

By-Laws of Louisville Wheelmen, Inc.

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ARTICLE I – NAME

The name of the corporation shall be the Louisville Wheelmen, Inc., doing business as the Louisville Bicycle Club, hereinafter referred to as the “Club.

ARTICLE II – PURPOSES

Since its founding in 1897, the purpose of the Club has been to promote recreation, health and mobility through cycling and cycling-related activities.

We further these purposes by maintaining active programs in the areas of touring, racing and commuting; by supporting national organizations of like purposes such as the League of America Bicyclists (LAB) and the United State Cycling Federation (USCF); and by educating our membership and the general public on the benefits of cycling. Maintaining a diversity of programs is a source of our strength: tourists, racers, commuters and casual riders together form one Club; and the assets of the Club, unless designated by the donor for the support of a particular activity, will be used to support the total activities of the Club.

Consistent with our commitment to safety, helmets approved by recognized safety standards organizations must be worn on all Club or Club-sanctioned rides.

ARTICLE III – MEMBERSHIP AND DUES

The Club shall maintain a non-discriminatory admissions policy with membership available to all without regard to race, color, national origin, religion, gender, age, sexual orientation or Disability.

Regular Memberships shall be individual: age 18 and above; youth: ages 13-17, with the approval of parent or legal guardian; family: a family or household unit, including dependent children; special lifetime: as designated by the Executive Committee, based upon exemplary service to the Club; and

honorary: as designated by the Executive Committee, for public figures for actions promoting the interests of cycling.

The benefits of regular membership shall include receipt of the Club Newsletter; the right to vote on all issues (adult members age 18 and above) subject to membership approval as provided for herein; and to participate in all Club programs and activities.

Regular members, except special lifetime and honorary, shall pay dues in an amount determined by the Executive Committee. Regular member dues shall be payable annually on the membership anniversary date.

Membership shall be suspended for failure to renew if annual dues have not been received within 60 days of the membership anniversary date, but promptly reinstated retroactively to the membership anniversary date upon payment of any delinquency for up to one year. Membership may be terminated at any time for good cause as determined by a 2/3 vote of the censure by the Executive Committee. Written notice of termination of membership shall be forwarded by the Secretary to the former member by certified mail within 10 days of the action of the Executive Committee. Within 10 days of receipt of such notice any member whose membership has been terminated shall advise the Secretary by return certified mail of his/her protest of the termination and the Secretary shall place on the agenda of the next general membership meeting, the issue of restoration of membership. Membership shall be restored upon majority vote of the membership at the meeting, provided that a quorum is present.

ARTICLE IV – MEETINGS

Membership meetings shall generally be held on the odd months of the year at a time and location determined by the Executive Committee. Meetings shall be announced in the Newsletter and other Club communications.

A quorum shall consist of twenty-five (25) dues paying regular members.

The Annual Meeting, held at the end of the year or shortly thereafter, shall have the purpose of the Election of Officers, the filing by the President of the Report of Club Activities, the filing by the Treasurer of a financial report and the Presentation of Awards by responsible officers and directors. Notice of the Annual Meeting shall be published in the Newsletter and/or on the website at least fifteen (15) days prior to the meeting.

ARTICLE V – OFFICERS

The Club Officers shall be the President, Vice President -Touring, Vice President –Racing, Vice

President -Communications, Vice President -Advocacy, Vice President -Education, and Vice President-Information Technology, Secretary and Treasurer. They must be Club members in good standing and elected by a majority of members at the Annual Meeting. The Officers shall be the Directors of the corporation. The term of all Officers shall be for one year beginning on the day following the Annual Meeting at which they are elected and ending upon adjournment of the next Annual Meeting at which successors are elected.

The Executive Committee shall prohibit family members serving simultaneously to avoid any conflict of interest. (IRS defines a family member as blood relative including spouse, children, in-laws and other close relatives.)

A. The **President** shall be the Club's chief executive who shall be responsible for the overall direction of the Club's activities, for maintaining the quality of all programs and for ensuring that the membership's aspirations for the Club are attained. Among the President's specific duties shall be to preside at all Club and Executive Committee meetings; appoint the chair of the Candidate Search & Nominating Committee; and select the recipients of any awards as approved by the Executive Committee.

