

North Shore Cyclists, Inc.

By-Laws

As amended October 2023,

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Section 1. Name, Purpose, Location, Seal and Fiscal Year:

1.1 The name and purposes of the corporation shall be as set forth in the Articles of Organization.

1.2 The principal office of the corporation shall be in the Commonwealth of Massachusetts and shall initially be located at the place set forth in the Articles of Organization. The Directors may change the location effective upon filing a certificate with the Secretary of State.

1.3 The Directors may adopt and alter the seal of the corporation.

1.4 The fiscal year of the corporation shall, unless otherwise decided by the Directors, end on the 31st day of December of each year.

Section 2. Members

2.1 Membership is open to all persons who have an interest in the recreation, sport, and comradeship of bicycling generally in the North Shore area using bicycles that are solely human-powered or have an electric motor that delivers power only when pedaling (pedal-assist e-bikes).

2.2 Membership becomes effective upon receipt of an application form and payment of dues.

2.3 Those under legal age need a parent's or legal guardian's signature on an application form.

2.4 Annual dues shall be paid by new members to become a member and by renewing members no later than the end date of their existing membership.

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2.5 Members who have not renewed by the end date of their existing membership shall be dropped from the email list, suspended of the right to vote and hold office.

2.6 Any changes to existing amounts of dues and categories of membership will be recommended by the Board of Directors to the members and shall be voted upon by members present at the annual meeting or other specially called meeting.

2.7 The corporation shall not discriminate on account of race, color, religion, sex, sexual preference, or national origin.

2.8 Each member shall have one vote. There shall be no nonvoting class of members. Members may not vote by proxy or absentee ballot. Except as otherwise provided bylaw, the Articles of Organization or these bylaws, all decisions subject to a vote shall be decided by a majority vote of the members present at any annual meeting or other specially called meeting of the members. The president or other officer presiding over the annual meeting or other specially called meeting shall cast a ballot but the ballot will only be counted in the event of a tie vote.

2.9 The affairs of the corporation shall be directed, managed and controlled by the Board of Directors except for those powers which are expressly reserved to the members by law, the Articles of Organization, or these bylaws.

Section 3. Meetings of the Members

3.1 The annual meeting of the members shall take place before the end of October. Notice of the time and location of the annual meeting shall be sent by email to the current members no later than 30 days before the established date of the annual meeting.

3.2 A quorum for any meeting of the members shall be five members and two directors of the corporation.

3.3 A special meeting of the members may be called by agreement of 5% of the members. Notice of the time and location of the special meeting shall be given by the methods defined in section 3.1 at least two weeks prior to the date of the special meeting. The notice shall include the names of the members calling for the special meeting.

Section 4. Board of Directors

4.1 The Board of Directors shall consist of seven to eleven members, as determined by the Board of Directors and includes the President, Vice President, Treasurer, Secretary and Clerk

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and two to six non-officer at-large board members and set for the next year, prior to the call for nominations each year. Each Director shall be a member. Each Director shall serve a one year term.

In the year following a succession of Presidents, in addition to the Board, a Past-President position will exist and be occupied by the former President for the duration of one year only. The Past President will attend Board meetings as requested and act as an advisory non-voting position except in cases where it is necessary to break a tie vote.

4.2 The directors shall have and exercise as directors only those powers expressly and exclusively reserved to the Board of Directors by law, the Articles of Organization or these bylaws.

4.3 Regular meetings of the Directors may be held at such places and at such times as the Directors may determine.

4.4 Special meetings of the Directors may be held at any time or place when called by the President or at least three of the Directors.

4.5 At any meeting of the Directors a majority of the Directors then in office shall constitute a quorum.

4.6 The Board of Directors and officers shall be elected annually by the members. The Board shall establish and publish to the members nomination procedures each year no later than September 1st, and will include the number of positions to be filled and whether each incumbent is seeking another term. Any member can nominate another member, or can nominate him or herself. Any nomination must indicate the board position they wish to hold, either as an officer or as a member at large. Votes will be taken at the Fall meeting. New officers assume office on January 1.

4.7 Any vacancy on the Board of Directors shall be filled by majority vote of the Board of Directors. Directors so appointed shall hold office only until the next annual meeting at which a successor is elected.

Section 5. Officers

5.1 The officers of the corporation shall be the President, Vice President, Treasurer, Clerk and Secretary. A person may hold not more than office at one time. Each officer shall serve until election of a successor.

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5.2 The president shall preside at all meetings of the members and all meetings of the directors except as the members or directors may otherwise determine.

5.3 The vice president shall have such duties and powers as the members shall determine. The vice president shall have all the powers of the president during the absence of the president or in the event of his or her inability to act.

5.4 The treasurer shall be the chief financial officer and the chief accounting officer of the corporation and have such other duties and powers as the members shall determine.

5.5 The clerk shall be a resident of Massachusetts unless the corporation appoints a resident agent duly appointed for the purpose of service of process. The clerk shall be responsible for maintaining all corporate books and records of all proceedings of the members or directors, which book shall be open to inspection by any member. The clerk shall also maintain the original or attested copies of the Articles of Organization, bylaws, and names of all members and the address of each.

5.6 The Secretary shall record minutes of all meetings.

Section 6. Execution of Papers

6.1 The execution of all deeds, leases, transfers, contracts, bonds, notes, and other obligations made, accepted, or endorsed by the corporation shall be signed by the President or a person that the President or Board of Directors appoints. The President, Treasurer and any Board appointed person shall have banking and check endorsement authority.

Section 7. Personal Liability

7.1 The members, Directors and officers of the corporation shall not be personally liable for any debt, liability, or obligation of the corporation. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the Corporation, may look only to the funds and property of the corporation for payment of any such contract or claim, or for the payment of any debt, damages, judgement, decree, or of any money that may otherwise become due or payable to them from the corporation.

Section 8. Amendments

8.1 These bylaws may be amended, altered, repealed, in whole or in part by a vote of 2/3 of the members present at any annual meeting or specially called meeting, provided that notification of the upcoming vote is communicated by the methods defined in section 3.1 preceding the date of the meeting.

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Section 9. Severability

9.1 The provisions of these bylaws are severable, if any provision is declared unlawful for any reason

Change Control

Changes	Approval
Sections 2.1, 4.1, 4.6	10/23
Sections 1.4, 2.1, 4.1, 5.1, 5.2, 5.7, 6.1	3/2020
Sections 2.4, 2.5, 3.1	10/2018
Sections 3.1,3.5,5.2,8.1	06/2009