BY-LAWS of the ONONDAGA CYCLING CLUB. INC

ARTICLE I.

NAME, LEGAL STATUS AND PRINCIPAL OFFICE

Section A. The name of the organization shall be ONONDAGA CYCLING CLUB, INC. and the organization shall be referred to in these By-Laws as the "Club".

Section B. The Club shall be incorporated as a 501(C)(3) not-for-profit corporation under the Federal laws of the Internal Revenue tax code and the laws of the State of New York.

Section C. The principal office of the Club shall be in Syracuse, New York. The Club may have such other offices as may from time to time be designated by its Board of Directors.

ARTICLE II.

PURPOSES AND OBJECTIVES

Section A. The purposes and objectives of the Club are:

1. Not-For-Profit Corporation: This Corporation is organized under the Not-For-Profit Corporation Law for charitable and educational purposes, and is not organized for the private gain of any person. Regarding the latter, Article IX of the bylaws (the Corporation's Conflict of Interest Policy) specifically outlines the policy and procedures for avoiding the private gain of any officer, director, trustee, or decision maker of this Corporation.

2. Tax-Exempt Status: This Corporation is organized exclusively for charitable and educational purposes and for the purpose of fostering bicycling (cycling) activities and to promote the educational and fitness aspects of cycling for the greater community of Syracuse, N.Y. within the meaning of Section 501(C)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provision of these bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation and the corporation shall not carry on any other activities not permitted to be carried on by:

    a. a corporation exempt from Federal income tax under Section 501(C)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

    b. a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

3. Dedication of Assets: The properties and assets of this not-for-profit corporation are irrevocably dedicated to charitable or educational purposes. No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed

and paid over to an organization dedicated to the exempt purposes as specified in the Internal Revenue Code 501(C)(3).

4. Organizational objectives are: To be a leading voice for the advancement of the sport of cycling, emphasizing the elements of health, fitness, lifestyle and safety. In furtherance of the foregoing, as may be amended, the Club shall

   a. Schedule and conduct recreational rides, and provide educational events and information about cycling on a regular basis;

   b. Promote cycling as a viable, healthy and safe transportation alternative by working with government and businesses in the establishment of cycling routes, in the construction of bicycle facilities and to further the safety and rights of cyclists;

   c. To schedule and promote one or more bicycle races per year in cooperation with USA Cycling in support of our goal as a USA Cycling affiliated organization to ensure the ongoing development of and safe participation in the sport of cycling;

   d. To cooperate with other local, regional and national groups and non-profits in promoting the sport, health, fitness and general wellness value of cycling and related activities.

Section B. The Club, through its Board of Directors shall engage in such lawful programs and activities and take such lawful action as may from time to time be deemed necessary or advisable by the Board of Directors to accomplish the purpose and objectives of the Club as stated in these By-Laws.

ARTICLE III.

MEMBERSHIP

Section A. Eligibility: Membership shall be limited to men and women 18 years of age and older, except as indicated under Section B of this article.

Applicants for membership who are under 18 years of age are required to obtain a parent or guardian's written consent for Club membership.

Section B. Categories of Membership: There shall be five categories of membership.

1. Individual Membership. Any person having attained the age of 18 years is eligible to become an Individual Member of the Club.

2. Family Membership. Any family of two or more persons is eligible for a Family Membership. A Family shall consist of (a) two or more adults, or (b) one or more adults and the children of such adult(s), all living in the same household.

3. Honorary Membership. Honorary Membership may be conferred by the Board of Directors on any person who has rendered extraordinary services or made an outstanding contribution to the Club or to any phase of bicycling.

4. Contributing Membership. Any person is eligible to become a Contributing Member. Contributing Members typically do not participate in club rides.

5. Individual Youth Membership. A youth between the ages of 12 and 17, who has written permission signed by the youth's parent or guardian, is eligible for an Individual Youth Membership.

Section C. Voting Rights: Each member shall have one vote, except that each family holding a Family Membership shall be limited to two votes.

Section D. Application for Membership: Application for membership shall be made on application forms prescribed by the Board of Directors or in such other form as the Board of Directors deems acceptable.

Section E. Admission of Members: Applications for membership may be approved by the Secretary of the Club or the Secretary's delegate. Applications shall be approved and membership granted unless application is not properly made or the Secretary has reason to believe that the applicant is not a desirable person or company for membership in the Club. Before rejecting any application on the grounds that the applicant is not a desirable person or company for membership, the Secretary shall refer to the Board of Directors for final determination on the Secretary's recommendation that such application be rejected. A two-thirds majority of the Directors voting (which may not be less than a quorum of the Board of Directors) shall be required to reject an application. Rejection in any case shall not be based on nationality, color, sex, race, religion, or sexual orientation.

