

SCCC BYLAWS

Bylaws of the Space City Cycling Club

Incorporated in 1991

Amended May 2006

Amended April 2019

Amended August 2024

Article I

Name, Legal Status and Period of Duration

The name of the organization, as incorporated, is the JSC Bicycle Club, which does business as, and is known as the Space City Cycling Club, or SCCC. The organization shall be referred to in these bylaws as the “Club”. The Club shall be incorporated as a nonprofit corporation under the laws of the State of Texas. The period of its duration is perpetual. The fiscal year shall be the same as the calendar year and shall run from January 1 to December 31 of the same year.

Article II

Purposes and Objectives

The primary purpose of the club is to:

- *Promote the education of individuals for the development and improvement of their capabilities related to bicycling;
- *Promote and encourage bicycle safety; and
- *Participate in bicycle related activities that benefit charitable organizations.

All club purposes will be performed within the provisions of Section 501(c)(4) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal revenue law. In addition, the Club may exercise all powers conferred upon organizations formed under the Texas Nonprofit Corporation Act, Article 1396 et seq. to the extent they do not conflict with Federal tax code.

Article III

Registered Agent and Address

The registered agent and the address of the registered agent shall be selected by the Board of Directors (the “Board”). The Board is granted full power and authority to change the agent and the address from one to another. Notification of the registered agent and club address will be submitted as required to the Internal

Revenue Service and identified to club members upon request.

Article IV

Membership

Qualifications of membership

Membership is open to individuals that express an interest in the purposes of the Club. Responsibilities of club membership include:

- *Support of Club purposes.
- *Constructive contribution to Club programs and activities.
- *Timely payment of dues.
- *Adherence to club rules, including the assumption of safe riding behavior.
- *Recognition of personal responsibility by signing the membership application, which releases the club from liabilities associated with bicycling. Any person under the age of eighteen (18) years must also submit a membership application signed by a parent or guardian.

Waiver of Liability

Members acknowledge that bicycling may be a dangerous sport with accidents that could result in personal injuries. All members and non-members participating in group rides accept the inherent dangers involved in Club rides. By their participation, it is understood that they release each other and the Club from any liability for personal injuries or property damage that may occur due to acts of negligence by other riders which may directly or indirectly be the cause of an accident.

Termination of Membership.

Membership may be terminated for just cause. Membership in the Club shall terminate in any of the following circumstances:

- *When a member voluntarily resigns by means of a written notification to the Board of Directors.
- *When a member fails to comply with his/her financial obligations by not paying membership dues. The Treasurer shall duly notify both the member in question and the Board of Directors of any failure to comply with this obligation.
- *When, on the basis of member misconduct that prejudices the interests of the Club or that is unethical, expulsion can be enacted by a unanimous vote of the

disinterested members of the Board of Directors. Any conduct inconsistent with these standards may be reason for non-renewal of membership in this Club.

Membership Dues

Annual membership dues and any other fees shall be established by the Board and collected by the Treasurer. Dues must be paid by January 31st of any given calendar year. If dues are not paid prior to this date, membership will no longer be in effect for that calendar year until the member's dues are paid in full. Should a member terminate membership for any reason, the member will not be relieved of responsibility for dues through the end of the membership period, and as such will not be entitled to a rebate or refund of pro rata or other share of dues or other assets of the Club.

Honorary Memberships

Honorary Membership to the Club may be awarded by the Board to any member, former member or person related to the sport for recognition of service, commitment, and support of cycling. Upon request, Past Presidents of the Club will be awarded Honorary Memberships for a period not to exceed two years after completion of their presidency.

Voting Privileges

Each member in good standing is entitled to one vote. However, Honorary members do not have voting privileges.

Privacy Policy

The Club respects the privacy of all members. The Board of Directors will make every effort to ensure personal information is not released to anyone or any group outside of the Club without justification to and by the Board of Directors.

Membership Roster

The Club shall maintain a register of members which shall include full name, social media name, date of birth, email address, mailing address, and phone number. This will constitute the roster and mailing list of the Club. For Club notifications and for immediate access in case of emergency, only the following people will have access to this information: President, Vice-President, Treasurer, Secretary and Communications Chair.

Article V

Meetings

Regular meetings of the Club shall be held quarterly [March, June, September, December] (at a minimum) at a place, date and time set by a standing rule from the Board, unless otherwise ordered by the Board and announced to the membership at the Saturday and Sunday club rides preceding the meeting.

The following items must be voted on at a General Membership Meetings:

- *Consideration of motions to remove an Officer or Director.
- *Amendment of the bylaws
- *Approval of un-budgeted expenditures exceeding 10% of the Club's annual gross income.

Detailed notice [written or electronic] must be provided to all members at least seven days prior to the meeting, and the motion must receive a two-thirds vote in order to pass.

For any policies and procedures established by the Board of Directors, The Club may overrule the Board by a majority vote.

Special meetings may be called by the President, a majority of the Board, or one-tenth of the voting members, with the meeting limited to discussion of matters stated in the call. Such meetings may occur in person, or using electronic means.

Board meetings may be called as needed. Meetings will occur at a place, date and time set by the Board. The Board of Directors present shall contribute to the quorum for the transaction of business. Quorum shall consist of 60% of the Board. To pass, motions require a majority vote of those present.

