

# VELO CLUB MONTEREY, INC. BYLAWS

(Revised 2017)

## ***ARTICLE 1. Purpose of Velo Club Monterey***

- 1) The main purpose of Velo Club Monterey, Inc. is to promote safe cycling and to raise the public's awareness of cycling in Monterey County.
- 2) The short-range goal of the club is to provide fun and safe cycling opportunities for all Monterey County.
- 3) The long-range goals of the club are to create a safe cycling environment, to encourage more people to ride and to work with local communities to reach these goals. This includes promoting and increasing the opportunities for local cyclists to participate in group rides, cycling events, commuting, bicycle path maintenance and bicycle related advocacy.

## ***ARTICLE 2. Membership***

- 1) *Categories.* There shall be the following categories of members:
  - a) **Adult** – Open to individuals 18 years of age or older. An Adult member is allowed one vote and the rights to hold any club office or chair any committee.
  - b) **Junior** – Open to individuals who are 12 to 18 years of age (with written consent of parent or guardian). A Junior member is allowed one vote and can serve on any committee.
  - c) **Family** – Open to any adult, their spouse or partner, and children under the age of 18. Each active Family member is allowed one vote. Adult Family members may hold any club office or chair any committee. Junior Family members can serve on any committee.
  - d) **Honorary** – Open to individuals of any age upon special appointment by majority of board members voted in regular board meeting. Honorary members are not allowed to vote or hold office but can chair or serve on committees.
- 2) *Admission, Qualifications, and Application for Membership.* Application for membership accompanied by the appropriate dues must be submitted on a Club Membership form, either to the Membership Chair, one of the Board Members, or to the Club's Post Office Box. Any person interested in any form of bicycling shall be eligible for membership in this club. Application for membership is open to all persons over the age of twelve (12) with no restriction by race, religion, creed, gender, or sexual orientation. Membership runs on a calendar year from January 1 through December 31. All applications received after November 30 shall be for the following year.
- 3) *Voting Rights.* Voting rights shall be as provided in Article 2.1. Members entitled to vote shall have the right to vote in person, in writing, via electronic communication, or by proxy.
- 4) *Dues.* The membership year is the calendar year. Annual dues shall be specified by the Board of Directors and shall be paid by the first working day

of February or that membership will be put on probation. If the dues are then not paid as of March 15, the membership shall be considered delinquent and will be discontinued. Membership dues for those joining between August 1 and November 30 will be 50% of the annual dues.

- 5) *Non-liability.* The members of the club shall not be personally liable for the debts, liabilities or obligations of the corporation.

### ***ARTICLE 3. Meetings of Members***

- 1) *Place.* All meetings of the members shall be held at such places in the county of Monterey as may be designated by the Board of Directors.
- 2) *Annual Meeting.* An annual meeting of members for the transaction of such business as may properly come before the general membership shall be held every year in December. The Board of Directors shall designate the time and place for this meeting.
- 3) *Special Meetings.* The Board of Directors may call special meetings of members for any purpose at any time. Any member with a concern requiring a special meeting may petition the Board of Directors to call a special meeting.
- 4) *Notice.* Notice of all meetings of members shall be announced by email notice to all members and by posting on the Club website at least fifteen (15) days prior to the meeting date. Notice will include the place, day, and hour of the meeting, and in the case of a special meeting, the general nature of the business to be transacted.
- 5) *Voting by Absentees.* All matters and transactions of any meeting of members are valid if a quorum, as hereinafter defined, is present either in person, in writing or by proxy.
- 6) *Quorum.* A quorum for any meeting of members is established if more than one-third (1/3) of the voting members are in attendance in person or by proxy. All matters and transactions approved by a majority of voting members in any meeting where a quorum has been established are valid.

### ***ARTICLE 4. Board of Directors and Club Officers***

- 1) *Board Membership.* The members shall elect five (5) or six (6) individuals to the Board of Directors. These individuals shall also be the Officers of the Club and the members shall elect Directors to fill a particular office. The officers of this club shall be as follows: President, Vice President, Secretary, Treasurer, and one (1) or two (2) Directors-at-Large.
- 2) *Nomination and Election of Board Members.* Candidates for board/officer positions shall be nominated by a Nominating Committee designated by the board; or by the motion of one member and the support of two other members in writing or via email to the Secretary by November 1 in the year preceding the term. Ballots listing the nominees for each position will be prepared and sent via email no later than November 15 to each eligible Club member. Completed ballots may be returned either: in person to a board member, by

mail, email, or submitted online no later than December 1. The person receiving the highest number of votes cast for any one position shall be elected. In the event of a tie, a run off election will take place. In the event there are no nominations, that seat shall remain vacant until filled pursuant to Article 4.7.

