

By-laws of the Cyclists of Greater Seattle

Article 1. Name

The name of the organization is the Cyclists of Greater Seattle or COGS.

Article 2. Incorporation

The COGS shall hereinafter maintain itself as a nonprofit corporation under the laws of the State of Washington and shall maintain federal income tax status as prescribed under Section 501 (c)(7) of the Internal Revenue Code.

Article 3. Purposes

The purposes for which the COGS is formed are exclusively recreational, social and educational and consist of the following:

- A.** Encourage and support bicycling of all types and at all levels of athletic ability.
- B.** Promote the benefits of bicycling.
- C.** Organize and execute group social and/or recreational activities for the benefit of its membership.
- D.** Make available to its membership information pertaining to cycling, bicycle clubs and their activities and bicycling news.
- E.** Promote interest and participation in bicycle touring, commuting, road and off-road riding, and other forms of bicycle activities.
- F.** Encourage and promote bicycle safety education and cooperation with public authorities in the observance of all traffic regulations.
- G.** Aid, support and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for recreational or social purposes relating to bicycling.
- H.** Do any and all other lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, partnerships, joint ventures, associations, trusts, institutions, foundations, or government bureaus, departments or agencies.

Article 4. Powers

In general, and subject to such limitations and conditions as are or may be prescribed by law or in the COGS's Articles of Incorporation or By-laws, COGS shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes set forth above, are necessary or incidental to the powers so conferred, and/or are conducive to the attainment of COGS's purposes.

Article 5. Trademarks

The "Cyclists of Greater Seattle", the "Seattle Bike Club" and "COGS" (as it pertains to the Cyclists of Greater Seattle) are registered trademarks of the Cyclists of Greater Seattle. The use of any right to use or license or any other rights related to these trademarks belongs and is reserved exclusively to the Cyclists of Greater Seattle and the Board of Directors.

Article 6. Offices

The principal office of the Cyclists of Greater Seattle ("COGS") shall be located at such place as the Board of Directors ("Board") may designate. Any registered agent appointed by the Board shall designate the registered COGS address and report such to the office of the Secretary of State of the State of Washington through appropriate filings. If the registered agent or the registered address changes, the Board, through its Secretary, shall notify the Secretary of State, through appropriate filings, of such change. COGS may have other offices as the Board may designate or as COGS business may require from time to time.

Article 7. Membership

7.1 Classes of membership

- 7.1.1 **Classes of Members.** COGS shall have two classes of members: Individual and Household.
- 7.1.2 **Individual Members.** Persons who desire to join COGS by him or herself shall be Designated Members.
- 7.1.3 **Household Members.** Persons constituting a family unit of no more than two persons over the age of eighteen (18), who share the same permanent address or who are directly related by marriage, permanent living arrangement or birth, and any minor children of such persons residing with such persons, may join COGS as a Household Member.

7.2 Qualification for Membership

To qualify as a member, a person must:

- (1) desire to promote the club purposes and bicycling in general,
- (2) have filled out the application adopted by the Board for new members of either class, and
- (3) have paid the appropriate then applicable dues in full.

7.3 Rights, Responsibilities and Privileges of Members

The Board shall, from time to time, establish the Members' rights, responsibilities and privileges, and such shall apply equally to all Members in accordance with these By-laws.

7.4 Dues

- 7.4.1 **Members must pay his/her annual dues on or before the anniversary of the member's joining COGS or within thirty (30) days of such date.** The Board shall notify the member a reasonable time before expiration of his/her membership of the due date and the amount of dues that are owed.

- 7.4.2 The amount of the annual dues shall be determined by the Board by the last day of January each year, and, absent exigent circumstances, shall remain at the same level for one calendar year.
- 7.4.3 Any monies paid for membership dues or assessments to COGS are non-refundable.

7.5 Resignation and Expulsion from Membership

- 7.5.1 A member may resign at any time.
- 7.5.2 A member will be considered to have resigned if he/she fails to pay COGS annual dues, unless the Board decides to retain the member.
- 7.5.3 The Board can remove, expel or sanction any member by a super majority (two thirds) vote of the entire Board.
- 7.5.4 In the event that a member resigns or is expelled, as permitted herein, such member forfeits all dues paid to COGS to that date.

7.6 Voting Rights

- 7.7.1 Each Individual member is entitled to one vote on any matter submitted to the members including the election of Directors.
- 7.7.2 Each Household member over the age of eighteen (18) is entitled to one vote on any matter submitted to the members including the election of Directors. Such vote must be cast by each of the adults in the household and cannot be submitted by proxy except as permitted under these by-laws.
- 7.7.3 Each Individual and Household member shall be able to cast one vote for each of the Board positions in any election of Board members.

