

# Getting It In Cyclists, Incorporated Bylaws

## ARTICLE ONE

### NAME:

The corporation's name shall be Getting It In Cyclists, Incorporated with headquarters located in Brandywine, Maryland. The corporation's principal geographical area of activity shall include but not be limited to the District of Columbia, Maryland and Virginia areas.

## ARTICLE TWO

### AIMS:

The corporation is established for the benefit and social enjoyment of its members and guests. Its primary aims are:

1. To promote bicycles and bicycling in all its aspects, including but not limited to bicycling as a recreational, social, athletic, and transportation activity.
2. To promote all forms of recreational and athletic activities.

## ARTICLE THREE

### MEMBERSHIP:

Anyone who owns or rides a bicycle or who embraces the purposes of the corporation is eligible for membership. An application and legal release is required.

## ARTICLE FOUR

### DUES:

Dues shall be determined by a three-fourths affirmative vote at any regularly scheduled meeting. Dues are payable upon initiation.

## ARTICLE FIVE

### TREASURY AND EXPENSES:

The Treasurer shall deposit all monies in a bank account and maintain a complete record of financial transactions, which shall be reported to the membership at each monthly meeting. The depository bank shall be determined by resolutions of the board.

There shall be an auditing of the books annually and a report made to the membership. The Treasurer shall collect all dues. Dues are payable on the anniversary of initiation with a one-month grace period. If a membership is terminated for non-payment of dues, reinstatement requires a new application, legal release, and applicable dues. The fiscal year shall be from January 1 through December 31st.

The President or any other officer may expend up to \$500 without Board approval. Any expenditure of more than \$500.00 requires approval by the Board of Directors.

## ARTICLE SIX

### OFFICERS:

The following officers shall be elected annually by ballot vote of the membership: (1) President; (2) Vice President; (3) Secretary; (4) Treasurer. The term of office for each officer shall be two years, based upon the fiscal year. The minimum age for an officer shall be eighteen years.

Any Officer may be appointed to any committee or committees by the President, who may also make self-appointments to any committee or committees.

**The President:** Presides at all meetings. Appoints all committees and their associated chairpersons initially, after which the chairperson may make additions to his/her committee upon informing the President and Secretary. Acts as Chairman of Board of Directors at its meetings. In general, enters into all areas of activity with the committees. Is responsible to the membership in all matters.

**The Vice President:** Assumes the President's office and powers in the absence of the President.

**The Secretary:** Keeps minutes of all meetings. Prepares written documents and handles correspondence as requested by the President.

**The Treasurer:** Is responsible for finances as directed by the Board of Directors. Collects dues. Disburses as required. Prepares a financial report for each regular meeting and at any specially called Board of Directors meeting. Makes books available for members to view on demand.

**Succession:** If the President vacates his or her office, the Vice President automatically succeeds to the Presidency for the remainder of the term. A new Vice President shall be appointed by the President. If the Vice President, Secretary, or Treasurer vacates his office, the President shall appoint the respective successors for the remainder of the year.

## ARTICLE SEVEN

### OFFICER ELECTIONS:

Annual election of Officers shall be by membership ballot vote conducted at the February meeting by the Nominating Committee, who, with its chairperson, is appointed by the President at a meeting in October. This committee shall present a list of candidates for the offices and board positions to be filled at the annual meeting in January. Additional names may be placed in nomination from the floor by any

member prior to the election. Space for write-in candidates shall be provided on all ballots. A ballot, which can be mailed in, shall be published in a newsletter distributed at least ten days before the annual meeting for those unable to attend the annual meeting. All ballots will be tabulated by the Nominating Committee. A plurality shall be necessary to elect. There are no limits to the number of terms to which any officer may be elected. Installation of Officers-elect shall take place at the first regular meeting following the election.

## ARTICLE EIGHT

### BOARD OF DIRECTORS:

The Board of Directors shall have the overall responsibility for the administration of the corporation and carrying out its purposes. The Board shall consist of eight members. The President, Vice President, Secretary, and Treasurer, shall each have two-year terms. Four non-officer directors shall have four year terms, on a rotating schedule.

Upon resignation of a non-officer director, the President or Chairman of the Board shall appoint a replacement who will fill the position until the next annual election. At that time, the position shall be filled by election for the remainder of the original term.

The Chairman of the Board shall be Lloyd Mason until such time that he resigns from the board.

The Board of Directors may meet in person or in a conference call via phone or computer or other device at which each participant can hear the others.

## ARTICLE NINE

### MEETINGS:

Business meetings shall be held at such time and place as the officers shall decide. Business meetings are open to all members in good standing. Each member present shall be eligible to speak and to cast one vote on each item of business properly brought before the meeting. Notice of scheduled meetings will be published in the club newsletter and the club website.

The annual meeting shall be held in the month of February each year. Written notice of such meeting shall be published in a notice or newsletter that shall be distributed to members at least 10 days prior to the date of the meeting.

Board of Directors meetings shall be called by the President (or the Vice President in his or her absence). The President or Secretary shall inform the directors of such meetings.

## ARTICLE TEN

### COMMITTEES:

There shall be such committees as the Board of Directors shall from time to time establish. The Board of Directors may dissolve any committee.

## ARTICLE ELEVEN

### QUORUM:

A quorum for the purpose of conducting business at any meeting shall consist of a minimum of three Directors of the Corporation.

## ARTICLE TWELVE

### BYLAWS:

These Bylaws may be amended at any official meeting, upon a two-thirds affirmative vote of members voting. Voting on these Bylaws may proceed only after notice is printed in a newsletter or notice distributed at least ten days before the meeting at which such votes will be tabulated.

A ballot shall be printed in the newsletter or notice for those members unable to attend the meeting.

## ARTICLE THIRTEEN

### DISTRIBUTION OF ASSETS:

Upon dissolution of the corporation. All assets shall be distributed as determined by the Board at Directors; first to organizations similar in purposes to the corporation which conduct their activities in similar territory and, in the event that no such organization exists, to charitable organizations.