

BY-LAWS FOR THE  
*Palmetto Cycling Coalition*

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**PREAMBLE**

Various individuals, the bicycle clubs, and other interested entities of the State of South Carolina (the "State") wish to cooperate and form a statewide bicycle advocacy group to focus on national and statewide bicycling issues, which transcend local bicyclists' area of concern and responsibility. Therefore, these by-laws for a statewide bicycle advocacy group are adopted this 5<sup>th</sup> day of June, 1999.

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**ARTICLE I  
NAME**

The name of this organization shall be the "Palmetto Cycling Coalition," hereafter referred to as the "Coalition."

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**ARTICLE II  
DUTIES AND RESPONSIBILITIES**

SECTION 1. Mission The mission of the Coalition is to direct attention within the State to and provide pro-bicycling advocacy and citizen involvement with regard to national, statewide, regional and local bicycling and bicycling-related issues which transcend the interests and abilities of local bicycling clubs. The Coalition shall complement, strengthen, and cooperate with the States' bicycle clubs, and environmental, metropolitan planning, transportation delivery, and transportation management agencies. The Coalition shall serve the bicyclists in the State by establishing pro-active efforts to plan for the implementation and operation of adequate bicycling, bicycling-related facilities, and safety programs that will enhance the quality of life, and promote the general health, and well-being of the State and her citizens.

SECTION 2. Goals The Coalition's goals will include, without limitation:

(a) work with local, state and national bicycling clubs, local, state and national transportation officials to promote cycling and cycling-related legislation and to secure funding for the establishment of safe and adequate cycling and cycling-related facilities and services;

(b) develop coordinated local and statewide bicycle plans, and perform feasibility studies

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for highways and their support of bicycle transit, in cooperation with states, counties, cities, and local planning agencies;

(c) monitor and report to appropriate agencies regarding the conditions of cycling and cycling support facilities

(d) create and sustain a membership and sponsorship base that will keep the Coalition financially viable;

(e) solicit members from the community at large;

(f) improve mountain bike access on existing South Carolina trails and to work to develop new trails in the national forests, state parks and state forests of South Carolina;

(g) identify reckless or mean-spirited motorists who have assaulted cyclists in the State and work with law enforcement agencies, public safety agencies and criminal justice officials to change how these motorists are treated in the Court system;

(h) increase awareness among motorists and cyclists of cyclists legal rights and obligations;

(i) establish a State Bicycle Advisory Committee that will report to the Governor of the State; and

(j) promote better cycling facilities throughout the State with a goal of improving one mile of highway for cycling per week.

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**ARTICLE III  
MEMBERSHIP & SPONSORSHIP**

**SECTION 1. Membership** There shall be two classes of membership in the Coalition, as follows:

- (a) Any bicycling club or other organization having cycling-related and/or alternative transportation advocacy purposes (a “Qualified Club”) may join the Coalition as a “Member Club” by payment of such dues as established by the Board of Directors. Any Qualified Club may petition the Coalition for Club Member status. Petitions for Club Member status must be acted upon at the meeting of the Board next following the receipt of such petition by the President, provided that

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the applicable Club Member dues have also been submitted to the President prior to such meeting. A Member Club in good standing shall have a single vote in matters presented for a vote to the membership of the Coalition. Such vote may be exercised by the President of a Member Club, or some other member of the Member Club designated in writing by its President.

(1) Dues for Member Clubs shall reviewed by the Board annually. Annual dues shall be assessed upon a per organization, per capita, or any other basis deemed appropriate by the Board. The Board may establish different classifications of Member Club membership and may impose different dues requirements upon such different classifications.

(b) A natural person may join the Coalition as an “Individual Member” by payment of such dues as established by the Board of Directors.

(1) Dues for Individual Members shall reviewed by the Board annually. The Board may establish different classifications of Member Club membership and may impose different annual dues requirements upon such different classifications. The Board may create within the dues structure for Individual Members a “Family Membership.” Adult persons residing in households joining the Coalition through a Family Membership shall be each considered to be Individual Members for purposes of these By-laws, provided, however, that this accommodation shall not extend to more than two persons per household.

(c) In these By-laws, the term “Voting Members” refers to Individual Members and Club Members collectively.

