

KAW VALLEY BICYCLE CLUB BYLAWS

Article I—Name

Section 1. **Name** - The name of the club shall be the “Kaw Valley Bicycle Club, Incorporated,” hereinafter referred to as the “Club.”

Article II—Purpose and Definitions

Section 1. **Purpose** - The purpose of the Club is to promote general interest in bicycling in all its phases. A diversity of programs is a source of our strength: tourists, racers, commuters and casual riders together form one Club.

The Club's desire is:

- a. To engage in the recreational, commuting and racing aspects of bicycling.
- b. To protect and promote the rights of bicyclists.
- c. To further understanding and recognition of the need for safer bicycling conditions among participants and the general public.
- d. To aid in the development of educational materials and programs on bicycling.
- e. To cooperate with governmental authorities in the promotion and enforcement of traffic safety regulations applicable to bicycling.
- f. To advance the bicycle as an economical, healthful and pleasurable means of transportation.
- g. To promote the construction and establishment of safe and purposeful transportation routes and safe and aesthetic recreation trails.

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Section 2. Definitions

- a. As herein used, the terms “bicycle,” “bicycling,” and “cycling” refer only to two or three-wheeled vehicles as defined by the League of American Bicyclists (LAB) insurer.
- b. As herein used, the term “Board” refers to the governing body of the Club, made up of four Officers and between four and eight Directors.
- c. The fiscal year of the club shall be the calendar year.

Article III—Membership and Dues

Section 1. **Membership** - Membership is open to individuals, businesses, or families who are in agreement with the purposes of the Club.

Section 2. Class of Membership

- a. Life Member - an individual or family who pays a once-in-a-lifetime fee in lieu of annual dues. Families include partners within the same residence and all children under 18.
- b. Annual Single/Family - those who elect to pay dues once a year.

Section 3. Dues

- a. General - Dues shall be reviewed and recommended annually by the Board. Any recommendations for change shall be presented to the membership for approval at the annual meeting. Dues so determined shall become effective as of the dues-paying date from the next month forward.

Section 4. Loss of Membership

- a. Membership shall automatically lapse for non-payment of dues and be automatically reinstalled upon payment thereof.

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Article IV—Meetings and Voting

Section 1. **Annual Meeting** - The annual meeting of the membership shall be held during the winter for the purpose of installation of the Board, receiving reports of committees and retiring Officers and other necessary business.

Section 2. **Special Meetings** - Special Meetings of the members may be called by a majority of the Board. The object of the special meeting shall be stated in the notice and no other business transacted.

Section 3. **Board Meetings** - Meeting of the Board shall be held monthly unless no substantive business warrants convening. It shall be the duty of the Board to attend these meetings. All decisions of the Board shall be made by a majority of votes cast by the Board. The President shall cast a vote only in the case of ties. Board meetings may be held on other occasions when the President deems it necessary. Any member may attend these meetings, however only the Board may vote.

Section 4. **Quorum** - At all meetings of the members, one-fourth of the voting members (including proxies) of the Club shall constitute a quorum. At Board meetings, four Officers and/or Directors shall constitute a quorum.

Section 5. **Voting**

- a. Those members of the Club qualified to vote at membership meetings and elections shall be Life or Annual members.
- b. All actions shall be by majority of those present or proxy and voting, except changes to the Bylaws.

Article V—Officers and Directors

Section 1. **Officers** - The Officers of the Club shall be the President, Vice-President, Secretary, and Treasurer.

The four officers and Directors shall constitute the Board. A Director position will also include the Newsletter Editor who will attend all board meetings and inform the general membership about club business and events.

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- a. The Officers shall serve for a term of one year or until their successors are elected.
- b. The Directors shall serve terms of two years, with half the Directors being elected alternate years.

Section 2. **Nomination Procedure** - The President, with the approval of the Board, shall appoint a nominating committee and designate its chairman. The committee shall be drawn from the general membership. The committee shall choose a slate of nominees to replace or re-nominate the Officers and Directors. The chairman shall procure the consent of each nominee before the slate is presented at the annual membership meeting. Additional candidates may be nominated from the floor at this meeting, on condition that they give consent to being nominated.

Section 3. **Election Procedure** - At the annual meeting, the chairman of the Nominating Committee will present the slate of nominees to the gathered membership. Nominations may also be made from the floor. Nominees receiving a majority of votes, including proxies, will be elected to each specified office.

