

BYLAWS OF GREATER WEST HOUSTON CYCLING CLUB NONPROFIT CORPORATION

A Texas Nonprofit Corporation

ARTICLE I. NAME, OFFICES, AND PURPOSE

Section 1.01 Name

The name of the corporation is Greater West Houston Cycling Club Nonprofit Corporation (the "Corporation").

Section 1.02 Offices

The principal office of the Corporation shall be located in Texas at such place as the Board of Directors may determine. The Corporation may also maintain other offices as the Board may establish from time to time.

The primary office of the Corporation is:

PO Box 1494 Cypress TX 77410

Section 1.03 Purpose

The Corporation is organized and shall be operated exclusively for charitable, educational, and other purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Corporation's purposes include promoting bicycle safety, cycling education, youth and adult cycling instruction, community wellness, recreational access, volunteer service, charitable rides, and related activities consistent with Section 501(c)(3).

The Corporation shall organize and operate the **Northwest Cycling Club** ("NWCC") which will undertake activities and initiatives consistent with these Bylaws and the Corporation's Certificate of Formation.

The club colors shall be **yellow, black, and purple**.

Section 1.04 Limitations

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer, member, private individual, or other person, except that the Corporation may pay reasonable compensation for services actually rendered and may reimburse authorized expenses.

ARTICLE II. MEMBERSHIP

Section 2.01 Members

The Corporation shall have members. Membership is intended for individuals who support the Corporation's charitable and educational purposes and who agree to comply with these Bylaws and policies adopted by the Board.

Section 2.02 Classes of Membership

The Corporation may establish one or more classes of membership, including individual, family, student, volunteer, honorary, or such other classes as the Board may determine. The Board shall determine the qualifications, dues, privileges, and obligations of each class, consistent with these Bylaws and applicable law.

Membership is open to individuals and families who desire to promote the purposes of NWCC in the following categories:

- Individual Dues: \$30/year or as recommended by the Board of Directors
- Family Dues: \$40/year or as recommended by the Board of Directors (A family is defined as two or more people – including children under 18 years old – residing at the same residence.)

Section 2.03 Eligibility

Any person who supports the Corporation's purposes may apply for membership, upon completion of an application, acceptance of club rules, completion of any required waiver, and payment of dues or fees, as applicable, and subject to such requirements as the Board may establish or revise from time to time.

Section 2.04 Admission

An applicant becomes a member when the applicant has satisfied the membership requirements established by these Bylaws and the Board, unless the Board rejects such a member by majority vote or expressly provides for review or approval before admission or other requirements.

Section 2.05 Dues and Fees

Annual dues, initiation fees, event fees, or other charges, if any, shall be established by the Board of Directors. The Board may set different dues or fees for different classes of membership and may waive dues for volunteers, scholarship members, or honorary members if the Board determines such waiver advances the Corporation's exempt purposes. At its discretion, the Board may award lifetime membership to an individual per its Membership Policy.

Section 2.06 Good Standing

A member is in good standing if the member's dues and other required charges are current and the member has not been suspended or expelled.

Section 2.07 Rights of Members

Each member in good standing shall be entitled to the rights and privileges of membership provided by these Bylaws, the Certificate of Formation, and applicable law. Unless otherwise provided, each voting member shall be entitled to one vote, and each Family membership shall have two votes, on matters submitted to the members at General Meetings.

Section 2.08 Voting Rights by Class

If more than one class of membership is established, the Board or these Bylaws shall specify whether each class has voting rights and, if so, the extent of those rights. If a class is designated as nonvoting, that class shall have no vote except as otherwise required by law.

Section 2.09 Transfers

Membership is personal to the member and may not be transferred, assigned, or sold.

Section 2.10 Resignation

A member may resign at any time by giving written notice to the Secretary or membership chair, if so determined by the Board. Resignation does not relieve the member of unpaid dues, fees, or other obligations incurred before the effective date of resignation.

Section 2.11 Suspension and Termination

Membership may be suspended or terminated for failure to pay dues, violation of club rules, unsafe conduct, misconduct, abuse of club property, or other cause determined by the Board in good faith. Membership may be terminated for cause for any act that is detrimental to the interests and benefit of NWCC or violates any NWCC policy or procedure. Such termination shall require the affirmative vote of the Board of Directors per the voting rules described herein. For each termination the President and Board of Directors shall set forth procedures as may be appropriate under the circumstances to ensure fairness to both NWCC and to the member subject to termination.

