

**Morris Area Freewheelers  
Bicycle Club, Inc.**

**Bylaws (revised)**

**Approved on 11/28/2018**

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## **ARTICLE I – NAME**

**SECTION 1. NAME** The name of the organization is the Morris Area Freewheelers Bicycle Club, Inc., hereinafter referred to as the Club.

## **ARTICLE II – PURPOSE**

**SECTION 1. PURPOSE** The purpose of the Club is to promote general interest in bicycling in all its phases. These include but are not limited to the following:

- a) To engage in and promote a high quality, balanced recreational bicycling program that appeals to the multiple ability levels of Club members
- b) To enhance the sport of bicycling through the education of both cyclists and the general public in the areas of safety, compliance with traffic regulations and other topics of concern to cyclists
- c) To protect and promote the rights of all cyclists
- d) To promote responsible cycling
- e) To advance the bicycle as a safe, economical, healthful and pleasurable means of recreation and transportation
- f) To promote and utilize Club resources for the benefit of our local communities
- g) To engage in and promote related fitness and social activities that interest and benefit Club members

## **ARTICLE III - MEMBERSHIP AND DUES**

**SECTION 1. MEMBERSHIP** Membership is open to individuals who are in agreement with the purposes of the Club. In no case will membership be denied to any person by reason of his or her gender, race, color, creed, national origin, age (18 or over), religion or sexual orientation.

### **SECTION 2. CLASSES OF MEMBERSHIP**

- a) Individual Adult - Individual who has completed the membership application, is 18 years of age or older and whose dues are current.
- b) Dual Adult - Two (2) individuals who have completed the membership application, are both 18 years of age or older, whose dues are current and who reside at the same address.
- c) The Board is also authorized to award complimentary memberships.

### **SECTION 3. DUES**

- a. The Board shall review the amount of the dues periodically and make changes in the amount of the dues by resolution as necessary.
- b. Members shall be notified by email of any change in dues at least thirty (30) days in advance of the effective date of such change.

### **SECTION 4. TERMINATION OF MEMBERSHIP**

- a) Membership shall lapse for non payment of dues.
- b) A member may be expelled by a two-thirds (2/3) vote of the Board whenever, in its judgment, the best interests of the Club will be served by such action.

## **ARTICLE IV - MEETINGS AND VOTING**

**SECTION 1. BIENNIAL MEMBERSHIP MEETING** The Biennial Meeting of the membership shall be held in November for the purpose of such business as may be deemed necessary. The Biennial Meeting will be scheduled in even numbered years in order to coincide with the election of Officers and Directors of the club for a term of two (2) years.

**SECTION 2. OTHER MEMBERSHIP MEETINGS** Meetings of the Club may be held periodically during the year at a time and location determined by the Board and announced in the newsletter, on the website, and by email at least 30 days in advance of the meeting.

**SECTION 3. SPECIAL PURPOSE MEETINGS** Special meetings of the membership may be called on short notice by a majority of the Board. The issues to be discussed at the special purpose meeting shall be stated in an email notification to the membership.

**SECTION 4. BOARD MEETINGS** Meetings of the Board shall be held at such times as may be determined by the Board to be in the best interest of the Club and as the need arises. A minimum of four (4) Board meetings per year shall be held. Notice of meetings will be published on the Club website.

**SECTION 5. EXECUTIVE COMMITTEE MEETINGS** Meetings of the Executive Committee may be called by the President or a majority of the Executive Committee.

**SECTION 6. RULES OF ORDER** Unless otherwise specified in these bylaws or in the Articles of Incorporation, meetings shall be conducted according to Roberts Rules of Order (most current edition).

**SECTION 7. QUORUM** At all meetings of the members, a quorum shall consist of those members present. At Board meetings, 50% (7) of the Board members (not including ex-officio members) shall constitute a quorum. At Executive Committee meetings, two-thirds (4) of the Executive Committee will constitute a quorum.

### **SECTION 8. VOTING**

- a) Those members of the Club qualified to vote at membership meetings and elections shall

be the members with either an individual or dual membership. Each party of a dual membership is entitled to a vote.

- b) Except as otherwise specified herein, all actions taken by the Board or by the membership must be approved by a majority of those present and voting.

## **ARTICLE V - OFFICERS AND DIRECTORS**

**SECTION 1. OFFICERS** The Officers of the Club are President, Vice-President, Secretary, Treasurer and Ride Coordinator. Together they shall function, when needed, as the Executive Committee of the Board of Directors.

