

Constitution of the Major Taylor Cycling Club Chicago

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1. Name

- 1.1. Major Taylor Cycling Club Chicago, also dba Major Taylor Chicago

2. Goals

- 2.1. The goal of the Club shall be to promote, develop and foster the sport of cycling at all levels. In furtherance of the said goal but not otherwise the Club may
 - 2.1.1. promote and hold, either alone or jointly with others, cycle events;
 - 2.1.2. offer, give or contribute towards prizes, medals, and awards for cycle events promoted and held by the Club;
 - 2.1.3. apply for grants from appropriate entities for the development of the sport of cycling;
 - 2.1.4. establish and promote, or assist any other association or entity having goals similar to those of the Club;
 - 2.1.5. collect and disseminate information on all matters relating to the sport of cycling, and exchange such information with other bodies having similar objects, whether in Chicago, IL or elsewhere;
 - 2.1.6. buy, sell, and supply goods and services for the purposes of the Club;
 - 2.1.7. raise funds and invite and receive contributions from any person or persons whatsoever by way of memberships and otherwise PROVIDED THAT the Club shall not undertake permanent trading activities in raising funds for the said goals;
 - 2.1.8. do all such other lawful things as are necessary for the attainment of the said goals.
- 2.2. The Club is non-denominational and non-political.

3. Mission

- 3.1. The Mission of the Major Taylor Cycling Club Chicago (MTC3) is to promote good health by supporting recreational, and social cycling activities in the community.

Our membership is open to all, regardless of race, creed, or skill level. We are dedicated to safe and enjoyable cycling, with rides offered for all ages and abilities.

We do this with inspiration from our namesake, Marshall “Major Taylor” who in 1899, became the 1st African American world Champion in cycling.

4. Affiliation

- 4.1. The Club shall be affiliated with The Major Taylor Association of Worcester MA.

5. Membership

5.1. Overview

Membership is open to individuals, families, or businesses. Membership implies agreement of the Club's mission statement and the Bylaws of the Club.

5.2. Classes of Membership:

- 5.2.1. Individual Adult - a person 18 years of age or over.
- 5.2.2. Individual youth - a person under 18 whose application must be sponsored by a parent or guardian.
- 5.2.3. Family - includes one or more adults and their children under 18.
- 5.2.4. Lifetime - A person 18 years of age or over that pays the lifetime membership fee established by the executive board. Lifetime membership does not expire.

5.3. Dues

- 5.3.1. Annual dues are due on January 1 of each year.
- 5.3.2. The membership year shall run annually from January 1 to December 31 of that year. A member is defined as someone who is current in their annual dues. Current is defined as no more than 30 days delinquent after annual dues are due. The amount of dues shall be adopted annually in November by the Board of Directors.
- 5.3.3. The amount of membership dues shall be determined by the elected officers and shall be due before the expiration of the calendar year. Any new members between September 1 and December 31 shall be entitled to membership through December 31st of the following year. There will be no proration for partial years.
- 5.3.4. Honorary membership, for individuals who have made significant contributions to the Club or to the sport, may be conferred by two-thirds majority of those present at the Annual General Meeting. Honorary members will be non-voting members.

6. Club Year

- 6.1. The Club's year shall be the calendar year: January 1 to December 31.

7. The Board of Directors:

7.1. Overview

- 7.1.1. The Club shall be managed by its Board of Directors ("Board").
- 7.1.2. The elected officers of the Club shall constitute the Board of Directors.
- 7.1.3. There shall be at least five but not more than eleven directors. The exact number shall be determined by the incumbent Board of Directors for each succeeding year.
- 7.1.4. The Board of Directors shall hold regular meetings at a time, place, and frequency to be determined by the Board. A simple majority of the Board shall constitute a quorum for the transaction of business.
- 7.1.5. The act of a majority of the directors present, if there is a quorum, shall be

the act of the Board of Directors.

- 7.1.6. Directors shall not receive salaries for their services, but the Board of Directors may authorize reimbursement for any expenses incurred by a Director in the performance of the duties of the office. A director may serve the corporation in any other capacity and receive compensation therefore.
- 7.1.7. Business meetings of the Board shall be conducted according to Robert's Rules of Order, or as may be amended by the Board. Motions shall be recorded by the secretary and read back to the Board prior to voting.

