



**St. Louis Recreational Cyclists
Bylaws (Ratified March 5, 2017)**

Proposed Changes for March 3, 2019 Annual Meeting

Changes Approved by Directors in 08-22-18 BOD Meeting (in red)

Additional Changes Approved in 02-06-19 BOD Meeting (in green)

Proposed Deletions Approved in 02-06-19 BOD Meeting (in blue)

Article I: Affiliation

The St. Louis Recreational Cyclists (STLRC) club is affiliated with League of American Bicyclists.

Article II: Purpose

The purpose of the club is to encourage and facilitate recreational bicycling activities as a part of a healthy lifestyle. This shall be accomplished by organizing and conducting recreational rides, promoting biking safety, providing social opportunities for club members, and gathering and disseminating information about recreational bicycling.

Article III: Membership

Section 1. Qualifications – A member is anyone who is at least eighteen years old and has paid the annual dues. A person under the age of eighteen may participate in club rides and activities if sponsored and accompanied by a current member of the club for the specific ride or activity.

Section 2. Dues – Membership dues are effective for the club fiscal year, and shall be determined by the Board of Directors of the club.

Section 3. Revocation of Membership – A member may be removed from the active membership of the club and denied all membership privileges and activities, including voting rights, by a vote of a majority of the Directors present at any meeting of the Board of Directors. Grounds for revocation of membership may be, but not limited to:

- Repeated disregard for safety on club rides.
- Misuse of club funds or property.
- Flagrant sexual or other type of harassment of another STLRC member or a member of the community.
- Committing an action that brings discredit and dishonor to STLRC.
- Personal infirmities or disabilities that preclude a safe riding environment for the individual or the group.

Article IV: Meetings of the Membership

Section 1. Place and time – Meetings of the membership shall be held at a place and time designated by the Board of Directors.

Section 2. Annual meeting – An annual meeting of the membership shall be held in the first quarter of each calendar year.

Section 3. Special meetings – A special meeting of the membership may be called at any time by a majority of the Board of Directors, or by a petition signed by not less than ten percent of the membership.

Section 4. Notice of the meeting – Notice of the time, place, and object of the meeting of the membership shall be given via a notice on the club’s website (www.stlrc.org) or via first class mail or via email to each member entitled to a vote. Such notice shall be made at least ten days prior to the meeting. The notice shall also include a description of the issues on which a vote will be taken.

Section 5. Quorum of the members – For all meetings of the membership, a quorum shall consist of 10% of the qualified members at the time of the meeting.

Section 6. Rules of order – When informal decision protocols are inadequate to resolve an issue at a meeting, Roberts Rules of Order shall be followed.

Article V: Membership and voting rights

Section 1. Voting rights – Any member in good standing shall have one vote on each matter submitted to the vote of the members at any meeting of the membership.

Proxies and absentee voting by mail or email are not permitted.

Section 2. Manner of action – A majority of the members voting at a meeting, or a majority of the Board of Directors at a board meeting, shall constitute a lawful action of the club.

Section 3. Nomination and election of Board of Directors

- At the annual meeting of membership, the members shall elect individuals for the respective upcoming vacant positions on the Board of Directors.
- Candidates for these positions shall be nominated by the [Nominating Committee](#) [Current Board of Directors](#), or by a motion of one [club](#) member [at the Annual Meeting](#). [and the support of two other members](#).
- Prior to any person being considered as a candidate, the person must have agreed to serve as a Director, if elected.
- The term for each Director shall be two years, with a portion of the directors rotating off the Board each year.
- Directors may be reelected to the Board [in the same position previously occupied, or to another position](#), by a vote of the membership.

Section 4. Nominating Committee

- A Nominating Committee shall be appointed by the current Board of Directors in the fall of each calendar year and shall consist of one currently serving Director and two other qualified club members.
- The Nominating Committee shall develop a slate of candidates for the respective upcoming vacant positions on the Board of Directors and shall forward the slate of candidates to the current Board of Directors for review and approval in time for the slate of candidates to be included in the notice to the membership regarding the annual meeting.

