

# BY LAWS OF NORTHAMPTON CYCLING CLUB, INC.

*Revised November 12, 2006*

*Revised March 18, 2012*

*Revised February 25, 2015*

## **ARTICLE NO. 1 – NAME**

This organization shall be known as Northampton Cycling Club, Inc. It may be referred to in these by laws as NCC.

## **ARTICLE NO. 2 – PURPOSE**

The purpose of the NCC shall be to develop the sport of cycling, to educate and coach bicycle riders, to promote bicycling events, to develop and support group bicycle riding, to develop and promote riding and racing opportunities for bicycle riders of all abilities, and to foster, encourage and engage the community in athletic exercises.

## **ARTICLE NO. 3 – MEMBERSHIP AND DUES**

### **Section 1.**

Membership is open to any person supporting the purpose of NCC and in good standing, being current in his or her financial obligation to pay dues. Members are strongly encouraged to volunteer for NCC events and committees.

### **Section 2.**

Members shall pay dues in advance in such amounts and at such time as may be determined by the Board of Directors and approved by a majority of the directors. The Board of Directors may levy special assessments upon members, subject to the approval of a majority of the members present at a regular or special general meeting called for that purpose.

### **Section 3.**

The resignation or suspension of any member shall not relieve a member from the payment of any obligation due NCC at the time of resignation or suspension.

### **Section 4.**

A member shall be entitled to all the rights and privileges of membership, and shall be entitled to one (1) vote at all meetings of members.

### **Section 5.**

Membership shall not be transferable.

### **Section 6.**

Honorary Life Members shall be elected by majority vote of the Board of Directors present at a duly constituted meeting of the Board, and ratified by the Membership.

## ARTICLE NO. 4 – BOARD OF DIRECTORS

### **Section 1.**

The Board of Directors shall be responsible for the general management of the affairs of the NCC and shall act on all matters of policy.

### **Section 2.**

The Board of Directors shall consist of the following officers: immediate past-President, President, Clerk, the Treasurer, and seven to nine members elected by the Membership.

The immediate past-President, on termination of his or her office, shall become a life member of the Board of Directors as long as he or she remains an NCC member. He or she shall not be counted towards a quorum and shall not be entitled to vote at meetings of the Board of Directors unless he or she has been appointed to chair a special committee by the President with the approval of the Board of Directors, and only during the tenure of such chairmanship, but he or she shall be entitled to receive all minutes thereof.

### **Section 3.**

The membership shall thereafter elect, as the above terms expire, seven to nine Directors for a term of two (2) years and three Executive Committee members, who shall have the same rights and obligations as directors, except as stated in Article 5 of these By Laws.

(a) The terms of office of all elected members of the Board commence immediately after elections per Article 7 and terminate, as appropriate, on December 31st of each year.

(b) At the end of terms of office, the member is expected to submit a form/letter of interest if he or she wishes to be considered for re-election

### **Section 4.**

A majority of the Board of Directors, as it may from time to time be constituted, shall form a quorum.

### **Section 5.**

The Board of Directors shall meet a minimum of eight (8) times each year, with an elapsed period of no more than sixty (60) days between two (2) successive meetings.

### **Section 6.**

The President, or in his or her absence, the Clerk, may call a meeting of the Board of Directors at any time and in addition must call a meeting of the Board of Directors when so petitioned in writing by three (3) members of the Board.

### **Section 7.**

Elected members of the Board of Directors shall retain office for two (2) years or until their successors are elected, whichever occurs latter. Provided that one or more elected Directors shall die, resign, or become disqualified while holding office, the Board of Directors remaining, by resolution duly passed at any meeting of the Board, may elect or appoint a Director or Directors to fill such vacancy or vacancies until the next annual meeting of the Membership, at which elections for the vacancy or vacancies would ordinarily be held. Such member shall, notwithstanding his or her election or appointment to fill a vacancy as aforesaid, be entitled to serve two (2) full successive two (2) year terms.

**Section 8.**

A member of the Board of Directors is required to be a member in good standing of NCC, meaning that club membership is up to date and any money that is owed to the club has been paid

**Section 9.**

A member of the Board of Directors is strongly encouraged to:

- (a) Bring in and/or maintain at least one sponsor per year
- (b) Take on one major project or position for the club (committee chair, event coordinator, etc)
- (c) Arrive on time and attend to completion at least 75% of Board of Directors Meetings
- (d) Participate in the Board of Directors e-mail list-serve discussions between meetings as necessary

The performance of the above items shall be used by the nominating committee for elections.

**Section 10.**

The members of the Membership may, by a resolution passed by at least two-thirds of the votes cast at a meeting of which notice specifying the intention to pass such a resolution has been given, remove any member of the Board of Directors before the expiration of his or her term of office and may, by a majority of the votes cast at that meeting, elect any person in his or her stead for the remainder of his or her term.

**Section 11.**

The Board of Directors shall be entitled to specify terms and conditions governing form and the use of proxies including, without limitation, deadlines for delivery of proxies to be used at any particular meeting of a meeting of the Board of Directors.

