

Bylaws of the Springbike Bicycle Club, Inc. Springfield, Missouri

Article 1 Purposes

The Springbike Bicycle Club, Inc. (hereinafter “Springbike”) has been formed for the purposes set forth in its Articles of Incorporation. The purpose of Springbike, as adopted by its Board of Directors is to promote enjoyable safe cycling for its members and community.

The name of Springbike, or the names of any of its officers and directors, shall not be used for any purpose not related to the policies of Springbike, as determined by the Board of Directors.

Springbike shall be non-commercial, non-sectarian and non-partisan.

Article 2 Members

Members are those who have paid annual dues to the organization as set out by the Board of Directors. The Board may review the dues structure annually. Springbike shall not discriminate on accepting members.

There shall be an Annual Meeting of Members held in December of each year at which time the Members shall vote on a slate of Officers for the following year. Voting by email shall be allowed provided the Board of Directors has established secure procedures.

A quorum for Membership votes shall be the Members voting. A simple majority of those voting in the affirmative shall be required to pass any action except for amendments to these By-laws as provided in Article 9.

Dues are delinquent if unpaid by the due date. Springbike may adopt a policy granting a grace period after the membership expiration date.

Members may be removed from Springbike with cause by two-thirds vote of the entire Board at any regular meeting, or at any special meeting of the Board called for that purpose, provided that at least one week notice of the proposed action shall have been given to the entire Board of Directors then in office.

Article 3 Board of Directors

3.1 Powers and Number

The Board of Directors shall have the general power to control and manage the affairs and property of Springbike in accordance with the purposes and limitations set forth in the Certificate of Incorporation, and the policies set forth in Article 1. Up to twelve directors shall constitute the entire board. The four officers shall be ex-officio members of the Board of Directors. The President shall function as Chair of the Board of Directors.

3.2 Appointment and Term of Office

Directors (as specified in section 3.3, Standing Committees of the Board below and in 3.4, Other Board Members) shall be appointed by the President to hold office for one-year terms; provided, however, that a replacement director appointed to fill an unexpired term shall hold office until the end of the current year. Non-officer directors may be reappointed to any number of consecutive terms, but reappointment shall only be upon a showing that each director has met the duties and responsibilities for directors in an exemplary manner.

3.3 Standing Committees of the Board

The following Standing Committees shall be functional at all times:

- Advocacy – to develop a network of safe cycling routes along city streets to destinations such as recreation areas, employment centers, educational facilities, and shopping centers - to be an advocate for area cyclists;
 - Educates cyclists and motorists on how to Share The Road;
 - Promotes improvements on street cycling routes;
 - Provides resources to city and county governments to assist in planning and development
- Finance – oversees the quality and integrity of Springbike’s financial statements, to review Springbike’s compliance with regulatory requirements, and to develop an annual budget of income and expenses for the following year.
- Membership
 - Collects completed membership forms and accompanying dues and depositing said dues into Springbike bank account.
 - Advises Treasurer of all deposits, date made and the amounts with a dollar breakdown of what each covers (sale of jerseys, t-shirts, membership, online registration for sponsored club rides).
 - Maintains list of current members and provides a list to a designated mailing company for distribution of the monthly newsletter.
 - Removes expired members from current listing on a monthly basis.
 - Sends new members their membership cards by email (if provided) or mail.
- Program – Provides interesting, educational, and motivational programs to the membership during the monthly meetings and special gatherings when applicable.
- Ride – coordinates all aspects of Springbike sponsored rides including, but not limited to route planning, route marking, maps/cue sheets production and distribution, Support And Gear (mechanical and roving), rest stops, volunteers, ride waivers, and emergency procedures.

Excepting the Finance committee, whose chair shall be the Treasurer, the President shall appoint the Chair of each Committee who shall be an ex-officio member of the Board of Directors.

3.4 Other Board Members

The President shall appoint the Editor of “The Tube” (Springbike’s official publication), the Mountain Bike Coordinator, and the Internet Webmaster. The aforementioned persons and the immediate Past-President in good standing shall (all if willing) be ex-officio members of the Board of

Directors. If the total number of Board Members as specified above does not equal twelve, the President may appoint additional Board Members to total twelve positions.

