



Maumee Valley Wheelmen Bylaws

Article 1 Name

This organization shall be known as "The Maumee Valley Wheelmen" and shall be a Corporation Not For Profit.

Article 2 Statement of Purpose

The purpose of this organization (the "Club") is to promote bicycle racing and recreational cycling in northwest Ohio. In pursuit of that purpose the Club may hold bicycle races for Club members, organize bicycle events for the cycling public, sponsor social events and training activities, and support the efforts of other sports clubs.

Article 3 Members

1. The membership shall consist of those individuals who have an interest in the purpose of the Club, regardless of sex, race, age or ability.
2. Each member shall be required to pay dues. The annual dues shall be determined by the Board of Directors. **Membership shall run from January 1 to December 31 of each year.**

Article 4 Fiscal Year

The fiscal year of the club shall begin on January 1 and end December 31.

Article 5 Board of Directors

1. The management of the Club shall be vested in a Board of Directors consisting of a President, Vice-President, Secretary/Treasurer, Riders' Representative and Race Director. All Directors shall be dues-paying members and shall serve without remuneration.
2. The term of Office of Directors shall be one year commencing with the Annual Meeting or Banquet.
3. The date of the election shall be at the Annual Meeting, held some time between September 30 and November 30. **In lieu of the Annual Meeting, the Board of Directors may decide the election will be held by means of the Club's website. In such case members will be notified via e-mail that an on-line ballot may be cast from the Club's website. Ballots may be cast at anytime during the election time period, which will be specified by the Board of Directors and posted on the Club's website.**
4. The Board of Directors shall be elected by a majority vote of the members present at the Annual Meeting. **In lieu of the Annual Meeting, the Board of Directors will be elected by a majority vote of members who submitted an on-line ballot within the specified election time period. Nominations may be made from the floor, or in lieu of the Annual Meeting a call for nominations will be made via e-mail and/or the Club's website.**
5. Any vacancy on the Board of Directors shall be filled by vote of the majority of the remaining Board.
6. **The Board of Directors will create and maintain a manual of Club Operating Procedures and Guidelines. This manual, in addition to the Bylaws, will establish the management and organizational structure by which the Club operates and functions on a race-to-race and event-to-event basis. The Operating Procedures and Guidelines will be binding at all Club races and events, and will be available to all Club members via the Club's website. The Operating Procedures and Guidelines will, from time-to time, be reviewed and modified by the Board of Directors to reflect the operations, needs, purpose and function of the Club.**

Article 6 Duties of Officers

1. President. The President shall be the chief executive of the Club, and will preside at all meetings, appoint all committees and perform those duties ordinarily attached to the office of President.
2. Vice-President. The Vice-President shall, in the absence of the President, perform the duties of the President.
3. Secretary/Treasurer. The Secretary/Treasurer shall, with the approval of the Board of Directors, pay all bills and keep an accurate record of income and expenses. All checks shall require the signature of the Secretary/Treasurer or the President. The Secretary/Treasurer shall keep all necessary records of the proceedings of the club and shall assure that membership records and notices of important affairs and schedules are available to the membership. To that end the Secretary/Treasurer may oversee the work of an on-line Newsletter Editor.
4. Riders' Representative. The Riders' Representative shall be the normal source of resolution of disputes among club members or between individual members and the Board of Directors.
5. Race Director. The Race Director is responsible for devising race courses and an annual racing schedule for approval by the Board of Directors, for providing for individual race direction and support, and for publication of a scoring and award system.

Article 7 Race Team Board of Directors

1. The Club's Board of Directors shall manage and oversee all operations of the Club.
2. At times a sponsored Race Team may exist within the Club. When such a team exists the Club's Board of Directors may appoint a Race Team Board of Directors.
3. The management of the Race Team shall be vested in a Race Team Board of Directors ("Race Team Directors"). The Race Team Directors will consist of three or four Race Team members; they shall be dues-paying members and shall serve without remuneration.
4. Race Team Directors shall report to the Club's Board of Directors regarding all management activities of the Race Team. The Race Team Directors shall oversee and be responsible for all management activities of the Race Team. Those tasks shall include, but not be limited to, the Race Team's bills, sponsorship income and expenses, sponsorship agreements, sponsorship promotions and activities, Race Team's event, activities and racing schedule.

5. The Race Team Directors shall also keep all necessary records of the proceedings of the Race Team, and shall assure all Race Team records and notices of affairs are available to the Club's Board of Directors.

6. For purposes of the Club's organizational structure the Race Team Directors shall be considered a non-voting entity of the Club's Board of Directors.

Article 8 Meetings of Members And of Directors

1. The date of the Annual Meeting of the members and all other meetings of the members shall be set by the Board of Directors or by the members constituting of one-half of all dues-paying members.

2. Notice of the Annual Meeting and of any special meeting shall be given to each member, via e-mail to each member's e-mail address on record, not less than five (5) days prior to the meeting. A posting on the Club's website may also be used for such notification.

3. Notices of all Directors Meetings shall be given to each Director, via e-mail to each Director's e-mail address on record, not less than five (5) days before the meeting. This notice may be waived by the Directors.

Article 9 Quorum and Votes

A quorum for all meetings of the members shall be a majority of the members in attendance at such a meeting. A quorum for all meetings of the Board of Directors shall be a majority of the Directors. For all website-based elections eligible votes will be those cast by members within the election time period as set forth by the Board of Directors.

Article 10 Amendments

1. All proposed amendments shall be submitted in writing to the Board of Directors.

2. All members shall be notified at least five (5) days prior to a meeting to vote on any amendment. In lieu of a meeting the Board of Directors may decide the vote on an amendment will be held by means of the Club's website. In such a case members will be notified via e-mail that an on-line ballot may be cast from the Club's website. Ballots may be cast at anytime during the election time period, which will be specified by the Board of Directors and posted on the Club's website.

3. The proposed amendment shall be passed by the majority vote of the members at said meeting, or in lieu of the meeting by the majority vote of the members who cast on-line ballots during the specified election time period.

Article 11 Finances

1. This is a non-profit organization under Internal Revenue Code §501 (c)(3). Dues, entry fees, sponsorship funds and other monies received by the organization will be spent entirely for carrying out the stated purpose of the organization.

2. No part of the net earnings of the Club shall inure to the benefit of its individuals.

3. This club shall be empowered to participate in fund raising activities, including participating with other non-profit organizations.

Article 12 Dissolution

In the event of dissolution of this club the funds in the treasury, after all creditors have been paid, shall be distributed in compliance with Internal Revenue Code §501 (c)(4).