



BY-LAWS OF THE FAST AND FABULOUS CYCLING CLUB INC

The Fast and Fabulous Cycling Club, previously a committee of Front Runners New York, Inc., in a general meeting of the membership on January 24, 2010, at 241 West 36th St., New York City, approved with amendments as indicated below the following document as our By-Laws, to be consulted for the regulation of business of the Fast and Fabulous Cycling Club Inc, a nonprofit sports education foundation incorporated in the State of New York.

Article I. Name.

The name of this corporation shall be Fast and Fabulous Cycling Club Inc, hereafter referred to as "Fast and Fabulous" or "the Club."

Article II. Offices.

The principal office for the transaction of the business of Fast and Fabulous is located in the City of New York, New York. The Board of Directors may change the location of the principal office within the City of New York, subject to the approval of the membership.

Article III. Purpose.

- A. The Club's primary purpose is to provide encouragement and support to lesbians, gay men, bisexuals, transgendered persons and others who are interested in bicycling and related activities.
- B. To further this purpose, the Club may hold rides, races, workshops, social events; print and publish on paper or electronically; and do whatever may be legal, safe, reasonable and conducive to the encouragement of bicycling and related activities, in cooperation with other groups or alone.

Article IV. Concepts.

- A. The Club's primary concern is cyclists, whether beginning, recreational or competitive. The Club's primary interest is bicycling-related events and activities, including dinners or other social events that may promote bicycling.
- B. The officers are trusted servants; they shall not dominate. The will of the members shall govern.
- C. The more important the matter, the greater shall be the Board's effort to solicit the will of the members.
- D. All members shall share responsibility for the activities of the Club, by rotating duties and offices, by leading rides, writing cue sheets, organizing social events and by contributing information in person or electronically.
- E. No member shall be nominated to an office s/he does not wish to hold, or to perform a task s/he does not wish to perform.
- F. To avoid allowing outside issues to divide the Club or divert it from its purpose, Fast and Fabulous shall not endorse or oppose any outside cause, except as defined in Article XXI, Voting.

Article V. Scheduled Events.

A. Scheduled Rides: Fast and Fabulous shall schedule, publicize and conduct rides for ourselves and as a service to the community. These rides shall be free of charge. Anyone who attends should be informed of the Club's membership program and its benefits, including insurance benefits. Neither the Club nor its members shall pressure non-members to join.

1. All rides shall be listed on the website and be open to all members as well as anyone who has not yet ridden with Fast and Fab but wishes to attend.

2. Rides shall be considered either fast or fabulous; fast rides shall carry a New York Cycle Club designation of B15 or faster; fabulous rides shall carry a designation of B14 or slower.

3. All ride listings shall identify at least one ride leader.

a. The ride leader(s) shall provide a route for the ride, either verbally or in writing.

b. The ride leader(s) shall have all riders sign a waiver of liability.

c. The ride leader(s) shall ascertain that every rider has signed a waiver, is wearing a helmet and is not using earphone or earbuds and shall disband the ride if anyone who has not signed a waiver, is not wearing a helmet or is using earphones or earbuds should insist on riding with the Club.

d. The ride leader(s) shall ascertain the ability of every rider to maintain the advertised pace and shall advise slower riders whether the group will wait for them or not, and shall advise faster riders that the route they take may or may not be the one to be followed by the group.

e. Ride leader responsibilities shall not include the health and well-being of riders, who join the ride at their own risk.

f. Ride leaders and Club officers shall be protected from individual liability for injuries sustained on their rides by a liability insurance policy taken out by the Club.

4. Rides not organized by Fast and Fabulous may be publicized on its website or email list only if a Fast and Fabulous ride leader agrees to be listed as the Club contact and to organize a Club contingent within the larger ride.

B. Scheduled Dinners: Fast and Fabulous shall schedule, publicize and eat monthly dinners either in public restaurants, at the homes of members or in any other convenient location, to offer a nonthreatening and noncompetitive venue at which new or prospective members may gauge whether they wish to join the Club or its activities and at which members may socialize.

1. All dinners shall be listed on the website and be open to anyone who wishes to attend.

2. All dinner listings shall identify at least one dinner leader.

3. Dinner leader responsibilities shall not include the health and well-being of diners, who join the dinner at their own risk.

C. Workshops: Fast and Fabulous shall schedule, publicize and conduct workshops in various aspects of the sport of cycling, including the purchasing, repair and maintenance of bicycles. Such fees as are necessary to cover expenses and maintain the Club treasury may be charged to those in attendance.