**SECTION 2. DIRECTORS** The Directors are: Communications/Marketing Coordinator, Newsletter Editor/Historian, Web Content Manager, Membership Coordinator, Safety Coordinator, MAFW Bike Adventures Coordinator, IT Coordinator, and Social Coordinator as well as the two ex-officio members specified below. The five (5) Officers and ten (10) Directors shall constitute the Board of Directors ("Board") and will function as the governing body of the Club.

- a) The Officers and Directors shall be elected for a term of two (2) years.
- b) The chairman of the Morris Area Freewheelers Foundation, or his/her designee, will serve on the Board as an ex-officio member.
- c) The immediate Past President shall be invited to serve on the Board as an ex-officio member.
- d) The President and Vice President may serve a maximum of two (2) consecutive elected terms in each office.
- e) Ex-officio members of the Board shall have all the rights and privileges of elected members, including the right to vote.
- f) The Officers shall serve as Trustees of the Corporation, positions which are required by State laws governing incorporation.

**SECTION 3. NOMINATION PROCEDURE** The President shall appoint a Nominating Committee and designate its Chairman, in those years when elections are scheduled. The Nominating Committee shall consist of two (2) members from the Board and three (3) members from the general membership. The Committee will select a complete slate of nominees and shall obtain the advance consent of those nominated. The Committee shall deliver the list of candidates to the Secretary by September 15<sup>th</sup> and it will immediately be published on the Club website. Additional candidates may be nominated by petition, with a minimum of twenty five (25) signatures of valid Club members. Nominating petitions must be submitted to the Secretary no later than October 1<sup>st</sup> in order for them to be validated and published on the Club web site no later than October 15. No nominations will be accepted from the floor at the time of the election at the biennial meeting in November.

**SECTION 4. ELECTION PROCEDURE** Elections will be held in even numbered years at the membership meeting in November. Voting will be by secret written ballot, except for those positions which are uncontested. Ballots will be counted and certified by the Nominating Committee. Only those valid members who are present at the meeting are eligible to vote. In order to be elected, a nominee must receive a majority vote of those present and voting. If necessary, a runoff election shall be held immediately between the two (2) candidates receiving the highest number of votes. Newly elected Officers and Directors shall take office January 1 of

the following year.

## ***SECTION 5. DUTIES OF THE OFFICERS AND DIRECTORS***

### **OFFICERS**

- a) **PRESIDENT** shall preside at all meetings of the Board and the general membership and shall be the Chief Executive Officer of the Club and will perform all customary duties pertaining to the office of the President. The President is the primary spokesperson for the Club. The President shall provide oversight and guidance over all activities of the Club.
- b) **VICE PRESIDENT** shall assume the duties of the President in his absence or inability to serve, and shall assist the President in his/her oversight and guidance of the Club as directed by the President. The Vice President is responsible for community service and advocacy activities and acts as the liaison to the League of American Bicyclists (LAB) and other cycling organizations.
- c) **SECRETARY** shall ensure that proper notice is given for all meetings, as prescribed in the bylaws and shall keep and publish the minutes on the web site of all meetings of the Board and the biennial membership meeting. The Secretary shall be the custodian of current and historical Club records and shall have charge of the Seal of the Corporation. The Secretary shall also be responsible for all filings and reports required by the State incorporation laws and maintain the annual calendar of events. Additionally, the Secretary will coordinate revisions to the bylaws as needed.
- d) **TREASURER** shall have custody of all funds of the Club and deposit all such funds in the name of the Club in such bank, trust companies, or other depositories as shall be selected by the Board. The Treasurer shall keep regular books of account for the Club. The Treasurer shall make a report of the financial condition of the Club at all meetings of the Board and at the biennial meeting of the membership. No obligation, debt, or other liability may be incurred by the Treasurer without the approval of the Board. The Treasurer shall be responsible for obtaining and maintaining insurance coverage for the Club as needed.
- e) **RIDE COORDINATOR** The Ride Coordinator shall organize and administer all aspects of the Club's rides program, including but not limited to: planning the ride schedule, developing and implementing criteria for ride leadership, promoting the creation of new rides, facilitating changes to existing rides as necessary, managing the Ride Leader Awards program, and advising the Board on ride policy matters.

