

Potenza Cycling Club
Nashville, Tennessee
Bylaws

Adopted December 9, 2007

ARTICLE I – NAME & COLORS

The name of the corporation shall be the **Potenza Cycling Club** hereinafter referred to as the “Club.”

The official colors of the club are blue, white, black and yellow.

ARTICLE II – PURPOSES

The purpose of the Club shall be to educate, promote, advocate and develop bicycling for transportation, fitness, and recreation; to serve the community; to provide opportunities to ride with others; to defend and protect the rights of cyclists; to secure safer and more bicycle-friendly riding conditions; to promote bicycle safety by requiring the use of helmets on all rides and observing traffic regulations. This club further encourages participation from all people without regard to race/ethnicity, color, religion, sex, including marital status, national origin, ancestry, age, sexual orientation, and disability.

The Club shall be a not for profit organization consistent with the provisions of section 501(C) of the U.S. Internal Revenue Code.

ARTICLE III – MEMBERSHIP AND DUES

Membership shall be open to any bicyclist over age 16 and who subscribes to the bylaws of this organization. Riders below age 18 must be accompanied by an adult.

Membership shall be on an annual basis. Club dues shall be set by a vote of the Executive Committee. Yearly dues shall be payable in advance upon joining with renewal dues payable when twelve months have elapsed. Members whose dues are two months in arrears shall be notified, and those whose dues are not paid within three months of expiration shall be automatically dropped from membership in the Club. Membership is based on calendar year January 1 to December 31.

A membership may be either one person or a family. A family consists of married persons and/or persons with the same permanent address, and has one vote if one person from the family is present and two votes if more than one person over age 16 is present.

A vote of the membership means a vote by those members in attendance at a regular or special meeting.

Potenza Cycling Club
Nashville, Tennessee
Bylaws

The membership of an individual may suspended or revoked by a two-thirds vote of the membership.

Corporate membership shall be available to any business contributing to the Club an amount determined by membership vote. Corporate memberships have one vote.

The Club may derive income from dues, fees for events, contributions, and other activities consistent with section 501 (C) of the U. S. Internal Revenue Code.

An annual budget for all expenses including special events shall be prepared by the Treasurer for approval by the membership at the October meeting.

The Executive Board may authorize expenditures exceeding approved amounts by \$1000 or less provided the total amount, so approved, does not exceed \$2,000 in any six-month period.

An Annual Treasurer's Report shall be published by February 1st. The position of the Treasurer shall be required to obtain surety or bonding. Financial records shall be reviewed annually by a Certified Public Accountant selected by the Executive Board.

The Executive Board shall make an annual assessment of liability risks and shall recommend purchase of insurance commensurate with the risks. Sponsoring bicycle rides or events requires addition consideration of adequate insurance.

All contracts shall be subject to Executive Board approval.

ARTICLE IV – OFFICERS

The following officers shall be elected by the membership: President, Vice-President, Treasurer, Secretary and Parliamentarian. The term of office shall be one year or until a successor is elected. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Club.

Officers may be removed by a 2/3 vote of the members in attendance provided the meeting has been advertised to the membership with a two-week notice.

The candidates for officers must participate in club related rides.

President – shall be the club's chief executive who shall be responsible for the overall direction of the Club's activities. For maintaining the quality of all

Potenza Cycling Club
Nashville, Tennessee
Bylaws

programs and ensuring that the membership's goals are attained. The President will preside at all meetings to include the Executive Committee Meetings.

Vice President – shall assist the President and step in when needed to preside over meetings in the President's absence assuming the roles and responsibilities of the President.

Secretary – shall keep full and complete records of the proceedings of all meetings of the Club, Executive Committee and shall preserve all documents, correspondence, reports and communications of the club. Duties will include maintaining the official membership roster, notifying members of the renewal dues, summarizing the minutes, and maintaining legal documents such as the bylaws.

Treasurer – shall be the chief financial officer of the Club and shall be responsible for the security of the Club's funds and other assets. Among his/her specific duties shall include receiving, depositing, accounting for and disbursing all Club funds, or authorizing others to do so, as provided for by these bylaws and the Executive Committee; maintaining all financial records; making all legally required filings; collection and deposit of dues from membership meetings; and filing with the Executive Committee a written Annual Financial Report for each fiscal year outlining the financial condition of the Club and summarizing the previous year's transactions and events.

Parliamentarian – shall govern all proceeding of the Club utilizing Roberts Rules of Order Newly Revised and to the extent not otherwise provided for in these bylaws.

