

Bylaws of the NASHOBA VALLEY PEDALERS, INC.

Article 1: Statement of Incorporation

The Nashoba Valley Pedalers, Inc., is a 503(c)(7) nonprofit educational and recreational organization incorporated under Massachusetts General Laws, Chapter 180. It is referred to in these Bylaws as NVP, the Organization, the Club, or The Corporation.

Article 2: Purposes

The purpose of NVP is to promote cycling for fitness and friendship through a combination of weekday and weekend group rides, educational presentations, and a healthy balance of social events. Rides are available at different levels to suit a range of rider ability and ambitions. NVP also participates in rides with other cycling organizations.

There is much more to NVP than just rides. We are a very social group where members schedule both organized or informal activities. These include pre- and post-ride restaurant meetups, monthly member meetings with a guest speaker at a local dining establishment, a spring banquet, a holiday season potluck dinner, and periodic dining clubs.

NVP is a Massachusetts cycling advocate and member of The Massachusetts Bicycle Coalition, MassBike.

Whether you are a seasoned rider or just getting started, new members are always warmly welcomed.

Article 3: Membership

3.1 Membership Rules

Membership in NVP is open to all persons age 18 and older. Junior Membership is open to all persons under the age of 18 through an adult sponsor (parent and/or guardian).

Classes of membership and dues shall be set by the Board of Directors (hereafter "the Board").

A Voting Member is one whose dues have been paid for the current membership year, and who has a current, signed release form on file with the Membership Secretary. Only Voting Members may serve as Officers, Directors, or members of the Nominating Committee; cast ballots in elections; and vote on resolutions and bylaw amendments.

All memberships except those specifically exempted (such as Life Memberships) expire on 31 December.

3.2 Termination of Membership

The Board of Directors may terminate a member's membership for conduct inimical to the Club purposes set forth in Article 2. Such termination process shall be proposed for Board action by a majority thereof and approved by two-thirds (2/3) of the full Board. The member shall be advised in writing of the specific complaint against him/her and have the opportunity to be heard at the full Board meeting and present witnesses or other evidence on his/her behalf. The full Board may at its discretion impose the lesser sanction of suspension or reprimand if they deem it appropriate.

Article 4: Organization

4.1 Officers

The Officers are President, Vice President, Clerk, and Treasurer. The term of office is one year, beginning at the Annual General Meeting in January.

The President presides at all general meetings and Board meetings, and appoints all committee chairpersons except those elected by the Board. When a President leaves office at the end of a term, he or she remains on the Board of Directors as Past President for one year.

The Vice President is responsible for arranging the non-business portion (speakers, films, etc.) of the regular meetings, and shall assume the powers and duties of the President in the absence or incapacitation of the President.

The Clerk keeps the minutes of all Board meetings, of the Annual General Meeting, and of Special Meetings of the membership; maintains the Club archives; maintains access to the Club's Post Office box; and distributes postal mail to the appropriate members. The Clerk shall also make all non-tax government filings and is responsible for the registration of the Club in cycling organizations that the Board has agreed to join and directing the Treasurer to make insurance coverage payments to cover Club activities. In the absence of the Clerk, a Temporary Clerk designated by the person presiding at the meeting shall perform the duties of the Clerk.

The Treasurer manages the funds of the Club and keeps its financial records. The Treasurer shall present a monthly financial status report to the Board. The Treasurer incumbent at the end of the fiscal year shall prepare a written annual financial status report for presentation to the membership at the next following Annual General Meeting. In conjunction with the Board, the Treasurer shall prepare a yearly budget for the Club's activities. The Treasurer is also responsible for the preparation and filing of all required tax filings.

4.2 Board of Directors

The Board of Directors is responsible for setting and carrying out Club policies, and for making all decisions except as provided in other Articles of these Bylaws. The Board elects all committee chairpersons except that of the Nominating Committee. The Board shall report its activities at the meeting of the membership next following the Board meeting(s) at which actions are taken.

The Board consists of the Officers of the Corporation (President, Vice President, Clerk, and Treasurer), three (3) Directors elected at large, the Past President, and the Chairpersons of the Membership, Communications, and Activities Committees.

The term of office for Directors At Large is one year, beginning at the Annual General Meeting in January. A Committee Chairperson remains on the Board until he or she vacates the Chair or is replaced by the Board.

Meetings of the Board are open to all Club members, who are entitled to a voice, but who may not vote.

4.3 Standing Committees represented on the Board

The Chairperson, or a single designated member, of each of the following standing Committees shall be a member of the Board.

The Membership Committee processes all membership applications, and maintains the membership list and archives.

The Activities Committee coordinates the Activities Calendar on the club website, and maintains the club routes on the Club website or third party sites.

