

Bluegrass Cycling Club, Inc.
By-Laws

Article I – Name and Purpose

- A. **Name** - The name of the organization is Bluegrass Cycling Club, Inc. (Hereinafter “BCC”).
- B. **Tax Exemption** - The BCC is organized exclusively for charitable, educational, and scientific purposes as specified in Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or any future federal tax code (the “Code”).
- C. **Purposes** - The specific purposes of the BCC are:
1. To encourage bicycling for health, recreation, and transportation;
 2. To promote bicycle safety;
 3. To improve bicycling facilities;
 4. To further all phases of bicycling; and
 5. Any and all other purposes which the BCC may deem appropriate.

Article II – Membership

A. **Membership Structure and Dues** –

1. The BCC shall be a membership organization. The Board of Directors shall develop a structure for membership, including the application process, term of membership, and dues structure. The Board of Directors may establish different categories of membership, and may use a tiered dues structure. The Board of Directors shall also establish requirements for a member to be in good standing and therefore eligible to vote.
2. No person shall be discriminated against because of race, color, creed, religion, political affiliation, age, sex, sexual preference, handicap, appearance or national origin.

B. **Membership List and Notice Requirements**

1. The Secretary of the BCC or the Secretary’s designee shall maintain a complete and accurate list of BCC members in good standing that includes contact information and the term of membership. Each member shall be responsible for providing to the Secretary accurate contact information, including a valid e-mail address, via their membership profile on the BCC website, and for updating information when it changes. Members who fail to do so, or elect to opt out of e-mail notifications, shall be deemed to have forfeited their right to notification as may be required by these by-laws.
2. The list maintained by the Secretary shall be the official membership list of the BCC.
3. Notice required by these by-laws shall be provided within timeframes established by these by-laws.
4. All notices to members required by these by-laws shall be provided by e-mail, and shall be posted on the BCC website unless otherwise provided in these articles.

C. **Meetings**

1. **Annual Meetings** - Two annual general membership meetings shall be held in each calendar year. One shall be in January, and shall include the announcement of Board of Directors election results, and the other shall be on a date established by the Board of Directors. The Board of Directors shall determine the date, time and place of the annual meetings. Notice of the date, time and place of the annual meetings shall be provided to all members of record in good standing not less than thirty (30) days prior to the scheduled meeting by posting on the BCC Website and sending an e-mail to members on the website e-mail list.
2. **Special Meetings**
 - i. The Board of Directors may call a special meeting of the members at any time.
 - ii. Twenty (20) members in good standing may call a special meeting of the members by presenting a petition with at least twenty (20) signatures of members in good standing to the Secretary.
 - iii. Notice of a special meeting shall be provided at least fifteen (15) days prior to the meeting, by posting the meeting on the BCC website and sending an e-mail to members on the website e-mail list. The notice shall include the date, time, place and purpose of the special meeting.

D. Voting Rights of Members

1. **Mandatory Membership Voting** - All Members of the BCC who are in good standing shall have the right to vote on:
 - i. All amendments to the Articles of Incorporation;
 - ii. All amendments to these by-laws as provided in Article VII of these by-laws; and
 - iii. The election of members of the Board of Directors as provided in Article III of these by-laws.
2. **Optional Voting Rights**- The Board of Directors may place additional issues before the membership for a vote, in which case, the vote of a majority of members voting shall determine the outcome.
3. **Alternative Voting Methods Authorized** – The Board of Directors may establish a process for members to vote on mandatory or optional issues electronically, by mail, or by any other means the Board of Directors determines to be feasible. A meeting shall not be required for a vote to be held except as otherwise provided in these by-laws.
4. **Quorum and Majority Vote Requirements** –
 - i. Members present at an annual meeting or a specially called meeting for which appropriate notice has been provided shall constitute a quorum for the conduct of business.
 - ii. The vote of a majority of members voting on an issue, whether in person, by alternative voting method, or by a combination of in person and alternative voting, shall decide all questions brought before the membership for a vote.
5. **Conduct of Meetings** – Parliamentary procedures during meetings of the membership shall be governed by Roberts Rules of Order when not in conflict with these by-laws.

- E. Resignation** - Any member may resign from membership by providing written notice to the Secretary of the BCC. The notice shall include the effective date of the resignation. Members who resign shall not receive any refund of membership dues paid.