ARTICLE V – EXECUTIVE BOARD

These officers of the Club, together with two (2) appointed members-at-large shall constitute the Executive Board.

The Executive Board shall have general supervision of the affairs of the Club between its business meetings, arrange the time and place of meetings, make recommendations to the Club and perform other such duties as are specified in these bylaws. The Executive Board shall be subject to the orders of the Club, and none of its acts shall conflict with action taken by membership vote.

The officers shall comply with the provisions of these bylaws as ratified and amended and any other polices adopted by the membership in conducting the business of the Club. The officers shall maintain a written record of all meetings, available for review by club members on request.

**Potenza Cycling Club
Nashville, Tennessee
Bylaws**

Meetings of the Executive Board shall be open to the general membership, but only the Board may vote. A quorum shall consist of a majority of the Executive Board members present for the vote. Votes by proxy are acceptable provided written authorization and instructions are presented by the representative of the absentee officer.

The President may call an Executive Board meeting at any time by contacting the members of the Executive Board and others as appropriate. A meeting shall be called on written request of three members of the Board.

The officers appoint the members of permanent committees, and the President or Vice President designates the committee chair from its members. The term of office shall be one year.

The officers may establish special committees as required. The Executive Board will appoint the members of such special committees, and the President or Vice President shall designate the committee chair from its members. Committees shall have only the powers delegated to them by the officers, such powers not to include any reserved for the general membership.

ARTICLE VI – MEETINGS

Regular Executive Board Meetings shall be held monthly, or as determined by the President, subject to a one-week notice.

Special meetings may be called by the President or by a majority of the Executive Board and shall be called upon the written request of eight members of the Club. The purpose of the meeting shall be stated in the call, and only business stated in the call may be transacted. Except in cases of emergency, a two-week written notice to the membership shall be given.

The Annual Meeting shall be held during October at a time and place set by the Executive Board.

Members may make, debate and vote on motions relevant to the agenda at all club meetings. An agenda for each meeting shall be made available seven days prior to the meeting. Items to be included in the agenda must be submitted in time to allow seven days notice. Any items to be voted on must be included in the published agenda. Items not on the published agenda may be discussed at the meeting, but no vote may be taken until said items are posted on the published agenda. Motions related to planning or funding bike rides, social events or bicycle advocacy are excluded from the posting requirement.

**Potenza Cycling Club
Nashville, Tennessee
Bylaws**

ARTICLE VII – ELECTIONS

Election of club officers shall be held at the Annual Meeting. The Nominating Committee shall present a list of candidates for the offices to be filled. This list of candidates will be made available for membership review at least two weeks prior to the Annual Meeting. Additional names may be placed in nomination from the floor immediately prior to the election. A plurality vote shall be sufficient to elect. Newly elected officers shall assume their offices immediately after adjournment of the election meeting.

In the event the office of the President becomes vacant, the Vice-President becomes President for the remainder of the term. When an office other than President becomes vacant, the Executive Board shall appoint a member to that office until an election can be held. The Nominating Committee will provide one or more candidates for the office. The elected officer shall serve the remainder of the existing term

ARTICLE VIII – COMMITTEES

The permanent committees of this organization shall be:

Events, chaired by the Event Coordinator, shall plan, publicize, and conduct special events sponsored by the Club. Events Committee is also the custodian of the Club's property.

Education, chaired by the Education Director, shall be the advocacy and education arm of the Club. It shall disseminate materials and teach classes related to safe and effective cycling, advise local bicycling-related entities, and represent the interests of bicyclists at state and federal levels as appropriate.

Ride Leader, chaired by the Ride Leader, shall promote the use of bicycles for transportation and commuting. The Ride Leader will determine if all riders are operating the bicycle in a safe manner. If a rider fails to operate in a safe manner they will not be allowed to ride with the group.

ARTICLE IX – QUORUM

A quorum of the membership for the purpose of conducting club business shall consist of five members present at any regular or special meeting announced to the entire membership, including at least one member who is not a member of the Executive Board.

ARTICLE X – AMENDMENTS

Potenza Cycling Club
Nashville, Tennessee
Bylaws

Amendments to these bylaws may be proposed in writing by any member at a regular meeting. A two-week notice including the exact wording of the proposed amendment shall then be sent to the entire membership. The proposed amendments shall be incorporated into these bylaws if approved by a two-thirds vote of the members present at the next regular meeting.

These Bylaws of the **Potenza Cycling Club** were approved on December 9, 2007.