

BYLAWS OF THE PRAIRIE CYCLE CLUB

January 2019

ARTICLE I – Name and Purpose

The name of this organization shall be the PRAIRIE CYCLE CLUB, a not-for-profit organization. The Prairie Cycle Club is a social club whose members participate in and promote recreational bicycling.

ARTICLE II – Board of Directors

Section 1. Composition

The Board of Directors shall consist of the Officers of this Club. A Director (also known as a Board Member) is a person holding one or more of the Officer positions described in Article III, Section 1

Section 2. Meetings of the Board of Directors.

A Meeting of the Board of Directors (also referred at the “Board”) may be called by any Director upon appropriate notice to each Director. One half of the Board shall constitute a quorum.

Section 3. Authority

The Board shall have the authority to make programming, policy, and financial decisions on behalf of the Club, provided such decisions are within the purpose and capabilities of the Club. Each Director present at Meetings of the Board shall have one vote, and any decision shall require a majority vote of the Directors present. Directors may also make such decisions through online discussions. Decisions made through online discussions shall require a majority vote of all Directors.

Section 4. Reports to the Membership

Decisions made by the Board of Directors shall be reported to the full Membership of the Club, on the club website or by other means.

ARTICLE III – Officers

Section 1. Titles and Duties

The Officers of this Club shall be a President, a Treasurer, a Secretary, an Activities Director, a Website Editor, a Membership Director, a Publicity Director, and two or more at-large Directors. The President and Treasurer shall not be the same person. Individuals holding multiple positions shall only have one vote at Board meetings.

a. President The President shall

1. Preside at Membership meetings and at Meetings of the Board of Directors.

b. Treasurer The Treasurer shall

1. Maintain the financial records of the Club
2. Manage the monetary assets of the Club as directed by the Board of Directors.
3. Provide timely financial reports to the Club including at least one Club financial summary annually and other financial reports as requested by the Board of Directors.
4. Preside at Member and Board meetings in absence of the President. If the Treasurer cannot preside, the President shall designate an interim.

c. Secretary The Secretary shall

1. Prepare and maintain records of Membership Meetings and Meetings of the Board of Directors.
2. Notify the Membership of Membership Meetings.
3. Inform the Membership as necessary of actions taken at any meetings of the Membership and of the Board of Directors
4. Maintain the official Records of the Corporation
5. Manage Club correspondence and affiliations with other parties.

d. Activities Director The Activities Director shall

1. Encourage, plan, and promote Club sponsored activities.
2. Maintain and coordinate a schedule of activities related to the purpose of the Club, and keep the Membership timely informed of such

e. Website Editor The Website Editor shall

1. Gather information related to the purpose of the Club.
2. Prepare and distribute to the Membership, in a timely manner, information related to the purpose and activities of the Club, via the club website. The website shall include, after Board of Directors approval, minutes of Membership and Board meetings.
3. Provide for the website the means for accepting on-line payments for membership fees, activity fees, club authorized merchandise, and other moneys designated by the Board

f. Publicity Director The Publicity Director shall

1. Coordinate efforts to publicize and promote the Club and its activities to the local and regional cycling and non-cycling communities.

g. Membership Director The Membership Director shall

1. Maintain the club's membership rolls, and ensure any membership dues are deposited in a timely manner.

h. At-large Directors

1. Serve to coordinate the Club's annual ride

Section 2. Term and Election of Officers

a. Term of Officers

The term of each Officer shall be from the time of election until the next election. Officers may be re-elected for additional terms. However, no one shall serve as President for more than three consecutive terms and no one shall serve as Treasurer for more than three consecutive terms

b. Nominations

Not before September 1, and preferably in September or October, the current Board shall issue, via email and other means selected by the Board, a call for nominations to the next year's Board. Nominations shall be open for at least one week. The Board may subsequently extend an announced nomination period one or more times. Only Club members can be nominated. To be nominated for a Board position a Club member must, during the nomination period, (1) email the president and secretary the position for which s/he desires nomination, (2) have another Club member email the president and Secretary seconding the nomination. Also, the current Board may nominate up to two candidates for each Board position.

c. Election

The current Board shall hold an election for the next year's Board either at (i) the Annual Membership Meeting or (ii) via an online Special Membership Meeting held in November or December prior to the Annual Membership. (both meeting types and corresponding election rules described in Article V).

Section 3. Vacancy of Office

- a. If the president resigns, is removed or is otherwise unable to complete the full term, the Treasurer shall serve as the interim President until the Board designates a replacement for the President.
- b. The President may appoint a club member, on an interim basis, to fill vacancies of other Club officers.

Section 4. Removal of Board Members

- a. Any Board member may be removed from the Board by a vote of the Board, in order to best serve the Prairie Cycle Club's interests. All Board members must be receive 72 hours notice of a meeting where such a vote will be taken. On any calendar day the Board shall not consider the removal of more than one member.
- b. A quorum for a vote to remove a Board member shall be the physical presence of more than one half of all current Board members, excluding the subject member. Dissenting, but not affirmative votes can be submitted by email prior to the meeting
- c. A successful vote to remove an officer from the Board shall (1) exclude the subject Board member and (2) require affirmative votes of greater than half the number of current board members, excluding the subject member and (3) have no more than one dissenting vote.