Article VI: Board of Directors

Section 1. General Powers – The business and affairs of the club shall be managed by its Board of Directors.

Section 2. Qualifications, number, and term of Directors – Directors shall be members in good standing of the club. The Board shall consist of nine Directors. The term of each elected Director shall be two years, except when filling an unexpired term of a previously elected Director. To provide better continuity, the election of Directors shall be staggered in the following manner.

- Five Directors will be elected in odd-numbered calendar years.
- Four Directors will be elected in even-numbered calendar years.

In the first election of Directors in 2017, five Directors will be elected to terms of two years each and four Directors will be elected to terms of one year each.

Section 3. Duties – At its first meeting in each calendar year, the newly elected Board of Directors will themselves elect specific Directors to fill the following positions.

President – The President shall act as Chairperson of the Board, shall have authority for the general and active management of the club, shall preside over all membership meetings, and shall prepare and deliver an annual report of past club activities at the annual membership meeting. **At the annual membership meeting, the President shall announce the date, time, and location of the next Board of Directors Meeting, which will include the newly elected Directors.** The President shall act at the direction of the Board, when representing the club in all contracts or public presentations.

Vice President – The Vice President shall act in the President's absence and shall perform such other duties as delegated by the Board.

Secretary – The Secretary shall record and file the minutes of all meetings, shall file all contracts involving the club, shall prepare and conduct all elections of Directors, and shall perform such other duties as delegated by the Board.

Treasurer – The Treasurer shall have control of and be responsible for the funds and financial records of the club, shall prepare and deliver an annual accounting at the annual membership meeting, and shall perform such other duties as delegated by the Board.

Five Other Directors – Duties and responsibilities of these Directors shall be assigned by the then elected Directors.

All nine Directors – All Directors on the Board are expected to:

- Attend Board Meetings.
- Serve on committees, as needed.
- Participate in the Board's decision-making process.
- Support the decisions of the Board.

Section 4. Power to appoint other officers and agents, and establish committees – The Board shall have the authority to appoint and subsequently remove such other officers and agents as the Board may deem necessary for the transaction of the business of the club, and also the power to establish committees. The Board shall have the authority to appoint and subsequently remove members of any committee.

Section 5. Meetings of the Board – The Board shall meet at least two times each calendar year and whenever necessary. **The date of the first meeting of the Directors that will be held after the annual membership meeting shall be set before the annual membership meeting so that the date, time, and location of the meeting may be announced at the annual membership meeting.**

Section 6. Quorum of the Directors – For all meetings of the Board, a quorum shall consist of at least five Directors.

Section 7. Vacancies – The Board can fill any of its vacancies **up until sixty days prior to the election of Directors.**

Section 8. Removal of Directors – A Director may be removed from office by a majority vote of the other Directors at any Board of Directors meeting.

Section 9. Compensation – No Director shall be paid. Directors may be compensated for expenses involved in operating on behalf of the club.

Article VII: Fiscal Year

The club's fiscal year shall be a calendar basis (January 1 – December 31).

Article VIII: Amendments

These bylaws can be changed by a majority vote at the annual membership meeting.

Article IX: Conflict of Interest

No Director or committee member 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 possible conflict, he or she shall announce and explain the conflict to the other Directors who shall then decide the extent to which the Director with a conflict shall be allowed to participate in the discussions and decisions regarding the matter.

Article X: Records and reports

The Directors shall keep records of all meetings, decisions, minutes, contracts, and receipts to be used to prepare an annual report for the membership at the annual meeting. All records shall be open to all club members, except for records pertaining to confidential matters.

Article XI: These bylaws were ratified by a majority vote of the club members present at the Annual Meeting on March 5, 2017.

If the proposed revisions are ratified on March 10, 2019, Section XI will be revised after the fact to read:

Article XI: These revised bylaws were ratified by a majority vote of the club members present at the Annual Meeting on March 10, 2019.