



Article I. Title

Section 1:

This organization shall be known as the Northeast Bicycle Club, Inc.

Section 2:

This organization is incorporated under the laws of the state of Massachusetts. Hereafter, the Northeast Bicycle Club, Inc. shall be referred to as NEBC or the Club.

Article II. Objectives

Section 1:

NEBC is a diverse group of persons interested in competitive cycling who conduct activities to enhance the sport for themselves, the local community, and the region.

Section 2:

NEBC shall be a member club of USA Cycling (hereafter referred to as USAC), previously known as the United States Cycling Federation (USCF), and shall abide by USAC rules as pertains to member clubs.

Article III. Membership

Section 1:

Membership in NEBC is open to all persons who participate in any capacity in the sport of bicycle racing, or who otherwise have an interest in the sport. No person shall be denied membership on the basis of race, color, religion, age, sex, or national origin.

Section 2:

The membership shall consist of only those members who have paid their dues in full. Tenure of membership shall extend from the date of receipt of complete application and dues to 31 December of that year.

Section 3:

Membership in NEBC shall be categorized as follows:

- a) Persons who hold a valid USAC racing license indicating affiliation with NEBC.
- b) Persons without a USAC racing license.
- c) Persons who hold a USAC racing license indicating affiliation with a club other than NEBC, or no club at all. This category of membership shall have no voting power and may not hold an elective office.
- d) Temporary membership, open to persons without a USAC racing license. This membership shall take effect upon signing the proper application and payment of a nominal fee, if any; and shall expire at the end of that same day. This type of membership shall be utilized only for certain events requiring membership by the USAC. A temporary member shall have no voting power.

Section 4:

Each year the Board of Directors shall adopt a membership fee schedule for the next year. A two-thirds majority of Directors voting shall be required for adoption. If a new fee schedule is not adopted, the fee schedule of the previous year shall be used without change.

Article IV. Government

Section 1:

The government and direction of affairs of NEBC shall be committed to a Board of Directors. The Board of Directors shall explain, define, and interpret any provision of the By-laws.

Section 2:

Directors must be voting members of NEBC as defined in Article III.

Section 3:

At the Annual Meeting each year the members shall elect a Board of Directors. The members of the Board of Directors are elected individually to fill the following specific and general positions:

- a) President
- b) Vice-President
- c) Treasurer
- d) Secretary
- e) Membership Director
- f) At-Large Directors (4)

Section 4:

Vacancies may be filled by vote of members at regular or special meetings; or they may decrease the number of At-Large Directors, but only to eliminate vacancies existing by reason of the death, resignation, removal, or disqualification of one or more of the Directors.

Section 5:

Each of the Directors shall serve for one year, or until the election of successors. While the term of office is one year no Director or Officer is expected to serve for more than 3 consecutive years unless they explicitly request to do so and are then voted in or elected unopposed.

Section 6:

Nominations for the Board of Directors shall be opened at the board meeting prior to the Annual Meeting. Nominations may be received at that meeting or via e-mail for two weeks thereafter. Elections will be announced via email upon the close of nominations. The directors shall be elected by a majority vote of all members present at the annual meeting who are eligible to vote, or who have provided proxy votes prior to the meeting.

Section 7:

The newly elected Directors shall be installed on the first day of the next month following the Annual Meeting. Outgoing Directors shall remain obliged to finish discharging their responsibilities related to their closing tenure. They shall retain necessary power to complete these obligations without initiating new business.

Section 8:

The Directors shall receive no compensation for their services.

Section 9:

Any Director may resign at any time by giving written notice to the President or the Board of Directors. Such resignation shall take effect immediately upon the giving of notice, unless otherwise specified therein,

and acceptance of such resignation shall not be necessary to make it effective.

Section 10:

Succession to the Presidency shall be Vice-president, Treasurer, and Membership Director. Vacancies in other offices shall be filled by a majority vote of the Board of Directors. Persons filling any position in the above manners shall serve until the next annual election.

