

Velo City Riders Cycling Club By-Laws

ARTICLE I. NAME, LEGAL STATUS AND PRINCIPAL OFFICE

Section A. The name of the organization shall be Velo City Riders Cycling Club (VCRCC), Inc., and the Organization shall be referred to in these By-Laws as the “VCRCC”

Section B. The VCRCC shall be incorporated as a not-for-profit corporation under the laws of Maryland.

Section C. The principal office of the VCRCC is located at 8257 Saint Francis Dr. Severn, MD 21144

Section D. The Board of Directors is hereby granted authority to change the location of the principal office of VCRCC within Anne Arundel County, MD. Any such change shall be noted by the Secretary in these By-Laws but shall not be considered an amendment of these By-Laws.

ARTICLE II. OBJECTIVES

Section A. The objectives of VCRCC are:

1. To promote interest in all aspects of bicycling:
 - a. Encourage and facilitate recreational bicycling for all skill levels;
 - b. Encourage and facilitate bicycle advocacy and safe practices for road and trail riding;
 - c. Promote bicycling as a means of transportation
2. To increase the awareness of the need for a safe bicycling environment and promote the practice of safe bicycling techniques.
3. To express the views of members of VCRCC in connection with legislative and administrative proposals relating to equipment requirements for bicycles, the establishment and maintenance of bicycling facilities, traffic regulations, or other measures affecting bicycling, but not to support or oppose any political candidate.

4. To promote and protect the rights of bicyclists.
5. To gather and publish, in the form of a monthly newsletter for members, information about bicycling, bicycle clubs and their activities and other information related to bicycling.

Section B. VCRCC through its Board of Directors shall engage in such lawful programs and activities and take such lawful action as may be deemed necessary and advisable by the Board of Directors to accomplish the objectives of VCRCC as stated in these By-Laws. Before the Board of Directors may offer an endorsement on any ballot measure being put to a general public vote, the following conditions must be met:

1. The entire membership of the Board of Directors must be notified in writing or by e-mail of the intent to offer such endorsement at least one week before the Board may vote on the endorsement.
2. A description of the proposed endorsement must be prominently displayed on VCRCC's web site at least one week before the Board may vote on the endorsement.
3. Two-thirds of the entire membership of the Board of Directors must vote in favor of the endorsement before such endorsement may be made public.

ARTICLE III. MEMBERSHIP

Section A. Categories of Membership. There shall be two categories of membership in VCRCC, Regular and Honorary.

1. **Regular Membership.** Any person who supports the objectives of VCRCC is eligible to become an individual member of VCRCC. Any individual member may have the option of becoming a club team member by paying an extra fee as designated by the Board of Directors; but race team membership shall not expand the member's voting rights.
2. **Honorary Membership.** Honorary membership may be conferred by the Board of Directors on any person who has rendered extraordinary service or who has made an outstanding contribution to VCRCC or any phase of bicycling.

Section B. Voting Rights. Each member shall have one vote.

Section C. Application for Membership. Application for membership shall be made on application forms prescribed by the Board of Directors.

Section D. Admission of Members. Applications for membership may be approved by the Membership Director. Applications shall be approved unless not properly made, or if the Membership Director has reason to believe that the applicant does not support the objectives of VCRCC. Any recommendation for rejection on the grounds that an applicant is not a desirable person for membership must be referred by the Membership Director to the Board of Directors for final determination.

Section E. Term and Renewal of Regular Membership. Each regular membership in VCRCC shall be for a term of one year.

Section F. Code of Conduct.

1. Respectful Behavior - All members, guests, and participants are expected to treat one another with respect at all times. Additionally all members, guests and participants will ride in a manner that does not present a safety hazard to themselves or others.
2. Prohibited Conduct - Any form of harassment—including inappropriate, unwanted, or offensive physical contact (e.g., touching, groping, hugging without consent, or other physical advances)—is strictly prohibited.
3. Consent Requirement - Physical contact must always be consensual. Members should respect personal boundaries and immediately stop any physical interaction if asked.
4. Reporting Procedure - Any member who experiences or witnesses inappropriate touching or harassment should report the matter to a Board Member. Reports will be handled promptly and confidentially to the extent possible.

