

bylaws

Constitution and Bylaws of the Ridge Riders Bicycle Club

Article 1 Name

This organization shall be known as the Ridge Riders Bicycle Club, a not-for-profit organization hereafter referred to as "the Club".

Article 2 Purpose and Goals

The purpose of the Club is to have fun, ride bikes, promote both mountain and road cycling in our area on all levels from recreational to racing, and provide a positive image for the sport. We especially want to bring new people to the sport and provide a club atmosphere they will be comfortable with. "No one gets left behind".

The Goals of the Club are:

1. Establish a working relationship with DCNR, Army Corps of Engineers, PA Game Commission, and other land management agencies through continuity and dedication.
2. Continue to maintain trails and road routes open to cycling, clear abandoned trails, and create new trails or routes where warranted.
3. Promote the sport of cycling (mountain and road) in our area.
4. Provide group rides for riders of all ability levels.
5. Promote youth advocacy bicycling groups.
6. Promote bicycle safety.
7. Have fun riding bikes!

Article 3 Membership

Section 1: Membership in the organization is open to any person who:

- a. Pays the current annual dues as set in Article 18.
- b. Signs a waiver assuming full responsibility for any accident, damage, injury, or loss incurred at any Club sanction ride or activity. Before a membership will be effective, each member must have in effect, a waiver, in the form that is currently in use by the Club. A parent or guardian must sign a waiver for each child under 18 years of age.

Section 2: Members in good standing will have voting rights, be allowed to participate in Club activities and will receive the Club newsletter if one is printed or emailed.

Section 3: New members will be announced at the next club meeting immediately following their receipt of dues and waiver.

Article 4 General Membership Meetings

Section 1: Regular meetings of the Club shall be held monthly unless otherwise approved by the Executive Council.

bylaws

The President may reschedule meetings to avoid holiday conflicts.

Section 2: There is no minimum quorum required for general membership meetings.

Section 3: Special meetings may be called at the request of the President or by request of twenty-five percent of the

organization members by petition to the President. The object of the special meeting shall be stated in the call

and no other business transacted. Unless time constraints make it infeasible, a fourteen (14) day minimum

notice shall be given in writing by letter, email, or in the newsletter of the organization.

Section 4: All members shall be entitled to vote at General Membership Meetings. Each member over the age of 13

of a family holding a family membership shall be entitled to one vote.

Section 5: General membership meetings shall be conducted in accordance with the following agenda format:

Call to order

Reading of minutes of prior meeting and acceptance (or move to dispense).

Treasurer's report

Old business

New business

Program, if scheduled

Adjournment

Article 5 Officers

Section 1: There shall be five (5) elected officers in the organization - President,

Vice-President, Secretary,

Treasurer, and Trail Maintenance Coordinator. All members in good standing are eligible for elected office.

Section 2: Newly elected officers will take office on the first day of January after the conclusion of the election.

Section 3: The term of each elected Club officer shall be for one (1) year.

Section 4: The President's responsibilities are as follows:

1. Keep informed, involved and aware of all activities affecting the organization.
2. Insure that the Club's goals and objectives are met and work within their directives.
3. Preside at Club meetings.
4. Participates as an ex-officio (non-voting) member of all committees or selects another officer to do so in his place.

5. Represent the Club in our area by attending functions, meetings, and being involved outside the club.

6. Preside as chairman of the executive council.

7. Create and appoint temporary committees or representatives as he or she sees fit.

Section 5: The Vice-President's duties are as follows:

1. Assist the President in carrying out his responsibilities and shall serve in his absence or vacancy.
2. Assume the role of President if that position becomes vacant for the remainder of that term.

bylaws

3. Coordinate and motivate all committees and direct them with the assistance of the President.

Section 6: The Secretary's responsibilities are as follows:

1. Take, read, and maintain minutes at all Club and Executive Council meetings.
2. Keep files of all pertinent notices and announcements.
3. Keep and maintain all important documents pertaining to the overall organization.
4. Handle official correspondence.
5. Conduct the business of the Club at meetings in the absence of both the President and Vice-President.
6. Collect club mail from the post office, distribute mail to appropriate individuals, respond to inquiries received concerning the club and membership, prepare letters and other documents as may be requested by the President or Executive Council pertaining to Club matters.
7. Compile, update and maintain a directory of all members, make available a directory to each member annually, issue membership cards, forward membership applications upon request and record payment of dues.
8. Oversee the Club newsletter.
9. Coordinates or performs quarterly audits of the Treasurer.
10. The secretary may ask assistance from the Public Relations Committee or other officers if necessary to perform these tasks.

