

**BY-LAWS**  
**OF**  
**CHICAGO AREA TANDEM SOCIETY**

**ARTICLE I**

The name of the corporation shall be Chicago Area Tandem Society, abbreviated CATS.

**ARTICLE II**

**PURPOSES**

Section 1. Not For Profit. The corporation is organized under and shall operate as an Illinois not-for-profit corporation, and shall have such powers as are now or as may hereafter be granted by the Illinois General Not For Profit Corporation Act of 1986, as amended.

Section 2. Purposes. The purposes of the corporation are: Social, within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, as amended, including but not limited to the promotion of health, fitness and social interaction through the use of tandem bicycles.

Section 3. Rules. The following rules shall conclusively bind the corporation and all persons acting for or in behalf of it:

a. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these by-laws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 S(or the corresponding provision of any future United States Internal Revenue Law) or b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any Future United States Internal Revenue Law).

b. Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine. Any assets not so disposed of shall be disposed of by the Court of common pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

c. The corporation shall not adopt any practice, policy or procedure which would result in discrimination on the basis of race, religion, or creed.

**ARTICLE III**

**REGISTERED OFFICE AND AGENT**

Section 1. Registered Office and Agent. The corporation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office shall be identical with such registered office, and may have such other offices within or without the State of Illinois and such other registered agents as the board of directors may from time to time determine.

## **ARTICLE IV**

### **MEMBERS**

Section 1. Membership. The corporation shall have one class of members. Persons are eligible for membership in the corporation upon payment of annual dues. Membership shall run for the calendar year from January to December.

Section 2. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members. Votes may be cast in person. In those cases where announcement of elections is published, votes may be cast by U.S. Postal Service mail on ballots published in the newsletter or through an electronic ballot on the club web site. Mail votes must be sent to the address published at the time of the election announcement and must be received not less than one day before the scheduled vote. Electronic ballots must be completed at least one day prior to the scheduled vote.

Section 3. Dues. The annual dues shall be proposed by the board of directors and approved by the membership by a majority of those present at a regular meeting where a quorum is present. The proposed changes shall be published in the newsletter in the month prior to the meeting. Dues become payable when joining or before renewal each year.

Section 4. Resignation. Any member may resign by filing a written resignation with the secretary.

Section 5. Termination of Membership. The members by affirmative vote of two-thirds of all of the members may expel a member for cause after an appropriate hearing.

## **ARTICLE V**

### **MEETING OF MEMBERS**

Section 1. Annual Meeting. An annual meeting of the members shall be held on at the time and place selected by the board of directors for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated for any annual meeting, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the members called as soon thereafter as conveniently may be.

Section 2. Special Meeting. Special meetings of the members may be called either by the president, the board of directors, or by not less than one-half of the members having voting rights.

Section 3. Place of Meeting. The board of directors may designate any place, either within or without the State of Illinois, as the place of meeting for any annual meeting or for any special meeting called by the board of directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Illinois; provided, however, that if all the members shall meet at any time and place, either within or without the State of Illinois, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by mail or by email to each member entitled to vote at such meeting, not less than five nor more than forty days before the date of such meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting.

In the case of a special meeting or when required by statute or by these by-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the corporation, with postage thereon prepaid. If electronically distributed, the notice of a meeting shall be deemed delivered when sent to the email address provided by the member. Any member may waive notice of any meeting.

Section 5. Informal Action by Members. Any action required to be taken at a meeting of the members of the corporation, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the members entitled to vote with respect to the subject matter thereof.

Section 6. Quorum. For matters voted upon by the membership, 15 members shall constitute a quorum.

Section 7. Proxies. At any meeting of members, a member entitled to vote may vote either in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

Section 8. Manner of Acting. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the membership, except where otherwise provided by law or by these by-laws.

## ARTICLE VI

### OFFICERS

Section 1. Officers. The officers of the corporation shall be a president, a vice president, a secretary, a treasurer, communications director and member-at-large. These offices constitute the board of directors. The board of directors may elect or appoint such other officers as it shall deem desirable, such officers to have the authority to perform the duties prescribed from time to time by board of directors. Any two or more offices may be held by the same person. Officers need not be residents of Illinois.

