

# BY-LAWS OF FREDERICKSBURG CYCLISTS, INC

## ARTICLE 1 NAME AND LOCATION OF CLUB

**Section 1.01.** The name of the Club shall be Fredericksburg Cyclists, Inc. commonly known as the Fredericksburg Cyclists Club (hereinafter referred to as the “Club”).

**Section 1.02.** The Club is a Virginia Corporation, organized as a not for profit corporation

**Section 1.03.** The Executive Board shall review these By-Laws on an annual basis in order to ensure their currency.

**Section 1.04.** The official address of the Club shall be:

Fredericksburg Cyclists, Inc  
P.O. Box 7844  
Fredericksburg, VA 22404

**Section 1.05.** The Club will not maintain any legal affiliation to any other organization.

## ARTICLE 2 PURPOSES AND OBJECTIVES

**Section 2.01.** The primary purpose for which the Club is created is to provide its members an opportunity to gather with other bicycling enthusiasts for social, recreational, and other activities related to the sport of bicycling.

**Section 2.02.** The Club will seek to provide its membership with bicycle rides for all categories of riding skills. Moreover, the Club will promote bicycling in the area as a means of recreation, sport fitness and transportation.

**Section 2.03.** The Club will also exist to promote bicycle safety and education in the community and promote initiatives, at all levels of government benefiting bicycling enthusiasts.

## ARTICLE 3 MEMBERSHIP

**Section 3.01.** Membership will be open to anyone who signs an annual agreement absolving the

Club for personal injury while participating in scheduled events. The agreement will be the League of American Bicyclists (LAB) Release and Waiver of Liability, Assumption of Risk, and Indemnity and Parental Consent Agreement.

**Section 3.02.** In addition to the annual waiver, every member participating in a Club-sponsored ride will be required to check in with the ride leader and exchange contact information in case of emergency.

**Section 3.03.** The Club will not discriminate against any potential or actual member on the basis of race, color, religion, sex, national origin, age, disability, marital status or political affiliation.

**Section 3.04.** Four kinds of membership will be provided by the Club:

- (a) Individual
- (b) Family
- (c) Full-Time Student
- (d) Lifetime

**Section 3.05.** "Lifetime" membership is an award bestowed on an extraordinary club contributor as approved by the Executive Board.

**Section 3.06.** All members of an immediate family or same household will be covered by a family membership. These memberships shall be renewed on an annual basis using the date which the member joined the Club as the reference date for renewal.

**Section 3.07.** The Executive Board shall review the cost of membership dues annually and any recommendation for changes shall be submitted to the general membership during a General Membership meeting. The effective date of any dues changes shall be effective April 1.

**Section 3.08.** Persons less than eighteen (18) years of age will only be allowed to participate in club-sponsored rides provided a parent or legal guardian is accompanying the minor and has signed a "Release and Waiver of Liability, Assumption of Risk, and Indemnity and Parental Consent Agreement" form from the League of American Bicyclists (LAB) absolving the organization of any legal liability for injury incurred during the ride. This agreement shall be valid for a period of one year. Beyond the first routine club ride the minor must be a family member of the club.

**Section 3.09.** The Membership Coordinator of the Club will be responsible for ensuring that members are notified within twenty-one (21) days of expiration that their annual membership is up for renewal. Failure to renew the membership by the expiration date results in revocation of the membership.

**Section 3.10.** All members will be required to wear a Snell, US USCPC, or an ANSI standard approved bicycling helmet on any ride. No headphones will be permitted on any ride. The Ride leader for any

given event has authority to deny an individual permission to participate if their equipment, actions or condition makes them a hazard to themselves or others.

**Section 3.11.** No member will be required to leave the Club unless it is for cause. Any member may make a recommendation for termination. The Executive Board shall make the decision for membership termination by a unanimous vote. Affected members will be allowed to speak on their own behalf or have others do so prior to the vote.