Section G. Censure or Termination of Membership. Any member of VCRCC

may be censured, or the Board of Directors for good cause may terminate any membership in VCRCC. Good cause shall be the failure or refusal of a member to comply with these By-Laws or any act by the member that in the judgment of the Board of Directors is contrary to the interests of VCRCC or bicycling. A member shall be notified in writing of the information which may be the basis for the censure or termination of membership and shall be given an opportunity to reply in writing or in person to the Board of Directors. The Board of Directors may investigate the basis for the recommendation for censure or termination of membership. An affirmative vote of 2/3 of the Directors voting shall be required to terminate a membership. A majority of the Directors voting may censure a member.

ARTICLE IV. DUES

Section A. Dues. Dues shall be assessed and are payable on the first day of the anniversary month/year of the initial dues payment for each member based on when they join the club or on such other schedule as determined by the Board of Directors. Non-payment of dues by the end of the month following the anniversary year shall automatically drop a member from VCRCC roll.

Section B. The amount of dues shall be adopted annually in January by the Board of Directors. The Board of Directors may allow a reduced rate for families.

ARTICLE V. OFFICERS AND BOARD OF DIRECTORS

Section A. Officers. The officers of VCRCC shall be President, Vice President, Treasurer, Secretary, and General Board Members.

Section B. Board of Directors. The three officers, and two general board members shall constitute the Board of Directors.

Section C. Eligibility Requirements. All officers and directors shall be selected from regular members. Only at the discretion of the board may an officer hold more than one office at a time.

Section D. General Responsibilities of Board Members. The Board of Directors shall be responsible for VCRCC management and fulfillment of objectives. Directors must be familiar with VCRCC constitution, articles of incorporation, By- Laws, and the most recent edition of Robert's Rules of Order. Directors must submit all copies of official club correspondence to the Secretary. Directors should attend general VCRCC meetings and Board of Directors meetings.

Section E. Directors Duties.

1. **President.** The President shall be the chief executive officer of VCRCC and shall preside at meetings of VCRCC and of the Board of Directors with the right to vote. The President shall communicate such matters, suggestions and recommendations to the members and to the Board of Directors as may in his or her opinion promote the welfare and increase the usefulness of VCRCC. The President is ultimately responsible for all VCRCC activities. The President

shall appoint all committees and shall act as an ex officio member thereof, with the exception of the nominating committee. In the event an officer or director is unable to complete his or her term of office, the President shall be empowered to fill such vacancy for the remainder of the term by appointment, subject to ratification by the Board of Directors. He or she shall perform such other duties as are incident to the office of President or as may be prescribed by the Board of Directors. The President shall prepare and submit a proposed agenda of all general and Board of Directors meetings to the Secretary within three days of the said meeting.

2. Vice President. The Vice President shall work in cooperation with the President and shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice President may be delegated by the President to perform one or more of the duties of the President. In the event of the resignation of the President during his term of office, the Vice President shall thereupon become President. The Vice President shall arrange for special presentations at the general meetings. The Vice President shall serve on the Budget Committee.
3. Treasurer. The Treasurer shall be responsible for the financial records of VCRCC. The Treasurer shall keep an account of all moneys received and expended for the use of VCRCC and shall make disbursements for VCRCC. The Treasurer shall maintain the necessary banking accounts and records, shall report all financial transactions at the Board of Directors or general meeting and shall be responsible for the filing of all appropriate tax reports. The Treasurer shall chair the Budget Committee.
4. Secretary. The Secretary shall record and preserve (as described in Article XVIII section D) the minutes of the meetings of the Board of Directors. The Secretary shall conduct all correspondence assigned by the Board of Directors. The Secretary shall serve on the Budget Committee.
5. Tours & Rides Director. The Tours & Rides Director shall submit a calendar of events to the Newsletter Editor for publication every month. The Tours & Rides Director shall also organize a workshop for ride leaders and assist in coordinating Club tours. The Tours & Rides Director shall be familiar with the scheduling and policies set by owners of loaned equipment governing the use of such equipment. The Tours & Rides Director shall also be responsible for

promoting safety on all club sponsored rides, and for arranging safety programs as deemed necessary.