SECTION 2. Sponsorship Any business or civic association may become a sponsor of the Coalition (a “Coalition Sponsor”) upon payment of such sponsorship fee as determined annually by the Board. The Board shall also determine the nature and frequency of recognition to be afforded Coalition Sponsors. The Board may establish different classifications and may impose different dues requirements and recognition standards upon such different classifications of Coalition Sponsors.

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SECTION 3. Termination of Membership and Sponsorship A Club Member may terminate its' participation in the Coalition by giving written notice of its' intention to withdraw. Such notice shall become effective upon receipt by the President of the Coalition. Club Member status shall be terminated in the event of a failure to pay dues within 60 days after the same become due and payable. Individual Memberships and Sponsorships terminate annually, subject to optional renewal by the Individual Member or Sponsor, as the case may be. An Individual Member may terminate membership in the Coalition by giving written notice of intention to withdraw. Such notice shall become effective upon receipt by the President.

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**ARTICLE IV  
ORGANIZATION & STRUCTURE**

SECTION 1. Governing Structure The Coalition shall be governed by the Board of Directors (the "Board"). As further provided herein, certain powers of the Board may be exercised by an Executive Committee.

SECTION 2. Officers The officers of Coalition shall be the President, the Vice President, the Secretary and the Treasurer. The President shall preside over all meetings of the Voting Members, the Board and the Executive Committee, schedule regular meetings, call any special meetings, appoint necessary committees, and represent the Coalition. The Vice President shall assume the duties of the Chairperson in his/her absence. The Secretary shall bear responsibility for preparing and maintaining minutes of all membership, Board and Executive Committee meetings and for authenticating records of the Coalition. The Treasurer shall have custody of and be responsible for Coalition funds. No two officers may be members of the same Club Member. Except for the President, officers shall be elected by the Board of Directors from among its members.

SECTION 3. Indemnification The Coalition shall indemnify its Directors against all claims, suits, proceedings, actions, demands and damages to the maximum extent permitted from time to time by law.

SECTION 4. Powers Reserved to the Members **[RESERVED]**

SECTION 5. Organization of the Board Upon the adoption of these By-laws, those persons shown as Directors in the minutes of the meeting of the Board upon the date of such adoption shall continue to serve as Directors until the next annual meeting of the Voting Members, at which time their terms shall expire and their successors shall be elected by the Voting Members of the Coalition in accordance with this Section 5.

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(a) The Board shall consist of 13 Directors. Only Individual Members of the Coalition in good standing are eligible to serve as Directors. Four Directors shall be elected from each of the three following residential districts:

(1) Coastal Region: Berkeley, Beaufort, Charleston, Chesterfield, Colleton, Darlington, Dillon, Dorchester, Florence, Georgetown, Horry, Jasper, Marion, Marlboro and Williamsburg Counties.

(2) Midlands Region: Aiken, Allendale, Bamberg, Barnwell, Calhoun, Clarendon, Edgefield, Fairfield, Hampton, Kershaw, Lancaster, Lee, Lexington, Newberry, Orangeburg, Richland, Sumter and York Counties,

(3) Upstate Region: Abbeville, Anderson, Chester, Cherokee, Greenville, Greenwood, Laurens, McCormick, Oconee, Pickens, Saluda, Spartanburg and Union Counties.

Each director elected from a residential district must be a full-time resident of such district, and shall be deemed to have resigned from the Board effective upon the moving of his full-time residence outside of such district.

One director shall be elected on an at-large basis, and shall serve during his as President of the Coalition.

(b) Terms of office of Directors shall be for 2 years. but any term shall continue until a successor is appointed, provided, however, that at the initial election of directors appointed in the manner provided herein, one Director chosen from of the residential districts shall be selected by lot (or by agreement of both Directors from a given residential district) to serve an initial term of one year. Thereafter all terms shall be for two years. The Secretary shall keep records reflecting the terms of all Directors.

(c) Upon resignation, permanent disqualification, or removal of any Director, the President will appoint a successor to fill the remaining unexpired term. Any appointed Director may be removed at any time with cause by the Board. Elected Directors may only be removed upon approval of the majority of the Voting Members voting in an election called for such purpose.

