

Bylaws

FOLKS ON SPOKES

Article I

Purpose

The purposes for which this non-profit club is organized are as follows:

- a. To promote the use of bicycles for on-road touring and to have fun bicycling!
- b. To provide an opportunity for members to socialize with others who have an interest in bicycle touring.
- c. To promote the use of the bicycle in a safe manner.
- d. To promote public awareness of bicyclists' rights and responsibilities on public roads.
- e. To protect and defend the rights of bicyclists.
- f. To provide instruction as to the care and proper use of bicycles.

Article II

Statement of Philosophy

- a. This club is interested in promoting only one of the possible areas of interest to the cycling public.
 1. This area of interest is the use of the bicycle for on-road touring/riding as a means of having fun.
 2. This will also include riding on developed bicycle trails such as the Ohio & Erie Canal Bicycle Corridor.
- b. This club is **not** interested in promoting bicycle racing or off-road mountain bike riding.
- c. Many club rides may have some interesting thing to do along the way or a destination such as an historical place of interest, custard stand or restaurant as a goal.
- d. All rides will be no faster than a moderate, comfortable pace.
- e. All riders will be encouraged to ride together in a group with a ride leader at the front and a shepherd to bring up the rear.
- f. No rider will ever be left behind to ride alone
- g. In the interest of safety, all riders will be required to wear a helmet on all club rides.
- h. This club will encourage and help new and beginning riders to develop their riding skills and to this end will offer rides of varying distances.

Article III

Name

The name of this organization shall be FOLKS ON SPOKES.

Article IV

Membership

Section 1. Qualifications - A member is anyone who is at least sixteen (16) years of age and who has paid the annual dues required by the Board of Directors. A failure to pay the annual dues, when assessed, automatically terminates membership in the club.

- a. A child younger than sixteen (16) may ride on a scheduled ride if he or she is accompanied by a riding adult who is an active member.
- b. Guests are always welcome on all club rides in accordance with the above listed age qualification.

Section 2. Dues

- a. Membership dues shall be determined from time to time by the Board of Directors of the club. There shall be individual adult memberships. All dues increases shall be approved by the membership present at the annual meeting by a majority vote of those present.
- b. The membership year will be for twelve (12) months starting on April 1st. (AMMENDED at Club Meeting on 11/21/2008 to read: "The membership year will be for twelve (12) months starting on January 1st.)
- c. The purpose of dues shall be club expenses such as (but not limited to) newsletter publishing and printing costs, postage and insurance and affiliation fees to the League of American Bicyclists.

Section 3. Discipline

- a. A member may be suspended for thirty (30) days from all member rights, privileges, and activities including voting rights by a majority vote of the then elected and qualified Board of Directors. The member facing suspension shall be notified of pending Board action by certified mail at least forty-eight hours before commencement of the meeting. Any member shall be allowed to attend the disciplinary Board meeting. Grounds for discipline may be disregard for safety on club rides, misuse of club funds or property, or misrepresentation of club policy.
- b. A member may be expelled for one year or permanently from all membership privileges and activities, including voting rights by a vote of a majority of members present at the annual meeting. Expulsion may not be voted upon by the membership unless placed before the membership by a two thirds vote of the then elected and qualified Board of Directors and

after announcement in the club newsletter that expulsion of the named member on specified grounds shall be considered at the next annual meeting.

Article V

Meetings of membership

- Section 1. Place of meeting** - Meetings of the membership shall be held at a place and time designated by the Board of Directors.
- Section 2. Meetings of the membership** - Regular meetings of the membership shall occur at least three (3) time each year, in the fall, the winter and in the spring. The fall meeting shall be the designated Annual Meeting held for the purpose of electing directors and officers for the club, and for any other business that may come before the meeting. The winter meeting may be a dinner meeting or banquet.
- Section 3. Special meetings of the membership** - A special meeting of the membership may be called at any time by a majority of the then elected an qualified Board of Directors, or by a petition signed by not less than ten percent of the membership.
- Section 4. Notice of the meeting** - Notice of the time and place of the meeting in the club newsletter shall be considered sufficient.
- Section 5. Quorum of members** - For all meetings a majority of the members present shall be a quorum.

Article VI

Membership and voting rights

- Section 1. Voting Rights** - Any member in good standing has the right to vote at any meeting of the membership.
- Section 2. Manner of Acting** - A majority of the members voting at a meeting, or a majority of the Board at a board meeting, shall constitute a lawful action of the club.
- Section 3. Proxies** - Proxies are permitted only at the Annual meeting.
- Section 4. Voting by mail** - Where the Directors are to be elected or removed by members, such election or recall may be conducted by mail in such a manner as the Board of Directors shall determine.

Section 5. Fixing of record date - The record date is the day preceding the meeting.

Section 6. Nomination and election of Board of Directors and Officers

a. At the annual fall meeting of membership, the members shall elect individuals to the Board of Directors. These individuals shall also be the officers of the club and the members shall elect each Director to fill a particular office. The officers of this club shall be as follows: President, Vice President, Secretary, Treasurer, Road Captain, and four (4) Directors-at-Large.

b. A nominating committee consisting of the President and three members appointed by him/her shall be formed and present a list of candidates for the offices to be filled. Additional names may be placed in nomination from the floor prior to the vote being taken by any member of the club in good standing with the support of one other member in good standing. Voting will be by secret written ballot. The person receiving the highest number of votes cast for any one position shall be elected.

