

# SISKIYOU VELO BYLAWS

## AN OREGON NON-PROFIT CORPORATION

### ARTICLE I: NAME AND LOCATION

This organization shall be known as “Siskiyou Velo”, hereafter referred to in this document as the “ Club”. The Club will operate in Oregon and serve the general area of Southern Oregon and Northern California.

### ARTICLE 2: PURPOSE

#### Section I: Statement of Purpose

The Club’s purpose is to:

1. Plan, promote and conduct bicycle rides, tours and special events.
2. Plan, promote and conduct bicycle safety education and training.
3. Promote cycling as a fun and healthy activity
4. Promote fellowship among cyclists
5. Encourage bicycle commuting
6. Support legislation/ordinances that advance the interests of cycling safety and enjoyment
7. Promote awareness of cyclists’ rights and responsibilities on public thoroughfares
8. Improve the image of cyclists and cycling within the community at large
9. Engage in other cycling-related activities as deemed desirable by the Board of Directors and the membership

### ARTICLE 3: MEMBERSHIP

#### Section I: Qualifications for Membership (one of the following):

1. Any person age 18 or older who has paid annual dues and signed the required waiver
2. Any person under the age of 18 who is a dependent of an adult who has paid annual dues for an individual membership and has had a waiver signed on their behalf by a parent or legal guardian
3. Any business who desires to promote and support the Club’s purpose and the purposes of cycling in general

#### Section II: Types of Membership

1. Individual annual membership, includes minor children living in same household

## 2. Business membership

### Section III: Voting Rights

1. Each adult member is entitled to one vote on each matter submitted to a vote of the members by an electronic ballot.

### Section V: Membership Dues

1. Membership dues shall be determined annually by the Board of Directors based on budgetary need.

### Section VI: Member Liability

1. No member of the Club shall be held personally liable for any of the Club's debts, liabilities or obligations.

## ARTICLE 4: MEETINGS

### Section I: Convening

1. The President of the Board of Directors or a simple majority of the Board of Directors may convene a Club membership meeting or a meeting of the Board of Directors. Board of Directors meetings will be convened a minimum of four times annually.

### Section II: Notification

1. Notification of Club membership meetings and meetings of the Board of Directors of the Club shall include time, date, place, general content and occur at least 7 days prior to the meeting date. Notification shall be done by posting on the Club's website and by any other means deemed useful.

### Section III: Types and Purpose

1. Membership meeting: A meeting of Club members. Meetings may include any topic or format of interest to members. Would exclude meetings with another designated purpose: (annual meeting, Board of Directors meeting).
2. Board of Directors meeting: Convened meetings of the Board for the purpose of conducting Club business.

3. Annual Meeting: Meeting of the Club membership for the purpose of conducting business determined by a majority vote of the Board of Directors.

#### Section IV: Quorum

1. A quorum for the purposes of voting and conducting Club business shall be composed of the following:
  - a. For Board of Directors meetings: a simple majority of the total members of the Board.
  - b. For annual meeting: No quorum required.

#### Section V: Attendance

1. All Club membership and Board of Directors meetings are open to all members.
2. The Board of Directors may convene a closed meeting for the purpose of discussion of Club business. No voting will occur at such meeting.

#### Section VI: Rules of Order

1. The Club Annual meeting and Board of Directors meetings will be conducted in accordance with Robert's Rules of Order to facilitate efficient transaction of business at hand.

#### Section VII: Voting

1. Each Board member will have one vote on any motion made and seconded by Board members to transact Club business. A motion may be made and seconded at a face-to-face meeting of the Board or through e-mail transaction among all Board members. A motion that is made and seconded by e-mail will require unanimous agreement by Board members replying within 48 hours to qualify for an e-mail vote. A motion will pass with an affirmative vote from a simple majority of members present at a face-to-face meeting where a quorum is present or from a simple majority of all Board members when an e-mail vote is occurring. An e-mail vote will allow a minimum of 48 hours for responses. (Bylaws addition as of 11-1-2017)
2. For the purpose of Voting, online meetings such as Zoom will be considered "face-to-face" meetings, while voting over email will not be considered "face-to-face" meetings.

## ARTICLE 5: BOARD OF DIRECTORS AND OFFICERS

### Section I: Board of Directors

1. The Board of Directors will be composed of no less than three and no more than twelve Club members.
2. The Board of Directors shall elect a president, secretary and treasurer of the Board at the first Board meeting convened after the Board of Directors election.

