

## Bylaws of DC Randonneurs, Inc.

### I. Name

1. The name of this organization shall be DC Randonneurs, hereafter referred to as DCR.
2. DCR will be affiliated with Randonneurs USA (RUSA), Randonneurs Mondiaux, Audax Club Parisien and the League of American Bicyclists.
3. DCR will be a self-supporting, non-profit organization.

### II. Aims and Objectives

DC Randonneurs is a fraternal organization whose main goal is to promote randonneuring, a style of cycling formalized in France by the Audax Club Parisien, in 1921. To accomplish its mission, DCR shall organize and sponsor brevets following the rules and guidelines established by Audax Club Parisien, Randonneurs Mondiaux and adopted by the Randonneurs USA - and provide for occasional social gatherings of DCR Members

### III. Membership and Voting

1. Membership in DCR is open to anyone with an interest in the randonneuring style of cycling.
2. The DCR membership shall consist of all people whose names are on the DCR roster, who have paid their dues for the current calendar year.
3. Members whose dues are paid in full for the current year receive full member benefits and voting rights. Each member shall have one (1) vote.
4. Members must join as individuals, not as a group or a family.
5. Membership runs for the calendar year. Annual dues will be collected from all members beginning in October of each year. A member who has not paid by the end of December will be removed from the DCR roster.
6. New members may join at any time. They must pay the full annual dues, regardless of the date on which they join. However, a new member joining after the beginning of October will be granted membership from the payment date through the following year.
7. A member removed for cause as defined by the Executive Board, following procedures described below, shall forfeit all membership dues, and shall be ineligible to participate in DCR-organized events. A member who has been removed from the DCR membership rolls can petition the Executive Board for reinstatement. Reinstatement requires approval of the petition by a majority of the Executive Board, followed by a majority vote of the DCR membership.

## IV. Executive Board

### A. Membership of the Executive Board

1. The Executive Board, hereafter referred to as the Board, shall consist of seven members: four Officers and three At-Large Board Members. The Officers shall consist of a President, Club Brevet Administrator (CBA), Secretary, and Treasurer. All Board members are required to be members of DCR. All Board members are elected by the DCR membership.
  - a) The members of the Board shall serve two-year terms of office. The CBA may serve an unlimited number of terms, but all other Board members are term-limited: They may not serve more than three consecutive terms, though they may return to the Board after an absence. The terms will be staggered so that no more than three of the term-limited Board members will reach the end of their terms at a time. A Board member who serves a partial term because they were appointed by the President must face election at the next January general meeting and this election starts the clock on their term limit. In general, at each January general meeting, three Board members will reach the end of their term and each will either be re-elected or replaced by a qualifying DCR member who will be nominated to the Board and elected by the DCR membership. Newly elected Board members begin their terms of office immediately.
  - b) The offices of the President, CBA, Treasurer, and Secretary are filled by a vote of the general membership at the January General Meeting when their term of office expires. The membership will also elect a sufficient number of At-Large Board members to replace those whose terms expire.
  - c) The offices of the Secretary and of the Treasurer are filled by Board members who are elected to that office by the Board.
2. The Board may remove a member for cause, for instance repeated failure to participate in Board meetings, if two-thirds majority of the Board vote to do so. The Board will post a notice on the website citing the cause of the removal, unless the member requests that such a notice not be posted.
3. Board members may be replaced during their term of office by a two-thirds majority vote of DCR members, once a quorum of the DCR membership has been reached.

### B. The Executive Board in General

1. The Board shall be responsible for the general government of the organization.
2. The Board shall assist the CBA in organizing and sponsoring events on DCR's behalf.

