

SHAWNEE TRAIL CYCLING CLUB

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ARTICLE I – CLUB DEFINITION

SECTION 1: CLUB ORGANIZATION AND NAME

The Shawnee Trail Cycling Club (STCC) has been formed as a Texas Not-For-Profit Corporation pursuant to its Articles of Incorporation dated August 20, 2009 to promote the sport of cycling within the community under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

SECTION 2: CLUB MISSION

Shawnee Trail Cycling Club is a community focused organization dedicated to education of the community about the sport of cycling for health fitness and to increase the visibility, safety and acceptance sport within the community. The genesis of our name, Shawnee Trail, incorporates the rich heritage of Frisco and North Texas as a transportation mecca during the early 1800's, while incorporating the evolution from horses and wagons, to newer forms of transportation as bicycling.

We support a variety of cycling specialties for the mainstream rider including road and track racing, commuting and road and mountain biking. Our mission is for each club member to become an ambassador of the sport of cycling and to increase visibility and acceptance of the sport through:

1. Promoting strict compliance to traffic laws
2. Education and mentoring of all cyclists to create awareness of “cycling best practices” to ensure the safe enjoyment of the activity and the health benefits of cycling.
3. Participation in, and sponsorship of education activities promoting cycling as a viable, “green” transportation alternative.

Cycling Club membership is comprised of cycling enthusiasts of all ages with a wide range of abilities and interests.

However, most importantly, Shawnee Trail Cycling Club is NOT a racing club (although racers are welcome). Our members are primarily comprised of mainstream cyclists that share a passion for safely riding bicycles! With multiple community group ride options per week, Shawnee Trail Cycling Club, offers rides which cater to a variety of rider experience levels. Further, members acknowledge a responsibility to share our sport, our experience, and our commitment as a group with the larger community in which we live.

ARTICLE II – MEMBERSHIP

Shawnee Trail Cycling 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 1: MEMBERSHIP

Membership shall consist of the members of the Board of Directors and individuals that are current on annual membership dues as defined Section 4. Additionally, the board may choose to invite select individuals to become honorary members of this organization, with no or limited annual dues requirement.

Anyone subscribing to the mission of the Club and these by-laws may become a member of the Club through invitation by the board or by paying the annual dues and signing the Club Membership Application.

SECTION 2: QUALIFICATIONS OF INDIVIDUAL MEMBERSHIP

Anyone that is a minimum of 18 years of age shall be entitled to an individual membership in this organization upon receipt of payment of annual dues and signed application.

SECTION 3: QUALIFICATIONS OF FAMILY MEMBERSHIP

A family consisting of parent(s) with dependent child(ren) or a couple residing at the same address shall be entitled to a family membership in this organization upon receipt of payment of annual dues and signed application. Those who are under the age of 18 years within the family must be accompanied by an adult member of that family at all activities, unless a signed written release is received.

SECTION 4: RIGHTS OF MEMBERSHIP

Voting Rights

All current dues-paying members at or over the age of 18 years are entitled to full voting rights. Those members participating under a Family Membership shall be entitled to a maximum of two votes.

Votes may be cast electronically or by paper ballot. The paper ballot will be made available on the club website and must be printed and mailed to the official club address. Paper ballots must be received no later than the day prior to the publicized voting deadline.

Club Newsletter and Members Only Access

Each member or family shall receive the club newsletter that will be posted within a Member's Only section of the website. This section will also contain information not available to non-

members, include route information, rules of the road, club roster and other information deemed necessary for distribution to the club.

SECTION 5: MEMBERSHIP DUES

The amount of the membership dues shall be determined by the elected officers and shall be due when membership is granted. Dues will expire one year from the date of admission to the Club.

SECTION 6: MEMBERSHIP SUSPENSION OR REVOCATION

The Board of Directors shall be responsible for suspending or revoking the membership of any member for reasons deemed necessary by the Board in relation to the membership requirements listed in this Article.

The Board of Directors shall send written notice of pending suspension or revocation of the membership to the concerned party at his/her last known address. The written notice shall include specific reference to the allegations that led to the action pending.

The member concerned shall have fourteen (14) days to respond to the allegations, or request a hearing before the Board of Directors.

SECTION 7 NON-MEMBERS PARTICIPATION IN STCC RIDES AND EVENTS

Anyone over the age of 18 may participate in club rides and events by signing the approved waiver of liability. The specific wording of the waiver of liability will be approved by majority vote of the Board of Directors.

ARTICLE III – MEETINGS

SECTION 1: MONTHLY CLUB MEETINGS

The Club meeting will be monthly. The dates and agenda for these meetings will be posted on the Club website.