Article III – Board of Directors

- A. Director Qualifications** – Any member of the BCC in good standing may be elected to the Board of Directors as provided in this Article.
- B. Number of Directors** – The BCC shall be governed by a Board of Directors consisting of between 9 and 12 members. Board members shall not be compensated for their duties as board members, but may be reimbursed for reasonable expenses related to work of the board. The total number of Directors shall be determined by a majority vote of the Board of Directors.
- C. Election of Directors** - Board members shall be elected by the membership at or prior to the annual general membership meeting or shall be appointed by the board as provided in this subsection.
1. The term of office for each Board Member shall be three (3) years and terms shall be staggered .
 2. A Board Member whose term expires shall continue to serve after the expiration of his or her term until the next annual election of board members.
 3. An election shall be held annually at or before the annual general membership meeting held in January to fill all vacancies created through expired terms, or to fill vacancies created by resignations during the prior year that were not filled by the board as provided in Section D of this Article.
 - i. The term of newly elected directors shall begin upon certification of the election results by the nominating committee, which shall occur 7 days after announcement of the election results at the January annual meeting, unless certification is delayed by the board as provided in this paragraph. Any member with a question or issue regarding the election process may submit his or her issue in writing to the chairperson of the nominating committee during the 7-day period immediately following the annual meeting. Certification of the election results may be delayed by the board as necessary to resolve any issues.
 - ii. Nominations to the Board of Directors shall be solicited by a nominating committee, which shall be formed on an ad hoc basis as necessary. The Board of Directors shall develop a process for receiving nominations, which shall allow self-nomination or nomination by another member.
 - iii. The process established by the Board of Directors shall include a period of at least 7 days between the close of nominations and the commencement of voting. During this period, a list of all persons nominated for election by the nominating committee shall appear on the website. Any member with a question or issue about the nominating process or nominations may submit his or her issue or question in writing to the chair of the nominating committee during this period. The board may delay the election as necessary to resolve any issues relating to nominations or the nomination process. Once elections have commenced, no additional candidates may be added to the list.
 - iv. The names of individuals who have been nominated for Board Membership shall be included in the annual meeting notice and in the information distributed as part of an alternative voting process if the Board of Directors elects to use an alternative voting process to elect new members of the Board of Directors.
 - v. A Board Member elected pursuant to this subsection may serve two (2) consecutive terms. A past board member may again be elected to the Board of Directors after being off the Board of Directors for one (1) calendar year.

D. Vacancies - Any vacancy occurring on the Board of Directors other than a vacancy resulting from the normal expiration of a term of office shall be filled in one of the following ways:

1. If the Board of Directors includes the minimum required number of directors after the vacancy, the Board of Directors may vote to wait until the next general election to fill the vacancy using the same voting process as is used to fill the board positions up for normal election. The person elected shall serve for the remainder of the term of the vacant position.
2. Otherwise, or if the Board of Directors votes to fill the vacancy immediately, the Board of Directors shall form an ad hoc nomination committee to identify individuals willing to serve on the Board of Directors. The ad hoc committee shall present the names of the individuals to the Board of Directors for consideration. The Board of Directors shall vote, and the person receiving a majority vote of the Board of Directors shall be appointed to fill the remaining term of the vacant board seat.

E. Resignation and Removal, and Attendance

1. **Resignation** - Any director may resign by submitting a written notice of resignation to the Secretary.
2. **Removal** – Any director may be removed from office at any time with cause by the affirmative vote of two-thirds (2/3) of the directors in office.
3. **Meeting Attendance** - Any member of the Board of Directors who is absent from two (2) consecutive regular meetings of the Board of Directors without just cause for the absence may be removed from the Board of Directors by the affirmative vote of a majority of the directors in office.

F. Voting and Quorum Requirements

1. **Quorum Requirements** – A majority of the board shall constitute a quorum for doing business.
2. **Voting** -
 - i. Unless otherwise provided in these by-laws or in the Articles of Incorporation, a majority of board members at which a quorum is present may act on behalf of the corporation.
 - ii. The Board of Directors may, by majority vote at a meeting, adopt a process for the board to act using electronic voting for any decisions made by the board except approval of the annual budget, and the election of officers, provided that any electronic voting process adopted by the board shall require the affirmative vote of a majority of directors elected for affirmative action, and any votes taken electronically shall be affirmed at the next board meeting. The Secretary shall be responsible for setting up the voting process and tabulating electronic votes. The Secretary shall review the results with the President who will communicate the outcome to the Board members.
3. **Conduct of Meetings** – Parliamentary procedures during meetings of the Board of Directors shall be governed by Roberts Rules of Order when not in conflict with these by-laws.
4. **Presence at Meetings** – The Board of Directors may establish requirements for attendance at and participation in board meetings, including attendance and participation by telephone or video conference. If telephone or video conference participation is permitted, the participation must be such that all members physically

present at the meeting and the members participating from remote sites can be heard simultaneously.

