

# CONSTITUTION AND BYLAWS

for

## THE OKLAHOMA BICYCLE SOCIETY

Revised at the Annual Meeting on October 1, 2007

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## ARTICLE I

### NAME

**Section 1.** The name of this organization shall be The Oklahoma Bicycle Society, hereafter referred to as the Society.

## ARTICLE II

### OBJECTIVES

**Section 1.** The objectives of this organization shall be:

- To provide a united voice for all those interested in bicycling in order to defend and protect the rights of cyclists.
- To encourage the allocation of facilities for cycling on public property.
- To secure a better understanding and recognition of the need for safer riding conditions.
- To cooperate with the public authorities in observance of all traffic regulations.
- To facilitate safety and proper regulation and recognition of the bicycle as a vehicle used for pleasure, health and economical transportation.
- To provide a uniting medium, cooperating with other organized bicycling groups and unaffiliated members to promote the general interest of bicycling in all of its phases.

## ARTICLE III

### MEMBERSHIP

**Section 1.** Membership shall consist of the Active class as defined in Section 2.

**Section 2.** Active membership shall consist of those persons who have completed an application blank, as approved by the Society's Board of Directors, and have paid the annual dues.

**Section 3.** Family membership is composed of related persons residing in the same household at the same mailing address. Since family membership is represented by a

single application blank and annual dues, family membership is a single Active membership with single voting privileges.

**Section 4.** Complimentary membership is composed of persons or organizations recognized by the Board of Directors for service or other contribution to the Society with a copy of the official publication. Complimentary membership is not Active membership and therefore not membership.

## **ARTICLE IV**

### **TERMINATION OF MEMBERSHIP**

**Section 1.** Any Active member being two (2) months in arrears in the payment of membership dues, defined as the last day of February, or any other indebtedness to this Society shall automatically stand terminated and no longer be entitled to the official publication of the Society. The Board of Directors shall have the option of instructing the Secretary to notify affected members in writing. Such member, upon payment of such indebtedness, may be reinstated.

**Section 2.** Any member charged with conduct unbecoming a member of this Society, and against whom such charges are sustained after due and proper hearing before the Board of Directors, may be reprimanded, suspended, or expelled from membership. In such a case, a vote of two-thirds (2/3) of the entire Board of Directors shall first be necessary to sustain the charges. The type of punishment to be imposed must then be approved separately by two-thirds (2/3) of the entire Board of Directors.

**Section 3.** Any person whose membership in this Society has been terminated in any manner shall forfeit all interest in any funds or other property belonging to this Society, and all right to use of the name, emblem, or other insignia of this Society.

## **ARTICLE V**

### **OFFICERS**

**Section 1.** The Officers of this Society shall be:

- a President
- a President-Elect (also referred to as the Vice-President)
- the Immediate Past President
- a Secretary, and
- a Treasurer.

**Section 2.** Each officer shall be an Active member in good standing.

**Section 3.** All officers shall take office on the first day of January of each year following their election, and shall serve for a term of one year, or until their successors shall be duly elected and qualified.

**Section 4.** The duties of the officers shall be as follows:

- The President shall be the chief executive officer of this Society and shall preside over all meetings of this Society and the Board of Directors. He or she shall be an ex-officio member of all standing and special committees, shall sign all official Society documents, and perform such other duties as usually pertain to the office of President.
- The President-Elect, in the absence of the President, shall preside at all Society meetings and shall perform such other duties as may be assigned to him or her by the President or Board of Directors. It shall be the primary responsibility of the President-Elect, with the advice of the Board of Directors, to anticipate the duties of the President during the next association year and to prepare committee appointments and recommended goals and objectives for presentation to the membership at the Annual meeting held in October of each year to elect officers.
- The Immediate Past President shall serve as advisor to the officers and provide counsel on past activities to promote continuity of Society business and operations.
- The Treasurer shall be responsible for receiving all funds paid to the Society, from the Secretary, and depositing such funds in the Society's official depositories, and shall disburse such funds on the order of the Board of Directors. He or she shall sign or countersign all checks. His or her accounts and books shall be open at all times to inspection by the President, the Board of Directors, or any auditor authorized by the Board of Directors. He or she may be required to make bond. He or she shall make a report of the financial condition of the Society at each duly called business meeting of the Society and shall be responsible for the completion and submission of forms required by laws governing the administration and /or tax status of this Society for the tax year of his or her term of office.
- The Secretary shall be responsible for keeping the minutes of meetings of this Society, its Board of Directors, and Executive Committee. He or she is responsible for, at the request of the President, issuing notices of regular and special meetings of the membership, the Board of Directors, and the Executive Committee. He or she shall submit a report at the Annual Meeting and at any other times as the President or Board of Directors may require.

