

**CAPE FEAR CYCLISTS, INC.
CONSTITUTION and BY-LAWS
14 December 2011**

ARTICLE I - Name & Objectives

Section 1. Club Name and Type: "Cape Fear Cyclists, Inc." is a non-profit Club registered with the North Carolina Secretary of State as a Section 501(c) 7 non-profit organization.

Section 2: Club Colors: Red, black and gold, intended for use on logos, banners, jerseys, etc. as a distinctive identification of the club.

Section 3: Club Objectives:

- a) To bring together individuals and organizations with a common interest in bicycling.
- b) To promote public recognition of the need for safer bicycling conditions and to offer guidance and instruction in safe bicycling operation.
- c) To plan, organize, and conduct recreational bicycling activities to include:
 - 1) Regularly scheduled rides
 - 2) Individual and group touring
 - 3) Individual and team competition
- d) To promote the use of bicycles for health, ecological, and alternative transportation purposes.
- e) To encourage public and private facilities for bicycling.
- f) To cooperate with public authorities in the observance of all traffic regulations.
- g) To advocate cycling safety, improved cycling facilities and the registration of bicycles.

ARTICLE II - Membership

Section 1 Eligibility

- a) An individual adult membership is open to any person 18 years of age or older.
- b) A family membership shall be open to immediate family groups.
- d) An honorary life membership shall be open to any individual who is voted deserving of the honor by a 2/3 majority of the Officers and Board of Directors.

Section 2 Dues

- a) Annual membership dues shall be determined by the Board. Honorary life members are not required to pay dues.
- b) Dues are payable, in full, the month a person or family joins and every 12 months thereafter for annual memberships and every 36 months thereafter for three-year memberships. Paid dues are not normally refundable.

- c) Membership dues shall include access to the members-only section of the website, and the right to vote on matters of club business, and all other membership activity benefits.

Section 3 Termination of membership

- a) Any member may resign from the club upon written notice.
- b) A membership will be considered lapsed and automatically terminated if the member's dues remain unpaid for a period of 90 days past the due date.
- c) The board of directors may terminate any member for non-adherence to club rules, safety infractions.

ARTICLE III - Meetings and Voting

Section 1 General Meetings

- a) General meetings of the club shall be held at such time and place as may be designated by the Board of Directors. Notice of such meetings shall be made at least two weeks prior to the date of the meeting.
- b) A quorum shall consist of all members at the General Membership meeting and absent members voting by electronic means such as e-mail.

Section 2 Special Meetings

- a) Special full membership meetings may be called by the President or by a majority vote of the Board of Directors or by the Secretary upon receiving a petition signed by five members of the club.
- b) Such special meetings shall be held at such time and place as may be designated by the person(s) authorized herein to call the meeting. Notice must be made at least two weeks prior to the date of the meeting and no other club business other than that for which the meeting was convened may be transacted thereat.
- c) A quorum for Special Meetings shall consist of 15% of the General Membership.

Section 3 Board Meetings

- a) Meetings of the Board of Directors shall be held at such time and place as may be designated by the Board or the President. Notice of such meetings shall be made at least two days prior to the meeting.
- b) The president or vice-president can also convene and conduct Board meetings by electronic means on topics that lend themselves to this means. These will be referred to as "Virtual Boards" and will be subject to the same rules as in-person Board meetings.
- c) The quorum for all Board meetings shall be a simple majority of the Board.
- d) Members of the club, other than members of the Board, may attend or report at Board meetings.
- e) Approval of motions for changes in policy or programs, new programs and projects, and financial outlays of more than \$100 require at least 50% of officers and 25% of other Board members present.

Section 4 Voting

- a) Each member whose dues are paid to date shall be entitled to one vote at any club meeting at which they are present except that only Board members may vote at Board meetings.
- b) Proxy voting shall be permitted for any meeting or election via electronic means such as e-mail.
- c) In no case may a person be entitled to vote at a meeting whose dues are unpaid as of the date of that meeting.

