

# BY-LAWS OF THE CAROLINA TARWHEELS

## PREAMBLE

In order to further our goals of promoting cycling in the Durham-Chapel Hill area on a more permanent and efficient basis, we, the members of the Carolina Tarwheels, have established these by-laws to govern the affairs of our corporation, hereafter referred to as the Club.

## AUTHORITY

Carolina Tarwheels is an incorporated Club chartered under North Carolina General Statutes Chapter 55A, the Non-profit Club Act. Carolina Tarwheels functions as a sovereign, self-governing organization with full rights of charter and the right to adopt by-laws including the following:

## ARTICLE I: Offices

The location of the principal office (the main office of business) and the registered office (required by law to be maintained in the State of North Carolina) will be determined by the board of directors. The registered office may be the same as the principal office.

## ARTICLE II: Goals

The goals of the Club are:

- to promote the general interests of bicycling of all forms, e.g., for recreation, transportation, physical fitness and sport.
- to schedule group riding opportunities
- to promote the social aspects of group rides and tours
- to promote the positive image of cyclists in the community through example
- to share information on safety, maintenance, fitness and equipment
- to promote the use of the bicycle in a safe and law abiding manner

## ARTICLE III: Members

### Section 1. Categories of Membership

There will be two categories of membership. An individual membership will consist of one (1) adult member (18 or older). A family membership will consist of parent(s) and their child(ren) (under 18), or a couple residing at the same address.

### Section 2. Membership Qualification

Membership is granted to all individuals interested in the purposes of the Club and bicycling in general upon receipt of annual dues and a signed application/waiver. A waiver, in this document, means a waiver of the Club's liability. On club rides, an adult member must accompany children, unless a signed written release is received.

### Section 3. Privileges of Membership

Each individual or family membership is entitled to receive one paper copy of the Club newsletter. In addition, each member can rent Club equipment, participate in Club-member only events and activities, receive Club e-mailings, and vote on Club issues (refer to Article IV, Section 4 for voting privileges).

### Section 4. Termination of Membership

Failure to pay dues or submit a waiver (refer to Article III, Section 2) will result in loss of membership and membership privileges. Each member (individuals and all family members, including children) must have an up-to-date signed waiver in the Club's files.

### Section 5. Dues

The board of directors shall determine from time to time the amount of annual dues. Dues shall be payable annually on the anniversary date of that membership. When a member

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fails to pay dues within three (3) months of the anniversary date of that membership, his membership may be automatically terminated.

### ARTICLE IV: Meetings of Members

#### Section 1. Annual Meeting

The annual meeting of the members shall be held in the month of January on any day except Saturday, Sunday or a legal holiday. The board of directors will determine the date, time and place of the meeting. The purpose of the meeting will be to elect Club directors (officers and members-at-large) and to conduct other current Club business. Notice of the time, place, date, and agenda for the annual membership meeting shall be announced in the December/January issue of the Club newsletter, placed on the Club web site and emailed to Club members. If the annual meeting must be postponed for any reason, such as inclement weather, the annual meeting will be rescheduled and the membership will be notified of the rescheduling by email or other means.

#### Section 2: Regular Meetings of the Membership

Regular membership meetings shall be held at least bimonthly at the time and place to be determined by the program director (appointed by the president). The Annual Meeting will be held in lieu of a regular meeting in January. Regular meetings shall serve primarily as a means of communication, education and entertainment for the membership. However, such meetings may from time to time include Club business. Notice of the time, place, date, and agenda for the regular membership meetings shall be announced in the Club newsletter, placed on the Club web site and emailed to Club members.

#### Section 3. Quorum

A quorum for the annual membership meeting and regular membership meetings that include Club business shall be the lesser of: (1) 10% of memberships (individual and family) or (2) 30 voting members, as defined in Section 4 of this Article. If a quorum is not present at such a meeting, a majority of the members present may adjourn the meeting without further notice. There will be no quorum requirement for regular membership meetings that do not include Club business.