7.7 Annual Membership Meeting

- 7.7.1 The annual membership meeting will be held each year at a location specified by the Board on the third Tuesday in October at 7: 00 p.m., unless the Board decides to change that date and/or time. The Board shall notify all members of the date, time and location of the Annual membership Meeting at least thirty (30) days prior to the meeting.
- 7.7.2 The Board Secretary shall circulate the Agenda for the Annual Membership Meeting at least twenty (20) days prior to the meeting by mail, fax, or email. The Board Secretary shall also post the Annual Membership Meeting Agenda and the Agenda for all Special Meetings on COGS website.
- 7.7.3 The purpose of the Annual Membership Meeting will be to conduct COGS business, elect members of the Board of Directors for the following year, approve changes to COGS Articles of Incorporation, cast ballots on Board Resolutions requiring membership approval, and to transact such other business as may properly come before the meeting.
- 7.7.4 All members in good standing shall be entitled to attend and vote at the Annual Membership Meeting. All COGS members in good standing can vote at such meeting through written proxy submitted to the Board Secretary at least two (2) days prior to the Annual Membership Meeting by hand delivery, fax, mail, or email. Members are encouraged to contact board members to provide their inputs for the monthly Board Meetings; however the final voting

(at Board Meetings) will be by the Board Members (which includes both elected and appointed members of the Board).

7.8 Special Membership Meetings

The President, Board through a majority vote, or not less than five percent (5%) of the members in good standing entitled to vote at Annual Membership Meetings may call special meetings of the membership for any purpose.

7.9 Place and Time of Meetings

All COGS meetings shall be held at a reasonably convenient time and place within Washington State.

7.10 Notice of Membership Meetings

7.10.1 The notice of any Special Membership Meeting shall be posted on COGS website within fifteen (15) days of the appointed time and date.

7.10.2 All notices of the Annual or any Special Membership Meeting must contain in full the content of any resolution, slate of candidates and the express terms of any other matter upon which a vote of the membership is sought. If the notice does not contain such information, any vote or action taken on such matter is invalid, null and void.

7.11 Quorum for Membership Meetings

At any Annual Membership or Special Membership meeting, a quorum shall consist of at least five (5) percent of the members in good standing including those who appear through proxy. If a quorum is not present at a meeting, a majority of the members present may adjourn the meeting.

7.12 Manner of Acting

At the Annual Membership or any Special Membership meeting, the act of the majority of the members present personally or through proxy at such meeting, providing a quorum exists, shall be the act of the membership, unless the vote of a greater number of Members is required by these By-laws, the Article of Incorporation or applicable Washington law.

7.13 Proxies

The exercise of voting rights may be performed in person by the Individual member or by one or both of the household adult persons of a Household membership. A voting right may not be transferred or executed by proxy. However, any Individual or Household member can vote through written proxy. The proxy must clearly indicate the specific action to be taken and the vote (yes, no or abstain or the identity of the candidate for which the proxy is submitted).

7.13 Action by Members Without a Meeting

No action that is to occur at a membership meeting may be undertaken without the meeting being duly called as provided herein.

Article 8. Board of Directors and Officers

8.1 General Powers

The COGS Board of Directors shall manage the affairs of COGS and be supporters of bicycling in the State of Washington. All Officers and other members of the Board of Directors shall act in the best interest of COGS and shall carry out his/her duties to achieve the purposes of COGS as set forth in the Articles of Incorporation, By-laws, and other COGS value statements and statements of principle hereinafter promulgated.

8.2 Qualifications

Directors and Officers shall either be an Individual or an adult Household member in good standing, and who possess the willingness and ability to perform the duties necessary to fulfill the obligations of a Director set forth in these By-laws. Directors may have such other qualifications as the Board may prescribe by amendment to these By-laws.

8.3 Board Size

The Board shall consist of not less than three (3) Directors. The Board may change the number of Directors by Board resolution from time to time approved by a majority of the Directors provided that no decrease in the number of Board members shall have the effect of shortening the term of any incumbent Director.

8.4 General Powers and Duties

The Board shall have charge of the COGS property and business and shall set direction, establish policy and oversee COGS operations. The Board shall have the power to hire and terminate staff, set terms and conditions of employment and establish work conditions, provided, however, that the Board may from time to time elect to delegate all or any such functions to an appointed Officer(s) charged or hired to fulfill such functions subject to the Board's oversight.

