

By-Laws of Alamance Bicycle Club

ARTICLE I — NAME

The name of the organization shall be, **Alamance Bicycle Club.**, doing business as the **Alamance Bicycle Club**, hereinafter referred to as “ABC”. The principal business address is Post Office Box 1086, Burlington North Carolina 27215-1086.

ARTICLE II – ORGANIZATION & FISCAL YEAR

Alamance Bicycle Club is a not for profit organization. ABC fiscal year shall begin on January 1 and end on the following December 31.

ARTICLE III — PURPOSES

The purpose of ABC is to promote the sport and awareness of bicycling and bicycle-related activities including exercise and over all physical fitness.

We further these purposes by maintaining active programs in the areas of touring, racing, commuting and mountain biking; by supporting national organizations of like purposes such as the League of American Bicyclists (LAB), USA Cycling (USAC) and International Mountain Biking Association (IMBA); and by educating our membership and the general public on the benefits of cycling. Maintaining a diversity of programs is a source of our strength: tourists, racers, recreational riders and mountain bikers together form one club, ABC; and the assets of ABC, unless designated by the donor for the support of a particular activity, will be used to support the total activities of ABC.

Consistent with our commitment to safety, helmets approved by recognized safety standards organizations must be worn on all ABC or ABC-sanctioned rides.

ARTICLE IV — MEMBERSHIP AND DUES

ABC shall maintain a non-discriminatory admissions policy with membership available to all without regard to race, color, national origin, religion, gender, age, sexual orientation, physical disability or bicycling capability.

Regular Memberships shall be individual: age 18 and above; family: a family or household unit, including dependent children; special lifetime: as designated by the Executive Committee, based upon exemplary service to ABC; and honorary: as designated by the Executive Committee, for public figures for actions promoting the interests of cycling.

The benefits of regular membership shall include issuance of an Alamance Bicycle Club Membership Card which qualifies the member for various business discounts and reduced event registration fees; receipt of the ABC Newsletter; the right to vote on all issues subject to

membership approval as provided for herein; and to participate in all ABC programs and activities.

Regular members, except special lifetime and honorary, shall pay dues in an amount determined by the Executive Committee. Regular member dues shall be payable annually on January 1st. When initial dues are paid during the last quarter of the year, membership is extended through the following whole calendar year. New members joining before September 1 are asked to renew the following January.

Membership shall be suspended for failure to renew if annual dues have not been received by April 1st, but promptly reinstated retroactively to the membership anniversary date upon payment of any delinquency. Membership may be terminated at any time for good cause as determined by a 2/3 vote of censure by the Executive Committee. Written notice of termination of membership shall be forwarded by the Secretary to the former member by certified mail within 10 days of the action of the Executive Committee. Within 10 days of receipt of such notice any member whose membership has been terminated shall advise the Secretary by return certified mail of his/her protest of the termination and the Secretary shall place on the agenda of the next general membership meeting to be held at least 15 days from the filing of the protest, the issue of restoration of membership. Membership shall be restored upon majority vote of the membership at the meeting, provided that a quorum is present. Unused portions of annual membership dues are not refundable.

Any member may resign from Alamance Bicycle Club by mailing a letter of resignation to the ABC Vice President – Administration at the ABC business address. Unused portions of annual membership dues are not refundable.

ARTICLE V — MEETINGS

Membership meetings shall be held monthly. The date, time and location of the meetings is determined by the Executive Committee. Meetings shall be announced in the Newsletter/Website/Message Board and other ABC communications.

A quorum shall consist of fifteen (15%) percent of the total of dues paying regular members.

The membership meeting for the month of December shall be the Annual Meeting, the purpose of which shall be the Election of Officers, the filing by the President of the Report of ABC Activities, the filing by the Treasurer of a financial report and the Presentation of Awards by responsible officers. Notice of the Annual Meeting shall be distributed to the membership at least fifteen (15) days prior to the meeting. The minutes of the Annual Meeting will be transcribed by the VP-Administration and filed in a permanent location accessible to regular members.

ARTICLE VI — OFFICERS

Nominated and elected officers must be currently paid members, over the age of eighteen (18), who have held membership in ABC for at least one calendar year. ABC Officers shall be the

President, Vice President – Road Racing , Vice President – Mountain Biking Racing, Vice President – Mountain Bike Trails/Advocacy, Vice President – Recreational Riding, Vice President – Administration, Treasurer, Newsletter Editor, and Community & Special Events Coordinator. They must be ABC members in good standing and elected by a majority of members at the Annual Meeting. The Officers shall be the Directors of the corporation. The term of all Officers shall be for two years, beginning on January 1 following the Annual Meeting. The office terms will expire in alternate years as follows: Odd years: Vice President – Road Racing, Vice President – Recreational Riding, Vice President – Administration and Newsletter Editor. Even years: President, Vice President – Mountain Bike Racing, Vice President –Mountain Bike Trails/Advocacy, Community & Special Events Coordinator and Treasurer.

