

By-Laws of the Greensboro Velo Club

ARTICLE I — NAME

The name of the corporation shall be the **Greensboro Velo Club, Inc.**, doing business as the **Greensboro Velo Club, Inc**, hereinafter referred to as the “**GVC**” or the “**Club**”. The principal business address is Post Office Box 38682, Greensboro, North Carolina 27438.

ARTICLE II – ORGANIZATION & FISCAL YEAR

The Greensboro Velo Club is a not-for-profit corporation. The Club fiscal year shall begin on January 1 and end on the following December 31.

ARTICLE III – PURPOSES

The purpose of the GVC is to promote the sport of bicycling and bicycle-related activities. We further these purposes by maintaining active programs in the areas of touring, racing, commuting and mountain biking; by supporting national organizations of like purposes such as the League of American Bicyclists (LAB), USA Cycling (USAC) and International Mountain Biking Association (IMBA); and by educating our membership and the general public on the benefits of cycling. Maintaining a diversity of programs is a source of our strength: tourists, racers, recreational riders and mountain bikers together form one Club; and the assets of the Club, unless designated by the donor for the support of a particular activity, will be used to support the total activities of the Club. Consistent with our commitment to safety, helmets approved by recognized safety standards organizations must be worn on all Club or Club-sanctioned rides.

ARTICLE IV – MEMBERSHIP AND DUES

The Club shall maintain a non-discriminatory admissions policy with membership available to all without regard to race, color, national origin, religion, gender, age, sexual orientation, physical disability or bicycling capability.

Regular Memberships shall be individual: age 18 and above; youth: ages 13-17, with the approval of parent or legal guardian; family: a family or household unit, including dependent children; special lifetime: as designated by the Executive Committee, based upon exemplary service to the Club; and honorary: as designated by the Executive Committee, for public figures for actions promoting the interests of cycling. Limited memberships shall be categorized as youth.

The benefits of regular membership shall include issuance of a Greensboro Velo Club Membership Card which qualifies the member for various business discounts and occasional reduced event registration fees; receipt of the Club Newsletter; the right to vote on all issues subject to membership approval as provided for herein; and to participate in all Club programs and activities. Limited membership carries with it the right to participate in a specified activity or Club event, as determined by the Executive Committee.

Regular members, except special lifetime and honorary, shall pay dues in an amount determined by the Executive Committee. Regular member dues shall be payable annually on January 1st. Limited members shall pay dues and assessments as determined by the Executive Committee from time to time. When initial dues are paid during the last quarter of the year, membership is extended through the following whole calendar year. New members joining before October 1 are asked to renew the following January.

Membership shall be suspended for failure to renew if annual dues have not been received by March 1st, but promptly reinstated retroactively to the membership anniversary date upon payment of any delinquency. Membership may be terminated at any time for good cause as determined by a 2/3 vote of censure by the Executive Committee. Written notice of termination of membership shall be forwarded by the Secretary to the former member by certified mail within 10 days of the action of the Executive Committee. Within 10 days of receipt of such notice any member whose membership has been terminated shall advise the Secretary by return certified mail of his/her protest of the termination and the Secretary shall place on the agenda of the next

general membership meeting to be held at least 15 days from the filing of the protest, the issue of restoration of membership. Membership shall be restored upon majority vote of the membership at the meeting, provided that a quorum is present. Unused portions of annual membership dues are not refundable.

Any member may resign from the Greensboro Velo Club & Fat Tire Society by mailing a letter of resignation to the Club Secretary at the GVC/FTS business address. Unused portions of annual membership dues are not refundable.

ARTICLE V — MEETINGS

Membership meetings shall be held monthly. The date, time and location of the meetings is determined by the Executive Committee. Meetings shall be announced in the Newsletter and other Club communications.

A **quorum** shall consist of fifteen (15%) percent of the total of dues paying regular members.

The membership meeting for the month of January shall be the Annual Meeting, the purpose of which shall be the Election of Officers, the filing by the President of the Report of Club Activities, the filing by the Treasurer of a financial report and the Presentation of Awards by responsible officers. Notice of the Annual Meeting shall be distributed to the membership at least fifteen (15) days prior to the meeting. The minutes of the Annual Meeting will be transcribed by the VP-Administration and filed in a permanent location accessible to regular members.

ARTICLE VI — OFFICERS

Nominated and elected officers must be currently paid members, over the age of eighteen (18), who have held membership in the Club for at least one calendar year.

