

**JERSEY SHORE TOURING SOCIETY
P.O. BOX 8581
RED BANK, N.J. 07701
www.jsts.us**

BY-LAWS

ARTICLE I--ORGANIZATION

Section 1--Name

The name of this club shall be the Jersey Shore Touring Society (“JSTS” or the “Club”).

Section 2--NON-PROFIT STATUS

The Club shall not be organized for profit, and no part of the income or capital shall benefit any private individual or group of individuals, except as reimbursement for necessary expenses in the furtherance of the Club’s purposes.

ARTICLE II--PURPOSE

Section 1--The purposes and objectives of the Club are:

1. To promote interest in all aspects of bicycling and serve as an advocate for cyclists.
2. To promote safe recreational riding and fellowship among cyclists
3. To encourage and provide opportunities for recreational bicycling for all skill levels.
4. To increase the awareness of the need for a safe bicycling environment.
5. To promote and protect the rights and interests of cyclists.
6. To provide information about cycling, cycling organizations and their activities through the Club web site.
7. To hold events for the enjoyment of members and to further the fitness and skills of members.

ARTICLE III--MEMBERSHIP AND VOTING RIGHTS

Section 1--Qualifications for Membership

Any responsible person 18 years of age or older who has paid the annual dues, completed the membership application and signed the required waiver and release, is eligible for membership. Children under age 18 may join the Club under a Family annual membership as described in Section 2, below. Children under age 18 will be referred to as “Junior Members”. Membership is open to everyone interested in bicycling without regard to race, creed, sex, age, national origin, or religious preference.

Section 2--Types of Membership

There shall be four types of membership in the Club, Adult, Family, Honorary, and Bicycle Shop.

1. **Adult Annual Membership.** Available to adults 18 years of age or older.
2. **Family Annual Membership.** Available to families consisting of (i) one adult over 18 with one or more child under age 18 (“Junior Member”) living in the same household, or (ii) two adults over 18 and one or more Junior Member living in the same household, or (iii) two adults over 18 living in the same household. Junior Members must be accompanied by a member-parent or member-guardian on all Club rides.
3. **Honorary Membership.** Honorary membership may be conferred upon an individual a two-thirds vote of the Executive Board on a person who has rendered extraordinary service or has made an outstanding contribution to the Club or some aspect of cycling.
4. **Bicycle Shop.** Available to bicycle shops.

Section 3--Term of Membership

Each membership in the Club shall be for a term of one calendar year.

Section 4--Voting Rights

Each adult member shall have one vote on each matter submitted to a vote of the members.

Section 5--Transfer of Membership

Membership is not transferable or assignable.

Section 6--Membership Application

An application form for membership authorized by the Executive Board shall include a statement releasing the Club, its officers, members and agents from liability in case of accident, injury or misadventure in connection with Club rides and activities. Applications for Junior Members must be co-signed by the Junior Member’s parent or legal guardian. Membership applications should be mailed with the appropriate fee to: Jersey Shore Touring Society, P.O. Box 8581, Red Bank, NJ 07701. Membership applications may also be submitted through the on-line process which is accessible through the Club website, www.jsts.us.

Membership applications should **not** be submitted to ride leaders or other Club members at rides.

Section 7--Suspension of Club Riding Privileges.

Any member of the Club may have their riding privileges with the Club suspended by the Executive Board for cause. Cause shall be the failure or refusal of a member to comply with these By-Laws or conduct including, but not limited to:

1. Habitual, reckless riding and continued disregard of safe bicycling rules.
2. Improper actions during a club ride which pose a threat to the safety and well-being of self and other ride participants.
3. Actions that impact negatively upon and pose a threat to the integrity of the Club or its members.

Section 8--Reinstatement of Riding Privileges

A member who has had their Club riding privileges suspended by the Club may request reinstatement of those privileges by submitting a request to the Executive Board. Reinstatement of a member's riding privileges must be put to a vote by the membership.

Section 9--Guest Riders

Prospective new members who wish to take a trial ride with the Club prior to joining the Club may only take one trial ride before they make a decision whether or not to join the Club. If a person wishes to continue to ride with the Club beyond the first trial ride, they must join the Club by completing a membership application and paying the appropriate fee.

ARTICLE IV--DUES

Section 1--Annual Dues

The Executive Board shall propose, and the membership shall vote on, the amount of annual dues. Dues shall be based on Club operating expenses. Dues are payable by January 1st of each year and will cover that calendar year. Dues received after October 1st of a given year shall cover the period through the end of the next calendar year.

Section 2--Dues Refund

Membership dues are not refundable.

