

**As of January, 2015**

## **NEW YORK CYCLE CLUB BY-LAWS<sup>1</sup>**

### **Article I. ORGANIZATION**

Section 1. **Name and Purpose.** The name of the organization shall be “New York Cycle Club, Inc.”, hereinafter referred to as “the Club”. The purposes of the Club are to provide bicycling activities for the enjoyment of the members, and the furtherance of bicycling as a means of recreation, companionship, fitness, and transportation.

Section 2. **Non-profit Status.** The Club shall not be organized for profit, and no part of the income or capital shall inure to the profit of any private individual or group of individuals, except as reimbursement for necessary expenses in the furtherance of the Club’s purposes.

### **Article II. MEMBERSHIP**

Section 1. **Members.** Any person who has reached their 18th birthday, and who tenders a completed application and current Club dues to the Membership Director, shall become a member of the Club, subject to the provisions of this Article.

Section 2. **Application for Membership.** An application for membership, authorized by the Board of Directors, shall include a statement releasing the Club, its officers, members, and agents from liability in case of accident, injury or misadventure in connection with Club activities.

Section 3. **Dues.** Annual membership dues shall be set by the Board with membership approval, payable to New York Cycle Club. Membership is valid for one year after purchase (except for promotions comprising free or trial membership) and that membership will expire if not renewed by the member. If the annual dues of any member remain unpaid after the anniversary date, such membership shall be terminated automatically.

Section 4. **Removal of Membership Status.** The Board may, at its discretion, terminate the membership of any person by two-thirds majority vote of the entire Board. However, no member shall be removed or denied renewal except for cause. Cause shall include violation of Club by-laws or policies or behavior deemed highly disruptive to the Club, and that said conduct was repeated after written notice was provided to the member by an officer from the Board. The member shall have the right to appear before the Board to defend against the charges. Removal of officers is governed by Article III, Section 8.

### **Article III. OFFICERS**

Section 1. **Titles of Officers.** The elective officers of the Club shall be: a President; a Vice President of Programs; a Vice President of Rides; a Secretary; a Treasurer; a Public Relations Director; an Editor; a Webmaster; a Membership Director; a Special Events Coordinator; an “A” Rides Coordinator; a “B” Rides Coordinator; “C” Rides Coordinator; Escape New York Director; and Merchandise Manager. The Board may delete existing positions or create new ones as necessary; provided the Board notify the membership of said changes on or before September

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<sup>1</sup> The several footnotes appended to these By-Laws are for reference only, and do not form a part of these By-Laws.

1 of each year for inclusion in the election for the following year's Board. Said changes shall require a two-thirds majority vote of the entire Board and shall result in a Board with at least nine, and no more than fifteen elected officers.

Section 2. **Seniority.** The order of seniority shall be that in which the officers are listed in Article III, Section 1. The most senior officer present at any membership or Board of Directors meeting shall be the presiding officer at that meeting.

Section 3. **Candidates for Office.** Any member may hold any elective office, except that candidates for President and Vice Presidential offices must be members for at least one year before taking office.

Section 4. **Terms of Office.** Each officer shall be elected for a one-year term to run concurrent with the calendar year. Officers shall be installed at the first Club meeting following the annual election. Officers are eligible for re-election, except that the President may not serve more than three consecutive elected terms.

Section 5. **Duties of Officers.**

Paragraph (a). **President.** The President shall be the chief executive officer of the Club and shall represent, or assign a member to represent, the Club to all outside parties; shall ensure that the agenda at all membership and Board of Directors' meetings is carried out; and shall ensure that other elected officers are pursuing the duties of their respective offices.

Paragraph (b). **Vice President of Programs.** The Vice President of Programs shall be responsible for producing special programs at membership meetings; and shall assume the regular duties of the President if the President shall be incapacitated or in any way unable to perform those duties himself/herself.

Paragraph (c). **Vice President of Rides.** The Vice President of Rides shall be responsible for coordinating rides to be conducted under the aegis of the Club and shall ensure they are communicated to the club membership. He or she shall plan rides that occur in conjunction with special events; shall have the assistance of the Rides Coordinators in generating and coordinating ride leadership among the members; and with the approval of the Board of Directors, shall have the option of establishing rules governing the conduct of Club rides.

Paragraph (d). **Secretary.** The Secretary shall attend Board of Director meetings, shall keep a record of such proceedings; shall maintain a record of Club policies; and shall provide a copy of the current By-laws, policies, or any minutes, upon request by any member.

Paragraph (e). **Treasurer.** The Treasurer shall keep an account of all moneys received and expended by and for the club; shall make disbursements authorized by the Board of Directors; shall present a written report of the financial condition of the Club as of the first business day of each fiscal quarter; shall render a complete statement of the Club's financial condition and inventory of property annually for publication to the membership; shall ensure that an appropriate audit and tax return are prepared each year; and shall be responsible for the possession of the corporate seal of the Club.

