

Bylaws

Endurance Fun Club

Adopted - 24 January 2017

ARTICLE I - MEMBERSHIP

Section 1--Qualifications

Any person who pays annual dues shall be considered a member of the Club. Membership is open to all interested in the club's activities and any new ideas regardless of race, creed, sex, national origin or religious preference. All applications for membership must be made in writing or electronically through [the online application](#).

Any member who violates any provision of the Constitution or Bylaws may be suspended or expelled at any meeting or special meeting of the Club, provided that the member under proposed suspension or expulsion has been notified of impending action regarding the proposed suspension or expulsion at least 10 days in advance. The expulsion or suspension shall be by secret ballot of a two-thirds majority vote of the Board of Directors.

Section 2--Classifications

Any person 18 years of age or over is eligible for Adult membership.

Any person 10 through 17 years of age is eligible for Junior membership in the same manner as Adult members, except that the consent in writing of a parent or guardian is required. Those under 10 years of age may be included as part of a Family membership and may attend all Club functions when in the company or permission from their parents (written or confirmed via phone call).

A Family membership includes parent(s) and all dependent children. For the purpose of elections and other official business, each family member age 18 or over will be considered an Adult member.

An Honorary member may be elected to such membership for one or more years by a majority vote of the Board of Directors at any regular meeting. Honorary members shall enjoy all privileges of the Club and shall be exempt from the payment of dues.

ARTICLE II - FUNDS, FINANCES, AND PROPERTY

Section 1

The funds of the Club shall be deposited in a bank of good standing, in the name of [the mother company](#), subject to the draft of the Treasurer or President. No sum of money exceeding the budgeted amount of officer or committee may be withdrawn from the treasury except when approved by the Board of Directors. The title to the funds, finances and property of the Club shall be vested solely in the adult members.

Section 2

At the December meeting each year, the President shall appoint an adult member who is not a member of the Board of Directors to chair a three-person committee to audit the books and accounts of the Club; such committee shall report to the Board at the March meeting.

Section 3

No later than the December meeting each year, the President shall explain and present for approval a proposed operating Budget prepared by the other members of the Board of Directors under the direction of the President. The Board is authorized to adjust the subsequent operating budget commensurate with increases or decreases in Club revenues.

Section 4

No part of the organization's net earnings may inure to the benefit of any person having a personal and private interest in the activities of the organization. For purposes of this requirement, it is not necessary that net earnings be actually distributed, since even undistributed earnings benefit members, if reflected by a decrease in membership dues or an increase in the services the club makes available to its members with corresponding increase in dues or other fees paid for club support.

Section 5

Upon dissolution of the Club, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Club, dispose of all of the assets of the Club in such manner as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas in the county in which the principal office of the Club is then located, exclusively for such purposes or such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III - ELECTION OF OFFICERS

The nomination of the elected officials shall be made at the September meeting. Nominations also will be accepted from the floor at this meeting. The Nominating Committee's ballot, with write-in space, will be provided to all adult members by October 1 by posting the ballot on the website. Paper ballots, if used, are to be marked and received not later than October 15 in a sealed envelope with the voter's name, signature and Club number on the envelope. Online Ballots, if used, are to be submitted no later than October 15. Online ballots must have all personal information filled out to be valid. No voter may

submit more than one ballot, regardless of voting method used.

The Nominating Committee shall function as the Board of Elections to verify membership and to certify the results of the election. Any voting discrepancies shall be presented to the Board of Directors for resolution.

ARTICLE IV - MEETINGS

Section 1

Meetings of the Board of Directors shall be held regularly. A quorum for meetings of the Board shall consist of no less than a majority of the Board members. Where one person has been elected and/or appointed to more than one Board position, the quorum is based on the number of persons present and not the number of positions present. In no case shall any one person be entitled to more than one vote.

Section 2

Adhoc committee meetings shall be held regularly. These meetings shall be open to all EFC members.