No Alamance Bicycle Club Officer shall receive compensation for his services. However, with prior approval by the Executive Committee, an officer may be compensated for other services rendered on behalf of ABC. Reimbursement for such expenses will be made according to the Operational Procedures of Alamance Bicycle Club Executive Committee.

- A. The **President** shall ABC's chief executive who shall be responsible for the overall direction of ABC's activities, for maintaining the quality of all programs and for ensuring that the membership's aspirations for ABC are attained. Among the President's specific duties shall be to preside at, and set the agenda for, all ABC and Executive Committee meetings; to appoint committees to address specific tasks or issues and coordinate activities between standing committees; to arrange for speakers and programs for ABC meetings and coordinate any audio-visual aides needed for successful presentation; coordinate the efforts of other officers in ABC; provision of timely news and information for the ABC Newsletter; and represent ABC in dealings with sponsors and other community groups.
- B. The **Vice President – Road Racing** will direct ABC's racing program and have principal responsibility for the development of the racing team. Among his/her specific duties shall include recruitment of team members and making provision for their training, support and coaching; securing and maintaining team sponsorships; organizing race promotions, including time trials; preparation and presentation of event budgets one month prior to event date for approval by the Executive Committee; coordination of road racer payouts; provision of timely news and information for the club Newsletter; and ensuring that ABC's racing program meets the standards of appropriate national cycling organizations.
- C. The **Vice President – Mountain Bike Racing** will direct ABC's MTB racing program and have principal responsibility for the development of the racing team. Among his/her specific duties shall include recruitment of team members and making provision for their training, support and coaching; securing and maintaining team sponsorships; organizing race promotions, preparation and presentation of event budgets one month prior to event date for approval by the Executive Committee; provision of timely news and information for the club Newsletter; and ensuring that ABC's racing program meets the standards of appropriate national cycling organizations
- D. The **Vice President – Recreational Riding** will direct ABC's touring and recreational riding program and have principle responsibility for the quality, variety and safety of ABC's tours. Among his/her specific duties shall include recruitment, orientation and training of ride captains; publication of a ride schedule to the membership and the general public; preparation and presentation of event budgets one month prior to

event date for approval by the Executive Committee; and scheduling and presiding at meetings of the Touring Committee.

- E. The **Vice President – Mountain Bike Trails/Advocacy** will direct ABC's efforts to influence governmental bodies in their actions as they affect the rights of cyclists. Among his/her specific duties shall include monitoring legislation and enactments of state and local governments; establishing programs for effective relations with state, county and local governments and their agencies, serving as ABC's advocacy liaison with IMBA, NORBA, the Parks Service and the Alamance County Parks and Recreation's Trails Division; providing timely news and information for the ABC Newsletter

- F. The **Vice President - Administration** shall keep a full and complete record of the proceedings of all meetings of ABC, the Executive Committee and shall preserve all documents, correspondence, reports and communications of ABC. Among his/her specific duties shall include, summarizing meeting minutes for publication in the Newsletter; giving all notices required by law or these By-Laws; and maintaining these By-Laws and any amendments thereto. Twice yearly, the VP – Administration will be responsible for handling the ordering, distribution and inventory of club clothing orders, including coordination and communication of financial information with the Treasurer in regards to clothing orders and associated membership applications.

- G. The **Treasurer** shall be the chief financial officer of ABC and shall be responsible for the security of ABC's funds and other assets. Among his/her specific duties shall include receiving, depositing, accounting for and disbursing all ABC funds, or authorizing others to do so, as provided for by these By-Laws and the Executive Committee; maintaining all financial records; maintaining the official membership roster; making all legally-required filings; notifying the membership when dues payments are due, collection of same and distribution of ABC membership cards; presenting a monthly detailed financial report at each Executive Committee meeting; and filing with the Executive Committee a written Annual Financial Report for each fiscal year outlining the financial condition of ABC and summarizing the previous year's transactions and events, said Annual Financial Report to be published in the Newsletter. All expenditures and checks will require a second signature of the President and/or the Vice President-Administration. The Executive Committee will have all Banking and financial information including the President and Vice President-Administration having access to banking privileges including monthly statements and all expenditures.

- H. The **Newsletter Editor** will edit and publish the ABC Newsletter and ensure that members are fully informed of ABC's activities; preparation and presentation of an annual budget for approval by the Executive Committee; oversee the publication and distribution of membership applications, notices of special events and other ABC activities. He/she shall also ensure that information of ABC's activities is periodically exchanged with other cycling organizations.