Section 7. Waiver of notice -The attendance of a person at a meeting of members constitutes a waiver of notice of the meeting except when the member attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Article VII

Board of Directors

Section 1. General Powers - The business and affairs of the club shall be managed by its Board of Directors subject to the disapproval of the membership at the next meeting of the membership.

Section 2. Qualifications, number and term of Directors

a. Directors shall be members in good standing of the club. Each Director shall hold office for the term for which she/he was named or elected, and/or until her/his successor is elected and qualified, or until her/his resignation or removal.

b. The Directors shall be the elected President, Vice President, Secretary, Treasurer, Road Captain, four (4) Directors-at-Large and the preceding President and Vice President.

c. Term of Office - The four officers shall serve a one year term commencing on Jan 1st and ending on Dec 31st. There shall be no limit on the number of consecutive terms an officer may be elected to. The Directors-at-Large will be elected for a two (2) year term. These terms will be staggered so that each year only two new Directors-at-Large will be elected. The outgoing

President and Vice President will automatically become Directors-at-Large.

Section 3. Duties

- a. The President shall act as Chairperson of the Board of Directors, shall have authority for the general and active management of the club, shall preside over all membership meetings, and shall prepare and deliver an annual report of past club activities at the annual membership meeting. The President shall act at the direction of the Board when fulfilling her/his role as stipulated in all contracts entered into by the club.
- b. The Vice President shall act in the Presidents' absence and perform such other duties as delegated by the President.
- c. The Secretary shall record and file the minutes of all meetings, be responsible for all club correspondence, shall prepare and conduct all elections of Directors and shall perform such other duties as delegated by the Board.
- d. The Treasurer shall have control of and be responsible for the funds and financial records of the club, shall prepare and deliver an annual accounting at the annual membership meetings, and shall perform such other duties as delegated by the Board
- e. The Road Captain shall be responsible for preparing and conducting all club rides and events held, appoints and presides over the Ride Planning Committee, assigns ride leaders and shepherds for all rides, trains ride leaders and shepherds, sees that the rules of safe riding are observed and shall perform such other duties as delegated by the Board.
- f. The Directors-at-Large shall be responsible to the general club membership for the overall well being and operation of the club and will ensure that the club fulfills its statement of purpose and philosophy and does not stray from it.

Section 4. Power to appoint committees of the Board

The Board shall have the authority to appoint and subsequently remove members of any committee. The authority to appoint can be delegated to the President.

Section 5. The following standing committees will be maintained:

- a. Ride Planning Committee
- b. Publicity Committee
- c. Newsletter Committee
- d. Membership Committee
- e. Bicycle Safety and Maintenance Committee
- f. Club History and Archives Committee

- Section 6. Regular meetings** - Regular meetings of the Board of Directors shall be held as needed for the proper conduct of club business. The minutes and actions taken shall be published in the next issue of the club's newsletter. All club members shall be allowed to attend and speak at all Board meetings.
- Section 7. Quorum** - A majority of the members of the Board then in office constitutes a quorum for the transaction of business. A vote of the majority of the members present at a meeting at which a quorum is present constitutes action of the Board.
- Section 8. Vacancies** - Vacancies in the Board of Directors shall be filled by the remaining members of the Board and each person so elected shall be a Director and officer until her/his successor is elected by the members at the next annual membership meeting, or at any special meeting called for that purpose.
- Section 9. Removal of directors** - A majority vote of those present at a membership meeting is sufficient to remove a Director from office.
- Section 10. Compensation** - No Director shall receive compensation for service, but any Director or member may receive reimbursement for costs and expenses in the pursuit of the club's business upon resolution for reimbursement by the Board.
- Section 11. Checks, deposits and funds**
- a. All funds will be deposited in an account at a local financial institution approved by the Board of Directors.

Article VIII

Rules of Order

Robert's Rules of Order (current edition) shall be followed at all meetings.

Article IX

Fiscal Year

The club's fiscal year shall be from Jan 1st thru Dec 31st or as determined by the Board of Directors.

Article X

Records and reports

- a. All summaries, notes, minutes, and records of the club shall be open to the

inspection of any club member. Copies shall be provided at cost to the member. The Board shall prepare an annual report and a summary of the annual meeting which shall be distributed to the membership.

- b.** In January of each year the President shall appoint three (3) club members in good standing to audit the club's financial records for the previous year and make a report on their findings to the membership.

Article XI

Discrimination

This club shall not discriminate against any member or potential member based on race, creed, religion, place of national origin, or sex, unless such member has received discipline as noted in Article IV Section 3. This club shall not discriminate on any of the above grounds when hiring, contracting, or engaging in any business outside of this club.

Article XII

Affiliation

This club shall maintain an affiliation with the national bicycling organization *THE LEAGUE OF AMERICAN BICYCLISTS*.

Article XIII

Amendments

These bylaws may be altered or amended by a majority vote of the members present at the annual membership meeting. Notice of the intended changes or additions shall be published in the club newsletter at least one (1) month prior to the vote.

Article XIV

Dissolution

In the event it should ever becomes necessary, this organization may be dissolved by a unanimous vote of the Board of Directors followed by a two-thirds vote of the membership. Any funds remaining after paying all outstanding debts will be distributed to a charity voted on by a majority of the members.

Article XIV

Ratification

These bylaws will be considered ratified by a majority vote of the first called meeting of the club.

**These bylaws were ratified on this 25th day of
January 1997 by the following Charter Members:**

Douglas Bower

Margie Eckenrode

Marlene Hanood

Dean Hochstetler

Barbara Hochstetler

Jerry LaRocca

Mary Ann LaRocca

John Leech

Judy Snyder

Nancy Winterhalter

Kathie Valentine