



**Sound Cyclists Bicycle Club, Inc.
CLUB BY-LAWS**

Approved December 2, 2023

Article I. Name

Section A: Name

The Name of the organization shall be Sound Cyclists Bicycle Club, Inc. and shall be referred to in these By-Laws as the "Club."

Section B: Use of Club Name

Neither persons nor organizations may use the name of Sound Cyclists Bicycle Club, Inc., Sound Cyclists or SCBC, without the expressed written consent of the Executive Board.

Article II. Aims

The aims of the Club shall be to promote the general interest of cycling, to promote a cycling-related social forum, and to encourage safe bicycling.

Article III. Membership

Section A: Eligibility and Category of Membership

1. Eligibility: All persons interested in cycling are eligible for membership.
2. Category: The category of membership shall be household, defined as an individual or group of people with the same mailing address. Only those persons listed on and signing the application shall be considered members. Those under 18 years of age within the household must be accompanied by an adult member of that household at all activities.
3. Bike Shop Memberships: Any bike shop that is a participant in the Sound Cyclists Bike Shop program will be granted 2 complementary employee memberships annually. For purposes of clarity, any shop with multiple locations will be granted 2 employee memberships per location.

Section B: Voting

Each member 18 years of age or older shall be entitled to a single vote.

Section C: Dues

All matters relating to dues, including but not limited to, dues amount, payment due dates, discounts for new members, delinquency and penalties shall be determined by the Executive Board each year and be published to all members prior to the beginning of the fiscal year.

Section D: Suspension or Termination of Membership

Delinquency of dues will terminate membership. Any membership of the Club may be suspended or terminated by the Executive Board for good cause. Good cause shall be the failure or refusal of a member to comply with these By-Laws or any act by the member that in the judgement of the Executive Board is contrary to the interests of the Club or bicycling. A member shall be notified in writing of the information that may be the basis for the suspension or termination of membership and shall be given an opportunity to reply in writing or in person to the Executive Board. The Executive Board may investigate the basis for the recommendation for suspension or termination of membership. An affirmative vote of two-thirds of the entire Executive Board shall be required to terminate a membership. A simple majority of the entire Executive Board shall be required to suspend a member.

Article IV. Executive Board

Section A: Purpose

The Executive Board shall set and interpret Club policies, enter into agreements on behalf of the Club, perform other duties and functions as specified elsewhere in these By-Laws and in other ways conduct administrative business on behalf of the Club.

Section B: Composition

The Executive Board shall be composed of officers and directors.

1. The officers of this organization shall be the President, Vice President, Secretary and Treasurer.
2. The directors of this organization shall be the Director of Communications, Director of the Bloomin' Metric, Director of Membership, Director of Program, and Director of Rides.

Section C: Duties

1. The President shall serve as the chief executive officer of this organization, shall preside at meetings, be a member of the Finance Committee and perform other duties as specified in these By-Laws
2. The Vice President shall perform the duties of the President in the event of the incapacity or absence of the President, serve as chair of the Nominating Committee, serve as the Executive Board liaison to any ad hoc committee not deemed to be part of a standing committee, and perform other duties as assigned by the President.
3. The Secretary shall notify Executive Board members and the general membership of meeting dates and keep a record of the meetings, maintain copies of official Club correspondence, documents and records, and perform other related duties.
4. The Treasurer shall maintain financial records and prepare an annual financial statement, which shall be made available to all Club members. The Treasurer shall also serve as the chair of and appoint members of the Finance Committee.
5. The Director of Communications shall serve as chair and appoint members of the Communications Committee.
6. The Director of the Bloomin' Metric shall serve as chair and appoint members of the Bloomin' Metric Committee.
7. The Director of Membership shall serve as chair and appoint members of the Membership Committee.
8. The Director of Program shall serve as chair and appoint members of the Program Committee.
9. The Director of Rides shall serve as chair and appoint members of the Rides Committee.

