

# **Kenai Peninsula Cycle & Ski Club**

## **BY-LAWS**

adopted March 9 , 2012

### **Article I – Name and Objectives**

1. The name of this organization shall be the **Kenai Peninsula Cycle & Ski Club** (a.k.a., KPCSC or the Club).
2. The objectives of the Club:
  - a. To promote cycling and skiing safety and education
  - b. To promote recreational and competitive activities for all levels
  - c. To work cohesively with other community organizations to promote cycling and skiing.
  - d. To accept funds, contributions, grants, gifts, bequests, and to do any other lawful act, and
  - e. To conduct its affairs in accordance with the mission statement given below.

### **Article II -- Mission**

The Kenai Peninsula Cycle & Ski Club is a non-profit organization dedicated to promoting safety, education related to mainly skiing and cycling activities as well as other sporting activities. The club offers different recreational activities for biking and skiing inclusive of all age and ability levels. The Kenai Peninsula Cycle & Ski Club connects people with resources and information which promote cycling and skiing as a family lifetime activity.

### **Article III – Membership and Voting**

1. Anyone subscribing to the mission of the Club and these by-laws may become a member of the Club by paying the annual dues and signing the Club Membership Application.
2. The membership year is from April 1st through March 31st and will be renewable annually on the first day of April.
3. The membership levels are as follows:

- a. Individual
  - b. Student (under 18 years of age must accompany a parent signature)
  - c. Family
  - d. Business
4. Membership begins upon completion of a membership application and payment of annual dues.
5. Voting members must be at least 18 years of age: One (1) vote will be allowed for individual and student level membership; Up to two (2) individual voters may be listed for each family and business level membership.
6. Members may participate in all the programs and projects of the club and voting members will elect directors at the annual meeting.
7. Membership is terminated upon failure to pay annual dues or for illegal, unethical, incompetent, negligent, or destructive behavior as determined by the Board of Directors.
8. In order to incorporate change of the bylaws a quorum of the voting membership must be present.

#### **Article IV – Meetings of Membership**

1. Meetings shall be held at a place and time designated by the Board of Director. Notification shall be given at least 7 days prior to the meeting via email or web-site.
2. There shall be an Annual Membership meeting to which all the membership is invited by email and web notice. This meeting shall be held annually on the Second Monday in the month of October at 6:00pm as notified by email or web-site. At this meeting the Board of Directors shall be nominated and elected for the coming year.
3. General membership meetings shall be held a minimum of four times a year at a location designated by the chair.
4. Special meetings of the membership may be called at any time by a majority of the elected Board of Directors.
5. The business meeting is open to all Club members, however executive sessions may be called either in conjunction with the business meeting or by special request.

#### **Article V – Board of Directors**

1. The Board of Directors shall be responsible for the administration of the Club. The Board of Directors consists of a minimum of six (6) members. The officers are as follows: President, Vice President, Secretary, Treasurer, Bicycle Chair and Ski Chair. Upon majority approval of the Board, the Board of Directors may add additional board members, up to a total of eleven (11) members without a change in by-laws.
2. The Bicycle Chair, Ski Chair or other Committee Chair, may upon approval of the President, designate a proxy if they are unable to attend a Board of Directors meeting.
3. The officers shall be elected by the general membership and shall serve for up to two (2) years, until resigning or being replaced at the next election. The Board of Directors may appoint a Club member to fill a vacant Board of Directors position until the next election.
4. A Nominating Committee may be appointed in advance of the annual meeting to prepare a slate of nominees for the Board of Directors. Nominations will also be accepted from the floor.
5. The Board of Directors shall meet to formulate policies, initiate programs, appoint positions and committees, and perform as necessary for the effectiveness and success of the Club. It shall interpret these bylaws in the best interest of the Club. In all matters the Board of Directors is responsible to the membership, and it is especially charged to keep members informed and to be open to the initiatives and concerns of Club members.
6. With the exception of these Bylaws, all Club decisions shall be by majority vote of a Board of Directors quorum. Any Club member shall have the opportunity to present his/her views to the Board of Directors with its intent to gather consensus on new issues and to disseminate information on old issues that the Board of Directors has had under advisement.
7. A Board of Directors quorum consists of a majority of the Board of Directors members.
8. The Board of Directors shall meet as it deems necessary to handle matters of Club business but not less than quarterly.
9. All active members are invited to attend the Board of Directors meetings.
10. An officer may be removed for the following reasons: illegal, unethical, incompetent, negligent, or destructive behavior. Any Club member may request the removal of an officer for any of the above reasons by presenting a petition signed by at least ten Club members to the Board of Directors and the Board of Directors will vote on the petition. A simple majority (more than half) of the entire Board of Directors will determine whether the officer is removed.
11. Conflict of Interest: No Director shall participate or vote on any matter which would involve a conflict of interest. Whenever a Director or committee member has cause to believe that a matter to be voted upon would involve them in a conflict or a possible conflict, he/she shall announce the conflict and shall abstain from both participating in and voting on such a matter.

