

CAPITAL CITY CYCLING CLUB BYLAWS

ARTICLE I PURPOSE

The purpose of the Capital City Cycling Club (“Club”) is to promote Lansing-area cycling and fitness and to support charitable endeavors through the operation of a Lansing-based cycling club. At the time of adoption of these revised Bylaws in 2026 the Club is known as the Capital City Cycling Club (“CCCC”). The Board of Directors reserves the right to change the Club name at its discretion.

ARTICLE II OFFICES

II(a). *Principal Office.* The Club shall have a principal office as designated by the Board.

II(b). *Other Offices.* The board of directors may establish other offices in the State of Michigan.

ARTICLE III MEMBERS

III(a). *General Membership.* The Club’s membership shall be comprised of the active and dues-paying members of the Club.

III(b). *Eligibility.* To be eligible and considered an active member of the Club, an individual must meet the criteria established in Article XVIII and agree to the guidelines set forth in Article XIX.

ARTICLE IV Nomination and Election of the Board of Directors

IV(a). *Oversight of the Nomination and Election Process.* The Board will present a slate of proposed Directors for consideration at the Club’s annual meeting.

IV(b). *Nominations and Nomination Process.* The Board slate will be placed in nomination at the Club’s annual meeting. Additional nominations for the Board of Directors will be accepted from the floor.

IV(c). No club member may nominate an individual for a board position without the prior consent of the individual to be nominated.

IV(d). Election of the Board shall be by majority vote of those present and voting at the Club’s annual meeting.

ARTICLE V BOARD OF DIRECTORS

V(a). *General Powers.* The business, property, and affairs of the Club shall be managed by the board of directors.

V(b). *Number.* There shall be not less than five (5) Directors on the board.

V(c). *Eligibility of Directors.* To be eligible for a Directorship in the Club, an individual must satisfy the following requirements:

1. Maintain an active riding calendar;
2. Participate regularly in Club activities and rides;
3. Be a dues-paying member of the Club;

V(d). *Tenure.* Once elected, a director of the Club shall hold office for two years, without limitation on the number of consecutive terms a director may serve. To maintain tenure on the board a director shall actively and reasonably participate in all scheduled meetings of the board and shall maintain club membership and adhere to the requirements of Club membership set forth in Articles XIX and XX.

V(e). *Resignation.* Any director may resign at any time by providing written or oral notice to the board. The resignation will be effective upon receipt of the notice or at a later time designated in the notice. A successor shall be appointed as provided in these bylaws.

V(f). *Removal.* Any director may be removed with cause by the remaining directors on the board. "Cause" is defined as any action or actions that a reasonable individual would view as harmful to the team and its reputation, or non-feasance of the duties of a board member. Two-thirds of the board must vote in the affirmative to remove a member from the board.

V(g). *Board Vacancies.* A vacancy on the board may be filled by a majority vote of the remaining board members for a candidate who meets the requirements as established in Article V(c).

V(h). *Annual Meeting.* The Club shall convene an annual meeting of the membership of the Club. Annual meetings will be open to all Club Members and will be held in person or by electronic means or teleconference as necessary.

V(i). *Regular Meetings.* Regular meetings of the board may be held at a time and place as determined by the board. Regular meetings are limited to members of the board and can be held in person or by remote communication.

V(j). *Special Meetings.* Special meetings of the board may be called by the President or any two directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each director in any manner at least 14 days before the meeting. A special meeting can be held in person or by remote communication.

V(k). *Waiver of Notice.* The attendance of a director at a board meeting shall constitute a waiver

of notice of the meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

V(l). *Meeting by Telephone or Similar Equipment.* A director may participate in a meeting by conference telephone or any similar remote communications application (e.g., Zoom or Microsoft Teams) through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

V(m). *Quorum.* A simple majority of the directors then in office constitutes a quorum for the transaction of any business at any meeting of the board except a removal vote. Actions voted on by a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the board.

