

## **BY-LAWS OF CHESAPEAKE SPOKES.ORG, INC.**

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### **Article I: NAME**

The name of the organization is the Chesapeake Spokes.Org, Inc., hereafter referred to as the CSO.

### **Article II: NON-DISCRIMINATION**

The CSO shall not discriminate against anyone on the basis of race, color, religion, or sexual orientation.

### **Article III: PURPOSES**

The purposes of the CSO are to:

- Provide opportunities for the bicycling community to enjoy rides in the area and to meet and socialize with like-minded riders.
- Increase awareness of bicycling issues in the area through interaction with other bicycle clubs and the public.
- Educate bicyclists on road riding, courtesy and safety.
- Advocate bicycling interests in public forums.
- Provide bicycling skills education.
- Promote bicycling for fun, fitness and recreation.

## **Article IV: MEMBERSHIP**

The CSO shall have one category of membership. Any individual may join the CSO.

## **Article V: DUES**

Dues shall be established from time to time by the Board of the CSO.

Memberships shall be for the period of one (1) calendar year and dues are payable immediately upon joining and thereafter in advance on or before December 31. All members who have not paid dues by December 31 shall be removed from the membership roster. Dues paid after December 31 shall be subject to a late fee of Five Dollars (\$5.00).

## **Article VI: VOTING**

Each member of the CSO shall have one (1) vote in the election of the Board (Officers and Members-at-Large).

Proxy voting shall not be allowed for elections. Proxies may be submitted by Board and Members-at-Large for voting on CSO business. CSO business shall ordinarily be conducted at the business meetings. At the president's discretion, Board business which requires a vote may be conducted via telephone or electronic means for issues which require immediate action, provided that a reasonable attempt is made to notify all Board members of the vote.

A quorum shall consist of fifty percent (50%) of Members of the Board. If a quorum is not present, voting cannot occur. A quorum must also be present for a telephone or electronic vote.

## **Article VII: THE BOARD**

The Board of the CSO shall initially consist of seven (7) Directors, the four (4) officers and the three (3) Members-at-Large named in the Informal Organizational Action. Beginning in 2011, Board members will be elected by the general membership at the first business meeting of each calendar year. The number of Directors may be increased or decreased by the Board.

At the first election in 2011, four officers shall be elected for a term of two (2) years and three (3) Directors shall be elected for a term of one (1) year. Thereafter, all elected positions shall have a term of two (2) years. Position holders may be reelected indefinitely.

The duties of the, Board will include all organizational functions, adopting and implementing policies consistent with the purposes of the CSO, and establishing budget and staffing levels necessary to fulfill the policies and implement the decisions of the Board.

Vacancies on the Board shall be announced at the next general membership meeting and on the web site and Talklist prior to an election to fill the vacancy. This election will take place at the next Business Meeting following the announcements. Individuals elected to fill vacancies will serve the remainder of the standard term of office.

Directors shall not be paid or receive any benefits for services provided to CSO but may be reimbursed for authorized expenses incurred by them in performance of duties or expenses incurred on behalf of CSO.

### **Article VIII: OFFICERS**

The CSO shall have a President, Vice-President, Treasurer and Secretary.

The duties of the officers are as follows:

The President shall:

- Preside over meetings.
- Cast the deciding vote in the event of a tie during voting at Business Meetings.
- Sign contracts and agreements on behalf of the CSO.
- Appoint members as necessary to perform the tasks agreed upon by the Board.

The Vice-President shall:

- Perform the duties of the President in the absence of the President.
- Make arrangements for scheduling meeting dates and locations.
- Supervise the nominating committee.

The Treasurer shall:

- Be responsible for all income and expenses.
- Keep accurate financial records.
- Make timely deposits of all monies received.
- Bill all those who owe money to the CSO.
- Pay duly authorized expenses.
- Make available financial records to the CSO for inspection.
- Recommend appropriate changes in the dues structure.
- Make an annual report to the members at the last Business Meeting each year.
- Recommend a budget to the Board at the second Business Meeting each year.
- File required tax returns.

The Secretary shall:

- Take minutes of all Business Meetings and furnish copies to those attending the Business Meetings.
- Maintain a file of legal documents and licenses of the CSO, past minutes, newsletter archives and other official documents.
- Maintain an inventory of CSO property.
- Record and receive copies of all contracts and agreements the President enters into on behalf of the CSO.

- Provide notice on web site and via Talklist of the date, time and location of meetings to the membership at least two weeks prior to the meetings, including, as needed, notice of proposed by-law changes and elections to fill vacancies on the Board.
- Maintain a list of members, officers, Members-at-Large, and committee chairpersons.
- Provide membership renewal notices via web site and Talklist.
- Conduct and respond to correspondence as required.

## **Article IX: MEETINGS**

Business Meetings will be held four times per year, or more often if required. At these meetings all the regular business of the CSO will be conducted. The Board will be the decision making body for this business but all members are invited to attend and provide input and/or become more active in the conduct of CSO business. Business may also be conducted by telephone or other electronic means as specified in Article VI.

General Membership Meetings will be held as often as designated by the Board. A short summary of the previous Business Meeting may be given, but no business conducted. The purpose of the General Membership Meeting is to apprise members of current initiatives and solicit their involvement, and provide a forum for the exchange of information among the members.

## **Article X: ELECTIONS**

Elections shall occur each year as the first order of business at the first Business Meeting of the year and whenever a vacancy on the Board occurs.

A Nominating Committee of three willing members shall be established by random draw by the Board Vice President from among the members of the Board, providing sufficient time for the list of nominees to be included in a notice posted on the web site and sent to the Talklist prior to the election.