### **ELECTED DIRECTORS**

- a) **MEMBERSHIP COORDINATOR** shall be responsible for recruiting and orienting new members, record keeping of all data regarding membership status, updating the membership data base, communicating with new and prospective members, resolving member website login and dues issues, and bringing individual member needs, concerns and suggestions to the Board.
- b) **SOCIAL COORDINATOR** shall be responsible for recommending and developing the Club's social calendar, including, but not limited to, oversight and coordination of logistics for both annual and special programs and other events as they occur.
- c) **SAFETY COORDINATOR** shall investigate all reported safety incidents involving Club rides and maintain Club safety statistics. The Safety Coordinator shall review the safety

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incidents and statistics with the Board at regular intervals. The Safety Coordinator also serves as the liaison to the club's insurance carrier, reporting all accidents, and assisting members in filing claims.

- d) **IT COORDINATOR** shall be responsible to oversee and coordinate the development of the web site, in general, and will be the liaison between the Club and our Internet/Web Site service provider. The IT Coordinator will provide support as needed to the membership on technology related issues.
- e) **COMMUNICATIONS/MARKETING COORDINATOR** shall work with the Board to develop and implement an overall marketing and communications plan for the Club each year and shall be responsible for promoting the Club, publicizing club information and coordinating communication for the following general goals:
- Attracting and retaining new members
  - Keeping members informed of club goals and activities
  - Marketing special rides and events
- f) **WEB CONTENT MANAGER** shall manage the organization of content displayed on the Club's website and will coordinate the display of club member-supplied content on the Website as well as coordinate with the IT Coordinator on the Club's social networking sites
- g) **NEWSLETTER EDITOR/CLUB HISTORIAN** shall be responsible for writing, editing, and publishing the Club newsletter, producing an annual Year in Review issue with the best articles, photos and web content from the year's activities, and organizing the Club's history, photos and archives.
- h) **MAFW BIKE ADVENTURES COORDINATOR** shall promote and coordinate multi-day rides for the Club (a.k.a MAFW Bike Adventures) and shall be responsible for preparing and submitting proposals for events to the Board for approval as well as coordinating events approved by the Board.

**SECTION 6. VACANCIES** Whenever a vacancy occurs in an elective office other than the President, the President shall appoint, subject to approval by the Board, a member of the Club to fill out the balance of the term. If the vacancy occurs in the office of the President, then the Vice President shall immediately assume the office of the President. Should there be no Vice President at the time, the Ride Coordinator shall assume the office of the President, followed by the Secretary and the Treasurer, in order.

**SECTION 7. REMOVAL** Any Officer or Director may be removed by a two-thirds vote of the Board, whenever, in its judgment, the best interests of the Club will be served by such action.

## ARTICLE VI - COMMITTEES AND APPOINTED POSITIONS

### SECTION 1. STANDING COMMITTEES

- a) **EXECUTIVE COMMITTEE** shall be comprised of the President, Vice President, Secretary, Treasurer and Ride Coordinator. It shall assist the President as deemed appropriate in his/her responsibilities for guidance and oversight of all Club activities. It shall have the authority to act for the Board on all matters except those listed below as long as the Executive Committee determines that it would be imprudent to wait for the next Board meeting to take action. The Executive Committee is required to report to the Board within

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10 days any action that it takes on behalf of the Board. The Executive Committee is not authorized to make decisions or to take actions with respect to:

- Adopting or eliminating any major undertaking
  - Changing the Club's dues structure
  - Approving the appointment or dismissal of a Director
  - Taking disciplinary actions against members
- b) **RIDE PLANNING COMMITTEE** will be organized and run by the Ride Coordinator. It will be responsible for preparing the monthly ride schedule and advising the Ride Coordinator in regard to issues that affect the Club's rides program.
- c) **SOCIAL COMMITTEE** will be responsible for running the programs on the Events Calendar (parties, picnics, invitational rides, etc.) It will be organized by the Social Coordinator.

**SECTION 2. AD HOC COMMITTEES** The President, with the approval of the Board, may appoint such ad hoc committees as are needed and shall designate the chairperson, duties and responsibilities of such committees.

**SECTION 3. APPOINTED POSITIONS** The President, with the approval of the Board, may appoint individuals to fill positions including but not limited to those listed below. The Officers and Elected Directors of the Club shall provide oversight and guidance to these positions. Examples of appointed positions include:

- a) **Sponsor Liaisons** – Manages our relationships with Bike Shop or other Sponsors.
- b) **Cue Sheet Librarian** – Manages the Club's cue sheet library.
- c) **Photo Gallery Librarian** – Manages the Club's photos.

## ARTICLE VII - CONTRACTS, LOANS, CHECKS & DEPOSITS

**SECTION 1. CONTRACTS** The Board may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club and such authority may be general or confined to specific instances.