3.5 Removal

Any director may be removed at any time for cause by a vote of two thirds of the entire Board at any regular meeting, or at any special meeting of the Board called for that purpose, provided that at least one week notice of the proposed action shall have been given to the entire Board of Directors then in office.

3.6 Resignation

Any director may resign from the Board at any time. Such resignation shall be made in writing or orally to the President, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President. No resignation shall discharge any accrued obligation or duty of a director.

3.7 Vacancies

Any non-Officer vacancies may be filled by the President.

3.8 Meetings

Meetings of the Board of Directors may be held at any place within a reasonable distance from Springfield as the Board of Directors may from time to time fix, or as shall be specified in the notice or waivers of notice thereof. The Annual Meeting of the Board shall be held immediately following the Annual Meeting of Members and for this meeting only, a Director must be physically present to vote. Other regular meetings of the Board shall be held no fewer than five times during the year. The number of regular meetings for the upcoming year shall be determined by the Board each year at the annual meeting. Special meetings of the Board shall be held whenever called by the President or by a majority of the Board of Directors.

3.9 Notice of Meetings

Notice of the time and place of each regular, special or annual meeting of the Board, together with a written agenda stating all matters upon which action is proposed to be taken shall be sent by email, facsimile or postal mail to each director at his or her residence or usual place of business (or at such other address as he or she designates), at least seven days before the day on which the meeting is to be held; provided, however, that notice of special meetings to discuss matters requiring prompt action may be given personally or by telephone, no less than forty-eight hours before the time at which such meeting is to be held.

3.10 Quorum and Voting

51% of the entire Board shall constitute a quorum for the transaction of regular business or of any specified item of business, other than the removal of a director. The Board shall attempt to resolve questions by consensus. Where a vote is required, only directors participating by telephone or in person may vote.

3.11 Duties and Responsibilities for Directors

Directors shall be responsible for promoting the purposes of Springbike set forth in Article 1 and fulfilling such duties and responsibilities as are determined from time to time by a majority vote of the Board of Directors.

3.12 Special Committees

The Board, by majority vote, may establish any committees which it deems appropriate. The President shall appoint the Chair of any newly-created committee at the time it is established. The President may remove the Chair of any Committee at any time. Each Committee so appointed shall consist of two or more directors and shall have the authority delegated to it by vote of the Board, except that committees shall not be granted authority assigned to the entire Board including, but not limited to the following matters:

1. the filling of vacancies on the Board or on any committee;
2. the amendment or repeal of the by-laws or the adoption of new by-laws;
3. the amendment or repeal of any resolution or vote of the Board;

Members of Springbike may be invited by the Chair of each Committee to serve on that Committee for one year.

3.13 Compensation

Directors shall not receive any salary for their services as directors. The payment of reasonable compensation or a schedule for compensation for services rendered to or for Springbike, may be fixed by the Board. This may include compensation for automobile mileage.

Article 4 Officers

The Officers of Springbike shall be a President, Vice-President, Secretary, and Treasurer. One person may hold more than one office in Springbike except that no one person may hold the offices of President and Secretary. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity. The Board of Directors shall have the authority to elect such additional officers as it deems necessary.

4.1 Election, Term of Office, and Removal

At the monthly meeting prior to Annual Meeting, the Nominating Committee shall submit to the membership names of candidates for election or re-election as Springbike Officers. Other candidates may be nominated from the floor. The Officers shall be elected for a one-year term at the Annual Meeting. The candidate receiving the highest number of votes shall be elected. Officers may be re-elected to any number of consecutive terms. Each officer shall assume his or her office immediately after the election, and continue in office until his or her successor shall have been elected and qualified, or death, resignation or removal.

4.2 Removal

Any Officer of Springbike may be removed with cause by a vote of two-thirds of the entire Board of Directors.

4.3 Vacancies

In case a vacancy occurs in the office of the President, the Vice President shall fill the office of the President until an election can be held at the next regular meeting of the Board of Directors. In case of any vacancy in any other office, a successor to fill the unexpected portion of the term may be appointed by the President. Any Officer so selected shall hold office for the remainder of the year.