Quorum

For Board of Director's meetings, the Board of Directors present (physically or electronically) shall contribute to the quorum for the transaction of business. Quorum shall consist of 60% of the Board. For General Membership meetings, all Club members present shall contribute to the quorum for the transaction of business. Quorum shall consist of 5% of the membership.

Article VI

Board of Directors

General Powers and Duties:

- *The Board shall have final responsibility for the overall management of the Club.
- *The Board may delegate its responsibilities to others as provided in these bylaws or by resolution of the board.
- *The Club will indemnify to directors, officers, and/or staff members for

reasonable expenses and costs incurred by any such individual in connection with any claim asserted against such a person, by action in court or otherwise, by virtue of the position held as a director, officer or staff member of the Club as long as they were acting within the scope of their duties.

*Former Board members and officers shall be indemnified for a period not to exceed three years after their term of office ends.

No indemnification will be provided for individuals who commit fraud, embezzlement or other criminal acts. Except, as noted above, no financial compensation will be paid to any Board member for services provided in their capacity as a Board member. Board members must disclose to the rest of the Board any potential conflict of interest and abstain from any vote concerning such potential conflict.

Election of Officers

Elections for new club officers shall occur during the third quarter of each year. Elections may be held electronically. Upon election, newly elected officers will be expected to attend Board meetings and work with the officer he/she is replacing to learn and understand established procedures for that office.

Composition

The Board of Directors of the Club will be made up of the Elected Officers, Volunteer/Appointed positions and Honorary, at-large positions. Directors must be members in good standing and at least 18 years old. The Directors shall serve one-year renewable terms, from January 1 to December 31 of the year following their election. Service in any one director position will be limited to no more than four years, excepting as noted below for Elections where no club member runs for an Elected Position. The Elected Positions will include: President, Vice-President, Secretary and Treasurer, who will compose the Executive Board. The Appointed Directors will be the Chairs of Standing Committees. The Club may also elect Alternate Directors to be available to replace vacancies on the Board.

Vacancies occurring by the death, resignation, transfer to a different Officer or Director position, or inability to serve as a Board member shall be filled by the Board for the unexpired term of the vacancy. Candidates may be recruited from other Board members, Alternate Directors, or any member in good standing.

If no club member runs for a specific Elected Position, then the Board may select another Board member, Alternate Director, or any member in good standing for the Elected Position that had no candidate. The Board may select the incumbent club member who was prevented from running for the Elected Position due to the four year limit specified previously, with the incumbent club member in the Elected Position being recused from participating in the selection.

Resignation of a Board member must be made in writing to the Executive Committee one month before the resignation is effective.

After a seven-day notice of intent to remove a Director, the Club membership should vote on such action (voting may be electronic). To be successful, a quorum must be present and the action must pass by a two-thirds vote of the members.

Selection of a replacement Board member (for the remainder of the term) shall be by a majority vote of the Board.

Article VII

Executive Committee

The Executive Committee consists of the four elected officers—President, Vice-President, Secretary and Treasurer.

General Powers

President:

- *Preside at Club and Board meetings.
- *Be subject to direction and supervision of the Board.
- *Be responsible for the execution of the policies and programs of the Board and for the administration of the affairs of the Club.
- *Be responsible for creating standing and *ad hoc* committees necessary to assist with short term Club needs/problems (Committee chair and membership shall be determined by the Board of Directors.).
- *Have the right to serve on or chair any committee except the nominating committee.

Vice president

- *Assist president in carrying out Club responsibilities.
- *Serve in the president's absence.
- *Coordinate monthly meeting programs and secure monthly meeting site.

Secretary

- *Take minutes at Club and Board meetings.
- *Keep updated membership list.
- *Be responsible for other Club records as required (eg: Challenges).
- *Issue general notices and announcements.

Treasurer

- *Keep and prepare all Club financial records and transactions.
- *Make periodic reports to Club membership.
- *Bill and collect Club dues and other fees as set by the Board.
- *Disburse funds approved by budget, the Board, or the Club.
- *Ensure that all tax forms and additional information to meet IRS requirements are properly submitted in a timely manner.

Term, removal, resignation of and election of officers

All officers shall be subject to the same terms and procedures as other Directors.

Article VIII

Committees

Structure, Types

The powers, duties and responsibilities of committees shall be fixed by the Board and posted and made available to membership. Committee members must be Club members in good standing. They may self-nominate, be nominated by the Executive Committee on advice of the committee chair and should be approved by the Board of Directors. Committee members shall serve for one (1) year or until their successors have been appointed and qualified or until dissolution of the committee.

General powers and duties, authority

Standing committees of the Club shall carry on the program and business of the Club. Such committees may include, but are not limited to, the following:

- *Nominations.
- *Communications/Media.
- *Safety.
- *Special Events and Challenges.
- *Community Involvement.

Article IX

Amendments to the ByLaws

The bylaws may be amended at any meeting of the Club by a two-thirds vote of the attending members, provided that the proposed amendment shall have been provided to the membership at least seven days prior to the time of voting.

Article X

Dissolution of the Club

Should the Club no longer be a viable entity, the Club shall be dissolved in accordance with the provisions of these bylaws. In the event of dissolution, a dissolution committee shall be constituted, and the funds remaining after the

Club's debts have been paid shall be donated either to a foundation or to a local not-for-profit entity chosen and approved by the Dissolution Committee.

Amended April 2019