

BYLAWS of the Friends of Cycling in Elk Grove

Amended May 19, 2016

ARTICLE I. NAME OF ORGANIZATION

Section 1. Name

The name of this organization shall be the Friends of Cycling in Elk Grove, hereinafter referred to as “FCEG” or the “Organization.” FCEG shall be a nonprofit organization incorporated under the laws of the State of Illinois.

ARTICLE II. PURPOSE AND MISSION STATEMENT

Section 1. Nonprofit Purpose

This organization is an Illinois non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Mission Statement

The mission of FCEG shall be “to promote, support, and improve cycling in Elk Grove.” This mission shall be accomplished by working with Elk Grove Village and surrounding communities, the Elk Grove Park District, and local businesses to promote the health, financial, and environmental benefits of cycling. FCEG will also promote bicycle safety and support local, state and national bicycling advocacy organizations. The group will also advocate increased support for cycling among government agencies, elected officials, and the general public.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility

Membership shall be open to anyone embracing FCEG’s Mission Statement. The standing requirement of membership shall be responsible stewardship and advocacy of bicycling in the Elk Grove Village area. All memberships are active for a term of one calendar year.

- a. Individual Membership –Open to anyone of legal age or a minor having the written permission of his/her parent or legal guardian to join FCEG and participate in FCEG activities.
- b. Household Membership–Open to immediate family that includes one or more adults and their children under the age of 18.
- c. Senior Membership – Open to anyone 65 years and older.

- d. Student Membership – Open to anyone enrolled in high school or college.
- e. Sponsor Membership – Each FCEG sponsoring organization will be provided one membership as part of its sponsorship package.

Section 2. Application for Membership

Membership is established by submitting an application and paying dues.

Section 3. Dues

The Board of Directors shall recommend the amount of dues, with any changes to be approved by a simple majority of voting members present at the annual meeting. Membership shall be for the calendar year with the exception that new members paying their dues after August 31 shall be members in good standing through the following calendar year.

Section 4. Termination of membership

- a. *Failure to Pay Dues* – Membership shall be suspended if a renewal has not been applied for within 60 days after the expiration of the prior year’s membership.
- b. *Discipline* – The Board, at its discretion, may suspend any member found to be a detriment to FCEG. Considerations for suspension may include but are not limited to violation of FCEG policies and misuse of FCEG assets.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Regular Meetings

A regular meeting of the general membership shall be held for the purpose of conducting items of business stipulated in the bylaws. The time and place of the meetings shall be communicated to all members on the FCEG website.

Section 2. Annual Meetings

An annual meeting of the members shall take place in the month of October with the specific date, time and location to be designated by the Board President. The time and place of the meeting shall be communicated to all members on the FCEG website. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the organization, and determine the direction of the organization for the coming year.

Section 3. Special Membership Meetings

Special meetings of the membership may be called by a simple majority of the Board or by written petition to the Board signed by at least ten percent of FCEG membership. At least seven days’ notice of the time and place of the meeting shall be given to all members. The notice for a special meeting shall clearly state the purpose of the meeting, and no other business shall be transacted at the meeting.

Section 4. Quorum

A quorum for any meeting of the members shall consist of at least twenty percent (20%) of the total active membership.

Section 5. Voting

All individual memberships shall have one vote with the exception of Household memberships which shall have two votes per household. All issues to be voted on shall be decided by a simple majority of those present - making a quorum - at the meeting in which the vote takes place.

Section 6. Notice of Meetings

Notice of each meeting shall be given to each voting member in good standing not less than one week prior to the meeting.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Board Authority

The management of FCEG shall be vested in the Board, which shall have all the powers and authority as may be necessary to carry out the purpose and goals of FCEG as stated in these bylaws and consistent with applicable laws and regulations.

Section 2. Board Responsibilities

To promote FCEG's interests and activities the Board shall manage the affairs of FCEG, including establishing of an annual budget and the transaction of all business for or on behalf of FCEG as authorized under these Bylaws. The Board shall carry out the resolutions, actions or policies as authorized by the members, subject to the provisions of the Articles of Incorporation and these Bylaws. The Board also will have the authority and responsibility to conform to all state and federal requirements and maintain the organization's property; conduct all lawful affairs of FCEG including but not limited to entering into necessary contracts, leases or other agreements; establishing committees; enacting rules and policies; and taking on additional duties as the Board may deem appropriate.

