

**MAJOR TAYLOR CYCLING CLUB OF NEW JERSEY
BY-LAWS**

**ARTICLE I
ORGANIZATION**

SECTION 1. Name and Purpose. The name of the organization shall be “Major Taylor Cycling Club of New Jersey, Inc.” also known as MTCCNJ, hereinafter referred to as “the Club”. The purposes of the Club are to provide bicycling activities for the enjoyment of the members, and the furtherance of bicycling as a means of recreation, companionship, fitness, and transportation.

SECTION 2. Non-profit Status. The Club shall not be organized for profit, and no part of the income or capital shall inure to the profit of any private individual or group of individuals, except as reimbursement for necessary expenses in the furtherance of the purposes of the Club.

SECTION 3. Mission Statement. To promote and advocate cycling education for health, recreation, transportation, and competition for our membership and the community as we share the history of cycling legend Marshall Walter (“Major”) Taylor. To extend our influence by supporting other local, regional, state and national organizations of like purpose.

**ARTICLE II
MEMBERSHIP**

SECTION 1. Members. Any person over 18 years of age who tenders a completed application and current Club dues to the Vice President of Membership shall become a member of the Club, subject to the provisions of this Article.

SECTION 2. Application for Membership. An application for membership, authorized by the Board of Directors, shall include a statement releasing the Club, its officers, members, and agents from liability regarding any accident, injury, damage or misadventure caused by, arising from or in connection with any Club activities.

SECTION 3. Dues. Annual membership dues shall be set by the Board of Directors with membership approval, payable to the Club and forwarded to the Treasurer on or after January 1st of each year. Any person who does not renew membership by the end of the day of the first official ride of the year shall no longer be considered a member of the Club, and will be denied benefits of membership.

SECTION 4. Benefits of Membership. All members in good standing shall have access to email blasts and other correspondence, voting privileges, notice of meeting dates, club gear and any other privileges offered to members.

SECTION 5. Removal of Membership. No member shall be removed or denied membership (renewal) except for cause. Cause shall include violation of Club by-laws or policies or behavior deemed disruptive to the club. A resolution that a member be removed must be passed by a two

thirds vote of the members present at a meeting, with advance notice to the Club membership. Removal of officers is governed by Article III, Section 8.

ARTICLE III OFFICERS

SECTION 1. Titles of Officers. The officers of the Club shall consist of: President; Vice President of Membership; Vice President of Rides; Treasurer; Secretary; and Website Coordinator.

SECTION 2. Seniority. The order of seniority shall be that in which the officers are listed in Article III, Section 1. The most senior officer present at any membership or Board of Directors meeting shall be the presiding officer at that meeting.

SECTION 3. Candidates for Office. Any member may hold any office; however candidates for President, the Vice President Positions, and Treasurer must be a member for at least one year before taking office.

SECTION 4. Terms of Office. Each officer shall be elected for a two-year term to run concurrent with the calendar year. Officers shall be installed at the Annual Meeting following the annual election established pursuant to Article III, Section 7 herein. Officers are eligible for reelection, except that the President, the Vice President positions and the Treasurer may not serve more than two consecutive elected terms.

SECTION 5. Duties of Officers.

Paragraph (a) President. The President shall be the chief executive officer of the Club and shall represent, or assign a member to represent the Club to all outside parties; shall ensure that the agenda at all membership and Board of Directors' meetings is carried out; shall represent the Club to the media and other organizations on all issues of public opinion, in order to win and maintain public support for the Club and cyclists in general; advise the Board on the public relations implications of Club policy and program decisions; develop and distribute informational and promotional materials to the public; and shall ensure that other elected officers are pursuing the duties of their respective offices.

Paragraph (b) Vice President of Membership. The Vice President of Membership shall promote membership in the Club; respond to membership inquiries, receive membership applications and dues payments; forward dues received to the Treasurer; acknowledge new members; and maintain a roster of Club members and prepare it for publication; and shall assume the regular duties of the President if the President is incapacitated or in any way unable to perform those duties.