**Section 12.**

The Meetings of the Board of Directors are not open to the public or membership, but the Directors may invite guests relevant to a topic on the agenda to be present during the specific discussion.

**Section 13**

Board of Directors meeting minutes will be approved by the Board of Directors at the next regular meeting and posted to the NCC website.

**ARTICLE NO. 5 – OFFICERS**

**Section 1.**

The Executive Committee of the Board of Directors shall consist of the following Officers; the immediate Past-President, President, Clerk and Treasurer. The term of office for the Executive Committee shall be for two (2) years. The Executive Committee shall perform all necessary operations of NCC between meetings of the Board of Directors, and shall report all of its activities to the board at the next board meeting.

## **Section 2.**

The President shall:

- Act as Chairman at all Membership and Board meetings
- Appoint committee chairpersons, all of which he or she is to be an ex-officio member
- Call all regular and special meetings
- Keep accurate minutes of all proceedings
- Keep record of officer's and director's terms of office
- Check postal mail and distribute as necessary
- Have the books and correspondence at the disposal of the Officers or Board of Directors, whenever requested
- At the expiration of the term, deliver to the successor, when duly qualified, all books and records pertaining to the office.
- Perform all other duties incidental to the office.

## **Section 3.**

The Treasurer shall:

- a) Supervise the receipt of all money belonging to the Membership, and the issuing of receipts therefore; all such money shall be deposited in the name of the Membership in such bank or banks as the Board of Directors may direct.
- b) Pay all orders approved by the Board of Directors drawn upon funds in his or her hands, make quarterly reports to the Board of Directors on the condition of the treasury, present the financial report at the first general meeting after the end of the fiscal year, and prepare the annual budget and submit it to the Board of Directors for approval.
- c) Perform such other duties as his or her office demands or as instructed by the Board of Directors, including the collection of dues and expenditures of monies.
- d) At the expiration of his or her term deliver to his or her successor, when duly qualified, all money and other properties of the Membership in his or her custody, a statement of his or her accounts, and all books and papers pertaining to his or her office.
- e) Do all things necessary, including filing appropriate documents with governmental agencies, reasonable and necessary to maintain the corporate status of NCC.

## **Section 4.**

The Clerk Shall:

- a. Act as membership coordinator and maintain all active rolls of club membership and supervise or otherwise handle the distribution of membership materials and the maintenance of any membership logs, including preparation of online membership registration systems.
- b. In the absence of the President, assume all of the duties and responsibilities incumbent upon the President.
- c. Perform all duties relative to the arrangement of the club member parties and such as booking venues, ordering catering, etc.

## **Section 5.**

In the event that one or more of the offices of President, Treasurer, or Clerk shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Board of Directors remaining, by resolution duly passed at any meeting of the Board, may elect an Officer or Officers to

fill such vacancy or vacancies until the next annual meeting of the Membership at which elections for the vacancy or vacancies would ordinarily be held.

## **ARTICLE NO. 6 – MEETINGS OF THE MEMBERS**

### **Section 1.**

The Annual General Meeting of the Membership shall be held at least once each year, at such time and on such days as shall be designated by the President.

### **Section 2.**

Twenty voting members shall constitute a quorum at any meeting of the Membership.

### **Section 3.**

Notice of such meeting shall be emailed to each member of the Membership at least twenty (15) days before the meeting is to take place. Such notice shall be deemed to have been given upon being posted on the list-serve.

### **Section 4.**

The President shall call a Special General or Annual Meeting of the members of the Membership when required so to do by:

- a) The Board of Directors, or
- b) At least twenty (20) members in good standing, who by requisition in writing, including email, request the calling of such meeting; and in addition, if the President does not set a date for such meeting and notice thereof is not given by the President within ten (10) days thereafter, then the Board of Directors or the said twenty (20) members may themselves call and convene such meeting. The same notice shall be given for the calling of such meeting as if called by the President.

## **ARTICLE NO. 7 – ELECTIONS AND VOTING**

### **Section 1.**

Election of members of the Board of Directors and Officers may be done by a show of hands by those members present in person at the Annual General Meeting, or electronically via a verified vote submission (survey tools or similar) method.

### **Section 2.**

Any club member in good standing wishing to be considered for elections to the BOD may submit an application for nomination to the election slate to any officer of the BOD prior to the naming of a slate of nominees by the Nominating Committee (Article 7 Section 3). A BOD application may be requested from any board member or filled out on the NCC website.

### **Section 3.**

- a. A Nominating Committee of three to five (3-5) members shall be appointed by the Board of Directors, composed of:
  - i. The President
  - ii. A Director who is not up for re-election, and not part of the Executive Committee

- iii. One to three (1-3) other members of the membership who shall be chosen by the Executive Committee and approved by the Board of Directors, and who are not then members of the Board of Directors
- iv. If the President is up for re-election, he or she may not cast a vote for purposes of nominating the President's office.