Section 7: The Treasurer's responsibilities are as follows:

1. Keep and prepare all Club financial records and transactions in accordance with accepted accounting principles.
2. Maintain a list of all Club assets.
3. Furnish the Executive Council with the financial information necessary to formulate an annual budget.
4. Provide interim reports as needed and requested.
5. Prepare and publish the annual financial report after the close of the fiscal year.
6. Handle any government filings required of the Club.
7. Keep all moneys and pay all bills. All bills must be presented in writing.
8. Collect all moneys, dues, grants, and donations from the Secretary.
9. Participate in quarterly audits.
10. Authorize any expenses outside the approved budget by a membership vote at club meetings.

Section 8: The Trail Maintenance Coordinator's responsibilities are as follows:

1. Communicate needs for volunteers on a regular basis.
2. Coordinate all trail maintenance activities and work.
3. Propose any special work projects, with the exception of minor upkeep, to the club for approval by vote.
4. Document Club volunteer hours (both trail work hours and others), submit reports at meetings, and forward

bylaws

summaries to the Secretary for filing and to land management agencies as their systems dictate.

5. Train volunteers in proper trail maintenance techniques as approved by each land management agency.
6. Coordinate with IMBA and other agencies to train volunteers.
7. Assist in trail mapping and marking projects.
8. Work within the maintenance boundaries set by the vote of the Club. Exceptions will be considered to vote.
9. May ask the President to create a temporary trail / route committee to assist in specific tasks as needed.

Article 6 Executive Council

Section 1: The Executive Council shall consist of the five (5) elected Officers and the Chairpersons of (4) Standing Committees, chaired by the President.

Section 2: Before the start of the new fiscal year, the Executive Council shall meet to outline goals and objectives for the year and to set up and approve a budget.

Section 3: For Executive Council voting, a quorum shall consist of at least three (3) of the five (5) officers and at least 50% of the total Executive Council (being five (5) Officers and (4) Chairpersons). A quorum of the Executive Council is not needed for regular club meetings, but will apply to any meeting at which an Executive Council vote will be made.

Section 4: In the event that the Executive Council consists of an even number of members, the President will not have a vote, or may vote to break a tie.

Article 7 Committees

Section 1: There shall be four (4) Standing Committees: Rides Planning, Public Relations & Recruitment, Social & Fundraising, Law & Government.

Section 2: Special committees may be established as needed by the President and will report to the President.

Section 3: The President shall appoint all temporary committee Chairpersons and all Club Representatives as he sees the need as stated in Article 5, Section 4.

Section 4: All Standing Committee Chairpersons must be nominated and elected as outlined in Article 9.

Section 5: The term for all Chairpersons will be one year, being January 1 to December 31.

Section 6: The committees and representatives must operate within their guidelines and approved budget. The Club must approve exceptions to the budget.

Section 7: The President may appoint a temporary Chairperson for a standing committee if that position becomes

bylaws

vacant. The temporary Chairperson will hold the position until the next club meeting when a vote for their acceptance (by a simple majority vote) must be called. Any temporary Chairperson, even of a standing committee, does not have a vote in the Executive Council, but may participate up to that point in Council matters.

Section 8: The President cannot be the Chairperson of a committee.

Section 9: Committee Chairpersons may select their committee members from the membership of the Club.

Section 10: Committees are suggested to take minutes at their meetings and forward those to the Secretary by way of the President or his designee.

Article 8 Conflict of Interest

Section 1: No Officer or Chairperson may vote upon a matter coming before that body in which he or she has a direct financial interest. Immediately upon becoming aware that such a conflict may exist, an Officer or Chairperson must disclose the existence of the potential conflict to the remaining Officers and Chairpersons, withdraw from further deliberation on the issue, and refrain from voting on the matter. Any such disclosure and withdrawal shall be fully documented in the organization minutes.

