

Panhandle Pedalers Cycling Club By-Laws

Established 2009

ARTICLE I - NAME & STATUS

CLUB NAME

The name of the corporation shall be the **Panhandle Pedalers Cycling Club, Inc.**, doing business as the **Panhandle Pedalers Cycling Club** or **PPCC**, hereinafter referred to as the "Club."

CLUB STATUS

The **Panhandle Pedalers Cycling Club (PPCC)**, located in Charles Town WV, shall function as a not-for-profit organization. The club shall maintain the Internal Revenue Code status of 501-c-3 in its own right or as an affiliate member of a 501-c-3 organization.

ARTICLE II - PURPOSE

MISSION STATEMENT

The Club has a primary mission to promote bicycling in all its forms and skill levels including transportation, recreation, fitness, sport and social interaction in the Eastern Panhandle area of West Virginia transforming the Eastern Panhandle into a bike friendly community.

CLUB OBJECTIVES

Cycling safety will always be the primary objective for members of the Club. Consistent with our commitment to safety, helmets approved by recognized safety standards organizations must be worn on all Club or Club-sanctioned rides. Club members will participate in and organize rides that benefit its overall mission and ultimately grow the sport of cycling in the West Virginia Eastern Panhandle Area.

The Club will pursue resources, educate and broaden state and local government official's knowledge on bicycling access needs of the Jefferson county general populace.

The Club will broaden the knowledge and importance of bicycling to the general public within Jefferson County by establishing riding events, posting bicycling articles in various papers, and esprit de corps. This includes promoting safe bicycling habits to adults as well as school age children.

The Club will support various charitable causes by participating in group rides to the best of its abilities.

PPCC will work with other local and national bike clubs in promoting safe bicycling and education of the general populace on the numerous advantages of bicycling and to gain government support and resources for bicycling efforts.

ARTICLE III - MEMBERSHIP & DUES

Section 1. The PPCC is a volunteer group. Membership is attained by paying the appropriate annual dues for individual or family and by signing an appropriate waiver/ release membership application. Participation in club activities is strongly encouraged.

Section 2. The Secretary will provide a copy of these by-laws to each member.

Section 3. The Club shall maintain a non-discriminatory admissions policy with membership available to all without regard to race, color, national origin, religion, gender, age, sexual orientation or disability.

Section 4. Regular Memberships shall be:

individual: age 18 and above;

youth: ages 13-17, with the approval of parent or legal guardian;

family: a family or household unit, including dependent children;

special lifetime: as designated by the Executive Committee, based upon exemplary service to the Club; and

honorary: as designated by the Executive Committee, for public figures for actions promoting the interests of cycling.

Limited memberships shall be individual and youth.

Section 5. The benefits of regular membership shall include receipt of the Club Newsletter; the right to vote on all issues subject to membership approval as provided for herein; and to participate in all Club programs and activities. Limited membership carries with it the right to participate in a specified activity or Club event, as determined by the Executive Committee.

Section 6. Regular members, except special lifetime and honorary, shall pay dues in an amount determined by the Executive Committee. Regular member dues shall be payable annually on January 15th. Limited members shall pay dues and assessments as determined by the Executive Committee from time to time.

Section 7. Membership shall be suspended for failure to renew if annual dues have not been received within 90 days of the membership due date, but promptly reinstated retroactively to the membership anniversary date upon payment of any delinquency. Membership may be terminated at any time for good cause as determined by a 2/3 vote of censure by the Executive Committee. Written notice of termination of membership shall be forwarded by the Secretary to the former member by certified mail within 10 days of the action of the Executive Committee. Within 10 days of receipt of such notice any member whose membership has been terminated shall advise the Secretary by return certified mail of his/her protest of the termination and the Secretary shall place on the agenda of the next general membership meeting to be held at least 15 days from the filing of the protest, the issue of restoration of membership. Membership shall be restored upon majority vote of the membership at the meeting, provided that a quorum is present.

ARTICLE IV - OFFICERS and EXECUTIVE COMMITTEE

Section 1. Officers shall consist of the following as a minimum:

President

Vice-President

Secretary

Treasurer

Section 2. Elections of Officers will be held bi-annually. A nominating Committee will be appointed by the President in the month of September to seek out volunteers to run for office. Ballots will be provided to the current paid membership in November. The newly elected officers will be seated at the January meeting.

Section 3. Officers will be elected to a two-year term. Officers may serve no more than two consecutive terms in any office. However, after a 2 year sabbatical, ex-officers may serve on the board again.

Section 4. The Executive Committee shall consist of all current officers and other members the officers may designate. The Executive committee shall be the governing body of the Club, make operational and policy decisions for the Club and act by majority vote. The Executive Committee shall be presided over by the President or a designee. Additionally, the Executive Committee shall insure that the legal affairs of the Club are in order and that it is adequately protected by liability insurance. The Executive Committee shall not make any single expenditure committing in excess of \$250 without the majority approval of the membership at a general assembly meeting as provided under Article V. The Executive Committee must approve any Committees or Project Groups recommended by any officer and concur in the appointment of Committee or Project Chairperson, approve establishing separate committee or project accounts, including designation of signatory authority as required. Upon approval by the Executive Committee, issues of general interest to the Club may be voted upon by the general membership. The Secretary with appropriate instructions shall prepare ballots for this purpose. This provision shall not apply to the election of officers or amendment of these By-laws.