Section 3

Special meetings may be called by the President at any time. He/she shall also call special meetings upon the written application of 10 Club members. The call shall state the nature of the business to be transacted, and no other business shall be attended to at such meetings. If the meeting is to be a meeting of record, the adult membership shall be notified of said meeting at least 15 days in advance.

Section 4

In the absence of the President and Vice President, the Board members present at a meeting shall elect a President Pro Tem. The President Pro Tem shall perform such duties as the office may require.

ARTICLE V - DUES

Section 1

The annual dues of members shall be payable in advance without notice. A change in membership dues can be made at any meeting at which all adult Club members present shall have an equal vote on the issue. Notification of proposed changes in membership dues shall be posted on the EFC website at least 30 days before the Board meeting at which the vote will

occur.

Section 2

Anyone applying for membership shall be considered a renewing member if that person has been a member within one year of the date the EFC receives that person's completed membership application, signed waiver, and dues; otherwise, that person shall be considered a new member.

Section 3

1. Anyone may join the EFC at any time for one or more years.
2. Membership begins the day the EFC receives the applicant's completed membership form, signed waiver, and dues.
3. Membership is free to new members through 30th April with payment of dues for the year or years beginning on the following 1st May.
4. Dues from renewing members on or after 1st March and before or on 1st May apply to the year or years beginning on 1st May.
5. Dues from renewing members after 1st May and before the following 1st March apply to the year or years beginning on the preceding 1st May.

ARTICLE VI - ORDER OF BUSINESS

Section 1

The order of business at meetings shall be as follows:

1. Call to order
2. Roll call
3. Review of minutes of previous meeting
4. Reports of officers
5. Reports of committees
6. Unfinished business
7. Matters arising
8. New business
9. Adjournment

Section 2

A collection of documented operating procedures entitled "EFC Operating Procedures" shall be generated and maintained by the Board. Responsibility for keeping this collection, making it available at meetings of the Board and effecting its transfer to the new Board after elections shall be that of the Vice President.

ARTICLE VII - DUTIES OF OFFICERS

Section 1

The President, as chairman of the Board, shall be responsible for the Club's general management and shall oversee the affairs of the Club. The President shall preside at all meetings, shall have power to fill any vacancy that may occur on the Board of Directors, and shall perform such other duties as this office may require.

Section 2

The Vice President shall preside in the absence of the President. In the event of the death, resignation or removal of the President, the Vice President shall assume the duties of such office. He/she may prepare an administrative and miscellaneous budget for review and approval by the Board of Directors.

Section 3

The Secretary shall record and maintain the minutes of the meetings of the Club. It shall be the responsibility of the Secretary to furnish a copy of the Constitution and Bylaws to the members of the Club upon request. The Secretary will maintain a separate file of policy decisions and will add to the file as policy statements are established.

Section 4

The Treasurer shall receive all moneys, pay all bills upon receiving proper approval and maintain proper financial records, according to accepted accounting practices.

Section 5

The Field Captain shall, under the direction of the Board, make and have charge of all arrangements of parades, tours and excursions of the Club, except the Huffman Spring Classic and the Wright Wride, and shall prepare a touring budget for review and approval by the Board of Directors. He/she shall prepare notices and reports for publication in the Club newsletter pertaining to tours and events of the Club. He/she shall give a touring report at each meeting of the Board. He/she may designate, subject to the approval of the President, such assistants as he/she may need in the performance of the duties of his/her office.

Section 6

The Corporate Communications officer shall be responsible for the preparation and publication of the Club newsletter. He/she shall prepare the newsletter budget for review and approval by the Board of Directors. He/she also shall provide consultation in the preparation of the Club website and any Club handbooks, guides and other publications.

Section 7

The respective captains of the club's teams shall prepare the budget and application form for the upcoming events for review and approval by the Board of Directors, and shall be responsible for all the forthcoming activities therein. He/she shall prepare notices and reports about the event for publication in the Club newsletter. A complete financial statement of the events shall be presented to the Board within 30 days following the event.

Section 8

The Membership Director shall be responsible for the promotion of the Endurance Fun Club, for the development, distribution and processing of Club membership applications and for the maintenance of all membership records. He/she shall prepare the membership budget for review and approval by the Board of Directors.