**Officers**

President  
Vice-President  
Secretary/Historian  
Treasurer

**Coordinators**

Ride Captain  
Advertisements/Public Relations  
Social Committee  
Advisory Members (3)  
Gov't Relations (by Region)  
VDOT Representative  
LAB Representative  
Webmaster  
Century Coordinator  
Spring Membership Ride Coordinator  
Membership Coordinator

## ARTICLE 4 OFFICIALS

**Section 4.01.** There shall be four (4) Officers (known as the Executive Board) elected annually by and from the general membership, and as many Coordinators as needed, who are volunteers or appointed by the Executive Board. The names of these Officers and Coordinators (together known as the Administrative Board) are as follows:

**Section 4.02.** Officers will be elected once a year by a majority vote during the annual election meeting. Members shall be notified within thirty (30) days of the annual election meeting scheduled during the month of January.

**Section 4.03.** Officers shall serve for a term of one (1) year beginning February 1.

**Section 4.04.** Officers and coordinators serve in a voluntary capacity. No Officers or Coordinators will receive compensation for his/her work on behalf of the Club and shall refrain from voting in deliberations if their participation could be interpreted as a conflict of interest.

**Section 4.05.** The nomination of individuals for Executive Board positions shall be conducted during the annual election meeting. The Administrative Board should submit a slate of nominees that have agreed to serve. Nominations require a second, and before a vote can be taken, the nominee must agree to serve. If a person is unopposed for a position, voting shall be conducted by voice acclamation. If two (2) or more persons are running for the same office, voting shall take place by ballot. The Secretary and one club member chosen at random shall count the ballots.

**Section 4.06.** Persons who are unable to attend the annual election meeting may submit their nominations in writing to the Secretary prior to the meeting. Election shall be in accordance with the provisions of these By-Laws.

**Section 4.07.** Removal of an Officer shall only be carried out for cause or because the officer has been found to have neglected his/her duties. Any member of the Club who is in good standing can request the removal of an officer provided the recommendation is made in good faith and evidence is presented to the Executive Board to justify the removal. A unanimous vote by the remaining Officers shall effect the removal.

**Section 4.08.** Any vacancy in an Officer position shall be filled by a special election by the General Membership within 60 days of the vacancy.

## ARTICLE 5

### RESPONSIBILITIES of the EXECUTIVE BOARD

**Section 5.01.** President – Shall be responsible for the overall direction and operations of the Club's activities and ensuring the Club's By-Laws are followed. Maintains oversight over Club funds. The President will preside over all club meetings, including meetings of the Executive Board. Assigns tasks to the members of the Executive Board or other Directors.

**Section 5.02.** Vice President – Shall assume all duties and responsibilities of the President in the absence of the President. Maintains check-cashing authority on behalf of the Club and maintains oversight regarding insurance waiver matters.

**Section 5.03.** Secretary – Shall keep full and complete records of the proceedings of all meetings of the Club, Executive Board and shall preserve all documents, correspondence, reports and communications of the club. Distributes correspondence to the appropriate official. Ensures the mailbox is checked weekly. Provides the Executive Board copies of minutes for approval. Forwards approved minutes to the Webmaster for posting.

**Section 5.04.** Treasurer – The Treasurer holds primary check writing authority and is responsible for the treasury of the Club, payments of all expenses and deposits of all receipts via cash, check or electronic funds. The Treasurer shall maintain the books of record in an orderly fashion following generally accepted accounting practices. The Treasurer follows through with insurance renewals,

maintenance of the IRS tax-status and meeting IRS tax filing requirements. The Treasurer is responsible for financial reporting at all meetings of the Executive Board and general membership meetings or upon intermediate request by the Executive Board.

**Section 5.05.** Outgoing Officers shall pass all records to incoming Officers along with current written procedures to enable a smooth and seamless transition.

**Section 5.06.** The Executive Board is responsible for preparing a draft budget for the upcoming Fiscal Year by March 1. The Executive Board shall ratify the proposed budget no later than April 1 each year. A majority of the four Executive Officers is needed for approval.

**Section 5.07.** Any budget line item expense exceeding 25% of the budgeted amount, and the deviation is three hundred dollars (\$300) or more shall, be approved by the Executive Board.

## ARTICLE 6

### GENERAL MEMBERSHIP MEETINGS

**Section 6.01.** The Club shall hold quarterly meetings of its general membership.

**Section 6.02.** Meetings shall be announced via e-mail, social media, and on the Club Web page within a minimum of 2 weeks notice to the general membership.

**Section 6.03.** The purposes of the meetings are to conduct the business of the Club and to keep members informed about club business.

