

Cleveland Touring Club LLC By-Laws

ARTICLE I - NAME

In this by-law and in all other by-laws of The Cleveland Touring Club, LLC, hereafter passed, unless the context otherwise specifies or requires:

- a. "Corporation" means the Cleveland Touring Club, LLC, doing business as the Cleveland Touring Club or the CTC, hereinafter referred to as the "Club."
- b. "Council" means the Leadership Council of the Corporation,
- c. "Council Member" means an elected or appointed member of the Leadership Council,
- d. "Officer" means a member of the Corporation given certain duties and may, but need not be a member of the Council (Treasurer, Secretary, Event Director, Membership Director, Web Director),
- e. "Member" means a person who has been granted membership to participate in the year-round activities of the Corporation,
- f. The singular shall include the plural and the plural the singular,
- g. The masculine shall include the feminine and the feminine shall include the masculine.

ARTICLE II - FORMATION AND MISSION STATEMENT

The Members hereby form Cleveland Touring Club, LLC as a limited liability company pursuant to the Act in accordance with the Articles of Organization filed with the Ohio Secretary of State.

These By-Laws, including any provisions of the Code incorporated herein by reference, shall be the sole agreement of the Members with respect to the operation of the Corporation, and shall become effective upon the filing of the Articles of Organization with the Secretary.

The name of the Corporation shall be Cleveland Touring Club, LLC, and the business of the Corporation shall be conducted under that name.

Mission Statement:

The Cleveland Touring Club strives to promote the general interest in recreational cycling including;

- a. Support recreational cycling for the physical and social benefits of its members.
- b. Promote education of essential cycling skills with a focus on safety to the membership including maintenance and on-the-road repairs.
- c. Promote safe use of the bicycle for all ages and skill levels as Club resources are available.
- d. Support advocacy groups as they promote cycling education to the motorist, the cyclist, and the general public as Club resources are available.
- e. Support other bicycling-focused organizations and activities as Club resources are available.

The existence of the Corporation shall commence on the date its Articles of Organization are filed with the Secretary, and the Corporation shall continue in existence until terminated as provided in Article X of this Agreement.

ARTICLE III - MEMBERSHIP AND DUES

Membership: The Club shall maintain a non-discriminatory admissions policy with membership available to all without regard to race, color, national origin, religion, sex, age, sexual orientation or disability. Membership is open to anyone who pays dues, agrees to abide by the rules set forth in the By-Laws and signs the Club Membership Application.

a. **Individual membership** shall be an individual age 18 and above or youth ages 11-17, with approval of legal guardian

b. **Family membership** shall apply to all persons living in a residential dwelling who sign a Club Membership Application (legal guardian signs for youth ages 11-17). There will be no age limits, but at least one parent or adult sponsor must accompany cyclists under the age of 11 on all rides and tours.

The benefits of membership shall apply to all adult members age 18 and over, including residential dwelling family members, and include access to the secure Club website; the right to vote on all issues subject to membership approval as provided for herein; and to participate in all Club programs and activities.

No Member shall sell or otherwise transfer all or any part of such Member's Membership Interest.

Membership may be terminated at any time for good cause as determined by a 2/3 vote of censure by the Council. Written notice of termination of membership shall be forwarded by the Secretary to the former member by E-mail or certified mail within 10 days of the action of the Council. Within 10 days of receipt of such notice any member whose membership has been terminated may appeal by advising the Secretary, or other authorized council member/officer by return E-mail or certified mail of his/her protest of the termination and the Secretary, or authorized council member/officer shall place on the agenda of the next Council meeting to be held at least 30 days from the filing of the protest, the issue of restoration of membership. Membership shall be restored upon majority vote of the Council at the meeting, provided a quorum is present.

Membership Dues: Members shall pay dues in an amount determined by the membership at the Annual Meeting. Yearly membership dues shall be presented by the Council at the Annual Meeting. Any proposed changes shall be voted on by a quorum of membership in attendance or by electronic ballot, and approved through a simple majority vote. Dues shall be payable annually by April 1.

Membership shall be suspended for failure to renew if annual dues have not been received within 30 days of April 1 for the current membership year, but promptly reinstated retroactively to April 1 date upon payment of annual membership dues.

The period of all memberships shall be April 1 of current year to March 31 of the following year.