Section F. Term and Renewal of Memberships: Each membership in the Club shall be for one year commencing at the beginning of each calendar year (January through December). Each membership shall be renewable annually for successive terms of one year by payment of the appropriate annual dues. All existing memberships on the effective date of these By-Laws shall remain in effect until their next anniversary and the renewal thereafter shall be governed by these By-Laws. New memberships commencing after 31 July shall carry over to the completion of the successive calendar year.

Section G. Transferability of Memberships: All memberships in the Club are nontransferable.

Section H. Responsibilities of Membership: Membership in the Club entails the responsibility to abide by the By-Laws of the Club, to abide by the rules of the road, and to practice safe cycling techniques while cycling with the Club on scheduled rides and tours.

Section I. Censure/Termination of Membership: Any member of the Club may be censured and any membership in the Club may be terminated by the Board of Directors for good cause. Good cause for censure of a member or termination of a membership shall be the failure or refusal of a member to comply with these By-Laws or in any act by the member that in the judgment of the Board of Directors is prejudicial to the interests of the Club or to bicycling. A member shall be notified in writing of the information which may be the basis for the censure or the termination of membership and shall be given an opportunity to reply in writing or in person at a meeting of the Board of Directors. The Board of Directors may undertake such investigation in connection with the consideration of disciplinary action against a member as it deems necessary or appropriate in the circumstances and may

appoint a special committee for the purpose of such an investigation. An affirmative vote of two-thirds of the Directors voting (which may not be less than a quorum of the Board of Directors) shall be required to terminate a membership. A majority of the Directors voting (which may not be less than a quorum of the Board of Directors) may censure a member.

ARTICLE IV.

DUES

Section A. The annual dues for each category of membership shall be determined by the Board of Directors. Honorary members shall pay no fees or dues.

Section B. Dues shall be payable by each member annually in January, or on such other date as may be determined by the Board of Directors.

Section C. A member who fails to pay dues on or before the last renewal date as determined by the Board of Directors shall be deemed to be in default in the payment of dues. When any member shall be in default in the payment of dues, the membership shall thereupon terminate without further action by the Club. An announcement of the last renewal date shall be communicated to all members whose payment has not been received at least 30 days prior to the last renewal date.

ARTICLE V.

BOARD OF DIRECTORS

Section A. Composition of the Board of Directors: The Club shall be managed by the Board of Directors, which shall consist of four officers: the President, the Vice-President, the Secretary, and the Treasurer; and not less than three nor more than twelve directors elected at large from the membership of the Club. Each director and officer shall be at least nineteen years of age.

Section B. General Powers: The Board of Directors shall be responsible for the management of the Club, shall have all powers and authority customarily vested in the governing body of an organization of similar type and which may be conferred under the General Not-For-Profit Corporation laws of New York and may exercise such powers and authority and act for the Club in such manner as the Board of Directors from time to time determines to be necessary or advisable and consistent with the purposes and objectives of the Club and these By-Laws.

Section C. Election and Term of the Board of Directors: The President of the Club in consultation with the Board of Directors shall designate a Nominating Committee consisting of one officer, a past president, and not less than two members at large. This shall occur during the July Board meeting. The Nominating Committee shall cause to be published an announcement requesting nominees for Club officers and directors at least 2 months prior to the election. The Nominating Committee shall define a full slate of officers and directors to be submitted for election, including all members in good standing that have self-nominated for any position. The slate shall be presented to the Board by the committee

and approved by the Board. If the Nominating Committee is unable to provide a full slate of director candidates to the Board, they may recommend to the Board fewer than the current number of director positions be filled, and the Board may accept the slate and vote to decrease the number of directors pursuant to Section D. Election shall be by mail ballot or by electronic ballot during the month of October. Ballots shall include a space for any write-in candidates for any officer or director. Election for the four officer positions shall require 50% plus one of all the votes cast. In the event any candidate for any of the four officer positions fails to receive the number of votes required for election, there shall be a run-off election of the two candidates receiving the greatest number of votes. The directors receiving the most number of votes for the number of directorships open shall be elected. Write-in candidates must receive a minimum of 10% of the votes cast in the election and be willing to serve in order to be elected to the Board.