6. Newsletter Editor. The Newsletter Editor shall publish and distribute VCRCC newsletter each month. The Newsletter Editor shall arrange distribution of any special notices to the membership or Board of Directors.
7. Membership Director. The Membership Director shall process all membership applications and prepare a roster of members for distribution to the Board of Directors.
8. Philanthropy Director. The Philanthropy Director shall coordinate all Club participation in philanthropic events.
9. Directors at Large. Three Directors shall perform such other duties as may be assigned by the President or the Board of Directors.

Section F. Term of Office. The term of all offices shall be two calendar years unless determined to be longer at the discretion of the Board of Directors during the club developmental phase. The development phase is the first 5 years of the organization. Additional positions added will be for a term of one year.

Section G. Vacancies. The President, subject to approval of the Board of Directors, may fill any vacancy that occurs on the Board of Directors.

Section H. Compensation or Reimbursement. No Director shall be paid any compensation for any services to VCRCC, but the Board of Directors may authorize reimbursement for any expenses incurred by a Director in the performance of the duties of the office.

Section I. Removal.

1. Removal of Directors. Any Director except for a permanent Director who fails to attend two consecutive meetings of the Board of Directors without prior notice to the President shall be removed from the Board unless the Board votes not to remove the Director.
2. Grounds for Dismissal. The Board of Directors may remove a Director by a vote of 2/3 of the Directors on grounds of incapacity, failure to comply with these By-Laws, substantial failure to perform his or her duties as a Director or

any act which is found to be contrary to the objectives of VCRCC.

3. Notice. Prior to the removal of a Director, there shall be submitted to that Director a written statement of the alleged grounds for removal and the Director shall be afforded an opportunity to answer such allegations in writing and to appear before the Board of Directors.
4. Investigation. The Board of Directors may investigate the basis for recommendation of the removal of a Director as it deems necessary or appropriate in the circumstances and may appoint a special committee for the purpose.

Section J. Resignation. Any Director choosing to resign should notify the President in writing.

Section K. Non-Board Positions. The President shall appoint the following positions each year, and any other positions as deemed necessary by the Board of Directors. These positions shall report to the President and make reports to the Board as necessary.

1. Quartermaster: The Quartermaster shall be responsible for an accurate inventory of VCRCC property at all times. The Quartermaster shall also allocate the use of touring equipment, racing equipment, and other VCRCC property according to policies set by the Board of Directors. The Quartermaster shall also be responsible for maintenance of VCRCC property.

2. **Public Relations Coordinator:** The Public Relations Coordinator shall coordinate the publicity arrangements for all VCRCC events. The Public Relations Coordinator shall also monitor media coverage of bicycling- related events. The Public Relations Coordinator shall work with other bicycling organizations to represent VCRCC and keep members informed of important events.

ARTICLE VI. NOMINATIONS AND ELECTIONS

Section A. Nominating Committee. Prior to October of each year, the President shall appoint a nominating committee consisting of 3 to 5 members. No Director who is standing for re-election shall serve on the Nominating Committee. The President shall serve as an advisor to the Nominating Committee. It shall be the duty of the members of the Nominating Committee to propose a slate of Directors for the following year. Additional nominations for Directors may be received from the floor at the annual meeting.

Section B. Report of the Nominating Committee. The report of the Nominating Committee shall be made in writing to the Board of Directors at the November Board meeting. The slate shall be published in the December issue of VCRCC newsletter. The duties of the Nominating Committee shall terminate upon completion of the election.