#### Section 4. Voting

Action on a matter is approved if the majority of members present cast votes in favor of the action, except that any change to the bylaws requires two-thirds majority. An individual membership is entitled to one vote. A family membership is entitled to one vote for each adult member of the family. Voting by proxy or substitution shall not be permitted. Absentee ballots may be used for Club elections only. The nominations committee will provide absentee ballots to members upon request in advance of the annual membership meeting.

### ARTICLE V: Board of Directors

#### Section 1. General Powers

The board of directors shall manage the business and affairs of the Club. The board shall consist of nine members, including three (3) officers (president, secretary, and treasurer) and six (6) members-at-large.

#### Section 2: Qualifications of Members of the Board

Members of the board must be at least 18 years of age and current dues paying members of the Club. No member may hold more than one office at a time. There shall be no limit on the number of terms a member can be reelected to any position.

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### Section 3. Terms of Members of the Board

Officers. The terms of the Club officers (president, secretary, and treasurer) shall be one year. The term of office shall begin immediately after the election results are announced at the annual membership meeting in January and continue until the successor is elected at the annual membership meeting the following year.

Members-at-large. The term of office for members-at-large shall be 2 years. In January 2001, six (6) members-at-large will be elected, three (3) for two-year terms and three (3) for one-year terms. The three (3) candidates receiving the most votes will be elected to two-year terms, and the three candidates receiving the next highest number of votes will be elected to one-year terms. Thereafter, three members-at-large will be elected each year by the membership at the annual membership meeting. The terms of three members-at-large will overlap the terms of the other three members-at-large.

### Section 4: Duties of the Members of the Board

Officers. Each officer shall perform the duties normally associated with that office in addition to those duties assigned by the board of directors from time to time.

Members-at-large. The members-at-large shall perform any such duties as may be assigned by the board of directors.

### Section 5. Elections

Members of the board (officers and members-at-large) shall be elected at the annual meeting of the membership. Two ballots will be cast, the first for the officers and the second for the members-at-large. If a member-at-large wins an office on the first ballot, his/her position as member-at-large will be considered vacant and will be filled through this election process on the second ballot. Any candidate running for, but not winning an office on the first ballot will be considered a candidate for member-at-large on the second ballot, unless the candidate declines to be considered for member-at-large. The three (3) candidates for members-at-large receiving the most votes will be elected to full two-year terms. If there are vacancies for members-at-large to be filled, then candidates receiving the next highest number of votes will be elected to fill the vacancies for the remaining year of the term. In the case of a tie vote, a runoff vote will be taken immediately by ballot or count of hands. Newly elected officers and members-at-large shall assume their duties immediately after the election.

### Section 6. Vacancies

If for any reason a vacancy exists on the board of directors, the board may appoint a successor. Persons so appointed shall serve until the election at the next annual meeting.

### Section 7. Compensation and Reimbursement

Board members shall not be paid compensation or receive any benefits for services provided to the Club as board members. However, board members may be reimbursed for authorized expenses incurred by them in the performance of their duties as board members.

## ARTICLE VI: Meetings of Board of Directors

### Section 1. Regular Meetings of the Board of Directors

Regular meetings of the board of directors shall be held at least bimonthly unless the president determines no meeting is necessary. Members are permitted to attend and observe regular board meetings, however members must not interfere with the conduct of Club business. Members may suggest topics for the agenda, and may be allotted time on the agenda to present a topic to the board. Minutes from the board of directors meetings will be published in the Club newsletter. The president will determine the date, time and place of the regular meetings of the board of directors.

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### Section 2. Special Meetings

Special meetings of the board of directors may be called from time to time to address items of a timely or sensitive nature by the president or any member of the board. Special meetings of the board of directors may be closed to members. The date, time and place of a special meeting will be decided by the person(s) authorized to call special meetings of the board. Notice of each special meeting shall be communicated by telephone or email at least two days in advance of such meeting and shall include the date, time, place and purpose of the meeting.

### Section 3. Quorum

A simple majority of the total number of directors shall constitute a quorum for the transaction of business at any meeting of the board of directors. If less than a quorum is present at a regular or special meeting, a majority of the directors present may adjourn the meeting without further notice.