Section 3. Conflict of Interest

No Board Member shall vote or participate in any discussion regarding matters in which the Board Member, a member of his/her immediate family or a person who resides with the Board Member has any financial interest. Board members will sign a conflict of interest statement annually.

Section 4. Reimbursement and Compensation.

The Board members shall receive no compensation for their services. Board members shall be entitled to reimbursement for out of pocket expenses reasonably incurred in the discharge of their duties. Such expenditures shall be submitted at the next Board meeting.

Section 5. Board Members, Nominations and Elections

- a. *Nominations* – A nominating committee shall be appointed by the Board at its July meeting and shall consist of the Vice President, a minimum of one other Board member and a minimum of one member at-Large. Candidates for office shall be FCEG members in good standing and shall have given the nominating committee their consent prior to becoming a nominee.
- b. *Elections* – The proposed slate of officers and Board members including members at-Large shall be presented to the membership in the meeting prior to the Board election which shall take place at the annual meeting. The annual meeting shall be held in October of each year. Additional nominations for all Board positions up for election may be made from the floor at the annual meeting. Additional nominees must be FCEG members in good standing who have given their consent to becoming a candidate. The election of officers, using written ballots, shall be by a simple majority of voting members in attendance at the Annual Meeting.
- c. *Members at-Large* – Members at-Large shall serve as full voting members on the Board of Directors and perform such other duties as may be assigned, from time to time, by the Board or the President of the Board.
- d. *Number* - The number of Board members shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than ten (10) including the following officers: the President, the Vice-President, the Secretary and the Treasurer. Up to six (6) additional Board members may be added as members at-Large.

Section 6. Length of Terms in Office

All Officers or Board members including members at-Large shall serve for a term of two years as specified in the bylaws. Terms shall begin on the first day of the calendar year following their election with the exception of the first election following the adoption of these bylaws. In that year terms shall begin immediately with that fraction of the calendar year not to be calculated as part of their term of office.

Section 7. Vacancies

Any vacancies occurring on the Board shall be filled by a majority vote of the remaining members of the Board, and the appointment shall be effective until the expiration of the term of the position being filled.

Section 8. Removal from Office

An Officer or Board member may be removed for cause by a majority vote of the Board or by a majority of voting members present at an Annual Meeting provided at least ten percent of the voting members of FCEG membership are present. Cause for removal shall include but not be limited to malfeasance, misfeasance, or nonfeasance of office.

Section 9. Board Meetings

FCEG business shall be conducted at regularly scheduled meetings of the Board, which will be open to all members and invited guests unless a meeting is closed by declaration of the President.

- a. *Schedule and Location* – The Board shall hold regular meetings throughout the year at a time and location they shall determine at the first meeting of the fiscal year. Alternate dates and locations may be designated by the Board provided at least seven days notice is given to Board members and the membership in a manner deemed appropriate by the Board.
- b. *Quorum* – The presence of a majority of the Board members shall be required at any Board meeting to conduct official FCEG business. A favorable vote of the majority of the Board, whether present or not, shall be required to constitute action by the Board. For example, should only three members of the Board be in attendance at a meeting all three would need to vote in favor of any motions.
- c. *Special Board Meetings* – Special Board meetings may be called by the President or by a majority of the Board. At least seven days' notice shall be given to Board members and the membership in a manner deemed appropriate by the Board. The notice for a special meeting shall clearly state the purpose or purposes of the meeting and no other business shall be transacted at the meeting.
- d. *Joint Meetings* – A joint meeting of outgoing and incoming Board of Director members shall be held as needed to facilitate the transfer of responsibilities to the incoming Board.

ARTICLE VI. TERMS AND DUTIES OF OFFICERS

Section 1. President

The President is elected to serve a two year term and is elected in odd years. He/She shall have the following duties:

- a. Oversee the advocacy group and make sure it operates in a proper, effective, and trustworthy manner.
- b. Act as the public face of FCEG – speak directly with reporters, donors, Village officials, and members of the community.
- c. Preside over regular meetings to ensure that meetings run smoothly.
- d. Evaluate FCEG and FCEG programs for effectiveness and impact.
- e. Develop long-term strategic growth and sustainability plans.
- f. Provide feedback to other Board members/Officers based on performance.

