

<p style="text-align:center">BYLAWS <i>of the</i> MERRYMEETING WHEELERS BICYCLE CLUB</p>
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ARTICLE I

SECTION 1: Name

The name of the organization shall be the **Merrymeeting Wheelers Bicycle Club**, hereinafter referred to as the '**WHEELERS**' or the '**CLUB**'.

SECTION 2: Location and Colors

The WHEELERS shall be a non-profit organization, incorporated under the laws of the State of Maine and based in the Mid Coast Maine area. The colors shall be blue and green.

ARTICLE II

Mission

The purpose of the organization is to provide support to area cyclists in the following areas:

- a) To encourage and promote recreational riding activities as part of a healthy lifestyle and practical means of transportation.
- b) To promote public awareness of the benefits of cycling.
- c) To conduct and support fund-raising events in support of our mission.
- d) To work with local schools, municipalities and benevolent organizations in promoting cycling and cycling safety programs.
- e) To generate a positive and cooperative atmosphere within the local area that will be advantageous to cycling.
- f) To support local, State and national bicycling and trail organizations, and to advocate for increased support for cycling among the general public, government agencies and elected officials.
- g) To provide social opportunities for members.

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ARTICLE III

Membership

SECTION 1: Eligibility

Membership is open to individuals and families, who enjoy riding and have a desire to promote the various club purposes and bicycling in general.

SECTION 2: Types of Membership

- a) *Individual Membership* – An individual membership shall be established for anyone of legal age or a minor having the written permission of his/her parent or legal guardian to join the Club and participate in Club activities.

- b) *Family Membership* – A family membership shall be established for any person who is the age of eighteen (18) or older, his/her spouse/domestic partner, and any of their children who are the age of eighteen (18) or younger and/or are accepted into or presently attending an accredited post-secondary education institution.

Parent or Guardian's signature is necessary for approval of membership for those individuals under eighteen (18) years of age.

- c) *Life Membership* – Any former club President and his/her current spouse/domestic partner and any of their children who are the age of eighteen (18) or younger and/or are accepted into or presently attending an accredited post-secondary education institution, or anyone previously voted by the board Life membership status.

SECTION 3: Voting

Each Individual member shall have one (1) vote, and each Family or Life membership shall have a maximum of two (2) votes. Each member(ship) must be in good standing (see Article III, Section 6) to vote.

SECTION 4: Dues

The Board of Directors shall recommend the amount of dues with any changes to be approved by a simple majority of voting members present at an annual meeting. Annual dues are payable on April 1st.

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SECTION 5: Application for Membership

- a) Membership is established by submitting an application and payment of dues. All members shall sign a liability waiver annually. In the case of a minor, a parent or guardian shall complete the liability waiver. It is the responsibility of each member to provide the club's Membership Director with their current email and/or regular mail address(s).

SECTION 6: Suspension of Membership

- a) *Failure to Pay Dues* – Membership shall be suspended for failure to renew if annual dues have not been received by June 15th of each year. Members suspended for failure to pay their annual dues may be reinstated after subsequent repayment is received.
- b) *Discipline* – The Board, at its discretion, may suspend any member found to be a detriment to the WHEELERS. Considerations for suspension may include, but are not limited to, disregard for safety guidelines, violation of CLUB policies and misuse of CLUB assets.

SECTION 7: Membership Meetings

- b) *Annual Meeting* – An annual meeting of the general membership shall be held in March for the purpose of electing officers and directors and conducting other items of business stipulated in the Bylaws. At least thirty (30) days notice regarding the time and place of the meeting shall be given to all members by regular and/or electronic mail. The notice will include an absentee ballot.

A simple majority of the voting membership present (in person or via absentee) shall be used to determine the outcome of any ballot motions and/or elections.

- c) *Special Membership Meetings* – Special meetings of the membership may be called by a simple majority of the Board or by written petition to the Board signed by at least ten percent of the WHEELERS membership. At least seven days notice regarding the time and place of the meeting shall be given to all members by regular and/or electronic mail. The notice for a special meeting shall clearly state the purpose of the meeting and no other business shall be transacted at the meeting. A quorum for a Special Meeting shall be ten (10) percent of the membership in good standing, including absentees.

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ARTICLE IV
Governance

SECTION 1 - Board Structure and Authority

The Board of Directors shall consist of four (4) elected officers and four (4) Directors and the Immediate Past President.

The management of the WHEELERS shall be vested in the Board which shall have all the powers and authority as may be necessary to carry out the purpose and goals of the WHEELERS as stated in these bylaws and consistent with applicable laws and regulations.

SECTION 2 - Board Responsibilities

To promote the WHEELERS' interests and activities, the Board shall have the authority to conduct all lawful affairs of the WHEELERS including, but not limited to, entering into necessary contracts, leases or other agreements; establishing committees, enacting rules and policies; and taking on additional duties as the Board may deem appropriate.