Section 11:

Directors may be removed by a majority vote of the general membership. A vote shall be held upon petition to the Board by at least ten percent (10%) of the eligible NEBC voters.

Article V. Duties of Officers

Section 1:

The officers of NEBC shall be a President, Vice-President, Treasurer, Membership Director, and Secretary. A person may not hold more than one office at the same time.

Section 2:

The President shall be the chief executive officer of NEBC and, subject to the control of the Directors, shall have general charge and supervision of the affairs of NEBC.

It shall be the duty of the President:

- a) To function as chairman of the Board of Directors and preside at all club-wide meetings.
- b) To oversee and guide the execution of all club policies, programs, and actions by timely consultative and directive communication.
- c) To appoint necessary non-elected officials.
- d) To act as a non-voting member ex-officio of all committees.
- e) To maintain records of all business which the president conducts.

Contracts made, or acts done by the President in the course of business will be presumed to have been done within his/her authority. The President shall have access to the funds of the treasury, but shall only access the funds in the event of absence or incapacity of the Treasurer.

Section 3:

The Vice-President shall have such duties and powers as the Directors shall determine. The Vice-President shall have and may exercise all the powers and duties of the President during the absence of the President or in the event of his/her inability to act.

Section 4:

It shall be the duty of the Treasurer:

- a) To consult with other directors in financial policy, procedures, and budgets of the Club.
- b) To keep complete and accurate accounts of receipts and disbursements of the Club and to deposit all moneys of the Club in the name and to the credit of NEBC in such banks or depositories as the Board may designate.
- c) To disburse funds in accordance with guiding policy and budgets prepared by the Directors. The Treasurer is allowed to pay incoming bills for operating expenses up to \$1000 without pre-approval from the Board of Directors. However, all payments must be disclosed to the Corporation in a timely fashion. Expenditures over \$1000 must be approved by the Board.
- d) To prepare reports and stand audit as required by the President and Directors, the USAC, and government agencies.

- e) To maintain both the Club and Corporate mailing address, to view the contents of all incoming communications, and to forward these communications to the appropriate club official for action.

Section 5:

It shall be the duty of the Membership Director:

- a) To prepare and make available to all interested persons information on NEBC membership.
- b) To setup and manage on-line membership registration systems as agreed with the Board.
- c) To receive membership details of members and to record member's names for e-mail lists and sponsor discount programs as required.
- d) To furnish to club officials and team captains, who have a valid need, a relevant list of current club members.
- e) To maintain club e-mail lists and membership lists for sponsor discount programs.

Section 6:

It shall be the duty of the Secretary:

- a) To record and maintain records of all proceedings of the members and Directors. Such records shall be approved by the BOD at the next appropriate meeting and then made open at all reasonable times to the inspection of any member.
- b) To maintain the original, or attested copies, of the articles of organization and by-laws of NEBC, and names of all active members and Directors and the address of each.
- c) To announce all meetings to the general membership.

If the Secretary is absent from any meeting of members or Directors, a temporary Secretary chosen at the meeting shall exercise the duties of the Secretary at the meeting.

Section 7:

An officer may be suspended or removed with or without cause by vote of a majority of Directors then in office at any special meeting called for such purpose or at any regular meeting. An officer may be removed with cause only after reasonable notice and opportunity to be heard.

Section 8:

Any Officer may resign at any time by giving written notice to the President or the Board of Directors. Such resignation shall take effect immediately upon the giving of notice, unless otherwise specified therein, and acceptance of such resignation shall not be necessary to make it effective.

Section 9:

If the office of any officer becomes vacant, the Directors may elect a successor. Each successor shall hold office for the unexpired term.

Article VI. Meetings

Section 1: Regular Meetings

Regular meetings of the Board shall be held monthly at such time and place as the Board shall designate. Notice of regular meetings shall be given to the general membership by the Secretary at least 2 days in advance of the meeting. Notice of regular meetings may be given via e-mail. All regular meetings shall be open to the public; however a closed session of the Directors may be held if requested by a majority vote of the Directors present.