#### **Section 4.**

The Nominating Committee appointed by the Board of Directors in Article 7, section 3, shall prepare a slate of nominees consisting of one (1) nominee for each office and for each position on the Board of Directors and Officers, as the case may be. The Nominating Committee shall prepare the slate based on review and evaluation of:

- I. Past service and performance on the Board Of Directors (if applicable)
- II. The completed questionnaire/application submitted to the Nominating Committee
- III. Participation and involvement in NCC activities and events
- IV. The nominating committee's evaluation of any other strengths and skills and recommendations which a candidate may present

The nominating committee is not required to nominate a candidate for every available seat on the board provided the board will have at least a minimum number of members as per the by-laws, Article 4, section 3.

#### **Section 5.**

At least fifteen (15) days before the Annual General Meeting (if elections are to take place then), the Nominating Committee shall have the slate recommendation ready for the Board of Directors review. Otherwise, the Nominating Committee must have the slate recommendation ready fifteen (15) days before the electronic election is scheduled.

#### **Section 6.**

Notice of nominations made by the Nominating Committee shall be given to the Membership at least seven (7) days before the Annual Meeting or electronic election date, whichever is applicable.

#### **Section 7.**

At the Annual General Meeting of the Membership, at which Directors and/or Officers are to be elected, all Nominating Committee nominees shall be elected by acclamation to the Board of Directors and Officers, unless:

- I. There shall be any independent nominees, in which case the election shall proceed as specified in Section 8 of Article 7 or,
- II. The election will be held electronically, as specified in Section 1 of Article 7.

#### **Section 8.**

Any member otherwise eligible in accordance with these by laws may be nominated for election as a Director or Officer by independent nomination. Such nomination shall be signed by at least five (5) members of the Membership in good standing and such nomination, together with the written consent of the person so nominated, shall be filed with the Clerk or President, together with a completed application for board membership (as per Section 2 of Article 7), at least seven (7) days prior to the date fixed for the Annual General Meeting or electronic elections. Any person so nominated shall be referred to as an independent nominee. In the event that there shall be any independent nominees, there will be an election among the Nominating Committee nominees and the Independent nominee(s). They will be listed in writing and in alphabetical order, with the Nominating Committee's

designation noted on the appropriate candidate. Each member present at the Annual Meeting or electronic election may then vote the number of positions open, and each Officer position that is subject to election. The BOD, at its discretion, may choose to publish the applications of any candidates for board membership to the membership for the purpose of helping members choose candidates. For the purposes of such a contested election, the number of positions considered to be open will be equal to the number of nominees nominated by the nominating committee notwithstanding whatever the maximum number of allowable board positions may be. (For example, if the nominating committee nominated 5 candidates, there shall be 5 open positions for that election even in the case where the by laws may allow more total board positions.

**Section 8.**

In the event the slate of candidates is not elected, then a new membership meeting will be called within forty (40) days for the purpose of holding a new election. The Nominating committee shall propose a slate as stated above. The prior Board of Directors shall retain its powers and obligations until a new board is duly elected. A slate must receive a majority of votes legally cast to be elected.

**ARTICLE NO. 8 – SIGNING POWERS**

**Section 1.**

The President or such persons as may be authorized by resolution of the Board of Directors from time to time, shall have power to sign contracts and agreements on behalf of the Membership and to sign all documents required to be signed by the Membership from time to time.

The President and the Treasurer shall be authorized to sign all banking documents required by the bankers, including checks for the Membership. Any expenditure over \$1000.00 shall require advance approval by the Board of Directors.

**ARTICLE NO. 9 – COMMITTEES**

The Chair and members of each committee so formed shall be appointed by the President and serve at the pleasure of the President.

**ARTICLE NO. 10 – AMENDMENTS**

The Constitution and by laws of the Membership shall not be altered or amended except by a two-thirds majority vote of the voting members of the Membership present at an annual, special or general meeting of the members called in accordance with these By Laws.

**ARTICLE NO. 11 – FISCAL YEAR**

The Fiscal year of the Membership shall end on the 31<sup>ST</sup> day of December.

## **ARTICLE NO. 12 – PERSONAL LIABILITY**

### **Section 1.**

Every Director and every Officer of the Membership and his heirs, executors, administrators and other legal personal representatives shall, from time to time and at all times, be indemnified and saved harmless by the Membership from and against:

- a) Any liability and all costs, charges and expenses that he or she sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him or her for or in respect to the execution of the duties of his or her office; and
- b) All other costs, charges and expenses that he or she sustains or incurs in respect of the affairs of the Membership;

Provided that no Director or Officer of the Membership shall be indemnified by it in respect of any liability, costs, charges or expenses that he or she sustains or incurs in or about any action, suit or other proceeding as a result of gross malfeasance or bad faith.

### **Section 2.**

The Membership may purchase and maintain such insurance for the benefit of its Directors and Officers as the Board may from time to time determine.

## **ARTICLE NO. 13 – GENERAL**

### **Section 1.**

All references in this Constitution and in these By Laws to “he” shall include “she” and all other references to the masculine gender shall be read and construed as a reference to either gender.

### **Section 2.**

All previous by laws are hereby repealed.

Approved by the Board of Directors this second day of March, 2015.

President

Clerk