### Section 4. Voting

If a quorum exists, an action is approved if the majority of the directors present cast votes in favor of the action.

### Section 5. Informal Action by Board of Directors

The board of directors may take action without a meeting by using email. The action is approved if the majority of the board members provide signed consent to the action and the action is filed with the minutes of the proceedings of the board. Consent submitted by email will be considered signed consent.

## ARTICLE VII: Committees

### Section 1. Nominating Committee

By no later than November, the president shall appoint a nominating committee, consisting of three (3) active members, to prepare of slate of nominees and to oversee the election proceedings. Nominations may be solicited via the Club newsletter and email as well as word of mouth. Current officers up for election may not serve on the nominating committee and members of this committee may not be candidates for office. Voting shall be done by ballot. The nominating committee will prepare biographical sketches of the nominees, supply ballots for members and tally the votes at the annual meeting. Additional names may be placed in nomination from the floor immediately prior to the election.

### Section 2. Other Committees

The president may appoint members of the Club to serve on other permanent or temporary committees. Permanent committees of this Club shall include Membership, Welcoming/Hotline, Rides, Newsletter, Web Site, Program, and Publicity. Temporary committees (e.g. nominations committee) may be formed from time to time as the board of directors deems necessary.

### Section 3. Event Director(s)

The board of directors will select a member of the Club as event director for any major club sponsored event (e.g., BikeFest and club century rides). The event director reports to the board of directors and is responsible for planning the event, preparing a budget subject to approval by the board of directors, appointing team leaders, and supervising the overall event from the initial planning stages through the final reports/analyses.

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### ARTICLE VIII: Contracts, Loans, Checks and Deposits

#### Section 1. Contracts

The board of directors may authorize an officer(s) or agent(s) to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club. Such authority may be general or confined to specific instances.

#### Section 2. Loans

No loans shall be contracted on behalf of the Club.

#### Section 3. Checks and Drafts

The treasurer, or other board member(s) designated by the board of directors, shall sign all checks and drafts issued in the name of the Club.

#### Section 4. Deposits

The treasurer may maintain a nominal amount of the Club's funds as petty cash. All remaining funds of the Club shall be deposited in the Club's bank account(s).

### ARTICLE IX. General Provisions

#### Section 1. Books and Records

The Club shall keep correct and complete books and records of account; minutes of the proceedings of its members and of its board of directors; and a record giving the names and addresses of the members entitled to vote. Any member may inspect all books and records of the Club for any proper purpose at any reasonable time.

#### Section 2. Indemnification

Any person who at any time serves or has served as a director, officer, employee or agent of the Club shall have a right to be indemnified by the Club to the fullest extent permitted by law. The board of directors of the Club shall take all such action as may be necessary and appropriate to authorize the Club to pay the indemnification required by this by-law.

#### Section 3. Fiscal Year

The board of directors shall fix the fiscal year of the Club.

#### Section 4. Amendments to By-Laws

These by-laws may be altered, amended or repealed and new by-laws shall be adopted if two-thirds majority of the membership present at a meeting of members (quorum and voting requirements are addressed in Article IV of these bylaws) cast votes in favor of the change. Notice of the terms and proposed change(s) will be announced in the Club newsletter. In order to assure reasonable notice to the membership, the Club newsletter announcing the proposed changes must be mailed at least 20 days before the date of the meeting at which the membership will cast their vote on the proposed changes.

#### Section 5. Dissolution

Being a non-profit organization, no part of the assets or net income of this Club shall be assigned to the personal benefit of any member or individual. Upon dissolution all assets of the Club shall be assigned or distributed to a charitable organization designated by the board of directors.

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The foregoing are certified to be the duly adopted by-laws of the Carolina Tarwheels effective \_\_\_\_\_.

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Dave Connelly, Director

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Maureen Kurtz, Director

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Mike O'Connor, Director

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Jack Ramsey, Director

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Margaret Reiswig, Director

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Wendy Roberts, Director

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Sharon Roggenbuck, Director

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Kathy Trotter, Director

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Colleen Zinn, Director