

DRUID CITY BICYCLE CLUB, INC. BYLAWS

Article I: Name and Purpose

Section 1. This organization shall be known as the Druid City Bicycle Club, hereafter referred to as DCBC.

Section 2. Consistent with section 501(c)(3) of the Internal Revenue Code, DCBC's objective is to foster the sport of cycling locally, nationally and internationally by conducting bicycle safety education events and amateur cycling events, emphasizing community awareness, bicycle safety, competitive and sport amateur cycling, fitness and recreation.

Article II: Membership

Section 1. Membership is open to all persons who pay annual dues to DCBC.

Section 2. Membership shall be on a 12-month basis. All initial and renewal applications shall be accompanied by the dues. Dues will be proposed by the officers and subject to approval by vote of the membership.

Section 3. The membership of any active member who violates any provision of the bylaws or rules of the DCBC may be suspended or voided by a majority vote of the officers. The member may petition members at large.

Section 4. DCBC Membership is non-discriminatory. Membership is open to all persons regardless of race, nationality, age, sex, creed, religion, or riding capability.

Section 5. No person or organization may use the name or emblem of DCBC in advertising or promoting without the written consent of DCBC.

Section 6. Corporate membership shall be available to any business or corporation donating \$500.00 annually or more to DCBC.

Section 7. Student membership shall be open to persons currently enrolled in a Tuscaloosa area college, university, or public/private school. Student members shall have the same privileges as active members except the right to vote and to hold office.

Article III Duties and Responsibilities of Officers

Section 1. The government and direction of the DCBC shall be conducted by officers duly elected under this constitution.

Section 2. The officers shall comply with the provisions of these bylaws, and any ratified amendments, in conducting the business of the DCBC. The officers will maintain a written record of all meetings, available for view by DCBC members by request.

Section 3. Meetings of the officers shall be open to the general membership. A majority of 2/3 of the officers must be present to constitute an officers' quorum. Votes by proxy are acceptable, providing written or electronic authorization is presented by the representative of the absentee officer.

Section 4. The officers may designate any special committee subject to the control and direction of the officers. Committees shall have only the powers delegated to them by the officers.

Section 5. Elections

a. Officer elections shall be held annually at the December general meeting. Elections will be used to fill positions of President-Elect, Treasurer or Secretary, Social Media Director, Advocacy Officer, Gravel and Mountain Bike Liaison, or Road Bike Coordinator.

b. Each office with multiple nominations will be voted on separately, beginning with the President, and require a majority vote of approval from the members present. Single nominee ballots will require a majority vote of approval from the members present.

c. The current officers shall serve as the nominating committee and seek nominations from the membership. Only those members who have paid their dues for the year in which they would serve as an officer shall be eligible for nomination and election. Nominations accepted from the membership will require written or verbal agreement from the nominee to the nominating committee to serve in that office.

d. President and President-Elect are one-year terms, with the President-Elect assuming the office of President in the following year. Secretary, Treasurer, Social Media Director, Advocacy Officer, Gravel and Mountain Bike Liaison, and Road Bike Coordinator are two-year terms. Officer two-year terms will be staggered to ensure that not all officers are replaced at the same time. Secretary, Gravel and Mountain Bike Liaison, and Treasurer are elected in odd years. Social Media Director and Road Bike Coordinator in even years.

e. The election of officers shall be held at the annual December general meeting.

Section 6. Removal and Vacancies

- a. Any officer may be removed by the majority vote of the members.
- b. The officers shall nominate members to fill positions vacated by any officer. A majority vote of the officers present shall fill the position.

Section 7. Duties of the Officers

a. President. The President is responsible for the overall direction of the Club. Duties of the President include but are not limited to:

- Scheduling regular officers' meetings.
- Receiving agenda proposals from all officers and presenting the agenda via email at least one day before the monthly officers' meetings.
- Reviewing the Secretary's minutes and Treasurer's report for accuracy.
- Keeping informed and taking appropriate action regarding bicycle-related items that may impact DCBC or its' members.
- Presiding over meetings of the DCBC and officers.

b. President-Elect. The duties of the President-Elect include but are not limited to:

- Planning general membership meeting programs, sites, and social affairs.
- Presiding over meetings of the DCBC and officers in the absence of the President.
- Appointing (with concurrence of DCBC officers) members of Ad Hoc Committees.

c. Secretary. The duties of the Secretary include but are not limited to:

- Maintaining the minutes of all meetings and files of club records.
- Presiding over meetings of the DCBC and officers in the absence of the President and President-Elect.
- Developing and maintaining the membership roll.
- Presenting the minutes from the prior meeting to all officers for approval via email within one week of the meeting.

