

CHARLES RIVER WHEELERS, INC.

GOVERNANCE DOCUMENTS

MISSION

Charles River Wheelers (CRW) is a group of recreational cyclists who enjoy frequent rides, social events, and educational opportunities, primarily in the Greater Boston area.

VALUES

CRW values the advancement and enjoyment of cycling

- through pursuit of diverse members and inclusive activities,
- through sponsorship of rides and other events,
- through cooperative activities with other organizations,
- through encouragement of favorable actions by government and private industry,
- through publicity of the benefits of cycling,
- through education of the cycling community and the general public about the health and fitness benefits of cycling and safe cycling practices,
- through charitable donations to support cycling infrastructure, policies, and underserved communities,
- and through other suitable means.

CRW shall not organize, conduct or coordinate any activities not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

THE CHARLES RIVER WHEELERS, INCORPORATED BYLAWS

Adopted: 14 February 1973

Amended: 16 February 1978; 7 August 1978; 10 April 1979; 4 August 1980; 1 May 1990; 1 December 1998; 5 December 2000; 2 October 2007, 23 May 2009, 11 September 2012, 24 September 2019, ~~XX July 2021~~.

The Board of Directors of the Charles River Wheelers, Inc. (CRW) do hereby publish and promulgate these amended Bylaws of the Corporation, which shall be effective ~~24 September 2019~~. XX July 2021

I. Government

The affairs of Charles River Wheelers, Inc. (CRW) shall be administered by the Board of Directors and by the Officers as described in these Bylaws.

II. Board of Directors

1. The duties of the Board of Directors shall include the following:

- a. Election of the CRW President
- b. Evaluation and approval of the CRW budgets and plans
- c. Approval of expenditures not budgeted and not within the discretion of the President
- d. Approval of candidates nominated by the President
- e. Other responsibilities included in these bylaws.

2. Membership of the Board

- a. The Board of Directors shall consist of nine Directors elected by the general membership, and the current CRW President elected by the Board during his term in office, and the past CRW President for one year after the expiration of the presidential term. The term 'Director' as used herein shall include the current President, the past President for one year after the expiration of the presidential term, as well as the nine elected by the membership.
- b. Directors shall be eligible for appointment to any office position or to any committee.

III. Officers

1. President ~~of~~ — The President shall be the chief executive officer of the Corporation and shall report to the Board of Directors (Board). The President shall also be the Chairman of the Board and have the rights and duties of a member of the Board. The President shall have supervisory authority over the activities of the CRW. The President shall appoint and organize all ~~of~~ the officers in (2) below for the duration of the President's term, unless specified otherwise in these Bylaws; shall establish any committees and coordinators deemed necessary; and shall delegate to them such authority as the President shall see fit, all with Board approval. The President shall be

an ex officio member and may be active on all CRW committees. The President shall propose the fiscal budget, operational plan, appointments, and committee structure to the Board at the first meeting of the year. The Board shall approve these proposals, with the possibility of negotiation, no later than the second Board meeting of any calendar year. Following the approval of the annual plan, the President, with Board approval, may alter or abolish any component thereof not protected by these Bylaws that is no longer necessary to the CRW.

2. President's Officers. _____—The President's staff shall include the following officers and may include such others as the President shall designate. The President shall nominate these officers subject to Board approval. Any member shall be eligible for appointment to any CRW position unless specified otherwise in these Bylaws.

- a) The Executive Vice President shall be appointed by the President from the Board and assist the President in administering the activities of CRW and shall carry out the duties of the President in the President's temporary absence. If the Executive Vice President is unable or unwilling to carry out the duties of the President, the Board shall elect an acting President to serve for the duration of the President's absence.
- b) The Vice President of Rides shall develop and administer the ride programs of CRW. Ride related activities shall be developed to meet the current needs of the membership.
- c) The Secretary shall be appointed by the President and shall draft and retain the minutes of meetings of the Board and other meetings as appropriate. The Secretary shall publish and maintain the official record of all board decisions including, but not limited to, those on policy, awards and grants. Regardless of other publication venues, the minutes of Board meetings and the record of Board decisions shall be available for member viewing on the CRW website and maintained there by the Secretary. The Secretary shall also approve the process and execution of the annual general election of the Board and for any other elections. The Secretary shall also post notice of meetings of the CRW Board at least two weeks in advance of said meeting on the CRW website.
- d) The Vice President of Finance shall deposit and expend budgeted funds of CRW upon the receipt of proper documentation. The Vice President of Finance shall keep records of monies received and expended, and shall present a summary report to the Board at each regularly-scheduled meeting of the Board. Any surplus funds may be invested in reasonable securities approved by the Board upon recommendation of the Vice President of Finance. The Vice President of Finance shall be responsible to ensure matters of CRW insurance and any/all governmental filings are current and submitted as required by law.