The Club Officers shall be the:

President,

Vice President – Road Racing ,

Vice President – Mountain Biking Racing,

Vice President – Recreational Riding,

Vice President – Administration,

Treasurer,

Newsletter Editor,

and

Community Liaison & Special Events Coordinator.

They must be Club members in good standing and elected by a majority of members at the Annual Meeting. The Officers shall be the Directors of the corporation. The term of all Officers shall be for two years, beginning on February 1 following the Annual Meeting.

The office terms will expire in alternate years as follows:

Odd years: Vice President – Road Racing, Vice President – Recreational Riding, Vice President – Administration and Newsletter Editor.

Even years: President, Vice President – Mountain Bike Racing, Vice President – Mountain Bike Trails/Advocacy, Community Liaison & Special Events Coordinator and Treasurer.

No Greensboro Velo Club Officer shall receive compensation for his services. However, with prior approval by the Executive Committee, an officer may be compensated for other services rendered on behalf of the Club. Reimbursement for such expenses will be made according to the Operational Procedures of the GVC.

A. The **President** shall be the Club's chief executive who shall be responsible for the overall direction of the Club's activities, for maintaining the quality of all programs and for ensuring that the membership's aspirations for the Club are attained. Among the President's specific duties shall be to preside at, and set the agenda for, all Club and Executive Committee meetings; to appoint committees to address specific tasks or issues and coordinate activities between standing committees; to arrange for speakers and programs for Club meetings and coordinate any audio-visual aides needed for successful presentation; coordinate the efforts of other officers in the GVC; provision of timely news and information for the Club Newsletter; and represent the GVC in dealings with sponsors and other community groups

B. The **Vice President – Road Racing** will direct the Club's racing program and have principal responsibility for the development of the road racing team. Among his/her specific duties shall include recruitment of team members and making provision for their training, support and coaching; securing and maintaining team sponsorships; organizing race promotions, including time trials; preparation and presentation of event budgets one month prior to event date for approval by the Executive Committee; coordination of road racer payouts; provision of timely news and information for the Club Newsletter; and ensuring that the Club's racing program meets the standards of appropriate national cycling organizations.

C. The **Vice President – Mountain Bike Racing** will direct the Club's MTB racing program and have principal responsibility for the development of the racing team. Among his/her specific duties shall include recruitment of team members and making provision for their training, support and coaching; securing and maintaining team sponsorships; organizing race promotions, preparation and presentation of event budgets one month prior to event date for approval by the Executive Committee; provision of timely news and information for the Club Newsletter; and ensuring that the Club's racing program meets the standards of appropriate national cycling organizations

D. The **Vice President – Recreational Riding** will direct the Club's touring and recreational riding program and have principle responsibility for the quality, variety and safety of the Club's tours. Among his/her specific duties shall include recruitment, orientation and training of ride captains; publication of a ride schedule to the membership and the general public; preparation and presentation of event budgets one month prior to event date for approval by the Executive Committee; and scheduling and presiding at meetings of the Touring Committee.

E. The **Vice President - Administration** shall keep a full and complete record of the proceedings of all meetings of the Club, the Executive Committee and shall preserve all documents, correspondence, reports and communications of the Club. Among his/her specific duties shall include, summarizing meeting minutes for publication in the Newsletter; giving all notices required by law or these By-Laws; and maintaining these By-Laws and any amendments thereto. Twice yearly, the VP – Administration will be responsible for handling the ordering, distribution and inventory of club clothing orders, including coordination and communication of financial information with the Treasurer in regards to clothing orders and associated membership applications.

F. The **Treasurer** shall be the chief financial officer of the Club and shall be responsible for the security of the Club's funds and other assets. Among his/her specific duties shall include receiving, depositing, accounting for and disbursing all Club funds, or authorizing others to do so, as provided for by these By-Laws and the Executive Committee; maintaining all financial records; maintaining the official membership roster; making all legally-required filings; notifying the membership when dues payments are due, collection of same and distribution of GVC membership cards; presenting a brief financial report at each Executive Committee meeting; and filing with the Executive Committee a written Annual Financial Report for each fiscal year outlining the financial condition of the Club and summarizing the previous year's transactions and events, said Annual Financial Report to be published in the Newsletter.

G. The **Newsletter Editor** will edit and publish the Club Newsletter and ensure that members are fully informed of the Club's activities; preparation and presentation of an annual budget for approval by the Executive Committee; oversee the publication and distribution of membership applications, notices of special events and other Club activities. He/she shall also ensure that information of the Club's activities is periodically exchanged with other cycling organizations.

