

## CRW Bylaws

Adopted: 14 February 1973

Amended: 16 February 1978; 7 August 1978; 10 April 1979; 4 August 1980; 1 May 1990; 1 December 1998; 5 December 2000; 2 October 2007, 23 May 2009, 11 September 2012.

The Board of Directors of the Charles River Wheelmen, Inc. (CRW) do hereby publish and promulgate these amended bylaws of the Corporation, which shall be effective 11 September 2012.

### I. Officers

1. **President.** The President shall be the chief executive officer of the corporation and shall report to the Board of Directors (Board). The President shall also be the Chair of the Board and shall have general supervisory authority over the activities of the CRW. With board approval the President shall appoint and organize all of the officers listed in (2), below, except as specifically therein provided otherwise; shall establish any committees and coordinators deemed necessary; and shall delegate to them such authority as the President shall see fit. The President shall be an ex officio member of all CRW committees. The president shall lead the annual budgeting activity with assistance from the Finance Committee. The President may abolish any committee, other than the Century and Finance Committees, whose function is no longer necessary to the CRW.

2. **President's Staff: Officers.** The President's staff shall include the following officers and may include such others as the President shall designate. Any member shall be eligible for appointment to any CRW position.

a) The **Executive Vice-President** shall assist the President in administering the activities of CRW and shall carry out the duties of the President in the President's absence. The Executive Vice-President shall become interim President whenever circumstances arise which necessitate such action. If neither the President nor the Executive Vice-President is available to carry out the duties of the President, the Board shall elect an interim President to serve until the next regular presidential election.

b) The **Vice-President of Rides** shall develop and carry out the rides program of CRW. Ride-related activities shall be developed to meet the current needs of the membership.

c) The **Vice-President of Publications** shall develop and coordinate a monthly bulletin known as *WheelPeople*, which shall be distributed to each member not later than the first day of the following month. *WheelPeople* shall list upcoming CRW rides and events, minutes of Board meetings, election information, views of the members, educational and safety information, paid advertising, and current information pertaining to other bicycling organizations and events.

d) The **Vice-President of Legal Affairs** shall prepare such legal documents as the Board shall direct and shall review and provide counsel upon insurance matters and other aspects of the business operations of CRW. The Vice-President of Legal Affairs shall have legal training or shall engage the services of a licensed attorney as needed, subject to the approval of the Board.

e) The **Secretary** shall keep minutes of meetings of the Board and of other meetings. The Secretary shall also supervise the preparation and counting of ballots for the annual general election of the Board and for any other elections.

f) The **Vice-President of Finance** shall chair the Finance Committee; shall review the activities of the treasurer at least annually and shall file all necessary government reports.

g) The **Treasurer** shall deposit and expend budgeted funds of CRW upon the receipt of proper documentation. The Treasurer shall keep records of monies received and expended, and shall present a monthly summary report to the Board. In the event that the Treasurer is unable to carry out the duties, the board will appoint an interim Treasurer.

h) The **Membership Coordinator** shall receive and process all membership applications, and shall keep accurate and current records of CRW membership. The coordinator shall provide a report to the Board each month and shall provide such other reports as the Board may direct. The coordinator may appoint one or more assistant coordinators if required.

### 3. **President's Staff: Other**

a) **Standing Committees:** The Finance and Century committees and such additional committees as the President shall designate to carry out CRW functions. The President, in coordination with the Finance Committee shall prepare and present to the Board for approval not later than March an annual budget which recognizes various sources of revenue and levels of expenditure based on those revenues. Any surplus funds may be invested in reasonable securities by the Board upon recommendation of the Finance Committee. The Finance Committee shall make such reports as the Board may require.

b) **Special Coordinators:** The President shall appoint special coordinators for such additional functions or activities as the Board deems necessary, which may include safety, government relations, and bicycle/environmental affairs.

### 4. **Terms of Office**

**President.** The President shall be elected annually by a majority of the Board at its January meeting and shall serve for one year from that meeting to the next January meeting. The President shall in no event be elected for more than two consecutive one year terms. Any member of CRW may be elected president. The Board may remove the President by a two-thirds vote. In the event the President resigns or is removed from office before the end of the calendar year, the Executive Vice-President shall become President for the remainder of that year and shall become past President in due course.

**Officers and Committee Chairs.** The Treasurer will be elected for a three year term that may be renewed once. Otherwise, the officers and Committee Chairs designated above have no specific length of term and shall serve at the pleasure of the Board; subject, however, to dismissal by a two-thirds vote of the Board.

## II. **Membership**

There shall be the following kinds of memberships:

## 1. Full Memberships

**Individual:** An individual member shall be at least 16 years of age, and shall, if a minor, have prior parental consent for such membership. An individual member shall have one vote in CRW elections.

**Household:** A household is defined as two or more persons residing in the same dwelling. All members of the immediate household are included in the membership. The holders of a household membership shall have two votes in CRW elections regardless of the number of household members. All full memberships shall receive one subscription to WheelPeople.

