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ARTICLE I – OFFICES/PURPOSE

Sec. 1. Name of Company

The name of the Company shall be Thread City Cyclers, LLC (hereinafter the “Club” or “TCC”).

Sec. 2. Principal Office

The principal office of the Club shall be at 129 Puddin Lane, Mansfield Center, Connecticut 06250.

Sec. 3. Change of Principal Office

The Club may establish another principal office address in such other places in the State of Connecticut, or elsewhere, as the Board of Directors may, from time to time, elect.

Sec. 4. Purpose

The purpose of the Club is to provide opportunities for cyclists of various skill levels to challenge themselves, to learn more about cycling, and to train for various riding activities. The Club promotes cycling events that encourage teamwork, safety, and increased public awareness of cyclists and their rights on public roads. The Club promotes activities that make more people aware of the myriad benefits of cycling.

ARTICLE II – MEMBERSHIP

Members in the Club:

1. Are governed by these bylaws.
2. Must pay yearly dues.
3. Must be current in payment of dues on or before May 1 of the current calendar year. Dues will be paid on an annual basis at a rate to be determined at the annual meeting.
4. Dues paid during the calendar year qualify an individual as a member through May 1 of the following year.
5. Must conduct themselves in a manner that reflects positively on the Club and the sport of cycling.
6. In addition, members are entitled to the privilege of serving on committees and holding office when qualified, nominated, and elected.
7. Membership may be revoked for any of the following reasons:
 - a. Failure to follow the bylaws as stated herein.
 - b. Theft or willful damage of the Club’s property or funds.
 - c. Failure to pay dues.
 - d. Failure to adhere to the constitution, bylaws, or rules of the United States Cycling Federation (“USCF”).
 - e. Any disregard for the current published Code of Conduct.

ARTICLE III - MEETINGS OF MEMBERS

Sec. 1 Annual Meeting

(a) The annual meeting of the members shall be held in the State of Connecticut on the first Saturday of December of each year or such other time as specified by the Board of Directors at a place to be designated by the notice of the meeting.

(b) Notice in writing of the time and place of the annual meeting shall be served upon each member not less than five (5) nor more than thirty (30) days prior to the date set for such meeting; such notice may be served personally, by e-mail, or by mail; if by mail, it should be directed to the member at his or her last known post office address. Notice of any change of date for such annual meeting must be given at least five (5) days before the new annual meeting date to all the members in the manner provided above. Notice shall set forth of the matters to be discussed and transacted at such meeting.

(c) Such other business as may be properly brought before any members' meeting may be presented at the annual meeting of the members.

Sec. 2 Special Meetings

(a) Special meetings of the members may be called at any time by the President or by not less than ten percent (10%) of all of the members of the Club.

(b) Notice of a special meeting of the members shall be given in writing to all members of record entitled to vote upon the subject of such meeting, not less than five (5) nor more than thirty (30) days prior to the date set for such meeting, by serving notice personally upon each such member, by e-mail, or by mailing such notice to each member at his or her last known address.

(c) Business transacted at all special meetings shall be confined to the purpose or purposes set forth in the notice.

Sec. 3 Quorum

Thirty five percent (35%) of the members, present in person or by proxy, shall be requisite and shall constitute a quorum to do business at all meetings of the members, provided, however, that the members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of sufficient members to leave less than a

quorum present. In the event a quorum fails to attend, those present may adjourn the meeting to such time and place as they may determine upon further notice in writing to such missing members.

Sec. 4 Waiver

Notwithstanding any provisions of the foregoing sections, any meeting of the members of this Club may be held at any time and at any place within the State of Connecticut, and any action may be taken thereat if notice and lapse of time be waived in writing by every member having the right to vote in person, or by proxy, at such meeting.

Sec. 5 Proxy

At each meeting of the members, each member having the right to vote shall be entitled to vote in person, by proxy appointed by an instrument duly executed in writing by the member or his or her duly authorized attorney-in-fact and filed with the Secretary of the Club at or prior to such meeting, or by e-mail. Such proxy shall be invalid after the expiration of six (6) months from the date of the execution unless the member executing it shall have otherwise therein specified its duration. The proxy shall be revocable at the will of the member, notwithstanding any other agreement or any provision in the proxy to the contrary, but the revocation of a proxy shall not be effective until notice in writing thereof shall have been received by the Secretary of the Club.