The Communications Committee prepares and distributes direct notices to the membership via electronic, print or other means, posts news on the club website, and may inform third parties of club news.

4.4 Standing Committees not represented on the Board

The following standing committees are not represented on the Board. The Board can create and dissolve or change the responsibility of committees as needed. The following are examples of standing committees.

The Social Committee organizes non-cycling social events, e.g., an annual Club banquet and dining events.

The Century Committee is reasonable for organizing the Club's century event rides.

The Publicity Committee is responsible for informing the public about (a) the Club in general and (b) Club events and rides that the Board determines should be publicized, including but not limited to the Club's century and orientation rides.

The Website Committee is responsible for the online presence of the Club, including but not limited to the Club's website, online document repository, and its systems for online payments and registration.

4.5 Committee Chairpersons

Except for the Nominating Committee, committee chairpersons are selected by and are responsible to the Board of Directors. The Committee Chairpersons appoint the members of their respective committees, and preside at Committee meetings. A Committee Chairperson may be removed from his or her position by a majority vote of the Board.

4.6 Resignation and Removal

Any Officer or Director may resign by delivering a written letter of resignation to the President or Clerk via postal mail or electronic transmission. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time.

An elected Officer or Director may be removed from office (with or without cause) only at a Special Meeting, by an affirmative vote of two-thirds (2/3) of the Voting Members present at the meeting.

Article 5: Meetings of the Membership

An Annual General Meeting of the membership for the purpose of installing newly elected Officers, considering the annual report of finances, and voting on any other business, shall be held in January. Notice of the Annual General Meeting, together with its agenda, the annual report, and the election results, shall be sent to the membership by postal mail or electronic mail no less than seven (7) days before the Annual General Meeting.

Members of the Nominating Committee shall be elected at a meeting of the membership held in September.

The Club may choose to hold other meetings of the membership during the year.

A Special Meeting of the membership may be called by majority vote of the Board or by petition of the members. A member's' petition must be signed by at least fifteen (15) Voting Members or by five percent (5%) of the voting membership, whichever is greater. Members must receive at least four (4) weeks' notice of any Special Meeting and its agenda by postal mail or electronic mail.

Article 6: Nominating Procedure

6.1 Nominating Committee

6.1.1 Composition and Duties

The Nominating Committee consists of the Chairperson, who is appointed by the President, and three (3) members elected at the September membership meeting.

The Nominating Committee shall prepare a slate of candidates for all elective offices. The Committee will endeavor to provide at least one candidate for each position coming vacant. All candidates must state their willingness to serve, and the Nominating Committee must receive a complete list of nominees by 31 October.

6.1.2 Committee Chairperson

The Chairperson of the Nominating Committee is appointed by the President no later than 1 September each year.

6.1.3 Election of Committee Members

The members of the Nominating Committee (other than the Chairperson) are nominated from the floor and voted upon at the September membership meeting. In conjunction with the President, the Nominating Committee Chairperson may solicit volunteers to be nominated.

All nominees must state their willingness to serve. The three candidates having the highest vote totals will be elected to the Committee. In the event of a third place tie, an immediate run-off election will be held.

6.2 Call for Nominations

Immediately after the election of the Nominating Committee members, the Committee Chairperson will call for nominations from the membership. Nominations may be made from the floor at that time, or submitted to the Nominating Committee no later than 15 October. Both nominators and nominees must be Voting Members of NVP.

Article 7: Election of Officers and Directors

7.1 Eligibility

Any Voting Member may serve as an Officer or Director, except no elected person shall serve more than two consecutive terms in the same office unless the Nominating Committee is unable to provide

any other candidate for the position and the Officer or Director is willing to serve another term.

7.2 Ballots

The ballot shall provide space for at least one (1) write-in vote for each office, and three (3) spaces for write-in votes for Directors. The ballot shall be sent by electronic mail to all voting members no later than 7 November, and the ballots can be designed to be filled out and submitted electronically. Ballots must be submitted by the deadline posted in the electronic mail notification.

7.3 Vote Count

Votes shall be counted by the Clerk and the Chairperson of the Nominating Committee. In case of a tie, the Clerk will notify the nominees involved, who may request to be present at the breaking of the tie. The Nominating Committee Chairperson shall break the tie by flipping of a coin in the presence of the Clerk and, if they so request, of the nominees.

All candidates must be notified of the election results by 20 December. The Clerk must provide the actual vote counts to any candidate who requests the information. The election results are sent to the membership with the announcement of the Annual General Meeting, as provided for in these Bylaws.

7.4 Vacancies

If a vacancy occurs in an elected office before the normal expiration of the term, the person who received the next highest vote for that office shall be offered the position, unless he or she is currently an Officer or a Director. If that person is unavailable, the President shall submit the name of a replacement to the Board; the person named must state his or her willingness to serve. Upon approval by a simple majority vote of the Board, the person named will assume the duties of the position for the unexpired term.