Section 2.12 Reinstatement

The Board may reinstate a former member upon application, payment of arrearages or fees, and compliance with any conditions imposed by the Board.

Section 2.13 Member Records

The Secretary or other person designated by the Board shall maintain a current membership roll and determine whether a member is in good standing for purposes of voting, notice, and participation.

ARTICLE III. MEETINGS OF MEMBERS

Section 3.01 Annual Meeting

An Annual Meeting of the members shall be held at such time and place as determined by the Board for the election of officers and the transaction of other proper business.

General Meetings of the members of NWCC shall be held at least quarterly on the second Saturday after a Board meeting or as otherwise determined by the Board. The meeting location will be determined and announced by the Board via an approved method, i.e. email distribution, social media, website or other electronic means.

Section 3.02 Special Meetings

Special meetings of the members may be called by the President, the Board of Directors, or at least twenty percent of the voting membership.

Section 3.03 Notice

Written or electronic notice of each member meeting shall be given not less than the minimum period required by law or, if no period is specified by law, not less than seven days before the meeting. The notice shall state the date, time, place, and purpose of the meeting if required.

Section 3.04 Quorum

Unless otherwise provided by the Certificate of Formation or these Bylaws, members holding five percent of the votes entitled to be cast, present in person or by proxy if proxies are permitted, shall constitute a quorum.

Section 3.05 Voting

Only members in good standing and entitled to vote may vote on matters submitted to the membership. Unless otherwise required by law or these Bylaws, action shall be approved by a majority of votes cast at a meeting at which a quorum is present.

Section 3.06 Proxies and Remote Participation

Proxies and participation by remote communication may be permitted to the extent authorized by the Board, the Certificate of Formation, these Bylaws, and applicable law. The President may determine whether proxies and participation by remote communication

is permitted for General Meetings of the membership, and the appropriate arrangements and procedures for such communication and voting.

Section 3.07 Action Without Meeting

Any action that may be taken at a meeting of the members may be taken without a meeting if the action is approved in the manner permitted by law and these Bylaws.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.01 General Powers

The business and affairs of the Corporation shall be managed by its Board of Directors.

Section 4.02 Number and Qualification

The Board of Directors shall consist of not fewer than three natural persons. The exact number of Directors may be fixed or changed by the Board or as provided in the Certificate of Formation, subject to applicable law. New Board members may be nominated by the Board, a nominating committee or a General Meeting of members.

Upon adoption of these Bylaws, the number of Directors shall be no fewer than five, and the names of such Directors shall be confirmed by the Board.

Section 4.03 Terms

Each Director shall serve for a term of **one year** and until a successor is selected and qualified, unless the Director resigns, is removed, or otherwise ceases to serve.

Section 4.04 Election

Directors shall be elected by the Board as provided in the Certificate of Formation. Directors who are members of the Executive Committee (President, Vice-president, Secretary and Treasurer) may also be elected or ratified by a majority vote of members present at the Annual Meeting of members. In the absence or failure of the Members to vote on the Directors, the Board shall itself nominate and elect its own Directors by a majority vote.

Section 4.05 Vacancies

Any vacancy occurring on the Board may be filled by the remaining Directors. A Director elected to fill a vacancy shall serve for the remainder of the unexpired term.

Section 4.06 Removal

Any Director may be removed with or without cause by the Board if authorized by law or the Certificate of Formation.

Section 4.07 Regular Meetings

The Board shall hold regular meetings at such times as it determines, but no fewer than six annually.

Section 4.08 Special Meetings

Special meetings of the Board may be called by the President or by a majority of Directors.

Section 4.09 Notice

Notice of Board meetings shall be given in the manner and time determined by the Board, except as otherwise required by law.

Section 4.10 Quorum

The quorum for a meeting of the Board shall be a majority of the Executive Committee plus at least one standing committee chair., provided that no quorum shall consist of fewer than two Directors.

Section 4.11 Voting

Each Director shall have one vote. Unless otherwise required by law or these Bylaws, an act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 4.12 Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if done in writing and a majority of Directors consent in writing or by electronic transmission to taking the decision in lieu of meeting.

ARTICLE V. OFFICERS

Section 5.01 Officers

The officers of the Corporation shall be a President, Secretary, Vice President and Treasurer, and such other officers as the Board may designate. Together, the officers of the corporation shall constitute the Executive Committee.