Section C. Election. The Officers and other Directors shall be elected individually to the positions defined in Article V by a majority of the voting members present at the annual meeting.

ARTICLE VII. MEETINGS

Section A. General Meetings. General meetings shall be held monthly on a day, time and location to be selected by resolution of the Board of Directors. If the day of the regularly scheduled meeting falls on a legal holiday, that meeting shall be held on another day of that same month.

Section B. Annual Meeting. The annual meeting shall be the general meeting in December.

Section C. Board of Directors Meetings. The Board of Directors shall meet one or more times each month at a time and place designated by Board decision.

Section D. Special Meetings. Special meetings of the Board of Directors may be called by the President or by any two Directors. Notice of each special meeting shall be communicated by telephone or written notice at least one day in advance of such meeting.

Section E. Quorum for Board Meetings. A simple majority of the Directors shall constitute a quorum at any regular or special meeting of the Board of Directors.

Section F. Quorum for General Meeting; Proxy Voting. A quorum for general meetings shall consist of thirty of the voting members. No proxy voting shall be permitted.

ARTICLE VIII. BUDGET AND FINANCES

Section A. Budget. A Budget Committee composed of VCRCC officers, with the input of other Directors as needed, shall propose a budget to the Board of Directors prior to the Board's December meeting. The Board will provide a recommended budget to the Board-elect for their acceptance or modification at their January meeting.

Section B. Expenditures. No money shall be expended except in accordance with the budget as approved or amended by the Board of Directors. The Board of Directors shall authorize the disbursement of all unbudgeted funds.

Section C. Independent Review. The Board of Directors shall arrange for an independent review of the financial records at least once per year. Results of the review shall be presented at a Board meeting.

Section D. Expense Reimbursement Policy. Requests for reimbursement funds used for VCRCC expenses shall be submitted in a timely manner to the Treasurer on VCRCC's Expense Reimbursement Form. The form must be approved by a Director, preferably the Director with budget responsibility for the expense.

Section E. Credit Cards. Credit cards in the name of VCRCC shall be given to VCRCC President and Treasurer to cover legitimate Club expenses.

ARTICLE IX. COMMITTEES

Section A. Designation of Committees. The President shall have power to create a committee and to define the functions of a committee and to terminate any such committee.

Section B. Appointment of Committee Members. The President shall appoint the Chair of each committee. The Chair of the committee shall, with the approval of the Board, appoint the members of the committee.

Section C. Term of Office. Any member appointed to a committee shall serve for a term fixed by the President.

Section D. Vacancies. Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments.

Section E. Duties. Each committee shall perform the functions specifically for which it was created.

Section F. Quorum. A majority of the members of a committee shall constitute a quorum.

Section G. Reports. Committees shall make written reports to the Board of Directors at each Board of Directors meeting or at other times as requested by any member of the Board of Directors. No committee report shall be published or circulated to the members without the approval of the Board of Directors.

Section H. Expense. No committee shall incur any expense beyond its appropriation without the consent of the Board of Directors, nor shall any committee commit VCRCC to any contracts or obligations without the approval of the Board of Directors.

ARTICLE X. CONTRACTS, CHECKS AND DEPOSITS

Section A. Contracts. The President, with the approval of the Board of Directors, may enter into any contract on behalf of VCRCC which is consistent with VCRCC objectives and the policies established by the Board of Directors.

Section B. Checks. All checks shall be signed by a designated official of VCRCC and in such manner as prescribed by the Board of Directors.

Section C. Deposits. All funds of VCRCC shall be deposited in a financial institution the Board of Directors may select.

ARTICLE XI. CORPORATE SEAL

The Secretary of the Corporation shall have custody of the Seal and may affix it in all appropriate cases to all corporate documents. Failure to affix the Seal shall not affect the validity of any documents.

ARTICLE XII. FISCAL YEAR

The fiscal year shall begin on the first day of January and end on the last day of December.