SECTION 2: ANNUAL CLUB MEETING DATE

An Annual meeting will occur in December of each year. The Board of Directors shall set the time and place.

SECTION 3: SPECIAL MEETINGS

Special meetings may be called by any member of the Board of Directors. Topics for these meetings may consist of event coordination, event review, clothing, sponsorship, etc.

SECTION 4: MEETING NOTICE

Notice of each meeting should be given to each voting member, by posting, not less than seven (7) days before the meeting where practical.

SECTION 5: MEETING MINUTES

Minutes of Board of Directors and Club meetings shall be maintained and made available to all members.

ARTICLE IV - BOARD OF DIRECTORS

SECTION 1: BOARD RESPONSIBILITY AND MAKEUP

The Board is responsible for the overall policy and direction of the Shawnee Trail Cycling Club. The Board shall have up to ten (10) and not fewer than four (4) members. The Board receives no compensation other than reimbursement for reasonable expenses incurred in connection with club activities. Further, members of the Board of Directors must comply with a separate STCC Conflict of Interest Policy.

SECTION 2: BOARD MEETING SCHEDULE

The Board shall meet at least once per quarter at an agreed upon time and place.

SECTION 3: BOARD MEMBER ELECTION

Election of new Board Members or election of current Board Members to an additional term will occur during the month of the Club Annual Meeting. Board Members will be elected by a majority vote of the current Board Members and the members submitting official ballots as defined under Rights of Membership.

Elections for newly created board positions will take place no more than 90 days after the creation of the new position.

Up to Two Ex Officio (non voting) board member(s) may be appointed by the Elected Board of Directors for advisory purposes.

SECTION 4: BOARD MEMBER TERM

All Board Members shall serve a term of two (2) years and will be elected with a simple majority of votes received from members in good standing. All Board Members are eligible for re-election as long as they are in good standing with the Club. Board members may serve no more than 3 consecutive terms in a position. Board members will be eligible to serve in a different role after 3 terms in a given position.

Terms served in 2017, or prior shall not count towards these limits.

The Board of Directors may choose to waive these limits with a simple majority vote.

An appointed Ex Officio Board member(s) will generally serve for a period of one year, and may be appointed multiple times.

SECTION 5: BOARD MEMBER QUORUM

A quorum must be attended by at least 51% percent of the Board Members before business can be transacted or motions made or passed.

SECTION 6: BOARD MEETING NOTICE

An official Board meeting requires that each Board Member have written (including electronic) notice seven (7) days in advance.

SECTION 7: BOARD POSITIONS

There shall be a minimum of four (4) and up to ten (10) Board Member positions. Required positions include a Club President, Vice President, Secretary and Treasurer. Other positions may include, Membership Director, Director, Advocacy, Community Relations and Education, Ride Coordinator, a Sponsorship Director, Community Liaison, Youth Coordinator, and up to two (2) At Large Members. These positions will be opened up for nominations and elections at the discretion of the Board.

Up to Two Ex Officio (non voting) board member may be appointed by the elected board.

SECTION 8: BOARD MEMBER DUTIES

The **Club President** shall convene regularly scheduled Board meetings. The Club President shall preside over the Board meetings. If unable to attend the Board meeting, the Vice President shall preside over the meeting. The Club President shall oversee the operations of the club and all that it entails including membership, finance, events, clothing, sponsorship, and public relations.

- i. To preside over all general meetings
- ii. Appoint committees as may be necessary
- iii. Oversee committees' progress
- iv. Have his/her name on general fund checking account
- v. Monthly review of the budget report
- vi. Holds co-signature authority of all Club drafts

The **Vice President** will chair committees on special subjects as designated by the Board. The Vice President assists the President and has the responsibility to manage operations as needed including recruiting, scheduling of events, sponsorship coordination, and clothing details.

- i. Preside in the President's duties during his/her absence.
- ii. Conduct any social function that may be requested of him/her.
- iii. Assist the President as may be necessary.
- iv. In the event of the death, resignation or removal of the President, the Vice President shall assume the duties of such office.

The **Secretary** shall be responsible for keeping records of Board actions including the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes, and the agenda to each Board member. The Secretary ensures that records are maintained as well as production of reports.

- i. Take minutes at each Board of Directors meeting, general meeting and / or special meetings
- ii. Check for mail on regular basis and process to the person for which it is addressed.
- iii. Generate and mail all correspondence.
- iv. Assists the President as may be necessary.
- v. Coordinates with the Treasurer to assure appropriate and timely tax reporting is accomplished.
- vi. It shall be the responsibility of the Secretary to furnish a copy of the Bylaws to the members of the Club upon request.
- vii. The Secretary will maintain a separate file of policy decisions and will add to the file as policy statements are established.
- viii. This office may be combined with the Treasurer if there are more than four Board members.