ARTICLE IV - Directors and Officers

Section 1 Board of Directors

- a) The Board shall consist of the President, Vice President, Secretary, Treasurer, the immediate past president, the Chairs or co-Chairs of standing committees and specific organizational positions.
- b) All Board members must be Cape Fear Cyclist members in good standing.
- c) The President, Vice President, Secretary and Treasurer are officers of the Club and are elected positions. Their term of office shall coincide with the calendar year.
- d) Heads of standing committees are appointed by the President, and their term will be determined by the President.
- e.) General management of the club's affairs shall be entrusted to the Board of Directors.
- f.) The Board shall together prepare an Annual Report for presentation by the President to the membership at the annual meeting or posted on the Club Website.

Section 2 Officers

- a) The club's officers, consisting of President, Vice President, Secretary, and Treasurer shall serve in their respective capacities with regard to the club and its meetings.
- b) The President shall preside at all meetings of the club and shall have the duties and powers, normally associated with the office of President, in addition to those particularly specified in this constitution and by-laws. The president may approve financial commitments and expenditures of up to \$100 without Board approval
- c) The Vice President shall serve as the club's official representative to the League of American Bicyclists. He or she will, with the help of the Events Coordinator or Special Events organizers, coordinate volunteers assisting in activities sponsored by the club. These duties may be delegated to other members of the Board by the President when necessary. The Vice President will assist the President in general oversight and guidance for all standing committees and special positions (see ARTICLE IV, Section 3a). The Vice President shall also have the powers and exercise the duties of the President in case the President is absent or incapacitated.
- d) The Secretary shall keep a record of all meetings of the Club and of the Board and of all matters for which a record shall be ordered by the Club. The Secretary shall have charge of the correspondence, notify members of meetings and carry out such other duties as are prescribed in this constitution and by-laws. The Secretary will maintain a file of all event and ride waiver forms for a period of seven years. Duties other than keeping of Club records may be delegated to other members of the Board when necessary.

- e) The Treasurer shall collect and receive all monies due or belonging to the Club and receipt therefore; shall deposit same in a bank satisfactory to the Board, in the name of the Club; shall at all times keep the financial books open to inspection; shall report at every meeting the condition of the Club's finances. The treasurer shall prepare an annual report for the past year and a budget for the subsequent year.
- f) Term Limits: Unless approved by the Board for additional terms, the president and vice-president terms are 1 year and they will not normally serve more than two consecutive terms.

Section 3 Committees and Members-at-Large

- a) The following are normal standing committees and specific organizational positions.
 - 1) Membership:
 - 2) Advocacy
 - 3) Education
 - 4) Publicity
 - 5) Social Events
 - 6) Road Racing & Time Trials (this may also be an ad hoc committee)
 - 7) Bicycling Events coordinator
 - 8) Webmaster
 - 9) Website Editor
 - 10) Adopt-a-Highway
 - 11) Historian
 - 12) Off-road bicycling liaison
- b) The duties of the standing committees shall be determined by the Board of Directors. Chairs of standing committees shall be appointed by the President. All committee chairpersons may select other members of the club to serve on their committees as necessary. *(See attachment 1 for a current description of the duties and responsibilities of standing committees. This attachment may be changed by the Board of Directors and does not require General Membership approval).*
- c) Special or Ad Hoc committees may be established for a designated period of time by the President upon approval of the Board of Directors.

Section 4 Attendance at Meetings

- a) Board members are expected to attend all Board meetings. Any Board member missing three consecutive meetings will be considered by the President for replacement on the Board.
- b) The President shall remind any Board member who misses two consecutive meetings of the above rule.

Section 5 Vacancies

- a) All vacancies on the Board occurring during the year shall be filled for the unexpired term of office by a majority vote of the Board at its next regular meeting.

- b) The President may appoint an interim fill for vacant positions.

ARTICLE V Club Year, Annual Meetings and Elections

Section 1 Club Year: The club's business year shall begin January 1st and end December 31st.

Section 2 Annual Meeting: The Annual Meeting shall be held in November or December, at which time officers for the following year shall be elected. They shall take office January 1, and each retiring officer or director shall turn over to their successor all property, records, and information relating to that office by that date.

