

DOWNRIVER CYCLING CLUB BY-LAWS

ARTICLE I: NAME AND PURPOSE

This club shall be known as the Downriver Cycling Club of Michigan and shall be a 501(c)7 non-profit Michigan Corporation which will do business as the Downriver Cycling Club. The purpose of this club shall be to promote fun and fitness through bicycling, to participate in the recreational, travel and transportation use of bicycles and to promote educational and legislative efforts for the safe and effective use of bicycles. The club shall participate in whatever activity its governing body decrees pursuant to the above goal, such as contributions to charitable causes, community programs, educational programs, etc.

ARTICLE II: OFFICERS

There will be five (5) permanent officers of the Downriver Cycling Club (hereafter DCC) - President, Vice President, Secretary, Treasurer, and Membership Director. Other officer positions may be added from time to time, at the discretion of the governing body and the election of the general membership. Examples of the non-permanent officers might include: Touring Director, Racing/Fitness Director, Program Director, etc.

The responsibility of the President will be to preside over all DCC meetings, direct and coordinate the club activities pursuant to its stated purpose. The President will have the power to make decisions independent of the governing body and general membership, depending upon the circumstances. Should the office of the President become vacant, the position will be filled by the Vice President until a new President is elected. A current President can be relieved of his office only by a three-quarter (3/4) majority of the general membership present at a special meeting called for that specific purpose. The President may not vote in matters requiring a quorum decision, except to break a tie.

The responsibility of the Vice President will be to serve in the absence of the President and to aid the President in the pursuit of that office's stated duties.

The responsibility of the Secretary is to record the minutes of each scheduled club meeting. This officer shall also record important documents and send notices of special meetings.

The Treasurer shall be responsible for the club's financial records. The Treasurer shall also give a monthly financial report as necessary at any scheduled DCC meeting and a complete summary at the end of the calendar year.

The Membership Director shall be responsible for maintaining the records of current and past members and developing and executing strategies for recruiting members.

Non-permanent officers have power and responsibility as their specific offices require as defined by the club's governing body. Again, the permanent and non-permanent officers have the power to act on their own in the club's interest, but only on the advice and council from the President.

Unexcused absences by an officer at two (2) consecutive meetings may cause termination of office, to be decided at the discretion of the governing body to replace the vacant position.

ARTICLE III: THE BOARD OF DIRECTORS

The Governing body of the club shall be the Board of Directors, which shall consist of the current officers, both permanent and non-permanent.

The responsibility of the Board of Directors will be to oversee all DCC activities, obtain annual and event-specific insurance for club activities, file the appropriate annual reports to maintain tax exempt status, propose a fiscal year budget, present said budget to the membership for review at the July General Membership Meeting, publish the budget in the newsletter prior to August, and present the budget for approval or amendment at the August General Membership Meeting. The budget will include funds for the club's day-to-day operations and for specific scheduled activities and events that are consistent with the club's stated purpose.

The Board of Directors shall meet as they deem necessary in order to advance club business. Meetings may include physical meetings or meetings through other collaboration methods such as email, telephone, or online meetings. In the event of disagreement amongst the board for any decision, a physical meeting shall be required. There must be at least three-quarters (3/4) of the current Board of Directors present at a given meeting in order to constitute that meeting as "official." The voting majority (over one half [1/2]) of the Board of Directors in attendance shall have the final say.

Policies recommended by the Board of Directors must be approved by the general membership at the next regularly scheduled general membership meeting.

ARTICLE IV: ELECTIONS

The nomination of officers for the next year shall occur at the November general membership meeting. The election of officers shall be held at the scheduled December general membership meeting with the new officers assuming their responsibilities at the following January general membership or Board of Directors meeting.

Both permanent and non-permanent officers' terms of office shall be one (1) calendar year. Any adult club member eighteen [18] years or older in good standing may run for any office in the club.

Voting privileges are restricted to members fifteen years and older.

ARTICLE V: MEMBERSHIP AND DUES

A member in good standing is considered to be any person who has paid their current dues.

Paid membership entitles a member (or household) to be in good standing for a calendar year. Renewals become due on January 1.