Article 9 Election of Officers and Chairpersons

Section 1: A member must meet the qualifications of the position to be nominated, elected, and maintain an Office

or Chairperson position. A member may hold only one (1) Office or Standing Committee Chairperson position

at a time. There is no restriction on the reelection of Committee Chairpersons. Any Officer's position may not be held for more than two (2) consecutive terms.

Section 2: At least two (2) members in good standing, with the exception of members running for an elected

position, shall be in charge of administering the voting process and counting the votes. They shall maintain the secrecy, security and integrity of the entire balloting process. These members are to be named Election

Officials. These officials will be chosen by nomination or volunteering, pending approval of a club vote,

before the opening of the nominations for the annual elections. They may be approved as late as the

September meeting.

Section 3: The Election Officials will hold a nominating meeting in September open to all members to make

nominations. The five (5) Officers for the Club and all Standing Committee Chairpersons will

bylaws

be nominated. A

nominee must accept the nomination before it is valid.

Section 4: At the September meeting, the Secretary shall provide the Election Officials with an up to date

membership list. This list is to be used by the Election Officials to determine eligibility of nominees and that

only qualifying member votes are counted at the elections.

Section 5: Annual Elections will be held at an Annual Meeting in October unless otherwise determined by the

Executive Council and with advertisement of this change to all members at least 30 days prior to the elections.

Section 6: Write-in votes for eligible members shall be allowed.

Section 7: A majority of the votes is required to elect an Officer. This does not apply to a Committee Chairperson.

Section 8: In the event that a member is elected for more than one position, the Voting Officials will allow that

person to select the position of their choice. The candidate that received the majority of the remaining votes

for the declined position will be appointed. In the event that there is no other candidate for a declined

position, the Executive Council shall act as prescribed in Article 10, Section 1.

Section 9: Duties shall be assumed January 1 and continue for a term of one (1) year for Officers and Committee

Chairpersons.

Section 10: After elections, but before January 1, the current Executive Council and newly elected officers and

chairpersons, must meet to prepare the fiscal budget for the upcoming year.

Article 10 Vacancies

Section 1: Vacancy of an Officers position other than the President during the term may be filled by appointment by

the Executive Council, with the approval of a vote at the next regular meeting. Acting Officers will serve in

the appointed post until the next regularly scheduled election.

Section 2: A vacancy of the President's position will be filled by the Vice-President as set forth in Article 5, Section

5.

Section 3: A vacancy of any Chairperson's position will be filled as set forth in Article 7, Section 7.

Article 11 Termination of Membership

Section 1: A member may terminate his or her membership by:

a. Written notice to the organization; or

b. Non-payment of dues.

Article 12 Resignation or Removal of an Officer

Section 1: An Officer may resign his office by giving written notice to the President at least 30 days prior.

bylaws

Section 2: An Officer may be removed from office by a majority vote of the Club membership. The vote to remove an officer must occur in a special meeting following Article 4, Section 3, for special meetings, or by mail ballot at the discretion of the Executive Council.

Section 3: The Executive Council may choose to remove an Officer without the Clubs consent, if the Officer fails to attend four consecutive meetings, executive and general.

Article 13 Cancellation of Membership

Section 1: The Club reserves the right to cancel any membership at any time for conduct detrimental to the image of the Club such as, but not limited to theft, excessive substance abuse, and rude behavior; for continual failure to observe the Rules of the Road; for compromising the safety of either himself or his fellow riders; or for failure to maintain his equipment in a safe and road-worthy condition. Cancellation will be by a simple majority vote of a quorum of the Executive Council. The vote of the Executive Council must be ratified by a majority of the voting members present at the next regular Club meeting. The canceled member's dues will not be refunded.

Section 2: A complaint made against a club member concerning any of the circumstances outlined in Section 1 must be made in writing and presented to the Executive Council. Upon receipt of a written notice of a complaint, the Executive Council will conduct an investigation, discuss the complaint with the parties involved and if necessary put the matter to a vote upon completion of the investigation.