V(n). *Consent to Corporate Actions.* Any action required or permitted to be taken pursuant to authorization of the board may be taken without a meeting if, before or after the action, all directors consent to the action in writing. For the purposes of fulfilling the requirements of this section, email communications are deemed acceptable. Written consents shall be filed with the minutes of the board's proceedings.

ARTICLE VI COMMITTEES

VI(a). *General Powers.* The board, by resolution adopted by a vote of a simple majority of its directors, may designate one or more committees, each committee consisting of one or more directors. The board may also designate one or more directors as alternate committee members who may replace an absent member at a committee meeting. If a committee member is absent from voting, members present at a meeting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent member. All committees designated by the board shall serve at the pleasure of the board.

A committee designated by the board may exercise any powers of the board in managing the Club's business and affairs to the extent provided by resolution of the board. However, no committee shall have the power to:

1. amend the articles of incorporation;
2. adopt an agreement of merger or consolidation;
3. amend the bylaws of the Club;
4. fill vacancies on the board; or
5. fix compensation of the directors or members for serving on the board or on a committee.

VI(b). *Committee numbers.* A committee must consist of a minimum of two club members, one of whom must be a director as stated above.

VI(c). *Meetings.* Committees shall meet as directed by the board, and their meetings shall be governed by the rules provided in Article V for meetings of the board. Minutes shall be recorded at each committee meeting and shall be presented to the board. For the purposes of complying with this section, posting of meeting minutes on the Club website constitutes presentation to the board.

VI(d). *Consent to Committee Actions.* Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. For the purposes of fulfilling the requirements of this section, email communications are deemed acceptable. Written consents shall be filed with the minutes of the committee's proceedings.

ARTICLE VII CZARS

VII. *Czars.* The board shall determine the need for various positions to assist the Club to run efficiently in all matters ("Czars"). To accomplish this the board may appoint a Club member to these positions. The appointed individual may also hold a position as a board member.

ARTICLE VIII COMMUNITY

VIII. *Community Involvement.* Each year the Club will designate a minimum of four community events that Club members are encouraged to participate in that year. The events can be cycling- or non-cycling-related events and shall be posted on the Club website.

ARTICLE IX DUES

IX(a). *Dues.* In order to keep the Club financially viable and pay administrative expenses, annual dues will be collected from the membership.

IX(b). *Board decision.* The Board will determine the amount of dues to be paid before the annual team meeting.

ARTICLE X OFFICERS

X(a). *Number.* The officers of the Club shall be appointed by the board. The officers shall be a President, a Secretary, and a Treasurer. There may also be a Vice President, Chairperson of the board, and such other officers as the board deems appropriate. The President shall be a voting member of the board. Two or more offices may be held by the same person, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or by the President or by the board to be executed, acknowledged, or verified by two or more officers.

X(b). *President.* The President shall be the chief executive officer of the Club and shall have

authority over the general control and management of the business and affairs of the Club. The President shall see that all actions taken by the board are executed and shall perform all other duties incident to the office. This is subject, however, to the President's right and the right of the board to delegate any specific power to any other officer of the Club.

X(c). *Vice President.* The Vice President, if any, shall have the power to perform duties that may be assigned by the President or the board. If the President is absent or unable to perform his or her duties, the Vice President shall perform the President's duties until the board directs otherwise. The Vice President shall perform all duties incident to the office.

X(d). *Chairperson.* The Chairperson, if any, shall preside at all board meetings. The Chairperson shall have the power to perform duties as may be assigned by the board. If the President is absent or unable to perform his or her duties, the Chairperson shall perform the President's duties until the board directs otherwise. The Chairperson shall perform all duties incident to the office. If there is no Chairperson, the club President shall preside at all board meetings.

X(e). *Secretary.* The Secretary shall (a) keep minutes of board meetings; (b) be responsible for providing notice to each director as required by law, the articles of incorporation, or these bylaws; (c) be the custodian of corporate records; (d) keep a register of the names and addresses of each officer and director; (e) complete all required corporate filings; and (f) perform all duties incident to the office and other duties assigned by the President or the board.