Article V. Meetings (Purpose, Frequency, Notification)

Section A: Conduct of Meetings

1. Unless otherwise specified in these By-Laws, Robert's Rules of Order shall guide all Executive Board, annual and special meetings.
2. The President shall preside at all Executive Board, annual and special meetings.
3. The Executive Board shall determine the record date of annual and special meetings. Only those registered as members as of the record date shall be eligible to vote at the meeting or by ballot. The record date shall be published in the notification of the meeting.
4. Proxy votes are not permitted.

Section B: Annual Meeting

1. The Annual meeting shall be held in November or December. Notice of the Annual meeting shall be given not less than 10 days nor more than 60 days before the meeting date.
2. Elections will be held during the Annual meeting.
3. The quorum required to conduct business is defined to be the lesser of 50 members or 10% of the registered Club members as of the meeting record date.

Section C: Executive Board Meetings

1. The Executive Board shall schedule and hold at least seven regular meetings a year.
2. A quorum consisting of a majority of the filled Executive Board positions but in no case fewer than three persons shall be required to conduct business.
3. Unanimous written consents of Executive Board members are required to approve any action between Executive Board meetings. The written consents must be confirmed and entered into the record at the next regularly scheduled meeting of the Executive Board.
4. Special meetings of the Executive Board may be held providing at least two days notice is given to Executive Board members. The agenda of the special meeting, including proposed by-law amendments, must be specified in the notice. Only those items specified in the notice may be discussed and transacted at the meeting.

Section D: Special Meetings

1. Special meetings may be called by the President or the Executive Board or by signed petition of 5% of the Club's members.
2. Notice of Special Meetings must be provided to the membership no less than 10 nor more than 60 days prior to the meeting. The agenda of the special meeting, including proposed by-law amendments, must be specified in the notice. Only those items specified in the notice may be discussed at the meeting.
3. The quorum required to conduct business is defined to be the lesser of 50 members or 10% of the registered Club members as of the meeting record date.

Article VI. Officers and Directors (Election, Succession, Removal, and Vacancy)

Section A: Nominating Committee

The President shall appoint, with the approval of the Executive Board, a Nominating Committee of at least four, one of who is the Vice President, but no more than eight members. At least half shall not be members of the Executive Board. The names of the members of the Nominating Committee shall be published to the membership by September 1. The Nominating Committee shall present a list of nominees for positions as Club officers and directors.

Section B: Nominations

The slate, which is not limited to just one nominee per position, will be published to the membership at least 30 days prior to the election. Any member of the Club may submit nominations in writing to the Secretary up to 30 days prior to the elections. All nominees must be Club members at least 18 years of age and must consent to the nomination in writing to the Secretary 30 days prior to the elections.

Section C: Elections

Members shall elect the officers and directors by written ballot, which shall be mailed in prior to or cast at the Annual meeting. The Chair of the Nominating Committee shall appoint members who are not running for office to collect and count ballots.

Section D: Installation

Installation into office shall occur immediately after election.

Section E: Term of Office

1. Members of the Executive Board may stand for re-election except for the President, who will be limited to no more than three consecutive one-year terms.
2. No member may hold more than one Executive Board position at a time without the approval of the Executive Board.

Section F: Removal

Officers or other elected officials may be removed from office due to failure to fulfill the requirements for membership, or failure or incapacity to act in their elected capacity. Removal requires a two-thirds majority vote of the Executive Board at an Executive Board meeting. The officer or director must be notified of the impending action and have an opportunity to reply in person or in writing.

Section G: Filling Vacant Positions

1. Should the office of the President become vacant for any reason, the Vice President shall become President.
2. In the event of a vacancy in an elected position the President shall appoint a member of the Club to serve the remainder of the term. This appointment shall be subject to approval by a majority of the elected officials of the Executive Board.

Article VII. Committees

Section A: Finance Committee

The Finance Committee shall assist the Treasurer in conducting the financial affairs of the Club including preparation of an annual budget, maintenance of financial records, preparation of reports and tax filings, review and oversight of Club investments and insurance, disbursement of Club funds, purchase and use of Club property and other related functions.

