

Bylaws for the Franklin County Cyclists

Article I: Name

Section 1. The name of the organization shall be “Franklin County Cyclists”

Section 2. The Franklin County Cyclists shall be incorporated as a non-profit corporation under the laws of the State of Pennsylvania.

Section 3. The mailing address of the Franklin County Cyclists is:

Franklin County Cyclists
PO Box 831
Mont Alto, PA 17237

Article II: Purpose

The purpose for which the corporation is organized is as follows:

- a. To promote safe and enjoyable bicycle rides.
- b. To promote the positive image of cyclists in the community through example and public service.
- c. To promote public awareness of bicyclists’ rights and responsibilities on public roads.
- d. To protect and defend the rights of bicyclists.
- e. To share information on safety, maintenance, fitness and equipment.
- f. To provide instruction as to the care and proper use of bicycles.
- g. To provide an opportunity for members to socialize with others who have an interest in bicycles.

Article III: Membership

Section 1. Qualifications – Members shall be at least sixteen years old. Members are qualified by a.) having paid the annual dues, b.) holding a complimentary membership by holding office or having been granted a one year voucher or c.) holding a life membership.

Section 2. Dues – Membership dues shall be determined from time to time by the Board of Directors of the club.

Section 3. Discipline – A member may be suspended for thirty days from all member rights, privileges, and activities including voting rights by a majority vote of the then elected and qualified Board of Directors. The member facing suspension shall be notified of pending Board action. Any members shall be allowed to attend the disciplinary Board meeting. Grounds for discipline may be disregard for safety on club rides, misuse of club funds or property, or misrepresentation of club policy. A member may be expelled for one year or permanently from all membership privileges and activities, including voting rights by a vote of a majority of members present at the annual meeting. Expulsion may not be voted upon by the membership unless placed before the membership by a majority vote of the then elected and qualified Board of Directors.

Article IV: Meetings of membership

Section 1. An annual meeting of the membership will be held. This meeting will be for the purpose of election of officers and voting on any other motions brought forward from the board. If there are no motions brought from the board, the meeting may consist of an on-line election.

Section 2. Special meetings of the membership – A special meeting of the membership may be called at any time by a majority of the then elected Board of Directors, or by a petition signed by not less than ten percent of the membership.

Section 3. Notice of the meeting – Notice of the time, place, and object of the meeting of the membership may be given by email.

Section 4. Quorum of members – For all meetings a quorum shall consist of 10% of the qualified members, or 25 members, whichever is less, voting in person or by proxy.

3

Article V: Membership / Voting, proxies and elections

Section 1. Voting Rights – Each member shall have one vote on each matter submitted to the vote of the members. A vote may be cast either orally or in writing including e-mail.

Section 2. The business of the Club will be managed by the elected Board of Directors. The Board will meet regularly and time and place of meeting will be communicated to the membership. Board meetings are open to members, and members have voice but not vote at the Board meeting. On petition of 10% of the membership, a motion may be brought to vote by the membership. Such motion requires a majority approval to be passed. Election results will be published and made available to the members.

Section 3. Voting by mail or email – Where the Directors are to be elected or removed by members, such election or recall may be conducted by mail or email/online in such a manner as the Board of Directors shall determine.

Section 4. Voting privileges are restricted to current members. Membership is determined as defined in Article 3 Section 1.

Section 5. The Board shall consist of no more than 13 individuals. All members in good standing are eligible for positions as officers and board members. Board members are nominated by the current board members. Election to the board shall be by the vote of the membership. Such election will be announced and carried out at a membership meeting or through digital/internet procedures which will allow for write-in candidates. To be elected to the Board a plurality of votes cast is required. In the event that more than 13 candidates receive votes, the 13 candidates receiving the most votes will be considered to be elected.

The following offices will be chosen annually by election of the Board of Directors: President, Vice-president, Secretary, Treasurer, Membership Secretary

Section 6. Waiver of notice – Attendance of a person at a meeting of members, in person or by proxy, constitutes a waiver of notice of the meeting, except when the member attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Article VI: Board of Directors

Section 1. General Powers – The business and affairs of the club shall be managed by its Board of Directors.

Section 2. Qualifications, number and term of Directors – Directors shall be members in good standing of the club. There shall be no more than 13 Directors. The Board of Directors shall consist of President, Vice President, Secretary, Treasurer, and no more than 9 Directors-at-large.

The term of the Directors shall be three years. Members may choose to be reelected to additional terms.

Section 3. Duties – The President shall act as Chairperson of the Board, shall have authority for the general and active management of the club, shall preside over all membership meetings, and shall prepare and deliver an annual report of past club activities to be distributed via email and web page posting. The President shall act at the direction of the Board, when fulfilling her/his role as stipulated in all contracts entered into by the club. The Vice President shall act in the President's absence and perform all such other duties as delegated by the President. The Secretary shall record and file the minutes of all meetings, shall prepare and conduct all elections of Directors, and shall perform such other duties as delegated by the Board. The Treasurer shall have control of and be responsible for the funds and financial records of the club, shall prepare and deliver an annual accounting at the annual membership meetings, and shall perform such other duties as delegated by the Board. The Membership Chairman shall maintain the roster of active members. The Directors-at-large shall have no specified duties, but shall have full voting rights as members of the Board of Directors. In addition, the officers of the Franklin County Cyclists shall be charged with such duties as, and authority

5

as usually pertains to such officers in a corporation, except that said duties may be varied or added to by the Board of Directors.

