

## FINAL

As of Jan 1, 2023

### NEW YORK CYCLE CLUB, INC. BY-LAWS

#### 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 as set forth in its Certificate of Incorporation and to provide outstanding bicycling activities for the enjoyment and education of members and guests; to further bicycling as a means of recreation, transportation, fitness and health; to work with and support organizations that promote cycling to underrepresented populations; to advocate for sustainable transportation solutions; to build bridges among the communities we live in and ride through and to promote a welcoming, supportive community for our members and guests.

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 an adult member of the Club, subject to the provisions of this Article.

Section 1a. **Junior Members.** A person under 18 years of age whose parent or legal guardian is a member of the Club may become a junior member with the prior approval of the Board of Directors of the Club (the “Board”). Guidelines applicable to junior members include the following:

- (1) A junior member must be accompanied at Club meetings, events and rides by his or her parent or legal guardian;
- (2) A junior member’s parent or legal guardian is responsible for the conduct of such junior member, including withdrawing himself or herself and the junior member from a ride if the ride leader deems the junior member unable or unwilling to maintain the appropriate pace and follow Club policies with respect to rider conduct;
- (3) Dues for junior members shall be the same as for adult members; and
- (4) A junior member has no vote and is not eligible for election as an officer or director.

The Board may promulgate such further guidelines concerning junior members as it deems appropriate.

Section 1b. **Other Classes of Membership.** Notwithstanding any other provision of this Article II, the Board may authorize such additional classes of members, on such terms and subject to such dues (or none) as it may in its discretion deem appropriate.

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. In the case of a junior member, an appropriate waiver and release shall be signed by the junior member's parent or legal guardian.

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 such 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 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 with the approval of 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 9.

### Article III. **OFFICERS**

Section 1. **Titles of Officers.** The elective officers of the Club shall be: a President; a Vice President of Rides; a Vice President of Programs; a Treasurer; a Secretary; a Public Relations Director; an Editor; a Webmaster; a Membership Director; a Special Events Coordinator; an "A" Rides Coordinator; a "B" Rides Coordinator; a "C" Rides Coordinator; Escape New York Director; and Volunteer Coordinator. The Board may delete or modify existing positions or create new ones; provided the Board shall notify the membership of said changes on or before the opening of nominations for election in each year for inclusion in the election for the following year's Board. Said changes shall require a two-thirds majority vote of the 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 the offices of President and Vice President 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 concurrently with the calendar year. 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. In the event of the President's death, disability or other inability to perform the duties of the office, the Board shall

appoint an acting President to assume such duties, and the acting president shall be the President for all purposes of these By-Laws.

Paragraph (b). **Vice President of Programs.** The Vice President of Programs shall be responsible for producing special programs at membership meetings.

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. 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 prepare an annual budget for the Club; shall present a written report of the financial condition and results of operations of the Club as of the end of each month; shall render a complete statement of the Club's financial condition and results of operations annually for publication to the membership; and shall ensure that appropriate tax returns and other regulatory filings are prepared each year.

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 the composition of Club communications and shall work with others on the proper use of branding, communications, marketing and website design. The Editor shall manage and update the website, produce a recurring newsletter for the membership and manage the Club's social media platforms. The Editor shall ensure that the minutes of Board meetings, and other business of the Board, 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 deems appropriate for the benefit of membership.

Paragraph (i). **Membership Director.** The Membership Director shall act as a welcoming voice for new members and shall assist in solving member issues and problems. The Membership Director shall work with others on the proper use of branding, communications, marketing programs, sponsorship and events and website design. The Membership Director shall also chair the Diversity and Inclusion Committee to develop programs that promote a broader, more diverse membership

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 approve all rides undertaken under the aegis of the Club and 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). **Volunteer Coordinator.** The Volunteer Coordinator shall be responsible for attracting, organizing and assigning volunteers for the various Club activities requiring volunteers, including but not limited to the special events organized by the Special Events Coordinator; shall organize the annual volunteer party; and shall design and periodically review the Club's incentives program in conjunction with the Board.

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, and, for one year following the election of a new President, 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. Resolutions may also be by unanimous written consent of all members of the Board.

Section 8. **Election of Officers.** Nominations for each elective office in accordance with Article III, Section 3 will be accepted from the second Tuesday in September through the second Tuesday in October. Nominations will be solicited from the floor of any membership meetings held in September and October and, otherwise, via electronic mail or any electronic means approved by the Board. All nominations are subject 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.

Balloting shall commence on such day in the last week of October as shall be designated by the President and shall continue until the second Tuesday in November. Balloting shall be via such electronic means as shall be approved by the Board.

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. **Quorum.** For membership meetings a quorum shall consist of the lesser of ten percent or one hundred members of the Club, at least one of whom shall be an elected officer of the Club. For Board of Directors meetings, a quorum shall consist of at least half of the Club officers (for which purpose, the immediate past President and any vacancy(s) in any office(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.

Section 3. **Electronic Meetings.** Membership meetings and Board meetings may be held electronically, by video or telephonically, so long as all participants may hear one another.

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, other than junior 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, 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.

Section 2. **Method of Voting.** Voting shall be via such electronic means as shall be approved by the Board, except that all issues brought to a vote of the membership at a membership meeting will be decided by a show of hands vote, unless ten percent of the members present request a closed, written ballot. The following issues must be decided by a ballot available to all voting 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 V, §3. 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; 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. **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 signed by the lesser of ten percent of the membership or one hundred members, requesting reconsideration of the issue, is presented to the President of the Club.

#### 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.

**Section 4. Intellectual Property.** All photos, images, logos, trademarks, trade dress, patents and other intellectual property of any kind and description created, adapted, or made available, for the use of the Club in any manner, whether to advertise or promote the Club or its events or otherwise (“Contributed Intellectual Property”), shall be the non-exclusive property of the Club unless otherwise agreed in a writing executed by the creator(s) of such Contributed Intellectual Property and the Club President and at least one other officer of the Club. Such a writing may be specific to individual items of such Contributed Intellectual Property or may govern all such Contributed Intellectual Property; provided however that nothing herein shall be construed to grant to the creator of such Contributed Intellectual Property any right, title or interest in any other Club intellectual property, including that which is not the creator’s Contributed Intellectual Property or Contributed Intellectual Property created by another and to which the Club has rights.

#### **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, 2023 upon ratification by the membership, and shall supersede all previous by-laws.