

# **BYLAWS OF THE GREENVILLE SPINNERS BICYCLE CLUB OF SOUTH CAROLINA, INC.**

**Greenville, South Carolina**

## **Article I – NAME**

**Section A:** The name of the Club shall be the Greenville Spinners Bicycle Club of South Carolina, Inc., hereinafter referred to as the “Club.”

**Section B:** The Club shall be located in the City of Greenville, South Carolina. Its meeting place shall be as designated by its Board of Directors. The principal office of the Club shall be P. O. Box 1073, Greenville, South Carolina 29602-1073.

## **Article II – PURPOSE**

The purpose of the Club is to promote bicycling.

## **Article III – MEMBERSHIP**

**Section A:** Membership shall be open to anyone who supports the purpose of the Club, pays the then-current dues; and executes the then-current Club liability waiver form.

**Section B:** Memberships are Regular and Honorary.

- 1: Regular membership is by payment of dues and is Individual, Family, or Corporate, at such amounts as are established by the Board of Directors.
- 2: Honorary memberships may be awarded by a two thirds vote of the Board of Directors, shall have the status of an Individual membership, and are eligible for all Club benefits.

## **Article IV – COMMITTEES**

At least the following standing committees shall be maintained by the Club, each of which shall have a Chair who has been elected by the Club membership from the Club membership:

Advocacy – to promote bicycling through governmental institutions.

Membership – to maximize the number of members in the Club.

Mountain Biking – to promote mountain biking.

Public Relations - responsible for optimizing opportunities to promote bicycling through public relations.

Racing – to promote bicycle racing.

Rides – to promote recurring local rides.

Safety Foundation – to promote the interests of the Greenville Spinners Bicycle Safety Foundation.

Touring – to promote Club-organized bicycle tours.

Women On Wheels – to promote the participation of women in cycling activities.

A member may chair more than one Club committee.

## **Article V – OFFICERS**

The officers of the Club shall be President, Vice President, Secretary, and Treasurer. No person shall serve as President or as Vice President for more than two consecutive one year terms, but no such limitation shall apply to the other officers.

## **Article VI – DUTIES OF OFFICERS**

**Section A:** President – shall be the Executive Office of the Club, shall preside over general Club meetings and Board of Director meetings, shall have authority to execute legal documents on behalf of the Club, shall serve *ex officio* on all other committees, and shall be responsible for promoting the purpose of the Club.

**Section B:** Vice-President - shall conduct a yearly review of the bylaws as to recommendations for amendments and also maintain and control a current master copy of the amended bylaws, shall have first responsibility for identification and recruitment of nominees for officer and standing committee Chair positions, and shall conduct general and executive meetings in the absence of the President.

**Section C:** Secretary - shall take and publish to the Board of Directors minutes of its meetings, shall notify the Club membership in advance of general membership meetings, shall be responsible for all correspondence as directed by the Board of Directors, scheduling Club meetings, identifying programs for Club meetings, and keeping the Club's corporate records.

**Section D:** Treasurer - shall be the custodian of the funds of the Club, shall be responsible for full and accurate accounting records, shall maintain all prior year records of expenses, proceeds, and income, shall maintain the current year operating statement of expenses, proceeds, and income on a monthly basis, which shall be available at Board of

Directors meetings, and shall have the authority to execute legal documents on behalf of the Club.

## **Article VII – BOARD OF DIRECTORS**

**Section A:** The Board of Directors shall consist of the officers of the Club, the immediate past President, the Club webmaster, a representative of the Club membership at large, and chairs of the following Club committees: Advocacy, Membership, Mountain Biking, Public Relations, Racing, Rides, Safety Foundation, Touring, and Women On Wheels.

**Section B:** The Board of Directors may create special offices, wherein the special officer:

1. may be an elected or appointed position;
2. shall not include a vote on the Board of Directors; and
3. shall have the same term as the Board of Directors appointing him/her.

**Section C:** Each member of the Board of Directors shall have one vote.

**Section D:** Positions on the Board of Directors may be jointly held by two or more persons except for the offices of President, Vice President, Secretary, and Treasurer. Should a position be jointly held, the position shall have only one vote on the Board of Directors, to be decided by those holding the office. If the joint directors attending a Board meeting cannot agree upon their one vote, their one vote shall be void.

**Section E:** The term of office of anyone serving on the Board of Directors shall be one year, from January 1 through December 31.

**Section F:** It shall be the purpose of the Board of Directors to implement policy of the Club and to make recommendations to the membership about policy.

**Section G:** Board of Directors meetings will be held at the call of the President not fewer than six times per year. Board of Directors meetings will also be held upon petition by at least three members of the Board of Directors or upon petition by at least ten Club members.