3. Terms of Office

- a. President. The President shall be elected annually for a two-year term in odd-numbered years by a majority of eligible members of the Board at its November meeting and shall serve for the following two calendar years expiring December 31st of the next odd-numbered year. Eligible members shall be those serving on the Board starting the following

January 1st. The President shall in no event be elected for more than two consecutive terms. Any member of CRW may be elected President regardless of whether the member is currently on the Board of Directors. The Board may remove the President by a two-thirds vote. In the event the President resigns, is removed from office before the end of said term, or is unable to complete the term due to illness or death, the Board shall elect an interim President, who shall have all the rights and duties of the President, as if originally elected, for the remainder of that term.

~~a.b.~~ Officers, Coordinators and Committee Chairs. The Officers and committee chairs designated above shall serve at the pleasure of the President and Board; ~~subject, however, to dismissal by a two-thirds vote of the Board.~~ The President may appoint a replacement candidate for and Officer, Coordinator or Committee Chair at any time with the approval of the Board.

III. Membership

1. Individual. An individual member shall be at least 18 years of age. An individual member shall have one vote in CRW elections.

~~2. Household. A household is defined as two persons who share a discounted membership. A household will have two votes in CRW elections.~~

3.2. Honorary. A non-paid membership granted with Board approval to a person whose actions have benefited cycling. An honorary member will have one vote in CRW elections.

III. Election of the Board

A Board member's term shall begin on January 1st of the year following the election and shall terminate on December 31st of the third year of office. No Board member may be elected to more than two successive full three-year terms by the general membership. Board vacancies due to expiring board terms shall be filled annually in the following manner:

1. The Board shall establish nomination procedures each year to be communicated to the members no later than September 1st.
2. Any member may submit his/her own name as a candidate for the current Board vacancies, not later than September 20th.
3. Each candidate may submit a statement of 250 words or less, to be disseminated to the membership and included in the ballot.
4. Election of Directors shall be by electronic ballot transmitted to all members. CRW members in good standing as of August 31st are eligible to vote. Votes of the members shall be confidential. Voting shall be allowed October 1st to October 15th. The Secretary shall verify and publish the results no later than October 30th.

5. Board vacancies, other than in the normal course:

- a) ~~In the event that~~If a vacancy occurs on the Board owing to the early resignation or inability to fulfill the term due to illness or death of a Director(s)-or otherwise, the remaining Board members may choose a temporary replacement(s) to serve until the next scheduled general election, at which time a permanent replacement(s) for the unexpired term(s)-of the vacated position(s) shall be elected by the membership as provided above. If the ~~past~~Past President is unwilling or unable to serve any portion of the ex officio term provided, there shall be no replacement of such person. If the current President resigns or is removed-at any time, said President may remain on the Board for the balance of his/her Board term, if the President also serves as an elected Director.
- b) Removal of Directors
- i) No Director may be removed without cause.
 - ii) Any Director may be removed for cause, upon a vote of two thirds of the entire Board, at a meeting of the Board. No such vote may be taken unless: a) at the prior meeting there shall have been a vote by the majority of those present thereat, to hold such removal vote at its next meeting, and b) notice, including date, time and place of the meeting, and a short description of the cause for the proposed removal, is given in writing, or electronically, to all the Directors, at least ~~15~~10 days prior to the meeting at which the vote is to be held. The Director whose removal is proposed shall have a right to be present, to be heard, and to present such material as such Director deems appropriate. Such a vote may be postponed to a date certain, by vote of a majority of those present.
 - iii) Cause for removal, ~~in addition to missed meetings as described in the Constitution, IV-3-d,~~ may include missing a majority of meetings during the previous twelve months or any behavior, whether in connection with CRW governance, a CRW activity, or otherwise, that is inimical to the Club, its governance, to cycling in general, or otherwise not in compliance with the goals and purposes of CRW.
 - iv) The minutes of the meeting in which a vote to hold a removal vote is proposed, discussed or held, shall contain no information about the removal matter. If the vote to remove a Director passes, the published minutes shall report only that the individual is no longer a Director. If the vote to remove doesn't pass, or if the vote is postponed the published minutes shall contain no information about the matter.