A new member who pays dues between October 1 and December 31 is entitled to membership through December 31 of the following year. The Board of Directors reserves the right to change the amount of the annual dues fee as circumstances warrant. Any changes in dues fee would become effective on January 1st of the following year.

Upon payment of dues, new members shall receive a membership packet.

ARTICLE VI: MEETINGS

The rules contained in the current edition of Robert's Rules of Order Revised shall govern DCC in all cases to which they are applicable and in which they are not inconsistent with the bylaws of the DCC and any other special rules of order DCC may adopt.

General membership meetings shall be held once per month at a place designated by the Board of Directors. The order of business shall be as follows:

1. Call to order and Introductions of Guests and New Members
2. President's report (as appropriate)
3. Vice President's report (as appropriate)
4. Secretary report (as appropriate)
5. Treasurer's report (as appropriate)
6. Membership's report (as appropriate)
7. Non-permanent officers' reports (as appropriate)
8. Old business
9. New business
10. Adjournment

The evening program may occur either before or after the general membership meeting. When guest speakers are attending as part of the program, it is preferably that the program occur first so that the guest may be excused for the general meeting. Because the primary focus of the general membership meeting is the evening program, discussion and voting on recommendations of the Board of Directors should be limited in both time and scope. If, for instance, there is a disagreement between the general membership and a Board of Directors recommendation, it is the duty of the President (as presiding officer) to table the specific matter under consideration and send it back to the Board of Directors for further review.

A special meeting may be called by the President or by any five (5) or more members.

ARTICLE VII: MISCELLANEOUS

The Downriver Cycling Club's fiscal year shall be effective September 1 through August 31 of the following year.

Specific money transactions for the club may only be transacted by those authorized to sign on its accounts. The authorized signers may or may not be current officers (but must be members in good standing) and approved by the Board of Directors.

The By-Laws may only be amended by two-thirds (2/3) of the members present at a general membership meeting. Announcement of intent to amend the By-Laws will be made both at a general membership meeting and in the newsletter or other official means of club communication including electronic messages. The announcement must be made one month prior to the vote. Complete wording of the amendment must be published in the newsletter prior to the vote. No By-Law shall be voted on that is in conflict with the club's stated purpose.

The official color of the club to be used in the logo, advertising, and signage shall be yellow with the auxiliary color of green. Optional colors for use in kits only are allowed by a majority vote of the members present at a general membership meeting. Announcement of using additional colors shall be

made both at a general membership meeting and in the newsletter or other official means of club communication, one month prior to the vote. The announcement shall include an idea of how the color(s) will be used.

Optional colors, artwork, and designs may be used for MGST t-shirts, and at a minimum shall be approved by a majority vote of the Board of Directors.

ARTICLE VIII: DISSOLUTION

Dissolution of the club shall be recommended by a majority vote of the board of directors. A notice shall be submitted to all board members including a plan for dissolving the club, reason for dissolving the club, and distribution of its assets. This notice may be from any board member. If the recommendation is approved, it shall be presented to the members at the next general membership meeting for their approval. Member approval will require two-thirds (2/3) of the members present at a general membership meeting.

If dissolution is approved, the club will immediately cease to conduct business except any remaining actions required by the board members to properly close the club, which shall include but are not limited to:

Letter of dissolution to be executed immediately, stating the name of the club, the date and place of the meeting of the board members at the time dissolution was approved, and a statement that dissolution was approved by the board of directors and its members per the current by-laws. This certificate shall be signed and dated by the President. If the President is unavailable, the signature shall be of the next highest board member.

Distribution of funds: Anyone to whom money is owed shall be paid first pending available funds. Residual funds shall be donated to a 501(c)3 non-profit organization(s). The organization(s) shall be determined by the board members. Proper records of the donation(s) shall be retained.

Records of dissolution may be kept by any of the board members and shall be retained for a period of at least five (5) years from the date of dissolution.

Revised: 1990, 1996, 1998, 1999, 2001, 2003, 2007, 2010, 2014, 2015, 2017, 2018, 2019

NOTE: Official Club archives are located in storage at Al Petri & Sons Bikes, 2160 Fort Street,

Lincoln Park, MI 48146, (313) 381-2833