Section 3--Nonpayment of Dues

Non-payment of dues by January 31st of a given year shall automatically drop a member from the Club membership list. If dues are not paid by January 31st, a notice will be sent to the member informing them that their Club membership has expired. Such members will be reinstated on the Club membership list upon payment of dues.

Section 4---Membership List

A list of all members who have paid dues for the current year shall be maintained by the Membership Coordinator. The duties of the Membership Coordinator are defined in Article VI Section 11 below.

ARTICLE V--RIDE SAFETY AND JSTS CLUB RIDER GUIDELINES

Section 1--Rider Guidelines

To help ensure the safety of all members on Club rides, all Club members must obey the JSTS Club Rider Guidelines which are posted on the Club website.

Section 2--Members Required to Wear Helmets and Carry Identification on Club Rides

All Club members are required to wear appropriate CPSC-approved bicycle helmets and carry identification on all Club rides. Preferably, the identification should be in an easily readable, accessible form such as a wrist band/bracelet or inside the bicycle helmet.

Section 3--Members Must Sign the Sign In Sheet For All Club Rides

All Club members are required to sign the sign-in sheet corresponding to the Club ride that that member is participating prior to the start of the ride. All Club rides must have a corresponding sign-in sheet. Sign-in sheets must be sent to the Club secretary after the completion of each ride.

Section 4--Members May Not Wear Earphones, Headsets or Similar Equipment during Club Rides

To minimize rider distraction and to help ensure the safety of all riders during Club rides, Club members shall not wear earphones, headphones or headsets including but not limited to, earphones or headsets used with i-Pods, MP3 players, portable CD/DVD players, radios, tape players, PDAs, Blackberries, Bluetooth-type headsets and similar equipment.

ARTICLE VI--MEMBERSHIP MEETINGS

Section 1--General Membership Meetings

General meetings shall be held monthly on a day, time and location to be selected by the Executive Board. General Membership Meetings will generally be held on the second Monday of each month, except the following months: July, August, and December.

Section 2--Annual Meeting

An annual meeting of the membership shall be held for the purpose of electing Executive Board officers and conducting other business as required. The annual meeting shall be the general membership meeting in November. Notice of the meeting shall be given on the Club's website at least two months prior to the date of the meeting.

Section 3--Executive Board Meetings

Executive Board meetings shall be held at such times as may be determined by the Executive Board. Meetings may be called by the President or at the request of the Executive Board.

Section 4--Special Meetings

Special meetings may be called by the Executive Board or the President upon notice to the membership. The purpose of the meeting shall be stated in the notice and no other business transacted. The membership present shall constitute a quorum for conducting business.

Section 5-- Quorum for Executive Board Meetings

Three or more members of the Executive Board shall constitute a quorum at any regular or special meeting of the Executive Board.

Section 6--Quorum for General Membership Meetings

A quorum for general meetings shall consist of the membership present and must include at least three Executive Board members.

Section 7--Rules of Order

The Club may establish and amend such rules of order as may be necessary for the conduct of business at meetings.

ARTICLE VII--EXECUTIVE BOARD

Section 1--General Powers

The Executive Board (the "Board") shall be responsible for the management and control of the Club and shall perform every act that it deems necessary, expedient or advisable to carry out the purposes of the Club subject to these By-Laws.

Section 2--Elected Officers and Appointed Members

The following Executive Board officers shall be elected by the membership as set forth in Article VII: President, Vice-President, Treasurer and Secretary. The following positions shall be

appointed by the Board with approval of the general membership: Webmaster, Ride Coordinator, Membership Coordinator and Chairpersons. The Executive Board will consist of the elected officers.

Section 3--Eligibility

All officers and members holding appointed positions such as Ride Coordinator, etc. shall be selected from regular Club members.

Section 4--Terms of Officers and Board Members

The term of officers and appointed members shall be one (1) year beginning on January 1st following his or her election at the Annual Meeting and ending on December 31. No person may hold more than one elected office at a time.

Section 5--Duties of the President

The President is the chief executive officer of the Club and supervises all business affairs of the Club, presides at Board meetings, appoints committees and is responsible to, and for, the Club.

Section 6--Duties of the Vice-President

The Vice-President shall discharge the duties of the President in the President's absence or during a vacancy in the office and undertake such other duties as may be assigned by the President or by the Board. The Vice-President shall also arrange and coordinate membership meetings and special events and shall perform other related duties assigned by the President or the Board.

Section 7--Duties of the Treasurer

The Treasurer is responsible for all the finances of the Club: maintaining a bank account, keeping an account of all monies received and expended, maintaining financial records, preparing an annual budget, receiving dues from the Membership Coordinator, processing other payments, paying bills, preparing an annual financial report, arranging for a summary financial statement to be presented to the membership and performing other duties as assigned by the President or the Board. The Treasurer may consult a Certified Public Accountant (CPA) in connection with Club finances when necessary.

