

Blue Ridge Bicycle Club, Inc.

Bylaws

ARTICLE I – NAME AND PURPOSE

The name of the organization shall be the Blue Ridge Bicycle Club, Inc. (hereinafter referred to as "the Club").

The purpose of the Club shall be to promote and encourage the use of the bicycle for transportation, recreation, and racing in Southwest Virginia; to support the rights of cyclists; and to provide information in the interest of bicycling safety.

ARTICLE II – 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, except as compensation for expenses incurred that have been approved by either the Board of Directors or by resolution of the Membership.

ARTICLE III – MEMBERSHIP

Individual and family Membership shall be open to all persons who have an interest in the purpose of the Club. Individuals under 18 years of age, not part of a family membership, shall have written consent of their parent or legal guardian. All members shall sign an application form and tender the appropriate membership fee. The application form authorized by the Board shall include a statement releasing the Club, its officers and other officials from liability in case of accident, injury or misadventure during Club activities. **Membership fees will be set by the Membership and shall be due and payable annually to the Treasurer. Only members whose membership fee has been paid are qualified members.**

ARTICLE IV – ENTITLEMENT TO VOTE

Each qualified member is entitled to vote at any membership meeting when they are present.

ARTICLE V – MEETINGS

Membership meetings shall be held at least once a year, this will be the Annual Membership Meeting. The Annual Membership Meeting shall be held during the month of January, or at the call of the Board of Directors at a time and place it may designate. Notice of the Annual Meeting shall be given to the Membership not less than fourteen (14) days before such meeting.

Notice of the Annual Meeting may be given in either of two ways. The First method: Notice of the Annual Meeting may be given, in writing, via the US Mail to members in good standing as of the date of said Notice. The Second method: Notice of the Annual Meeting may be given by both sending the Notice by Internet to the email address of record to members in good standing as of the date of said notice and by posting the Notice in the Club's newsletter. At the Annual Meeting, the President shall give a report on the status of the Club or designate said other person to do so, the officers shall be elected, and any other business brought before the Membership may be conducted.

The Board will have authority to function on behalf of the Club as set forth in Article VII, and shall meet no less than four times each year to conduct the Club's business.

Additional Membership Meetings may be called by the president, or by any three members of the Board of Directors, or at the request of 20% of the membership. Notice shall be given not less than fourteen days before such meeting. No less than fifteen (15) Qualified Members shall constitute a quorum at the Annual Meeting or other Membership meetings, and all meetings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE VI – ELECTIONS

In the month of October each year the Board shall elect a Nominating Committee of three Members. The Nominating Committee shall submit to the Membership a proposed slate for the election designating the office to which each Member thereon is nominated. Such proposal shall be submitted in time to permit publication of the slate in the December newsletter. Members may make additional nominations from the floor. The Officers shall be elected at the Annual Meeting by written ballot on an appropriate form or by show of hands, at the option of the Membership. Votes shall be counted separately by at least three (3) persons appointed by the presiding officer in the presence of the Membership. Term of offices shall be for one (1) year or until the election of their successors. In the event of a vacancy of an elected Officer, the President, with the concurrence of the other members of the Board of Directors, shall appoint a replacement to fulfill the unexpired term. Members of the Board shall be Members in good standing of the Club as defined by Article III.

ARTICLE VII – BOARD OF DIRECTORS

The Club shall be governed by a Board of Directors (hereinafter referred to as “the Board”). The delegation of duties herein to any person or persons shall not operate to limit power or responsibility to manage the affairs of the Club in any situation. **At any meeting of the Board attended by the President, three (3) or more Directors shall constitute a quorum and at any meeting of the Board not attended by the president, a quorum shall consist of five (5) or more Directors.** The Board shall be composed of the six (6) elected Officers, the Editor, and the immediate Past President and up to five (5) committee chairperson as designated by the President. Elected positions are as follows: President, Vice-President, Vice-President of Racing, Vice-President of Public Relations, Secretary, and Treasurer.

Section 1. **DUTIES OF PRESIDENT:** The President shall act as chairperson of the Board and carry out all duties and responsibilities assigned by the Board of Directors. The President shall preside over general membership meetings of the Club. The President shall provide leadership, coordination and guidance in all matters of the Club. The President shall have the power to appoint and dismiss committee chairpersons. Other duties are prescribed in Article V and Article VII.

Section 2. **DUTIES OF VICE-PRESIDENT:** The Vice-President shall assume the President’s office and powers in the absence of the President. The Vice-President may also chair specific phases of Club activity as designated by the President.

Section 3. **DUTIES OF VICE-PRESIDENT OF RACING:** The VP of Racing shall be responsible for supervising any sanctioned racing event or program of the Club and its affiliated Racing Groups, and shall act as liaison between the Club and the sanctioning body. The VP of Racing shall coordinate all financial activity through the Treasurer.

Section 4. **DUTIES OF VICE-PRESIDENT OF PUBLIC RELATIONS:** The VP of Public Relations shall promote the purpose of the Club and shall be responsible for bringing the Club and its activities to the attention of the public, through advocacy and education. The VP of Public Relations shall prepare and distribute information, news releases and articles concerning the Club and its activities with special attention to issues of safety and legislation for bicycle facility improvements.

Section 5. **DUTIES OF SECRETARY:** The Secretary shall keep or cause to be kept, minutes of meetings of the Club and Board of Directors. The Secretary shall prepare written documents as required for the Club and shall handle correspondence and mailings as required. The Secretary shall assume the President's office and powers in the absence of both the President and Vice-President. The Secretary shall keep an updated list of all club assets. The assets will be kept at a designated location and logged out and in as needed and returned. An updated log of assets will be provided to Board at least annually.

Section 6. **DUTIES OF TREASURER:** The Treasurer shall, pursuant to the regulations of the Board, have custody of all funds and securities of the Club, manage the same, deposit and safeguard funds, and pay bills and other approved obligations. The Treasurer shall prescribe the form of records to be kept by any other person handling funds of the Club and shall provide quarterly reports to the Board.

Section 7. **RECALL OF OFFICERS:** Any elected Officer may be removed from office for just cause by two-thirds (2/3) majority vote of a quorum of the Membership at a duly called meeting. Just cause shall be defined as failure to maintain membership, malfeasance, and/or failure to perform duties as set forth herein.

ARTICLE VIII – AUDIT OF CORPORATE BOOKS AND BONDING

A qualified person independent of the Officers of the club shall audit the books and records of the Treasurer annually. All Officers of the Club shall be bonded by an insurance policy at the expense of the Club.

ARTICLE IX – AMENDMENTS

These By-Laws may be amended only by two-thirds (2/3) vote of those qualified Members voting, provided a quorum is present. Such amendments shall have been proposed at a previous meeting and published at least once in a regular newsletter preceding the Meeting at which the vote is to be taken.

**** Red Lettering Notes Changes In By-Laws Approved By Membership**