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- Attending to appropriate Club correspondence, including letters of thanks and acknowledgment.

d. **Treasurer.** The duties of the Treasurer include but are not limited to:

- Managing the budget, bank account, and the club equipment inventory.
- Presiding over meetings of the DCBC and officers in the absence of the President, President-Elect, and Secretary.
- Acquiring liability insurance for the club.
- Acquiring special event insurance as needed.
- Disbursing funds only with the authority of the assembly (majority vote of the officers present.)
- Providing receipts for any check or debit card purchases.
- Paying all club bills promptly.
- Providing a written Treasurer's Report for each meeting, detailing income and expenses, and presenting the balance on hand at the beginning and end of the period.

e. **Social Media Director.** The duties of the Social Media Director shall include but are not limited to:

- Working with fellow officers to develop, monitor, edit, maintain, and update all content on the DCBC website, and social media outlets used by the club.
- Serving as the first point of contact for all web and social media questions and projects.
- Keeping officer and event contact information current.
- Performing routine reviews of the site for continuity, quality, accuracy, and timely content.
- Acquiring and placing recent media of members and events on the site and social media platforms.
- Reporting status of the website and social media at meetings of the officers.
- Serving as final determiner of website and social media content and policy.

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- Managing administrative and publishing access for social media, communications, and website accounts for current officers of the club.

f. Advocacy and Membership Officer. The duties of the Advocacy Officer include but are not limited to:

- Directing DCBC's efforts to influence governmental bodies in their actions as they affect the rights of cyclists.
- Monitoring legislation and enactments of state and local governments; establishing programs for effective relations with state, county, and local governments and their agencies.
- Developing an Advocacy Committee to undertake steps to make the Tuscaloosa and Northport communities more bicycle friendly.

g. Gravel and Mountain Bike Liaison The duties of the Gravel and Mountain Bike Liaison include but are not limited to:

- Coordinating and publicizing a seasonal event and ride schedule with the local mountain bike club for trail and gravel rides.
- Coordinating and publicizing a regular schedule for trailwork days at Sokol, Hurricane Creek, and Lake Lurleen.
- Promoting races and coordinating information and activities for mountain and gravel biking.

h. Road Bike Coordinator. The duties of the Road Bike Coordinator include but are not limited to:

- Developing a seasonal schedule and routes for weekly and monthly road bike rides while considering statewide events.
- Presenting a seasonal ride calendar to the officers, Social Media Director, and general membership.
- Promoting races and coordinating information and activities for road riding.

Section 8. Ad Hoc Committees. The President-Elect, in coordination with fellow officers, shall develop committees to organize and promote one-time or annual events sponsored or co-sponsored by DCBC.

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Section 9. Past-presidents Committee. This committee shall serve as an advisory board for the current DCBC President. All former presidents of the DCBC shall be members of the committee. All meetings of the committee shall be called by and presided over by the current DCBC President.

Article IV: Meetings

Section 1. Meetings of DCBC shall be announced on the club GroupMe, posted on the club website and social media accounts. All meetings are open to club members. A quorum shall consist of those present. General meetings will be held quarterly and in conjunction with major social events of the club.

Section 2. The DCBC Officers will meet on a monthly basis to plan and coordinate club functions, approve expenses, and promote sponsored activities.

Section 3. Voting shall be conducted by a majority vote of those who are present. *Roberts Rules of Order* shall be observed in the conduct of meetings.

Section 4. DCBC shall hold an annual December general meeting at which the election of officers shall be held.

Section 5. Minutes of the general meeting; taken, transcribed, and archived by the Secretary; shall be made available to the general membership by reading at the subsequent general meeting, and publishing to the Club's email list, website, and social media outlets.

Section 6. Minutes of officer meetings; taken, transcribed, and archived by the Secretary; shall be made available to the general membership by request. Officers shall access the minutes either by reading at the subsequent officer meeting, by requesting these from the Secretary, or by e-mail within one week of an officer meeting.

Article V: Amendments

Section 1. Any member of DCBC may propose an amendment to these bylaws during a general meeting.

Section 2. Voting on amendments shall be deferred until the following general meeting to enable officers to notify DCBC members of the proposed amendment(s).

Section 3. Ratification of proposed amendments shall require a 2/3 vote of the members present at the general meeting.

Article VI: Assets Upon Dissolution or Officer Resignation

Section 1. Upon dissolution of DCBC, any and all remaining assets will be used exclusively for the charitable purposes for which DCBC was formed.

Section 2. Upon resignation or end of term, outgoing officers with the DCBC shall forfeit any and all physical and electronic assets of the club to the officer's successor or remaining officers of the club.

Article VII: Conflict of Interest Policy

Section 1. The purpose of the conflict of interest policy is to protect DCBC's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of DCBC or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

a. Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family an ownership or investment interest in any entity with which DCBC has a transaction, arrangement; a compensation arrangement with DCBC with any entity or individual with which DCBC has a transaction or arrangement; or a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which DCBC is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article VII, Section 3 (b) of these bylaws, a person who has a financial interest may have a conflict of interest only if the appropriate governing board of committee decides that a conflict of interest exists.

Section 3. Procedures

a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of the committees

with governing board delegated powers considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote, on the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether DCBC can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under the circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in DCBC's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines

the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from DCBC for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from DCBC for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from DCBC, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and

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d. Understands that DCBC is charitable and in order to maintain its federal tax exemption, must engage primarily in activities with accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure that DCBC operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to DCBC's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7 of this Article, DCBC may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

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