Section 2. Election and Term of Office. The officers shall be elected by a majority of the members in good standing in attendance at a CATS-sponsored bicycle ride. The board of directors will designate the ride for the election at the annual meeting when the ride calendar is set. Officers are elected for an annual term beginning January 1 of the following calendar year. The officers shall serve until their successors have been duly elected.

Section 3. Removal. Any officer may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 5. President. The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the affairs of the corporation. He/she shall preside at all meetings of the board of directors and shall be the Chairman of the Board. He/she may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, contracts, or other instruments which the board of directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

Section 6. Vice President. In the absence of the president or in the event of his/her inability or refusal to act, the vice president (or in the event there be more than one vice president, the vice presidents, in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice president shall perform such other duties as from time to time may be assigned to him/her by the president or by the board of directors.

Section 7. Secretary. The secretary shall keep the minutes of the meetings of the board of directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws; and in general perform all duties incident to the office of the secretary and such other duties as from time to time may be assigned to him/her by the president or by the board of directors.

Section 8. Treasurer. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the board of directors shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of

the corporation; receive and give receipts for monies due and payable to the corporation from any sources whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these by-laws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him/her by the president or by the board of directors. The treasurer shall maintain a list of paid members in good standing for the club and provide that list to the communications director.

Section 9. Assistant Treasurers and Assistant Secretaries. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer, the secretary or by the president or the board of directors.

Section 10. Communications Director. The communications director will maintain communications with club membership. The communications may take many forms including the club web site, newsletter, email communications and any other forms as requested by the president or board of directors. Regarding the web site, the communications director will select and work with an internet service provider host site to enable access by the membership and the general public. The communications director will also maintain the chicagotandems.com domain name and ensure ownership of the domain remains up to date for the club. The communications director is responsible for moderating the email group and newsletter input from the members; and such other duties as from time to time may be assigned to him/her by the president or by the board of directors.

Section 11. Member-at-Large. The Member-at-Large represents the membership in any and all matters. As such he/she is a member of the board of directors and performs such other duties as from time to time may be assigned to him/her by the president or by the board of directors.

## **ARTICLE VII**

### **BOARD OF DIRECTORS**

Section 1. General Powers. The affairs of the corporation shall be managed by its board of directors.

Section 2. Composition, Tenure and Qualifications. The number of directors shall be six. Each director shall hold office until the next annual meeting of the board of directors and until his or her successor has qualified. Directors need not be residents of Illinois.

Section 3. Regular Meetings. A regular annual meeting of the board of directors shall be held at such time and place selected by the board of directors for the purpose of electing officers and for the transaction of such other business as may become before them. The board of directors may provide by resolution the time and place, either within or without the State of Illinois, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the Board called by them.

Section 5. Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 6. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, except where otherwise provided by law or by these by-laws.

Section 7. Informal Action by Directors. Any action required to be taken at a meeting of the board of directors or any action which may be taken at a meeting of directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

Section 8. Vacancies. Any vacancy occurring in the board of directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the board of directors. A director selected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 9. Compensation. Directors as such shall not receive any salaries for their services, but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

## ARTICLE VIII

### COMMITTEES

Section 1. Committees of Directors. The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the board of directors in management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon them by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the board of directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be directors of the corporation and the president of the corporation shall appoint the members thereof. These committees shall, on behalf of the board of directors, undertake such responsibilities as designated by the resolution. Any member thereof may be removed by the Board whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the board of directors of the corporation and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairman. One member of each committee shall be appointed chairman.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the board of directors.

## ARTICLE IX

### CONTRACTS. CHECKS. DEPOSITS AND FUNDS

Section 1. Contracts. The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

Section 2. Checks. Drafts. Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

Section 4. Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

## **ARTICLE X**

### **BOOKS AND RECORDS**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors and committees having any of the authority of the board of directors.

## **ARTICLE XI**

### **FISCAL YEAR**

The fiscal year of the corporation shall be determined by the board of directors.

## **ARTICLE XII**

### **WAIVER OF NOTICE**

Whenever any notice whatsoever is required to be given under the provisions of the Illinois General Not For Profit Corporation Act of 1986, as amended, or under the provisions of the Articles of Incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.