Section 5.02 Election and Term

Election of officers shall be held at an Annual General Meeting of club members to be held each November. Nominations for each office will be called for at the preceding General

Meeting with all nominations to be circulated by email or other approved method prior to the Annual General Meeting. Officers must be members of the Board and together comprise the Executive Committee. Each officer shall be elected by a majority of voting members present at the Annual General Meeting, or by other approved methods, up to and including electronic voting. Officers will transition in December following the election. Officers shall serve from January 1 through December 31 in the year following the election.

A vacancy during the term of any office may be filled by appointment by the President with the concurrence of the Board of Directors. If a vacancy occurs in the office of President, the Vice President shall assume the office of President.

No person shall occupy more than one elected office at any one time.

The annual election of officers by the general membership includes authorization to update the list of officers, up to and including amendment of the Certificate of Formation, as needed for transactions or as required by the State of Texas.

Section 5.03 President

The President shall preside at meetings of the members and the Board, oversee the general affairs of the Corporation, and perform such other duties as provided in these Bylaws and as the Board may assign.

Section 5.04 Secretary

The Secretary shall keep or cause to be kept minutes of meetings, maintain the corporate records, give notices required by these Bylaws or law, and perform such other duties as the Board may assign.

Section 5.05 Treasurer

The Treasurer shall oversee the financial records of the Corporation, report on the financial condition of the Corporation, and perform such other duties as the Board may assign.

Section 5.06 Vacancy

Any officer vacancy may be filled by the Board for the unexpired portion of the term.

Section 5.07 Removal

Any officer may be removed, with or without cause, by the Board whenever in its judgment the best interests of the Corporation would be served.

ARTICLE VI. COMMITTEES

Section 6.01 Committees

The Executive Committee must establish at least three Standing Committees as needed to carry out the work of the corporation with each standing committee chair serving as a director of the board. Committee chairs are appointed by a vote of the Executive Committee and serve the same term as the elected officers unless removed by the Executive Committee.

The ride director of any NWCC-sponsored charity ride shall chair a standing committee for such ride. Other suggested committees include Equipment, Membership, Mountain Bike, Publicity, Safety, Sponsorship, Volunteer Coordination, and Webmaster.

Each Chairperson of a Standing Committee may appoint committee members as needed.

Any number of Special Committees for any special purpose may be established by the President or Executive Committee as needed. Each Special Committee shall report to the President or Executive Committee and shall dissolve on the completion of the work of such special committee.

Section 6.02 Committee Membership

Committee members and chairs may be directors, officers, members, or other persons designated by the Board.

Section 6.03 Committee Authority

No committee shall exercise the authority of the Board unless the Board expressly delegates that authority to the committee and such delegation is permitted by law.

ARTICLE VII. CHARITABLE ACTIVITIES AND SAFETY

Section 7.01 General Conduct

Members, guests, and participants shall conduct themselves in a safe, lawful, respectful, and sportsmanlike manner during rides, meetings, events, and related activities.

Section 7.02 Charitable and Educational Activities

The Corporation may conduct educational programs, safety clinics, youth mentoring, community service rides, bicycle donation or repair programs, advocacy consistent with Section 501(c)(3), and other activities that further the Corporation's exempt purposes.

Section 7.03 Ride Rules

The Board may adopt policies governing ride leadership, pace, route selection, traffic-law compliance, group riding etiquette, helmet use, visibility equipment, and other safety matters.

Section 7.04 Waivers and Releases

The Corporation may require members, guests, and participants to execute waivers, assumption-of-risk agreements, and releases as a condition of participation in rides, events, or other activities.

Section 7.05 Guests

Guests may participate in NWCC functions, events and activities only under conditions approved by the Board or the designated ride leader and may be required to comply with all club rules and waiver requirements.

Section 7.06 Discipline

The Board may suspend participation privileges, impose conditions, or terminate membership for unsafe conduct, violation of club policies, or other good cause, subject to any procedures established by the Board.

Section 7.07 Affiliations

At the discretion of the Board of Directors, NWCC may become an affiliate of other cycling related organizations which may include but are not limited to:

- The League of American Bicyclists (LAB)
- USA Cycling (USAC)
- Texas Mountain Bike Racing Association (TMBRA)
- The Texas Bicycle Coalition
- BikeHouston

ARTICLE VIII. CONFLICTS OF INTEREST AND ETHICS

Section 8.01 Disclosure

Each Director and officer shall disclose any actual or potential conflict of interest involving a matter before the Corporation.

Section 8.02 Procedure

The Board shall adopt and follow a conflict-of-interest policy governing review, disclosure, recusal, and approval of interested transactions.