H. The **Community Liaison & Special Events Coordinator** shall serve as public relations coordinator between the club and area bike shops, racing sponsors and related businesses. Among his/her specific duties shall include organizing extra-club events requiring the participation and involvement of significant numbers of non-club members; provide storage and maintain inventory of club property such as cash boxes, water coolers, tables, chairs and other non-capital assets; providing timely news and information for the Club Newsletter.

Any officer may be removed by a 2/3 vote of the membership at any membership meeting at which a quorum is present. The unexcused absence of any officer from three (3) consecutive Executive Committee meetings shall be deemed a resignation. Any office vacated during the year shall be filled by appointment as determined by a majority of the Executive Committee. New offices may be created by the membership in its discretion at the Annual Meeting, provided, however, that any proposal to create a new office shall be in writing and filed with the Secretary at least 30 days before the Annual Meeting so that appropriate notice may be published in the Newsletter.

ARTICLE VII — EXECUTIVE COMMITTEE

The Executive Committee shall consist of all current officers, the immediate past Club President and, for the period ending January 31 following expiration of their terms, all other immediate past officers. It shall be the governing body of the Club and shall make operational and policy decisions for the Club and act by majority vote, except as otherwise provided herein. The Executive Committee shall insure that the legal affairs of the Club are attended to and that it is adequately protected from liability. The Executive Committee shall not make expenditures or commit the Club's assets for any capital investment or project exceeding \$2000 without the approval of the membership at a membership meeting properly constituted under Article III.

Individual members cannot make individual expenditures of greater than \$500 without approval of the majority of the Executive Committee.

The Executive Committee shall prepare an Annual Report for presentation by the President at the Annual Meeting of the highlights of Club's activities for the year, including Club membership and trends. It shall also report on its activities throughout the year in the Newsletter and at regular membership meetings.

The Executive Committee shall meet at least monthly at such time and place as it determines and at such other times as the President may from time-to-time advise. In the absence of the President an officer designated by the President shall preside.

The Executive Committee must approve any Committees or Project Groups recommended by any officer and concur in the appointment of Chairpersons of same, approve establishing separate committee or project accounts, including designation of signatory authority as required. Upon approval by the Executive Committee, issues of general interest to the membership may be voted upon by mail. Ballots for this purpose shall be prepared by the Secretary with appropriate instructions. This provision shall not apply to the election of officers or amendment of these Bylaws.

Upon approval by 2/3 of the Executive Committee a motion to dissolve the Club shall be put to a vote by the membership, a majority of whom must approve, provided however, that at least 15% of the membership must participate in the voting, provided further, that if at the time the Executive Committee approves such a motion, the membership of the Club stands at less than 50, the motion may be approved at any membership meeting at which a quorum is present. If dissolved by the membership, all Club assets shall be rendered in cash which, after settling any Club debts or obligations, shall be contributed to tax exempt cycling organizations identified and in amounts determined by the Executive Committee.

ARTICLE VIII — STANDING COMMITTEES

With the approval of the Executive Committee, Standing Committees and Project Groups shall be established and maintained by each cognizant officer to assist him/her in the carrying out of his/her areas of responsibility.

An Audit Committee shall be appointed by the Executive Committee, or an auditor retained, to examine annually the financial records of the Club. The Audit Committee shall assist the Treasurer in the preparation of the Annual Financial Report.

A Nominating Committee, whose Chair shall be appointed by the President and approved by the Executive Committee, who shall in turn select a minimum of three (3) members to serve on the Committee, shall identify interested candidates and prepare a slate consisting of one or more candidates for each office for presentation at the Annual Meeting. The Chair of the Nominating Committee shall insure that the slate of candidates is distributed to the membership at least fifteen (15) days prior to the Annual Meeting. Notwithstanding the preparation of a slate of candidates, the presiding official at the Annual Meeting shall solicit any nominations from the floor.

ARTICLE IX — AMENDMENTS

These By-Laws may be amended by a majority of the membership at any membership meeting at which a quorum is present, provided that written notice of the proposed amendment is given at least fifteen (15) days prior to the meeting. All amendments will be published in the next edition of the Newsletter.

ARTICLE X — LIMITATIONS OF LIABILITY & INDEMNIFICATION

No person shall be liable to the GVC/FTS for any loss or damage suffered by him on account of any action taken or omitted to be taken by him as an Officer of GVC, if

A) said action was within that person's scope of authority and was taken in good faith and said person exercised or used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs or,

B) said person took or omitted to take such action in reliance upon the approval of such action by the Executive Officers of the Greensboro Velo Club & Fat Tire Society.