**Section H:** For the purpose of conducting business, a quorum shall be a simple majority of the current Board of Directors members. There shall be no proxy voting.

**Section I:** Any Club member may attend a meeting of the Board of Directors. Such member may speak on an issue with the consent of the majority of the Board of Directors present.

**Section J:** For gross incompetence, misappropriation of Club funds, consistent failure to perform the duties of office, illegal acts, or violation of Club policy pertinent to his/her position, a Board of Directors member may be removed by a two-thirds vote of the Board of Directors.

**Section K:** Membership in the Club may be revoked for cause by the Board of Directors by a two-thirds vote at a Board of Directors meeting.

**Section L: Code of Ethics:** It is imperative to the success of the Club that there be a fully informed, responsive, and reasonable Board of Directors. To accomplish this, each Board of Directors member shall conduct herself/himself at all times in the best interest of the Club. In this regard, each Board of Directors member shall abide by the following “Code of Ethics.” The Code of Ethics is as follows:

1. Board of Directors members shall put forth their best effort to attend all meetings and constructively participate in the same.
2. Board of Directors members shall, neither by commission or omission, foster rumors within the community.
3. Board of Directors members shall exercise good judgment in the control and use of confidential information that may from time to time come into their possession.
4. Each Board of Directors member shall serve as a public relations agent for the Club and therefore shall work diligently and properly to promote its goals and objectives while keeping abreast with its overall progress.

## **Article VIII – MEETINGS**

**Section A:** The Club will hold an annual meeting each year for the purpose of electing its officers, committee chairs, and Board of Directors, all by majority vote of those members in attendance at the annual meeting. The annual meeting may also be used for conducting Club business. The annual meeting will be held in December on such date selected by the Board of Directors.

**Section B:** The Club will hold general membership meetings as set by the Board of Directors. There shall be no fewer than six meetings in a calendar year, counting the annual meeting. Only such items of business as presented by the Board of Directors may be discussed and decided at any regularly scheduled general membership meeting for which at least three days advance notice has been provided to the membership, regardless of the number of members in attendance at any such meeting.

## **Article IX – ELIGIBILITY TO VOTE**

All members shall have one vote with the exception of a Family Membership which shall have two votes.

## **Article X – DUES**

**Section A:** All membership dues will be based on a calendar year, regardless of when during a calendar year an individual's preceding year membership dues were paid. A member's dues will be considered delinquent if not received before March 1<sup>st</sup> of a respective year and membership benefits will be lost at that time.

**Section B:** The amount of dues shall be as established by the Board of Directors. Any change in the schedule of dues shall be as established by the Board of Directors. A schedule of dues shall remain in effect until a change has been established by the Board of Directors.

## **Article XI – ELECTIONS**

**Section A:** Nominating Committee – the Board of Directors shall serve as a nominating committee each year, to be led by the Vice President. Additional nominations may be made by members.

**Section B:** The Officers and Board of Directors of the Club shall be elected by vote of the membership at the annual meeting.

**Section C:** Any member may nominate another member for office with that person's permission by notifying the Vice President no later than November 30 and that name shall then be presented for vote for said office.

**Section D:** Installation - the new officers shall be announced at the annual meeting and shall take over office to which elected on January first. The term of office shall be for one year.

**Section E:** Vacancy - In the event of a vacancy, the President may appoint a replacement to fill the vacant or unexpired term, subject to approval by a two-thirds vote of the Board of Directors.

## **Article XII – CLUB AFFILIATIONS**

The Board of Directors shall annually consider affiliation with such organizations that promote bicycling.

## **Article XIII – FISCAL POLICIES**

**Section A:** The fiscal year shall be from January 1 to December 31.

**Section B:** The property and goodwill of the Club are irrevocably dedicated to purpose defined in Article II and no part of the income or assets of the Club shall be used predominantly for the personal benefit of any director, officer, member, or any private persons.

**Section C:** The books and accounts of the Club shall be kept in accordance with generally accepted accounting principles and shall be made available to any member upon reasonable request.

**Section D:** At its first meeting each calendar year, the Board of Directors shall review the past year's expenses and approve a budget for the current year. In advance thereof, the Treasurer shall report to the Board of Directors the past year's expenses and provide his/her recommendation(s) for a budget for the then-current year.

## **Article XIV – REASONABLE EXPENSES**

**Section A:** Members of the Board of Directors are authorized to incur reasonable expenses for postage, copying, and other necessary expenses. Each member of the Board of Directors must present documented records of each and all spending to the Treasurer. The Treasurer is authorized to reimburse the Board of Directors members for such incurred expenses upon request.

