

# BYLAWS OF THE FALLS AREA BICYCLISTS, INC.

## ARTICLE I – GENERAL

### Section 1 Name

The name of this organization shall be the Falls Area Bicyclists, Inc., herein referred to as FAB.

The use of the corporate name by any individual or group shall be granted by the permission of the Executive Committee through a majority vote. The Executive Committee may set rules and restrictions pertaining to the use of the corporate name. Granted permission shall be secured for a specific time period and purpose.

### Section 2 Mission

The mission of the Falls Area Bicyclists, Inc. is to promote bicycling in all of its forms and skill levels including transportation, recreation, fitness, sport, and social interaction.

### Section 3 Purpose

The Corporation is organized and operated to:

- Engage in recreational cycling in various forms and skill levels.
- Develop community and social activities around bicycling.
- Advance understanding and recognition of the need for safer bicycling conditions among participants and the general public.
- Promote the rights and interests of bicyclists.
- Aid in the development and communication of educational materials and programs on bicycling.
- Advocate as a citizen organization in local governmental processes to promote cycling, education and enforcement of traffic safety regulations.
- Advance the bicycle as an economical, healthy and pleasurable means of transportation.

## ARTICLE II – MEMBERSHIP

### Section 1 Requirements

Membership is open to individuals, who are in agreement with the mission, purpose and bylaws of the corporation; and, without regard to race, creed, gender, national origin or religious preference.

**Section 2      Membership Classes**

The membership will consist of two classes, youth and adult. Youth members are younger than eighteen years of age and adult members are eighteen years of age and older.

**Section 3      Membership Privileges and Responsibilities**

Any adult member-in-good-standing shall be entitled to vote, all other rights of membership shall be equitably applied to both classes of membership.

Individuals under the age of 16 must be accompanied by a parent or guardian on all rides. Individuals between the ages of 16 and 18 must supply a parent or guardian signed release waiver to participate in a ride without parent or guardian accompaniment.

**Section 4      Membership Dues**

Any person who becomes a member in-good-standing of the Falls Area Bicyclists, Inc. shall automatically be a member of the corporation and shall continue to be a member as long as she/he remains in-good-standing by paying dues for membership and has not had membership revoked (Article II, Section 5) as prescribed by the Bylaws of this Corporation.

Dues for membership shall be established by the Executive Committee and are payable annually at the beginning of the Fiscal Year (Article V, Section 1). Membership shall automatically lapse for non-payment of dues and may be reinstated upon payment.

**Section 5      Membership Revocation**

The Executive Committee reserves the right to revoke membership for reasons or behaviors involving, but not limited to, the following:

- Habitual reckless riding or continued disregard of safe bicycling rules or traffic laws.
- Improper actions during a ride which pose a threat to the safety and well being of self or other ride participants.
- Actions that adversely affect or pose a threat to the integrity of the Corporation.

**ARTICLE III – EXECUTIVE COMMITTEE AND OFFICERS**

**Section 1      Executive Committee**

The Corporation shall be governed by the Executive Committee composed of four officers (President, Vice President, Secretary and Treasurer), three directors (Director of Rides, Director of Communications, and Director of Development) and two members-at-

large. Executive Committee members shall maintain their member-in-good-standing status throughout the term of their office.

The Executive Committee shall make operational and policy decisions for the corporation and act by majority vote of the membership. The President shall be the executive officer and registered agent of the Corporation. All meetings of the Executive Committee and Membership shall be presided over by the President. In the absence of the President, the Vice President, or the President's designee will preside. The President shall sign all resolutions and official documents adopted by the corporation.

Additionally, the Executive Committee shall ensure that the financial and legal affairs of the Corporation are in order and it is adequately protected with liability insurance.

## **Section 2      Executive Committee Elections**

The officers, directors and members-at-large shall be elected annually by the general membership at the corporation's Annual Meeting in October. Officers, Directors and Members-at-large will be elected to one year terms, beginning and ending at the November Executive Board Monthly Meeting. Officers may serve no more than three consecutive terms in any one office; while, term limits will not apply to Directors or Members-at-large.

A nominating committee of no less than two general members will be appointed by the President in the month of July to seek out voting members-in-good-standing to serve as nominees for positions within the Executive Committee. Election ballots will be distributed to voting members-in-good-standing during September, with the completed election ballots being received by the Treasurer at or prior to the Annual Meeting in October. Failure to conduct elections within one year of this schedule shall constitute corporate dissolution.

## **Section 3      Office Terms and Term Limits**

Officers, Directors and Members-at-large will be elected to one year terms, beginning and ending at the November Executive Board Monthly Meeting. Officers may serve no more than three consecutive terms in any one office; while, term limits will not apply to Directors or Members-at-large.

## **Section 4      Duties of Officers and Directors**

The President shall preside at all meetings of the Members and of the Executive Committee; in his/her the absence the Vice President shall preside. The President shall sign all resolutions and official documents adopted by the Corporation. The President shall be the executive officer and registered agent of the Corporation.

The Vice President, in the absence of the President, shall preside at all meetings of the Members and of the Executive Committee.

The Secretary shall record and keep all minutes of meetings and ballot results in the Corporate Records. If the Secretary is unable to attend a meeting, the Secretary will appoint another Executive Committee member to take minutes for that meeting. The Secretary shall keep a current register of all members and perform all other duties pertaining to this office as required by a majority vote of the Executive Committee. The Secretary shall have custody of the Corporate Seal and the Corporate Records.