Paragraph (c) Vice President of Rides. The Vice President of Rides shall be responsible for coordinating rides to be conducted under the aegis of the Club and shall ensure they are communicated to the club membership. The Vice President of Rides shall form a Ride Committee annually, consisting of Ride Leaders, and in conjunction with the Ride Leaders shall

plan club rides and other special events; shall have the assistance of the Ride Leaders in planning, preparing and coordinating ride schedules; which shall include a list of all other Club events. Further, with the approval of the Board of Directors, the Vice President of Rides in conjunction with the Rider Leaders and any other party or committee designated by the President, shall generate and coordinate ride rules and policies which shall govern all club rides.

Paragraph (d) Secretary. The Secretary shall attend and keep minutes of all meetings of the Board of Director and the general membership; shall maintain a record of Club policies; and shall provide access to a copy of the current By-laws, policies, and minutes, to all members. The secretary shall retain and maintain the corporate seal of the Club.

Paragraph (e) Treasurer. The Treasurer shall keep an account of all monies received and expended by and for the club; shall make disbursements authorized by the Board of Directors; shall present a written report of the financial condition of the Club on a quarterly basis; and shall render a complete statement of the Club's financial condition and inventory of property annually for publication to the membership.

Paragraph (f) Website Coordinator. The Website Coordinator shall set up and maintain the Club's Website and any other electronic publishing systems the Board of Directors deems appropriate for the benefit of membership.

SECTION 6. Board of Directors. The Board of Directors of the Club shall consist of the officers listed in Article III, Section 1, plus the immediate past President. The Board of Directors shall meet as often as deemed necessary among themselves or on call of the President, or upon petition by at least three members of the Board of Directors, or upon petition by ten Club members. The decisions voted by a majority of the Board of Directors shall become the policy of the Club, unless reversed by a two-thirds majority vote of the membership in accordance with Article V. Resolutions shall be by a majority of those present and voting as long as there is a quorum. The Board of Directors shall have the authority to establish ad hoc committees as deemed necessary and appropriate.

SECTION 7. Election of Officers. Written nominations for each elective office that is established in accordance with Article III, Section 1, shall be accepted starting at the Mid-Year Meeting and end the second Sunday of September. All nominations are subject to the nominee's acceptance. A list of nominees for each office shall be distributed to all members of the Club by the second Sunday of October, and shall include a ballot. The ballots shall be sealed and returned to the person designated to receive them, as prescribed in Article V, Section 4, on or before the second Sunday of November, which shall be the Year-End Meeting. In the event of a tie vote, the provisions of Article V, Section 3 shall govern.

SECTION 8. Removal of Officers. No elected officer shall be removed from Office and/or membership before the expiration of his/her term except for cause. Cause shall include misappropriation of Club funds, consistent failure to perform the duties of the office, violation of Club by-law or policies or behavior deemed highly disruptive to the club. A resolution that an officer be removed from office must be passed by a two thirds majority vote of the board.

SECTION 9. Vacancies. If there shall be a vacancy in any elective office, the Board of Directors shall appoint a successor to fill the unexpired portion of the term. If all elective offices shall become vacant at the same time, the membership shall, at the earliest opportunity, nominate and elect a President by a two-thirds majority written ballot vote, who shall preside over elections for the other vacant positions for the unexpired portions of their terms.

ARTICLE IV MEETINGS

SECTION 1. Annual Meeting. The Annual Meeting shall be held in January at a time determined by the Board of Directors.

SECTION 2. Time and Place of Meetings. In addition to the Annual Meeting, the Club shall meet at least four (4) times during the calendar year. All meetings shall take place at a time determined by the Board of Directors.

SECTION 3. Special Meetings. Special meetings of the members may be called at any time by the President, a quorum of the Board of Directors or upon the written request of one-third of the members.

SECTION 4. Quorum. For membership meetings a quorum shall consist of at least twenty-five percent (25%) of the members of the Club, at least one of whom shall be an elected officer of the Club. For Board of Directors meetings a quorum shall consist of at least half of the Club officers.

SECTION 5. Agenda. The order of business at meetings shall be as follows:

- a) Call to Order
- b) Review minutes of the previous meeting
- c) Report of the President
- d) Report of the Vice President of Membership
- e) Report of the Vice President of Rides
- f) Report of the Treasurer
- g) Report of Committees
- h) Other business as specified in the Notice of Meeting
- i) Unfinished business
- j) New business
- k) Adjournment.

Any one or more members may request that items of business be included on the agenda for the meeting of the general membership, as long as such request is made in a writing delivered to the Secretary not less than seven (7) days before the date of the meeting.