SECTION 3 - Board Meetings

WHEELERS business shall be conducted at regularly scheduled meetings of the Board, which will be open to all members and invited guests unless a meeting is closed by declaration of the President. Non-board members who attend Board meetings may be asked to participate in the form of opinions but are without voting privileges.

- a) *Schedule and Location* – The Board shall hold regular meetings throughout the year at a time and location they shall determine at the first meeting of the fiscal year. Alternate dates and locations may be designated by the Board provided at least seven (7) days notice is given to Board members and the membership in manner deemed appropriate by the Board.

Quorum – The presence of at least five (5) of the nine (9) members of the Board shall be required at any Board meeting to conduct official CLUB business. A board member can attend meetings via any remote method available such as via phone or web link.

A favorable vote of the majority of the Board, whether present or not, shall be required to constitute action by the Board. For example, should only five (5) members of the Board be in attendance at a meeting all five (5) would need to agree to carry any proposed motions.

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Each vacant board position shall reduce the Quorum calculation ratio as follows:

One (1) board vacancy equates to a calculation of five (5) of eight (8)
Two (2) board vacancies equates to a calculation of four (4) of seven (7)
Three (3) board vacancies equates to a calculation of four (4) of six (6)

- b) *Special Board Meetings* – Special Board meetings may be called by the President or by a majority of the Board. At least seven (7) days notice shall be given to Board members and the membership in manner deemed appropriate by the Board. The notice for a special meeting shall clearly state the purpose or purposes of the meeting and no other business shall be transacted at the meeting.
- c) *Joint Meeting* – A joint meeting of all outgoing and incoming Officers and Directors shall be held prior to the beginning of the fiscal year to facilitate the transfer of responsibilities to the incoming Board.

SECTION 4 - Duties of Officers and Directors

- a) *President (Officer)* – The President shall be the chief executive officer of the Club and shall provide over all direction and leadership for the Board and membership overseeing the implementation of programs and activities that support the Club Mission Statement, preside at meetings of the Club and the Board and present a report of the Club’s activities at the annual meeting.
- b) *Vice President (Officer)* – The Vice-President shall substitute for the President in his/her absence and shall supervise annual nominations and elections.
- c) *Secretary (Officer)* – The Secretary shall record and publish the minutes of all Club meetings and shall maintain the Standing Rules book.
- d) *Treasurer (Officer)* – The Treasurer shall be responsible for all financial aspects of the Club including receiving and disbursing funds, maintaining an accurate accounting of all financial transactions and preparation of appropriate financial reports. Chair of the Budget and Strategic Planning Committee.
- e) *Membership and Social Director* – The Membership Director shall promote membership in the Club, process membership applications, welcome and introduce new members to the Club and maintain membership records. Chair of the Membership Committee.

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- f) *Ride and Events Director* – The Ride Director shall be responsible for coordinating and managing all facets of Club rides including ride development, a ride calendar and ride/rider policies. Chair of the Ride and Events Committee.
- g) *Communications Director* – The Communications Director shall be responsible for all external and internal publicity including the club newsletter and the promotion of the Club and its activities to the membership and general public. In addition, the Communication Director shall appoint and oversee the Website Coordinator and shall be responsible for the Club website including content, maintenance and liaison with the website service provider. Chair of Communications Committee.
- h) *Safety and Education Director* – The Safety and Education Director shall be responsible for promoting bicycle safety and education amongst members. Chair of Safety and Education Committee
- i) *Immediate Past President (Director)* – The Immediate Past President shall provide the Board and Committees the benefit of experience and institutional memory, and shall, upon direction of the President, perform duties appropriate to his office.

SECTION 5 - Nominations and Elections

- a) *Nominations* – A nominating committee shall be appointed by the Board at its November meeting and shall consist of the Vice President, a minimum of one (1) other Board member and a minimum of one (1) member at large. Candidates for office shall be adult Club members and have given the nominating committee their consent prior to becoming a nominee.
- b) *Elections* – The proposed slate of Officers and Directors shall be presented to the membership at least thirty (30) days prior to the annual meeting regarding the time and place of the meeting by email and/or regular mail. Additional nominations may also be made from the floor at the Annual Meeting provided the nominees are Club members in good standing and have given their consent to becoming a candidate. The election of Officers and Directors, either by show of hands or written ballots, shall be by a simple majority of voting members in attendance and via absentee ballot at the Annual Meeting.

