



BYLAWS OF THE HILL COUNTRY BICYCLE TOURING CLUB



Article I

NAME AND PURPOSE

1. This organization shall be known as the **Hill Country Bicycle Touring Club**.
2. The purposes of the club shall be to promote recreational bicycling in, but not limited to, the vicinity of San Antonio and Hill Country of Central Texas for the enjoyment of its members and others.

Article II

MEMBERSHIP

1. Membership in the club shall be available to any person who has an interest in bicycling.
2. The club recognizes two types of memberships: **Individual** and **Family**. All family members must live at the same address. Each membership holds one voting right.
3. A member of the club whose dues are fully paid shall be a **member in good standing** and shall be entitled to all privileges as set forth in these bylaws.

Article III

BOARD OF DIRECTORS

1. The management of the affairs and activities of the club shall be in the hands of the **Board of Directors** and shall consist of the **President, Vice President, Secretary, Treasurer, Immediate Past President**, and the **Directors at Large**, who shall consist of **Ride Chair, Membership Chair, Website Editor**, and **Public Affairs Director**.
2. Duties of the boards:
 - a. The **President** shall superintend the business of the club generally and shall preside at all meetings of the club.
 - b. The **Vice President** shall perform the duties of the President in the absence or inability or refusal of the President to serve.
 - c. The **Secretary** shall take and preserve the minutes of all club meetings (membership and board meetings).
 - d. The **Treasurer**, under the supervision of the Board, shall take custody of all monies belonging to the club. The Treasurer shall deposit all cash received in a bank account from which it shall be withdrawn only in accordance with regulations prescribed by the Board. The Treasurer shall keep proper books of account and shall report the financial condition of the club at its regular scheduled meetings. These books of account will be preserved by the Treasurer in a notebook and shall become a permanent club record. The Treasurer shall submit a statement of condition for the quarters ending March, June, September, and December.
 - e. The **Immediate Past President** will serve for one year and shall serve as an advisor.
 - f. The **Directors at Large** shall perform duties as directed by the President. Ride Chair, Website Editor, Membership Chair and Public Affairs Director.
 - g. The Board of Directors shall have the authority to suspend or expel a board member for cause, after an appropriate hearing, by a two-thirds vote of the board.
3. The Board shall have the authority to fill any vacancies.
4. The Board shall have the authority to make rules and regulations for carrying out procedures established by these bylaws.
5. The Board shall have the authority to add or decrease the number of directors at large as may be required to carry on the activities of the club.
6. Officers or Directors at large shall not place themselves in a position nor allow themselves to be placed in a position, where their personal or professional actions would be a conflict of interest or perceived to be a conflict of interest with the goals, activities, or purpose of the club, nor shall any officer or director act against the best interest of the club.
 - a. Any officer or director may be removed from office for the above listed conflicts or act.
 - b. A vote by the board should take place. Decisions made by a quorum.
 - c. Notification then will be made to the board member by the board.

Article IV

COMMITTEES

1. A **Nominating Committee**, of at least three members of the Club shall be appointed by the Board no later than two months before the date of the annual elections of officers in November. It shall be the duty of this committee to nominate a candidate whose consent to serve has been obtained, for each office to be filled.
2. Other committees shall be appointed by the President to better conduct the business of the club. The President shall be an ex-officio member of all committees except the nominating committee.

Article V

NOMINATIONS AND ELECTIONS

1. The Board shall be elected by the members of the club at the club at the November membership meeting. The elected Board shall take office on January 1st. The Board members so elected shall serve a term of one year.
2. Elections shall be conducted by ballot. Those voting members present shall constitute a quorum. Voting by proxy or absentee ballot shall not be permitted. The Nominating Committee shall oversee all voting.
3. The Nominating Committee shall provide sufficient opportunity for members of the Club to submit names of consideration by the Committee. The Committee shall nominate at least one candidate for each position to be elected.
4. Any member who consents may be included on the ballot without being nominated by the Committee, and must be nominated by the October meeting.
5. The Nominating Committee shall nominate its slate of candidates at the October membership meeting.
6. Any member who wants to be included on the ballot must be nominated at the October membership meeting.
7. The names of all nominated candidates to be included on the ballot will be presented to the membership on the club website.
8. The Nominating Committee shall conduct the election, shall canvass the ballots, and shall report the results to the membership.
9. All members in good standing who are 18 years or older who have adhered to the bylaws may participate in Club elections.

Article VI

MEETINGS

1. **Membership Meetings**
 - a. The Club shall have a minimum of six membership meetings a year to include one in November for the election of officers. The President shall set the date, time, and place for such meetings and shall provide ample notice to all members.
 - b. A quorum at any membership meeting of the Club shall consist of not less than ten percent of the current members in good standing.
2. **Board Meetings**
 - a. The President shall have the authority to call meetings of the Board of Directors as needed. The President shall set the date, time and place for such meetings and shall provide ample notice to all board members. The Board shall have the authority to vote on all matters for the club.
 - b. If agreeable to a majority of the Board, meetings may be held electronically.
 - c. A quorum at any Board meeting shall consist of not less than fifty percent of the board. A majority of the Board shall constitute a quorum for the transaction of business. All actions of the board shall be by majority vote of those present.
 - d. Unless designated by a majority of the Board, meetings of the Board shall be open to all the members of the Club.

Article VII

FINANCES

1. **Dues** for membership of the Club shall be determined by a majority vote of the Board.

2. The Club may collect additional funds through sponsorship of participation in various events compatible with the purposes of this organization.
3. The Board shall have the authority to open bank accounts which shall be in the name of the Hill Country Bicycle Touring Club. The Treasurer and/or the President shall have authority to authorize disbursement of funds.
4. Funds collected for the Club shall be used solely to advance the purposes of this organization.
5. Neither the Club nor any agency thereof shall have the authority to borrow money, enter into a contract, or otherwise incur indebtedness above the amount of unencumbered balances in the bank accounts of the Club, without express approval in advance by the Board.

Article VIII

CONSTRUCTION OF BYLAWS

1. On all questions as to the construction of meaning of these Bylaws, the decision of the Board shall be final.
2. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Club in 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 IX

AMENDMENTS

1. These Bylaws shall not be altered, amended, suspended, or repealed, in whole or in part, except by a two-thirds vote of the Board of Directors present at a stated meeting.

Approved by the membership on 18 December 2004.
Amended by the Board of Directors on 6 January 2005.
Amended by the Board of Directors on 17 November 2005.
Amended by the Board of Directors on 12 January 2006.
Amended by the Board of Directors on 1 September 2006.
Amended by the Board of Directors on 8 January 2008.
Amended by the Board of Directors on 23 January 2009.
Amended by the Board of Directors on 16 October 2009.