Paragraph (f). **Public Relations Director.** The Public Relations Director shall represent the Club to the media and other organizations on all issues of public opinion, in order to win and maintain public support of the Club and cyclists in general; advise the Board on the public relations implications of Club policy and program decisions; and develop and distribute informational and promotional materials to the public.

Paragraph (g). **Editor.** The Editor shall be responsible for composition and production of the weekly E-Bulletin, which shall include a list of all Club events and other important information for the membership. The Content Editor shall ensure that a summary of the proceedings of Board of Directors' meetings, and other business of the Board of Directors, and at the Editor's discretion, materials submitted for publication by members of the Club or outside parties are made available on the Club website. The Editor shall also maintain an archive of past Bulletins and Club history.

Paragraph (h). **Webmaster.** The Webmaster shall set up and maintain the Club's Website and any other electronic systems the Board of Directors deems appropriate for the benefit of membership.

Paragraph (i). **Membership Director.** The Membership Director shall promote membership in the Club; respond to membership inquiries, receive membership applications and dues payments; forward dues received to the Treasurer; acknowledge new members; and maintain a roster of Club members on the Club website.

Paragraph (j). **Special Events Coordinator.** The Special Events Coordinator shall coordinate special events, such as social events for all members of the club, including but not limited to All-Class Rides, Newcomers Rides and Club weekends.

Paragraph (k). **Rides Coordinators.** Rides Coordinators shall, under the direction of the Vice President of Rides, generate and coordinate ride leadership among the class of riders for which they are responsible.

Paragraph (l). **Escape New York Director.** The Escape New York Director shall run Escape New York in every aspect, including forming of an Escape New York Committee as necessary to manage, staff and coordinate the annual event.

Paragraph (m). **Merchandise Manager** The Merchandise Manager shall supervise production, coordinate design selection, oversee distribution and maintain inventory of all NYCC gear. The manager shall also be responsible for running the NYCC Incentives program.

Section 6. **Committees.** Board Members may appoint individuals to assist them in carrying out their duties. Board Members shall then be responsible to ensure that their appointees abide by relevant Club bylaws and policies.

Section 7. **Board of Directors.** The Board of Directors of the Club shall consist of the officers referred to in Article III, Section 1, plus the immediate past President. The Board of Directors shall meet as often as deemed necessary among themselves, or on call of the President, or upon petition by at least three members of the Board of Directors, or upon petition by ten Club members. The decisions voted by a majority of the Board of Directors shall become the policy of the Club, unless reversed by a two-thirds majority vote of the membership in accordance with Article V. Resolutions shall be by a majority of those present and voting as long as there is a quorum. If a vote is taken electronically the decision shall be by a majority of the Board.<sup>2</sup>

Section 8. **Election of Officers.** Nominations for each elective office in accordance with Article III, Section 3, will be accepted starting September 1st and ending the second Tuesday of

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<sup>2</sup> Section 708 of the New York Not-for-Profit Corporation Law (NPCL) does not authorize majority voting in the absence of a meeting. In 2015 for 2016, replace the last sentence with "Resolutions may also be by unanimous written consent of all members of the Board."

October. Nominations will be solicited from the floor of any membership meetings held in September and October and during the interim period, via electronic mail or any electronic means approved by the Board, but not after the second Tuesday in October Club meeting. All nominations are subject to seconding and to the nominee's acceptance.

A list of nominees for each office shall be distributed to all members of the Club via electronic mail or any other electronic means approved by the Board.

The ballot totals shall be accessible to the person designated to receive them, as prescribed in Article V, Section 4, at or before the second Tuesday of November Club meeting at which time paper ballots will be made available to members who request them and have not yet voted electronically. A committee designated to count the ballots, as prescribed in Article V, Section 4, will open and count them. In the event of a tie vote, a special written ballot election, for the undecided office only, will be held at the current or, if not possible, the next membership meeting.

**Section 9. Removal of Officers.** No elected officer shall be removed from Office and/or membership before the expiration of his/her term except for cause. Cause shall include misappropriation of Club funds, consistent failure to perform the duties of the office, violation and/or misrepresentation of Club by-law or policies. A resolution that an officer be removed from office must be passed by a two-thirds majority vote of the Board.

**Section 10. Vacancies.** If there shall be a vacancy in any elective office, the Board of Directors shall appoint a successor to fill the unexpired portion of the term. If all elective offices shall become vacant at the same time, the membership shall, at the earliest opportunity, nominate and elect a President by a two-thirds majority ballot vote, who shall preside over elections for the other vacant positions for the unexpired portions of their terms.

**Section 11. Conflicts of Interest.** Whenever a Board Member, or their immediate family, has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

#### Article IV. **MEETINGS.**

**Section 1. Time and Place of Meetings.** Membership meetings shall take place at a time and place determined by the Board of Directors and announced in advance to the membership.