~~6. A Board member's term shall begin on January 1 of the year following the election and shall terminate on December 31 of the third year of office. No Board member may be elected to more than two successive full three-year terms by the general membership.~~

IVI. Meetings of the CRW

1. ~~Regular meetings of the Board shall be held bi-monthly in each odd numbered month (January, March, etc.)~~ CRW shall hold a minimum of four Board meetings per year and the minutes of the meetings shall be recorded. Notice of Board meetings shall be posted with time and date on the CRW website and open to the membership of CRW. Notice of all Board meetings shall also be published in the minutes of the previous meeting and should be accurate as of the date of publication of the minutes.

2. Meetings may be held live or online or telephonically.

3. Meetings may be called by the President or by 30% of the Directors. A minimum of ten days notice is required unless waived by a majority of Board Members..

4. An electronic vote may be conducted when called by the President or 30% of the Directors. Approval of the electronic vote requires a majority of all Board Members. The results of the electronic vote shall be reported at the next meeting of the CRW Board and included in the Minutes

2.5. A quorum of the Board shall consist of five Directors in order to conduct official business of CRW. Proxy votes are not accepted.

3.6. There shall be an annual meeting of the ~~regular~~ CRW membership.

VII. Fiscal Policies

1. CRW shall operate on a balanced budget within each fiscal year unless a budget that projects a deficit is approved by 2/3 of the Board.

2. All expenditures of CRW funds must be made pursuant to items in the approved annual budget. All non-budgeted items must be approved specifically by the Board; expenditures up to \$500 may be approved by the President but must be presented to the Board at or before its next scheduled meeting. Unauthorized expenditures will only be reimbursed with approval by the Board.

3. The Board shall approve the pricing of all official CRW events, e.g. century rides and annual awards banquets.

4. The CRW Board shall conduct a review of the Vice President of Finance's records annually.

~~4. — 5. The CRW fiscal year begins January 1 and ends December 31.~~

VI.VIII. Amendments

These Bylaws shall be amended only by vote of a majority of the Directors present at a ~~regularly~~ regularly scheduled meeting of the Board, provided that a quorum shall have been declared. The Directors

shall be notified of any proposed amendments not later than one ~~regular~~ Board meeting preceding the meeting at which the amendments are to be adopted. Any changes in these Bylaws shall be communicated to the membership and available on the CRW website. Amendments to these Bylaws shall become effective immediately upon adoption by the Board.

~~VII.~~—Precedence

~~In the event of conflict between any provision of the CRW Constitution and these Bylaws, the Constitution shall take precedence.~~

~~VIII.~~IX. Status of Board Policies

The Board may establish any additional policies governing CRW activities provided that such policies do not conflict with these Bylaws. Any additional policies shall be communicated to the membership and retained as a historical public record by the Secretary on a public page of the CRW website. Additional policies may be approved or eliminated by a simple majority vote of the Board and updated by the Secretary.

~~IX.~~X. Indemnification, Conflict of Interest, Restrictions

1. Indemnification. The Corporation shall, to the extent legally permissible and only to the extent that the status of the Corporation as an organization exempt under § 501(c)(3) of the Internal Revenue Code of 1986, as amended, is not affected thereby, indemnify each of its Directors, officers, employees and other agents against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees reasonably incurred in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which the person may be involved or with which he may be threatened, while in office or thereafter, as a result of the person being or having been such a director, officer, employee or agent, except with respect to any matter as to which the person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that the action was in the best interests of the Corporation or was otherwise derelict in the person's duties to the Corporation; provided, however, that as to any matter disposed of by a compromise payment by such director, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as being in the best interests of the Corporation, after notice that such approval involves such indemnification: (a) by a disinterested majority of the Directors then in office; or (b) by a majority of the disinterested Directors provided there has been obtained an opinion in writing of independent legal counsel to the effect that such director, officer, employee or agent appears to have acted in good faith in the reasonable belief that the action was in the best interests of the Corporation; or (c) by a majority of the disinterested Members entitled to vote, voting as a single class.