1. All workshops shall be listed on the website and be open to anyone who wishes to attend.

2. All workshop listings shall identify at least one workshop leader.

3. Workshop leader responsibilities shall not include the health and well-being of workshop participants, who join the workshop at their own risk.

Article VI. Communications.

A. Fast and Fabulous shall maintain a public website that offers information about the club and its events to all. Some features of this website may be restricted, at the option of the Board, so that only Club members have access.

B. Fast and Fabulous shall maintain an email list, on Yahoo groups or elsewhere, to allow publication of rides or other events.

1. The purpose of the email list shall be to help plan rides and events and to discuss subjects directly related to group activities. In rare instances, the list may be used to let the Club membership know of significant developments in New York City bicycling, such as the opening or closing of a bike path or police activity against cyclists. It may never be used to promote political causes, to promote rides that do not have a Fast and Fabulous leader or to buy or sell any item not sponsored by the Club.
2. Members of the email list may be removed at the discretion of the President for multiple infractions of (2) above.

Article VII. Annual and General Meetings.

A. Fast and Fabulous shall schedule, publicize and conduct an annual meeting within the months of October, November or December. A quorum of 10 percent of the membership shall be required for the annual meeting to proceed. If such quorum is not met on the scheduled date, the Secretary shall reschedule the annual meeting for another date, even into the next calendar year, as necessary.

B. The President in office at the time of the annual meeting shall preside at that meeting until the time that election of officers for the following year is to be considered, at which time s/he shall cede the presiding role to the elections officer. The same President shall resume the presiding role once the elections have been decided.

C. Officers of the Club for the following calendar year shall be elected at the annual meeting, as set forth in Article XVI, Elections, and according to parliamentary procedure.

D. Five members in good standing may request a general meeting of the club in writing in the case of significant questions that require the authority of the membership at large to decide. Such general meeting may be requested by petitioning the President, who shall set the time and place of the meeting. No further approvals shall be required to hold a general meeting.

E. Members who are not officers may open questions for debate and make proposals for general consideration of the membership at either the annual or a general meeting. These questions shall be decided by a majority vote of the present members and according to parliamentary procedure, except as noted in Article XXI, Voting.

F. Members shall be given notice of the annual or a general meeting at least fourteen days in advance.

Article VIII. Affiliation.

A. Fast and Fabulous may affiliate with the New York State Bicycling Coalition, the League of American Bicyclists and/or any other similar cycling-oriented organization, especially for the purposes of promoting regional cycling activities and of purchasing liability insurance.

B. Fast and Fabulous may also affiliate with the Federation of Gay Games, the Gay and Lesbian International Sport Association (GLISA) or any other similar LGBT sports federation, or with Front Runners New York, Inc., especially for the purpose of encouraging participation in LGBT sports events, whether or not they are competitive in nature.

Article IX. Nonpartisan Activities.

A. Fast and Fabulous has been created under federal and New York not-for-profit laws for the public purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and Fast and Fabulous shall not participate or intervene in any political campaign for or against any candidate for public office, or for or against any cause or measure being submitted to the people for a vote.

B. Fast and Fabulous shall not, except in an insubstantial degree, engage in any activities or exercise any power not in furtherance of the Club purposes described above.

Article X. Membership.

A. In order to be a member in good standing of Fast and Fabulous, an individual shall pay dues, belong to the club's email list and not be under any Club sanction. The Board of Directors may initiate sanction proceedings only at a general meeting of the Club.

B. Membership is open to anyone who wishes to join, without regard to race, religion, ethnic background, age, handicap, sex, sexual orientation, athletic ability or any other classification.

C. Membership shall be for the calendar year beginning on January 1, and dues may be pro-rated for members who join at any other time of year.

D. Benefits of membership shall include: the fellowship of the group; participation in the business of the Club; voting; serving on committees; holding office; representing the Club at races and tours; purchasing jerseys, shorts or such other clothing or items as shall bear the Fast and Fabulous logo; and receipt of any communications the Club may distribute.

E. Responsibilities of membership shall be to carry out the purpose and concepts of the Club, to ride responsibly, and to welcome and assist newcomers.

Article XI. Board of Directors.

A. The Board of Directors shall consist of the elected officers of the Club.

B. Candidates for the Board of Directors must be members in good standing, i.e. they must have paid dues for the current year, belong to the club's email list and not be under any Club sanction.

C. The Board of Directors shall have the power and authority to act for the Club on all measures and on behalf of the membership on all issues except voting, as defined in Article XXI, Voting.

D. The Board of Directors shall be responsible for the Club's privacy policy.

E. The membership, gathered together in an annual or general meeting, may rescind, repeal or amend any action of the Board of Directors.