ARTICLE IX. FINANCES AND RECORDS

Section 9.01 Fiscal Year

The fiscal year of the Corporation shall be **January 1 through December 31**.

Section 9.02 Bank Accounts

All funds of the Corporation shall be deposited in accounts in the name of the Corporation as approved by the Board. Disbursements shall be made only in the manner authorized by the Board.

The club shall maintain a business checking and savings account at a financial institution with an S&P rating in the A range (or Bauer Rating of 4 in the event of a credit union) . The club shall not incur debt (loans, lines of credit, credit cards) without an express vote by the Board of Directors and, subsequently, club members.

The President and the Treasurer each shall have authority to sign individually checks drawn on NWCC accounts. The President and Treasurer will each maintain individual online account access to the club financial accounts. Expense management, other financial controls, and conflict of interest provisions will be set forth in NWCC board policies, which will be available for member viewing.

Section 9.03 Budget and Reimbursement

The Board shall maintain an annual budget and may establish procedures for reimbursement of authorized expenses.

At the beginning of each Fiscal Year, the Treasurer in consultation with the President will develop a proposed Annual Operating Budget. Once the Annual Operating Budget is approved by the Board of Directors, it will be presented at the next General Meeting.

The President shall have the power to establish policies and procedures as needed for the implementation of the Final Budget.

Extraordinary expenses that are deemed to be in the best interests of NWCC and not included in the Final Budget are allowed under the following conditions:

- Expenditures of \$250.00 or less may be made by any elected officer with the approval of one other elected officer.

- Expenditures of \$1,000 or less may be made by the Board of Directors per the voting rules described in these Bylaws.
- All other expenditures require the approval of the Board of Directors and the general membership.

The NWCC fiscal year shall follow the calendar year, beginning on the first day of January and ending on the last day of December. A Financial Reconciliation Committee will be established at the end of each fiscal year with the express purpose of reviewing the NWCC's financial records and accounts.

Section 9.04 Records

The Corporation shall keep correct and complete books and records of account, minutes, membership records, and other records required by law.

ARTICLE X. INDEMNIFICATION

Section 10.01 Indemnification

To the fullest extent permitted by Texas law, the Corporation shall indemnify its Directors, officers, committee members, and authorized volunteers against liabilities and expenses incurred in connection with service to the Corporation, subject to applicable law and any limitations in the Certificate of Formation.

Section 10.02 Insurance

The Corporation may purchase and maintain insurance on behalf of any person entitled to indemnification under these Bylaws and for such other purposes determined necessary by the Board of Directors.

ARTICLE XI. AMENDMENTS

Section 11.01 Amendment

These Bylaws may be amended, repealed, or adopted by the Board of Directors in the manner authorized by the Certificate of Formation and applicable law.

Section 11.02 Notice

Notice of a proposed amendment shall be given to the persons entitled to vote on the amendment within the time and in the manner required by these Bylaws or applicable law.

ARTICLE XII. DISSOLUTION

Section 12.01 Dissolution

Upon dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all remaining assets in accordance with the Certificate of Formation and applicable law.

Section 12.02 Distribution of Assets

Upon dissolution, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, or to one or more organizations described in Section 501(c)(3) and exempt from tax under Section 501(a), as the Board determines.

ARTICLE XIII. PARLIAMENTARY AUTHORITY

Section 13.01 Authority

The rules contained in **Robert's Rules of Order Newly Revised** shall govern meetings of the Corporation when not inconsistent with these Bylaws, the Certificate of Formation, or applicable law.

ARTICLE XIV. ADOPTION AND AMENDMENT

Section 14.01 Adoption

These Bylaws were adopted by the Board of Directors of the Corporation on **[date]**, and shall be effective as of that date. Bylaws adopted 7/12/2026.

Section 14.02 Amendment

These Bylaws may be amended by majority action of the Board of Directors.

SIGNATURES

/s/Sabrina Strawn, President NWCC President

Director

Michael P. Pitre, Vice President

Director

Connie Scott, Treasurer

Director

Amy Smith, Secretary

Signature: 
Connie Scott (Aug 27, 2026 15:27:23 CDT)
Email: treasurer@nwcc.bike

Signature: *Mike Pitre*
Email: mike.pitre@sbcglobal.net

Signature: 
Amy Smith (Aug 27, 2026 16:20:30 CDT)
Email: amyjbar2002@yahoo.com

Signature: 
Sabrina Strawn (Aug 27, 2026 15:21:50 CDT)
Email: president@nwcc.bike