Section 4. Power to appoint other officers and agents, and establish committees – The Board of Directors shall have the power to appoint and subsequently remove such other officers and agents as the Board may deem necessary for the transaction of the business of the Association, and also the power to establish committees.

Section 5. Power to appoint committees - The Board shall have the authority to appoint and subsequently remove members of various committees. Membership of these committees may include active club members that are not members of the Board. These committees are task groups that have responsibility for specific activities or duties and perform their duties with the support of the Board. These committees will be considered inactive when the assigned task or event has been completed.

Section 6. Regular meetings – Regular meetings of the Board shall be held with notice. All club members shall be allowed to attend and speak at all Board meetings. Board meetings may only be closed to the membership to discuss matters relating to personnel employed by the club and disciplinary actions.

Section 7. Special meetings – Special meetings of the Board can be held upon the request of any member of the Board, or the presentation to any member of the Board of a petition of at least 10 members requesting such a special meeting. Notice of special meetings shall be made by email to all club members at least three days prior to the meeting, except as exempted in Section 6. Attendance of a Director at such a special meeting constitutes a waiver of notice of the meeting, except where the Director attends the meeting for the express purpose of objecting to the transaction of any business the meeting is not lawfully called or convened.

Section 8. Participation by communications equipment – A member of the Board may participate in the meeting, by means of conference telephone, or similar communications equipment, by means of which all persons

participating in the meeting can hear each other. Participation in a meeting pursuant to this method constitutes presence in person at the meeting.

Section 9. Quorum – A majority of members of the Board then in office constitutes a quorum for the transaction of business. A vote of the majority of the members present at a meeting at which a quorum is present constitutes action of the Board.

Section 10. Vacancies – Vacancies of the Board of Directors shall be filled by the remaining members of the Board and each person so elected shall be a Director and officer until his/her successor is elected by the members at the next annual membership meeting, or at any special meeting called for that purpose.

Section 11. Action without a meeting – Action may be taken by the Board without a meeting if all members of the Board consent thereto. ~~either severally or collectively, consent thereto in writing.~~ Motions passed without a meeting will be reviewed at the subsequent regular meeting of the Board.

Section 12. Removal of directors – A majority of the Board of Directors, or ten percent of the membership, by petition or by vote at a meeting may demand a recall election of any Director. The Secretary shall prepare ballots with the following proposition: “Shall _____ (name of Director) be removed from the office of _____? Check one: _____ yes, _____ no.” The Secretary shall establish a recall voting date not less than fifteen nor more than sixty days after demand and shall e-mail to the record date membership the ballots not less than ten nor more than sixty days before the voting date. The names and addresses of the members as of the record date shall be available to any member without charge. A Director may be removed by a majority of votes cast by members in person, or by proxy, at a membership meeting at which a quorum is present.

Section 13. Compensation – No Director shall receive compensation for service, but any Director or member may receive reimbursement for costs and expenses in the pursuit of the club’s business, upon resolution for reimbursement by the Board.

Section 14. Rules of order – Unless otherwise stated in the bylaws, the protocols established in Roberts Rules of Order shall be followed at all meetings.

Article VII: Fiscal Year

The club's fiscal year shall be Jan 1st to Dec 31st.

Article VIII: Amendments

These bylaws may be altered or amended by the members present at the annual membership meeting, or by the Board of Directors. All amendments enacted by the Board must be ratified by the membership at the membership meeting by a majority vote of the members present.

Article IX: Seal

The club may have a seal of such design as the Board may adopt. If so adopted, the custody of the seal shall be with the Secretary and he/she shall have authority to affix the seal to all instruments where its use is required and authorized by the Board.

Article X: Conflict of Interest

No Director shall participate or vote on any matter which would involve a conflict of interest. Whenever a Director or committee member has cause to believe that a matter to be voted upon would involve them in a conflict or a possible conflict, he/she shall announce the conflict and shall abstain from both participating in and voting on such a matter. The Board shall decide by majority vote whether a Board member is in conflict when the member in question refuses to abstain from voting or participation in such a matter.

Article XI: Records and reports

All summaries, notes, minutes, and records of the club shall be open to the inspection of any club member. Copies shall be provided at cost to the member. The Board shall prepare an annual report and summary of the annual meeting which shall be distributed to the membership.

Article XII: Discrimination

This club shall not discriminate against any potential member, or member based on race, color, religion, sex, national origin, age, marital status, sexual orientation or disability, unless such a member has received discipline as noted in Article II, Section 3. This club shall not discriminate on any of the above grounds when hiring, contracting, or engaging in any business outside the club.

Article XIII: Dissolution Clause

Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

These by-laws adopted on 09/27/2011

Revised on 04/04/2018

Revised 10/10/2020

Revised 1/30/2023