Article XII. Officers.

A. Officers shall consist of President, Vice President of Rides, Vice President of Events, Secretary and Treasurer. The officers shall insure that the Club's business and activities are carried out in accordance with the By-Laws adopted by the Club

B. No member shall hold more than one office at one time.

C. The duties of the officers shall include, but shall not be restricted to:

1. President:

a. Acts as the chief administrative officer, spokesman and legal head of Fast and Fabulous.

b. Exercises supervision over Fast and Fabulous and all its activities, including the work of any committees established by the Board of Directors.

c. Calls and presides at meetings, be they annual, general or of the Board of Directors.

d. Signs letters or documents necessary to carry out the decisions of the Board.

e. Interacts with other cycling organizations, either LGBT or not, to facilitate bicycling as an activity and to further the goals of Fast and Fabulous.

f. Performs the duties of any Board position that may be vacant, except secretary or treasurer, for the term of the vacancy.

g. Relinquishes these duties in case of her or his incapacity or absence to any vice president.

In case of conflict among vice presidents as to which will serve in the president's incapacity or absence, the matter shall be decided by majority vote of the Board.

h. Acts as director of the Public Relations Committee.

2. Vice President of Rides:
 - a. Acts as director of the Rides Committee.
 - b. Leads and helps others to lead fast rides so that at least one fast and one fabulous ride is scheduled every month of the year.
 - c. Recruits and organizes ride leaders and may call meetings of ride leaders.
 - d. In collaboration with the other vice presidents and ride leaders, schedules away trips that may last a weekend or longer at least once a year.
3. Vice President of Events:
 - a. Acts as director of the Events Committee.
 - b. Encourages non-bicycling activities such as monthly dinners and other outings.
 - c. Coordinates the annual general meeting and any other club meetings deemed necessary.
 - d. Oversees the Lee Gorman award.
4. Secretary:
 - a. Takes notes and prepares minutes of the Board meetings.
 - b. Certifies the correctness of the minutes and submits them to the Director of the Communications Committee for posting on the Club website.
 - c. Brings to each Board, annual or general meeting any recent minutes that may be relevant to topics to be discussed, a copy of these By-Laws, a list of any standing or special committees, and a copy of the parliamentary authority adopted by Fast and Fabulous
 - d. Maintains a list of members and such identifying information (postal address, telephone number, email address) as s/he deems appropriate and necessary.
 - e. Preserves all records, reports and official documents of Fast and Fabulous, except those specifically assigned to the custody of others.
 - f. Acts as director of the Communications Committee.
5. Treasurer:
 - a. Administers the Club's financial affairs; maintains a checking account; performs a monthly reconciliation of said account; collects dues and other funds from members and pays routine Club expenses.
 - b. Seeks the approval of the Board for any expenditure that is not routine or that involves an amount greater than \$500.
 - c. Negotiates fees for liability insurance to protect the Club and its officers from lawsuits and proposes advantageous rates to the Board.
 - d. Prepares a monthly financial report for inspection by the Board at its meetings, or by the membership at the annual meeting, according to generally accepted accounting principles.
 - e. Makes any previous monthly financial report available to any member at the member's request.
 - f. Submits a written report at the end of the calendar year describing that year's financial activities to the Director of the Communications Committee for posting on the Club website.
 - g. As directed by the President, submits a detailed financial report of any particular club activity.

Article XIII. Committees.

- A. Fast and Fabulous shall maintain the following standing committees to carry out the purposes of the Club: Public Relations Committee; Communications Committee; Rides Committee; Events Committee; Committee for Women.
- B. Members of a standing committee shall report to the director of that committee, as specified above. The Committee for Women will have a director appointed by the President.