**Honorary:** A person not a regular member of the CRW, whose actions have benefited cycling in some way.

## III. Election of the Board

Board vacancies due to expiring board terms shall be filled annually in the following manner:

1. The Board shall establish nomination procedures each year not later than the September issue of *WheelPeople*.
2. Any member may submit his/her own name as a candidate for the current Board vacancies, not later than the deadline for inclusion of ballots in the November *WheelPeople*.
3. Each candidate may submit a statement of 100 words or less, to be printed not later than the November *WheelPeople*, indicating the candidate's interest in and qualifications for Board membership.
4. Election of Directors shall be by confidential electronic vote sent to all members as of November of the current year. The Secretary shall tally and certify the results in time for publication in the January
5. Board vacancies, other than in the normal course:

In the event that a vacancy occurs on the Board owing to the early resignation of a Director(s) or otherwise, the remaining Board members shall choose a temporary replacement(s) to serve until the next scheduled general election, at which time a permanent replacement(s) for the unexpired term(s) of the vacated position(s) shall be elected by the membership as provided above.

If the past President is unwilling or unable to serve any portion of the ex officio term provided, there shall be no replacement of such person. If the current President resigns at any time during their second or third consecutive term of office, said President may remain on the Board for the balance of the current year but shall not remain on the Board for the following year as ordinarily provided.

## 6. Term of Office

A Board member's term shall begin on January 1 of the following year in which elected and shall terminate on December 31 of the third year of office. No Board member may be elected to more than two successive full three-year terms by the general membership. The President and

immediate Past President's terms on the Board shall commence at the January Board meeting and shall terminate at the next January meeting.

#### **IV. Meetings of the CRW**

1. Regular meetings of the Board shall be held bi-monthly on the first Tuesday of each odd numbered month (January, March, etc), unless such Tuesday is a legal holiday or public election day, in which case the monthly meeting shall be held on the second Tuesday. Board meetings shall always be open to the membership of CRW.
2. Meetings of the Board shall require a quorum of at least five board members in order to conduct official business of the CRW. Proxy votes are not accepted.
3. There shall be an annual meeting of the regular membership in January that is coincidental with the board meeting.
4. There shall be an annual, party at such time and place as the Board shall designate. It will include honoring CRW members and distinguished non-members who have made major contributions to CRW and/or to bicycling in general during the previous year(s).

#### **V. Fiscal Policies**

1. All fiscal policies of the CRW shall be promulgated by the Finance Committee with the approval of the Board.
2. CRW as a goal shall operate on a fully balanced budget within each fiscal year. A budget that projects a deficit must be approved by 2/3 of the board.
3. All expenditures of CRW funds must be made pursuant to items in the approved annual budget. All non-budgeted items must be approved specifically by the Board. Expenditures up to \$250 may be approved by the President in an emergency but must be presented to the Board at or before its next scheduled meeting. Unauthorized expenditures will not normally be reimbursed.
4. The board shall approve the pricing of all official CRW events, e.g. century rides and annual awards banquets, but not unofficial CRW events such as trips organized by members.
5. The CRW shall conduct an audit of the Treasurer's records every three years or at the end of the Treasurer's term, whichever occurs first.
6. The CRW fiscal year begins January 1 and ends December 31.

#### **VI. Amendments**

These Bylaws shall be amended only by vote of a majority of the Directors present at a regularly scheduled meeting of the Board, provided that a quorum shall have been declared. The Directors shall be notified of any proposed amendments not later than two regular Board meetings preceding the meeting at which the amendments are to be adopted. Any changes in these Bylaws shall be published in the next available issue of the *WheelPeople*. Amendments to these Bylaws which are duly adopted by the Board shall become effective immediately upon adoption.

#### **VII. Precedence**

In the event of conflict between any provision of the CRW Constitution and these Bylaws, the Constitution shall take precedence.

### **VIII. Status of Board Policies**

The Board may establish any additional policies governing CRW activities provided that such policies do not conflict with these Bylaws. Any additional policies shall be published in the *WheelPeople* and records of such policies shall be maintained by the Secretary. Additional policies may be approved or eliminated by a simple majority vote of the Board.

### **IX Indemnification**

Notwithstanding any provision of law to the contrary, any Director, Officer or Committee Member, threatened with or made a party to any legal action, suit or other proceeding by reason of the fact that she or he is or was a Director, Officer or Committee Member, shall be indemnified by CRW against all liabilities and expenses, including attorney's fees and costs reasonably incurred by him or her in connection therewith. CRW shall not indemnify any such Director, Officer, or Committee Member with respect to matter as to which she or he shall be finally adjudged by the Courts or other such proceeding or by the CRW Board of Directors by a two-thirds vote in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of CRW. This right of indemnification shall not be exclusive of other rights to which any Director, Officer, or Committee Member may be entitled as a matter of law.

### **X. Adoption**

These Bylaws as revised and amended on 11 September 2012 shall become effective immediately upon adoption by the Board of Directors.