Section 3 Nominations:

- a) During the month of October the Board shall select a nominating committee consisting of at least two members. The Board shall name a chairperson for the committee, and it shall be the duty of the chairperson to call a committee meeting, which shall be held by November 1st.
- b) The committee shall nominate at least one candidate for each office. After securing the consent of each person nominated, the chairperson shall report all nominations to the club President and notify the membership through the website, e-mail or newsletter of the candidates nominated.
- d) Additional nominations of any member willing to serve on the Board may be made at by e-mail to the nominating committee or at the annual meeting

Section 4: Elections

- a) The candidate for each Board office receiving the greatest number of votes will be declared elected.
- b) Absentee votes may be made by Club members by electronic means to the nominating committee.

ARTICLE VI - Club Rides and Special Events

Section 1 Club rides shall be open to both club members and other interested riders at the discretion of the ride leader. All participants shall sign a liability waiver form that will be kept on file for 7 years by the Club Secretary. Waivers for riders under the age of 18 should be signed by a parent or responsible adult

Section 2 Members and guests going on Club rides shall obey all traffic laws, should carry basic repair tools, and wear a protective helmet.

Section 3 Club rides shall be publicized, primarily on the Club website. The Board of Directors and / or the Bicycling Events Chair shall determine the schedule of such rides.

Section 3: Ride coordinators will be appointed for each ride and apprised of their responsibilities by the Bicycling Events Coordinator. The ride coordinators will also be provided with waiver forms which must be signed by all riders.

Section 4: Special Events and Fund Raising Rides (for example the Hot 100 or the Tour de Blueberry) can be proposed by any Club member, but must be approved by a majority of the Board of Directors. The organizer(s) will be appointed if the event or ride is approved. The organizer(s) will be

responsible for ensuring that the required permits and insurance are obtained as soon as planning begins.

Section 5: The ride coordinators and Special Event organizers will be provided with waiver forms which must be signed by all riders. The ride coordinators and Special Event organizers will provide (in person or by mail) an original of the waiver forms for their ride or event to the Club Secretary within the following two weeks. This may be done at the end of the ride if the Secretary is present, by mailing the waiver to the Secretary or by dropping off the waiver form at the CFC Mailbox at Two Wheeler Dealer.

Section 6: Incident reports must be given immediately to the Club President or Vice President in the President's absence.

ARTICLE VII – Cooperative Agreements with other Organizations

Section 1: The Club may enter into cooperative agreements with other athletic or recreational organizations, local city and county governments and commercial businesses, such as local builders and developers.

Section 2: Prior to making any commitments or signing any agreements or Memorandums of Understanding (MOUs), the proposal must be presented to the Board and approved by a 2/3 majority of the Board.

ARTICLE VIII- Internet and Electronic Communications

Section 1: The website shall be under the co-direction of the President, Webmaster and the Website Editor. One of them will approve all occasional content for posting. All policy issues (advertising, violations of non-profit rules, etc.) shall be resolved by the Webmaster or Website Editor and shall be approved by a simple majority of the Board.

Section 2: Members are encouraged to submit articles, photos, and event notices to the Website editor in a timely fashion for the enjoyment of the membership and visitors to the web page. The Website editor will approve the posting of commercial discount offers by Club members on the Membership Section of the Website.

Section 3: List-server e-mail is for all interested persons. The list-serve may be used for communication of any relevant bicycling concern or issue, but courtesy and good faith are the watchwords for potentially contentious issues. List participants with controversial views or engaging in interpersonal debates should use their personal e-mail. Participants who abuse the list policies are subject to removal from the list. E-mail commercial announcements must be approved by the Website Editor or the President.

Section 4: A website committee will develop and maintain Website Policies. These will be an addendum to these By-laws (see Attachment 2).

ARTICLE IX - Amendments

Section 1 Amendments to the constitution and by-laws may be proposed by the Board of Directors or by written petition signed by 15% of the membership. Amendments proposed by such petition shall be reviewed by the Board of Directors and submitted to the membership for a vote within 3 months.

Section 2 The constitution and by-laws may be amended by a 2/3 vote of the members present at any regular or special meeting or by electronic

means. The membership shall be notified of the proposed amendment(s) at least two weeks prior to the date of the meeting or deadline for an electronic vote. Failure to vote by the deadline will be considered an affirmative vote.