7.2. Powers of the Board of Directors:

- 7.2.1. Shall manage the business affairs of the Club;
- 7.2.2. Shall exercise all such functions as may be exercised by the Club other than those functions that are required by these rules to be exercised by the Club in a general meeting;
- 7.2.3. Has the power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Club
- 7.2.4. Shall have power to create and wind up sub-committees as required
- 7.2.5. Shall have power to appoint up to three further members to the Board as required for a term not to exceed one year, with the approval of the Board..
- 7.2.6. The Board shall hold no less than five meetings per year.

7.3. Composition of the Executive Board:

- 7.3.1. The Committee shall be comprised of the Officers of the Club
- 7.3.2. The Committee shall comply with the provisions of this Constitution, any ratified constitutional amendments, and rules ratified by the Members of the Club.
- 7.3.3. An Officer may not hold more than one Board office at the same time.
- 7.3.4. An officer's elected term shall be 2 years.
- 7.3.5. The offices of Chairperson/President and Secretary shall be voted on in odd numbered calendar years (Example: in the election held in November 2021 the Chairperson/President and Secretary offices are elected).
- 7.3.6. The offices of Club Captain, Treasurer and Membership Manager shall be elected in even numbered calendar years.
- 7.3.7. The Club shall have the following Officers:

7.3.7.1. Chairperson/President

- 7.3.7.1.1. The Chairperson shall be the Club's chief executive who shall be responsible 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. Among the President's specific duties shall be to preside at all Club and Executive Board meetings. The

Chairperson shall be one of the three signatories (any two required to sign) on the Club's bank account(s). The Chairperson will normally not be a voting officer; however, in the event of an equality of votes, the Chairperson shall cast the deciding vote.

7.3.7.2. Club Captain

7.3.7.2.1. The Club Captain is responsible for planning and supervising club rides, and for promoting the safety of all members, while engaged in Club rides. He/She shall coordinate posting all rides submitted to him/her on the website, and other Social media and to the newsletter editor each month. The Club Captain shall also organize workshops for ride leaders and assist in developing club ride routes.

7.3.7.2.2. He/She shall fulfill the duties of the President should the President be unable to do so.

7.3.7.3. Secretary

7.3.7.3.1. The Secretary shall keep a full and complete record of the proceedings of all meetings of the Club, and the Board and shall preserve all documents, correspondence, reports and communications of the Club. Among his/her specific duties shall include summarizing meeting minutes for publication in the Newsletter; giving all notices required by law or these Bylaws; and maintaining these Bylaws and any amendments thereto. The Secretary shall be one of the three signatories (any two can sign) on the Club's bank account(s). The Secretary is also responsible for public communication.

7.3.7.4. Treasurer

7.3.7.4.1. 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 (Other assets include club property such as AV equipment, canopies, chairs, storage containers, trailer, merchandise inventory etc) Among his/her specific duties shall include receiving, depositing, accounting for and disbursing all Club funds, or authorizing others to do so; creating the annual club budget as provided for by these Bylaws and the Executive Board; maintaining all financial records; making all legally-required filings; presenting a brief financial report at each Executive Board & Club meeting; and filing with the Executive Committee 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. The Annual Financial Report is to be published in the Newsletter prior to the annual meeting. He/she will chair the finance committee, if needed; the Treasurer shall be one of the three signatories (any two to sign) on the Club's bank account(s)

7.3.7.5. Membership Manager,

7.3.7.5.1. Is responsible for developing a membership strategy, maintaining a current membership list, and other duties as identified by the Executive Committee. Must hold at least 5 committee meetings per year.

7.4. Term of appointment

7.4.1. Each Officer of the Club shall hold office for two calendar years, and is eligible for re-election. At each annual meeting of the membership, officers are elected as stated in section 7.3.5 above. If no member volunteers, or is nominated to run for any office due for election, the incumbent remains in office for another term, and elections for the office are not required.

7.5. Election of Board Members

- 7.5.1. Any Member in good standing for at least two (2) consecutive years may be nominated (or may nominate themselves, either in person or in writing), for election as an Officer or Elected Board Member.
- 7.5.2. The ballot for the election of Officers and Elected Board Members shall be conducted at the Annual General Meeting in such manner as the Board may direct.