**Section 2. Annual Meeting.** The first meeting of the calendar year will be the annual meeting.

**Section 3. Quorum.** For membership meetings a quorum shall consist of the lesser of five percent<sup>3</sup> or, one hundred members of the Club, at least one of whom shall be an elected officer of

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<sup>3</sup> Section 608 of the NPCL requires the lesser of ten percent or 100 members. To be changed (with a quorum of 100) in 2015 for 2016.

the Club. For Board of Directors meetings a quorum shall consist of at least half of the Club officers.<sup>4</sup>

Section 4. **Rules of Order.** The Club may establish and amend such rules of order as may be necessary for the conduct of business at meetings.

## Article V. **MEMBERSHIP VOTING**

Section 1. **Who may Vote.** All members are eligible to vote, and each voting member shall have one vote on any issue put to a vote of the membership. There shall be no proxies.<sup>5</sup>

Section 2. **Method of Voting.** All issues brought to a vote of the membership will be decided by a show of hands vote at the membership meeting, unless ten percent of the members present request a closed, written ballot. The following issues must be decided by a ballot available to all members of the Club: election of officers; acceptance of and amendments to these by-laws; and motions to reverse decisions of the Board in accordance with Article III, §6. All ballots shall identify the voting member to insure the integrity of the ballot.

Section 3. **Majority.** All issues shall be decided by a simple majority vote from among all votes cast, except for the following issues which must be decided by a two-thirds majority of all votes cast: acceptance of and amendments to these by-laws; election of chairman pro-tem; and reversal of decisions of the Board of Directors. Abstentions shall not be considered cast votes. Issues decided by ballot that end in a tie vote shall be resolved by a written ballot of the members present at the meeting where the tie vote is revealed. In the event of a tie on an issue decided by a show of hands vote or written ballot vote, the Board members present, collectively, shall cast the deciding vote.

Section 4. **Collection and Counting of Ballots.** Each time a ballot is used, the Board of Directors shall appoint one person to receive ballots and chair a committee to validate and count them. That person may receive ballots before and during the Club meeting at which the issue is to be decided but before validation is completed. The committee shall be established by the presiding officer, and consists of three disinterested members assembled at the meeting. (No person who is a candidate for office shall serve on this committee.) When the ballots have been counted the results shall be announced to the membership. Voting records may be examined by any member prior to destruction.

Section 5. **Reconsideration of Votes.** All votes shall be considered final, and the election or issue that was voted upon may not be reconsidered for at least six months unless a petition

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<sup>4</sup> Add in 2015 for 2016 before the period “(for which purpose, the immediate past President and any vacancy(s) in any offices(s) shall be disregarded), but in no event less than one-third of the entire Board or such other minimum as may be imposed by law.”

<sup>5</sup> In 2015 for 2016, add the following before the period: “, except that, to the extent necessary to ensure the validity thereof under applicable law, any ballot cast by a member prior to a meeting, whether electronically or otherwise, shall be deemed to constitute an irrevocable proxy granted by such member to the Secretary or other official administering such vote to vote such proxy in accordance with such ballot, and the Secretary or such other official shall vote such proxy accordingly.”

signed by the lesser of five percent<sup>6</sup> of the membership or one hundred members, requesting reconsideration of the issue, is presented to the President of the Club.

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<sup>6</sup> To be changed to ten percent in 2015 for 2016.

## Article VI. **EXECUTION OF INSTRUMENTS**

Section 1. **Contracts, Instruments.** The Board of Directors may authorize any officer or officers to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Club.

Section 2. **Orders for Payment of Money and Evidence of Indebtedness.** All checks, drafts, other orders for the payment of money, or other evidences of indebtedness issued in the name of the Club, shall be signed by the Treasurer or, in the Treasurer's absence, by the President.

Section 3. **Sale or Transfer of Property.** Property owned or held by the Club shall be held by the Board of Directors until disposition is authorized by the Board of Directors.

## Article VII. **MISCELLANEOUS**

Section 1. **Fiscal Year.** The fiscal year of the Club shall be from January 1 through December 31.

Section 2. **Corporate Seal.** The Club shall have a corporation seal: a device containing the name of the Club, the year of its incorporation (1973), and the words "Corporate Seal" and "New York".

### Section 3. **Logo**

Paragraph (a). The Club shall have a logo which will shall appear on all official Club correspondence, documents and merchandise. The logo may not otherwise be used except with explicit permission of the Board.

Paragraph (b). The official NYCC logo will be selected by a ballot vote of the general membership.

Paragraph (c). A new logo may not be selected sooner than three (3) years from the date of the last logo's selection.

Paragraph (d). The Board shall have the right to establish design criteria and make preliminary selections to limit the number of designs that will be published for final selection by the general membership. The current logo must be included among the final designs.

## Article VIII. **LIABILITIES**

Nothing herein shall constitute members of the Club as partners for any purpose. No member, officer, agent, or employee shall be liable for the acts or failure to act of any other member, officer, agent, or employee of the Club, nor shall any member, officer agent, or employee of the Club be liable for his/her acts or failure to act under these by- laws, excepting only acts or omissions arising out of his/her willful malfeasance.

## Article IX. **EFFECTIVE**

These by-laws shall become effective January 1, 2015 upon ratification by the membership, and shall supersede all previous by-laws.