- I. The **Community Liaison & Special Events Coordinator** shall serve as public relations coordinator between ABC and area bike shops, racing sponsors and related businesses. Among his/her specific duties shall include organizing extra-club events requiring the participation and involvement of significant numbers of non-club members; provide storage and maintain inventory of ABC property such as cash boxes, water coolers, tables, chairs and other non-capital assets; providing timely news and information for ABC Newsletter.

Any officer may be removed by a 2/3 vote of the membership at any membership meeting at which a quorum is present. The unexcused absence of any officer from three (3) consecutive

Executive Committee meetings shall be deemed a resignation. Any office vacated during the year shall be filled by appointment as determined by a majority of the Executive Committee.

New offices may be created by the membership in its discretion at the Annual Meeting, provided, however, that any proposal to create a new office shall be in writing and filed with the Secretary at least 30 days before the Annual Meeting so that appropriate notice may be published in the Newsletter.

ARTICLE VII — EXECUTIVE COMMITTEE

The Executive Committee shall consist of all current officers, the immediate past Club President and, for the period ending December 31 following expiration of their terms, all other immediate past officers. It shall be the governing body of the Club and shall make operational and policy decisions for the Club and act by majority vote, except as otherwise provided herein. The Executive Committee shall insure that the legal affairs of the Club are attended to and that it is adequately protected from liability. The Executive Committee shall not make expenditures or commit the Club's assets for any capital investment or project exceeding \$50 without the approval of the membership at a membership meeting properly constituted under Article III. Individual members cannot make individual expenditures of greater than \$25 without approval of the majority of the Executive Committee.

The Executive Committee shall prepare an Annual Report for presentation by the President at the Annual Meeting (December) of the highlights of Club's activities for the year, including Club membership and trends. It shall also report on its activities throughout the year at regular membership meetings.

The Executive Committee shall meet at least quarterly at such time and place as it determines and at such other times as the President may from time-to-time advise. In the absence of the President an officer designated by the President shall preside.

The Executive Committee must approve any Committees or Project Groups recommended by any officer and concur in the appointment of Chairpersons of same, approve establishing separate committee or project accounts, including designation of signatory authority as required.

Upon approval by the Executive Committee, issues of general interest to the membership may be voted upon by mail. Ballots for this purpose shall be prepared by the Secretary with appropriate instructions. This provision shall not apply to the election of officers or amendment of these Bylaws.

Upon approval by 2/3 of the Executive Committee a motion to dissolve ABC shall be put to a vote by the membership, a majority of whom must approve, provided however, that at least 25% of the membership must participate in the voting, provided further, that if at the time the Executive Committee approves such a motion, the membership of ABC stands at less than 25, the motion may be approved at any membership meeting at which a quorum is present. If dissolved by the membership, all ABC assets shall be rendered in cash which, after settling any

ABC debts or obligations, shall be contributed to tax exempt cycling organizations identified and in amounts determined by the Executive Committee.

ARTICLE VIII — STANDING COMMITTEES

With the approval of the Executive Committee, Standing Committees and Project Groups shall be established and maintained by each cognizant officer to assist him/her in the carrying out of his/her areas of responsibility.

An Audit Committee shall be appointed by the Executive Committee, or an auditor retained, to examine annually the financial records of ABC. The Audit Committee shall assist the Treasurer in the preparation of the Annual Financial Report .

A Nominating Committee, whose Chair shall be appointed by the President and approved by the Executive Committee, who shall in turn select a minimum of three (3) members to serve on the Committee, shall identify interested candidates and prepare a slate consisting of one or more candidates for each office for presentation at the Annual Meeting. The Chair of the Nominating Committee shall insure that the slate of candidates is distributed to the membership at least fifteen (25) days prior to the Annual Meeting. Notwithstanding the preparation of a slate of candidates, the presiding official at the Annual Meeting shall solicit any nominations from the floor.

ARTICLE IX — AMENDMENTS

These By-Laws may be amended by a majority of the membership at any membership meeting at which a quorum is present, provided that written notice of the proposed amendment is given at least fifteen (15) days prior to the meeting.

All amendments will be published in the next edition of the Newsletter.

ARTICLE X — LIMITATIONS OF LIABILITY & INDEMNIFICATION

No person shall be liable to the Alamance Bicycle Club for any loss or damage suffered by him on account of any action taken or omitted to be taken by him as an Officer of ABC, if:

A) said action was within that person's scope of authority and was taken in good faith and said person exercised or used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs or,

B) said person took or omitted to take such action in reliance upon the approval of such action by the Executive Officers of the Alamance Bicycle Club