



## **Greenbrier Valley Bicycle Club**

### Amended By-Laws

Revised and Adopted as of December, 29, 2016

#### **ARTICLE I - NAME AND PURPOSE**

The name of the organization shall be the **Greenbrier Valley Bicycle Club, Inc.** (hereinafter referred to as "Club"). The purpose of the Club shall be exclusively to promote and encourage the use of the bicycle for transportation, and recreation in the Greenbrier Valley; to host and otherwise support charitable bicycle rides such as the Greenbrier Valley Wheels of Hope Ride; and to provide information in the interest of bicycling safety under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### **ARTICLE II - NON-PROFIT STATUS**

The Club shall not be organized for profit. No part of the income or capital of the Club shall benefit or profit any private individual, except as compensation for expenses incurred by an individual that have been approved by either the Board of Directors ("Board") or by resolution of the Membership.

#### **ARTICLE III - PURPOSE**

The purpose and objectives of the Club are:

1. To host the annual Greenbrier Valley Wheels of Hope Ride charitable fundraiser for cancer survivorship or other beneficiaries as may be determined by the Board.
2. To promote interest in all aspects of bicycling and serve as an advocate for cyclists.
3. To promote safe recreational riding and fellowship among cyclists.
4. To encourage and provide opportunities for recreational bicycling for all skill levels.
5. To increase awareness of the need for a safe bicycling environment.
6. To provide information about cycling, cycling organizations and their activities.
7. To hold such other events for the enjoyment of members and to further the fitness and skills of members.

## **ARTICLE IV - MEMBERSHIP**

Individual Membership shall be open to all persons who have an interest in the purpose of the Club. All Members shall sign an Application Form and tender the applicable Membership Fee. The Application Form, as authorized by the Board, shall include a statement releasing the Club, its Officers and Other Officials from liability in case of accident, injury or other incident during Club activities. Membership Fees will be set by the Board and shall be due and payable annually to the Treasurer. Only members whose membership fee has been paid are Qualified Members.

## **ARTICLE V - ENTITLEMENT TO VOTE**

Each Qualified member is entitled to vote at any Membership meeting when they are present.

## **ARTICLE VI - MEETINGS**

Membership meetings shall be held at least once each year and designated the Annual Membership Meeting. The Annual Membership Meeting shall be held during the first calendar quarter of each year or at the call of the Board at a time and place it may designate. Notice of the Annual meeting shall be given to the Membership not less than fourteen (14) days before such meeting. Notice of the Annual Meeting may be given in either of two ways. First, Notice of Annual Meeting may be given in writing with delivery by U.S. Mail to members in good standing as of the date of said Notice. Second, Notice of Annual Meeting may be given by sending the Notice via the Internet and using the email address of record to Members in good standing as of the date of said Notice.

At the Annual Meeting, the President shall give a report on the status of the Club or designate another member to do so, the Officers shall be elected; and any other business brought by the Membership may be conducted. The Board will have authority to function on behalf of the Club as set forth in Article VIII and shall meet no less than one time each year to conduct Club business.

## **ARTICLE VII - BOARD OF DIRECTORS**

**Section 1.** The Club shall be governed by a Board of Directors (hereinafter the "Board"). The delegation of duties to any person or persons shall not operate to limit power or responsibility to manage the affairs of the Club in any situation. The Board shall be composed of six (6) Directors elected from the Membership as specified in Article VII Section 3.

**Section 2. TERMS:** Directors shall serve one-year terms and be eligible for re-election. Terms will be staggered such that at least two Directors will be elected or re-elected by the Membership

each year. In the event a Director is unable to fulfill his or her three-year term, an alternate Director will be appointed by the Board until the next Annual Membership Meeting is held at which time a permanent replacement will be elected from nominations.

**Section 3. BOARD ELECTIONS:** Directors shall be elected from nominations taken at the Annual Membership Meeting. Directors will be elected by a simple majority of Members present at the Annual Membership Meeting. A Nomination Committee, appointed by the President, shall be responsible for nominating a slate of Prospective Directors prior to the Annual Membership Meeting.

**Section 4. QUORUM:** At any meeting of the Board attended by the President, three (3) or more Directors/Officers shall constitute a quorum and at any meeting not attended by the President, a quorum shall consist of five (5) or more Directors.