Section 9

The Welfare Director shall be responsible for Club picnics and banquets and other social activities and for the promotion of camaraderie among Club members. He/she shall prepare the social budget for review and approval by the Board of Directors.

Section 10

The Corporate Communications Officer shall be responsible for promoting the increased adoption of and support for various club's branches and the improved safety and convenience for respective members. He/she shall act as a liaison to the partners and networks of the club. He/she shall prepare the advocacy budget for review and approval by the Board of Directors. He/she shall give an advocacy report at each meeting of the Board and prepare notices and reports for publication in the Club newsletter about bicycle advocacy.

Section 11

The Webmasters shall be responsible for the maintenance of the EFC website, including publishing monthly club events, club news, schedules, and touring mileage, lists of annual award recipients, online classified advertising, and photo galleries. The Webmaster shall assist in creating online and downloadable forms for membership and tour registrations and other functions, such as the Annual Banquet, for which registrations and/or reservations are required. The Webmaster shall prepare a budget annually for review and approval by the Board of Directors. He/she shall give a website report at each meeting of the Board.

ARTICLE VIII - POWERS

The Club shall have such powers as are enlisted in the registra of clubs – Kenya;

- a. Solicit, collect, receive, acquire, hold and invest money and property both real and personal, received by gift, bequest, devise, grant, purchase, exchange, lease, transfer, judicial order or decree, or otherwise both real and personal, of whatever kind and description and wherever situate, absolutely or in trust, to carry out the purposes of the Club as directed by the Board of Directors;

- b. Invest and reinvest any assets of the Club and collect income therefrom;
- c. Arbitrate, defend, enforce, release, compromise, or otherwise sell any claim of or against the Club.
- d. Make any division or distribution of the assets or income of the Club in furtherance of its purposes as directed by the Board of Directors;
- e. Control, maintain and improve, lease for any term, rent, exchange, sell, convey, or transfer at public or private sale all or any part of the real or personal property of the Club;
- f. Execute and deliver proper instruments of conveyance and transfer;
- g. For proper corporate purposes, borrow money and issue bonds, notes or other instruments as evidence of debt and to secure the same by the assignment, pledge, or mortgage of corporate property;
- h. Execute and deliver proxies and powers of attorney and such other instruments as are incidental to the holding, controlling, and
- i. Hold assets in the name of a nominee or in bearer form, in its own name or as Trustee;
- j. Make divisions and distributions of corporate property in cash or in kind, or partially in cash and partially in kind from current income or from principal, as shall be directed by the Board of Directors in pursuance of the Club purpose;
- k. Employ and reasonably compensate such individuals and entities as may be needed to carry out the purposes of the Club.

ARTICLE IX - INDEMNIFICATION

The Club shall indemnify any officer, director, or employee of the Club against any cost or expense (including amounts paid in settlement) reasonably incurred by him/her in connection with the settlement or defense of any actions, suit or proceeding to which he/she is made a party by reason of his/her being or having been an officer, director, or employee of the Club (whether or not he/she is an officer, director, or employee at the time of incurring such costs and expenses); provided, however, that no person shall be entitled to such indemnification if the action, suit or proceedings determine that he/she has been guilty of gross neglect or willful misconduct in the performance of his/her duties, or in the event a final adjudication is not made in such action, suit or proceeding, if the Board of Directors of the Club specifically consider the matter and reasonably determine that such person is guilty of gross neglect or willful misconduct in the performance of his/her duties. The foregoing rights of indemnification shall not be exclusive of any other rights to which any officer, director, or employee may be entitled as a matter of law.

ARTICLE X - AMENDMENTS

Amendments to the Bylaws may be proposed by a member of the Board of Directors at any regular meeting. Upon agreement by a majority vote of the Board of Directors, notification of proposed Bylaw amendments will be posted on the EFC website and/or e-mailed to all Adult members at least 30 days prior to proposed action. Amendments to the Bylaws will be ratified by the Board of Directors at a regular meeting by a two-thirds majority vote.