Section 8--Duties of the Secretary

The Secretary shall keep the minutes of all Club meetings, the Annual Meeting and Board meetings, arrange for publication and distribution of the meeting minutes through the Club website and maintain club records. The Secretary shall give notice of all such meetings in accordance with these By-Laws and perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Board.

Section 9--Duties of the Webmaster

The Webmaster maintains and updates the Club website including ride schedules, notice of Club events and other Club-related information.

Section 10--Duties of the Ride Coordinator

The Ride Coordinator shall coordinate rides and special events for the Club. The Ride Coordinator shall also be responsible for compiling a list of rides to be conducted by the Club and submitting such a list to the Webmaster for publication on the Club's website. The Ride Coordinator shall plan rides that are to occur in connection with special events and generate and coordinate ride leadership among members.

Section 11--Duties of the Membership Coordinator

The membership coordinator shall promote membership in the Club, respond to membership-related inquiries, receive and process all membership applications, receive dues payments, forward dues payments to the Treasurer, maintain a current list of all Club members and provide the Board with a copy of the list.

Section 12--Vacancies

If a vacancy occurs in any elective office, the membership shall propose one or more replacement candidates and the membership shall vote by secret ballot to elect a successor to fill the unexpired portion of the term. If all elective offices shall become vacant at the same time, the membership shall nominate and elect a President by a written ballot vote who shall preside over elections for the other vacant positions for the unexpired portions of their terms.

Section 13--Removal

No Board member or appointee shall be removed from elected office or appointed position before the expiration of his or her term except for cause. The Board or the general membership may propose removal of a Board member or appointee for cause. Removal of a Board member or appointee must be put to a vote by the membership. Cause shall include, but not be limited to, misappropriation of Club funds, consistent failure to perform the duties of the office or appointed position, violation of the Club By-Laws or policies or repeated failure to attend Club meetings without good excuse. Prior to voting on the removal of a Board member or appointee, a written statement shall be submitted to that member specifying the alleged grounds for removal and such a member shall be given an opportunity to respond to such allegations in writing and in person before the Executive Board and the general membership.

Section 14--Resignation

Any Board member or person holding an appointed position who wishes to resign must notify the President in writing of their resignation.

Section 15--Compensation/Reimbursement

Board members and appointees shall not receive any compensation for their services, but any Board member shall be reimbursed for expenses incurred on behalf of the Club. Any member is entitled to be reimbursed for Club-related expenses which have been authorized by the Executive Board.

ARTICLE VIII--NOMINATIONS, ELECTIONS AND VOTING

Section 1--Eligibility for Voting

All members except junior members (those under 18 years of age) are eligible to vote. Each member shall have one vote on any issue put to a vote of the membership. Members must meet the requirements of Article III, Section 1. Members must be in a currently paid-up status.

Section 2--Method of Voting

All issues brought to a vote of the membership will be decided by a show of hands vote at membership meetings unless a majority of the members present request a written secret ballot. The following issues must be decided by secret written ballot: election of officers, acceptance of and amendment of these By-Laws.

Section 3--Nominating Committee

The Executive Board shall appoint a Nominating Committee, comprised of at least three members, prior to October of each year. The President shall serve as an advisor to the Nominating Committee. The members of the Nominating Committee shall propose a slate of officers for the following year. Additional nominations for officers may be received from the floor at general membership meetings. The Nominating Committee shall announce the slate of candidates prior to election held at the Annual Meeting and the slate of candidates shall be announced on the Club website.

Section 4--Election of Officers

Election of officers shall be by secret ballot of Club members who are eligible as set forth in Section 1 of this Article. A simple majority vote of Club members present at the Annual Meeting shall elect officers of the Executive Board.

Section 5--Absentee Ballots

Absentee ballots shall be made available to eligible members who are unable to attend the Annual Meeting to cast their vote for the election of officers of the Executive Board. Completed absentee ballots shall be mailed to the person designated by the Executive Board to receive such absentee ballots. The envelope in which the absentee ballot is mailed to the Club shall bear the name and return address of the member voting and the phrase "JSTS Ballot" so that sealed

ballots may be validated (to make sure no one votes more than once). To ensure that votes are kept anonymous, the absentee ballot should be folded in such a way that the member's selections cannot be seen when the ballot is removed from the envelope and placed among the other ballots that were submitted at the Annual Meeting.