ARTICLE XIII. CONDUCT OF MEETINGS

The rules contained in the most recent edition of Robert's Rules of Order shall govern VCRCC in all cases to which they are applicable and in which they are not inconsistent with the By-Laws or any special rules of order VCRCC may adopt.

ARTICLE XIV. AMENDMENTS TO THE BY-LAWS

These By-Laws may be amended or repealed and new By-Laws may be adopted by a 2/3 majority of the members present at any general membership meeting provided that notice of such proposed changes is published in the newsletter and copies of such changes are made available one month prior to the meeting at which the changes are to be submitted for a vote.

ARTICLE XV. INDEMNIFICATION

Section A. Indemnification by Corporation of Directors, Officers, Employees and Other Agents. To the extent that a person who is, or was, a Director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the Maryland Nonprofit Public Benefit Corporation Law.

Section B. Insurance for Corporate Agents. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the Maryland Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the Maryland Nonprofit Public Benefit Corporation Law.

ARTICLE XVI. CONFLICT OF INTEREST POLICY

Section A. Purpose. This policy statement is intended to protect VCRCC's interest in any transaction that could benefit the personal financial interest of a VCRCC Officer, Director, or any member with funding or policy authority.

Section B. Duty to Disclose. Any VCRCC member must disclose to the Board of Directors any potential conflict of interest where the member may financially benefit. A member may have a financial interest but no conflict of interest. The

Board will determine if a conflict does exist and take appropriate action as necessary.

Section C. Failure to Disclose. Failure to make a timely disclosure of a potential conflict of interest to the Board as required above will be considered a violation of this policy. Appropriate action, up to expulsion from VCRCC membership, may follow as determined by the Board.

Section D. Board Responsibility. Upon receiving a report of a potential or actual conflict of interest, the Board shall review all circumstances available and render a ruling by majority vote of Board members present. VCRCC President shall preside over this issue. Board members who are the subject of the conflict of interest are excluded from any Board review and deliberations.

ARTICLE XVII. WHISTLEBLOWER POLICY

Section A. Purpose. Suspected violations of Club rules, improper use of club funds or property, or questionable accounting practices, must have a means to be reported to protect VCRCC's integrity and to prevent possible retaliation for such reporting. Similarly, deliberately false or malicious allegations under this policy shall be cause for censure, up to expulsion from Club membership.

Section B. Reporting Procedure. Reports of any impropriety as described in Section A shall be made to any Director. The Director receiving such a report is responsible for forwarding it to VCRCC President. VCRCC President shall determine how to proceed with the complaint and advise Board Members of his/her action in a timely fashion. If VCRCC President is the subject of the report, the Vice President shall be assigned this responsibility.

Section C. Persons making any reports under this policy shall not suffer any retaliation from anybody under the authority of VCRCC leadership. Any retaliatory actions determined to be valid will be cause for censure against the offender.

Section D. Club officers shall also be protected from knowingly false or malicious reports under authority of this Article. VCRCC members making such reports shall be subject to appropriate censure as well.

ARTICLE XVIII. DOCUMENT RETENTION POLICY

Section A. Definition. Club documents are defined as written records produced by members in the context of VCRCC affairs. The documents can be either paper or electronic.

Section B. Purpose. Documents identified under this policy must be retained for the specified time period. Document retention is essential for historical reference, as well as source material for possible litigation.

Section C. Categories of Documents and Retention Period.

Tax returns (form 990), shall be retained for a period of six (6) years.

Financial records (i.e., Quicken data files, contracts, invoices, and reimbursement forms) shall be retained for a period of three (3) years.

Board minutes shall be retained for a period of six (6) years.

Section D. Responsibility for Compliance. Sitting Directors shall be responsible for the safe and secure maintenance of current and past records, and for the transfer of those records to their replacements, as follows:

1. Tax returns and financial records: Treasurer.
2. Board Minutes: Secretary.

ARTICLE XVIV. DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

April 2017

1. Initial version of VCRCC Bylaws created

April 2022 VCRCC Bylaws revised

September 2025 VCRCC Bylaws revised Added Code of conduct