The Treasurer shall, subject to such restrictions and conditions agreed upon by a majority vote of the Executive Committee, have custody of all money, debts and obligations belonging to the Corporation. The Treasurer shall receive all money paid to the Corporation and deposit it in corporate accounts. The Treasurer shall provide a report of the financial status of the Corporation at the Annual Meeting and at any other meeting upon request. The Treasurer shall maintain the official membership register.

The Ride Director shall manage rides. The Ride Director shall solicit member input and be responsible for planning and execution of all rides. The Ride Director shall be responsible for creating and disseminating the ride schedule.

The Director of Development shall raise funds through membership recruitment, grants and other appropriate methods.

The Communications Director shall manage communications with the general membership, the public, and media concerning rides, events, and other activities.

The Executive Committee will foster an active membership by forming committees and groups to organize and plan special events, membership meetings, and other activities.

## **Section 5      Resignations**

Resignations from the Executive Committee must be submitted, in writing, to the Secretary.

## **Section 6      Termination**

An Executive Committee member may be terminated (Article II, Section 5) by a three-fourths vote of the remaining Executive Committee members.

## **Section 7      Vacancies**

Vacancies occurring in the Executive Committee may be filled by any voting member-in-good-standing from the general membership. The vacancy replacement will be appointment by the majority vote of the remaining Executive Committee members and will serve until the next election held at the Annual Meeting.

## **ARTICLE IV – MEETINGS**

### **Section 1      Executive Committee Meetings**

The Executive Committee shall conduct monthly meetings at a location and time designated by the Executive Committee for the purpose of carrying out regular business of the Corporation, other than such business as is properly carried out by the Officers, individually. Only the members of the Executive Committee may vote in Executive Committee meetings.

### **Section 2      Membership Meetings**

General membership meetings shall be held no less frequently than quarterly at a location and time designated by the Executive Committee and shall be presided over by the President. General membership meetings may be held coinciding with a ride or other activity. General Membership meetings must be announced and communicated to members at least two weeks in advance.

### **Section 3      Annual Meeting**

An Annual Meeting of the members shall be convened each October for the purpose of reporting Corporation status and plans to all members, to conduct Executive Committee elections and other business as deemed necessary. The Annual Meeting shall be scheduled and located to allow for maximum member participation and shall be considered a quarterly Membership Meeting. The Annual Meeting shall be announced and communicated to members at least two weeks in advance.

### **Section 4      Special Meetings**

Special Meetings of the Executive Committee or Membership may be convened by the President, the majority of the Executive Committee, or a petition signed by 10% of the voting membership. Notice of a Special Meetings must be communicated to the respective bodies not less than ten days prior to the meeting.

### **Section 5      Quorum**

A quorum shall consist of 50% of the Executive Committee for Executive Committee meetings and 15% of the membership for Membership Meetings.

**Section 6 Parliamentary Authority**

Robert's Rules of Order, Newly Revised, shall be the parliamentary authority of all meetings. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Corporation may adopt. Departures from the parliamentary authority, when appropriately suspended, shall not invalidate any actions.

**ARTICLE V - FISCAL ACTIVITIES**

**Section 1 Fiscal Year**

The fiscal year shall start on January 1 and end on December 31.

**Section 2 Financial Accounts**

The Corporation shall maintain financial accounts at a local state-licensed financial institution. The account is to carry authorized signatures of the President and Treasurer and any designated Officer, Director or Member-at-large elected by a majority vote of the Executive Committee.

**Section 3 Financial Practices**

All expenses over \$100.00 (one hundred dollars) shall be pre-approved by the Executive Committee. All checks, drafts, notes, or other orders for payment of money shall be signed in the name of the Corporation by two account signers (Article V, Section 2). No obligation, debt or liability shall be incurred by any member on behalf of the Corporation without the specific approval of the Executive Committee.

**ARTICLE VI – DISSOLUTION**

**Section 1 Procedure**

The corporation may be dissolved by the general members by a simple majority vote. Delay of an election under the election clause by a period of twelve months shall constitute dissolution of the organization (Article III, Section 2).

**Section 2 Distribution of Assets**

Assets of the corporation will be liquidated and the resulting funds shall be distributed to a not for profit organization that promotes the interests of bicycling. Liquidation of assets shall be performed by at least three members of the most recently elected Executive Committee within twelve months of dissolution.

**ARTICLE VII –AMENDMENTS**

**Section 1 Procedure**

These Bylaws may be amended when necessary by a simple majority vote of the corporation membership. A proposed amendment may be submitted to the Executive Committee, in writing, by any voting member. The Executive Committee must consider, amend, and vote on the proposed amendment at the next monthly Executive Committee Meeting. If the Executive Committee approves the proposed bylaw change, by 2/3 vote, they will notify the general membership of the proposed amendment. At the next scheduled quarterly Membership Meeting, no sooner than two weeks following the Executive Committee’s approval of the amendment, the membership will vote on the amendment.

Executed on this the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_ , these Bylaws of the Falls Area Bicyclists, Inc. were approved and adopted by the Corporation membership.

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Kirk Wurscher, President

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DyAnn Wentler, Secretary