The Board shall decide by majority vote whether a Board member is in conflict when the member in question refuses to abstain from voting or participation in such a matter.

#### **Article VI – Board of Directors Responsibilities**

1. The President shall have the responsibility and authority to oversee the operations of the Club, be the official liaison and spokesperson between the Club and any other body, preside at all meetings of the Club, and delegate any of these functions as appropriate.
2. The Vice President shall perform the duties of the president in the president's absence. The Vice President shall chair the nominating committee and work on special projects as determined by the Board of Directors.
3. The Secretary shall keep minutes of all Board of Directors and General membership meetings, conduct correspondence as directed by the Board of Directors, and maintain Club archives.
4. The Treasurer shall be responsible for all funds, pay all bills with a second signature, keep financial records, present monthly statements of financial condition to the Board of Directors, and prepare an annual financial statement to be presented to the Board, then presented at the next membership meeting. The Treasurer shall arrange for the filing of all tax documents as required by law.
5. The Bicycle Chair coordinates biking activities and tours and prepares the rides calendar information to be published on the website.
6. The Ski Chair coordinates skiing activities and prepares the ski training and calendar information to be published on the website.
7. The affairs of the Club shall be managed by its Board of Directors, including but not limited to reviewing and authorizing goals and direction, ensuring compliance with legal and contract requirements, evaluating the organization's work and developing resources through fundraising and membership development.
8. The Board of Directors' shall serve without compensation.

#### **Article VII – Finances and Contracts**

1. The Board of Directors shall establish an operating budget annually. The Board may appoint a budget committee to seek and receive input from the general membership in preparation for the annual budget.

2. The Board of Directors may grant the President the authority to enter into a contract on behalf of the club, only after a majority vote of the Board of Directors.
3. The financial records of the Club shall be audited once a year, as directed by the Board of Directors , and an annual financial statement shall be presented to the Board, then to the membership at the next meeting. Tax documents will be filed by the Treasurer in accordance with Government requirements.
4. The club's fiscal year shall be determined by the Board of Directors.
5. The Board of Directors shall designate a bank in which all Club funds may be deposited.
6. All checks written on behalf of the club shall have two (2) signatures and those signatures shall be determined by the Board of Directors.
7. All use of Club Funds must be approved with a majority vote of the Board of Directors. All other uses are expressly forbidden.
8. While the purpose of the Club is not to be a charitable organization, when the treasury allows, consideration may be given to financially support local causes in keeping with the spirit of the Club's mission to be active in the community.

#### **Article VIII – KPCSC and the Community**

1. While the primary mission of this Club is to promote recreational and competitive activities, the role of the Club as part of its communities is recognized.
2. Guidelines for the Club's participation in community or charity events, etc., will be determined by the Board of Director on a case-by-case basis. Initiatives and input from the Club membership are both welcomed and encouraged.
3. Any charitable giving will also be determined by the Board of Directors on a case-by-case basis subject to budgetary guidelines and the Club's financial condition.
4. Any such events shall be generally cycling and/or skiing oriented and in support of the community.

#### **Article IX -- Indemnification**

1. The Kenai Peninsula Cycle & Ski Club shall indemnify and hold harmless each of its officers, directors, coordinators, executive committee member, and volunteers against all liabilities, claims, and losses to person or property arising out of the performance of their actions and duties in service to the Kenai Peninsula Cycle & Ski Club.
2. This indemnification includes reasonable expenses actually and necessarily incurred (including attorney fees, costs, and judgments that may be assessed against them) by him/her in connection with the defense of any litigation to which the individual may have been a party

because he/she is or was an officer, director, coordinator, executive committee member or volunteer of Kenai Peninsula Cycle & Ski Club.

#### **Article X -- Affiliation**

The Kenai Peninsula Cycle & Ski Club shall be affiliated with members of other organizations as determined by the Board of Directors.

#### **Article XI -- Dissolution**

On the dissolution of the corporation, its assets remaining after payment of, or provision of payment of, all debts and liabilities of this corporation shall be distributed to a non-profit organization to be designated by the Board of Directors, whose purposes are the same as, or similar to, the exempt status under Section 501 (c) 3 of the Internal Revenue Code. If no such organization exists at the time, then such assets shall be transferred to any non-profit organization designated by the Board of Directors, which has established its tax-exempt status under Section 501 (c) 3 of the Internal Revenue Code.

#### **Article XII- Records and Reports**

All summaries, notes, minutes and records of the club shall be open to the inspection of any club member. Copies shall be provided at cost to the member. The Board shall prepare an annual report and summary of the annual meeting which shall be distributed to the membership.

#### **Article XIII- Discrimination**

This club shall not discriminate against any potential member, or member based on race, color, religion, sex, national origin, age, marital status, sexual orientation or disability, unless such a member has received discipline as noted in Article III. This club shall not discriminate on any of the above grounds when hiring, contracting or engaging in any business outside of the club.

#### **Article XIV -- Amendment and Adoption**

These by-laws may be amended by publishing a notice of the intended changes and distributing them to all members, followed by consideration and approval by the membership at the next meeting.