- The Membership Director shall be responsible for keeping the records of membership and the membership dues.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

**Section 1.** The Board of Directors shall consist of:

- the Officers in Article V, Section 1:
  - a President
  - a President-Elect
  - the Immediate Past President
  - a Secretary, and
  - a Treasurer
- the Activities Director
- the Publications Director
- the Historian, and
- the Membership Director

**Section 2.** Each director shall be an Active member in good standing. The duties of the officers are in Article V. The duties of directors without an office are in Article VIII and Article IX. Each director shall possess one (1) vote when conducting Society business.

**Section 3.** All directors shall take office on the first day of January of the year following their appointment, and shall serve for a term of one (1) year, or until their successors shall be duly appointed and qualified.

**Section 4.** The Board of Directors shall determine the policies and activities of this Society, discipline members, approve the budget, approve all expenditures and authorize all disbursements, take counsel with committees, and have general management of this Society and its affairs. All directors are authorized to receive payments due the Society. He or she can collect funds due this Society and shall promptly turn these funds over to the Treasurer. He or she shall present all bills to the Treasurer for payment with the approval of the Board.

**Section 5.** The Board of Directors shall meet once a month at the call of the President.

**Section 6.** Any elected officer or director may, after due and proper hearing before the Board of Directors, be removed from office due to inability to serve in his or her designated capacity, malfeasance, unwillingness to serve, or conduct detrimental to the Society.

**Section 7.** The Board of Directors may create an Executive Committee composed of:

- the President
- the President-Elect
- the Secretary
- the Treasurer

and may assign to it such duties and delegate to it such powers as from time to time may seem advisable, such duties to be performed and powers to be exercised only when the Board of Directors is not in session. The President, or in his or her absence or inability to perform, the President-Elect, shall have the power to call a meeting of the Executive Committee. The Executive Committee shall maintain minutes of all action taken by it, which shall be reported to the Board of Directors at its next meeting following such action. Unless disapproved by vote of the majority of the Board of Directors present at such next meeting, the action of the Executive Committee shall be final to the extent as though taken by the Board of Directors.

**Section 8.** The Executive Committee is automatically terminated when a new Board of Directors is duly elected and qualified.

## **ARTICLE VII**

### **NOMINATIONS AND ELECTIONS**

**Section 1.** The election of officers shall be held at the Society's Annual Meeting.

**Section 2.** At any meeting of this Society at least two (2) months prior to the date of the Annual Meeting, defined as no later than a meeting during the month of August, the President shall appoint a committee of three (3), including the President-Elect as its Chairman, to be known as the Committee on Nominations and Elections. The duties of this committee shall be to solicit, receive and prepare nominations, to have general charge of the election, including the preparation, distribution, collection and counting of ballots.

**Section 3.** The Committee on Nominations and Elections shall cause a ballot to be prepared containing the names of all nominees for the use of the members during the election. Nominees selected by the Committee shall be published in the Society publication and distributed to all Active members of this Society prior to the Annual Meeting. In addition, nominations of willing persons may be made from the floor at the Annual meeting.

**Section 4.** Voting shall be by secret ballot and shall not be cumulative. Only Active members in good standing present at the annual meeting may vote and there is no voting by proxy.

**Section 5.** The nominee for each office receiving the highest number of votes shall be declared elected. In case of an office that does not receive a nomination, the office shall be filled by the Board of Directors at a regular or special meeting of the Board as soon as possible. The committee Directors and Historian shall be appointed by the elected Officers.

**Section 6.** In case of a vacancy in the office of President, the President-Elect shall succeed to the office. In the case of any other vacancy on the Board of Directors, the vacancy shall be filled by the Board of Directors at a regular or special meeting of the Board as soon as possible after such vacancy has occurred.

## ARTICLE VIII

### STANDING COMMITTEES

**Section 1.** There shall be the following standing committees:

- Activities and Special Events
- Publications
- OBS History
- Membership

**Section 2.** The chairpersons of the standing committees in Section 1 are:

<u>Standing Committee</u>	<u>Chairperson</u>
Activities and Special Events	Activities Director
Publications	Publications Director
OBS History	Historian
Membership	Membership Director

**Section 3.** The chairpersons and members of each standing committee shall serve for a term of one year, beginning on the first day of January following the Annual Meeting. Each committee shall make reports to the Board of Directors as the President or Board of Directors may direct.

