

BYLAWS

PRINCETON FREEWHEELERS, INC.

A not for profit corporation

Article 1: Name

The name of this corporation shall be the Princeton Free Wheelers, Inc. (PFW)

Article 2: Organization and Purpose

2.1 The PFW is a bicycle club organized under Section 501(c)(7) of the United States Internal Revenue Code.

2.2 The purpose of the PFW is to provide opportunities for recreational bicycling and related activities. More specifically, purposes include promotion of safe recreational riding, fellowship among cyclists, advancement of the general interests of cyclists, philanthropic activities and education about the rights and responsibilities of cyclists.

Article 3: Membership

3.1 Qualifications for membership:

Any responsible person 18 years of age or older who has paid the annual dues and signed the required waiver is eligible for membership.

3.2 Types of membership:

1. Individual annual memberships.
2. Family annual memberships, available to families of one or two adults and minor children, if any, living in the same household.
3. Charter memberships, held by those who joined the PFW as Life members prior to April 1981 for a one-time fee.
4. Life memberships, held by those who joined the PFW after March 1981 for a one-time fee.
5. Honorary memberships, conferred upon an individual by a two-thirds vote of the Board of Trustees for the purpose of acknowledging extraordinary service or an outstanding contribution to the club or some aspect of bicycling. Honorary members shall not be entitled to vote.

3.3 Voting rights:

Each adult member is entitled to one vote on each matter submitted to a vote of the members.

3.4 Transfer of membership:

Membership is not transferable.

3.5 Termination of Membership:

3.6 The Board of Trustees, by an affirmative vote of two-thirds of all the members of the Board, may terminate the membership of a member for cause, such as but not limited to repeated unsafe behavior including failure to follow ride rules, harassment or criminal behavior directed toward another club member, after an appropriate hearing. Members failing to pay renewal dues will be discontinued from membership until such time as their dues are paid.

3.7 Reinstatement:

A former member who had membership terminated by the Board of Trustees may request reinstatement of membership by submitting a written request to the Secretary. A two-thirds affirmative vote of all the Board of Trustees is required to reinstate such a member.

Article 4: Dues

The Board of Trustees shall determine the amount of annual dues. Any change in the amount of the dues shall be announced in the PFW bulletin at least 60 days prior to the effective date of the change.

Article 5: Membership Meetings

5.1 Annual meeting:

An annual meeting of the membership shall be held for the purpose of inducting the newly elected Trustees and officers and conducting other business as required. This meeting shall be scheduled for March or April. Notice of this meeting shall be placed in the PFW bulletin for at least two months prior to the date of the meeting.

5.2 Special meetings

Special or additional membership meetings may be called by the President or the Board of Trustees; notice of these meetings shall be given to the members via the PFW bulletin.

5.3 Quorum

Fifteen members at any membership meeting, including at least one Board member, shall constitute a quorum. If a quorum is not present at any membership meeting, a majority of the members present may adjourn the meeting.

Article 6: Board of Trustees

6.1 The affairs of the corporation shall be managed by its Board of Trustees. Trustees must be members of the corporation and at least one member of the Board must be a resident of New Jersey.

6.2 The number of Trustees shall be ten voting members, including the following officers: President, First Vice President /Program Chairperson, Second Vice President /Ride Captain, Secretary, and Treasurer. The positions of Web Editor and Membership Chairperson shall be held by Trustees and shall be appointed by a majority of the elected Trustees. At-large Trustees to fulfill the requirement of ten Trustees shall be elected by the membership.

6.3 Duties of appointed Trustees:

1. The Web Editor shall be responsible for the maintenance and content of the PFW Website.
2. The Membership Chairperson shall process membership applications and maintain membership records.
3. Develop and enact policies for specific actions broadly granted under these bylaws. Policies require approval of two thirds (2/3) majority of the Board for enactment.

6.4 Board meetings and quorum:

1. The Board will typically meet once a month. A majority of the Board currently serving shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Trustees is present at any meeting, a majority of the Trustees present may adjourn the meeting.
2. Special meetings of the Board may be called by the President or any two Trustees. The person(s) calling the special meeting may fix a reasonable time and place for such meeting.

3. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees unless the act of a greater number is required by these bylaws.
4. Board meetings shall be open to members except under specific circumstances established by Board policy.

6.5 Removal:

A Trustee may be removed by a two-thirds vote of all the Board of Trustees when in its judgment the best interests of the corporation would be served.

6.6 Compensation:

Trustees shall not receive any compensation for their services, but any Trustee may be reimbursed for expenses incurred on behalf of the club. These expenses may include attorney's fees, actually and necessarily incurred against the Trustee in connection with any claim asserted against the Trustee, by action in court or otherwise by reason of being or having been a Trustee, except in relation to matters as to which the Trustee shall have been guilty of negligence or misconduct regarding the matter in which reimbursement is sought.

Article 7: Officers

7.1 The officers of the club shall be a President, two or more Vice Presidents (the number to be determined by the Board of Trustees), a Secretary, and a Treasurer. The Board of Trustees may appoint or cause to be elected other officers as it shall deem desirable, such officers to have authority and perform the duties assigned to them by the Board of Trustees.