The term of every Board position shall be one year. The term shall begin on the first Sunday of the month of November and shall end on the first Saturday of that month in the following year. If the first Sunday should fall on the first of November, the term shall end on the last day of October. The President shall not be eligible for re-nomination after three consecutive terms of office. Each director and officer shall hold office until the expiration of the term for which each was elected and until a successor has been elected. There is no term limitation on the Vice-President, Secretary, Treasurer, or director positions. In order to facilitate the transition of new Board members, retiring officers and directors are encouraged to attend the November meeting as non-voting participants to help in the transition.

Section D. Increase or Decrease in the Number of Directors. The number of directors may be increased or decreased by a two-thirds majority vote of the entire Board of Directors. No decrease in the number of directors shall shorten the term of any incumbent director.

Section E. Removal of Directors and Officers. Any or all of the directors and officers may be removed for cause by vote of the membership of the Club or by vote of the Board of Directors. The Board of Directors may remove a director or officer by affirmative vote of two-thirds of the Board of Directors, on grounds of disability, incapacity, failure to comply with these By-Laws, substantial failure to perform the duties as a director or officer or any act which is found to be prejudicial to the purposes, objectives, or stature of the Club. Prior to the removal of a director or officer, there shall be submitted to such director or officer a written statement of the alleged grounds for removal, and the director or officer shall be afforded an opportunity to answer such allegations in writing and to appear in person at a hearing conducted by the Board of Directors. The Board of Directors may undertake such investigation in connection with the consideration of the removal of a director or officer as it deems necessary or appropriate in the circumstances and may appoint a special committee for the purpose of such an investigation. A director or officer shall automatically become ineligible to serve as a director or officer upon the termination of membership in the Club and such director or officer shall be deemed to have resigned without any affirmative action required on the part of such director or officer. A directorship or office will be considered vacant and the incumbent's tenure terminated upon resignation, removal or death.

Section F. Newly Created Directorships and Vacancies: Newly created directorships resulting from an increase in the number of directors or from vacancies occurring in the Board of Directors for any reason except the removal of directors with or without cause may be filled by a majority vote of the Board of Directors then in office. Vacancies occurring by reason of removal of directors or officers with or without cause may be filled by vote of the members. In either situation, the Board may choose to eliminate the director position as set forth in Section D of this article. A director or officer elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of the predecessor.

Section G. Resignation: A director or officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Club. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

Section H. Quorum of Board of Directors: Unless otherwise provided in the certificate of incorporation, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business or of any specified item of business. Any lesser number of directors and officers may adjourn the meeting from time to time unless a quorum is present.

Section I. Manner of Acting: The decision or act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the decision or act of the Board of Directors, except when otherwise provided by law or by these By-Laws. Each director and officer present shall have one vote. Under certain conditions where the Board must undertake an act or decision when it is not practical to meet as a group nor is there adequate time to schedule a meeting, the Board may choose to utilize electronic means to raise an issue, discuss the club options, set forth a motion, and vote as required to fulfill the needs of the organization. In an online vote, all board members will express their vote as one, or a variation of the following: yea, nay, or abstain. No response from a director, by the given deadline, will be regarded as an abstention.

Section J. Place and Time of Board Meetings. The Board may hold its meetings at such places and at such times as it may from time to time determine.

Section K. Regular Annual Meetings: At least one general membership meeting shall be held each year. The meeting shall generally be held in January or February, between cycling seasons. The Board may call additional membership meetings as required. Any six members may request the President to call a special membership meeting. This request shall be honored with ample notification and at a convenient time for the members.

Section L. Notice of Meetings of the Board: Regular meetings of the Board of Directors may be held without notice to the general membership at such time and place as it shall from time to time determine. Special meetings of the Board shall be held upon notice to the directors and officers and may be called by the President upon three days' notice to each director and officer either personally or by mail or by electronic means; special meetings shall be called by the President or by the Secretary in a like manner on written request of two directors and or officers.

Section M. Adjournment: A majority of the directors and officers present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all directors and officers who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors and officers.

Section N. Chair of the Board of Directors: At all meetings of the Board, the President, or in the President's absence, the Vice-President or in the Vice-President's absence, a Chair chosen by a majority vote of the Board present, shall preside.

Section O. Executive and other Committees: The Board, by resolution adopted by a majority of the entire Board, may designate from among its members an executive committee and other committees, each consisting of one or more directors and/or officers or others as approved by the Board. The chair of such committee must be a club officer or director and as such will report to the entire Board on a regular basis. Each such committee shall serve at the pleasure of the Board.

