BYLAWS OF WEST SOUND CYCLE CLUB
Amended May 3, 2020

ARTICLE I
Name

The name of the organization shall be "West Sound Cycling Club", referred to as WSCC, a nonprofit corporation.

ARTICLE II
Objectives

The objectives of the WSCC shall be to:

A. Educate members and the public regarding bicycle safety.
B. Promote all forms of bicycling and protect the interests of bicyclists.
C. Organize social and bicycle activities, and facilitate scheduled and non-scheduled rides among the membership.

ARTICLE III
Membership and Dues

A. Membership shall be open to all persons who are interested in the objectives of WSSC
B. Applicants under (18) years of age must present a consent form signed by a parent or guardian to become a member.
C. Dues:
   1. Dues are renewed annually on April 1st of each year.

ARTICLE IV
Officers (Board Members)

A. The business of WSCC shall be managed by the Officers.
B. The four officers shall be nominated at the October meeting, nominations can be taken from the floor before the November election.
C. Elections are held at the November meeting by majority vote.
D. Newly elected officers take up their position in January.
E. Elected Officer's duties:
   1. President: The President shall preside at all WSCC meetings and shall appoint all committee Chairpersons. The President can appoint an additional three Board members-at-large (committee chairpersons, or other members) at his or her discretion.
   2. Vice-President: The Vice-President shall assume the President's office and preside in the President's absence.
   3. Secretary: The Secretary shall keep the minutes of all WSCC meetings, archive important documents, and keep the Bylaws and Policy and Procedures document up to date.
   4. Treasurer: The Treasurer shall maintain WSCC financial records, prepare a financial report for each scheduled club meeting, keep a current membership list, and collect WSCC dues and fees. The annual budget shall become effective when approved by the WSCC membership.
E. Vacancies
   1. In the event of a vacancy in the office of President, the Vice-President shall assume the office of President, and the office of the Vice-President shall be filled by appointment of the board until a successor is elected.

2. The Board shall appoint a replacement for any office which becomes vacant, for a term lasting until a successor is elected.

G. Compensation
   1. Officers shall receive no fee or compensation for services rendered, except for reimbursement of out-of-pocket expenses
   2. The Executive Board, referred to as "the Board", shall consist of WSCC elected officers, the immediate past President, and up to three additional Board members-at-large appointed by the President.
      a. Board members-at-large will serve a one (1) year term concurrent with the elected officers.
      b. If the immediate past President is unable or unwilling to serve, any previous president can be appointed at the discretion of the current President.
      c. All officers and their contact information will be listed in the WSCC Meetup home pages.
   2. The President shall only vote on business before the Board when the vote on a motion is tied.
   3. A Board member may be removed by a vote of the Board after notice and for good cause, such as absenteeism, or dereliction of duty.
   4. Changes to the club's Policy and Procedures document can be implemented by a simple majority vote of the board members, except for issues requiring participation by the full club membership, as described in these Bylaws.

I. Committees
   1. The Board may create committees as needed and define the duties and powers of said committees in the WSCC Policy and Procedures document.
   2. Committee Chairpersons will serve a one (1) year term concurrent with the Executive Board.
   3. Committees and the role of their chairpersons will be described in the club's Policy and Procedures document.
   4. Chairpersons and their contact information will be listed, at their discretion, in the WSCC Meetup home pages.

ARTICLE V
WSCC Meetings

A. Robert's Rules of Order, Newly Revised, shall be the Parliamentary authority for all matters of procedure not specifically covered by the Bylaws or other specific or customary rules of WSCC

B. The regular meetings of WSCC shall be held on dates and at a time and location voted on by membership.

C. Voting:
   1. Each current WSCC member shall have one vote.
   2. Members must be present to vote. No proxies shall be allowed.
   3. Motions pass by a simple majority vote of those present.

D. Special meetings of the general membership shall be called by a simple majority of the officers whenever required.

E. Board Meetings
   1. The Board shall meet at least once a year with the date, time and place published as an event in Meetup.
   2. All WSCC members are encouraged to participate, though only Board members can vote on club business.

3. A quorum for voting on club business consists of at least three of the following five officers: President, VP, Secretary, Treasurer, and past President

F. Special Board Meetings
   1. Special Board meetings may be called by the President, or any two or more club officers.
   2. Notice of the time and place of each Special Board meeting shall be given by the secretary or by the persons calling the meeting.
   3. Notice shall be given to all WSCC members in advance of the meeting.

ARTICLE VI
Property Rights of Club Members

A. No member of WSCC shall have any right, title, or claim of interest in or to any property or assets of WSCC.

ARTICLE VII
Revenue and Expenditures

A. Revenue:
   1. All revenue shall be placed in the WSCC bank account.
B. Authorized Expenditures:
   1. All expenditures shall be made to promote WSCC's objectives.
   2. Documentation of all expenditures requiring reimbursement shall be submitted to the Treasurer on the club reimbursement form.
   3. The President may authorize expenditures of up to $250 per calendar month.
   4. Officers may authorize expenditures of up to $1000 dollars in a calendar month by an affirmative vote of a simple majority of the Board.
   5. Expenditures of over $1000 in a calendar month may be authorized by a simple majority of the club membership at a monthly meeting.

C.Authorized Signatures:
   1. WSCC checks shall be signed by a club officer whose signature is on file at the bank holding the WSCC checking account.

D. No loans shall be contracted on behalf of WSCC to its Officers or Directors.

E. Audits:
   1. The treasurer's books will be audited once a year, and upon change of treasurers, by at least two (2) WSCC Members who will make recommendations to the club of any possible changes.
   2. For the purposes of budgeting and reporting, the Fiscal year of WSCC shall be from January 1 to December 31 on the calendar year basis.

ARTICLE VIII
Amendments to the Bylaws

A. A written copy of a proposed amendment to the Bylaws shall be submitted to the presiding officer at any WSCC meeting. It shall be presented to the membership at that meeting.
B. Notice of the proposed amendment shall be given to the members not in attendance by email.

C. At the next WSCC meeting the proposed amendment shall be read and open for discussion and changes. Notice of any changes that are adopted shall be given to the membership by email.
D. A vote upon the proposed amendment shall be held at a third meeting. The amendment shall be adopted upon the affirmative vote of a simple majority of those members present and voting.

ARTICLE IX
Indemnification

To the full extent permitted by the Washington Nonprofit Corporation Act, as amended or reenacted, WSCC shall indemnify, defend, and hold harmless any person who was or is a party or is threatened to be made a party to any civil, criminal, administrative or investigative action, suit, proceeding (whether brought by or in the right of WSCC or otherwise) by reason of the fact that he or she is or was a Director, officer, employee or agent of WSCC, or is or was serving at the request of WSCC as a Director, officer, employee or agent of another corporation, whether for profit or not for profit, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonable incurred by him or her in connection with such action, suit or proceeding. The Board may, at any time, approve indemnification of any person which Article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract. WSCC may purchase and maintain indemnification insurance for any person to the extent provided by applicable law.

ARTICLE X
Termination

Should WSCC at any time terminate or cease to exist and function,

A. The debts and obligations of WSCC shall be paid
B. And any remaining assets, whatsoever kind, given to a bicycle-related non-profit organization representing the interests of Washington cyclists.

Amended and adopted at a regular club meeting on XXXX.

<< President and Vice President Signatures>>

Carol S. Michel President

Carol S. Michel

Maureen Walker Vice President

Maureen Walker