## **ARTICLE VIII - OFFICERS AND DUTIES**

The Board shall be composed of five (5) Directors elected from the Membership: President, Vice President, Past President, Treasure, and Secretary. The Director of the Wheels of Hope can come from general club membership or the board, without conflict. This position does not hold voting rights on the Board of Directors. The duties of the Officers are as follows:

**Section 1. DUTIES OF PRESIDENT:** The President shall act as chairperson of the Board and carry out all duties and responsibilities as assigned by the Board. The President shall preside over general membership meetings of the Club including the Annual Membership Meeting. The President shall provide leadership, coordination and guidance in all matters of the Club. The President shall have the power to appoint and dismiss Committee Chairpersons. Other duties as prescribed in Article VI and Article VII.

**Section 2. DUTIES OF PAST PRESIDENT:** The Past-President shall provide guidance and continuity in the exchange of responsibilities among the Board and serve on any special committee as appointed by the President.

**Section 3. DUTIES OF VICE-PRESIDENT:** The Vice-President shall assume the President's office and powers in the absence of the President. The Vice-President may also chair specific phases of Club activity as designated by the President. The Vice-President shall be responsible for bringing the Club and its activities to the attention of the public, through advocacy and education.

**Section 4. DUTIES OF TREASURER:** The Treasurer shall, pursuant to the regulations of the Board, maintain custody of all funds and securities of the Club manage the same, deposit and safeguard fund, and pay bills and other approved obligations. The Treasurer shall prescribe the forms of records to be kept by any other person handling funds of the Club and shall provide quarterly reports to the Board. The Treasurer shall be responsible for soliciting quotations, selecting and purchasing an insurance policy benefitting the Officers and Directors of

the Club at the sole expense of the Club. The cost of the policy shall be approved by the Board.

**Section 5. DUTIES OF SECRETARY:** The Secretary shall keep or cause to be kept, minutes of meetings of the Club and Board. The Secretary shall prepare written documents as required for the Club and shall handle correspondence and mailings as required. The Secretary shall keep an updated list of all Club assets. The assets of the Club will be kept at a designated location and logged out and in, as needed. An updated list of assets will be provided to the Board at least annually.

**Section 6. DUTIES OF DIRECTOR OF WHEELS OF HOPE RIDE:** The Director(s), Wheels of Hope Ride, shall be responsible for the organization, scheduling, and day-to-day operations leading up to and including the annual ride. The Director(s), Wheels of Hope has (have) the authority to appoint committee members, as needed, to assist with the organization and planning for the ride and to convene meetings necessary to assure the successful planning and operation of the ride. The Director(s), Wheels of Hope is (are) responsible to develop, or cause to be developed, an annual budget for the ride which shall be submitted to the Board for approval ahead of any expenditures.

**Section 7. BOARD VACANCY:** In the event of a vacancy on the Board, a new officer shall be appointed by a majority vote of the Board and consistent with Article VII Section 2.

**Section 8. RECALL OF OFFICERS:** Any elected Officer may be removed from office for just cause by a two-thirds majority vote of a quorum of the membership at a duly called meeting. Just cause shall be defined as failure to maintain membership, malfeasance, and/or failure to perform duties as set forth herein.

## **ARTICLE IX – DISBURMENT OF FUNDS**

The GVBC General Fund Budget will be disbursed in the following priority:

1. Payment of the Club Insurances (Board, Club Riders) and operational funds.
2. Annual start-up funds for the Wheels of Hope Charity Event.
3. Disbursement to Promotional Fund Committee.

## **ARTICLE X - AUDIT OF CORPORATE BOOKS AND INSURANCE**

A Qualified Person ("QP") independent of the Board shall audit the books and records of the Treasurer upon the request of the Board. The QP can be selected from the general membership of the Club. The audit should include any recommendations of the QP. The results of the audit will be presented to the Board upon completion of the audit and accepted into the records of the Club. All Officers and Directors of the Club shall be covered by an Insurance Policy at the expense of the Club as set forth in Article VIII Section 8.

**ARTICLE XI - DISSOLUTION**

Upon dissolution of the Club, all assets will be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Preference will be given, when applicable, to a non-profit organization located in the Greenbrier Valley for the promotion of any of the purposes described in Article III.

**ARTICLE XII - AMENDMENTS**

These By-Laws may be amended only by a vote of the full Board. Such amendments shall have been proposed at a previous meeting or by email to all Board members at least fourteen (14) days prior to voting. Once approved, the Amended By-Laws shall be published on the website of the Club for the benefit of all members and be recorded in the minutes of the Board.

Officer: Cashyn Kaur, President

Date: 5 Jan 17

Officer: K. Whiting, Secretary

Date: 5 Jan 2017