(d) Nominations for Directors shall be made by a nominating committee composed of the President and two other Directors appointed by the Board. Names of those so nominated shall be included in the notice of the annual meeting. Nominations may also be made from the floor at the annual meeting.

SECTION 6. Powers Reserved to Board The following powers may be exercised by the

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Board, but may not be exercised by the Executive Committee:

- (a) Amend these By-laws (except as provided otherwise by law);
- (b) Expend or otherwise obligate the Coalition to expend in excess of \$500.00;
- (c) Approve the annual budget of the Coalition;
- (d) Approve the inclusion of the Coalition as a party in any legal action;
- (e) Enter into contracts of employment, hire employees and terminate employees; and
- (f) Undertake dissolution of the Coalition.

SECTION 7. Ex-officio Resource Persons Resource persons may be appointed by the Board as ex-officio (non-voting) Directors. Ex officio members may include, but are not limited to: the Bicycle and Pedestrian Coordinator of the South Carolina Department of Transportation or his designee; the Director of the South Carolina Department of Parks, Recreation and Tourism or his/her designee, and others as deemed appropriate by the President.

SECTION 8. Executive Committee The Board shall elect an Executive Committee to meet periodically. Except as specifically reserved herein, all powers of the Board may be exercised by the Executive Committee. The Executive Committee shall consist of the President, the Secretary, and five other Directors, chosen by vote of the Board of Directors. Each of the five Directors so chosen to serve on the Executive Committee shall have primary responsibility for one of the following areas of concern:

- (a) Road and Highway Advocacy; Liason with State Department of Transportation
- (b) Mountain Bike Advocacy; Liason with State Department of Parks, Recreation and Tourism;
- (c) Community Events Coordinator, including Bike Rodeos, Clinics, and other safety and advocacy demonstrations;
- (d) Coalition Events Coordinator; including Lost Weekend, Cycle South Carolina, and other cycling events (other than Community Events) sponsored by the Coalition; and
- (e) National Advocacy Coordinator; Liason with other state and national advocacy organizations.

The Vice President shall attend meetings of the Executive Committee from which the President is absent, with full voting power. All deliberations, decisions, and recommendations of the Executive Committee shall be reported at the next meeting of the Board and in the Coalition newsletter.

SECTION 9. Other Committees. The Board shall appoint such ad hoc committees and sub-committees as deemed appropriate. The President may appoint any advisory task force as deemed necessary, with the consent of the Board. Any advisory task force appointed may include

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persons who are not Individual Members of the Coalition.

SECTION 10. Employees The Board may employ such persons as deemed necessary by it. Recommendations for employment of persons shall be reviewed by the Executive Committee prior to action on the same by the Board of Directors.

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**ARTICLE V  
VOTING**

SECTION 1. Allocation of Votes At meetings of the Voting Members, the Board, and the Executive Committee, each person entitled to vote in such meeting shall be entitled to one vote on each matter submitted. If the Executive Committee is unable to reach a two-thirds majority on any issue, the issue must be brought before the Board for a vote. Any matter brought before the Executive Committee may, upon majority vote, be submitted to the Board for resolution. Matters brought before the Board for resolution shall be resolved by a majority vote of the Directors in attendance at such meeting. Any matter brought before the Board may, upon a vote of two-thirds of all members of all Directors, be submitted to the Voting Members for resolution. Those matters reserved to the Voting Members pursuant to Article IV, Section 4, if any, may be resolved only by vote thereof.

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SECTION 2. Special Voting Procedures Matters may be submitted to Voting Members at a duly called meeting, or may be submitted to Voting Members for resolution on written ballots. Written ballots must be sent to all Voting Members in good standing by first class mail. Written ballots must be returned to the Secretary by first class mail, postmarked within 30 days of the date of the mailing of ballots in order to be counted. Questions submitted to a vote of Voting Members will be decided by a majority of those casting votes, regardless of method.

SECTION 3. Quorum A quorum for the Board and the Executive Committee will consist of the presence of a majority of Directors then holding office and members of the Executive Committee, respectively. A quorum of the Voting Members consists of ten percent (10%) of the Voting Members in good standing.