Section 2. Vice-President

The Vice-President is elected to serve a two-year term and is elected in even years. He/She shall have the following duties:

- a. Develop and enforce policies and objectives for FCEG to ensure our group maintains its values and meets established goals.
- b. Ensure that FCEG members are appropriately engaged in the group's efforts by assigning duties and energizing the members.
- c. Ensure that all finances are being maintained according to state and federal regulations.
- d. Provide regular reports to the group and sponsors. Reports should include suggestions on how to improve FCEG's performance and impact in the community.
- e. Perform President's responsibilities when the President is not available.

Section 3. Secretary

The Secretary is elected to serve a two-year term and is elected in even years. He/She shall have the following duties:

- a. Conduct the correspondence of the organization.
- b. Issue notices of and keep minutes of all meetings.
- c. Be the custodian of the organization's records, legal documents and standing rules.
- d. Assume other duties as may be assigned by the Board.

Section 4. Treasurer

The Treasurer is elected to serve a two-year term and is elected in odd years. He/She shall have the following duties:

- a. Be the custodian of all funds and securities of the organization.
- b. Manage the organization's financial obligations.
- c. Keep financial records for FCEG by maintaining a ledger of financial activity and reconciling monthly bank statements.
- d. Provide updates on financial status at regular meetings.
- e. Present an annual budget to FCEG Board of Directors/Officers for approval.
- f. Present records for the annual financial review.

ARTICLE VII. COMMITTEES

Section 1. Committee Formation

The Board may create committees as needed, such as fundraising, membership, public relations, etc. The President appoints all committee chairs. The Officers may appoint committee chairs to be voting members of the Board of Directors during their terms in office.

Section 2. Executive Committee

The elected Officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 3. Special Committees

Special committees may be established by the Board to assist the Board in the completion of particular projects. Such special committees shall have a specific purpose defined by the Board, and when that task is completed the committee shall be dissolved.

Section 4. Membership and Marketing Committee

The Membership and Marketing Committee has been established as a Special Committee by the Board. The Membership and Marketing Chairperson shall lead this committee and have the following duties:

- a. Provide information and support to existing and new FCEG members and sponsors.
- b. Develop and maintain a new member welcome packet and ensure timely delivery of FCEG member renewal notices.
- c. Manage the FCEG membership and sponsor databases.
- d. Seek opportunities to develop and maintain FCEG membership, sponsorship by local businesses, and FCEG's good standing in the community.

ARTICLE VIII. STANDING RULES

Section 1. Purpose of Standing Rules

Standing Rules shall contain operational procedures, policies and practices of FCEG not otherwise specified in its Articles of Incorporation or bylaws and shall be binding upon its membership. In no case shall a Standing Rule conflict with the Articles of Incorporation, bylaws or other Standing Rules of FCEG.

Section 2. Establishment of Standing Rules

Standing Rules may be proposed by any member of the Board or proposed to the Board by any FCEG member at regular Board meetings. A majority vote of all members of the Board shall be required to adopt Standing Rules as in Article V Section 9 (b).

Section 3. Ratification by the Membership

At the annual meeting (to be held in October), all Standing Rules adopted by the Board during the previous year will be presented to the membership for enactment, amendment or rescission. The list of such Standing Rules shall be prepared by the Secretary and circulated to the membership prior to the Annual Meeting. Ratification shall be by a simple majority of the voting members of FCEG present. Prior to ratification by the membership, Standing Rules approved by the Board shall be binding on FCEG.

Section 4. Standing Rules Book

The Secretary shall keep the Standing Rules in a book specifically designated for this purpose.

ARTICLE IX. DOCUMENT RETENTION POLICY

FCEG takes seriously its obligations to preserve information relating to its mission, purposes and legal operation.

Section 1. Electronic Documents and Records.

Electronic documents will be retained as if they were paper documents. Therefore, any electronic files that fall into one of FCEG's retained document types will be maintained for the appropriate amount of time. If a user has sufficient reason to keep an e-mail message, the message should be printed in hard copy and kept in the appropriate file or moved to an "archive" computer file folder. Backup and recovery methods will be tested on a regular basis.

Section 2. Emergency Planning.

The Organization's records will be stored in a safe, secure, and accessible manner. Documents and financial files that are essential to keeping the Organization operating in an emergency will be duplicated or backed up at least every week and maintained off-site.

Section 3. Document Destruction.

The President is responsible for the ongoing process of identifying the Organization's records which have met the required retention period and overseeing their destruction. Destruction of financial and personnel-related documents will be accomplished by shredding.