**Section 6.04.** Quarterly meetings shall be presided over by the President, or in his/her absence, by the Vice President. These meetings may include such things as a financial report, notice of upcoming events, and reports by members of Administrative Board.

**Section 6.05.** Club meetings can be held in person, online, or other virtual methods, via Social Media, or other electronic means, so long as the general membership can observe and participate in real-time and can cast a vote in such a way that can be recorded by the Secretary or one in charge of the vote tally.

## ARTICLE 7

### VOTING

**Section 7.01.** Matters requiring a general membership vote are the following:

- (a) The election of Executive Board members.
- (b) Any matter involving the participation of the members of the Club as a group.

- (c) Any matter committing the Club to sponsor or co-sponsor an event by another organization.
- (d) Dissolution of the Club and final distribution of treasury funds.
- (e) Any Amendment to these By-Laws.

**Section 7.02.** Voting at Club meetings shall be conducted by voice vote, by the raising of hands, or virtually utilizing Web Meetings, Social Media, Email, Website Polls or other electronic means where the voter may be verified at the discretion of the Executive Board. The method of voting will be included in all vote announcements. A majority vote by the members shall be binding on the Club provided a minimum of five (5) percent of the Club's members participated in the vote.

**Section 7.03.** The President of the Club shall not cast a vote on any matter before the general membership unless in the event of a tied vote, whereupon the President shall cast the deciding vote.

**Section 7.04.** Every member of the Club shall be entitled to a vote.

**Section 7.05.** Members who are absent during a General Membership meeting may vote. Their vote (absentee ballot) must meet the following criteria:

- (a) Be in writing including via electronic means.
- (b) Identifies the voting member.
- (c) If mailed or sent electronically, be received by the Club three (3) days prior to the subject vote being taken.
- (d) Absentee votes may be hand delivered at any time prior to the time of the meeting.

**Section 7.06.** The Secretary shall record the final tally of every vote in the Meeting Minutes.

## ARTICLE 8

### FINANCES

**Section 8.01.** The Club will maintain a local bank account to which the Executive Board will have access. However, the Treasurer will have primary responsibility for writing checks. Only one signature shall be required on a check written on behalf of the Club unless the check exceeds \$2,000, where two (2) signatures are required.

**Section 8.02.** The fiscal calendar for all matters pertaining to the Club shall commence April 1 and end on March 31 of every year.

**Section 8.03.** The Treasurer will submit a financial report to the Executive Board (two) 2 weeks prior to each General Membership meeting. The general membership shall be informed of the financial status of the Club at every General Membership meeting.

**Section 8.04.** Members of the Club shall be reimbursed for any reasonable and official expense, which they have incurred while conducting official business on the Club's behalf. A member of the Executive Board must approve the purpose and amount of the expenditure in advance. Approval need not be in writing, but must be communicated to the Executive Board once the decision is made.

**Section 8.05.** A yearly examination shall be conducted by a Financial Review Committee comprised of three (3) members of the Club other the Executive Board. The Committee should be formed within thirty (30) days following either the end of the calendar year or within thirty days of a change in the Treasurer's position. The Financial Review Committee shall submit a written report to the Executive Board within thirty (30) days after. The Executive Board shall appoint the members to conduct the examination.

## ARTICLE 9 AMENDMENTS TO BY-LAWS

**SECTION 9.01.** Any member of the Club may propose revisions or amendments to these Bylaws during any General Membership meeting. The requested amendment shall be reviewed by the Executive Board and displayed on the Club website and forwarded to the Members at within two (2) weeks in advance of the next General Membership meeting. The proposed Amendment must then be adopted by a majority vote of with a quorum of Club Members.

## ARTICLE 10 INDEMNITY

**Section 10.01.** Fredericksburg Cyclists, Inc. shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, coordinator or director, of Fredericksburg Cyclists, Inc. against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of Fredericksburg Cyclists, Inc.; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

## ARTICLE 11

## DISSOLUTION

**Section 11.01.** In the event of dissolution of the Fredericksburg Cyclists, Inc., Executive Board shall, after paying and making provisions for the payment of all liabilities, distribute all the assets of the corporation over to an organization dedicated to charitable and/or educational purposes and which has been recognized as a 501(c)(3) organization by the Internal Revenue Service.