ARTICLE IV – Membership

Section 1. Qualifications

Any party interested in supporting the Purpose of the Club, will, upon payment of dues, become a Member. Membership in the Club is not transferable or assignable.

Section 2. Membership Categories and Dues

Membership categories, and for each instance of a membership category, dues and number of votes at membership meetings shall be specified by the Board of Directors

Section 3. Period of Membership

The Period of Membership begins when club dues are paid. Memberships beginning before September 1 of a calendar year shall end on March 15 of the next calendar year. Memberships starting on or after September 1 of a calendar year shall end on March 15 of the second following calendar year. However, the Board may designate that memberships purchased at designated PCC events or after a designated date in any calendar year continue through March 15 of the second following calendar year.

Section 4. Privileges of Membership

The privilege of the floor shall be extended to any voting Member at any Membership Meeting.

Section 5. Termination of Membership.

A member may resign at any time. No part of any dues shall be refunded to a resigning member.

ARTICLE V – Membership Meetings

Section 1. Annual Meeting of Membership

- a. The Annual Meeting shall be held in December of each year or January of the following year at an appropriate time and place to be specified by the Board of Directors. Notice of the Annual Meeting shall be on the club website and by email at least two weeks prior to the Meeting. Only members present at the Annual Meeting may vote at such.
- b. For Board elections held during the Annual Membership Meeting, (i) additional nominations, if seconded, can be accepted, (ii) if no candidate gets a majority of votes cast for a position, a re-vote between the two candidates with the most votes shall occur (with a coin flip resolving any ties).
- c. If earlier election of officers occurred via online voting, the newly elected board shall be introduced at the annual meeting.

Section 2. Special Meetings of Membership

Special Meetings of the Membership, typically held to vote for officers or to discuss and/or vote on some important matter, may be called by the Board of Directors. Notice of a Special Meeting shall be on the club website and by email prior to that Meeting. Special meetings may be held by means of an online vote.

For an online Special Meetings, (i) club members shall be given at least a week's notice of the start of any online vote (including candidate lists, questions to be voted on, and/or copies of existing and proposed bylaws) and (ii) the online elections shall last at least one week. Where no candidate gets a majority of votes cast for a Board position in an online election, the current board shall make the selection from the two candidates receiving the most votes. Unless otherwise stated in these Bylaws, votes on other questions, online or otherwise, require a majority of the total votes cast on that question

Section 3. Voting Presence

At membership meetings each membership instance shall have the number of votes designated by Board. Each vote must be cast by a unique person. Only persons physically present at the Annual Meeting or at a non-online Special Meeting may vote, A person cannot authorize any other person to cast a vote that member's behalf by proxy or other method.

ARTICLE VI – Committees

Section 1. Standing Committees The Standing Committees shall be:

Membership (chaired by the Membership Director),
Ride Activities (chaired by the Activities Director),
Public Relations (chaired by the Publicity Director),
Meeting and Special Activities Programs and Arrangements (chaired by a Board of Directors appointee).

ARTICLE VI – Amendment, Maintaining and Posting of Bylaws

Section 1. Procedure of Amendment

These Bylaws may be repealed, altered or amended by a majority vote of members participating at any Annual Meeting of or at a Special Meeting called for that purpose. Printed or electronic copies of proposed changes shall be made available to members via the club website and by email at least a week preceding such meeting. Passage of Bylaw changes requires a majority of votes cast.

Section 2. Maintaining and Posting of Bylaws

The Secretary shall maintain a written copy of these Bylaws. The Bylaws shall be posted on the club website.

ARTICLE VII – Effective Date

The Bylaws shall be effective upon adoption.

ARTICLE VIII – Final Disbursements

If the Club should cease to exist for any reason other than financial insolvency, the funds remaining in the treasury after all proper Club debts have been paid shall be donated- to the League of Illinois Bicyclists or other agency approved by a Special meeting. A Special Meeting of the membership shall be necessary to dissolve the club.

Change History

January 13, 2019 (approved at a general membership meeting on this date)

Various changes to clarify wordings, acknowledge the board making decisions via on line votes, and clarifying how to remove a board member when needed.

September 2016 made changes to (1) clarify that votes of the membership can be done online, (2) better explain how board members will be elected each year, and (3) eliminate reference to standing committees...

February, 2016 (approved at General Membership meeting 5 April 2016)

Eliminated references to newsletter (since a newsletter is no longer published). Amended Board position descriptions

November 26, 2014 (approved by a Special Membership meeting held by email)

Article V Section 1 changed to allow the Annual Meeting of Members to be held in either December or January

December 1 2013 (approved at general membership meeting on this date)

(1) The first sentence of Section 1 will be changed from

"The Officers of this Club shall be a President, a Treasurer, a Secretary, an Activities Director, a Website/Newsletter Editor, a Membership Coordinator, and a Publicity Director." to "The Officers of this Club shall be a President, a Treasurer, a Secretary, an Activities Director, a Website/Newsletter Editor, a Membership Coordinator, a Publicity Director, and two at-large members without specific duties."

(2) A new Section 1h

Section 1h. At-large Members 1. Two at-large voting officers without specific assigned duties.