

Bylaws of Carrollton Cycling Club

ARTICLE 1 - PURPOSES

The Members of this Club are voluntarily joined together to share and promote road cycling. This Club is organized as a nonprofit organization for the purposes of a) encouraging and advancing safe road cycling among Club Members and in the community, b) providing its Members with opportunities to enjoy road cycling in a friendly and cooperative atmosphere, and c) providing the opportunity for every Member to participate in the operation of the Club. The Club shall sponsor events and participate in local, regional and national road cycling activities consistent with its purposes. These Bylaws are adopted to assure an orderly, continuously functioning organization for the benefit of all Members.

ARTICLE 2 - ORGANIZATION

SECTION 1 - NAME: The name of this Club shall be Carrollton Cycling Club.

SECTION 2 - MEMBERS AND BOARD OF DIRECTORS: The Club shall be composed of Members and a Board of Directors as set forth in Article 4 and Article 5 below.

SECTION 3 – PROTECTION OF CLUB ASSETS: The Club shall maintain membership in the League of American Bicyclists and liability insurance to help assure its ongoing solvency and stability.

ARTICLE 3 - DEFINITIONS

SECTION 1 - Whenever the word "Club" is used in these bylaws, it shall mean Carrollton Cycling Club.

SECTION 2 - Whenever the term "Member" is used in these bylaws, it shall mean a person who has obtained membership as set forth in Article 4 below.

SECTION 3 - Whenever the term "Board" is used in these Bylaws, it shall mean the Board of Directors as set forth in Article 5 below.

SECTION 4 - Whenever the term "Majority vote of the Members" is used in these Bylaws, it shall mean a vote of more than fifty (50) percent of the Members who cast a vote at a Membership or Special Meeting or as otherwise allowed in accordance with Article 6 below.

SECTION 5 - Whenever the term "two thirds (2/3) majority vote of the Members" is used in these bylaws, it shall mean a vote of at least two thirds (2/3) of the Members who cast a vote at a Membership or Special Meeting or as otherwise allowed in accordance with Article 6 below.

SECTION 6 - The Club's fiscal year is January 1st through December 31st.

ARTICLE 4 - MEMBERS

SECTION 1 - QUALIFICATIONS: Membership in the Club is open to any person age 18 or older who completes a membership application, pays required membership dues, signs a membership form and has his or her membership accepted by the Secretary. Membership dues shall be determined by the Board. Applications are accepted for households and all members of a household may be named on the membership form and all such Members shall be considered Club Members and enjoy all of the rights and privileges of Club membership. The Board has the authority to reject any candidate for membership or to revoke any membership in its sole discretion.

SECTION 2 - MEMBERSHIP TERM: The membership term extends from the date that a candidate for membership satisfies the Membership Requirements to December 31st. Failure to satisfy the Membership Requirements in any calendar year shall cause membership status to terminate on December 31st of that year. Should any individual's membership status lapse due to failure to satisfy the Membership Requirements in any calendar year, said individual may regain their membership status by satisfying the Membership Requirements again.

SECTION 3 - BENEFITS OF MEMBERSHIP: While both Members and non-Members may participate in most Club functions, only Members may enjoy the benefits of those Club functions designated by the Board as Member-only functions. Only Members may vote.

SECTION 4 - MEMBERSHIP REVOCATION: Membership may be revoked by a majority vote of the Board for failure to comply with the By-Laws or any conduct detrimental to the purposes of the Club.

SECTION 5 - MEMBERSHIP REINSTATEMENT: Any Member whose membership was revoked for failure to comply with the Bylaws or for conduct detrimental to the purposes of the Club may be reinstated by a two-thirds majority vote of the membership in accordance with Article 6 below.

ARTICLE 5 – BOARD OF DIRECTORS

SECTION 1 - POSITIONS: The elected Board of Directors of the Club shall consist of a President, a Vice-President, a Secretary, a Treasurer, an Immediate Past President and two (2) at-large Board Members.

SECTION 2 - QUALIFICATIONS: Qualification to serve as a Board Member is open to any Member.

SECTION 3 - ELECTION OF BOARD: The election of the Board will take place within 60 days of the acceptance of these bylaws by a two-thirds majority of Club Members voting. Subsequent elections will occur annually during the June regular Club meeting. Nomination of an individual for candidacy for a position as Board Member may only be made by a Club Member. Nominations may be made and accepted up to twenty (20) days before the Membership or Special meeting at which the election of the Board takes place. Candidates may be nominated for more than one office, but no Member may serve in more than one elected position at the same time. Members on the ballot for more than one position will serve the highest position to which they are elected, in the order listed in Section 1 of this article. Contested positions will be voted by secret ballot. The winner of a contested election is the person who receives the most number of votes of those Members voting for that position. Uncontested positions may be confirmed by voice vote of those Members attending the meeting. The new Board assumes its duties at the conclusion of the Membership Meeting at which the election takes place.