X(f). *Treasurer.* The Treasurer shall (a) have charge and custody over corporate funds and securities; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys and securities received by the Club at such depositories in the Club's name that may be designated by the board; and (d) perform all duties incident to the office and other duties assigned by the President or the board.

X(g). *Term of Office.* Each officer shall hold office for a term of two years or until a successor is appointed and qualified. An officer may resign at any time by providing written or oral notice to the Club. Notice of resignation is effective on receipt or at a later time designated in the notice.

X(h). *Removal.* An officer appointed by the board may be removed with or without cause by vote of a two-thirds majority of the board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights.

X(i). *Vacancies.* A vacancy in any office for any reason may be filled by another member of the board with a simple majority vote.

ARTICLE XI CORPORATE DOCUMENT PROCEDURE

XI. *Document Execution.* Board Members will be authorized to execute documents and other articles that pertain to the operations of the Club as necessary.

**ARTICLE XII
INDEMNIFICATION**

XII(a). *Indemnification.* The Club shall indemnify all members of the board and its committees against liability and loss arising in any manner by reason of the fact that such a person is or did hold one or more of these positions, or by reason of any acts of such person, or omission of such person to act in their capacity in the those positions, to the fullest extent permitted by any present or future provision of law.

XII(b). *Insurance.* The Club may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the Club or (b) was or is serving at the request of the Club as a director, officer, employee, or agent of another club, partnership, joint venture, trust, or other enterprise. The insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Club would have power to indemnify against liability under this article or the laws of the state of Michigan.

**ARTICLE XIII
COMPENSATION**

XIII. *Compensation.* When authorized by the board, a person shall be reasonably compensated for services rendered to the Club as an officer, director, employee, agent, or independent contractor, except as prohibited by these bylaws.

**ARTICLE XIV
FISCAL YEAR**

XIV. *Fiscal Year.* The fiscal year of the Club shall begin on January 1 and end on December 31.

**ARTICLE XV
AMENDMENTS**

XV. *Amendments.* The board of directors at any regular or special meeting may amend or repeal these bylaws or adopt new bylaws by vote of a majority of the directors, if notice setting forth the terms of the proposal has been given in accordance with any notice requirement for the meeting of the board.

**ARTICLE XVI
Posting of the Club Bylaws**

XVI. *Posting.* Within 30 days of the board's adoption of the Club Bylaws and all amendments of the Bylaws, the entire set of Bylaws shall be posted on the Club website with the date of approval included and a board member shall send an electronic communication to all Club members announcing the posting of the Bylaws on the Club website.

**ARTICLE XVII
TERMINATION/DISSOLUTION OF THE CLUB**

XVII. *Dissolution.* Should it be decided that the Club is no longer meeting the needs and serving the purposes for which it was founded, the Club may be voluntarily dissolved by a majority vote of the members present at a Club business meeting followed by a two-thirds vote of those Club members voting in a postal, e-mail, or electronic ballot within 30 days of the vote to terminate passed at the Club business meeting. The results of this ballot shall be communicated in writing to the Club membership as soon as practically possible after the tabulation of the votes.

**ARTICLE XVIII
MEMBERSHIP REQUIREMENTS**

XVIII. *Membership.* All individuals who have submitted the Club application along with dues and have signed a liability waiver will be considered Members of the Club for the calendar year for which they join.

**ARTICLE XIX
MEMBER DEFINITIONS AND GUIDELINES**

XIX(a). *Club Member.* an individual who has met the Membership Requirements set forth in Article XVIII and who promotes the sport of cycling and the Club's sponsors by participating in recreational cycling and other non-licensed Club events.

XIX(b). *Guidelines.*

1. When you get on your bike you take on a responsibility, to yourself and to others. When you put a sponsor's name on your jersey, that responsibility is magnified. Ride responsibly, obey traffic rules, don't block traffic. In short, be good stewards of cycling.
2. All members participating in Club events will wear a helmet at all times while riding their bikes and are expected to wear a Club kit when participating in Club rides.
3. Club members who participate in a race are expected to wear the current year jersey while racing.
4. Club members are encouraged to participate in Club-promoted/sponsored community/charity events as their time permits.