Sec. 6 Voting

Each member shall have one vote. All elections shall be had and all questions decided by a majority of votes cast constituting a quorum. On elected positions, where there is more than one candidate for the position, elections shall be by written ballot. Except as set forth above or unless a secret ballot is demanded by at least twenty percent (20%) of the members present at a meeting, voting may be by open ballot.

Sec. 7 Consents

Whenever by a provision of statute, the Articles of Organization, or by these Bylaws, the vote of members is required or permitted to be taken at a meeting thereof in connection with any Club action, the meeting and the vote of members may be

dispensed with, if all the members shall consent in writing to such Club action being taken.

Sec. 8 Determination of Members of Record

The Board of Directors may fix a time, not less than five (5) nor more than thirty (30) days prior to the date of any meeting of the members. In such case, only such members of record on the date so fixed shall be entitled to notice of and to vote at any such meeting.

ARTICLE IV - DIRECTORS

Sec. 1 Number

(a) The Board of Directors of the Club shall consist of seven (7) Directors, five (5) of whom shall be elected Directors and two (2) at large Directors who shall be appointed by the elected Directors. The elected Directors are the President, Vice President, Treasurer Secretary, and Ride Committee Chair.

Sec. 2 Qualification and Elections

(a) A Director shall have been a member of the Club for at least six (6) months and shall be at least eighteen (18) years of age. A Director shall be a member that has participated in Club activities. Five (5) members of the Board of Directors shall be selected from persons qualified under the Bylaws at the annual meeting of the members. Two (2) at large members shall be selected by the elected Directors (from persons qualified under the Bylaws), said selection shall be made by the Directors as soon after the annual meeting as is possible.

Sec. 3 Duties of Directors

(a) Management. The Board of Directors shall have the control and general management of the property, affairs, and business of the Club. Except as hereinafter provided, the Directors shall, in all cases, act as a Board regularly convened by a majority, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Club as they may deem proper and as shall not be inconsistent with these Bylaws and the laws of the State of Connecticut.

(b) Committee. The Board of Directors may appoint from among its members an Executive Committee, a Finance Committee, a Nominating Committee, a Ride Committee, Event Committee, and such other committees as the Board may from time to time

determine desirable. All such committees shall possess and exercise all powers of the Board to the extent delegated by the Board during the intervals between Board of Directors' meetings.

Sec. 4 Meetings

(a) Annual Meeting. The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the members, or at such other times and places as the Board of Directors shall determine, within the State of Connecticut at the time and place to be designated in the notice thereof.

(b) Regular Meetings. Regular meetings of the Board of Directors shall be held at the offices of the Club or at such other places and at such times as the Board of Directors may determine upon not less notice than provided in Section 5(a).

(c) Special Meetings. Special meetings of the Board of Directors may be called: (i) by the Board of Directors, (ii) by the President, or (iii) by the President upon the written request of any director, as they may determine to be held at the principal office of the Club upon not less notice than provided in Section 5(a).

Sec. 5 Notice of Meetings

(a) How Given. Notice in writing or e-mail of all meetings of the Board of Directors shall be given to each Director not less than five (5) days prior to the day designated if for a regular meeting or two (2) days prior to the day designated if for a special meeting, or more than thirty (30) days for either regular or special meetings. Notice shall be given personally in writing, or by mail or e-mail. If by mail, it shall be mailed to the Director at his or her last known residence, provided in the books and records of the Club unless the Director shall have filed with the Board of Directors a written request that notice intended for him or her be sent to some other address, in which event, it shall be mailed to the address designated in such request.

(b) Member Notice: Notice in writing or e-mail of all meetings of the Board of Directors shall also be given to members in the same manner as the notice to Directors in Section 5(a) above.