ARTICLE IV — MEETINGS AND VOTING

Meetings:

- **Notice of Meetings:** Notice of meetings will be given on the Club website, a calendar of events or at a membership meeting.
- **Annual Meeting:** The annual meeting of the membership shall be held in January for the purpose of communicating to the membership reports of the Council, Committees and Officers and such business as shall be necessary. Notice of the Annual Meeting shall be published on the website at least fifteen (15) days prior to the meeting.
- **Council Meetings:** There shall be a meeting of the Council members each month as needed, as determined by the Council, in order to conduct Club business. Council meetings may be held on other occasions when deemed necessary. Council meetings can be conducted either in person or through a telephone conference with the same requirements for a quorum and voting rules as outlined below. Any member may attend these meetings but only the Council Members may vote. Notice of the Council regular meetings shall be published on the club website at least five (5) days prior to the meeting. Special meetings can be called as necessary, with minutes posted as soon as possible after.

Conduct of Meetings

Rules: Club meetings will be conducted according to *Robert's Rules of Order, Newly Revised* if requested by an attending club member.

Quorum:

- Council Meetings: A quorum is four (4) when the Council consists of five (5) or six (6) members and five (5) when the Council consists of seven (7) members.
- Member meetings: A quorum for membership meetings shall be 10% of the total membership as recorded by the secretary on the date of meeting notification

Voting:

- a. Qualifications: Those members of the Club qualified to vote at membership meetings and elections shall be Individual Members or those included in a Family Membership who are adults, 18 years of age or older. A list of members in good standing shall be maintained by the Membership Director. Such list, as recorded ten (10) days prior to any general or special membership meeting or vote, shall be the list of eligible voters for that meeting or vote.
- b. Voting Outcomes: All voting actions by the membership will carry by majority vote, a quorum being represented; exception being "written actions in lieu of meeting" as specified below. Only those qualified to vote may vote.
- c. Election of Council Members shall be by ballot only, with the results being decided by a simple majority of all votes returned, a quorum being represented. When the number of nominees exceeds the number of Council vacancies, those with the highest rank of majority votes will be considered elected to the Council.
 - i. If the membership has not elected a nominee by the criteria set forth here and vacant Council position(s) remain, the vacant position can be either left vacant per a 2/3 vote of the existing Council (ensuring a minimum of five (5) Council members), OR the existing Council can charge a Nominations Committee to develop an additional slate of eligible candidates for subsequent vote.
 - ii. The Council shall only appoint Council members when a Council vacancy is made by the resignation or termination of an elected Council position or as necessary to maintain the minimum of five (5) Council members between annual elections. The term of an appointed Council member will be until the

next election or longer if deemed necessary by the Council to intentionally maintain continuity (e.g. turnover of Council members of no more than half +/- one of the existing five, six, or seven Council members per year).

- d. Electronic voting (e-mail voting) can be used by the Council to handle decisions that cannot wait for the next scheduled Council meeting. Electronic voting can be initiated by any Council member with a full explanation of the issue sent to all Council members in an e-mail. Council Members have seven (7) calendar days to respond with either a Yes or No vote, or a "Needs more discussion" response. After four (4) days, a follow-up e-mail will be sent to the Council Members. After the voting deadline, a "No Response" will be counted as a "Yes" vote and two-thirds of the acting Council is required to vote "Yes" for the issue to pass. If any "Needs more discussion" responses are received, the issue will be placed on hold and addressed at the next Council meeting. Results of such actions will be included in the next Council meeting minutes.

Written Action in Lieu of Meeting: In lieu of holding a meeting, the Members may vote or otherwise take action by a written instrument indicating acceptance by a majority of eligible adult members upon the date of such written action.

ARTICLE V - COUNCIL MEMBERS & OFFICERS

The **Council** shall collectively be the Club's executive staff with responsibility for the overall direction of the Club's activities, for maintaining the quality of all programs and for ensuring that the membership's aspirations for the Club are attained. The Council will establish a schedule and rotate responsibilities for leading the monthly Council Meetings and selecting a representative from the Council to preside at all Club meetings.

Council Membership: The Council will consist of a minimum of five (5) and a maximum of seven (7) members, each with equal responsibilities and voting power. The Council members must be Club members in good standing and elected (or as deemed necessary, appointed) as determined by the procedure outlined under voting in Article IV. The term of all Council Members shall be for two (2) years beginning on the day election results are ratified and ending upon ratification of elected successors. There is no limit to the number of consecutive terms a Council member may hold if reelected.

Any Council Member may be removed by 2/3 vote of the acting Council at any Council meeting at which a quorum is present. The reasons for removal must be communicated to the individual prior to the Council vote and the opportunity provided for the affected Council member to discuss the reasons before the Council. Reasons for removal would include any actions on the part of the individual that the Council believes are unethical or that would adversely affect the Club, or the failure to perform the duties of the position.