- C. Standing committee membership shall be open to all members of Fast and Fabulous in good standing.
- D. Directors of the standing committees shall appoint members of committees from among the membership, with the consent of the appointees and of the Board.
- E. All standing committee decisions involving any substantive matter shall be subject to approval of the Board.
- F. The duties of the standing committee directors shall include, but shall not be restricted to:
1. Director of the Committee for Women:
 - a. Leads and help others to lead women's rides so that at least one women's ride is scheduled every month of the year.
 - b. Recruits and organizes women ride leaders and may call meetings of the women ride leaders.
 - c. In collaboration with the other vice presidents and ride leaders, schedules away trips that may last a weekend or longer at least once a year.
 2. Director of the Events Committee:
 - a. Leads and help others to lead dinners or other social events so that at least one dinner or other social event is scheduled every month of the year.
 - b. Recruits and organizes dinner and social event leaders and may call meetings of the dinner leaders.
 - c. Maintains lists of worthwhile restaurants, including menus as available, in accurate and up-to-date formats.
 - d. In collaboration with the Board of Directors, finds and/or rents a location for the Annual General Meeting, held in the late fall to elect a new board, and organizes and publicizes same.
 3. Director of the Communications Committee:
 - a. Maintains a public website that shall list upcoming events and may contain any other information about bicycling or the Club and its affiliations.
 - b. Negotiates rental fees for web space and proposes advantageous rates to the Board.
 - c. Periodically assesses the effectiveness of the website and its contents as a means of communication with the membership and with other constituencies and proposes to the Board any changes that may make the website more effective.
 - d. Serves as moderator of the Club's email list and approves new applicants who are able to provide a first and last name, postal address, telephone number and email address for this forum.
 4. Director of the Rides Committee:
 - a. Maintains a varied and complete calendar of rides in consultation with Communications Committee.
 - b. In collaboration with the Communications Committee, maintains cue sheets in accurate and up-to-date formats.
 5. Director of the Public Relations Committee
 - a. Maintains contact with other related organizations for the purpose of raising awareness of the Club and advertising to potential new members.
 - b. Organizes the Club presence (table, brochures) at events that would enhance the visibility of the Club.
- G. Ad hoc committees may be established by the Board of Directors as necessary to carry out the purposes of Fast and Fabulous.
- H. Members of an ad hoc committee shall report to the director of that committee. Said director is to be appointed by the President. All committee directors shall report to the Board of Directors.
- I. Ad hoc committee membership shall be open to all members of Fast and Fabulous in good standing.

J. Ad hoc committee directors shall appoint members of committees from among the membership, with the consent of the appointees and of the Board.

K. All ad hoc committee decisions involving any substantive matter shall be subject to approval of the Board.

Article XIV. Terms of Officers.

Term of office for all officers and committee directors of the Club shall be one year, beginning January 1 and ending December 31.

Article XV. Delegation of Authority.

A. Officers and committee directors may delegate duties that do not require discretion but involve only faithful performance of a mechanical or clerical function.

B. Legislative or discretionary duties may not be delegated.

C. An officer or committee director shall remain responsible for any delegated duty or responsibility.

Article XVI. Elections.

A. Election of officers shall be held at the annual meeting each year.

B. An elections officer shall be appointed by the Board of Directors from among the membership.

This officer shall preside over the entire elections process.

C. Nominations for officers shall be made by and shall come from among members in good standing at the annual meeting.

D. A member may nominate himself or herself or, after securing permission, another member, for a position on the Board of Directors.

E. Members in good standing on the day of the annual meeting may vote in the election of officers.

F. An individual shall be elected to the post s/he contests if s/he has no opponents or if s/he wins a majority of the votes cast.

G. If more than two individuals shall contest a position, and none receives a majority vote, the Club members in attendance shall vote between the top two vote getters. The winner of that by-election shall be elected to the contested position.

Article XVII. Vacancies.

A. A vacancy on the Board of Directors or in a committee directorship shall be filled by appointment of the Board of Directors. Such appointees shall serve only until the next election of officers.

B. A vacancy shall be considered to exist if no individual is nominated for the position at the annual meeting or if the incumbent dies, resigns, moves away from the locality or is removed from office.

C. The Board of Directors may also issue a finding that an officer has abandoned her or his office in the case of said officer's prolonged neglect of duties, and in the case of said finding may appoint a replacement.

D. The President shall perform the duties of the vacant office, except secretary and treasurer, until such time as the vacancy is filled.

Article XVIII. Recall.

A. Officers may be removed from office by a majority vote of the membership. Committee directors and committee members may be removed by the same officer who selected them. In general, an officer, committee director, committee member or any other appointee may be removed by the authority that appointed her or him, using the same process by which s/he was chosen.

B. Reasons for removal include, but are not limited to:

1. Refusal to carry out the decisions or intent of the membership;

2. Continued, gross or willful neglect of duties; and
 3. Unauthorized expenditure or other misuse of Club funds.
- C. Upon presentation of a recall petition holding legible signatures of 20 percent of the membership, the Secretary shall within fourteen days notify all members of a general meeting to vote on the recall. Said notice shall include the statement appearing on the petition and also may include a statement of defense on the part of the officer subject to recall. The meeting at which the recall is to be considered shall take place within fourteen days of the Secretary's notification to the membership.
- D. If the recall is of the Secretary, the President shall perform the duties enumerated in Section C.

Article XIX. Meetings.