5. **Abstentions**

- i. **Conflict of Interest** - Any member of the board who has a direct or indirect financial interest, or a conflict of interest relating to an issue before the board shall declare the conflict on the record and shall not participate in discussions relating to the issue or vote on the issue. The director's name and the nature of the conflict shall be recorded in the minutes of the meeting.
- ii. **Other Reasons** – Any member who, for reasons other than a direct or indirect financial interest or conflict of interest relating to an issue before the board does not want to vote may abstain. The abstention shall be noted in the minutes of the meeting.
- iii. **Effect of Abstention** - An abstention shall not count as a vote on either side of a motion.

G. **Meetings**

Board meetings shall be open to all members unless, based on special circumstances or the sensitive nature of an item to be considered by the board, relating to the purchase or sale of real estate, discussion of actual or proposed litigation, or discussions which might lead to the appointment, discipline, or dismissal of an individual member, a majority of the board members present at a meeting vote to close the portion of the meeting at which such items will be discussed.

1. **Frequency** – The Board of Directors shall meet at least four (4) times each calendar year, but may meet more frequently as determined by the Board of Directors.
2. **Meeting Schedule** – The Board of Directors shall adopt a tentative meeting schedule for the year at its first meeting in each calendar year. The schedule may be amended by a majority of the Board of Directors.
3. **Special Meetings** – A special meeting of the Board of Directors may be called by the President, by the Executive Committee, or by three (3) or more members of the Board of Directors. Notice of the time, place, and agenda of both regular and special meetings shall be transmitted by the Secretary or the President to each director at least four (4) days prior to the meeting.

Article IV – Officers

A. **Officers of Board**

1. **Officers** - The BCC shall have a President, Vice President, Secretary, Treasurer, Rides Chairperson, and any other officers the Board of Directors determines to be necessary.
2. **Election of Officers** – Board officers shall be elected each year from among the members of the Board by the Board of Directors at the next board meeting after the annual membership meeting. An officer may not serve more than three (3) consecutive terms in the same office. A past officer may be elected to the same position he or she held previously after sitting out for one (1) calendar year.
3. **Duties and Powers of Officers** – The powers and duties of the officers are generally described below. In the event of the absence or disability of any officer, the President may delegate the powers and duties of such office to any other officer or board member temporarily. In the event of the absence or disability of the President, the Vice

President shall assume the powers and duties of President until a new President is elected by the Board of Directors.

- i. President – The President shall preside at all regular and special meetings of the Board of Directors and shall be the chief executive of the BCC.
- ii. Vice President – The Vice President shall preside at all meetings in the absence of the President. The Vice President shall perform other duties as may be assigned by the President or the Board of Directors.
- iii. Secretary – The Secretary shall record and maintain minutes of the meetings of the corporation, shall ensure maintenance of the official membership list, and shall have such other duties as assigned by the President or the Board of Directors.
- iv. Treasurer – The Treasurer shall maintain all financial records of the BCC, institute appropriate fiscal controls as approved by the Board of Directors, and shall provide the annual reports required by these by-laws, and periodic financial reports to the Board of Directors, the Finance Committee, and the membership as necessary to keep the Board of Directors, Finance Committee, and the membership well informed. The Treasurer shall ensure that all required tax returns and fiscal reports are prepared and filed in a timely manner with the appropriate authorities. The Treasurer shall also ensure that appropriate insurance coverage is obtained and maintained for the organization.
- v. Rides Chairperson – The rides chairperson shall chair the Rides Committee should the Board of Directors establish a rides committee. The Rides Chairperson shall be responsible for the development of guidelines and policies for the board to consider relating to club sponsored rides, including ride leader training, ride leader requirements, ride descriptions, and ride safety guidelines.