- 3) *Qualifications.* Any voting Adult member is eligible to be elected to a seat on the Board of Directors or appointed to a Club office.
- 4) *Term of Office.* The elected Board of Directors will serve for one full year and until their successors are elected. The term of office shall begin January 1. A board member may not serve more than five (5) consecutive terms of office.
- 5) *Powers.* The directors shall exercise the powers of the corporation, control its property, and conduct its affairs, except as otherwise provided by law, by the Articles of Incorporation, or by these bylaws.
- 6) *Compensation.* Directors shall serve without compensation.
- 7) *Vacancies.* Vacancies in the board due to resignation, death, or removal shall be filled by a majority vote of approval by the remaining board members.
- 8) *Place and Time of Meetings.* Meetings of the Board of Directors shall be held at such a time and place in the County of Monterey as may be designated by the Board of Directors.
- 9) *Special Meetings.* Special meetings of the Board may be called upon the request of any member of the Board.
- 10) *Quorum.* A quorum of the Board of Directors shall consist of a simple majority, unless a greater number is expressly required by statute, the Articles of Incorporation, or these bylaws. Every act, transaction or decision approved or made by a majority of the directors present at a meeting with a quorum is valid.
- 11) *Conduct of Meetings.* The President, or in his/her absence the Vice-President, or in the absence of both, a chairperson chosen by a majority of the directors present, shall preside at all meetings of the Board of Directors, and Robert's Rules of Order shall govern such meetings.
- 12) *Non-liability of Directors.* The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.
- 13) *Resignation or Removal.* Any Board Member or Club Officer may resign at any time by giving notice to the Board of Directors or to the President. Any such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein. A vote by the membership to remove a Board Member, with or without cause, can be called by either a vote of two-thirds (2/3) of the Board of Directors, or a petition made in writing to the board of at least three (3) members requesting a director's removal. The Board will schedule and notify the membership of the vote to remove within ten (10) days. A majority vote of the members present and voting at a duly noticed meeting or via ballot with a quorum is sufficient for removal of a Board Member. If approved, the changes shall be considered immediately effective.

## ***ARTICLE 5. Duties of the Board of Directors***

- 1) *Duties of the President.* The President shall be the representative of the club. He/she shall have general control and management of the affairs, property, and business of this corporation, subject to the control of the Board of Directors and the provisions of these bylaws. He/she shall preside at all meetings of the members and of the Board of Directors. He/she may, if necessary, sign and execute in the name of this corporation deeds, assignments, mortgages, bonds, contracts, and other instruments duly authorized by the Board of Directors. Generally he/she shall perform all duties incident to the office of President and such other duties as deemed necessary to the smooth running of the club. He/she shall, whenever it may be necessary in the opinion of the Board of Directors, prescribe the duties of officers and employees of the corporation whose duties are not otherwise defined in these bylaws or by the Board pursuant to the authority contained in the bylaws.
- 2) *Duties of the Vice-President.* The Vice President shall assume the duties and powers of the President in the President's absence or disability to act and shall perform such other duties and possess such other powers as shall be prescribed and conferred by the Board of Directors or by the President.
- 3) *Duties of the Secretary.* The Secretary shall:
  - a) Certify and keep at such place as the Board of Directors may order the original or a copy of these bylaws as amended or otherwise altered to date.
  - b) Keep at such place as the Board of Directors may order a book of minutes of all meetings of the directors, recording therein the time and place of meeting, whether regular or special, and if special, how authorized, the names of those present and proceedings thereof.
  - c) See that all notices are duly given in accordance with provisions of the bylaws or as required by law.
  - d) Be custodian of the records of the corporation as required by law or by these bylaws.
  - e) In general, perform all duties incident to the office of Secretary, and such other duties as may be required by law, the Articles of Incorporation of the corporation, these bylaws, or which may be assigned to him/her from time to time by the Board of Directors.
- 4) *Duties of Treasurer.* The Treasurer shall receive and have charge of all funds of the corporation and shall disburse such funds only as directed by the Board of Directors. He/she shall, in general, perform all duties incident to the office of Treasurer and such other duties as may be assigned to him/her by the Board of Directors. He/she shall keep at such place as the Board of Directors may order all records of funds as well as tax records.

## ***ARTICLE 6. Corporate Records, Reports, Checks, Drafts, Etc.***

- 1) *Minutes of Meetings.* The corporation shall keep at such place as the Board of Directors may order, a book of the minutes of all meetings of directors and of all members, where minutes are taken, with the information prescribed in Article 5.3(a).
- 2) *Books of Account.* The corporation shall keep and maintain adequate and correct accounts of its properties and business transactions including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- 3) *Fiscal Year.* The fiscal year of the corporation shall be January 1 through December 31.
- 4) *Checks and Drafts.* All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as shall be determined by resolution of the Board of Directors.

## ***ARTICLE 7. Club Sponsored Events***

- 1) The club, its Board and Members will not be responsible for any ride, tour or other event unless it is an approved club sanctioned or sponsored event.
- 2) No event shall be considered club sanctioned unless the following conditions are met:
  - a) 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.
  - b) 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 8. Amendments to Club Bylaws***

Amendments to these bylaws may be proposed in writing to the Secretary either by the Board of Directors, or by twenty-five (25) or more voting members in good standing. All voting members shall be sent notice of any regular or special meeting, or special election at which a proposed amendment will be considered and the notice shall contain a copy of the proposed amendment. An amendment shall become valid and effective once it has been approved and ratified by two-thirds (2/3) of the voting members

present at a meeting or via ballot where a quorum of one-third (1/3) of the voting membership has been established.