



Colorado Springs Cycling Club, Inc.  
Amended and Restated Bylaws  
Effective October 1, 2020

Article I -- Name, Purpose, and Emblem

1. The name of the organization: Colorado Springs Cycling Club
2. This organization is incorporated under the laws of the State of Colorado, hereafter, the Colorado Springs Cycling Club, Inc. shall be referred to as the Club.
3. The purpose of the organization:
  - Provide bicycling activities for its members and others.
  - Educate its members and citizens of the Pikes Peak Region related to the rules of safe bicycling and adherence to all traffic regulations, in the public interest.
  - Promotion of cycling and to encourage recreational cycling activities.
  - Collaborate with national, Colorado, and local advocacy organizations, and other non-profits and businesses to support programs for cycling safety and community bicycling infrastructure development.
4. The emblem of the Club is a stylized bicycle with the words "Colorado Springs Cycling Club, Inc."
5. No person or organization may use the name or emblem of the Club in advertising, soliciting goods or services, or promoting without the consent of the Club.

Article II -- Membership

1. Membership shall be available to any person who:
  - has an interest in cycling,
  - practices the rules of cycling safety,
  - desires to promote the sport of bicycling through an association with the members of this organization.

2. A parent or guardian's approval is necessary for membership of those under the age of 18.
3. A member whose dues are fully paid shall be a member in good standing and shall be entitled to all privileges as set forth in these rules.
4. The Directors shall have the authority to reprimand, to request the resignation, and/or to expel a member for cause.
5. A member shall have the right to vote to elect the Officers, to vote to amend these Bylaws, and to vote on major decisions which are delegated by the Board to the members from time to time.

### Article III -- Meetings

1. The Annual Club Business Meeting will be held once per year, preferably in March, at the location announced in the *Bent Fork Chronicles*, the Club newsletter, and on the club website. The purpose of this business meeting will be to consider Club business that is the responsibility of Club members, which includes bylaw changes and discussion of finances and member issues.
2. Special meetings may be called by the President or by a majority of the Board of Directors. Persons authorized to call special meetings shall provide no less than three (3) days' written notice of the time and location of such meetings and state the purpose thereof, and no other matter shall be considered by the Board of Directors at such special meeting except upon unanimous vote of all Directors present.
3. Ten percent (10%) of the Club members shall constitute a quorum at any meeting at which a vote is called or for voting online. Each person who has a separate login capacity on the Club website shall constitute a member for purposes of calculating the quorum. The affirmative vote of a majority of the Club members who submit votes at a meeting at which a quorum is present or who submit votes by electronic means, so long as at least a quorum participate in the voting, shall constitute approval of the members.
4. Any member may request invocation of the five-minute discussion rule.

### Article IV - Board of Directors, Officers and At Large Board members:

1. The management of the affairs of the Club shall be in the hands of the Board of Directors.

2. The Board of Directors shall consist of the following elected officers: President, Vice President, Treasurer, and Secretary; as well as appointed "At-Large" members such as the immediate past President, Communications Editor, a Ride Coordinator and others as appointed by the Board. Each of these positions will carry one vote for Board decisions.
3. Election of Club officers for open positions shall occur by vote of the members conducted during the last quarter of each calendar year. At least thirty days preceding an election, the President shall consult with members or appoint a nominations committee of three members to nominate the Officers. The election shall be held by secret ballot from a slate chosen by the nominating committee. Officers are elected by electronic website voting or paper ballot. New Officers shall be elected by a majority of members present at a meeting held for the purpose of elections, or who are voting by electronic means, provided that a quorum of members submit votes.
4. Officers' two-year terms shall begin on January 1 of the year following their election. There shall be no term limits for Directors or officers. Terms are intended to be staggered so that 2 officers' terms expire at the end of even-numbered years and two officers' terms expire at the end of odd-numbered years. Officers shall serve until their successors are duly elected and qualified in accordance with these Bylaws.
5. Regular meetings of the Board of Directors shall be held at least quarterly, at the place and time designated by the Board of Directors, and may include phone conference calls.
6. Notice of regular meetings of the Board of Directors shall be by usual means of communicating, including by email or notice on the Club website.
7. A majority of the sitting Directors shall constitute a quorum. The affirmative vote of a majority of the Directors in attendance at a meeting of the Board of Directors at which a quorum is present or who submit a vote when a quorum participates in the voting by electronic means shall constitute the act of the Board.
8. Any vacancy occurring in the Board of Directors shall be filled by a majority vote of the remaining Directors. Each person so elected shall serve until the duration of the unexpired term. The number of Directors shall be determined by the governing Board.
9. Any member of the Board of Directors may be removed for cause at any time, by vote of three-quarters (3/4) of the sitting members of the Board if in their judgment the best interest of the Club would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the vote.