Article 8: Bylaw Amendments

8.1 Procedure

These Bylaws may be amended only at a Special Meeting of the membership. The agenda for such a meeting must include the text of the amendment(s), together with supporting and opposing statements, and the Board's recommendation, if any, for or against passage.

A vote will be taken only after presentation and discussion of an amendment. Ratification requires an affirmative vote by at least two thirds (2/3) of the Voting Members present.

8.2 Submission of Amendments

Amendments may be submitted for consideration in either of two ways:

8.2.1 By Members' Petition

A written petition to amend the Bylaws, signed by at least five (5) Voting Members, must be submitted to the Board for consideration. The Board must call a Special Meeting to vote on the petition within sixty (60) days of its submission.

8.2.2 By the Board of Directors

The Board may propose amendments and submit them to the membership for a vote at a Special Meeting.

Article 9: Finances

The income and property of the Club shall be used solely for the promotion of the purposes set forth in Article 2 and of related outdoor activities, and not for the profit of any person or persons.

The fiscal year runs from 1 November to 31 October unless otherwise determined by the Board of Directors.

In the event of the dissolution of the Club, the decision as to how funds and property shall be transferred/disseminated will be decided only by affirmative vote of at least two-thirds (2/3) of the Voting Members present at a Special Meeting.

Any member may inspect the financial records of the Club by asking the Treasurer, who must arrange a timely meeting to allow inspection.

Article 10: Personal Liability

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 the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the Corporation.

Article 11: Indemnification

11.1 The Club shall, to the extent legally permissible and only to the extent that the status of the Club as an organization exempt from federal income tax under Section 501(c)(7) of the Code is not adversely affected thereby, indemnify each person who serves as one of its members, directors or officers (each person being herein called a "Person") against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, court costs, witness

fees, and counsel fees, reasonably incurred by such Person in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which such Person may be involved or with which such Person may be threatened, while in office or thereafter, by reason of being or having being such a Person, except with respect to any matter as to which such Person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Club. Neither a judgment or conviction nor the entry of a plea in a criminal case shall of itself be deemed such an adjudication.

11.2 Notwithstanding the foregoing, as to any matter disposed of by compromise payment to any Person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Club, after notice that it involves such indemnification, [a] by a majority of the disinterested Board members then in office; or [b] if there are not two or more disinterested Board members in office, then by a majority of the Board members then in office, provided there has been obtained an opinion in writing of independent legal counsel to the effect that such Person(s) appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Club; [c] by a majority of the disinterested members entitled to vote, voting as a single class; or [d] by a court of competent jurisdiction. An "interested" member or Board member is one against whom in such capacity the proceeding in question, or another proceeding on the same or similar grounds, is then pending.

11.3 Expenses, including counsel fees, reasonably incurred by any Person in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Club in advance of the final disposition thereof upon receipt of an undertaking by any such Person to repay the amounts so paid if such a Person ultimately shall be adjudicated to be not entitled to indemnification under this Article 11. Such an undertaking may be accepted without reference to the financial ability of such Person to make repayment.

11.4 If both the Club and the Person are parties to an action, suit or proceeding (other than an action or suit brought by or in the right of NVP to procure a judgment in its favor), counsel representing NVP therein may also represent such Person (unless such dual representation would involve such counsel in a conflict of interest in violation of applicable principles of professional ethics), and NVP shall pay all fees and expenses of such counsel incurred during the period of representation other than those, if any, as would not have been incurred if counsel were representing only NVP; and any allocation made in good faith by such counsel of fees and disbursements payable under this subsection by NVP versus fees and disbursements payable by any such Person shall be final and binding upon NVP and such Person.

11.5 The right to indemnification hereby provided shall not be exclusive. Nothing contained in this Article shall affect any other rights to indemnification to which any Person or other corporation may be entitled by contract or otherwise under law.

11.6 As used in this Article, the term "Person" includes such Person's respective heirs, executors and administrators, and an indemnified member, director or officer is one against whom in such capacity

the proceeding in question, or another proceeding on the same or similar grounds, is then pending.

11.7 NVP shall have the power to purchase and maintain insurance on behalf of any indemnified Person against any liability incurred by him or her in such capacity, or arising out of his or her status as such, whether or not NVP would have the power to indemnify him or her against such liability. NVP's obligation to provide indemnification under these Bylaws shall be offset to the extent of any other source of indemnification or any other applicable insurance coverage maintained by NVP or any other person.

Article 12: Dissolution

The Club may effect its own dissolution only by affirmative vote of at least two-thirds (2/3) of the Voting Members present at a Special Meeting.

Upon such a vote, the Club will be dissolved, and its assets disposed of as provided for in these Bylaws.