The **Treasurer** shall work with the other board members on projects and is responsible for the Club's books. The Treasurer will work with the President to ensure accurate, timely, and complete information is provided to members and the public about the Club's finances.

- i. Balance and maintain the general ledger of the Club.
- ii. Holds CO-signature authority of all Club drafts.
- iii. Assures all account payables have received authorization and are issued on time.
- iv. Provides a financial report at each general monthly meeting.
- v. Assists the President as may be necessary.
- vi. Coordinates with the Secretary to assure appropriate and timely tax reporting is accomplished.
- vii. This office may be combined with the Secretary if there are more than four Board Members.

The **Director, Membership Services**, shall work with the other board members on projects and is responsible for the Club's membership-related activities.

- i. Coordinate with the Treasurer to ensure all members are current on their dues
- ii. Coordinate recruiting activities
- iii. Help ensure volunteers are available to support the club's various community activities
- iv. Assists the President and other Board members as may be necessary.

The **Director, Advocacy, Community Relations and Education** will be responsible for defining and executing activities as designated and approved by the Board of Directors.

Advocacy

- i. Coordinate relationship and be direct interface to advocacy organizations designated by STCC Board
- ii. Coordinate and participate in meetings with local governments and law enforcement agencies
- iii. Drive efforts for development of local Bike Plans.
- iv. Communication of local legislation impact on the cycling community
- v. Communication regarding local and national cycling issues.

Community Relations

- i. Develop schedule of community contacts, seek approval of Board of Directors, and publish to appropriate group
- ii. Represent club interests through representation on community bicycle advisory committees
- vi. Create and maintain network of community connections

Education

- i. Responsible for development and coordination of educational activities
- ii. Develop schedule of educational events and programs, seek approval of Board of Directors, and publish
- iii. Provide quarterly report to STCC Board of Directors concerning assigned efforts and issues
- iv. Develop and request approval from Board of Directors of budget for activities
- v. Assist the Board of Directors as may be necessary.

The **Ride Coordinator** shall be responsible for overseeing and coordinating all club sponsored rides. This individual will organize and communicate to the Shawnee Trail Cycling Club Board current status and issues at the regularly scheduled board meetings.

Ex Officio Board Member

An Ex Officio Board member is a Non Voting Board Position. This position is intended to allow the Elected Board to appoint a board member with unique skill sets and/or community relations that will assist in advising the board on matters they feel are relevant to the Club. The Ex Officio member shall enjoy all rights, privileges, responsibilities, and restrictions of an elected member but shall not be allowed to vote on any matters before the board.

SECTION 9: SPECIAL BOARD MEETINGS

Special meetings of the Board shall be called upon the request of the Club President or one-third (1/3) of the Board. Notices of special meetings should be sent out by the Secretary to each Board Member seven (7) days in advance where practical.

SECTION 10: BOARD MEMBER RESIGNATION

Resignation from the Board must be in writing and received by the Secretary. A Board member may be dropped for excess absences from the Board if s/he is not responsive or has a significant number of unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths (3/4) vote of the remaining Directors.

SECTION 11: BOARD MEMBER REMOVAL

Any Board Member 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 Board of Director meetings shall be deemed a resignation.

SECTION 12: BOARD VACANCY

Any office vacated during the year shall be filled by appointment as determined by a majority of the Board of Directors. When a vacancy on the Board exists, nominations for new members may be received from present Board members through the Secretary two (2) weeks in advance of a Board meeting. These nominations shall be sent out to Board Members with the regular Board meeting announcement to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board Member's term.

ARTICLE V - COMMITTEES

SECTION 1: COMMITTEE CREATION

The Board may create committees as needed, such as sponsorship, events, etc from members of the Board or the general membership. The President or Vice President appoints all committee chairs.

SECTION 2: EXECUTIVE COMMITTEE

The Board Members serve as the members of the Executive Committee. Except for the Power to Amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors.

SECTION 3: FINANCE COMMITTEE

The **Treasurer** is chair of the Finance Committee and is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with other Board members.

ARTICLE VI - FINANCE

SECTION 1: CLUB BANK ACCOUNT

Shawnee Trail Cycling Club shall hold a bank account with a local FDIC insured bank, checking and savings, for the general purpose of collecting dues, collecting payment for clothing, collecting fees for events, payment of clothing, and general expenses incurred by Shawnee Trail Cycling Club and its events.

The account is to carry authorized signatures of the President and Treasurer.

