**Bylaws of Mid-Hudson Bicycle Club, Inc.**

ARTICLE 1 – NAME

 Section 1. The name of this organization is Mid-Hudson Bicycle Club, Inc. (the “Club”).

ARTICLE 2 – PURPOSE

 Section 1.  The Club is formed to provide for the enjoyment, friendship, sociability, physical recreation, and entertainment of its members by encouraging and providing the sport of bicycling, as set forth in the Club’s Certificate of Incorporation and for such other purposes as the Board of Directors (the “Board”) may determine.

 Section 2. **This Club is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to the members thereof, or to any private shareholder or individual. No part of the property, assets, profits, or net income of this Club shall ever inure to the benefit of any Director, Officer, or other member thereof or to the benefit of any private shareholder or individual, except to the extent permitted by law**.

ARTICLE 3 – MEMBERSHIP

 Section 1.  Any person eighteen (18) years of age or older who is interested in the purposes of the Club is eligible for membership under the classifications set forth below.

 a. Active Membership, which may be (1) Individual Membership, for individuals aged 18 or over; or (2) Family Membership, for **either (i) couples living together at the same address, and their children under 18 or (ii) up to two parents and at least one child under the age of 18.**  Each Family Membership shall have one vote, which may be cast only by an adult.

 b. Honorary Membership. Honorary Life Membership may be conferred upon an individual by a two-thirds (2/3) vote of the Board**.** Honorary members have no voting rights, may not hold office in the Club, and are exempt from payment of dues.

 c. Lifetime Membership.  May be awarded by a two-thirds (2/3) vote of the Board to honor someone who has made a special or continued contribution to the Club. Lifetime members shall have voting rights and may hold office but are exempt from payment of dues.

 Section 2.  The amount of membership dues for Active Members shall be determined by the Board.

Section 3.  The membership year for the Club shall be for one year,   starting from date of subscription.  **A person may not claim any rights or privileges of membership during a membership year until dues have been paid for that year, regardless of whether the person has been a member in previous years.**

Section 4.  All members must comply with the Club’s Guidelines for Safe Road Riding (the “Guidelines”) when participating in all club-sponsored rides or events. The Guidelines are available on the Club’s website. Members are expected to treat each other with courtesy and respect.

 Section 5.  The Club may suspend or expel any member for conduct which is contrary to the Club’s interests, or which threatens the integrity of the Club.  Grounds for termination or expulsion include but are not limited to:

 (a) Conduct unbecoming a member of the club

 (b) Harassment of other members, officers, or board members

 (c) Misuse of Club funds or property

 (d) Violation of Club rules, including the Guidelines

 (e) Disregard for safety on Club rides

A member may be suspended or expelled for a single egregious act or a series of incidents which, taken collectively, warrant suspension or expulsion.

 Section 6. A proceeding to suspend or expel a member shall be initiated by a majority vote of the Board and shall proceed as follows:

 (a) The Board shall give written notice to the member facing suspension or expulsion (the “Respondent”), stating why the club is considering suspension or expulsion, and describing the misconduct giving rise to such possible action.  Supporting evidence available to the Board at that time shall be appended to the letter. Any identifying information may be removed from the evidence in order to protect the identity of complaining witnesses. **The notice shall either be hand-delivered or sent by certified mail.**

 (b) Respondent will have ten business days from the date of the notification to make a written response to the allegations contained in the notification. The response must be sent to the Club President, who will distribute copies of the response to the other Board members.  Any evidence the Respondent wishes the Board to consider must be appended to the letter. If the member does not respond to the notification within the timeframe outlined above, his or her right to make any response is waived.

 (c) Suspension or expulsion will be voted on by the Board at the next meeting following expiration of the period for response, whether or not a response has been received.   Debate on the question of suspension or expulsion, and the vote thereon, shall be made in a closed meeting. In making its decision, the Board shall consider only the evidence set forth in the correspondence between the Board and the Respondent.

 (d) Suspension or expulsion of a member requires a vote of two-thirds of the total membership of the Board.  The Board will give notice to the Respondent of its decision, outlining its rationale, within ten business days of the Board meeting.

 (e) The decision of the Board on any matter pertaining to suspension or expulsion is not appealable in any forum or subject to any form of recourse.

ARTICLE 4 – MEMBERSHIP MEETINGS

 Section 1.  There shall be an Annual Meeting of all members, to be held between September 1 and November 30 each year.  The President shall give written notice of the date, time and place of the Annual Meeting to Club members at least thirty (30) days before the meeting. The Officers and Board of Directors of the Club for the next year shall be elected at the Annual Meeting.