Section 5. Any officer may be removed by a 2/3 vote of the membership at any membership meeting at which a quorum is present. The unexcused absence of any officer from three (3) consecutive Executive Committee meetings shall be deemed a resignation. Any office vacated during the year shall be filled by appointment as determined by a majority of the Executive Committee.

Section 6. New offices may be created by the membership in its discretion at the Annual Meeting, provided, however, that any proposal to create a new office shall be in writing and filed with the Secretary at least 30 days before the Annual Meeting so that appropriate notice may be published in the Newsletter.

ARTICLE V - MEETINGS

Section 1. The PPCC shall hold a meeting monthly. Locations, dates and times for each general meeting shall be announced in the Newsletter and other Club communications.

Section 2. Quorum shall be declared with a minimum of two officers present.

Section 3. Meeting times or locations may be altered as needed, to allow for maximum participation. Changes will be announced in advance, with a minimum one-week notice.

Section 4. Special meetings can be called by any of the Officers.

Section 5. Purpose of the general meeting will be for assigning tasks, reporting progress and solve problems as may be required. The meeting is to follow an agenda as proposed below:

1. Treasurers report / Presentations of Bills
2. Committee reports
3. Old Business
4. New Business
5. Closing

Section 4. Attendance will be recorded at each meeting.

ARTICLE VI - DUTIES OF OFFICERS

Section 1. The duties of the **President** include, but are not limited to:

- To preside over all general meetings
- Appoint committees as may be necessary
- Oversee committees progress
- Have his/her name on general fund checking account
- Monthly review of the budget report
- Holds CO-signature authority of all Club drafts

Section 2. The duties of the **Vice-president** are but not limited to:

- Preside in the Presidents duties during his/her absence.
- Conduct any social function that may be requested of him/her
- Assist the President as may be necessary.

Section 3. The duties of the **Secretary** are but not limited to:

- Record minutes at each general meeting and or special meetings
- Check for mail on regular basis and process to the person for which it is addressed.
- Generate and mail all correspondence.
- Assists the President as may be necessary.
- In conjunction with the Treasurer will assure appropriate and timely tax reporting is accomplished, if required.
- Obtain liability waivers from all members.
- Electronically file all minutes and other pertinent information as deemed necessary on the PPCC website for membership review.

Section 4. The duties of the **Treasurer** are but not limited to:

- Balance and maintain the general ledger of the Club.
- Holds CO-signature authority of all Club drafts.
- Assures all account payables have received authorization and are issued on time.
- Provides a financial report at each general monthly meeting.
- Assists the President as may be necessary.
- In conjunction with the Secretary will assure appropriate and timely tax reporting is accomplished.
- Develop a projected annual spending budget in conjunction with the executive committee and submit this budget plan to the membership for review and comments.
- This office may be combined with the Secretary.

ARTICLE VII - ELECTIONS

The nominating committee, appointed by the President, shall present a list of candidates for the offices to be filled at the October meeting. Additional nomination, with the nominee's approval, may be received from the floor up until the time of election. Election is by a majority vote using a secure online polling system. Election polls shall last no longer than one week. Proxy voting via paper ballot will be permitted to supplement the online poll. All officers shall assume their positions on January 1st.

ARTICLE VIII - General Checking Account

Section 1. The PPCC shall maintain a checking account at a local FDIC bank. The account is to carry authorized signatures of the President and Treasurer.

Section 2. The fiscal year shall run from January 1st to December 31st.

Section 3. All expenses over \$100 shall be pre-approved by a majority vote at a meeting with a quorum. Purchases under \$100 shall be pre-approved by the consent of 3 or more board members.

Section 4. At the discretion of the board, a savings account may be established in the same establishment as the checking account.

Section 5. In the event of the clubs dissolution the highest remaining officer shall nominate a committee of a minimum of two people, but not to exceed three. Each committee member shall nominate three not-for-profit organizations of his or her choice. The nominations will be presented to the current membership for a vote. A money order or cashiers check will be issued to the elected organization equal to all remaining funds of PPCC after all outstanding accounts payable have been satisfied. The secretary and treasurer will then close the books as necessary. At such time, it shall be the responsibility of the treasurer or, if necessary, another officer to notify all appropriate agencies as to the dissolution of the Club.

Section 6. Dues will be determined annually and adjusted accordingly to cover projected budgets.

ARTICLE IX - AMENDMENTS

Section 1. Amendments to these by-laws are permitted and shall be reviewed during a general assembly meeting for discussion, and grammatical composition.

Section 2. The amendment(s) shall be presented to the current membership for a vote. The final vote tabulations will be counted during the next scheduled general assembly meeting. A passing vote will allow the amendment to take effect immediately following its acceptance and confirmation by the President.

AMENDMENT 01 - 02/01/2010

Amendment to these by-laws: Article VIII, Section 3. to now state "***All expenses over \$100 shall be pre-approved by a majority vote at a meeting with a quorum. Purchases under \$100 shall be pre-approved by the consent of 3 or more board members***".