7.2 The duties of the officers shall be:

1. President: The President is the chief executive officer of the club and supervises all business affairs of the club, presides at Board meetings, appoints committees, and is responsible to, and for, the club.
2. First Vice President /Program Chairperson: The Program Chairperson shall arrange and coordinate membership meetings and special events, and shall perform other related duties assigned by the President or the Board of Trustees. In the absence of the President, the Program Chairperson shall perform the duties of the President.
3. Second Vice President /Ride Captain: The Ride Captain shall coordinate the monthly ride schedule and perform other related duties as assigned by the President or the Board of Trustees. In the absence of the President and the Program Chairperson, the Ride Captain shall perform the duties of the President.
4. Secretary: The Secretary shall keep the minutes of all club meetings and Board meetings, arrange for periodic publication of such minutes in the PFW bulletin, and hold club records.
5. Treasurer: The Treasurer is responsible for the finances of the club: maintaining a bank account, receiving dues from the Membership Chairperson, processing other income, paying bills, preparing an annual financial report, arranging for a summary financial statement to be published in the PFW bulletin, and performing other duties as assigned by the President or the Board of Trustees.

Article 8: Elections

8.1 Election Committee:

An Election Committee, comprising at least three members, shall be appointed by the Board of Trustees. The responsibilities of each elective position shall be published in the PFW bulletin. All candidates shall have an opportunity to present a written statement in the PFW bulletin prior to the voting deadline.

8.2 Elections:

Elections of Trustees and officers shall be by secret ballot of registered club members in accordance with procedures established by the Board of Trustees, which shall insure that every registered club member has an equal opportunity to vote. Unopposed candidates shall be declared elected by acclamation. A registered member is anyone who qualified for membership under the provisions of Article 3.2: paragraphs 1-4, and is currently in a paid-up status. Each adult member is entitled to one vote on each matter submitted to a vote of the members. Board members shall serve from March 1 through the last day of February of the following year.

8.3 Term Lengths:

The length of term for all trustees and Board officers is two years. Successive terms may be served by Board members without limitation.

Article 9: Vacancies

Any vacancy occurring in the Board of Trustees may be filled by the affirmative vote of the remaining Trustees, though less than a quorum. If the Board decides to fill a vacant position from outside the Board, the vacancy will be announced in the Freewheel and interested applicants will be considered by the Board for the open position. A Trustee appointed to fill a vacancy shall serve the unexpired term of his/her predecessor in office.

Article 10: Committees

10.1 Board Committees:

The Board of Trustees may designate and appoint committees comprising two or more members of the Board, and shall appoint the chairpersons. Such committees shall have the authority of the board in matters designated by the Board.

10.2 Other Committees:

The Board of Trustees may designate other committees. The President may appoint club members to such committees and shall designate the chairpersons. Such committees may not exercise the authority of the Board. Any committee member may be removed by the person(s) authorized to appoint that member when in their judgment such removal serves the best interests of the corporation.

10.3 Quorum:

Unless otherwise provided when the Board of Trustees designates a committee, a majority of the whole committee shall constitute a quorum.

Article 11: Fiscal Year

The fiscal year of the corporation shall begin on March 1 and end on the last day of February of the following year.

Article 12: Miscellaneous

12.1 Provision of Law:

These bylaws are subject to the provisions of the PFW Certificate of Incorporation and the New Jersey Corporation Act, as amended. To the extent of any inconsistency of the bylaws with the

PFW Certificate of Incorporation or the New Jersey Corporation Act, the PFW Certificate of Incorporation and the New Jersey Corporation Act shall govern.

12.2 Dissolution:

Upon dissolution of this corporation, any remaining assets after payment of all debts shall be distributed in accordance with law to one or more organizations exempt under the provisions of Section 501(c)(3) or Section 501(c)(7) of the United States Internal Revenue Code, or to a government within the United States, for a public purpose. No part of the remaining assets may be distributed to any member of the corporation.

12.3 Records:

Books and records of the club including, but not limited to, minutes, financial records, and the membership list, shall be kept by the officers responsible. Such records, excepting those containing personal and/or confidential information, may be inspected by any member or member's agent, at any reasonable time.

12.4 Contracts:

The Board of Trustees may authorize any officer(s) or other member(s) of the corporation, as agent(s) of the corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation; such authority may be general or confined to specific instances.

12.5 Checks, Drafts, or Orders of Payment:

All checks, drafts, or orders of payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by the Treasurer. If the Treasurer is not available or is incapacitated, such instruments shall be signed by the President.

12.6 Deposits:

All funds of the corporation shall be deposited to the credit of the corporation in one or more financial institutions as approved by the Board of Trustees.

Article 13: Amendments

Any proposed change in these bylaws must be presented in writing to the Secretary. The President shall appoint a committee, including at least one elected Trustee, to study the proposal and make a recommendation to the membership within a reasonable time, not to exceed six months. The proposed amendment shall be published in the PFW bulletin. The membership will then vote on the amendment at a membership meeting, at which a two-thirds affirmative vote of the members present shall be required to approve the amendment.