Section P. Compensation/Reimbursement of Expenses: No director or officer shall be paid any compensation for any services to the Club, but the Board of Directors may authorize reimbursement for any expenses incurred by a director or officer in the performance of the duties of the office.

ARTICLE VI.

ACTION BY MEMBERS

Section A. Manner of Acting: At any regular or special meeting of the members of the Club, the members may take the following action:

1. Recommendations to the Board of Directors: By vote of a majority of the members voting in person at a meeting at which a quorum of members is present, the members may make recommendations to the Board of Directors, which shall be duly considered and acted upon by the Board of Directors.

2. Referenda: By vote of two-thirds of the members voting in person at a general meeting at which a quorum of members is present, the members may direct the Board of Directors to conduct a referendum of the members of the Club on any matters or questions, including without limitation the amendment of the Article of Incorporation of the Club or these By-Laws, which referendum shall be conducted within sixty days after such meeting and in accordance with the provisions of Section C of this Article VI governing votes of the members by mail.

Section B. Quorum/Proxies: A Quorum at any annual or special meeting of the Club shall be ten percent (10%) of the total membership of the Club (family membership counting as two individual members). Members may not grant proxies to any person to vote at any annual or special meeting of the Club.

Section C. Votes by Mail: Whenever in the judgment of the Board of Directors any matter should be put to a vote of the members, the Board of Directors may, unless otherwise required by these By-Laws, submit such matter to the members for vote by mail or by electronic means. Such matter shall be determined by a majority of the votes received by the Club within thirty days after such submission to the members, provided that votes of at least ten percent (10%) of the members (family memberships counting as two individual members) shall be received. Any and all action taken pursuant to any such vote shall be binding upon the Club and each member thereof.

ARTICLE VII.

OFFICERS

Section A. Officers: The officers of the Club shall be the President, the Vice-President, the Secretary, and the Treasurer, who shall have such duties, powers, and functions as hereinafter provided. Each officer shall hold office for the elected or appointed term and until a successor has been elected.

Section B. Removal/Resignation: In the event of the death, resignation, or removal of an officer, the Board in its discretion may elect or appoint a successor to fill the unexpired term.

Section C. President: The President shall be the chief executive officer of the Club; the President shall have the general management of the affairs of the Club and shall see that all orders and resolutions of the Board are carried into effect.

Section D. Vice-President: During the absence or disability of the President, the Vice-President shall have all the powers and functions of the President. The Vice-President shall perform such other duties as the Board shall prescribe.

Section E. Treasurer: The Treasurer shall have the care and custody of all the funds and securities of the Club, and shall deposit said funds in the name of the Club in any financial institution as the Board of Directors may elect; the Treasurer shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Club when countersigned by the President; the Treasurer shall also sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the Board of Directors; the Treasurer shall at all reasonable times exhibit the Treasurer's books and accounts to any director, officer, or member of the Club. For payments in excess of an amount determined by the Board of Directors, the President shall be required to countersign the check, draft, note or order for payment. At the start of each calendar year, the Treasurer shall arrange for an audit of the Club’s accounts for the previous year. The audit shall be performed by a Certified Public Accounting firm approved by the Board of Directors. A written audit report must be completed by the start of the next calendar year and its results presented at the annual meeting. Also at the annual meeting, the Treasurer shall present an unaudited written report of the Club’s finances from the previous calendar year.

Section F. Secretary: The Secretary shall be responsible for recording the proceedings of the meetings and online votes of the Club and the Board of Directors, and shall have custody

of the records of the Club. The Secretary shall have custody of the seal of the Club and shall affix and attest the same to documents when duly authorized by the Board of Directors. The Secretary shall attend to the giving and serving of all notices of the Club, and shall have charge of such books and papers as the Board of Directors may direct; the Secretary shall attend to such correspondence as may be assigned to the Secretary, and perform all the duties incidental to the office. The Secretary shall keep, or cause to be kept, a membership roll containing the names, alphabetically arranged, of all persons who are current members of the Club, showing their places of residence, phone numbers and email addresses.

Section G. Bonds: The Board of Directors may prescribe that the President and the Treasurer of the Club be bonded and the amount thereof.

ARTICLE VIII.

RACE AND KONSKI MEMORIAL FUNDS

Section A. Race Fund: The club shall maintain a Race Fund. The Race Fund received its initial assets from profits from club sponsored races (primarily the Tour de Syracuse, formerly called Syracuse Race Weekend). It should only be used to promote club sponsored races. The Race Fund shall be maintained in appropriate investments.

