in question within 48 hours in writing. The member will have 7 days to reply in writing. The Board will consider the facts and vote on the proposal within 15 days.

When a majority of the Board votes for the proposal the members removal shall be considered immediately effective and the member will be notified in writing.

#### Article IV – Executive Board

It shall be the purpose of the Board to implement policy of the Club and to make recommendations to membership about policy.

- A. The following executive board shall be elected by the membership:
1. President
  2. Vice President
  3. Treasurer
  4. Secretary
  5. Director of Group Rides
  6. Director of Educational Programs & Community Liaison
  7. Director of Social Events
  8. Director of Communications
  9. Director of Marketing & Web Site Administrator
  10. Director of Cycletta & Volunteerism
  11. Members-At-Large (2 max)
  12. Past President Emeritus
- B. The duties of the executive board shall be as follows:
1. **President:** presides at all meetings, appoints committees, acts, as chairperson of board meetings, is liaison to The League of American Bicyclists and the club insurance carrier.
  2. **Vice President:** assumes the president's office and powers in the absence of the president. Ensures Group Ride Guideline & Etiquette, and Club Waiver are current and communicated to club members. Ensures Ride Leader Training is current and communicated to Ride Leaders.
  3. **Treasurer:** is responsible for Club finances. Maintains the club financial records and reconciles the records with the club bank account. Prepares an annual report for the board and general membership.
  4. **Secretary:** takes minutes of membership and board meetings. Coordinates the election procedure and the process for revisions to the club by-laws.
  5. **Director of Group Rides:** Recruits ride leaders and substitutes. Prepares and publishes the seasonal ride schedules with input and assistance of the board. Presents the ride leader training material to the leaders annually.

6. **Director of Educational Programs & Community Liaison:** Plans and organizes programs to create interest in the club and cycling. Programs can consist of guest speakers, presentations, demonstrations or activities. Represents the club to local cycling clubs, triathlon clubs and other fitness related clubs.
  7. **Director of Social Events:** Plans and organizes social rides and events for the membership. These typically consist of two seasonal rides, a family social ride, and an end of year social event and/or holiday party.
  8. **Director of Marketing & Web Site Administrator:** Responsible for development and maintained of the club web site. Coordinate the web site with the Hilltop Bicycles web site. Oversee the design and production of marketing materials and clothing.
  9. **Director of Communications:** Coordinate with the web site administrator to ensure events, announcements and calendars are updated on the site and communicated to the membership.
  10. **Director of Cycletta & Volunteerism:** Recruits volunteers for club sponsored events including Cycletta, charity events, and any social events requiring volunteers.
  11. **Members-at Large:** Represent club members at meetings and volunteers their services as needed.
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- C. The order of succession for presiding over meetings shall be: (1) President, (2) Vice President, (3) Treasurer, (4) Secretary.
  - D. In the event of a vacancy in the office of president, the vice president shall become president. A volunteer shall fill any other vacancy from the general membership following appointment by a majority of the Board.
  - E. A quorum of 50% plus one board members shall be necessary to conduct business at a board meeting.
  - F. An act of a majority of those present at a meeting at which a quorum exists shall be the act of the Board.
  - G. A board member may be removed with or without cause by the affirmative vote of two-thirds of the entire board.
  - H. A board member may resign by submitting his or her resignation in writing to the president of the board.
  - I. There shall be no limits to the number of consecutive terms for a board member.

#### Article V – Committees

The appointed committees of the club are responsible for carrying out the programs and business of the club. The President shall, in consultation with the Board, establish all committees, designate their functions, and appoint committee chairpersons (who shall select their own committee members).

#### **Article VI – Meetings**

- A. There will be an annual general membership meeting before the season starts. The meeting location should be convenient to the majority of the membership as determined by the Board.
- B. The active members present at any meeting or participating in an election shall constitute a quorum and, except as specified herein, any action of the club shall be taken by majority vote of the active members present/participating and voting.
- C. The Board slate will be presented and elected by the membership at this meeting.

#### **Article VII – Amendments and Removal of Officers / Volunteer**

The By-Laws may be amended, or any elected/appointed board member removed from office, or any volunteer removed from their position, by a vote of board members. Any active member may propose an amendment or the removal of a board member or volunteer. Proposals for amendments to the By-Laws or request for the removal of a board member must be made in writing to the Board. The Board will notify the membership of the removal of a board member. Amendments and/or removals will be voted on by the Board. Amendments and/or removals accepted by a vote of the majority of the board members participating in the vote will be completed and shall be considered immediately effective.

#### **Article VIII – Club Sponsored Events**

- A. The club and board members will not be responsible for any ride or other event unless it is approved or sanctioned by the board.
- B. No event shall be considered club sanctioned unless the following conditions are met:
  - 1. Any member wishing to propose club sanctioning of an event shall present to the Board the following information about the proposed event: the date, time, place and type of event, estimated cost, legal and financial requirements as applicable and the name of at least one other active member who will be involved in the planning and carrying out of the event.

2. Following review of the information provided regarding the proposed event, a Board vote will be taken and, if approved, the event will be scheduled as a club sanctioned event.
3. The President may appoint any member, including the proposing member, as chairperson of the event who will name the remaining members of the event committee and will thereafter report to the Board on the progress of the planning of the event.
4. The Board may at any time suspend or revoke club sanctioning of any event.

**Article IX – Assets**

- A. No part of the net earnings of the club shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the organization.
- B. Should the club dissolve, all club assets will be donated to a non-profit charitable organization(s), as determine by the Board, upon dissolution.

Proposed: March 11, 2019

Adopted: March 11, 2019

Revised:

**Annex:**

Group Ride Guidelines & Etiquette

Ride Leader Training