8.5 Board Attendance

Each Board member shall endeavor to attend each regular and special meeting of the Board and the Annual Membership Meeting unless such person shall have good cause for not attending.

8.6 Vacancies Prior to the Annual Membership Meeting

- 8.6.1 The remaining members of the Board by majority vote shall fill any vacancy occurring prior to the Annual Membership Meeting, with the exception of the

President. All persons who replace such former Directors shall maintain their positions until the next Annual Membership Meeting.

- 8.6.2 If the President is unable to complete his/her term because of death, resignation, incapacity or removal, the Vice President will assume the office of the President and serve his/her remaining term.

8.7 Election of Directors

- 8.7.1 The members shall elect the COGS President, Vice President, Treasurer, and Secretary at the Annual Membership Meeting. The election shall be overseen by the incumbent Secretary to ensure that a quorum was present in person or by proxy and that the results were consistent with the requirements of these By-laws. The persons so elected shall constitute the Board of Directors.
- 8.7.2 The elected Board of Directors may appoint additional members to the Board of Directors by a two-thirds vote of the standing Board of Directors to fulfill important roles in conducting the business of COGS. Examples of this include, but are not limited to, Membership Coordinator, Newsletter Coordinator, Ride Director, Ride Around Puget Sound (RAPSody) Coordinator and Tour Coordinator. Members fulfilling such roles will be full members of the Board of Directors and participate in all deliberations of the Board as voting members of the Board of Directors.
- 8.7.3 The Board shall, each year, create a Nominating Committee at least sixty (60) days before the Annual Membership Meeting. Any member in good standing desiring to run for membership on the Board shall advise the Nominating Committee verbally or in writing at least thirty (30) days prior to the Annual Membership Meeting. Any member can nominate any other member for any position within that same period. The Nominating Committee shall announce its slate of candidate(s) to the members by no later than twenty (20) days before the Annual Meeting. Any member in good standing can run in opposition to those candidates.
- 8.7.4 Any Officer or Director may stand for re-election for any indefinite number of terms.

8.8 Term of Office

A Director shall serve for a one-year term.

8.9 Regular Meetings

Regular meetings of the Board of Directors shall take place at least nine (9) times a year, are to be open to all members in good standing, and notice of such meetings shall be published as provided by the By-laws.

8.10 Executive Committee

The Board may create an Executive Committee consisting of the President and at least two other Board Members. The Board can increase the size of the Executive Committee from time to time providing that there are always an odd number of participating members of the Executive Committee. The Executive Committee

shall, subject to the review and oversight of the Board, manage the affairs of COGS between meetings of the Board of Directors. Except for matters on which only the Membership has been delegated authority (such as election of directors), the Executive Committee shall have the ability to make decisions for the COGS. The Board of Directors shall, at its next meeting, ratify each such decision. If it fails to do so, the Board may direct that different actions occur, modify the decision of the Executive Committee, or reverse any such decisions. The Executive Committee of the Board of Directors cannot act without the approval of two of its three members or any future majority set forth in any amendment to these By-laws.

8.11 Executive Sessions of the Board of Directors

When matters of legal privilege or issues of substantial personal privacy come before the Board, the Board may elect to meet in executive session, excluding all other persons except legal counsel. The Board shall not routinely go into executive session and should generally refrain from such without legal advice to meet on certain issues in that manner.

8.12 Special Board Meetings

- 8.12.1 Special meetings of the Board of Directors may be called by or at the request of the President or any two Board Directors. Such meetings can be called on five (5) days notice to the other Board Directors in a manner reasonably calculated to give each Board Member notice including telephone, email, website posting, and personally. All members shall be given notice of any such meetings in a similar manner. Notice of such meeting shall include an agenda and the terms of any resolution(s) on which immediate action is being sought.
- 8.12.2 All special Board meetings are open to all members in good standing unless the special meeting is held in executive session, by resolution of the Board and only to preserve COGS legal privileges or for matters affecting the status of paid staff, where privacy interests are compelling.

8.13 Notice of Meetings

In the event of a regular or special meeting of the Board, the Secretary shall post notice of the place and time to be published on the website no less than ten (10) days prior to the meeting, unless exigent circumstances exists warranting a shorter notice period.