**Section 4.** Special committees may be appointed by the President, with the approval of the Board of Directors, and shall perform such duties as may be defined in their creation. Such committees shall routinely report progress to the board of directors.

## ARTICLE IX

### DUTIES OF STANDING COMMITTEES

**Section 1.** The Committee on Activities and Special Events shall oversee the preparation and conduction of all official, recreational, and special events related to the goals of this Society.

**Section 2.** The Committee on Publications shall, with the advice of the Board of Directors, use available public and official Society media to inform the membership, the general public, and public officials of information concerning the Society and its goals and activities. The Committee on Publications is to staff and publish the official publication and maintain the Constitution and Bylaws of the Society.

**Section 3.** The Committee on OBS History shall keep the official scrapbook of all published articles, pictures, and memorabilia, concerning the OBS and its members. The Committee shall display the scrapbook at the Annual Meeting.

**Section 4.** The Committee on Membership shall be responsible for programs designed to increase membership of the Society.

## ARTICLE X

### MEETINGS

**Section 1.** This Society shall hold a monthly meeting at the discretion of and on such date and at such time and location as shall be determined by the Board of Directors.

**Section 2.** This Society may hold such other meetings as the Board of Directors or membership may desire.

**Section 3.** The Annual Meeting of this Society is the October business meeting. Notice of date, time, and place of the Annual Meeting shall be given in the Society publication for the month of the meeting.

**Section 4.** One-fifteenth (1/15) of the Active members of this Society shall constitute a quorum. However, if the Society has business which requires a quorum and a quorum is not achieved at two (2) consecutive monthly meetings, then the Society may conduct the business with whatever members are in attendance at the second of the two (2) consecutive meetings. Written notice of intent to conduct the business must be provided to the membership at least a week prior to the first of the two (2) consecutive meetings. The President or designated representative shall be responsible for determining a quorum exists if necessary to conduct business.

**Section 5.** A quorum is necessary to conduct business if, and only if:

- The Constitution and Bylaws of this Society are being amended (Article XVI).

## **ARTICLE XI**

### **AFFILIATIONS**

**Section 1.** Taking into account the objectives and best interests of this Society, the Board of Directors shall on an annual and continuous basis determine affiliations.

**Section 2.** In accordance with the objectives of this Society, the Society should be affiliated with the organization called The League of American Bicyclists.

## **ARTICLE XII**

### **OFFICIAL PUBLICATION**

**Section 1.** This Society is obligated to distribute the official publication to each member on a monthly basis.

**Section 2.** The name of the official publication is "The Pathfinder".

## **ARTICLE XIII**

### **REVENUE**

**Section 1.** Each member of this Society shall pay annual dues. Such annual dues shall be payable on the first day of January of each year in an amount to be determined by the Board of Directors.

**Section 2.** Initial or reinstated members may pay dues for the following year in the months of September through December during the prior year. The Society will extend memberships benefits for October through December to encourage participation in the activities of the Society.

**Section 3.** Initial or reinstated members that pay dues during the months of January through August are members for the current year only. Annual dues become payable on the first day of January of the following year.

**Section 4.** In accordance with the objectives of the Society, the receipt of revenue or remittances from non-members is intended to provide for the operation of the Society. The Board of Directors will review and approve projected needs to prevent the Society from depleting its resources.

## **ARTICLE XIV**

### **FINANCE**

**Section 1.** The fiscal year of this Society shall begin on the first day of January of each year.

**Section 2.** Not later than the end of March each year, the Treasurer shall present to the Board a statement of financial position and projected income and expenditures for the remainder of the year. A budget for the fiscal year shall be adopted by the Board of Directors.

**Section 3.** The Society's books of account shall be reviewed at least once each year. The reviewer shall be named by the Board of Directors. An Active member in good standing may make inquiry to the Board of Directors to review the books of account at any time during the year. The Board of Directors shall accommodate such requests as much as possible and practical.

**Section 4.** The Board of Directors shall determine the official depository or depositories for Society funds and may designate one or more persons in addition to the Treasurer to sign or countersign checks or other documents for disbursement of such funds.

## **ARTICLE XV**

### **RULES OF ORDER**

**Section 1.** Robert's Rules of Order (Revised) shall be the parliamentary authority for all matters of procedure not specifically covered in these Bylaws.

## **ARTICLE XVI**

### **APPROVAL AND AMENDMENTS**

**Section 1.** Any amendment of these Bylaws may be adopted by a two-thirds (2/3) vote of the Active members present at any meeting of the Society, provided that written notice of the meeting and of the proposed amendments shall have been furnished to the members at least a week prior to the meeting; and further provided that a quorum is present at the meeting.