Section B. Konski Memorial Fund: The club shall maintain the Konski Memorial Fund. The Konski Memorial Fund received its initial assets from fund raisers in the club's early years under the leadership of its first president, James L. Konski. The initial intent of the fund under J L Konski was to build a local velodrome. Upon his death, the fund's assets were given to the Onondaga Cycling Club, Inc. with no restrictions on their use. Because the source of the fund was the Central New York community, priority should be given to using the fund for cycling projects that benefit the Central New York cycling community. The Konski Memorial Fund shall be maintained in appropriate investments.

ARTICLE IX.

INDEMNIFICATION

Each director, officer, or member of the Club working in an official capacity on a scheduled event shall be indemnified by the Club against liabilities incurred as a result of, and expenses (including attorney's fees) reasonably sustained in the defense, compromise or settlement of, any civil, criminal or other action, suit, or proceeding, to which director, officer, or member is a party or in which director, officer, or member may be otherwise involved by reason of being or having been a director, officer or member of the Club, provided that:

1. in the event of a final adjudication of such action, suit or proceeding, such person shall not be adjudged liable for negligence or misconduct in the performance of duty, or, if it is so adjudged, the court shall find, upon submission of the question to it, that such negligence or misconduct did not relate to matters of sufficient consequence to warrant the withholding of the indemnity herein provided; or

2. in the event that such action, suit or proceeding is compromised or settled before final adjudication thereof, independent counsel appointed by the Board of Directors shall find either that such person acted without negligence and that their action did not constitute misconduct in the performance of duty or that any negligence or misconduct which may have been involved did not relate to matters of sufficient consequence to warrant the withholding of the indemnity herein provided.

The foregoing rights of indemnification shall, in the case of the death of a director, officer, or member inure to the benefit of the director's, officer's, or member's estate and heirs.

ARTICLE X.

REGULATIONS GOVERNING CLUB ACTIVITIES

Section A. Eligibility for Participation in Club Activities: Only members in good standing shall be allowed to participate in Club rides, tours and/or races except as may be defined in the Regulation of Rides.

Section B. Regulation of Rides: A Regulation of Rides shall be prepared under the direction of the Board of Directors and so published to the membership. The regulations may be revised with a two-thirds majority vote of the Board of Directors.

Section C. Waiver of Liability: Every member shall sign a waiver of liability when admitted to membership. A non-member shall sign a waiver prior to starting any Club activity. The parent or guardian accepts full responsibility for any minor brought along on a ride, tour or race. Anyone who has not signed a waiver of liability shall not be permitted to participate in any Club ride, tour or race.

ARTICLE XI.

CONFLICT OF INTEREST POLICY

Section A. Purpose: The conflict of interest policy is to protect the Onondaga Cycling Club's (hereafter referred to as the Organization) tax-exempt interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section B. Definitions:

1. Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article XI, Section C:2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section C: Procedures

1. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest:

   a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

   b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

   c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

   d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflict of Interest Policy:

   a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflict of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

   b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section D: Records of Proceedings: The minutes of the governing board, any of its online votes, and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section E. Compensation:

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article XII

SEAL

The seal of the Club shall be as follows:

ARTICLE XIII.

CONSTRUCTION

If there be any conflict between the provisions of the certificate of incorporation and these By-Laws, the provisions of the certificate of incorporation shall govern.

ARTICLE XIV.

AMENDMENTS

These By-Laws may be adopted, amended, or repealed by the members at the time they are entitled to vote in the election of the Board of Directors. By-Laws may also be adopted, amended, or repealed by the Board of Directors, but any By-Law adopted, amended, or repealed by the Board may be amended by the members entitled to vote thereon as herein before provided.

If any By-Law regulating an impending election of directors and officers is adopted, amended, or repealed by the Board, there shall be set forth in the notice of the next meeting of members for the election of directors and officers the By-Law so adopted, amended, or repealed, together with a concise statement of the changes made.

ARTICLE XV.

RATIFICATION

These By-Laws of the ONONDAGA CYCLING CLUB, INC. shall supersede the constitution for the former Onondaga Cycling Club and shall be approved, ratified and in all respects confirmed when approved by a two-thirds majority of the entire Board of Directors of the Onondaga Cycling Club.

These By-Laws were ratified by a two-thirds majority vote of the entire Board of Directors on the 9th day of September 1980 with amendments ratified by a two-thirds majority on the 7th day of September 1986, on the 4th day of October 1992, on the 5th day of January 1997, on the 3rd day of December, 2006, on the 13th day of January, 2011, on the 12th day of January, 2012, and on the 1st day of March, 2015.