ARTICLE X - Dissolution

Section 1 The club may be dissolved at any time upon resolution of the Board. In the event of dissolution, the remaining assets of the club, after payment of all debts, shall be given to a charitable bicycling advocacy organization selected by the Board of Directors.

Approved by the CFC Board of Directors: 26 November 2011

Approved by the General Membership: 14 December 2011

Prior CFC By-Law Versions: Original 1989, Revised 1990, Revised 10/31/05, Revised 11/17/05 Revised 12/8/2009, Revised 20 April 2011.

Attachment 1: Standing Committee Duties and Responsibilities (February 2011)

Note: This attachment may be revised by the Board of Directors and does not require General Membership approval.

- 1) Membership:** The membership chair, with the help of committee members, will maintain a roll of the members of the club with their addresses and phone numbers, process membership applications and will send reminders for renewal.
- 2) Advocacy:** The Advocacy chair, with the help of committee members and the Publicity Chair will advocate safe bicycling and actions which improve bicycling safety and enjoyment. He or she will work with local city and county officials on these matters as appropriate. The Advocacy Chair, with the help of the Vice President and Publicity Chair, will arrange for the staffing of information tables at area festivals and other public gatherings.
- 3) Education:** The Education chair, with the help of committee members, will schedule and conduct educational events or presentations. He or she will work with national organizations, such as the League of American Bicyclists (LAB) to encourage local cyclists to attend training courses and become certified instructors.
- 4) Publicity:** The Publicity chair, with the help of committee members, will maintain contacts with local media and endeavor to get media coverage for Club events and achievements.
- 5) Social Events:** The Social Events chair, with the help of committee members, will schedule and organize social events to include the CFC Spring Picnic and Fall General Membership Meeting.
- 6) Road Racing and Time Trials:** The Road Racing & Time Trials chair, with the help of committee members, will organize timed events and ensure that the proper insurance and permits for those events are obtained in advance of the events. These can be fund-raising events for the Club or charities.
- 7) Bicycling Events coordinator:** The Events coordinator, with the help of committee members, will select the routes for the weekly rides and special rides. He or she will also ensure that ride coordinators are appointed for all rides and that they are informed of their responsibilities. The Bicycling Events coordinator will also develop the ride routes for recurring rides. These routes can also be developed by Club members and submitted to the Bicycling Events coordinator for review.
- 8) Webmaster:** The webmaster will maintain the Club website and list serve.
- 9) Website Editor:** The Website Editor will post articles of interest, event announcements, pictures and other materials as he or she deems appropriate and in accordance with the Board of Directors' guidance.
- 10) Adopt-a-Highway:** This committee will schedule quarterly Adopt-a-Highway pickups. The will obtain the safety vests and gloves from the NC DOT and request litter bag pick-up by local DOT maintenance.
- 11) Historian:** The Historian will maintain the Club's historical files.
- 12) Off-Road Bicycling:** The Off-Road Bicycling **liaison** will maintain a liaison with the local Southern Off-road Bicycling Association (SORBA) chapter.

Attachment 2: Addendum to the Cape Fear Cyclists (CFC) By-Laws

This addendum provides Policies and Guidance concerning posted materials on the CFC web site

1. Resources & Responsibilities

- a) The Executive Board will appoint a Web Master and Web Editor(s).
- b) Responsibilities of the Web Master include the following administrative, analytical, maintenance, and design tasks:

- Domain name registration and renewal
, web site hosting and renewal

- Web site traffic monitoring, standards compliance, and search engine optimization

- Software updates

- Add/ remove web site features

- Security checks and data backups

- Design, development, layout, and content workflow

- User Permissions

- c) Responsibilities of the Web Editor(s) include the following content-related tasks for each section of the website (URL links, calendar, news, photos, articles):

- Add/ update web content

- Remove, archive, update out-of-date content material

- Maintain the contact pages for the officers and chairpersons

- d) The specific division of responsibilities will be agreed upon between the Web Master and the Web Editor(s). Each person will write or update a description of his or her job.