Section B: Communications Committee

The Communications Committee shall be responsible for Club publicity, the newsletter, the Club website, voice mail administration and other related functions.

Section C: Bloomin' Metric Committee

The Bloomin' Metric Committee shall be responsible for organizing, publicizing and conducting the Bloomin' Metric or any successor event.

Section D: Membership Committee

The Membership Committee shall be responsible for registration of members, maintaining the membership database, new member liaison, member retention and other related functions.

Section E: Program Committee

The Program Committee shall be responsible for picnics, programs meetings, the Annual Club meeting, weekend trips, education, bike rodeos, and other similar functions.

Section F: Rides Committee

The rides committee shall be responsible for the coordination and publication of a rides' calendar, recruitment and training of ride leaders, maintenance of the rides library and database, ride leader incentives and other related functions.

Section G: Ad Hoc Committees

1. Appointment: The President shall have the power to form Ad Hoc Committees subject to approval by the Executive Board.
2. Term: The Executive Board shall determine the term.

Article VIII. Budget and Finances

Section A: Budget

The Treasurer, with input from the Club officers and directors, shall propose a budget to the Executive Board prior to the Club Annual meeting. The recommended budget shall be provided to the in-coming Executive Board for their acceptance or modification by end of January each year. Once accepted, the budget may be modified by a majority vote of the Executive Board.

Section B: Expenditures

No funds shall be expended except in accordance with the budget as approved or modified by the Executive Board. The Executive Board shall determine those officers authorized to approve unbudgeted expenditures and the limit for such expenditures not subject to full Executive Board approval. All disbursements in excess of five thousand dollars will require two authorized signatures. The Club shall not be responsible for reimbursement or payment of unauthorized expenditures.

Section C: Revenue

All funds collected by the Club or a member of the Club on behalf of the Club, shall be deposited in a timely manner into a Club account as determined by the Treasurer. The acceptance of goods and services in lieu of cash for items such as advertising must be pre-approved by the Executive Board.

Section D: Contracts & Agreements

The Executive Board shall determine which elected officers of the Club shall have the authority to sign legal documents, contracts or other agreements on behalf of the Club.

Section E: Financial Reports

The Treasurer shall submit a financial report at each regularly scheduled meeting of the Executive Board and shall provide to the membership an annual financial report at the Club's Annual meeting.

Section F: Fiscal Year

The club's fiscal year shall be January 1 to December 31.

Article IX. Amendments

Section A: Proposed Amendments

Amendments to the By-Laws shall first be approved by a majority vote of the Executive Board or by written petition of 5% of the Club's members.

Section B: Notification

Notice of the proposed amendments and the meeting at which they will be voted upon must be provided to the membership at least two weeks prior to the meeting date.

Section C: Adoption

Amendments to these By-Laws shall be approved by a vote of two-thirds of those present and voting at the Annual meeting of the Club or at a special meeting called for that purpose.

Amendments shall take effect immediately unless otherwise noted in the notice to the membership and in the motion for acceptance.

Article X. Merger/ Dissolution

Section A: Merger

The Club may merge with another organization only after approval by a majority of the Executive Board and approval by a two-thirds majority vote of those members present at the Annual Meeting or a special meeting called for that purpose. The notice of such a meeting shall contain information about the proposed merger. Should the Club merge, the Club's assets and debts shall be transferred to the successor organization.

Section B: Dissolution

Upon approval of two-thirds of the Executive Board, a motion to dissolve the Club shall be put to a vote by the membership. A two-thirds majority of those present and voting the Annual Meeting or a special meeting called for that purpose shall be required to approve dissolution. The motion for dissolution shall provide for disbursement of Club assets, in excess of any obligations, to another tax exempt cycling organization(s) as predetermined by the Executive Board.

Article XI. Gifts to Board Members

Board members are responsible for bringing to the attention of the Board any gift offers over \$50 made to them by any service provider, bike shop, clothing manufacturer, and distributor or travel organization. The Board is responsible for determining how such gifts are to be used and/or distributed.