SECTION 4. Voting By Proxy- Any Individual Member, Director or member of the Executive Committee may give a written proxy to another person of like standing to be voted at a meeting at which such Individual Member, Director or member of the Executive Committee is eligible to vote, but is unable to attend. The proxy may be voted upon only upon presentation of the same in writing to the officer of the Coalition conducting the meeting in question, and it shall be recorded in the minutes.

The President of a Club Member may designate any person as his representative for purposes of voting at a meeting of the Voting Members; such designation must be in writing. Such designee may not give a proxy to any other person, and no such proxy shall be recognized at a meeting of the Coalition.

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**ARTICLE VII  
MEETINGS**

SECTION 1. Voting Members: Regular Meetings Regular meetings of the Voting Members will be held annually at such time and place as determined by the Executive Committee. Written notice of the time and place for each meeting of the Voting Members shall be published in the Coalition newsletter and/or mailed to each Voting Member at least forty-five days prior to the date thereof, or otherwise as permitted by applicable law. Written notice and the agenda of each such meeting shall be mailed to each Director ten days prior to the date of the meeting.

SECTION 2. Voting Members: Special Meetings Special meetings of the Voting Members maybe called by the President. A written notice and agenda shall be mailed to all Voting Members ten days prior to the date of the special meeting. Voting Members may for a special meeting or a special vote on an issue at a regularly scheduled meeting. The petition shall contain 100 or more signatures of Voting Members in good standing or such lesser number or percentage of voting power as required by law.

SECTION 3. Board of Directors: Regular Meetings The Board shall meet at least quarterly. The President shall by January 10 of each year provide all Board members with a schedule of Board meetings for the year. This schedule shall also be published in the Coalition's newsletter and posted on its website. Written notice and the agenda of each regular meeting of the Board shall be mailed to each Director ten days prior to the date of the meeting as an accomodation.

SECTION 4. Board of Directors: Special Meetings Special meetings of the Board may be called by the President. A written notice and agenda of each special meeting shall be mailed to all Directors ten days prior to the date of the special meeting. Directors may by petition call a special meeting of the Board of Directors or a special vote on an issue at a regularly scheduled meeting of the Board of Directors. The petition shall contain signatures of a majority of the Directors and shall be delivered to the President at least 20 days prior to the date selected for such special meeting. No special meeting of the Board of Directors may be held outside of the State of South Carolina unless consented to by all Directors.

SECTION 5. Executive Committee: Meetings Regular meetings of the Executive Committee will be held at least bi-monthly at such times and places as determined by the President. Written notice and the agenda of each regular meeting of the Board shall be mailed to each member of the Executive Committee ten days prior to the date of the meeting. Special meetings of the Executive Committee may be called by the President upon five days written notice to each member of the Executive Committee.

SECTION 6. Attendance Directors and Executive Committee members shall make all reasonable efforts to attend all regular and special meetings of the Voting Members, the Board

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and the Executive Committee, as appropriate. Should a Director or Executive Committee member not attend three regular meetings and not be represented by proxy, the Executive Committee shall remove such person from the Board and/or Executive Committee and shall appoint another Individual Member to serve the remainder of the term of the person so replaced

SECTION 7. Special Rule as to Mailing For purposes of this Article VII only, notices and agendas for regular and special meetings of the Voting Members, the Board and the Executive Committee shall be deemed to have been mailed to a Director or Executive Committee member if sent to the e-mail address of such person on file with the Secretary. Communication by e-mail with a Voting Member who is not a Director does not satisfy the mailing requirement of this Article VII as to such Voting Member.

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**ARTICLE VIII  
GENERAL PROVISIONS**

SECTION 1. By-law Amendments These by-laws may be amended by a majority vote of the Directors at any regular or special meeting thereof, except as otherwise provided by law

SECTION 2. Suspension of By-laws These by-laws may be suspended for any regular or special meeting by a vote of two-thirds by the Board.

SECTION 3. Rules of Order Robert's Rules of Order shall be followed in all meetings of the Coalition, except where in conflict with these by-laws.

SECTION 4. Other Events The Coalition may sponsor events that help to promote bicycling and pedestrian, safety, awareness, wellness, and other issues that are pertinent to the bicycling community as a whole.

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