



BYLAWS FOR NORTH COUNTY CYCLE CLUB, AN UNINCORPORATED ASSOCIATION

TITLE: North County Cycle Club is an unincorporated organization, registered in the County of San Diego, California with a Fictitious Business Name statement and with the Secretary of State of California, registration 16597.

Article I: Purpose

Section 1. The purpose of this club is to a) provide for a group environment for the enjoyment of bicycling, b) to develop skills of bicycling, c) to promote the recreational use of bicycles and d) to promote and protect the rights of bicyclists

Section 2. The club is created and maintained for the enjoyment of adult club members and first ride guests. The club shall not organize or promote events for the general public.

Section 3: Affiliation. The club shall maintain membership with the League of American Wheelmen, dba LAB, 1612 K St. NW, Suite 800, Washington, DC 20006, Membership Number: 51398276 and any other local organizations as the Board sees fit.

Article II: Membership

Section 1: Qualifications. Adults and minors¹ with skills sufficient to operate and navigate rides competently without assistance and NCCC membership dues paid in full.

Section 2: Dues. The Board shall set the dues for the following year, which shall be approved by majority vote at the Annual meeting. If such a vote is not taken or the proposal is not approved by members vote, the previous years' dues shall be in effect for the following year.

Section 3: Discipline. The membership can remove any member by a majority vote when presented by the Board at any membership meeting.

Section 4: Membership Roster. No member of this club shall provide any part of the membership roster to persons outside the club.

Section 5: Electronic notices. Members agree to receive notices electronically by e-mail and by posting on the club web site. Voting for officers and Board members shall be by an on-line electronic voting application.

Article III: Meetings of the Membership and of the Board.

Section 1: Place of meetings. Meetings will be held in N. County San Diego and the Board of Directors (BOD) will determine the precise location.

Section 2: Meeting Frequency. BOD meetings will be held quarterly on dates established by the Board. At least one Members' meeting shall be held each year, normally in December. A Members' meeting can be called at the request of 10% of the membership.

Section 3: Announcement of Meetings. BOD, Members' and special meetings are to be announced on the club website no fewer than 7 days in advance.

Section 4: Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or Vice President or any other two Directors and are to be announced no fewer than 7 days in advance.

¹ Modality of obtaining signature approval by parents to be established by the Board



Section 5. Attendance and Voting. All meetings are open to all club members, except where disciplinary and legal issues are discussed and which shall be taken in private session, and all members are entitled to speak at all meetings subject to Rules of Order. Only Board members may vote at Board meetings.

The Board may conduct discussions of club business by electronic means at any time between regular meetings. Where an issue requires a vote of the Board, the vote shall be unanimous which failing a special Board meeting shall be called as provided in Article III, Section 2. The Secretary shall maintain copies of all electronic decisions taken and these shall be recorded in the Minutes of the next quarterly meeting.

Section 6: Quorum. At least ten percent of the members of the club constitute a quorum at Members' meetings. A majority of the Board shall comprise a quorum at Board meetings.

Article IV: Membership and Voting Rights

Section 1: Manner of action. A majority of a quorum of members at a Members' meeting or a majority of a quorum of the Board at a board meeting voting in the affirmative constitutes a lawful action of the club.

Section 2: Proxies. Proxies are permitted only at the annual Member's meeting.

Section 3: Each club member is entitled to one vote.

Section 4: Waiver of notice. Members who attend a meeting waive notice unless the member wants to raise a concern about how the meeting was called. If the member's concern is validated, the meeting is cancelled and no action can be taken.

Section 5: Document copies. Any member in good standing may receive a copy of the Bylaws and the Budget. Request should be made to any Board Director. In addition, the ByLaws shall be posted on the club web site.

Article V: Directors

Section 1: Board composition.

The Board of Directors comprises at least five and not more than nine elected, for a term of two years. From January 2022 onwards, three Directors shall be elected in even numbered years and at least two and up to six in odd numbered years. The 2021 election will be held according to rules laid down in the Directors and Officers Election: Selection, Term, Procedures and Responsibilities document as may be amended from time to time and approved by the Board. Directors take office at the first Board meeting following the election.