7.6. Vacancies

- 7.6.1. The President, subject to approval of the Board of Directors, may fill any vacancy that occurs on the Board of Directors for the remaining term of the vacancy
- 7.6.2. Removal of Board Members
In order to remove any Board members from office, an Extraordinary General Meeting shall be called.
- 7.6.3. A proposal to remove the Board Member shall be put forward, in writing, by a member duly qualified to vote at that meeting.
- 7.6.4. Notice shall be served on the said Board member in writing, stating the date, time, and place of the Extraordinary General Meeting, the proposal and the grounds on which the proposal for removal is based, and informing the Board Member that they may attend and speak at the Extraordinary General Meeting, and may also make written submission.
- 7.6.5. Once due consideration of the matter has been given, the proposal for removal of the Board member shall be put to a vote. A two-thirds majority of those present at the Extraordinary General Meeting is required to remove the Board Member from office.

7.7. Additional Board Positions -

- 7.7.1. The President/Chair shall nominate the following additional voting Board positions. The Board must approve each nominee with a simple majority vote. The appointed voting Board members can vote on all Club business with the exception of President/Chair nominees.
 - 7.7.1.1. Public Relations Coordinator: The public relations coordinator shall coordinate the publicity arrangements for all Club events. The Public Relations Coordinator (PRC) shall also monitor media coverage of bicycling-related events. The Public Relations Coordinator shall work with other bicycling organizations to represent the Club and keep members informed of important events. He/She will chair the Marketing and Communications Committee and report to the Board. The PRC must hold at least 5 committee meetings per year.
 - 7.7.1.2. Community Service Coordinator: The Community Service Coordinator (CSC) shall chair the Community Relations Committee and make arrangements for service opportunities for members throughout the year. Must hold at least 5 committee meetings per

year.

- 7.7.1.3. **Advocacy Coordinator:** Responsible for ensuring Major Taylor Cycling Club Chicago stays engaged in cycling advocacy locally, regionally, and nationally. Reports to the Board and chairs the Cycling Advocacy Committee.
- 7.7.1.4. **Events Manager:** Responsible for coordinating all non-cycling social events. Responsible for creating an Events Committee. Must hold at least 5 committee meetings per year.

7.8. Indemnification

- 7.8.1. All Officers, Directors or other duly elected persons of the Club, their heirs, executors, families, and administrators shall be indemnified by the Club against all cost, expenses, and amounts or liability therefore, reasonably incurred by. or imposed on them. in connection with any action, suit, proceeding, or claim to which they may be made a party or become involved by reason of an act of omissions or commission of their duties.

8. Meetings and Voting

- 8.1.1. Annual Meeting: The annual Meeting of the membership shall be held for the purpose of installation of new Board Members, if needed, approval of the budget, reports of committees and retiring Officers, and such business as shall be necessary. It will be held in November of each year.
- 8.1.2. Monthly Meetings: There shall be a meeting of the members every other month if possible.
- 8.1.3. Special Meetings: Special Meetings of the members may be called by a majority of the Board. The object of the special meeting shall be stated in the notice and no other business transacted.
- 8.1.4. Board Meetings: Meetings of the Board shall be held once each month, if possible. It shall be the duty of the Officers and Directors to attend these meetings. Board Meetings may be held on other occasions when the President deems it necessary. Any member may attend these meetings but only the Board members may vote. Upon direction of the presiding individual, any person not an Officer or Director may be excluded from the deliberations when deemed necessary.
- 8.1.5. Notice of Meetings: Notice of meetings will be given in the Club newsletter, in a calendar of events, club Social media sites, and email to the general membership.
- 8.1.6. Rules: Robert's Rules of Order, Newly Revised will be followed unless suspended, for any particular meeting..
- 8.1.7. Quorum Board Meetings, three (3) Officers and/or Directors shall constitute a quorum. A quorum for all general meetings shall be **10%** of the total membership as recorded by the secretary.
- 8.1.8. Voting
 - 8.1.8.1.1. Those members of the Club qualified to vote at membership meetings and elections shall be Individual Adult Members, Individual Youth Members, 1 adult that is a part of a Family Membership, and Lifetime Members.
 - 8.1.8.1.2. All actions, except elections of Officers and Directors, shall be by a majority of those present and voting, a

quorum being present. Only qualified members, as specified under “Membership,” may vote. A list of members in good standing shall be maintained by the Treasurer and or Membership Chair. Such a list, as recorded ten (10) days prior to any general membership meeting, shall be the list of eligible voters for that meeting. Election of Officers and Directors shall be by ballot (in-person, absentee and/or virtual), with the results being decided by a simple majority of all votes returned, as specified.

9. Budget

- 9.1. The incoming Board shall draft and approve an annual budget no later than January 31st and make copies available to members upon request.