Any Council position vacated prior to the end of the Council position term shall be filled by the procedure outlined in Article IV, Voting.

Council Roles and Responsibilities:

- Develop strategic plan for supporting the desires of the Membership;
- Make fiscal decisions on behalf of the Club;
- Provide transparency in all accounting and monetary decisions;
- Maintain open communication with the membership on all Club related activities;
- Act in a way that fosters trust in the Leadership;
- Ensure that essential processes are in place to manage the Club (insurance, website);
- Ensure compliance with all Local, state and federal regulations;
- Appoint club officers;

- Establish standing committees as deemed necessary, providing explicit charges and timelines and ensure the committee's charges are completed
- Make decisions related to the sustainability of Sunday in June;
- Promote safety in all Club activities;
- Attend all Council and Membership meetings, barring significant conflict or personal safety that precludes attendance

Club Officers:

The Council may also authorize the following officers; Secretary, Treasurer, Membership Director, Event Director and Web Director. New officers may be created by the Council at its discretion and appropriate notice may be published on the website. The officers must be Club members in good standing, be appointed by the Council, and do not have voting power on Council decisions (unless also a Council member). An officer's term is unlimited and at the discretion of the Council (unless the individual resigns the position).

a. The Sunday in June (SIJ) **Event Director** shall be responsible for preparing a SIJ budget for approval by the Council, managing all aspects of Sunday In June including overall planning, establishing and coordinating sub teams, negotiating with suppliers, and establishing contracts for this event. The Director's specific duties shall include managing expenses within the Council's pre-approved SIJ budget, authorizing payments in support of the event, and reporting results to the Council.

b. The **Membership Director** will be responsible for management and control of the member database and the membership directory. The Director's specific duties shall include maintaining the official membership roster, managing the database for data integrity and back-up, and providing summary details to the Council and Treasurer.

c. The **Website Director** will be responsible for managing and controlling the Club website under the Council's overall direction, coordinating activities with other functions within the Club that require access to the site, including; Treasurer for financial reporting, Ride Leaders for blogs and route maps, Members for access to general Club information. The Director's specific duties shall include management of the on-line payment process, administration and security of the website.

d. The **Secretary** shall keep a full and complete record of the proceedings of all meetings of the Club, and shall preserve all documents, correspondence, reports and communications of the Club. The Secretary's specific duties shall include summarizing meeting minutes for approval and timely publication on the Club website; giving all notices required by law or these By-Laws; and maintaining an online repository of these By-Laws and any amendments thereto.

e. The **Treasurer** shall be the chief financial officer of the Club and shall be responsible for the security of the Club's funds and other assets. The Treasurer's specific duties shall include receiving, depositing, accounting for and disbursing all Club funds, or authorizing others to do so, as provided for by these By-Laws and the Council; maintaining all financial records; making all legally-required filings; presenting a brief financial report at each Council meeting and the Annual Membership Meeting; and filing with the Council a written Annual Financial Report for each fiscal year outlining the financial condition of the Club and summarizing the previous year's transactions and events, said Annual Financial Report to be published on the Members secured portion of the Club website.

- f. **Member-Events Director(s)** shall be club members in good standing and shall manage expenses within pre-approved Council budgets in support of member-directed events (e.g. Annual picnic; holiday gathering; ride leader special events) authorizing payments in support of the event and reporting results to the Council. Each event can be audited by a member of the Council or its appointee.

ARTICLE VI - FINANCES

The Council shall establish an annual operating budget based on a fiscal year beginning January 1st. The financial records of the Club shall be audited once a year, as directed by the Council, and an annual financial statement shall be published on the Members secured portion of the Club website. Tax documents will be filed in accordance with Government requirements.

Spending authority levels

- a. The Council shall approve a Sunday in June budget as presented by the SIJ Events Director in advance of the Treasurer issuing disbursement of funds in support of the annual event. All budget items must be relevant to the conduct of the event itself.
- b. Beyond the approved SIJ budget:
 - i. The Council shall not make expenditures or commit the Club's assets for any reason including capital investment or projects exceeding \$2000 to a single entity within a calendar year without the approval of the membership at a membership meeting. Donations are addressed in Article VII Donations.
 - ii. Expenditures over \$1,000 must be pre-approved by a majority vote of the Council
 - iii. Expenditures between \$200 and \$1,000 must be authorized by a Council member in writing to the Treasurer
- c. Expenses under \$200 can be sent directly to the Treasurer for reimbursement if within the pre-approved annual budget. Reimbursement will be issued by the Treasurer upon submission of acceptable documentation of the expense (cash register receipt, visa charge slip or e-mail authorization).
- d. Expenses will be reimbursed for activities that benefit the general membership of the club where proper notice is provided to allow for all members to participate. The Council has the responsibility and authority to determine if an activity meets these requirements.
- e. Member-Event Director(s) is (are) responsible to manage the Council approved Event(s) budget and provide a summary of expenses to the Council. Each event can be audited by a representative appointed by the Council.

