



CONSTITUTION AND BY-LAWS OF CENTRAL JERSEY BICYCLE CLUB, INC.

**As adopted April, 1995
And later amended.**

Article I: Name

The name of this organization shall be the Central Jersey Bicycle Club, Inc.

Article II: Purpose

This Corporation is organized exclusively for the social and recreational purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code. More specifically, the purposes for which the corporation is organized are:

- A. Social and recreational bicycle riding
- B. Fellowship among bicyclists
- C. To promote the general interests of bicycling, to encourage and facilitate touring, and all forms of bicycling activity
- D. To defend and protect the rights of bicyclists
- E. To secure a better understanding and recognition by the riding public for safer riding conditions
- F. To encourage the allocation of facilities for bicycling on public lands
- G. To encourage cooperation with public authorities in the observance of all traffic regulations
- H. To advocate the recognition of the bicycle as a vehicle for advancement of public health, transportation, and pleasure.

Article III: Membership

There shall be 3 types of membership:

- A. Adult Membership consisting of anyone 18 years or older who has signed a waiver, and paid the annual dues. Adult Membership entitles the individual to one vote.
- B. Family Membership consisting of family members, who have signed the waiver, listed family members who ride with the Club, and have paid the annual dues. At least one Family Member must be over the age of 18. A Family Membership is entitled to one vote for each member 18 years of age or older subject to a maximum of two.
- C. Associate Membership consisting of any person who has paid for a Club event and has fulfilled the requirements for participating in that event. Associate Membership lasts only for the duration of that event. Associate Members are not eligible to vote.

Article IV: Dues

The annual Club dues are to be determined by the executive board based on operating expenses. Any changes must be voted on by a majority of the membership present at the general membership meeting. Any proposed dues change must be announced in the bulletin prior to the meeting at which the vote will be taken. Dues received from new members after October 1st of any year shall cover the period through the end of the next calendar year.

Article V: Executive Board

It shall be the purpose of the board to implement policy of the Club and to make recommendations to the membership about policy.

A. The following executive board shall be elected by the membership:

- (1) President
- (2) Vice President
- (3) Treasurer
- (4) Recording Secretary
- (5) Ride Captain
- (6) Membership Chair
- (7) Awards Chair
- (8) Bulletin Editor
- (9) Advocacy/LAB Chair
- (10) Program Chair
- (11) Member-at-Large
- (12) Member-at-Large
- (13) Public Relations Chair

B. The duties of the executive board shall be as follows:

- (1) President: presides at all meetings, appoints committees, acts as chairperson of board meetings; in general is responsible for and to the Club in all matters.
- (2) Vice President: assumes the president's office and powers in the absence of the president. Responsible for reconciling the financial reports/books separately from the Treasurer. May head some specific phase of Club activity to lessen the president's work.
- (3) Treasurer: is responsible for Club finances. Maintains budget for the Club. Receives collected dues from the membership chairperson. Prepares reports of receipts and expenditures and communicates relevant information to the membership chairperson. The Treasurer shall be bonded.
- (4) Recording Secretary: takes minutes of membership and executive board meetings. Sends a summary of highlights of all meetings to the bulletin editor. Prepares a typewritten record of meetings for the entire year and maintains a record of Club policies separate from the Club minutes.
- (5) Ride Captain: coordinate the monthly ride schedule.
- (6) Membership Chairperson: promotes Club membership, maintains accurate membership records, and collects dues.
- (7) Awards Chairperson: maintains records of ride participation for the year and makes appropriate awards at an annual ceremony.
- (8) Bulletin Editor: publishes the monthly newsletter, including the ride schedule.
- (9) Advocacy/LAB Chairperson: informs the membership of cycling-related legislation and/or regulations and advocates appropriate action.
- (10) Program Chairperson: coordinates a program of entertainment and education for the membership at the monthly meeting.
- (11) Member at Large: represent Club members at board meetings and volunteer their services as needed.
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- (13) Public Relations Chairperson: Disseminates all club information to appropriate public forums, i.e. radio stations, newspapers, magazines, etc.

