

BYLAWS MONADNOCK CYCLING CLUB

NAME OF ORGANIZATION: The name of the organization will be Monadnock Cycling Club (MCC).

PURPOSE: The purpose of the Monadnock Cycling Club shall be to promote, organize, educate, and facilitate safe and enjoyable bicycling in the Monadnock region with representation of all interests in the cycling community.

OBJECTIVES: The objective of the Monadnock Cycling Club are as follows:

- Organize and coordinate cycling activities including group rides, centuries, races, tours, charity rides and other events.
- Provide communication of relevant cycling information to club members and the community at large through a website, email network, social media and newsletter.
- Facilitate educational opportunities for all skill and ability levels.
- Affiliate MCC with other regional and national organizations to promote cycling.
- Promote good community relations and enhance public awareness of the benefits of cycling for health, recreation, and non-motorized transportation.

MEMBERSHIP: Membership in MCC is open to all who have an interest in bicycling in the Monadnock Region.

- Members are required to pay annual dues as set by the Board of Directors.
- Each member will have one vote. There shall be no non-voting class of members.
- The MCC shall not discriminate based on color, race, religion, sex, sexual orientation or national origin.

OFFICERS: The Officer / Directors shall be a President, Vice President, Treasurer, and Secretary. They shall be elected by the Board of Directors.

- President: The President shall preside at all meetings of MCC. They will provide oversight of all aspects of MCC functions, including Officer and committee effectiveness. The President will have only a tie-breaking vote on Board of Director motions.
- Vice President: The Vice President will assume the duties, rights and responsibilities of the President in their absence. The Vice President will directly communicate with the President on all business matters.
- Treasurer: The Treasurer shall maintain custody of MCC funds and financial records. The Treasurer will collect all invoices and pay all obligations of MCC. The Treasurer will

present regular financial reports to the Board of Directors, and to the membership at the annual meeting.

- **Secretary:** The Secretary will record all Board of Director meeting minutes, as well as minutes for the annual member meeting. The Secretary will develop and distribute meeting agendas with input from the Board of Directors. The Secretary will retain business records such as Bylaws, meeting minutes, and Treasurer reports.

BOARD OF DIRECTORS: The Board of Directors shall be the policy making body of MCC and may at its discretion create policies and procedures governing day-to-day operation of MCC. The Board of Directors will have the authority to transact any business necessary to manage MCC in accordance with its non-profit status.

- The Board will consist of at least 5 Directors who are unrelated persons; and, up to 7 additional Directors.
- The Board shall be elected annually by the voting membership.
- The Board will identify the number of positions to be filled and communicate this to members. This will include whether any incumbent is seeking another term.
- Any member may nominate any other member, or may nominate themselves.
- Members must be a minimum of 18 years of age to be eligible to serve on the Board.
- The Board will appoint replacements for any vacancies that occur between terms.
- All Directors will serve a one year term with possible reelection. The term is from October 1 to September 30.
- At the first meeting after the election of Directors, the Board shall choose by simple majority the Officers of MCC.
- The Board will hold meetings at such places and times as the Directors determine is necessary.
- At any meeting of the Directors a majority of Directors then in office shall constitute a quorum.
- The Board may conduct MCC business by email, phone, or video meeting.
- A Board member may be removed from office by two-thirds vote of the Board.

ANNUAL MEETING: The annual meeting of the membership will be held in September. Notice of the meeting will be communicated to members at least two weeks prior to the meeting.

- Members will nominate and elect new Directors.
- All decisions subject to a vote shall be decided by a majority of members present. The

President or other Officer presiding over the annual meeting shall cast a ballot, but the ballot will only be counted in the event of a tie vote.

COMMITTEES: The President shall appoint such committees as deemed necessary to conduct the affairs of MCC subject to approval of the Board. It will be the function of the committee to study and recommend action to the Board, and perform those approved actions. No committee shall have the power to commit MCC on any matter or incur any debt without approval of the Board.

ACQUISITION OF GIFTS AND PROPERTY: The MCC will have the right to solicit and receive by gift, or acquire by purchase, lease, exchange or otherwise obtain such real and personal property as may be appropriate to carry out the purposes of MCC; buy or acquire by gift or otherwise obtain, hold, and sell stocks, notes, bond or other securities for the purpose of investing or reinvesting the funds of MCC, to borrow money and from time to time make promissory notes, and otherwise engage in standard, sound financial practices to carry out the purposes of MCC.

FISCAL YEAR: The fiscal year of MCC will end on September 30.

CONFLICT OF INTEREST: Every Director present when a question is put shall vote thereon, except when the Director has a conflict of interest

1. Each Director, prior to taking his position on the Board, and all present directors, shall submit in writing to the President of the Board a list of all businesses or other organizations of which he is an officer, director, trustee, member, owner (either as a sole proprietor or partner), shareholder, employee or agent, with which the Monadnock Cycling Club has, or might reasonably expect in the future to enter into, a relationship or a transaction in which the director would have conflicting interests. The President of the Board shall become familiar with the statements of all directors in order to guide his/her conduct should a conflict arise.
2. At such time as any matter comes before the Board in such a way as to give rise to a conflict of, the affected director shall make known the potential conflict, whether disclosed by his written interest statement or not, and after answering any questions that might be asked, shall withdraw from the meeting for so long as the matter shall continue under discussion. Should the matter be brought to a vote, neither the affected director nor any other director with a pecuniary benefit transaction with the Monadnock Cycling Club during that year shall vote on the matter.
3. The Board will comply with all requirements of New Hampshire Law where conflicts of interest are involved, including but not limited to the requirements of a two-thirds vote where financial benefit to the director or trustee is between \$500 and \$5,000 in a fiscal year, and to the

requirement of a two-thirds vote and publication in the required newspaper where the financial benefit exceeds \$5000 in a fiscal year. The New Hampshire statutory requirements are incorporated into and made a part of this conflict policy.

VOLUNTARY DISSOLUTION: The MCC may be dissolved by a vote of three quarters of the voting members attending any annual, general, or special meeting. The Secretary will inform all members fifteen days in advance to present a motion of dissolution. Upon liquidation or dissolution of the organization, after payment of all MCC liabilities or due provision thereof, all assets of the organization shall be disposed of to one or more organizations exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code. The Board of Directors of MCC will select such organization(s) on the basis of similarity in purpose, intent or activities of MCC.

AMENDMENTS: The Bylaws may be amended by a two-thirds vote of the Directors present at a meeting of the Board. Bylaws and amendments will become effective upon their adoption.

Bylaws adopted 1/24/08 Amended 11/12/08 Amended 1/17/13 Amended 5/11/24 Amended 2/28/2025.