Document destruction will be suspended immediately upon any indication of an official investigation or when a lawsuit is filed or appears imminent. Destruction will be reinstated upon conclusion of the investigation.

Section 4. Compliance.

Failure on the part of members to follow this policy can result in possible civil and criminal sanctions against the Organization and its employees and possible disciplinary action against responsible individuals. The President will periodically review these procedures with legal counsel or the organization's certified public accountant to ensure that they are in compliance with new or revised regulations.

From time to time, the President or his designee may issue a notice, known as a "legal hold," suspending the destruction of records due to pending, threatened, or otherwise reasonably foreseeable litigation, audits, government investigations, or similar proceedings. No records specified in any legal hold may be destroyed, even if the scheduled destruction date has passed, until the legal hold is withdrawn in writing by the President.

Section 5. Document Retention Schedule

The information listed in the retention schedule below is intended as a guideline and may not contain all the records the Organization may be required to keep in the future. Questions regarding the retention of documents not listed in this chart should be directed to the FCEG President.

From time to time, the President may issue a notice, known as a "legal hold," suspending the destruction of records due to pending, threatened, or otherwise reasonably foreseeable litigation, audits, government investigations, or similar proceedings. No records specified in any legal hold may be destroyed, even if the scheduled destruction date has passed, until the legal hold is withdrawn in writing by the President.

File Category	Item	Retention Period
Corporate Records	Bylaws and Articles of Incorporation	Permanent
	Corporate resolutions	Permanent
	Board and committee meeting agendas and minutes	Permanent
	Conflict-of-interest disclosure forms	4 years
Finance and Administration	Financial statements (audited)	7 years
	Auditor management letters	7 years
	Payroll records	7 years
	Check register and checks	7 years
	Bank deposits and statements	7 years
	Chart of accounts	7 years
	General ledgers and journals (includes bank reconciliations)	7 years
	Asset inventory files and maintenance records	7 years after disposition of assets
	Membership and Sponsorship records	7 years
Correspondence — general	3 years	

Insurance Records	Policies — occurrence type	Permanent
	Policies — claims-made type	Permanent
	Accident reports	7 years
Tax	IRS exemption determination and related correspondence	Permanent
	IRS Form 990s	7 years
	Charitable Organizations Registration Statements	7 years
Technology	Software licenses and support agreements	7 years after all obligations end

ARTICLE X. ADMINISTRATION AND FINANCIAL PROCEDURES

Section 1. Fiscal Year

The fiscal year of FCEG shall be from the first day of October to the last day of September.

Section 2. Use of Funds

All funds of FCEG shall be deposited to the credit of FCEG in such banks or other depositories that the Board may select. Funds not needed for the immediate operations of FCEG shall be kept in interest bearing savings accounts, certificates of deposit or similar instruments and reserved for unique projects, grants or other special purposes that may be determined by the Board.

Section 3. Financial Reviews

At the end of each fiscal year, the financial records and fiscal operating procedures of FCEG shall be reviewed by a committee appointed by the Board consisting of the President, one other Board member and one member at-Large.

Section 4. Access to Records

All summaries, notes, minutes, formal communications and other records of FCEG shall be open to inspection and accessible to all FCEG members. Copies shall be provided upon request and will be posted on the FCEG website.

Section 5. Effective Date

These bylaws shall become effective on the first day of the month following the date of their ratification by the membership.

Section 6. Amendments

These bylaws may be altered or amended by the Board of Directors or the membership at any regular or special members meeting, in accordance with existing voting procedures. All amendments enacted by the Board must be ratified by a simple majority of the voting members present at the next scheduled meeting.

Section 7. Dissolution

In the event FCEG is disbanded, the Board shall present recommendations to the membership at a special membership Meeting for the distribution of all remaining debt-free assets. After payment of any outstanding liabilities, all remaining assets shall be given to another non-profit group or groups supporting bicycling in the Chicagoland area. A simple majority of voting FCEG members present shall determine the final distribution of said assets.


ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of the Friends of Cycling in Elk Grove were approved by the Friends of Cycling in Elk Grove board of directors on the 19th day of May, 2016 and constitutes a complete copy of the Bylaws of the corporation.



Kathy Kolvek, Secretary – Friends of Cycling in Elk Grove

5/19/16
Date



David Simmons, President – Friends of Cycling in Elk Grove

5/19/16
Date

Adopted October 18, 2012
Amended September 17, 2014
Amended November 18, 2014
Amended May 19, 2016