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SECTION 6 - Terms of Office

- a) *Terms of Office* – All Officers and Directors shall serve for a term of two (2) years with an exception being the Treasurer who shall serve a term of three (3) years. The term begins at the adjournment of the annual meeting following their election with the exception of the first year following the adoption of these Bylaws which shall be as follows:

Role	2011	2012	2013	2014	2015	Etc	Etc
President	A	A	B	B	C	C	D
Vice President	A	A	B	B	C	C	D
Treasurer	A	A	A	B	B	B	C
Secretary	A	B	B	C	C	D	D
Immediate Past President	A	A	B	B	C	C	D
Membership & Social Director	A	B	B	C	C	D	D
Ride & Events Director	A	B	B	C	C	D	D
Communications Director	A	A	B	B	C	C	D
Safety & Education Director	A	B	B	C	C	D	D
Role Change	2+4*	4	4	5	4	4	5

*4 new roles at introduction

- b) *Term Limitation* – The four (4) officers of the Club shall be limited to two (2) consecutive two (2) year terms in the same position with exception being the Treasurer who shall be limited to two (2) terms of three (3) years. This can be extended if a continuation motion is approved by a majority vote of the remaining Board members and approved by a simple majority of voting members at the annual meeting.

SECTION 7: Vacancies

Any vacancies occurring on the Board shall be filled by a majority vote of the remaining members of the Board and the appointment shall be effective until the term of the position being filled expires.

SECTION 8: Removal from Office

An Officer or Director may be removed for cause by a super (60%) majority vote of the Board or by a majority of voting members present or by absentee at an Annual Meeting or Special Meeting provided at least ten (10) percent of the voting members of the Club membership are present.

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ARTICLE V
Committees

SECTION 1: Standing Committees

The CLUB shall have the following Standing Committees:

- a) Budget and Strategic Planning Committee is chaired by the Treasurer and is staffed by the President, Vice president, Secretary and Immediate Past President and other invited guests.
- b) Membership and Social Committee is chaired by the Membership and Social Committee Director and is open to all club members
- c) Ride and Events Committee is chaired by the Ride and Events Director and is open to all interested club members
- d) Communications Committee is chaired by the Communications Director and is open to all interested club members
- e) Safety and Education Committee is chaired by the Safety and Education Director and is open to all interested club members

SECTION 2 - Special Committees

Special Committees may be established by the Board to assist the Board in the completion of particular projects. Such Special Committees shall have a specific purpose defined by the Board and when that task is completed the committee shall be dissolved.

ARTICLE VI
Standing Rules

SECTION 1: Purpose of Standing Rules

Standing Rules shall contain operational procedures, policies and practices of the Club not otherwise specified in its Articles of Incorporation or bylaws and shall be binding upon its membership. In no case shall a Standing Rule conflict with the Articles of Incorporation, bylaws or other Standing Rules of the Club.

SECTION 2: Establishment of Standing Rules

Standing Rules may be proposed by any member of the Board or proposed to the Board by any Club member at regular Board meetings. A majority vote of all members of the Board shall be required to adopt Standing Rules as in Article III, SECTION 3 (b).

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SECTION 3: Ratification by the Membership

At the annual meeting, all Standing Rules adopted by the Board during the previous year will be presented to the membership for enactment, amendment or rescission. The list of such Standing Rules shall be prepared by the Secretary and circulated to the membership prior to the Annual Meeting. Ratification shall be by a simple majority of the voting members of the Club present. Prior to ratification by the membership Standing Rules approved by the Board shall be binding on the Club.

SECTION 4: Standing Rules Book

The Secretary shall keep the Standing Rules in a book specifically designated for this purpose

SECTION 5: Robert's Rules of Order

All board meetings, annual meetings and special meetings shall be governed by and adhered to Robert's Rules of Order – Simplified Version; however, departures from such Rules shall not invalidate any actions taken at these meetings.

ARTICLE VII

Administration and Financial Procedures

SECTION 1: Fiscal Year

The fiscal year of the Club shall be from the first day of April to the last day of March.

SECTION 2: Use of Funds

All funds of the Club shall be deposited to the credit of the Club in such banks or other depositories that the Board may select. Funds not needed for the immediate operations of the Club shall be kept in interest bearing savings accounts, certificates of deposit or similar instruments and reserved for unique projects, grants or other special purposes that may be determined by the Board.

SECTION 3: Financial Reviews

At the end of each fiscal year, the financial records and fiscal operating procedures of the Club shall be reviewed by a committee appointed by the Board consisting of the President, one other Board member and one member at large.

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SECTION 4: Access to Records

All summaries, notes, minutes, formal communications and other records of the Club shall be open to inspection and accessible to all Club members. Copies shall be provided upon request at cost.

SECTION 5: Effective Date

These bylaws shall become effective on the first day of the fiscal year following their ratification by the membership.

SECTION 6: Amendments

Amendments to these bylaws may be proposed by the Board of Directors or by the membership at an annual or special meeting. All amendments must be ratified by a simple majority of the voting members present at the next annual meeting or special meeting called for that purpose.

SECTION 7: Dissolution

In the event the CLUB votes to disband, the Board shall present recommendations to the membership at a Special Membership Meeting for the distribution of all remaining debt-free assets. Any remaining assets shall be given to another non-profit group or groups supporting bicycling in Maine. A simple majority of voting CLUB members present shall determine the final distribution of said assets.