8.14 Board Committees

The Board may create other committees from time to time, as it deems appropriate, including standing or temporary special committees. The President may appoint non-Board members to serve on such committees (e.g., finance, membership, etc.) The Board shall, by resolution duly approved, set forth the structure, purposes and goals of each such committee. The President shall appoint a chair for each committee who shall report to the President and the Board, as is appropriate. The Chair shall be an existing Board Director, unless the Board decides otherwise. The

Chair shall notify the committee members of the time, place and agenda for each meeting ten (10) days prior to each meeting. If these Board Committees issue any reports, they shall be circulated to COGS's membership as well as the Board unless, for purposes of preserving legal privilege or staff privacy, the Board authorizes limited distribution.

8.14.1 No committee shall have the authority by itself to:

- (a) amend, alter or repeal Articles of Incorporation or these By-laws but a committee can be appointed to recommend changes to such;
- (b) elect, appoint or remove any member of any other committee or any director, officer or member in good standing of the COGS;
- (c) authorize the allocation of COGS assets unless so empowered by the Board and subject to final Board approval;
- (d) authorize the voluntary dissolution of the COGS; or
- (e) amend, alter or repeal any resolution of the Board. The designation and appointment of any committee and the delegation thereto of authority shall not operate to relieve the Board or any Director or Officer of any responsibility imposed upon it by these By-laws, Articles of Incorporation or Washington State law.

8.14.2 A majority of the number of appointed committee members shall constitute a quorum.

8.14.3 A committee member may resign at any time by submitting his or her resignation either verbally or in writing to the Committee Chair. Any committee member may be removed by the Board without cause by majority vote of the Board.

8.15 Quorum for Board Meetings

At any regular or special meeting of the Board of Directors, any three (3) Directors shall constitute a quorum for the purpose of conducting business. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting.

8.16 Directors Can Participate in Meetings by Remote Communications

Board Directors may participate in any meeting by means of a conference telephone or similar technology provided all persons participating in such meeting can hear each other at the same time and are able to speak and otherwise participate effectively in any discussion at such meeting. Participation by such means shall constitute personal attendance at a meeting. The Board can permit the use of other forms of technology where the Board concludes that such means of communications will enable all members to participate effectively.

8.17 Presumption of Assent

A COGS Board Director present at a meeting at which action on any corporate matter is taken shall be presumed to have assented to the action unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting

as the Secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention within two (2) days after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

8.18 Manner of Acting

At regular Board meetings, the act of the majority of the Board of Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by the By-laws, the Articles of Incorporation or applicable Washington State law.

8.19 Action by Board Without a Meeting

The President is empowered to act on behalf of the Board from time to time when necessity demands. Another Director may also act on behalf of the Board with the consent of the President. The Board at its next regular or special meeting must affirm any such action or such action shall be reversed or amended by a resolution of the Board.

8.20 Resignation of an Officer or Board Director

A Director or Officer may resign at any time by submitting his/her written resignation to the President or Board Secretary.

8.21 Removal of Directors

- 8.21.1 A Director absent for three (3) consecutive regular meetings can be assumed to have resigned unless just cause is shown to exist and accepted by the Board. The President shall have the right to appoint another Director to serve out the balance of the term of the presumed resigning Director.
- 8.21.2 The Board of Directors may expel a Board Director with or without cause, by the two-third's vote of every other Director eligible to vote. Upon such approval, the President shall appoint a successor to complete the expelled Director's term.

8.22 Removal of Officers and Directors by Vote of the Membership

The COGS Membership may remove an elected Director through a Membership Referendum by an affirmative vote of over fifty (50) percent of a quorum of five (5) percent of the current Individual and Household Members. To initiate this process, a member in good standing will present a petition consisting of the signatures of at least fifteen (15) members, also in good standing, to the Board. The Board shall hold a special meeting of the Membership within thirty (30) days of receipt of such petition. If the Membership votes to remove a Director by the requisite number and percentage of votes, the Directorship will be considered vacant and shall be filled in accordance with Article 8.6.

8.23 No Compensation

No Director, Officer, Chair or committee member shall receive compensation for time and effort extended in the execution of his or her duties. A Director, Chair or committee member may receive reimbursement from the Treasurer for actual expenses reasonably incurred in the performance of his or her duties if such person was authorized to expend such money by the President or the Board.

8.24 President's Duties and Responsibilities

The President shall be the chief executive officer of the COGS and, subject to the Board's oversight, supervise and control all of the assets, business and affairs of the COGS. The President shall preside over all meetings of the Board and Membership. The President may not sign deeds, mortgages, bonds, contracts and other instruments, except when the signing and execution thereof have been expressly authorized by the Board. The President may not authorize an appropriation of greater than One Hundred Dollars (\$100) unless approved by two (2) other Directors. The President shall perform all duties incident to the office of the President and such other duties as are delegated to him/her by the Board of Directors or COGS Membership from time to time including communicating and implementing all Board actions, executing approved contracts and agreements, creating standing and special committees and such other duties as may be required from time to time which are customarily performed by the President.