Article V – Committees

- A. **Executive Committee** -The Board of Directors shall have an Executive Committee, which shall be responsible for conducting the affairs of the BCC on behalf of the Board of Directors between regular meetings. The Board of Directors may, by resolution adopted by a majority of voting directors present at any regular or special meeting of the Board of Directors, delegate to the executive committee any authority otherwise vested in the Board of Directors for the governance of the corporation. The Executive Committee shall consist of five (5) voting members, including the President, Vice President, Secretary, Treasurer, and Rides Chairperson
- B. **Finance Committee** – The Finance Committee shall be responsible for the oversight of the financial affairs of the corporation, and such other duties as assigned by the Board of Directors. The Finance Committee shall consist of at least three (3) members, who shall be appointed by the Board of Directors. A majority of the members of the Finance Committee shall not be members of the Board of Directors. The chairperson of the Finance Committee shall be appointed by the Board of Directors. The Board of Directors shall establish membership terms, and operating and reporting requirements for the Finance Committee.
- C. **Other Committees** – The Board of Directors may establish other committees as needed to facilitate the purposes of the BCC. The duties and responsibilities of committees established by the Board of Directors shall be determined by the Board of Directors and shall be set forth at the time the committee is established. The chairperson of the committee shall be

appointed by the Board of Directors, and the committee membership shall be determined by the Board of Directors with input from the chairperson of the committee.

Article VI – Corporation Finances

- A. Fiscal Year** – The fiscal year of the BCC shall begin on January 1, and end on December 31 of each calendar year.
- B. Accounts** – All BCC bank accounts shall be maintained in a bank, trust company or other depository as selected by the board. The Treasurer shall be responsible for all financial accounts and records except as otherwise provided in these by-laws.
- C. Contributions and Gifts** – The Board of Directors may accept on behalf of the BCC any contributions, gifts, bequests or devises and shall expend such amounts as directed by the donor.
- D. Budget** - No later than December 31 of each year, the Board of Directors shall approve a budget for the upcoming fiscal year. The approved budget may be revised periodically as determined necessary by the Board of Directors.
- E. Annual Reporting** – Not later than three (3) months after the close of each fiscal year, the Treasurer shall prepare, or shall cause to be prepared and presented to the Board of Directors:
 - 1. Balance Sheet** – A balance sheet showing in reasonable detail the financial condition of the BCC and each of its committees at the close of the fiscal year.
 - 2. Accounting** – A statement showing the source and application of funds for the prior fiscal year.

Article VII – Amendments

These by-laws may be amended by a majority vote of the members voting electronically or at a meeting at which the amendment is considered, as determined by the Board, subject to the following:

- A.** The Board shall schedule a meeting to receive input and comments from members on any proposed changes to the by-laws. At least fifteen (15) days prior to the meeting, the by-laws with proposed amendments included, and a description of the amendments shall be posted on the website of the BCC, and a link to the documents posted on the website shall be e-mailed to all active members. The notice shall include:
 - 1. The date, time, and location of the membership meeting,
 - 2. Instructions for how and where to submit written comments as provided in paragraph B of this Article; and
 - 3. How a member may obtain a copy of the by-laws and description of the amendments from the board Secretary.
- B.** Any member may submit written comments relating to the proposed amendments to the Secretary at any time prior to the meeting scheduled to receive input and comments. The comments may be submitted electronically, hand delivered, or mailed to the Secretary, and shall include the name and contact information of the member submitting the comments.

- C. The Board shall consider all written and oral comments received within fifteen (15) days after the membership input meeting, and may make amendments to the proposed changes based upon the feedback received.
- D. The final version of the by-laws, including any changes made after the membership meeting, shall be posted on the BCC website and e-mailed to all active members with:
 - 1. A notice that the document is final and will be put to a member vote;
 - 2. A description of any amendments made based on member comments;
 - 3. A document detailing written member comments submitted, and a summary of comments provided at the member meeting;
 - 4. A notice of whether amendments will be voted on separately or as a group, and
 - 5. If voting will be done electronically, a link where members can record their votes., and the date and time when voting will open and close.The voting period for electronic voting shall be open for at least fifteen (15) days. If the vote will be taken at a meeting, the notice shall include the date, time, and place of the meeting, which is at least fifteen (15) days after the date of the notice.
- E. The results of the vote whether taken at a meeting or electronically shall be announced on the BCC website, and by an e-mail sent to all members within five (5) days of the conclusion of the voting, or the date of the meeting.
- F. The proposed amendments shall not in any way adversely impact the tax-exempt status of the BCC under the provisions of the code.

Adopted November 12, 2009.

Amended January 14, 2012

Amended March 23, 2013

Amended August 24, 2019