Section 4. Duties

- a. The President shall preside at all meetings of members and meetings of the Board and shall be the executive officer of the Club. The President shall sign all official documents adopted by the Club and shall perform all other customary duties pertaining to the office of President. The President shall have custody of Club records.
- b. The Vice-President shall assume the duties of the President in his absence or inability to act.
- c. The Secretary shall attend all meetings of the members and of the Board and shall keep all minutes and votes in the Club records. The Secretary shall keep a current roll of all Club members and perform all other duties pertaining to this office or as required by a majority of the Board.

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- d. The Treasurer shall, subject to such restrictions and conditions agreed upon by a majority of the Board, have custody of all money, debts and obligations belonging to the Club.

The Treasurer shall receive all money paid to the Club and deposit the funds in Club accounts and pay all Club debts. The President may designate another member to receive funds and to pay Club debts as needed and report back to the board all income and expenditures.

The President and Treasurer shall be designated as signatories on all accounts. The Treasurer shall give a report regarding the financial status of the Club at the Annual Meeting and at any other meeting of the members if requested. Any obligation, debt or other liability in the name of the Club is subject to approval by the Board.

- e. The Directors shall attend all meetings of the members and of the Board. They shall aid the Officers in planning and policy making for the Club. They may be appointed by the President to be chairmen of standing committees.

Section 5. **Resignations** - Any Officer or Director may resign from office when it is deemed in the best interest of the Club or of the individual. The resignation must be in writing and shall be effective when received by the Secretary.

Section 6. **Vacancies** - Whenever a vacancy occurs in any elected office other than of President, the President shall appoint a member of the Club to fill the office for the remainder of the term. The appointment shall be submitted to the members for approval at the next regular membership meeting. If the vacancy occurs in the office of President, the Vice-President shall immediately assume the office of the President and shall appoint a new Vice President in accordance with the procedure previously outlined in this section.

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Article VI—Committees

Section 1. **Ad Hoc/Standing Committees** - The President, with the approval of the Board, may appoint such committees as are deemed necessary, and shall designate the chairmen, duties and responsibilities of such committees. All reports or actions taken by such committees must be voted by a majority of the entire committee.

Section 2. **Audit Committee** - The President, with the approval of the Board, may appoint a committee from the membership which shall inspect the Club's financial records.

Article VII—Amendment of Bylaws

Section 1. Initiation of Proposal to Amend

- a. An Officer or Director may initiate a proposal to amend the Bylaws. If a majority of the Board concur, the proposal will be submitted to the membership for approval.
- b. Any member may initiate a proposal to amend the Bylaws and submit it to the Board for approval. If it is approved by the Board, it will be submitted to the membership for vote.
- c. If a proposal is submitted to the Board under the provisions of (b) above and is not approved, the member who initiated it may circulate a petition among the members asking that the proposal be submitted to the membership for vote. If signatures of 25% of the members eligible to vote are obtained, the proposal to amend must be submitted to the membership for their vote.

Section 2. **Submission of Proposal to Members** - When a proposal to amend the Bylaws has been approved as required in Section 1, it shall then be submitted to the voters by means of a publication in the newsletter or by separate mailing. The proposal shall include notice of the date and place of the meeting at which the proposal will be brought to a vote. This date shall be at least thirty days after the date on which the proposal is mailed to the members.

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Section 3. **Voting on Amendment to Bylaws** - At the meeting designated for voting on the proposed amendment, time will be allowed for discussion of the proposal. Only qualified voters as per Article IV, Section 5, may vote. A two-thirds majority of those present or proxy and voting is required for approval.

Article VIII—Indemnification

All Officers, Directors or other duly elected persons of the Club, their heirs, executors and administrations shall be indemnified by the Club against all costs, expenses and amounts or liability therefore, reasonably incurred by or 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 his acts of omission or commission of his duties; provided, that such indemnification shall not apply of such person be finally adjudged as having been individually guilty of willful misfeasance or malfeasance in the performance of this duty.

Article IX—Dissolution

On dissolution of the organization, (as decided by a majority vote of the general membership present and without any provision to meet again in the future), the remaining funds, all residual assets and properties (after payment of all liabilities), shall be disposed of. All excess funds. will be donated to a local non-profit organization that promotes bicycling activities.

Article X—Date of Enactment

These Bylaws shall become effective February 8, 2025, and upon that date all previous Bylaws, amendments and resolutions are repealed.