3. The Board shall determine whether to approve DCR-organized brevets administered by the CBA. The DCR Board may provide comments when notified by the CBA of a planned event or schedule of events, and may request modifications of the events or schedule of events. The Board may vote to approve or to disapprove DCR's sponsorship of events. In general, events are assumed to be approved as long as they are consistent with the budget and unless a specific vote to disapprove the event is held. However, any event that represents a significant financial deviation from budgeted events must receive an affirmative vote by the Board before it is scheduled, and would require modification of the budget and adoption by a vote of the membership.
4. The Board shall establish the annual budget and dues for membership.
5. The Board shall review and approve all bylaw amendments.
6. The Board shall review and approve all contracts entered into on behalf of DCR, including but not limited to liability insurance coverage.
7. Any decision by the Board can be overturned by a two-thirds majority vote of a quorum of the general membership.
8. The members of the Board of DCR shall receive no remuneration from DCR for their duties.
9. To help ensure continuity, outgoing Board members have a duty to assist incoming Board members as requested.
10. Board meetings can take the form of in-person meetings, telephone conference calls, email exchanges related to a motion that has been placed before the Board for a vote (until the vote has closed), or other electronically-enabled methods.
11. The President or a majority of a quorum of the Board can at any time call for and schedule a Board meeting in person or by teleconference.
12. Notice and duration of meetings:
  - a) For meetings called by the President, meetings in person require a ten calendar day notice; meetings by teleconference or other electronic means require a five calendar day notice. A call for an electronic vote constitutes a meeting and a vote in regular order will generally be held open for five calendar days, which will serve as the required notice. An electronic vote on a motion must receive affirmative votes from a strict majority of the Board to pass. It will occasionally be necessary to call a vote and to close a vote when a quorum has been reached and a strict majority of the Board members have voted to affirm a motion.
  - b) For meetings called by a quorum of the Board, the notice provided shall be twice the notice provided when the President calls a Board meeting.

## V. Duties of Officers

A. President. It shall be the duty of the President to:

1. Promote DCR activities and recruit new members.
2. Call and preside over all Board meetings.
3. Appoint any member to fill a vacancy in office until the next general meeting.
4. Nominate members to assist in specific areas as defined by the Board.
5. Appoint a member to act as recording secretary of minutes at all meetings.

B. Club Brevet Administrator (CBA). The CBA will normally be a RUSA Regional Brevet Administrator (RBA) (or would be expected to apply to RUSA for approval as an RBA) who has authority to organize brevets in DCR's traditional riding area, the territory with ride starts within about a hundred miles of DC, including parts of Maryland, Virginia, West Virginia, and Pennsylvania. It shall be the duty of the Club Brevet Administrator to:

1. Act as DCR's agent in organizing and sponsoring club rides. If the CBA is an RBA, then they also have duties as RUSA's agent. If there is any conflict between these two duties, then the duty to act as RUSA's agent supercedes the duty to act as DCR's agent. The CBA may not take actions that would violate their duty to RUSA, nor may DCR request that the CBA do so. But where a request does not violate the CBA's duty to RUSA, DCR may make such a request.
2. In general and when feasible, the CBA will submit a description of events (or of a schedule of events) to the DCR Board for approval a week before submitting events (or a schedule of events) to RUSA. The description would include timing, location, and expected route, plus any other relevant details that are known at the time, such as planned event fees, food provided before or after, and support provided during the ride.
3. Design (or approve other's designs for) club brevets and administer them in accordance with applicable ACP, RM, or RUSA rules and consistent with the DCR budget. Recruit ride organizers and/or ride volunteers and supervise them in administering events.
4. Compile results of each DCR-organized brevet and (if the CBA is an RBA) submit those to RUSA.
5. Distribute results of each DCR-organized brevet to the Secretary and keep a master record of results.
6. Respond to requests for information about DCR and DCR Brevets.
7. Promote randonneuring activities and recruit new DCR members.
8. Endeavor to ensure that a Super Randonneur series of ACP-approved brevets will take place with starting points within approximately 100 miles of the District of Columbia.

