

# CAPE FEAR CYCLISTS, INC. CONSTITUTION and BY-LAWS

## 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.
- h) To raise funds to support organizations and activities that promote or enable safe cycling or aid the club in its mission
- i) To maintain a close working relationship with the Terry Benjey Bicycling Foundation.

## 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.
- c) 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 Membership 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) Motions may be passed at general membership meetings by a simple majority of the members present and votes received from absent members before the meeting convenes

### **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 ~~of~~ and 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 Bylaws. 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 be the primary interface with the Club's insurance company. He or she will, with the help of the Club Ride Coordinator or Special Events Coordinator arrange for volunteers to assist 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 ad hoc committees (see ARTICLE IV, Sections 3a and 3d). 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 the Bylaws. The Secretary will maintain a file of all event and ride waiver forms for the period **required by the Club's Insurance Company. The waiver records may be** kept in hard copy or digital copy. 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. The Treasurer will also retain financial records in either a digital or paper form covering the two prior fiscal years. The Treasurer will advise the Board on steps needed to maintain a funds balance equal to at least two years of normal operating expenses and propose disposition of funds excess to that requirement such as donations to organizations and agencies that advance bicycling opportunities and safety in the Cape Fear Region or subsidizing Club events or activities.
- 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
  - 7) Club Ride Coordinator
  - 8) Webmaster
  - 9) Adopt-a-Highway
  - 10) Historian
  - 11) Special Events Coordinator
  - 12) Off-road bicycling Liaison
  - 13) Terry Benjey Bicycling Foundation 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.
- c) Attachment 1 to these Bylaws will contain 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

- d) Special or Ad Hoc committees, for example an Apparel Committee, 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 1<sup>st</sup> and end December 31<sup>st</sup>.

**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 1<sup>st</sup>.
- 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 by the Club Secretary for the

period of time required by the Club's Insurance Company. 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 wear a protective helmet, obey all traffic laws and should carry basic repair tools.
- Section 3:** Club rides shall be publicized on the Club website and in other media. The Board of Directors and / or the Club Ride Coordinator shall determine the schedule of such rides.
- Section 4:** Ride leaders and Special Event organizers will be appointed for each ride or event and apprised of their responsibilities by the Club Ride Coordinator. The ride leaders and Special Event organizers will be provided with waiver forms which must be signed by all riders. Details for this process are at Attachment 2 to these Bylaws.
- Section 5:** The ride leaders and Special Event organizers will provide (in person, by mail or electronically) an original or scanned digital copy of the waiver forms for their ride or event to the Club Secretary within two weeks of the ride or special event. Details for this process are at Attachment 2.
- Section 6:** 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 7:** Incident reports must be given immediately to the Club Vice President or President in the Vice 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 and Webmaster. 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 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 Webmaster in a timely fashion for the enjoyment of the membership and visitors to the web page. The Webmaster will approve the posting of commercial discount offers by Club members on the Membership Section of the Website.
- Section 3:** The club will provide a means for communication of ride cancelations, and any relevant bicycling concern or issue, but courtesy and good faith are the watchwords for potentially contentious issues. Participants with controversial views or engaging in interpersonal debates should use their personal

media. Participants who abuse will have their privileges suspended. Commercial business announcements must be approved by the Webmaster 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 3).

#### **ARTICLE IX - Amendments**

**Section 1:** Amendments to the Constitution and Bylaws 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 Bylaws 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:** 25 January 2021

**Approved by the General Membership:** 28 February 2021

**Prior CFC By-Law Versions:** Original 1989, Revised 1990, Revised 10/31/05, Revised 11/17/05 Revised 12/8/2009 and Revised 12/14/2011.

## **Attachment 1: Standing Committee & Special Position Duties and Responsibilities**

*Note: This attachment may be revised by the Board and does not require General Membership approval. Effective date: 28 February 2021.*

**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 League Certified Instructors (LCIs)

**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) Club Ride Coordinator:** The Club Ride–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 leaders are appointed for all rides and that they are informed of their responsibilities. The Club Ride Coordinator will also develop the ride routes for recurring rides. These routes can also be developed by Club members and submitted to the Club Ride Coordinator for review.

**8) Webmaster:** The webmaster will maintain the Club website and 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.

**9) Adopt-a-Highway:** This committee will schedule quarterly Adopt-a-Highway pickups. They will obtain the safety vests and gloves from the NC DOT and request litter bag pick-up by local DOT maintenance.