### Section II: Terms of Office

1. Board Directors will be elected to serve a one year term coincident with their election and end on the date that the new Board of Directors is elected. (Revised 3/5/2014)
2. Board of Directors officers will serve a one year term coincident with the date of their election and end on the date that the new Board of Directors officers are elected. (Revised 3/5/2014).

### Section III: Duties of Officers

1. **President:** Shall coordinate and supervise Club activities and preside at general membership and Board of Directors meetings, participate in development of an annual budget, designate committee chairpersons and develop a slate of officers for election at the annual meeting in collaboration with the other board members. Shall delegate his/her duties to a member of the Board of Directors if he is unavailable to conduct necessary business.
2. **Secretary:** Shall take minutes at all Club and Board of Directors meetings, maintain files of all minutes and official Club correspondence and participate in the development of the annual budget.
3. **Treasurer:** Shall keep and prepare all financial statements, maintain the Club checking account, provide an updated financial statement to the Board of Directors at the Board of Directors meetings and lead development of the annual budget. Shall post an annual financial statement to the Club website for member review. Shall file tax returns and reports as required by law. Shall sign contracts on behalf of the Club. Shall choose an accounting method consistent with generally accepted accounting principles. Shall facilitate Board oversight of the adopted annual budget.

#### Section IV: Annual Board of Directors Election

1. The election of a Board of Directors shall occur by electronic ballot in November or December of each year.
  - A. The ballot shall:
    - a. Include the list of nominees as the sitting Board shall determine.
    - b. The Club's membership shall be notified by e-mail at least two weeks prior to the date of the election of the ballot's availability.
    - c. Provide an opportunity for nominations of additional Board candidates by any Club member.
    - d. Member nominations shall be limited to current Club members who are willing to serve on the Board.
    - e. The results of the electronic election shall be announced on the Club website and at the annual meeting and shall be considered final.

#### Section V: Removal of a Board Director or Officer

1. Any elected Board Director or officer may be removed for cause by a vote of two-thirds of the Board of Directors.
2. Board Directors who have two consecutive, unexcused absences from scheduled Board meetings may be subject to removal from the Board.

#### Section VI: Vacated Board of Director Terms

1. A Board Director may resign from his/her position by notification to the Board of Directors.
2. Vacated Board Director positions may be filled for the remainder of the term with a Club member appointed by the Board of Directors. The vacated position must be filled if the Board membership drops below three members.

### ARTICLE 6: FINANCES

#### Section I: Financial Accounts

1. The treasurer shall establish financial accounts necessary to undertake the Club's business at a financial institution insured by the US government.

## Section II: Fiscal Year

1. The Club fiscal year shall be the calendar year.

## Section III: Annual Budget

1. The Board of Directors shall develop an annual budget to meet the administrative expenses of the Club and to carry out club priorities to be voted on prior to the date on which the budget takes effect.

## Section IV: Insurance

1. The Treasurer or his/her designee will assure that appropriate Club general liability insurance is acquired and maintained in type and amount determined by the Board.

## ARTICLE 7: COMMITTEES/ CHAIRPERSONS

### Section I: Appointment

1. The Board of Directors may appoint a standing or ad hoc committee of members and Board Directors and/or a single member or Board Director to carry out approved Club business. The length of service of the committee or chairperson shall be determined by the Board of Directors and Club need for their service.

### Section II: Committees

Standing committees of the Club may include:

1. Rides
2. Fundraising
3. Membership
4. Advocacy
5. Fellowship and Events
6. Education and Training
7. Communication

## ARTICLE 8: AMENDMENTS

## Section I: Bylaws

1. The Bylaws may be amended by a two-thirds vote of the Board of Directors at a face to face meeting of the Board.
2. Amendments to the bylaws may be requested by any Board Director by submitting the recommended change to the secretary for distribution to the Board of Directors or by verbally requesting the amendment at a face to face meeting of the Board.
3. Bylaws will be reviewed annually by the Board of Directors.

## ARTICLE 9: AFFILIATIONS

### Section I: Potential Groups

1. The Club may affiliate with local, regional or national cycling-related not-for-profit organizations that further the purpose of the Club as outlined in Article 2 as determined by the Board of Directors.

## ARTICLE 10: CLUB ADMINISTRATION

### Section I: Development

1. The Board of Directors will assure that policies are in place which describe how and why Club activities are carried out to assure uniform adherence to insurance requirements, applicable laws and Club bylaws.
2. Adopted policies shall be published in an annual Club Administration Document and shall be reviewed and updated by the Board of Directors annually.
3. The annual Club Administration Document will be available for member review on the Club website.