Expenses, including counsel fees reasonably incurred by any such director, officer, trustee, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding, may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Corporation if a Court shall determine that there is no entitlement to indemnification under Massachusetts General Laws, Chapter 180, § 6. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Director, Officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "Directors", "Officer", "employee" and "agent" include their respective heirs, executors and administrators, and an "interested" Director is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

2. Conflict of Interest. In the absence of fraud or misrepresentation, and provided that the nature and extent of the person's interest was fairly disclosed to the Directors before their action on such contract or other transaction, any Director, Officer, or member of this Corporation individually, or any individual having any interest in any concern in which any such Directors, Officers, members or individuals have any interest, may be a party to, or may be pecuniarily or otherwise interested in, any contract, transaction, or other act of this Corporation, and such contract, transaction, or act shall not be in any way invalidated or otherwise affected by that fact; no such Director, Officer, member, or individual shall be liable to account to the Corporation for any profit or benefit realized through any such contract, transaction, or act; no such Director shall participate in the vote to authorize or approve any such contract or transaction; and any such Director of this Corporation may be counted in determining the existence of a quorum at any meeting of the Directors or of any committee thereof and any such contract may be authorized by a majority of Directors then in office and not disqualified to vote; the term "interest" including personal interest and interest as a Director, Officer, stockholder, shareholder, trustee, member or beneficiary of any concern; the term "concern" meaning any corporation, association, trust, partnership, firm, person, or other entity other than this Corporation.

3. Limitation of liability. An Officer, member, or Director shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as such notwithstanding any provision of law imposing such liability; provided, however, that such provision shall not eliminate or limit liability (1) for any breach of duty to the Corporation or its members, (2) for acts or omission not in good faith which involve intentional misconduct or a knowing violation of law; or, (3) for a transaction from which he derived an improper personal benefit.

4. Reliance on records. Each Officer, Director, or member shall in the performance of his or her duties as such be fully protected in relying in good faith upon the Corporation's regularly kept books and records or in relying upon in good faith upon other records of the Corporation.

5. Restrictions on exercise of powers. Notwithstanding anything else herein provided, the Corporation is organized and shall be operated exclusively for educational and charitable purposes, as said terms have been and shall be defined pursuant to the §§170(c) and 501(c)(3) of the Code. All powers of the Corporation shall be exercised only in such manner as will assure the operation of the Corporation exclusively for said educational and charitable purposes, as so defined, the intention being that the Corporation be exempt from federal income tax and that contributions are deductible pursuant to said sections of the Code and all purposes and powers herein shall be interpreted and exercised consistently with this intention.

6. Restrictions of political matters, net earnings, etc. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, Directors, Officers, or other persons acting on behalf of the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the Corporation's purposes as set forth in Article 2 of the Articles of Organization. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation (except as provided in §501(h) of the Code) and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision hereof, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income taxation under §501(c)(3) of the Code, or (b) by a Corporation contributions to which are deductible under §170(c) of the Code, or the corresponding section of any future federal code.

7. The CRW may effect its own dissolution only upon the Board's presenting a recommendation of dissolution to the membership. An affirmative vote of two-thirds of the ballots (paper or electronic) returned within twenty-one days shall be required, abstentions not being counted. Upon dissolution, the remaining assets after the satisfaction of all obligations of the corporation shall be distributed to one or more organizations having purposes similar to the CRW purpose and that are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code. No member or private individual shall be entitled to share in any distribution of corporate assets upon dissolution.

X. Adoption

These Bylaws as revised and amended on ~~24 September 2019~~XX July 2021 shall become effective immediately upon adoption by the Board of Directors.