**10) Historian:** The Historian will maintain the Club's historical files.

**11) Special Events Coordinator:** The Special Events Coordinator will organize and manage special events such as the Tour de Blueberry or Hot 100. These can be fund-raising events

**12) Off-Road Bicycling:** The Off-Road Bicycling liaison will maintain a liaison with the local Southern Off-road Bicycling Association (SORBA) chapter.

**13) Terry Benjey Bicycling Foundation (TBBF) Liaison:** The TBBF Liaison will ensure and facilitate the exchange of current information on activities and projects between the TBBF and the Cape Fear Cyclists Board of Directors.



## **Attachment 2: Ride and Special Event Waiver Procedures (February 2021)**

*Note: This attachment may be revised by the Board of Directors and does not require General Membership approval. Effective date: 28 February 2021.*

- 1) The Vice-President will ensure that the Club's Liability Waiver forms comply with the Club's insurer's language requirements and post the forms on the website.
- 2) Waivers must be signed by all bicyclists participating in Club rides and Special Events.
- 3) The Club Ride Coordinator will instruct Ride Leaders on the procedure for collecting waivers and/or confirming members waivers are on file. If the Ride Leader cannot confirm that a member's signed waiver is not on file, he or she will obtain a signature on hard copy. All Non-Club members must sign a waiver for each ride.
- 4) Special Event Coordinators shall obtain signed waivers from all riders in Special Events.
- 5) Ride Leaders will provide hard copies or digital copies of waivers collected on their rides to the Club Secretary within two weeks following the ride. This may be done at the end of the ride if the Secretary is present, by mailing or emailing the waiver to the Secretary, or dropping off the waiver form at the CFC Mailbox at Two-Wheeler Dealer.
- 6) The Secretary will retain the waivers for the period of time required by the Club's insurer and, if possible, make lists of members who have signed the current waiver available to Ride Leaders.

### Notes:

- a) If possible, the Webmaster will configure the website to collect signed waivers from new members and renewing members
- b) Insurer's requirements on Waivers as of November 2020. Signed waivers either "handed in person or sent electronically" are acceptable. "Electronic waivers" (e.g., waiver acceptance via sign-in with username/password) involve a legal review which has not yet happened.)

## **Attachment 3: Addendum to the Cape Fear Cyclists By-Laws**

### **Cape Fear Cyclists Website Policies and Guidance**

*Note: This attachment may be revised by the Board of Directors and does not require General Membership approval. Effective date: 28 February 2021.*

#### **1. Resources & Responsibilities**

- a) The Executive Board will appoint a Webmaster
- b) Responsibilities of the Webmaster include the following administrative, analytical, maintenance, and design tasks:
  - Domain name registration and renewal
  - Web site hosting and renewal
  - Website traffic monitoring, standards compliance, and search engine optimization
  - Software updates
  - Add/ remove website features
  - Security checks and data backups
  - Design, development, layout, and content workflow
  - User Permissions
  - Add/ update web content
  - Remove, archive, update out-of-date content material
  - Maintain the contact pages for the officers and chairpersons
- c) The Webmaster has daily responsibility for deciding whether something conforms to the policy guidelines. He or she may consult with the CFC Board at any time, or the Board may raise issues. In instances of differing opinions, the CFC 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, ECGA and Rails-to-Trails.
  - Bike organizations that provide information on racing, touring, or other forms of cycling, but are not advocacy sites, e.g. Cycle North Carolina.

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.

Cycling-related blogs that are of general interest to the membership and may not fit easily into other categories.

Any Club member may propose a link to a site by sending the site in an email to the Webmaster and suggesting a category into which it can be placed, based upon categories already used. The Webmaster will decide whether or not to include a site, based on the criteria given below.

- b) 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 website 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 Webmaster for inclusion.
- b) The Club Ride Coordinator will be responsible for communicating the information about the event/ ride to the Webmaster. 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 website. The Webmaster will provide guidelines or a template to anyone to submit a map. Maps will be submitted in a file format chosen by the Webmaster

### **4. News Items (announcements and news stories)**

- a) Any CFC member may suggest 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 Webmaster will categorize news items on the website.
- c) The Webmaster will decide whether or not to include a news item. As discussed under the general guidelines, the Web Master 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 on a monthly basis.
- b) The membership chair will provide current contact information to the Webmaster. 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) 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.
- d) CFC merchandise, such as T-shirts and jerseys, may be advertised on the site. The advertisement will include a contact person or address for the merchandise.
- e) There will be a members-only section, with a club membership roster. It will be accessed by use of passwords given to each CFC member.
- f) The Webmaster 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 Webmaster:-