The Nominating Committee shall present a slate of willing candidates to fill the positions up for election to the Secretary for publication on the web site and Talklist prior to the meeting at which the selections will take place. Additional candidates may be nominated at the Business Meeting during which elections are held.

All members in good standing (not in arrears for dues) will have an equal vote for the purpose of electing the Board. Election to a position will be by simple majority of those present and voting at the Business Meeting. If the first ballot fails to produce a majority for one position, a runoff of the two with the most votes will be conducted.

## **Article XI: COMMITTEES**

Standing committees of the CSO are:

- Ride Leaders
- Advocacy

- Education
- Membership
- Web Site
- Talklist
- Social

The President and Board may delegate authority and tasks to other committees as necessary to carry out the purposes of the CSO. These ad hoc committees shall exist only as long as necessary to complete their assigned tasks.

Committees shall submit a budget to the treasurer by the first Business Meeting of the year for expenses expected to be incurred during the upcoming year.

## **Article XII: INDEMNIFICATION**

The CSO shall, to the fullest extent permitted by applicable, law indemnify any person who is or was a director or officer of CSO, and who is made or threatened to be made a party to any action, suit, or proceeding, against any and all liability and reasonable expenses, including attorney's fees, actually and necessarily incurred by them in connection with the defense of any such action, suit, or proceeding, civil or criminal, or in connection with the defense of any appeal therein except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding that such director or officer (i) acted in bad faith or were the result of active and deliberate dishonesty and, in either case, were material to the cause of action so adjudicated, or (ii) personally gained an advantage to which he/she was not legally entitled. The benefits of this section shall extend to the heirs and legal representatives of any person entitled to indemnification hereunder.

The CSO may, to the extent authorized by the Board of Directors and permitted by applicable law, indemnify any employee or agent of the CSO who is not a Director or Officer of the CSO.

Any right of indemnification hereunder shall not be exclusive of other rights to which a Director or Officer may be entitled by law. Indemnification hereunder may be retroactive to the fullest extent permitted by law. This Article shall not be construed as a limitation on the authority of the Board to advance CSO funds for reasonable expenses, including attorneys' fees.

## **Article XIII: CONTRACTS AND BANKING**

The Board of Directors may authorize any officer or officers, agent, or agents, to enter into any contract or execute or deliver any instrument in the name of or on behalf of the CSO and such authority may be general or confined to special instance.

All funds of the CSO not otherwise employed shall be deposited from time to time to the credit of the CSO in such banks, credit unions, or other depositories as the Board of Directors may select.

All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the CSO shall be signed by such officer or officers, agent, or

agents of the CSO and in such manner as shall from time to time be determined by resolution of the Board of Directors.

No loan shall be made to the CSO and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

#### **ARTICLE XIV - ACCOUNTING YEAR AND FINANCIAL STATEMENTS**

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year.

At the end of the accounting year, the books of the CSO shall be closed and financial statements prepared for that year. Such financial statements shall be audited, reviewed or compiled as determined by resolution of the Board of Directors. Such financial statements shall be promptly submitted to the Board of Directors upon completion.

#### **ARTICLE XV - MISCELLANEOUS**

The CSO shall keep correct and complete books and record of accounts of its members, Board of Directors, and committees having any of the authority of the Board of Directors; and shall keep at its registered office or principal office a record giving the names and addresses of its members entitled to vote. Books and records of the CSO may be inspected by any member, or the member's agent or attorney, for any proper purpose at any reasonable time, except personnel and payroll records, which shall be confidential and not subject to inspection.

No loans shall be made by the CSO to any of its officers, directors, employees, or members.

The Board of Directors may adopt, amend, or repeal Rules not inconsistent with these By-Laws, for the management of the internal affairs of the Corporation and for the governance of its officers, agents, committees, and employees.

#### **ARTICLE XVI - CONFLICT OF INTEREST**

A conflict of interest may exist when the financial interests of any Director, officer or staff member, or said person's immediate family, may be seen as competing with the interests or concerns of the CSO.

Any possible conflict of interest shall be disclosed to the Board of Directors by the person concerned.

When any such conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person shall call it to attention of the Board of Directors, and such person shall not vote on the matter.

Moreover, the person having a conflict shall retire from the room in which the Board is meeting and shall not participate in the deliberation or decision regarding the matter under consideration. However, that person may provide the Board with any and all relevant information.

The minutes of the meeting of the Board shall reflect that the conflict of interest was disclosed and that the interested person was not present during the discussion or vote and did not vote. When there is a doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person concerning whose situation the doubt has arisen.

**Article XVII: AFFILIATIONS**

CSO may affiliate with other organizations as appropriate.

**Article XVIII: BY-LAWS**

The CSO may adopt, amend, or repeal the By-Laws of the CSO only at a Business Meeting by two-thirds vote. The proposed changes must be submitted to the Secretary sufficiently far in advance to allow for publication on the web site and Talklist before they are brought up for vote.

**Article XIX: DISCIPLINARY ACTION**

Should the CSO Board believe that a member's actions are severely and directly counterproductive to the goals of the CSO, the Board may take disciplinary action as it sees fit after a 2/3 vote. Disciplinary actions that may be taken include removal from the Board or removal from the CSO as a last resort. In the event that a member conducts illegal activities, no part of these By-Laws limit the Board's ability to pursue legal action to the full extent of the law.

Should the Board feel that disciplinary action is necessary, the Board will schedule a vote and contact the member to be disciplined to ensure that the member can attend the meeting and speak in his/her defense if he/she so chooses. There is no appeal process.

I certify that these are the By-Laws of Chesapeake Spokes.Org, Inc. adopted by the Board of Directors on \_\_\_\_\_, 2010.

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Kerry Revell, Secretary