Financial statements are to be available for review of club members. A brief update on expenditures or deposits should be made every month in official club communications and at meetings.

SECTION 2: EXPENDITURE APPROVAL AND AUTHORIZATION

Expenditure or reimbursements in excess of fifty dollars (\$50) and less than five hundred dollars (\$500) must have prior approval of the President and Treasurer.

Certain classes of expenditures may be given approval by the Board of Directors before they come due.

Expenditures in excess of five hundred dollars (\$500) must be approved at official Board of Directors meeting.

Appropriate expenditures less than fifty dollars (\$50) shall be reimbursed by the Treasurer. The Treasurer shall have sole responsibility for determining the appropriateness of expenditure under fifty dollars (\$50).

SECTION 3: SAVINGS ACCOUNT DISCRETION

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

SECTION 4: BUDGET

The Board must approve the budget and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal

year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members, and the public.

ARTICLE VII - AMENDMENTS

Amendments to the By-Laws shall be approved by two thirds (2/3rds) majority vote of members submitting official ballots as defined under Rights of Membership. Amendments to the By-Laws may be made at any time during the year under the following procedures.

The proposed amendments must be presented to the Board of Directors no less than sixty (60) days and no more than ninety (90) the club members voting on the amendment.

The Board of Directors must circulate the proposed amendments to the Club membership no less than thirty (30) days and no more than sixty (60) days prior the club members voting on the amendments

Voting shall be held in accordance with Article II – Membership, Section 4: Rights of Membership “Voting Rights”.

ARTICLE VII - DISSOLUTION OF ORGANIZATION

Upon approval of two-thirds of the Board of Directors, a motion to dissolve the club shall be put to a vote by the membership, a majority of whom must approve provided however, that at least ten percent (10%) of the membership must participate in the voting, provided further, that if at the time the Board of Directors approves such a motion, the membership of the club stands at less than one hundred (10), the motion may be approved at any membership meeting at which a quorum is present.

In the event of the club's 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 cashier's check will be issued to the elected organization equal to all remaining funds of Shawnee Trail Cycling Club 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.

ARTICLE VIII -- INDEMNIFICATION

1. The Shawnee Trail Cycling Club shall indemnify each of its officers and volunteers whether or not then in service as such (and his/her or her executor, administrator, and heirs), against all reasonable expenses actually and necessarily incurred by him/her in connection with the defense of any litigation to which the individual may have been a party because he/she is or was an officer or volunteer of Shawnee Trail Cycling Club.

The individual shall have no right to reimbursement, however, in relation to matters as to which he/she has been adjudged liable to Shawnee Trail Cycling Club for willful misconduct, bad faith, gross negligence, or reckless disregard in the performance of his/her or her duties as an officer or volunteer. The right to indemnify for expenses shall also apply to the expenses of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to that which such officer or volunteer may be entitled.

2. An officer of Shawnee Trail Cycling Club shall stand in a fiduciary relation to Shawnee Trail Cycling Club and shall perform his/her duties as an officer, including his/her duties as a member of any committee of the board upon which he/she may serve, in good faith, in a manner he/she reasonably believes to be in the best interests of Shawnee Trail Cycling Club, and with such care including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his/her duties an officer shall be entitled to rely in good faith on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared by any of the following:
 - a. One or more officers or volunteers of Shawnee Trail Cycling Club whom the officer reasonably believes to be reliable and competent in the matters presented.
 - b. Counsel, public accountants, or other persons as to matters which the officer reasonably believes to be within the professional or expert competence of such person.
 - c. A committee of the board upon which he/she does not serve, duly designated in accordance with law, as to matters within its designated authority, which the officer reasonably believes to merit confidence.
3. An officer shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause his/her reliance to be unwarranted.
4. In discharging the duties of their respective positions, the executive board, committees of the board, and individual officers may, in considering the best interests of Shawnee Trail Cycling Club, consider the effects of any action upon volunteers, upon suppliers and customers of Shawnee Trail Cycling Club, and upon communities in which offices or other establishments of Shawnee Trail Cycling Club are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this section.
5. Absent breach of fiduciary duty, lack of good faith, or self dealing, actions taken by an officer or any failure to take any action shall be presumed to be in the best interests of Shawnee Trail Cycling Club.
6. An officer of Shawnee Trail Cycling Club shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:
 - a. The officer has breached or failed to perform the duties of his/her office under this section.
 - b. The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.
7. The provisions of this section shall not apply to:
 - a. The responsibility or liability of an officer pursuant to any criminal statute; or
 - b. The liability of an officer for the payment of taxes pursuant to local, State, or Federal law.