ARTICLE VII - DONATIONS

While the purpose of the Club is not to be a charitable organization, when the treasury allows, consideration may be given to provide financial support to local, national and/or international bicycling-related causes in keeping with the spirit of the Club's mission. It will be the responsibility of the Council to solicit the Membership to recommend non-profit organizations and entities whose operating principals are consistent with the Mission Statement of the Club, and to authorize the Treasurer to make payments in the recommended amounts. These commitments for contributions cannot extend beyond the current calendar year.

- a. Council will post on the Club's website a preliminary list of donation recipients for membership review.

- b. Membership will be provided 30 days to review the Council's proposed list of recipients and donation amounts and to give Council its input and recommendations.
- c. After 30 days, the Council will provide to membership a final list of donation recipients and amounts to be donated. The membership will be asked to vote to approve the funding of recipients through a simple majority vote; a quorum of votes being cast
- d. Donations over \$1000.00 or \$1000.00 per calendar year to a single recipient must be approved by a majority vote of the membership; a quorum of votes being cast
- e. Council can approve, through a two-thirds (2/3) vote, donations in the amount up to \$1000.00 without prior voting approval of membership.

ARTICLE VIII - STANDING COMMITTEES

With the approval of the Council, Standing Committees and Project Groups shall be established and maintained. One or more Council Member(s) will be identified and noted in Council minutes to be accountable for the Committee fulfilling its duties.

An **Audit Committee** may be established by the Council, or an auditor retained which will be independent of the Treasurer, to examine annually the financial records of the Club. The Audit Committee shall assist the Treasurer in the preparation of the Annual Financial Report.

Preparatory to an election for Council membership, a **Nominating Committee**, whose Chair shall be appointed by the Council, who shall in turn select a minimum of three (3) additional members to serve on the Committee, shall identify interested candidates and prepare a slate consisting of one or more candidates for each Council vacancy for presentation at the Annual Meeting. Current Council members may not serve on the committee and members of the nominating committee may not be candidates for election. The Chair of the Nominating Committee shall ensure that the slate of candidates and the Candidates' statements are published to the membership for at least fifteen (15) days and throughout the voting period and will be responsible for coordinating and overseeing the voting. Election results will be reported to the existing Council for ratification and newly elected Council members will begin their term at the first Council meeting following the election.

As deemed necessary (by the Council or by a motion which is passed by the membership at its annual meeting), a **By-Laws Committee**, whose membership is appointed by the Council, shall review the Club By-Laws and determine whether they merit revision in guiding the operation of the Club. If it is determined by this committee that amended By-Laws are in order, the Committee will recommend revisions to the membership. The membership will be given notice of the draft amendment and provided time to review and provide commentary of not less than two weeks (14 days). At the end of the review period; a proposed amended By-Law will then be presented to the membership for adoption for a period of not less than five(5) days. Adoption requires a simple majority vote; a quorum being represented.

ARTICLE IX - DISTRIBUTIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its Council, Officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Mission of the Corporation.

ARTICLE X - DISSOLUTION

In order to dissolve the corporation a vote must be approved by the Membership. Upon dissolution of the corporation, the Council, after paying all liabilities of the corporation, shall transfer the assets of the corporation to local, national and/or international bicycling related causes in keeping with the spirit of the Club's mission statement.

ARTICLE XI - AMENDMENTS

These By-Laws may be amended by majority vote of the Members present at the Annual Meeting (a quorum being present), by special ballot vote or by a written action in lieu of meeting by Members (as stipulated in Article IV last paragraph). All amendments will be published in the By-Laws section of the Club website.

Document Version Control:

Date:	Version Status:	Description:	Action By:
01-Jan-15	Revision 1	Amendment for Member Approval of ADOPTED CTC LLC By-Laws of 27-Jan-14	Julie Maurey Matt Sobel
17-Apr-15	Revision 2	Amendment for Member Approval of 01-Jan-15 revision	Julie Maurey Matt Sobel
03-May-15	ADOPTED	Adopted version of CTC LLC By-Laws	Member and LC Vote