 Section 2. A Special Meeting of the Club may be called either (a) by the President, or (b) on request of fifty percent (50%) of the Officers and Board of Directors of the Club, or (c) on written application of **ten percent (10%)** of all Active Members.  The President shall give written notice of the date, time, and place of any such Special Meeting to Club members at least thirty (30) days before the meeting.

 Section 3.  The club Secretary (or representative) shall take attendance of Active Members present at any annual or special meetings of the Club and count the votes for any elections. A quorum shall consist of those members present.

ARTICLE 5 – OFFICERS AND DIRECTORS

 Section 1.  The Board shall act as the governing body of the Club. It shall assume responsibility for all property of the Club and exercise all powers pertaining to all matters not specifically delegated to officers.  The Board may appoint such committees as it may from time to time deem advisable.  Such committees shall have such powers as the Board determines. The Board may cause the Club to join any organization or association as may be in the best interests of the Club.  On all questions of interpretation of these Bylaws, the decision of the Board will be final.

 Section 2. The Board shall consist of (a) five officers (President, Vice-President, Secretary and Treasurer), (b) the immediate past President, (c)Technical Administrator  and (d) six other directors at large. **The number of directors at large may be reduced or expanded for any future year by a vote of two-thirds of the Board, provided, that the Board shall always consist of at least seven persons in all.**

Section 3. Duties of officers and Directors are as follows:

 (a) President -- The President shall preside at all meetings of the Members and the Board. The President shall have the power to appoint all committee chairs and shall act as ex-officio member of all committees and shall also have the power to replace committee chairs.  The President may execute the duties of the Treasurer either with the consent of the Treasurer or if the Treasurer is absent, disabled or otherwise unavailable.

 (b) Vice-President -- The Vice-President shall assist the President in the duties of the office of the President. In the absence or disability of the President, the Vice-President shall perform all the duties of the President. The Vice- President may execute the duties of the Treasurer either with the consent of the Treasurer or if the Treasurer and President are absent, disabled or otherwise unavailable. The Vice-President is responsible for managing the selection of the slate of candidates for the election of officers and members of the Board at the annual meeting of members.

Further, the Vice-President shall be responsible for promoting a full club ride calendar by encouraging the membership to lead rides.

 (c) Technical Administrator - Responsible for designing, implementing, and maintaining technical resources to support the MHBC and its members. This includes without limitation the website, communication, payment processing, events calendar, analytics etc.

 (d) Secretary -- The Secretary shall record the minutes of all meetings of the Club, prepare any necessary correspondence on behalf of the Board, and maintain a written inventory of the content and location of Club property. The Secretary shall also maintain copies of (i) the Certificate of Incorporation, (ii) the Club Bylaws, (iii) the Club’s Conflict of Interest Policy, and (iv)the Club Guidelines for Safe Road Riding. The Secretary shall also post the minutes of all Board meetings on the Club website.

 (e) Treasurer -- The Treasurer shall collect and safely keep all the monies of the Club, pay all bills approved for payment by two (2) Officers and/or Board members, one of whom must be the President or Vice-President,  prepare a balance sheet and income statement for the annual meeting, prepare a budget for discussion and approval by the Board by no later than February 1 of each year, andinvestigate and recommend prudent financial investment of  Club monies.

 (f) Safety Director – The Safety Director shall (i) propose club safety and health guidelines and policy updates, (ii) communicate of safety information to club members, (iii) mentor, and help others mentor, new ride leaders.

 Section 4.  Meetings of the Board shall normally be held once each month.  By vote of a majority of the Board, the Board may agree not to meet during any given month or may schedule additional meetings.  The President shall give written notice to the Board of the date, time and place of each Board meeting.  **A quorum shall consist of at least sixty percent (60%) of the membership of the Board.  Therefore, if the Board consists of eleven members, seven members shall constitute a quorum.** Meetings of the Board may be attended by any Active Member, Honorary Member or Lifetime Member in good standing.

 Section 5.   Any director, including any officer, may be impeached by two thirds (2/3) vote of a quorum at a Special Meeting of the Club.  Grounds for impeachment shall be malfeasance in office or material failure to enforce and abide by these Bylaws.  If an officer or director is impeached, that individual will be removed from office immediately.  Within thirty (30) days, the Board shall fill the vacancy created by the impeachment by a vote of two-thirds of the remaining directors.  The person elected to fill the vacancy shall serve the remainder of the impeached person’s term.

 Section 6.  The Board shall have the power to fill any vacancy on the Board arising from the resignation or death of any officer or director, for the remainder of such officer or director’s term.