- A. The Board of Directors may meet monthly or as often as necessary to consider the business at hand.
- B. If on the first of a given month there are few and uncontroversial items to consider, the President may poll the Board, by any reliable means including electronic communications, first as to whether a meeting is necessary. If a majority of officers deem it is not, the President may poll the officers by the same means for a decision on each of the items to be decided.
- C. Any member of the Club may seek a meeting of the Board by petitioning the President, who shall set the time and place for the meeting.
- D. Any member of the Club may attend any meeting of the Board or its committees, or the annual or a general meeting. Any members present at Board, committee, annual or general meetings shall be allowed to propose business or to discuss items under consideration. Members who are not officers may not vote on the Club's official business, except at the annual meeting, where they shall elect officers and decide any questions that may arise, and at general meetings, where they shall decide any questions that may arise.
- E. Members shall be given notice of any Board, general or annual meeting at least fourteen days in advance.
- F. Parliamentary procedure shall be used at all meetings.

Article XX. Quorum.

- A. The annual meeting, and any other meetings of the membership as may occur, shall require not fewer than 10 percent of the total membership in order to consider any business.
- B. Board meetings shall require not fewer than three officers in attendance in order to consider any business.
- C. If such quorum is not attained, the Secretary shall reschedule the meeting and then the meeting shall dispense without further discussion of any matter related to Fast and Fabulous or its business.

Article XXI. Voting.

- A. Only members in good standing may vote.
- B. At meetings of the Board of Directors, the quorum requirement having been met, a majority of the present officers shall be required to pass all issues, except those noted in (C) below, which require a vote of the membership.
- C. At annual or general meetings, the quorum requirement having been met, a majority of the present members shall be required to pass all issues, excepting the following, which require a vote of two-thirds of the present members:
1. Endorsement of outside causes, which in any case must not violate the prohibition on partisan activities described in Article IX, Nonpartisan Activities;
 2. Dissolution of the Club and its corporation;
 3. Changes to these By-Laws.

D. The Board of Directors may rescind, repeal or amend any action of any officer or appointee. The membership may rescind, repeal or amend any action of the Board of Directors.

E. There shall be no proxy voting by members, officers or appointees, nor shall any election or other matter be decided by electronic communication, except as noted in Article XIX, Meetings, above.

Article XXII. Finances.

A. The fiscal year of Fast and Fabulous shall coincide with the calendar year.

B. Dues shall be set by the Board of Directors or, if the membership disagrees, by the members at the annual or a general meeting.

C. The Treasurer shall administer Club finances and maintain a Club checking account, as set forth in Article VII, Annual and General Meetings, above. Only the President and the Treasurer shall be authorized signees of Club checks.

1. The Treasurer shall seek the signature of the President on each check in an amount greater than \$200, so that signatures of both the Treasurer and the President appear on such checks.

2. Dual signatures shall be required on all checks issued to Club members, officers, committee directors and other appointees.

3. Approval of the Board of Directors shall be required for expenditures greater than \$500.

4. Invoices are required for all expenditures.

5. Members using Club funds for any purpose shall give a report of those expenditures, either written or in person, to the Board of Directors.

D. All donations to charitable causes and/or loans made from the Club's funds require membership approval at the annual or a general meeting.

E. Because the Club is a nonprofit corporation, any monies received will be used entirely for carrying out the Club's stated purposes.

F. Fast and Fabulous shall be empowered to participate in and profit from fundraising activities.

G. For all special events at which admission is charged, cash shall be controlled and reconciled by the Treasurer or his or her appointee to the cash received at the door.

H. Cash received at meetings or special events shall be counted by the Treasurer or his or her appointee in the presence of at least one other member.

Article XXIII. Dedication of Assets.

The properties and assets of this nonprofit corporation are irrevocably dedicated to public or charitable purposes. No part of the net earnings, properties or assets of Fast and Fabulous Cycling Club Inc, on dissolution or otherwise, shall benefit any individual or private person or any member, officer, committee director or other appointee of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to one or more nonprofit LGBT sports organizations, as determined by the majority of the members.

Article XXIV. Parliamentary Authority.

The current edition of Robert's Rules of Order governs this Club in all parliamentary situations that are not provided for by state or federal law, or in these By-Laws, or in the rules or policies adopted by this Club.

CERTIFICATION BY PRESIDING OFFICERS

We the undersigned certify that we were elected presiding officers at the general meeting of Fast and Fabulous Cycling Club Inc, held January 24, 2010, at 241 West 36th St., New York City, and that the correct disposition of this document is circled in the document's first paragraph.

NAME:

SIGNATURE:

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