(c) Waiver. Notwithstanding any of the foregoing provisions, meetings of the Board of Directors may be held at any time or place, within or without the State

of Connecticut, except for the annual meeting, and any action may be taken thereat if notice and lapse of time be waived and the place be consented to, in writing, by every member of the Board of Directors.

(d) Adjournment. Whenever any meeting of the Board of Directors shall have been duly organized and announced to be adjourned to a definite time and place, it shall not be necessary to give notice of the time and place at which such adjourned meeting will be held.

Sec. 6 Consents

Whenever by a provision of statute or of the Articles of Organization or by these Bylaws the vote of the Directors is required or permitted to be taken at a meeting thereof in connection with any Club action, the meeting and the vote of the Directors may be dispensed with, if all the Directors shall consent in writing to such Club action being taken.

Sec. 7 Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business.

Sec. 8 Term and Removal

Except in the event of a vacancy provided for in Section 9 hereof, each Director (other than the at large Directors) shall be elected by a majority vote of the votes cast constituting a quorum at the annual Members' meeting. All Directors shall serve for a term of one (1) year and until his or her successor shall be duly elected (or selected in the case of an at large Director) and qualified, and may be removed from his or her position as Director by a majority vote of the votes cast constituting a quorum at the annual Members' meeting.

Sec. 9 Vacancies

If the office of any Director shall become vacant by reason of death, resignation, retirement, disqualification, removal from office, or for any other cause, the members may at a Special Meeting of the members (or at a special meeting of the Directors in the case of a Director at large vacancy) called for that specific purpose fill such vacancy by electing a person upon a vote of a majority vote of the votes cast constituting a quorum, until the next regular annual meeting of the members.

Sec. 10 Compensation of Directors

No Directors shall be compensated for any services performed in his or her capacity as a Director.

ARTICLE V - OFFICERS

Sec. 1 Name, Number, and Election

(a) Officers of the Club are the elected Directors and shall consist of the following: President, Vice President, Treasurer, Secretary, and Ride Committee Chair.

(b) The Board of Directors may from time to time create such other officers as in its discretion it may deem necessary and proper for the carrying on of the business of the Club, without the necessity of amending these Bylaws.

(c) The Officers of the Club shall be elected by a majority vote of the Members at their duly convened annual meeting or any other duly convened Special meeting called for such purpose.

Sec. 2 Powers and Duties

(a) President. The President shall preside at all meetings of the Board of Directors and at all meetings of the members. The President shall have the power and authority to supervise all of the affairs of the Club and the acts and conduct of all of the officers of the Club. The President shall present, at each of the annual meetings of the members and the Board of Directors, a report of the state and the condition of the business and affairs of the Club. The President shall sign contracts and agreements in the name of the Club. He or she shall see that the books, reports, statements, and certificates required by statute are properly kept, made, and filed according to law. He or she shall enforce these Bylaws and perform all of the duties incident to his or her office and such other duties as from time to time may be required of the President by the Board of Directors.

(b) Vice President. The Vice President shall perform the duties of the President in the event of his or her absence or his or her inability to act, and shall perform such other duties as from time to time may be required of him or her by the Board of Directors.

(c) Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and of the annual meeting of the members, in an appropriate minute book. He or she shall give and serve all

notices of meetings pursuant to these Bylaws. He or she shall be the custodian of the records and seal of the Club and shall affix the seal to Club papers when required to by the Board of Directors. He or she shall perform all duties incident to the office of the Secretary and such other duties as may from time to time be required of him or her by the Board of Directors.

(d) Treasurer. The Treasurer shall keep the membership list, including names, addresses and telephone numbers of all members, and have the care and custody of and be responsible for all the funds and securities of the Club and deposit all such funds in the name of the Club in such bank or banks, trust Club or trust companies, or safe deposit vaults as the Board of Directors may designate. He or she shall exhibit at all reasonable times his or her books and accounts to any Directors of the Club. He or she shall render a statement of the condition of the finances of the Club at each regular meeting of the Board of Directors and at such time as shall be required of him or her, and a full financial report at the annual meeting of the members. He or she shall keep correct books of account of all its business and transactions and such other books of account as the Board of Directors may require. He or she shall do and perform all duties appertaining to the office of treasurer of a Club, and such other duties as from time to time may be required of the Treasurer by the Board of Directors.