4.4 President: Powers and Duties

The President shall give notice of and preside at all meetings of the Board of Directors. The President shall have general supervisory responsibility over the affairs of Springbike, and shall keep the Board of Directors fully informed about the activities of Springbike. He or she shall have the power to sign and execute in the name of Springbike all contracts authorized either generally or specifically by the Board. The President may delegate this authority to other officers with the permission of the Board. The President shall also have such other powers and perform such other duties as the Board of Directors may prescribe.

4.5 Vice President: Powers and Duties

The Vice President shall act as aide to the President and have such other powers and perform such other duties as the Board of Directors may from time to time prescribe. In the absence or inability of the President to act, the Vice President shall perform the duties of the President.

4.6 Secretary: Powers and Duties

The Secretary shall keep the minutes of regular meetings, annual meetings, and meetings of the Board of Directors and perform such other duties as the Board may prescribe. Minutes shall include all actions taken at such meetings.

4.7 Treasurer: Powers and Duties

The Treasurer shall have oversight responsibility for all financial matters (as the Board of Directors may prescribe). The Treasurer shall have custody of all the funds of Springbike, and shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of Springbike, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of Springbike in the name and to the credit of Springbike in such banks or depositories as the Board of Directors may designate. The Treasurer, acting as chair of the Finance Committee, shall have general oversight with respect to, and shall submit the annual budget to the Board of Directors. The Treasurer also shall retain an independent auditor to conduct audit report, if required by law or requested by the Board of Directors. .

The Treasurer shall at all reasonable times exhibit the books and accounts to any officer or director of Springbike, and shall perform all such other duties as the Board may from time to time prescribe.

At both the annual meeting of the Board of Directors and the Annual Meeting of members, the Treasurer shall present a report showing in appropriate detail:

1. the assets and liabilities of Springbike as of a twelve month fiscal period terminating not more than six months prior to the meeting;
2. the principal changes in assets and liabilities during that fiscal period; and
3. the revenues or receipts of Springbike, both general and restricted to particular purposes during said fiscal period; and
4. the expenses or disbursements of Springbike, for both general and restricted purposes, during said fiscal period.

This report shall be filed with the minutes of the Annual Meeting.

Article 5 Committees and other Organizational Groups

5.1 Nominating Committee

The President shall appoint a Nominating Committee and Chair not less than 60 days prior to the Annual Meeting of Members. The Nominating Committee shall seek the guidance of the membership and the Board of Directors.

5.2 Ad Hoc Committees

The President shall appoint and disband Ad Hoc Committees and their Chairs as necessary.

Article 6 Contracts, Checks, Bank Accounts, and Investments

6.1 Checks, Notes and Contracts

The Board of Directors is authorized to select the banks or depositories it deems proper for the funds of Springbike. The Board of Directors shall determine who shall be authorized in Springbike's behalf to sign checks, notes, drafts, acceptances, bills of exchange, and other orders or obligations for payment.

6.2 Investments

The funds of Springbike may be retained in whole or in part in cash or be invested and reinvested as the Board of Directors may deem desirable provided that no actions shall be taken by or on behalf of Springbike if such action would result in the denial, suspension, or revocation of tax-exempt status under the United States Internal Revenue Code.

Article 7 Fiscal Year

The fiscal year of Springbike is January 1 through December 31.

Article 8 Indemnification

Springbike may to the fullest extent provided by state law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she is or was a Director or Officer of Springbike, against judgments, fines, penalties, amounts paid in settlement and reasonable expenses, including attorneys' fees. Springbike is authorized to purchase and maintain insurance for the indemnification of itself, directors and officers.

Article 9 Amendments

Except for modifications to Article 3, Purposes; and this Article 9, Amendments; these By-laws may be amended, repealed, or added to at any meeting of the Board of Directors by two thirds vote following 30 days notice to the membership of the proposed modification(s). Article 3 and Article 9 may be amended, repealed, or added to only by two-thirds vote of the membership following 30 days notice to the membership of the proposed modification(s). Adoption of this set of By-laws completely supersedes all prior By-laws and amendments.

Article 10 Order of Business

The latest edition of Robert Rules of Order will generally govern all Springbike meetings on any point not specifically covered in these By-laws.

Revised By-laws adopted on December 12, 2009