​SCC BYLAWS

​**Proposed August 2024**
**Article I – Declaration**

1. The name of this organization shall be Southern Crescent Cycling, Inc. (SCC) hereinafter referred to as the Club.

**Article II –Mission**

1. The Club is dedicated to the encouragement of all aspects of bicycling. The mission of the Club is to sponsor and support recreational bicycling activities; to encourage bicycling as a lifelong activity, as a beneficial form of exercise, as a method of transportation, and as a sport; and to promote equal road rights and safe bicycling practices.

**Article III – Membership**

1. Anyone subscribing to the Mission of the Club and these by-laws may become a member of the Club by paying the annual dues and signing the Club Membership Application and Release Waiver.
2. The membership year is from January 1st through December 31st. Membership fees are paid annually by members according to their date of registration.

**Article IV - Meetings and Activities**

1. There shall be one annual meeting to which all Club members are invited.
2. At this meeting the Executive Committee officers shall be nominated and elected for the coming year.
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4. Special Club Business Meetings shall be held as needed, and are open to all Club members, when called.
5. Notices for Special Club Business meetings shall be posted no less than 7 days in advance of a meeting.
6. Notices shall be electronically distributed via social media, e-mail, text, and/or posting on the Club website.

**Article V - Board of Directors**

1. The Executive Committee (a.k.a., Board of Directors, BOD, or Board) shall be responsible for the administration of the Club. The Executive Committee consists of the offices of: President, Vice President, Secretary, Treasurer, and a minimum of five at large members.
2. The officers shall be elected by the general membership and shall serve until resigning or being replaced at the next election. The Executive Committee may appoint a Club member to fill a vacant Executive Committee position.
3. A Nominating Committee shall be appointed in advance of the annual meeting to prepare a slate of nominees for the Executive Committee. Nominations will also be accepted from the floor.
4. The Executive Committee shall meet to formulate policies, initiate programs, appoint positions and committees, and perform as necessary for the effectiveness and success of the Club. It shall interpret these bylaws in the best interest of the Club. In all matters the Executive Committee is responsible to the membership, and it is especially charged to keep members informed and to be open to the initiatives and concerns of Club members.
5. With the exception of these Bylaws, all Club decisions shall be by majority vote of an Executive Committee quorum. Any Club member shall have the opportunity to present his/her views to the Executive Committee with its intent to gather consensus on new issues and to disseminate information on old issues that the Executive Committee has had under advisement.
6. An Executive Committee quorum consists of two-thirds of the Executive Committee members.
7. The Executive Committee shall meet as it deems necessary to handle matters of Club business but not less than quarterly.
8. An officer may be removed for the following reasons: illegal, unethical, incompetent, negligent, or destructive behavior. Any Club member may request the removal of an officer for any of the above reasons by presenting a petition signed by at least ten Club members to the Executive Committee and the Executive Committee will vote on the petition. A simple majority (more than half) of the entire Executive Committee will determine whether the officer is removed.

**Article VI -- Executive Committee Responsibilities**

1. The President shall have the responsibility and authority to oversee the operations of the Club, be the official liaison and spokesperson between the Club and any other body, preside at all meetings of the Club, and delegate any of these functions as appropriate.
2. The Vice President shall perform the duties of the president in the president's absence. The Vice President shall chair the nominating committee and work on special projects as determined by the executive committee.
3. The Secretary shall keep minutes of all executive committee meetings, conduct correspondence as directed by the Executive Committee, and maintain Club archives. The Secretary will prepare the ride calendar to be published on the website. The Secretary shall manage the ride Release Waivers.
4. The Treasurer shall be responsible for all funds, pay all bills, keep financial records, present quarterly statements of financial condition to the Executive Committee, and prepare an annual financial statement to be presented at the annual meeting. The Treasurer shall arrange for the filing of all tax documents as required by law.

**Article VII - Fiscal Policies**

1. The Executive Committee shall establish an operating budget annually.
2. The financial records of the Club shall be audited once a year, as directed by the Executive Committee, and an annual financial statement shall be presented to members at the end of the calendar year. Tax documents will be filed in accordance with Government requirements.

**Article VIII - General Policies**

1. The Board may at its discretion create policies governing the day-to-day operation of the Club. These policies must be in harmony with the Club Bylaws.

**Article IX - Parliamentary Authority**

1. Robert's Rules of Order, Newly Revised, shall be the Parliamentary authority for all matters of procedure not specifically covered by the Bylaws or other specific or customary rules of procedure adopted by the Club.

**Article X -- Indemnification**

1. The Club shall indemnify and hold harmless each of its officers, directors, executive committee members, ride leaders, and volunteers against all liabilities, claims, and losses to person or property arising out of the performance of their actions and duties in service to the Club.
2. This indemnification includes reasonable expenses actually and necessarily incurred (including attorney fees, costs, and judgments that may be assessed against them) by him/her in connection with the defense of any litigation to which the individual may have been a party because he/she is or was an officer, director, executive committee member or volunteer for the Club.

**Article XI -- Affiliation**

1. The Club shall be affiliated with, or members of other organizations as determined by the executive committee.

**Article XII – Amendments and Adoption**

1. These by-laws may be amended by publishing a notice of the intended changes and distributing them to all members, followed by consideration and approval by the membership at the next meeting.

**Article XIII – Dissolution**

1. Upon dissolution of the corporation, the Executive Committee, after paying all liabilities of the corporation, shall transfer the assets of the corporation to local bicycling related causes in keeping with the spirit of the Club's mission statement.

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