**Section B:** Prior to any fee ride, race, or other event, the event organizer shall submit a budget to the Board of Directors for approval. The Club will not reimburse expenses incurred unless the Board of Directors has approved the budget in advance.

## **Article XV – Public Statements**

**Section A: Authority to Make Statements.** No person, except for the President, shall be authorized to make any public statements, whether written or oral, purporting to represent the official policy, position, or opinion of this Club, without first having obtained the approval of the Board of Directors.

**Section B: Limitation on Statements.** Any person who is authorized to make any public statement, whether written or oral, purporting to represent the official policy, position, recommendation, or opinion of the Club, shall first make it clear that he or she is representing the Club. Thereafter, throughout the entire presentation, he or she shall confine his/her presentation only to those matters that have been properly approved by the Club. She or he shall not at the same time present any statement purporting to represent any other firm, group, or organization or purporting to represent his or her own personal views.

## Article XV – Conflict of Interest Policy

**Section A: Conflicts Prohibited.** No employee, agent, consultant, Board of Directors member, or officer may obtain a financial interest or benefit from the Club’s operation of any program or have an interest in any contract, subcontract, or agreement with respect thereto, or the proceeds thereunder during one’s tenure, or for one year thereafter. Nor shall the family member or partner of an employee, agent, consultant, Board of Directors member or officer, as well as any organization that employs or is about to employ the employee, agent, consultant, Board of Directors member or officer, obtain a financial interest or benefit from a transaction or contract of the Club.

At all times, voting members and Directors shall vote in the best interests of the Club and shall support the purposes of the Club and shall not put personal interests or the interests of their particular organization above those of the Club.

**Section B: Waiver of the Conflict.** For all conflict of interest questions involving employees, agents, consultants, Board of Directors members or officers, the Board of Directors may grant an exception to the provisions of Section 1 of this Article on a case-by-case basis when it determines that the exception will serve to further the purposes of the Club and its effective and efficient administration of its programs or projects.

The Board of Directors may consider granting an exception only after the material facts as to the conflict of interest have been disclosed or otherwise made known to the Board of Directors and the Board of Directors has been provided with evidence that the proposed benefit is not in violation of any federal, state or local laws. Further, any decision to grant an exception must have the support of a majority of disinterested directors. Directors with potential conflicts of interest shall not participate in voting on such matters.

In determining whether to grant an exception, the Board of Directors will consider the cumulative effect of the following factors, where applicable:

1. whether the exception would provide a significant cost benefit or essential degree of expertise to the Club that would otherwise not be available;
2. whether the contract or other transaction is fair and reasonable to the Club at the time it is authorized, approved, or ratified;
3. whether the opportunity was provided for open competitive bidding and/or negotiation;
4. whether the affected person has withdrawn from his or her functions or responsibilities, or the decision-making process with respect to the specific assisted activity in question;

5. whether the interest of benefit was present before the affected person was an employee, agent, consultant, Board of Directors member or officer of the Club;
6. whether undue hardship will result either to the Club or to the person affected if the transaction does not occur when weighted against the public interest served by avoiding the prohibited conflict; and
7. any other relevant consideration.

**Section C3: Other Governing Policy.** In addition to the procedures detailed in Sections 1 and 2 of this Article, the Club will follow the conflict of interest guidelines contained in the South Carolina Nonprofit Club Act and any other conflict of interest policies imposed by federal, state and local law with jurisdiction over the Club.

#### **Article XV – INSURANCE**

The Club shall maintain in force and effect at all times at least one million dollars in coverage for liability insurance insuring the Board of Directors from liability associated with or arising from operation of the Club.

#### **Article XVI – PARLIAMENTARY AUTHORITY**

The rules contained in the then-current edition of Roberts' Rules of Order shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Club may adopt.

#### **Article XVII – CEASE TO OPERATE**

If, for any reason, the Greenville Spinners Bicycle Club of South Carolina, Inc. shall be dissolved or cease to operate either by its voluntary action or by a lapse of time, or by operation of law, all of its assets, after the payment of its obligations, shall be equally divided and delivered one-half to the Palmetto Cycling Coalition and one-half to the League of American Bicyclists.

#### **Article XVIII – AMENDMENTS**

Amendments to these bylaws shall be adopted by a two-thirds vote of members present and voting at a regular or special meeting at which such amendment has been presented by the Board of Directors. Notification of any meeting at which these bylaws are to be amended shall be made to the entire membership at least thirty days prior to said meeting, such notification shall include



a copy of the then-existing bylaws along with the full text of the proposed amendments, and the requirement of this Article may not be waived by vote.