10. Disciplining members

10.1. Censure or Termination of Membership. Any member of the Club may be censured, or the Board of Directors, for good cause, may terminate any membership in the Club. Good cause shall be the failure or refusal of a member to comply with these By-Laws, Code of Conduct, or any act by the member that, in the judgement of a simple majority of the Board of Directors, is contrary to the interest of the Club or bicycling. A member shall be notified in writing or in person by 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.

- 10.1. The Club may, by resolution, censure, suspend, or expel a member from the Club, if the member has
 - 10.1.1. Persistently refused or neglected to comply with a provision of the By Laws; or
 - 10.1.2. Willfully acted in a manner detrimental to the interests of the Club.
- 10.2. Where the Board is of the opinion that a Member has acted in such a way so as to merit disciplinary action, the Board must notify the member and convene a disciplinary hearing.
- 10.3. Where the Board passes a resolution convening a disciplinary hearing, the Board must serve written notice on the member in question, stating the date, time, and place of the disciplinary hearing, setting out the resolution of the Board and the grounds on which it is based, and informing the member that he/she may attend and speak at the disciplinary hearing, and may also make written submission.
- 10.4. Once the disciplinary hearing has taken place, and due consideration of the matter has been given, the Committee shall propose what action (if any) is to be taken. The member in question shall be written to, communicating the Board’s decision.
- 10.5. The Board shall then convene a General Meeting of the Club, at which a secret ballot shall be conducted on the question of whether the Committee’s

decision on this matter should be confirmed or revoked.

11. Accounts and Banking

11.1. Accounts

- 11.1.1. The Treasurer shall maintain correct accounts and books showing the financial affairs of the Club, with full details of all receipts and expenditure connected with the activities of the Club. The Treasurer shall provide a written statement of accounts at the Annual General Meeting, and at General Meetings at the request of the Committee, but at no fewer than three General Meetings a year. An audit may be carried out once every two years.

11.2. Banking

- 11.2.1. The Board shall cause to be opened with such a bank as the Board selects, a bank account or bank accounts in the name of the Club, into which all monies received shall be paid within ten working days receipt.
- 11.2.2. All checks, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the Treasurer, the Chairperson, or the Secretary (any one to sign).

11.3. Funds management

- 11.3.1. The funds of the Club, however derived, shall be applied towards the objects of the Club, under the direction of the Finance Committee, and (where appropriate) with the approval of the membership of the Club.

11.4. Financial Year

- 11.4.1. The financial year of the Club shall run from January 1 through December 31 each year.

12. Annual General Meeting of the Club

- 12.1. The Club shall hold an Annual General Meeting in the month of November.
- 12.2. The Annual General Meeting shall have the following duties:
 - 12.2.1. to receive a report on the work of the Club in the preceding year.
 - 12.2.2. to receive accounts for the preceding year.
 - 12.2.3. to elect the Officers of the Club.
 - 12.2.4. to consider any matter referred to them by the Board..
 - 12.2.5. to consider any motion submitted by any member in writing to the Secretary before the meeting.
 - 12.2.6. Communication summoning the Annual General Meeting will be released so as to reach members at least twenty-eight days before the meeting is due to take place.
 - 12.2.7. Other General Meetings may be called at other times, with not less than one month's written notice to all members, by the Executive Committee or by the Chairperson at the request of not less than twenty percent of the members.

13. Dissolution

13.1. Overview

- 13.1.1. The Club may be dissolved by the agreement of not less than three-quarters of those members present at a General Meeting specially summoned for this purpose. Any funds existing at the time of dissolution shall not become the property of any member or members but shall be devoted to furthering the objects defined in Clause 2.

13.2. Disposal of Assets

- 13.2.1. Upon dissolution of the corporation the Board of Directors shall, after paying all debts, dispose of the assets of the organization. Assets shall be distributed to other organizations that have the purpose of promoting bicycle access, safety or education.

13.3. Date of Enactment

- 13.3.1. These Bylaws shall become effective upon approval and upon that date all previous Bylaws, amendments and resolutions are repealed.

13.4. Amendments

- 13.4.1. These Bylaws may be amended by a majority of the membership at any membership meeting at which a quorum is present, provided that written notice of the proposed amendment is given at least seven (7) days prior to the meeting. All amendments will be published in the next edition of the Newsletter.

Revision History

Revision	Date	Authors	Description
1.0	Unknown	Unknown	Unknown
1.1	10/01/2017	JW	Published version
1.2	9/15/2021	BD, ED	Updated Version
1.21	10/14/2021	ED	Proofread