Section 2: Special Meetings

Additional meetings of the Board may be called by the Secretary at the request of the President or Board of Directors, or by written or e-mail petition to the Secretary of at least five (5) eligible voting members. Any member petition for a special meeting shall state the reason for and the business to be conducted by such meeting and shall be signed by each eligible voting member party to such petition.

Section 3: Annual Meeting

The annual meeting of the members shall be scheduled by the President during the month of September each year, and notice shall be given in accordance with section 6.4. No change in the date fixed in these by-laws for the annual meeting shall be made within 14 days before the date stated herein. Notice of any change of the date fixed in these by-laws for the annual meeting shall be given at least 14 days before the new date fixed for such meeting.

If an annual meeting is not held as herein provided, a special meeting of the members may be held in place thereof with the same force and effect as the annual meeting, and in such case all references in these by-laws, except in this Article Section, to the annual meeting of the member shall be deemed to refer to such special meeting. Any such special meeting shall be called and notice shall be given as provided in section 6.4.

The annual meeting shall be held for the purpose of:

- (a) Electing the Board of Directors.
- (b) Receiving the Club President's report on the status of the Club.
- (c) Receiving the Club Treasurer's report on the finances of the Club.
- (d) To conduct such other business as may come before the Board.

Section 4: Call and Notice

- (a) Regular and Special Meetings: The Secretary shall notify all members at least two (2) days in advance of all regular and special meetings.
- (b) Annual Meetings: The Secretary shall notify all members at least fourteen (14) days in advance of the meeting date.
- (c) Notice by email: Where possible, such notice will be given via email to the main club e-mail list and in such cases this form of notification shall be deemed acceptable notice in lieu of written notice.
- (d) Sufficiency of Notice: Any notice given, either written or delivered via e-mail, shall be sufficient if sent to a member's last known business, residence, or electronic address, or distributed via the main club e-mailing list.
- (e) Email is the default method of notice for all NEBC and Board business.

Section 5: Quorum

- (a) **Regular and Special Meetings:** Two-thirds of the Board of Directors (6) present at Regular and Special meetings, either in person or by telephone or video link shall constitute a quorum.
- (b) **Annual Meetings:** For the purpose of electing the Board of Directors at the Annual Meeting, a quorum of ten (10) members entitled to vote shall be required. Voting may be by proxy as provided in Article 2.6 but proxies shall not be counted to make up a quorum.
- (c) **Action by vote:** When a quorum is present at any meeting, a majority of the Directors present shall decide any question, including allocation of Club funds, unless otherwise provided by law, the articles of organization, or these by-laws.
- (d) **Action by writing:** Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if a majority of the Directors consent to the action in writing (electronic or paper), or by telephone, or video link, and the consents and actions are filed with the records of the meetings of the Directors in the same way as at a regular meeting. Such consents shall be treated for all purposes as a vote at a meeting.

Article VII. Committees

Section 1:

The Board of Directors may create such special committees as may be deemed desirable. Special committees shall have only the powers delegated to them by the Board. The Board of Directors shall appoint the committee chair.

Section 2:

Each committee chair shall be the chief executive of that particular committee with duties and responsibilities analogous to the President's duties and responsibilities to the whole Club. Further, the Directors shall appoint committee members to help formulate policies, plans, and procedures for that committee.

Section 3:

The Board of Directors shall have the power to remove a member of any committee as deemed necessary for the best interests of NEBC.

Article VIII. Amendments

Section 1:

Amendments to these By-laws may be passed by a two-thirds vote of the membership present and voting at a general meeting.

Section 2:

Amendments to the By-laws may be proposed by submitting them in writing, signed by ten Club members authorized to vote on NEBC matters. Email petitions are acceptable.