Section 6--Collection and Counting of Absentee Ballots

When absentee ballots are used, the Board shall appoint one person, with approval of the membership, to receive ballots, validate them and add them to the other ballots received at the meeting of the membership. The person who is selected to receive the absentee ballots shall not be a candidate for office. Absentee ballots must be received by the Friday before the Annual Meeting.

Section 7--In-Person Vote Supersedes Absentee Ballot Vote

A list of all members who have voted via absentee ballot shall be kept and compared with the list of members who cast their vote in person at the Annual Meeting. An in-person vote at the Annual Meeting shall supersede votes cast via absentee ballot.

ARTICLE IX--COMMITTEES

Section 1--The Board shall have the power to create a committee and to define the functions of a committee and to terminate any such committee.

Section 2--Board Committees

The Board may designate and appoint committees of two or more members of the Board and shall appoint chairpersons. Such committees shall have authority as designated by the Board.

Section 3--Other Committees

The Board may designate other committees. The Board may appoint Club members to such committees and shall designate chairpersons in conjunction with committee members. Such committees may not exercise the authority of the Board. Any committee may be removed by the Board when in their judgment such removal serves the best interests of the Club.

Section 4--Vacancies

Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments.

Section 5--Duties

Each committee shall perform the functions specifically for which it was created.

Section 6--Quorum

A simple majority of the members of a committee shall constitute a quorum.

Section 7--Reports

Committees shall make written or oral reports to the Board as requested by the Board or other members. No written committee report shall be published or circulated to the membership without prior approval of the Board.

Section 8--Expenses

No committee shall incur any expense beyond its appropriation without the consent of the Board nor shall any committee commit the Club to any contracts or obligations without the approval of the Board.

ARTICLE X--BUDGET AND FINANCES

Section 1--Budget Committee

A Budget Committee composed of the Club officers, with the input of other Board members as needed, shall propose a budget to the Board prior to the January meeting. The Board will provide a recommended budget for acceptance or modification at the January meeting.

Section 2--Expenditures

In general, no money shall be expended except in accordance with the budget as approved or amended by the Board. A request for any non-budgeted expense up to \$150 can be raised at a general membership or special meeting and approved by a majority vote at that meeting. Any requests for non-budgeted expenses in excess of \$150 can be raised at a general membership or special meeting, but cannot be voted on until the following general membership or special meeting. The Board shall authorize the disbursement of all funds.

ARTICLE XI--CONTRACTS, BANKING AND RELATED MATTERS

Section 1--Contracts

The President, with the approval of the Board, may enter into any contract on behalf of the Club which is consistent with the Club objectives and the policies established by the Board.

Section 2--Checks

All checks shall be signed by a designated officer of the Club and in such manner as prescribed by the Board.

Section 3--Deposits

All funds of the Club shall be deposited in a financial institution selected by the Board.

ARTICLE XII--ACCOUNTING YEAR AND FINANCIAL STATEMENTS

Section 1--Accounting Year

The fiscal year of the Club shall begin on the first day of January and end on the last day of December each year.

Section 2--Financial Statements

At the end of the accounting year, the books of the Club shall be closed and financial statements prepared for that year. Such financial statements shall be submitted to the Board.

ARTICLE XIII--BOOKS AND RECORDS

The Club shall keep correct and complete books and records of accounts of its members, the Board and committees and shall keep a list of the names and addresses of its members who are entitled to vote. The Club shall also maintain Club ride sign-in sheets for a period of 3 years after the completion of a ride. Books and records of the Club may be inspected by any member for any proper purpose at any reasonable time.

ARTICLE XIV--AMENDMENT OF THE BY-LAWS

Section 1--Proposed Amendments and Alterations

Any proposed amendment or alteration shall be submitted in writing to the Board.

Section 2--Amendment

These By-Laws may be amended or repealed and new By-Laws may be adopted by a 2/3 majority of the members present at any general membership meeting provided that notice of such proposed changes is published on the Club's website and copies of such changes are made available through the website one month prior to the meeting at which the changes are to be submitted for a vote. Any proposed amendments, revisions or changes to the By-Laws shall be prepared and discussed at a general membership meeting prior to the meeting at which the changes will be submitted to a vote.

ARTICLE XV--DISSOLUTION

Upon dissolution, after payment of all debts, all assets shall be returned to the membership equally.

ARTICLE XVI--CONFLICT OF INTEREST

No contract or other transaction that would directly benefit a Board member shall be voted on by the Board member who would benefit. Any vote shall only be taken after the conflict of interest has been fully disclosed.

ARTICLE XVII--INDEMNIFICATION [reserved]

ARTICLE XVIII--MISCELLANEOUS [reserved]

ARTICLE XIX--EFFECTIVE DATE

The effective date of these by-laws shall be September 10, 2007.