(e) Ride Committee Chair. The Ride Committee Chair shall preside over the Ride Committee and chair meetings of this group. The Ride Committee Chair shall serve as a liaison between the Board of Directors and the Ride Committee. The Ride Committee Chair is responsible for the ensuring communication of regularly scheduled club rides to the membership.

Sec. 3 Qualifications and Election

(a) The Officers of the Club shall be elected by the members at the annual meeting of the members.

(b) The offices of President, Secretary, Vice President, Treasurer, and Ride Committee Chair shall be held by different persons, provided he or she is otherwise qualified.

(c) Each officer shall be elected for a term of one (1) year, or until his or her successor has been elected and qualified.

Sec. 4 Removal

(a) Any officer may be removed for cause from his or her office by a two thirds vote of the members at a duly convened meeting of the members constituting a quorum if such meeting is called for that purpose.

(b) Any office held by a person who is also a Director of the Club shall be deemed vacant upon the removal of such Director by the members of the Club, in the manner hereinbefore provided.

Sec. 5 Vacancies

In the event of the death, disability, or removal for any cause whatsoever of an officer of the Club if a member, the vacancy so created shall be filled by a majority vote of the members called for that purpose.

Sec. 6 Compensation

No compensation shall be paid to any officers of the Club in their capacity as an officer.

Sec. 7 Term/Term Limits

(a) Officers shall serve for a term of one (1) year and until his or her successor shall be duly elected and qualified. An officer may however be removed from his or her position by a two-thirds vote of the Members at a meeting of the Members constituting a quorum.

(b) No Officer shall serve in the same Officer position in the Club for more than four (4) consecutive years; however, no such term limits shall apply to the Treasurer.

ARTICLE VI - INDEMNITY OF DIRECTORS AND OFFICERS

Sec. 1 Indemnity

Each Director and Officer of the Club shall be indemnified by the Club against fines, penalties, judgments, settlements, attorneys' fees, interest, penalties (including but not limited to those imposed by the Internal Revenue Service), and other expenses reasonably incurred by him or her on account of or in defense of any action, suit, or proceeding to which he or she should be made a party by reason of his or her being or having been a Director or an officer or acting in any other capacity for the Club or employed by it in any other capacity (whether or not he or she continues to be a Director or an Officer at the time of incurring or being subject to such expenses) except actions, suits, or proceedings in which he or she shall be adjudged not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Club or to have been derelict in the performance of his or her duty as such Director, officer, or in such other capacity. The foregoing right of indemnification shall not exclude other rights to which any Director or officer may be entitled as a matter of law and shall be deemed consistent with Connecticut General Statutes or other state statutes as may be applicable. The Club may procure insurance to cover such Club indemnity to the extent permitted by the insurance carrier and may be paid in full by the Club.

ARTICLE VII - CHECKS, NOTES, AND BILLS OF EXCHANGE

Sec. 1 Execution

All checks and drafts on the Club's bank accounts, all bills of exchange and promissory notes, and all acceptances, obligations, and other instruments for the payment of money shall be signed by such officer or officers as shall be authorized or directed to do so from time to time by the Board of Directors.

ARTICLE VIII- FISCAL YEAR

Sec. 1 Fiscal Year

The Club shall be on a fiscal year ended December 31st.

ARTICLE IX - AMENDMENTS

Sec. 1 Amendments

These Bylaws may be altered or amended by a majority of the votes cast constituting a quorum at the annual meeting of the Members or at any special meeting of the members called for such purpose.

THE UNDERSIGNED, being the duly elected President and Secretary of Thread City Cyclers, LLC do hereby certify that the foregoing set of amended and restated Bylaws of said Club was duly adopted at a meeting of the members duly warned and held as of January 11, 2020.

PRESIDENT

By: _____

Larry Waksman

SECRETARY

By: _____

Paul Cocuzzo