**SECTION 2. LOANS** No loans shall be contracted on behalf of the Club and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

**SECTION 3. CHECKS, DRAFTS, ETC.** Except as provided in Article V, Section 4(d), all checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Club shall be signed by such officer or officers, agents or agent of the Club and in such manner as shall from time to time be determined by resolution of the Board. Such authority may be general or confined to specific instances.

**SECTION 4. DEPOSITS** Except as provided in Article V, Section 5 (d), all funds of the Club not otherwise employed shall be deposited on a timely basis to the credit of the Club in such banks, trust companies or other depositories as the Board may select.



## **ARTICLE VIII - AMENDMENT OF BY-LAWS**

### ***SECTION 1. INITIATION OF PROPOSAL TO AMEND***

- a) The Board may initiate a proposal to amend the By-Laws. If a majority of the Board concurs, the proposal will be submitted to the membership for a vote.
- b) Any member may initiate a proposal to amend the By-Laws and submit it to the Board for approval. If it is approved by the Board, it will be submitted to the membership for a vote.

***SECTION 2. SUBMISSION OF PROPOSAL TO MEMBERS*** When a proposal to amend the By-Laws has been approved by the Board, voting shall take place at a membership meeting. The notice of the membership meeting shall contain the amendments proposed to be made to the By-Laws and should contain a brief explanation of the proposed changes. The notice of proposed amendments should be sent to the membership at least two weeks prior to the membership meeting. Voting shall be by show of hands. If the proposed amendments receive approval by a two-thirds (2/3) majority of those present, the amendments shall be deemed approved by the members. The results shall be entered in the Club records.

***SECTION 3. VOTING ON AMENDMENTS TO BY-LAWS*** At the meeting designated for voting on the proposed amendment, time will be allowed for discussion of the proposal. Only qualified voters as defined in Article IV, Sec. 8, may vote. A two thirds (2/3) majority of those present and voting is required for approval.

***SECTION 4. EFFECTIVE DATE*** By-Law changes adopted pursuant to this Article shall become effective following approval of the same by the members pursuant to Section 2 of this Article.

## **ARTICLE IX INDEMNIFICATION**

***SECTION 1. INDEMNIFICATION*** Upon the approval of the Board as provided in Article IV, all Officers, Directors and other duly elected persons of the Club, their heirs, executors and administrators may be indemnified against their expenses and liabilities reasonably imposed upon them in connection with any action, suit, proceeding or claim to which they may be made a party or become involved by reason of their acts of omission or commission of their duties; provided, that such indemnification shall not apply if such person be finally adjudged as having been individually guilty of willful misfeasance or malfeasance in the performance of his duties.

***SECTION 2. INSURANCE*** The Club shall have the power to purchase liability insurance to protect those members of the Club who are serving as officers, directors, ride leaders, other officials, or who are serving in any function or capacity that represents the Club, from any liability arising out of such action.

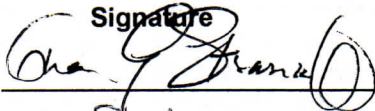


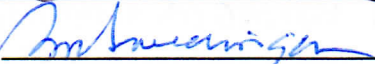
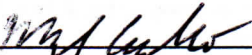
## **ARTICLE X - FORCE AND EFFECT OF BY-LAWS**

These By-Laws are subject to the provisions of the New Jersey Nonprofit Corporation Act (the Act) and the certificate of incorporation of this corporation, as it may be amended from time to time. If any provision in these By-Laws is inconsistent with a provision of the Act or the certificate of incorporation, the provision of the Act or the certificate of incorporation shall govern to the extent of the inconsistency.

# ARTICLE XI - ADOPTION

Club By-Laws are adopted and made effective upon approval of the Club membership at a meeting of the membership for such purpose. These By-Laws supersede and replace any and all previous Club By-Laws and henceforth all activities and actions of the Club shall be taken under and pursuant to the requirements of these By-Laws.

The original By-Laws were adopted by the Trustees (Executive Committee) on February 16, 1994, and have been periodically amended since then. This document is an amendment and restatement of those By-Laws adopted by vote of the Club membership on November 2, 2011 and effective as of that date. WITNESSED by:

Print Name	Signature
President: <u>ANDREW STRODKOTT</u>	<u></u>
Vice President: <u>Elizabeth Jensen</u>	<u></u>
Secretary: <u>Caroline Cullen</u>	<u></u>
Treasurer: <u>MICHAEL SWEARINGEN</u>	<u></u>
Ride Coordinator: <u></u>	<u>MANUEL COELHO</u>