Section 3:

Notice of proposed amendments shall be posted on the NEBC website and shall be on the agenda at the next meeting following notice sent via e-mail to last known address.

Section 4:

No changes other than those posted in the announcement shall be considered at a general meeting unless they affect merely the form and not the substance of properly proposed amendments.

Section 5:

Amendments approved by the membership shall take effect immediately, unless otherwise specified.

Section 6:

Changes to the By-laws may be made by the Board of Directors, but such changes must be approved by a two-thirds vote of the entire Board. Notice of a change by the directors shall be posted on the NEBC website, and the general membership notified of such changes by the Secretary. Such changes may be amended or repealed by members at the next general meeting.

Article IX. Voting

Section 1:

All matters shall be voted upon by open signification as called for by the Presiding officer, except for:

Section 2:

Voting in the election of Directors will be by secret written ballot unless the nominated slate is entirely composed of unopposed candidates, in which case open signification is sufficient.

Article X. Disbandment**Section 1:**

NEBC may be disbanded in a manner similar to the procedures of voting amendments except that a three quarters (75%) vote of the members present and voting is required.

Article XI. NEBC Conducted Events**Section 1:**

NEBC shall not conduct any event unless the Club is sufficiently insured for liability for that event. The Club shall first seek coverage through USAC via special permit or other requirements. If coverage by USAC is not possible or if USAC coverage is considered by the BOD to be overly restrictive or too expensive for the purpose then the Club may then seek coverage for the event through an insurance company or by other means directly.

Section 2:

The Board of Directors shall establish a set of rules for each event conducted by NEBC. These rules shall be additional to applicable USAC rules, or requirements set forth by the insurance company covering the event. Rules shall be adopted by a majority vote of Directors present.

Section 3:

In case of conflict, USAC rules or insurance company/provider rules shall take precedence over NEBC rules.

Section 4:

If an event is covered by the USAC, the first rule shall state that the event is a USAC-sanctioned event and all USAC rules applicable to that type of event are in force. Any additional USAC requirements not listed in the USAC rule book for that event shall be listed next. NEBC rules shall then be listed along with any USAC rules the Directors feel, because of their importance, should be listed separate from the USAC rule book.

Section 5:

If an event is not covered by USAC, the first rules listed shall be any requirements set forth by the insurance company or governing body covering the event. NEBC rules shall follow.

Article XII. Indemnification By-law**Section 1:**

The Club shall, to the extent legally permissible, indemnify each person who serves as one of its members, directors or officers (each such person being herein called a "Person") against all liabilities and expenses, including amount paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by such Person in connection with the defense or disposition of any action, suit, or other proceeding, whether civil or criminal, in which such Person may be involved or with which such Person may be threatened, while in office or thereafter, by reason of being or having been such a Person, except with respect to any matter as to which such Person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Club.

Section 2:

Notwithstanding the foregoing, as to any matter disposed of by a compromise payment by any Person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Club, after notice that it involves such indemnification,

- (a) by a disinterested majority of the Directors then in office; or
- (b) by a majority of the disinterested Directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such Person appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Club; or
- (c) by a majority of the disinterested members entitled to vote, voting as a single class.

Section 3:

Expenses, including counsel fees, reasonably incurred by any Person in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Club in advance of the final disposition thereof upon receipt of an undertaking by such Person to repay the amounts so paid if such Person ultimately shall be adjudicated to be not entitled to indemnification under this Article XII. Such an undertaking may be accepted without reference to the financial ability of such Person to make repayment.

Section 4:

The right indemnification hereby provided shall not be exclusive. Nothing contained in this Article shall affect any other rights to indemnification to which any Person or other corporation personnel may be entitled by contract or otherwise under law.

Section 5:

As used in this Article XII, the term "Person" includes such Person's respective heirs, executors and administrators, and an "interest" member, director or officer is one against who in such capacity the proceeding in question, or another proceeding on the same or similar grounds, is then pending.

Amended August 15th, 2017