SECTION 4 - TERMS: All Board Members shall serve a term of one (1) year, subject only to the provisions of Article 5, Section 5.

SECTION 5 - VACANCY IN ELECTED OFFICE: When a vacancy in the Board exists, a new Board Member will be appointed within thirty (30) days by the remaining Board of Directors. Confirmation of an appointment so made will be by a Majority Vote of the Members voting. A Board Member appointed to fill a vacant position shall be subject to election by the Members in accordance with Article 5, Section 3 above.

SECTION 6 - REMOVAL OF A BOARD MEMBER: If an elected Board Member does not meet the Membership Requirements while in office and/or has not performed or is unable or unwilling to perform his or her expected duties as set forth in Article 5, Section 7 below, or otherwise engages in any conduct detrimental to the purposes of the Club, the remaining Board Members may make a motion at a Membership or Special meeting to remove the offending Board Member from office. A two-thirds majority vote of the Members voting is required to sustain the Motion.

SECTION 7 - DUTIES: The duties of the Board Members are as follows:

The PRESIDENT shall conduct Membership and Special Meetings; organize and preside over Board Meetings; establish committees as needed for special projects; present initiatives and ideas for Club activities; delegate Club business to appropriate Board Members; conduct all voting; and represent the Club in any business or other activity with other organizations.

The VICE PRESIDENT shall assist the President in all described duties and may have his/her own duties as designated by the President. The Vice President shall also act on behalf of the President in Club activities or business when the President is absent.

The TREASURER shall collect dues and revenues; collect and disburse funds for routine and special Club business; provide a monthly financial summary for the Club and newsletter; keep an accounting of Club moneys. The Treasurer shall report on the current financial status of the Club at the President's request.

The SECRETARY shall record and maintain a file of all necessary Club correspondence. The Secretary will be responsible for maintaining the Club e-mail distribution list and will send Club e-mail updates as requested by the President. The Secretary will also record and hold a current list of Members who are eligible to vote and a copy of the current Bylaws and any amendments thereto. The Secretary shall also take minutes of each meeting and make a summary of each meeting available to Members..

The IMMEDIATE PAST PRESIDENT shall assist the President as required to provide continuity and complete ongoing projects and initiatives and otherwise representing the interests of the Members and the Club.

The AT LARGE BOARD MEMBERS shall assist the Board by participating in Board activities and otherwise representing the interests of the Members and the Club.

SECTION 8 - POWERS: The Board shall have the authority to take any and all actions consistent with these Bylaws that are necessary to fulfill their duties or otherwise further the purposes of the Club. The Board shall have the right to share or delegate any powers or obligations imposed upon the Board or Board Officers set forth in this Article 5 to any other individual, individuals or committees formed to further the Club purposes as set forth in these Bylaws.

SECTION 9 - ACTS BY THE BOARD OF DIRECTORS: In order for the Board to act on matters not put to a vote by the Members, a vote of four out of the seven Board Members shall be required. For any expenditure of \$100 or less, the President and Treasurer must approve the expenditure. Any expenditure of greater than \$100 must be approved by a Majority Vote of the Members.

ARTICLE 6 - MEETINGS AND VOTING

SECTION 1 – CONDUCT OF MEETINGS: All meetings shall be conducted in an orderly and businesslike manner and with reference to Robert’s Rules of Order.

SECTION 2 - MEMBERSHIP MEETINGS: Membership Meetings will be held monthly on dates and at times designated by the President but may be suspended at the President’s discretion. The matters to be addressed at any Club meeting shall be determined by the President. Any individual present at a meeting may also raise matters for discussion.

SECTION 3 - SPECIAL MEETINGS: Special Meetings may be called by the President at any time with sufficient notice given to the Members.

SECTION 4 – MEMBER VOTING: Any Member may vote on any item up for a vote at a Membership Meeting. In addition, the Board shall make provisions for voting electronically in advance of a Membership Meeting. No item may be voted on by Members without at least twenty (20) days notice of the item for voting before the voting commences.

SECTION 5 - BOARD OF DIRECTOR MEETINGS: The Board will meet other than at a regular Membership Meeting as necessary to fulfill their duties to the Club. All Board Meetings shall be open to attendance by any Club Member.

ARTICLE 7 - AMENDMENTS TO BYLAWS

SECTION 1 - BYLAW REVIEW: The Board shall review these Bylaws periodically to determine whether or not amendments are necessary.

SECTION 2 - AMENDMENTS TO BYLAWS: Any Member of the Club may propose revisions or amendments to these Bylaws during any Club meeting. The requested amendment shall be reviewed by the Board and displayed on the Club website or forwarded to the Members at least 20 days in advance of the start of voting. The proposed Amendment must then be adopted by a two-thirds majority vote of Club Members voting as provided in Article 6, Section 4.

SECTION 3 - EFFECTIVE DATE: These Bylaws shall become effective **as of**

July 30th, 2008.

September 24, 2008. Amended