SECTION 6. Rules of Order. All meetings shall be conducted in an orderly and businesslike manner and with reference to Robert's Rules of Order.

ARTICLE V MEMBERSHIP VOTING

SECTION 1. Who may Vote. All members are eligible to vote, and each voting member shall have one vote on any issue put to a vote of the membership. There shall be no proxies.

SECTION 2. Method of Voting. All issues brought to a vote of the membership will be decided by a show of hands vote at the general meeting of the membership, unless sixty percent of the members present request a closed, written ballot. The following issues must be decided by a written ballot available to all members of the Club: election of officers; removal of officers; acceptance of and amendments to these by-laws; and motions to reverse decisions of the Board in accordance with Article III, Section 6. All ballots shall identify the voting member to insure the integrity of the ballot.

SECTION 3. Majority. All issues shall be decided by a simple majority vote from among all votes cast, except for the following issues which must be decided by a two-thirds majority of all votes cast: acceptance of and amendments to these by-laws; removal of officers; removal of members; and reversal of decisions of the Board of Directors. Abstentions shall not be considered cast votes. Issues decided by ballot that end in a tie vote shall be resolved by a written ballot of the members present at the meeting where the tie vote is revealed. In the event of a tie on an issue decided by a show of hands vote or written ballot vote, the Board members present, collectively, shall cast the deciding vote.

SECTION 4. Collection and Counting of Ballots. Each time a ballot is used, the Board of Directors shall appoint one person (No person who is a candidate for office shall be appointed) to receive ballots and chair an ad committee to validate and count them. That chairperson may receive ballots before and during the Club meeting at which the issue is to be decided but before validation is completed. The chairperson shall establish the committee, which shall consist of three members assembled at the meeting. (No person who is a candidate for office shall serve on this committee.) When the ballots have been counted the results shall be announced to the membership. Voting records may be examined by any member prior to destruction.

SECTION 5. Reconsideration of Votes. All votes shall be considered final, and the election or issue that was voted upon may not be reconsidered for at least six months unless a petition signed by at least ten members or forty percent of the membership requesting reconsideration of the issue is presented to the President of the Club.

ARTICLE VI EXECUTION OF INSTRUMENTS

SECTION 1. Contracts, Instruments. The Board of Directors may authorize any officer or officers to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Club.

SECTION 2. Orders for Payment of Money and Evidence of Indebtedness. All checks, drafts, other orders for the payment of money, or other evidences of indebtedness issued in the name of the Club, shall be signed by at least two of the following officers: the Treasurer, President or Vice President of Membership.

SECTION 3. Sale or Transfer of Property. Property owned or held by the Club shall be held in trust of the Club by the Board of Directors until disposition is authorized by the Board of Directors.

**ARTICLE VII
MISCELLANEOUS**

SECTION 1. Fiscal Year. The fiscal year of the Club shall be from January 1 through December 31.

SECTION 2. Corporate Seal. The Club shall have a corporation seal: a device containing the name of the Club, the year of its incorporation, and the words "Corporate Seal".

SECTION 3. Logo

Paragraph (a). The Club shall have a logo that shall appear on all official Club correspondence, documents and merchandise. The logo may not otherwise be used except with explicit permission of the Board.

Paragraph (b). The official MTCC logo will be selected by a ballot vote of the general membership.

Paragraph (c). A new logo may not be selected sooner than three (3) years from the date of the last logo's selection.

Paragraph (d). The Board shall have the right to establish design criteria and make preliminary selections to limit the number of designs that will be published for final selection by general membership. The current logo must be included among the final designs.

SECTION 4. Membership in Major Taylor Association, Inc. The Club shall maintain membership in the Major Taylor Association, Inc.

**ARTICLE VIII
LIABILITIES**

Nothing herein shall constitute members of the Club as partners for any purpose. No member, officer, agent, or employee shall be liable for the acts or omissions of any other member, officer, agent, or employee of the Club, nor shall any member, officer agent, or employee of the Club be liable for his/her acts or failure to act under these bylaws, excepting only acts or omissions arising out of his/her willful malfeasance.

**ARTICLE IX
EFFECTIVE**

These by-laws shall become effective November 14, 2010 upon ratification by the membership, and shall supersede all prior by-laws.