 Section 7.  **Any action of the Board, or any committee thereof, may be taken without a meeting if all members of the Board or the committee consent in writing to a resolution to act without a meeting.  The consent may be written or electronic.  Electronic consent may be given by an email signed by the Board or committee member.  The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the Board or committee.**

 Section 8.  **Any member of the Board or a committee may fully participate in any meeting of the Board or committee by means of a conference telephone or similar communications equipment or by electronic video screen communication. All persons participating in the meeting must be able to hear each other at the same time.**

ARTICLE 6 – NOMINATIONS AND ELECTIONS

 Section 1.  Any Active Member or Lifetime Member in good standing is eligible for election as an officer or director.

 Section 2.  The Vice-President is responsible for preparing a slate of nominees for officers and directors. **The Board may appoint other persons to serve with the Vice-President as a Nominating Committee, which shall be chaired by the Vice-President.** The Vice-President shall give notice of the slate of nominees **no less than fifteen (15) days prior to the Annual Meeting.  Such notice shall be given by email, shall be posted on the Club website, and by such other means as the Board may require.**

Section 3.  Election of officers and directors shall take place at the Annual Meeting.  Additional nominations for any position, **other than those in the slate of nominees previously prepared,** may be made by any Active Member at such meeting **and must be seconded by at least two other Active Members.  In the event of a contested election, the election for that position shall be by a show of hands at the meeting, unless a motion is made, seconded, and carried by a majority of Active and Lifetime Members present to have the vote by secret written ballot.** All unopposed nominees shall be elected without further action at the Annual Meeting.

Should it be necessary, the MHBC board may opt for electronic balloting if a regular Annual Meeting cannot be scheduled.

Section 4.  The term of office for all officers and directors shall commence at the end of the Annual Meeting and shall extend until the conclusion of the Annual Meeting of the following year.  Transfer of properties associated with each office shall take place within thirty (30) days thereafter.  The transfer will include all files and computer records associated with such office.

ARTICLE 7 – ACCOUNTS, BOOKS AND RECORDS

 Section 1.  The Board is authorized to select such depositories as it shall deem proper for the funds of the Club and shall determine who shall be authorized on the Corporation’s behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents, provided that unless so authorized by the Board, no officer, director or member shall have any power or authority to bind the Club by any contract or agreement, to pledge its credit, or to render it liable for any purpose or in any amount.

 Section 2.  The Treasurer of the Club shall keep accurate books of account and records of all financial transactions of the Club.   The Board may provide for periodic audits of the books of account by such independent public accountants as it selects.

ARTICLE 8 – INSURANCE AND INDEMNIFICATION

 **Section 1.  The Club will maintain (a) a general commercial liability insurance policy and (b) an insurance policy covering the acts taken by officers, directors and agents of the Club in the course of performing their duties for the Club. Such insurance shall provide coverage in an amount reasonably suited to the potential claims against the Club and its officers and directors and to the potential indemnification obligations of the Club.  The terms, conditions and amount of such insurance coverage shall be adjusted from time to time by the Board in accordance with the needs of the Club.**

 **Section 2. The Club shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Club) by reason of the fact that he or she is or was a director, officer, employee or agent of the Club, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding.  Such indemnification will be granted by the Board if the person(s) to be indemnified acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Club, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.**

 **Section 3.  Any indemnification under this Article (unless ordered by a court) shall be made by the Club only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances.  Such determination shall be made (1) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.**

ARTICLE 9—AMENDMENTS

 Section 1.  A proposal to amend or alter these Bylaws may be made at any regular or special meeting of the Board by a majority vote of those members present and voting at such meeting.

 Section 2.  Notice of any proposed amendment shall be given to Active and Lifetime Members by means of email and/or posting on the Club website, or such other means as the Board shall determine, at least fifteen (15) days prior to the Board meeting or Annual Meeting at which the amendment or alteration will be considered for approval.

 Section 3.  **Approval of the amendment or alteration may be made at either (a) a regular or special meeting of the Board, at which a vote of at least 60% of the total Board membership shall be required for approval, or (b) an Annual or Special Meeting of the members, at which a vote of 60% of those present and voting shall be required for approval.**

ARTICLE 10 – WRITTEN NOTICE

 **Section 1.   Unless stated otherwise in these Bylaws or by law, any written notice required to be given under these Bylaws may be given electronically if the notice includes information from which it can reasonably be determined that the transmission was authorized by the sender.  By way of example, an email from a commercial email account such as Gmail or Outlook will be deemed sufficient under this section if it includes a header showing the name and email address of the sender.**

ARTICLE  11 – DISSOLUTION

 **Section 1.  The Club may dissolve upon a vote of two-thirds of the Members of the Board and a majority vote of the Members at an Annual Meeting or a Special Meeting.**

 **Section 2.  In the event of dissolution, all club monies, properties and assets remaining after settlement of all debts and obligations shall be donated to a governmental or nonprofit organization in the Ulster and Dutchess County area that supports, enhances or advocates for the sport of bicycling.**