Article 14 Dissolution of the Organization

Section 1: This organization may be dissolved by a majority vote of the members of the Executive Council and by a two-thirds vote of the members attending a special meeting that qualifies as a quorum, following written notice to entire membership that a vote on dissolution is to take place. The special meeting must follow Article 4

Section 3 for special meetings.

Section 2: A final meeting is to be held. The purpose being, a vote of the majority of the then existing and attending membership to determine the disposition of the Club's property.

Section 3: Upon the dissolution of this organization, its assets remaining after payment of all debts and liabilities shall be distributed to either the International Mountain Bike Association or a bicycling or bicycling related organization located within Pennsylvania which is non-profit as defined under Section 501(c)(3) of the Internal

bylaws

Revenue Code.

Section 4: The Executive Board will continue to meet to conduct the affairs of the Club until the end.

Article 15 Voting

Section 1: Any vote for Club business will be a show of hands or conducted by ballot at the discretion of the Executive Council.

Section 2: Officer and Committee Chairperson elections must be conducted by ballot.

Section 3: Members must be present at the meeting at which a vote is being held to cast their vote. There will be no absentee ballots.

Section 4: Each member in good standing is entitled to only one vote. For a family membership, individuals over the age of 13 may vote. Section 5: The Voting Officials will manage the counting of ballots. In their absence, the Secretary will assume their role for any vote other than the annual elections.

Section 6: E-mail ballots are invalid.

Section 7: A temporary chairperson of a Standing Committee is not permitted to vote in Executive Council matters as stated in Article 7, Section 7.

Article 16 Amendments

Section 1: Any proposed amendment or alteration will be submitted to the Executive Council in writing. The amendment. The member making the proposal should work with the Executive Council to reach a conclusion of either approval, with or without modifications, or disapproval. Upon approval of the proposed amendment by the Executive Council, it shall be submitted in writing to the general membership at least fourteen (14) days prior to the next meeting.

Section 2: These Constitution and By-laws may be amended in any respect by a two-thirds vote of the members attending a general membership meeting that qualifies as a quorum.

Article 17 Finances

Section 1: The fiscal year of the Club shall commence on the first day January and shall end on the last day of December.

Section 2: After the close of the fiscal year, the Treasurer will make a copy of the annual financial report available to members that request one.

Section 3: The Treasurer at his or her discretion may make Expenditures up to \$50; amounts over \$50 must have the approval of the Executive Council.

Article 18 Dues

Section 1: Dues shall be assessed annually in January for all members. Dues will be

bylaws

accepted after September 1 for the following membership year.

Section 2: The amount of dues for each year will be reviewed by the Executive Council when the budget is determined.

Section 3: Once a member has paid their dues for any year, as early as September 1 of the previous year, their dues cannot be increased. In other words, dues increases will only apply to memberships not yet received by the Secretary.

Section 4: Membership dues are not refundable.

Section 5: Types of memberships shall be: Individual (18 years or older), Student (18 years or younger), and Family.

Section 6: Memberships received after September 1 will be affective for the remainder of that year plus the next full membership year.

Article 19 Club Sponsored Rides

Section 1: Participants of club-sponsored rides, including members and non-members, are expected to conduct themselves in a safe manner, including operating mechanically safe bicycles and obeying all traffic laws.

Participants shall follow all reasonable requests and instructions of the ride leader.

Section 2: Helmets are required on all club-sponsored rides.

Section 3: On rides sponsored by the club, the ride leader shall:

- a. Have all non-member participants fill out an emergency contact and waiver of liability form,
- b. Be empowered to ask participants who do not ride in a safe and legal manner or are disruptive to the group to leave the ride.

Section 4: An adult must accompany any child under the age of 14 on any club-sponsored ride.

Section 5: Only current members in good standing may lead club-sponsored rides.

Article 20 Authority

Section 1: The authority for all matters of procedure not covered by the Club's constitution and bylaws shall be

Robert's Rules of Order, Revised.

Article 21 Effective Date

The effective date of this Constitution and Bylaws shall be March 1, 2003.