8.25 Vice President's Duties and Responsibilities

In the event that the President is unable or unavailable to perform his/her duties, the Vice President shall assume the duties and responsibilities of the President. The Vice President shall have, in those situations, the same authority and responsibilities as the President while so serving. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or the Board.

8.26 Secretary's Duties and Responsibilities

The Secretary shall:

- (a) keep the minutes of all meetings of the Board and Membership;
- (b) collect minutes prepared by Board committees;
- (c) ensure that all notices are duly and properly given in accordance with the provisions of the By-laws or as required by law;
- (d) be the custodian of the records of COGS records;
- (e) maintain all official records as required by law;
- (f) sign, with the President, or other officer authorized by the President and the Board, deeds, mortgages, bonds, contracts or other duly authorized instruments;
- (g) maintain a permanent record of meetings, notices and other official COGS records and a roster of all active and past Members; and
- (h) perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or the Board.

8.27 Treasurer's Duties and Responsibilities

The Treasurer shall:

- (a) have charge and custody of and be responsible for all funds and securities of the COGS;
- (b) receive and give receipts for all monies due and payable to COGS from any source whatsoever;
- (c) collect all membership dues and assessments;
- (d) deposit all of COGS monies in the name of the COGS in banks, trust companies or other depositories selected in accordance with the provisions of these By-laws;
- (e) pay timely all bills and charges due from COGS for authorized expenditures;
- (f) report to the membership at the Annual Membership Meeting a financial state of the club; and
- (g) perform all other duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

Article 9. COGS Officers and Ride Leaders

9.1 COGS Officers

Any member in good standing who serves as an COGS ride leader, tour organizer, support staff and event host shall be considered a COGS officer for such time as such person provides such service. Unless otherwise serving as a Director, such persons shall not have the same authority as Board Director and elected Officer as described in these By-laws.

9.2 Insurance

All COGS officers shall be covered and protected by all COGS insurance policies to the same extent as if such persons were duly elected Directors.

9.3 Compensation

A COGS officer may not receive compensation for time and effort without specific approval from the Board. An Officer may receive reimbursement from the Treasurer for expenses actually and reasonably incurred in the performance of his or her duties if so authorized by the President or the Board.

Article 10. Miscellaneous Provisions

10.1 The official medium of public record for COGS shall be the COGS website and the COGS meeting minutes.

10.2 No Director, Officer or member shall release anyone's membership information to any person or persons outside of the membership without the express permission of the member.

- 10.3 No Director, Officer or member shall use anyone's membership information except in the exercise of his or her duties to the COGS

Article 11. Funds

The Board may create one or more permanent or temporary funds for specific projects and/or programs. The Board shall establish guidelines for raising and expending money of any such Fund.

Article 12. Liability and Indemnification (Deferred)

In the absence of bad faith, corruption or criminal conduct, no Board Director, Officer or Committee chair or member, shall be personally liable for the debts, obligations or liabilities of COGS, and COGS shall indemnify any present or past Director or Officer, including Officers, against any expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceedings in which she/he is or becomes a party by reason of having served COGS as a Director, Officer or other official function.

Article 13. Conflicts of Interest

No Director or Officer shall conceal or vote on any matter that would or might involve or create a conflict of interest. Whenever a Director or Officer has cause to believe that a matter to be discussed or voted on would or might constitute a conflict or possible conflict of interest, including one on which the person affected might benefit personally or otherwise, that Director or Officer shall disclose such conflict at the earliest opportunity and abstain from voting on any such matter. Any material failure to comply herewith shall be grounds for removal from the COGS and, at a minimum, as an Officer or Director of the COGS.

Article 14. Amendments

The By-laws may be adopted, revised, amended, added to or repealed upon a vote of a super majority (two thirds) of the general membership in attendance. All amendments are to be included in the copy of the bylaws held by the Secretary and be published on the COGS website.

Article 15. Termination

In the event of the termination of COGS, COGS shall have all remaining assets to be donated to a bicycle related non-profit organization and shall not be used or donated to any Director, Officer or COGS member personally.

The Board adopted the foregoing By-laws on October 20, 2009 General Membership Mtg

Signature Approvals for the Board and the COGS club:



Louise Kornreich – COGS President



Richard Ahearn – COGS Vice President