- e) The Web Master and Web Editor(s) have daily responsibility for deciding whether something conforms to the policy guidelines. They may consult with the CFC Executive Board at any time, or the Board may raise issues. In instances of differing opinions, the CFC Executive Board is the final authority on the content of the site.

2. Links

- a) The web site may have links to any site that is consistent with the Club mission statement. The links will be divided into categories. A list of categories would include but not be limited to:
 - Bike shops within New Hanover, Brunswick, or Pender counties.
 - Bike advocacy sites, for example LAB, ECG, and Rails-to-Trails.
 - Bike organizations that provide information on racing, touring, or other forms of cycling, but are not advocacy sites, for example Cycle North Carolina (CNC).
 - Relevant government offices and office holders. The publicity chair will provide a list of links to the mayor's office, the WMPO, the city council, the county commissioners, and the NCDOT, and the SCDOT. Should the keeping of the links prove impractical, the publicity chair will instead provide a
 - current list of the names and addresses, including business email addresses, of pertinent city, county, and state politicians.
 - Cycling-related blogs such as <http://www.crazyguyonabike.com/> that are of general interest to the membership and may not fit easily into other categories.
- b) Any Club member may propose a link to a site by sending the site in an email to the Web Master or Editor and suggesting a category into which it can be placed, based upon categories already used. The Web Master or Web Editor(s) will decide whether or not to include a site, based on the criteria given below.
- c) There will be a disclaimer to the effect that the listing of a link is not an endorsement of any site, group or product.

3. Calendar

- a) The web site will have a calendar to convey information about upcoming events and rides that are of interest to the membership. Members, other clubs, or sponsoring organizations may submit items to the Web Editor(s) for inclusion.
- b) The Events Chairperson, coordinating with leader of each event or weekly ride, will be responsible for communicating the information about the event/ ride to the Web Editor(s). The information must list the location of the event/ride, the day of the week and the time the event/ride will take place, and the length and pace (if a ride).
- c) Maps and cue sheets of selected biking routes will form a section of the site. The Web Master or Web Editor(s) will provide guidelines or a template to anyone to submit a map. Maps will be submitted in a file format chosen by the Web Master or Web Editor(s).
- d) It is the responsibility of every member to notify the Web Editor(s) about missing or incorrect information.

4. News Items (announcements and news stories)

- a) Any CFC member may suggest posting a CFC-related announcement or news story.

- b) News items may include announcements from the CFC, other bicycling clubs, nonprofit groups or government. News items also include stories about bike safety, specific bike accidents with an eye toward future prevention, bike lanes, greenways, tours, out-of-town rides, and major races. The Web Master or Web Editor(s) as appropriate will categorize news items on the website.
- c) The Web Master or Web Editor(s) will decide whether or not to include a news item. As discussed under the general guidelines, the Web Master or Web Editor(s) may consult with the CFC board.
- d) A story will ordinarily stay posted for three months.

5. Other content

- a) It is the responsibility of the CFC board and committee chairpersons to provide information to the Web Editor(s) on a monthly basis.
- b) The membership chair will provide current contact information to the Web Master or Web Editor(s). This information will include a list of the names of elected club officers and the chairs of standing committees and their email addresses (for example, "webmaster@cfc.org).
- c) The publicity and public relations chair has composed a form for event items that can be used by members to provide information to the chair for outside broadcast. The form include who, what, when, where, and what category in which to place the news item, and the listed participation fee in the case of announcements of events.
- d) Any CFC member may submit bicycling photographs for the photo album. Photo captions must be provided and may direct viewers to web sites. If a photoset is submitted, a brief description of the event is required.
- e) CFC merchandise, such as T-shirts and jerseys, may be advertised on the site, although the site will not be provisioned for web-based selling. The advertisement will include a contact person for the merchandise.
- f) There will be a members-only section. It will have a club roster and a list of member benefits that includes discounts. It will be accessed by use of passwords given to each CFC member.
- g) The Web Master will create a site map to aid in navigation.

6. Freshness of information and links

Anyone may report broken links or other problems to the Web Master or Web Editor(s) via email. The CFC board will at least annually appoint a committee to check the site for broken links and stale content.