10. Directors shall receive no compensation for their service as Directors, but nothing herein contained shall preclude any Director from serving the organization in some other capacity and receiving compensation therefore as provided under these Bylaws based on fair market value principles. Any value greater than \$25 received by a member of the Board of Directors for any activities or communications related to the Club shall be reported to the remaining Board members in writing for consideration related to conflict of interest principles. The Directors are authorized to hire employees or contractors from time to time to carry out the purposes of the organization.
11. Any action which may be taken at a meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if every member of the Board in writing either: [a] votes for such action or [b] votes against such action or abstains from voting and waives the right to demand that a meeting be held. Action is taken only if the affirmative votes for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Directors then in office were present and voted.

#### Article V --Duties and Responsibilities of the elected Officers and specific board members

1. President: Coordinates and supervises all Club programs, formulate policy, and presides at regular and Board of Director meetings. Appoint such committees as necessary to accomplish the purposes of the Club.
2. Vice-President(s): Perform the duties of the President in the absence of the President and assist the President in carrying out Club responsibilities.
3. Secretary: Take and preserve minutes of all meetings and be responsible for the Club's correspondence and record-keeping in coordination with the necessary officers and members. Coordinate filing of appropriate forms to maintain good standing with the Colorado Secretary of State.
4. Treasurer: Under the supervision of the Board, shall have the responsibility for all monies and financial records belonging to the Club. The Treasurer shall deposit all monies received into the Club bank account and disburse funds as authorized by the Board. Club funds shall be held in the name of the Club at all times. The Treasurer shall provide financial reports to the Board of Directors pursuant to policies established by the Directors from time to time, and quarterly reports to the members by member-only communications, in addition to discussions about the finances at the annual business meeting. The Treasurer shall maintain the membership database and manage the Club's insurance policies in coordination with the remainder of the Board of Directors. A copy of the Club's records,

including insurance policies, membership and financial records shall be maintained in the Club records in accordance with policies developed by the Treasurer and the Secretary. The Treasurer shall coordinate with the Club's accountant to arrange for filing of tax forms necessary to maintain compliance with applicable federal and state laws.

5. Communication Editor: Responsibility for the publication of the Club's newsletter and any other publications and media communications as directed by the Board of Directors.
6. Ride Coordinator: The role of Ride Coordinator for the Club is to ensure that scheduled rides go off as planned and to provide any needed support to ride leaders. Support will include finding a substitute if the ride leader is ill or cannot lead the ride and helping new ride leaders with knowledge and help using route planning tools. The Ride Coordinator will find the appropriate ride leaders for new rides. The Ride Coordinator will have regular meetings with ride leaders to elicit feedback and ensure good communication between ride leaders and the Club.
7. The Board of Directors shall prepare and approve an annual budget. Expenditures outside of the budget shall require Board approval. Any potential claims or changes to the Club's insurance policies shall be provided to the President immediately, and to all Board members as soon as feasible.

#### Article VI -- Prohibited Activities

1. Actions Jeopardizing Tax Status: The Club shall not carry on any activities prohibited by an organization exempt from federal income taxes under Section 501(c) (4) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law. The Board of Directors shall be allowed to apply for alternative non-profit status for the Club.
2. Lobbying and Political Activities:
  - (a) The Club shall not lobby (including the publishing or distribution of statements) or otherwise attempt to influence legislation except as authorized by a resolution adopted by the Board.
  - (b) The Club shall not participate or intervene in (including the publishing or distribution of statements) any political or judicial campaign on behalf of any candidate for public office whatsoever.

#### Article VII -- Finances

1. Annual dues: The Board of Directors will set the dues with input from the membership.

2. The Club may collect additional funds through sponsorship and/or participation in various events compatible with the purpose of this organization.
3. Funds collected by this Club shall be used solely to advance the purpose of the Club which is recognized by the US Government and the State of Colorado as a nonprofit and will not be used to jeopardize the Club's nonprofit status.
4. The Club shall not have the authority to borrow or lend money for any purpose nor enter into contracts for goods or services over the amount of unencumbered balances in the bank accounts of the Club.

#### Article VIII -- Dissolution

If the Club is dissolved and disbanded, all assets of the Club will be turned over to another nonprofit organization with similar interests and similar Internal Revenue Status and selected by majority vote of the members who submit a vote on the issue.

#### Article IX -- Construction of Constitution and Bylaws

To all questions as to the construction or meaning of this document, the decision of the Board of Directors shall be final.

#### Article X -- Amendments

This document may be amended by a majority vote of all Club members voting, at an annual meeting or a special meeting called for the purpose, provided each voting member is current on Club dues. Voting will be by electronic website voting or paper ballot after notice of the proposed amendment has been given in writing to Club members at least thirty days prior to the meeting where proposed amendments will be presented and described and a vote taken thereon.

Adopted by the members at a special meeting conducted on September 15, 2020.

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