The Officers are President, Vice President, Secretary and Treasurer. At the first Board meeting following the election of Directors, the Board shall select from their number the Officers.

The remaining Directors are Members At Large and are Activity Coordinators. They may direct activities such as Membership, Website Management, Social, Clothing, Sponsorship, Newsletter, Editor and Parliamentarian. Directors are not limited to one activity and can assume any activity unless expressly denied by the Board by vote.

Section 2: Board of Directors Selection and Term. Nominations, voting, and term limits for the Board of Directors is governed by the Board of Directors Selection, Term, Procedures and Responsibilities Policy, which is reviewed annually.

Section 3: Powers of the Board. The Board of Directors is authorized to take actions, subject to membership oversight, that they feel are in the best interests of the club.

The Board will maintain in the Club document library a set of standard club rules and procedures affecting members' activities as members of the club and election procedures definitions. The Board is authorized to establish, approve, amend and enforce these rules under their responsibility for overall management of the Club.



Club rules will be reviewed for change or confirmation once during each calendar year at the second regular meeting of the Board.

Section 4: Vacancies. The Board can fill any vacancy up until 60 days prior to election of Directors or fill an Officer position at any time by vote of the Board. No director may resign when the club would then be left without a duly elected director in charge of its affairs.

Section 5: Removal of Directors. A Board Officer may be removed from office by a vote of the majority of the Board. A Board member may be removed from the Board by a vote of the membership as specified in Article IV, Section 1.

Section 6: Compensation. No Director can be paid. They can be reimbursed for expenses involved in operating the club.

Section 7: Succession. In absence or disability of the President the office of President shall be filled in the following order: Vice President; Treasurer; Secretary.

Article VI: Fiscal Year.

The Fiscal Year shall be January 1 through December 31.

Article VII: Amendments.

Changes to the Bylaws shall be approved and/or amended by a vote of the Board and subsequently of the membership as specified in Article IV, Section 1.

Article VIII: Records and reports.

The Directors shall keep records of all meetings, decisions, minutes, contracts and receipts to be used to prepare an annual report for the membership at the annual meeting.

Article IX: Insurance.

The President shall authorize purchase of Participant Accident Insurance and General Liability Insurance each year. The policy should include availability of additional property damage coverage which is specific to a club event for members and guests. These insurance benefits shall be equal to or greater than that offered by American Specialty Insurance and Risk Services, Inc.

Article X: Club Activities

Section 1: Social Events. Events may be organized and scheduled at any time but are normally the July 4 picnic and the Holiday/annual membership party in December.

Section 2: Rides. Organized rides are scheduled and posted on the club web site by the club ride groups. These rides have recognized ride leaders and ride route information is provided. Rides which are not posted and lead by a club recognized ride leader are not considered club rides and are not covered by club insurance.

Section 3: Ride Leaders. The Board shall approve the nomination and appointment of ride leaders. Leaders are chosen for their riding experience, training and leadership skills. Their choice of ride routes, timing, weather and ride features are based on these factors. Due to their extensive skills, ride leader decisions should be given top priority. Club riders are expected to follow the posted ride directions and heed the ride leader's choice should he make alterations or deviations from ride schedule or ride features that he may deem necessary.

Section 4: Guest Riders. All guest riders on their first ride must sign a Liability Waiver which is to be enforced by each ride leader. They are to be instructed to apply for membership at that time if they intend to ride again.



Article XI: Separability

Invalidation of any one or more of the provisions of this document by judgment or court order shall not in any way affect any other provisions, which shall remain in full force and effect.

Article XII: Dissolution

The Association may be dissolved by any of the following methods: a) by the affirmative vote of a majority of the voting power of the association, or b) If the association's operations have been discontinued for at least three years, by the board or, if the association has no incumbent board, by the members of its last preceding incumbent board.

Promptly after commencement of dissolution the Board or, if none the members, shall promptly wind up the affairs of the association, pay or provide for its known debts or liabilities, collect any amounts due to it, take any other action as is necessary or appropriate for winding up, settling, and liquidating its affairs, and donate any remaining funds to the San Diego County Bicycle Coalition or other similar organization.