C. Treasurer. It shall be the duty of the Treasurer to:

1. Keep adequate and complete books of account.
2. Be prepared to answer questions about the financial status of DCR at general meetings.
3. Collect funds and make disbursements on behalf of DCR within the guidelines of the budget established by the Board and a majority vote of a quorum of the general membership.
4. Coordinate with event organizers to resolve all financial transactions for events, including advance payments, reimbursements, and collection of monies at the event.
5. The Treasurer, President, or CBA shall disburse budgeted funds from the DCR's account by writing a check from the account. No DCR member may write checks to himself or herself from this account. Nor may any DCR member make a cash withdrawal from the account except in the presence of a second Officer with check-writing authority.
6. Submit a formal annual report for the previous calendar year to the general membership by the annual meeting.
7. Assist in preparing DCR's budget.
8. Inform the Secretary when dues payments are received from a Member.

D. Secretary

It shall be the duty of the Secretary to produce all documents relating to official meetings; update the membership roster and database; and submit results, announcements, etc. to the Webmaster.

VI. Meetings and Quorum

1. General Meetings will be called by the President on an as-needed basis. A vote by the membership by electronic means is a general meeting.
2. The time and location of the General Meetings will be chosen by the President, provided that one General Meeting of the members in person is held close to the third Sunday of January.
3. Members shall be notified at least four weeks in advance of a General Meeting in person. At that time, whenever possible, meeting organizers will distribute to the membership materials relevant to any deliberations planned for the meeting. An electronic vote by the membership must be held open for a week, which will serve as proper notice.
4. A quorum shall be present at any meeting before official business or elections can be conducted.

- a) For a Board meeting, a quorum shall consist of a strict majority of the Board members.
  - b) For a General Meeting, a quorum shall be formed from the members in good standing of DCR:
    - i) For a General Meeting in person, a quorum consists of fifteen percent of such members;
    - ii) For a General Meeting that is an electronic meeting, a quorum consists of thirty percent of such members.
5. A quorum of the membership, as defined above, may meet in the absence of a general meeting for the purpose of calling a general meeting. Having reached a quorum, a majority vote of those who are members of DCR is required in order to call a general meeting. The membership shall be notified of a general meeting called in this manner four weeks in advance.

## VII. Amendments to Bylaws

1. All proposed amendments shall be submitted to the Board for approval.
2. A favorable vote by a strict majority of all members of the Board is required for approval. Following Board approval, written notice shall be sent to the members for approval.
3. A quorum having been reached, a vote by two-thirds majority of DCR members shall be required to adopt an amendment to these Bylaws
4. Proposed amendments submitted to the Board, but not approved, may be submitted directly to the membership for discussion at a General Meeting. Such proposed amendments must be circulated (with the assistance of the Board) in advance to the membership one week in advance of the General Meeting.

## VIII. Resolutions

Resolutions in general meetings shall be adopted upon receiving a simple majority of votes cast. The text of each adopted resolution will be published on the DCR website and via email. Adopted resolutions shall remain in effect until amended or rescinded by subsequent resolutions.

## IX. Conduct of meetings

1. Members shall follow democratic principles in the conduct of Board and General Meetings, generally following Robert's Rules of Order. Major decisions shall not be made without open discussion and vote.
2. Members shall respect the rights of fellow members to hear, discuss, and vote on issues in General Meetings.

## X. DCR Property

1. DCR property is held for use solely for DCR approved rides and activities.
2. The DCR membership database, DCR email list, DCR logo, and the name “DC Randonneurs” are DCR properties.
3. All fees related to or collected at DCR-sponsored events are the property of DCR and are collected on behalf of DCR by the organizers of such events.
4. In the event that the DCR disbands, the net of its remaining assets, if any, shall be transferred to a non-profit bicycle-related organization, charity, or other beneficiary chosen by the members.

## XII. Indemnification of Officers and Board Members

To the fullest extent permitted under law, as now existing or hereafter amended, DC Randonneurs (DCR) shall indemnify any person made a party to any proceedings by reason of the fact that he or she is or was a director, officer, board member, ride organizer, ride leader or agent of DCR against judgments, penalties, fines, settlements and reasonable expenses incurred by such person in connection with such proceedings.