- C. The order of succession for presiding over meetings shall be: (1) President, (2) Vice President, (3) Treasurer, (4) Recording Secretary.
- D. In the event of a vacancy in the office of president, the vice president shall become president. Any other vacancy shall be filled by a volunteer from the general membership following appointment by a majority of the Board.
- E. A quorum of 50% plus one (dropping any fraction) Board members shall be necessary to conduct business at a Board meeting and an act of a majority of those present at a meeting at which a quorum exists shall be the act of the Board.
- F. Any member may attend a meeting of the board and may speak on an issue with the consent of the majority of the board present.
- G. A Board member may be removed with or without cause by the affirmative vote of two-thirds of the entire Board at a scheduled Board meeting.
- H. A Board member may resign by submitting his or her resignation in writing to the President of the Board.
- I. The Board shall typically meet once a month.
- J. There shall be no limitations to the number of consecutive terms for a Board member.

Article VI: Elections

A nominating committee to choose board member candidates for the following year shall be appointed by the Board. The nominating committee will consist of at least 3 members. The list of candidates will be presented at the October meeting and published to the general membership prior to the election. The election will be held at the Annual Meeting in December. The committee will accept all candidates nominated. Additional names may be placed in nomination from the floor any time prior to the publication of the candidate list. Elections shall be conducted by secret ballot. Unopposed candidates shall be declared elected by acclamation. The board members so elected shall serve for the calendar year following.

Article VII: Membership Meetings

A. Membership meetings will be held at the call of the president typically once per month. Special meetings shall be called by the president whenever required. All members shall be notified at least one week in advance of each meeting by mail. To the extent not covered in this Constitution, meetings shall be conducted according to Robert's Rules of Order.

B. The Annual Membership Meeting shall be held in November of each year upon not less than ten nor more than sixty days written notice of the time, place and purposes of the meeting.

Article VIII: Quorum

A quorum of membership for the purpose of conducting Club business shall consist of 50% plus one (dropping the fraction) of the Board Members and 2% of the rest of the membership, counting each Adult Membership as one and each Family Membership as two.

Article IX: Amendments

Amendments to this Constitution may be proposed from the floor only at Membership Meetings and, if seconded and voted upon affirmatively by the majority of those present and voting, the text of the proposed amendment shall be distributed to the membership by mail. At the next Membership Meeting, to be held no sooner than three weeks after the meeting at which the amendment was proposed, the amendment shall be submitted to a vote, and shall be deemed adopted if voted upon affirmatively by at least two thirds of the members present and voting.

Article X: Conflict of Interest

No contract or other transaction between the Corporation and one or more of its Trustees or Officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its Trustees or Officers are directors or officers, or have a substantial personal, professional, political or financial interest, shall be approved by a vote of the Board or any committee thereof if such Trustee or Trustees or Officer or Officers, (hereinafter "interested Trustee or Trustees") are present at the meeting of the Board, or of a committee thereof, which authorizes such contract or transaction, or his or her votes are counted for such purpose, unless the material facts as to such Trustee's or Officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or are known to the Board or committee, and the Board or committee authorizes such contract or transaction by unanimous written consent, provided at least one Trustee so consenting is disinterested, or by a majority vote without counting the vote or votes of such interested Trustee or Officer even though the disinterested Trustees are less than a quorum.

Article XI: Fiscal Year

The fiscal year of the Corporation shall be November 1st to October 31st.

Article XII: Additional Provisions

A. Dissolution. Upon dissolution, after payment of all debts, no part of the remaining assets may be distributed to any trustee, member or officer of the Corporation but shall be distributed in accordance with law, provided, however, that the distribution must be to an organization or organizations exempt under the provisions of Section 501(c)(7) and/or Section 501(c)(3) of the United States Internal Revenue Code or to the United States, or a State or local government, for a public purpose.

B. Compensation. Neither Trustees nor Officers shall receive any fee, salary or remuneration of any kind for their services in such capacities, provided, however, that Trustees and Officers may be reimbursed for reasonable expenses incurred with approval of the Board upon presentation of vouchers.

C. Force and Effect of By-Laws. These by-laws are subject to the provisions of the New Jersey Corporation Act (the "Act") and the Certificate of Incorporation as they may be amended from time to time. If any provision in these by-laws is inconsistent with a provision in the Act or the Certificate of Incorporation, the provision of the Act or the Certificate of Incorporation shall govern to the extent of such inconsistency.