B. The **Vice President – Touring** will direct the Club's touring program and have principal responsibility for the quality, variety and safety of the Club's tours. Among his/her specific duties shall include recruitment, orientation and training of ride captains; publication of a ride schedule to the membership and the general public; appointment of a Club Statistician; and scheduling and presiding at meetings of the Touring Committee.

C. The **Vice President – Racing** will direct the Club's racing program and have principal responsibility for the development of the racing team. Among his/her specific duties shall include recruitment of team members and making provision for their training, support and coaching; securing and maintaining team sponsorships; organizing race promotions including time trials; and ensuring that the Club's racing program meets the standards of appropriate national cycling organizations.

D. The **Vice President – Communications** will edit and publish the Club Newsletter and ensure that members are fully informed of the Club's activities and provide notices of special events and other activities. He/She shall also ensure that information of the Club's activities is periodically exchanged with other cycling organizations. He/She will publish, edit and monitor all social media for the Club and related events. He/She will oversee and manage members of the Communication Committee and preside over meetings.

E. The **Vice President – Advocacy** will direct the Club's efforts to influence governmental bodies in their actions as they affect the rights of cyclists. Among his/her specific duties shall

include monitoring legislation and enactments of state and local governments; establishing programs for effective relations with state, county and local governments and their agencies, including the appointment of officials to represent the Club on or before planning bodies; serving as the Club's advocacy liaison with LAB; and scheduling and presiding at meetings of the Advocacy Committee. F. The **Vice President – Education** will direct the Club's education and public service programs. Among his/her specific duties shall include delivering effective bicycling and bicycling safety programs to the membership and to the general public. In addition he/she shall establish programs to foster positive relations between the Club and area schools, public and nonprofit agencies and organizations, employers and others to promote the interests of the Club and bicycling.

G. The **Vice President – Information Technology** will oversee the creation, management and maintenance of the Club's website(s) and any Event websites hosted by the Club. This would include creating, updating and monitoring the membership database, events and all areas of the website and membership software. He/She shall support all club software including the statistician database, updates and back-ups.

H. The **Secretary** shall keep a full and complete record of the proceedings of all meetings of the Club, the Executive Committee and shall preserve all documents, correspondence, reports and communications of the Club. Among his/her specific duties shall include maintaining the official membership roster, reporting on membership size and breakdown, notifying members when their memberships expire, summarizing meeting minutes, giving all notices required by law of these ByLaws, and maintaining these By-Laws and any amendments thereto.

I. The **Treasurer** shall be the chief financial officer of the Club and shall be responsible for the security of the Club's funds and other assets. Among his/her specific duties shall include receiving, depositing, accounting for and disbursing all Club funds, or authorizing others to do so, as provided for by these By-Laws and the Executive Committee; maintaining all financial records; making all legally-required filings; collection and deposit of dues from membership renewals; presenting a brief financial report at each Executive Committee meeting; and filing with the Executive Committee a written Annual Financial Report for each fiscal year outlining the financial condition of the Club and summarizing the previous year's transactions and events, said Annual Financial Report to be published in the Newsletter.

Any officer may be removed by a 2/3 vote of the membership at any membership meeting at which a quorum is present. The unexcused absence of any officer from three (3) consecutive Executive Committee meetings shall be deemed a resignation. Any office vacated during the year shall be filled by appointment as determined by a majority of the Executive Committee.

New offices may be created by the membership in its discretion at the Annual Meeting, provided, however, that any proposal to create a new office shall be in writing and filed with the Secretary at least 30 days before the Annual Meeting so that appropriate notice may be published in the Newsletter.

ARTICLE VI – EXECUTIVE COMMITTEE

The Executive Committee shall consist of all current officers and the immediate past Club President and shall serve until the conclusion of the next Annual Meeting when new elections occur. It shall be the governing body of the Club and shall make operational and policy decisions for the Club and act by majority vote, except as otherwise provided herein. The Executive Committee shall ensure that the legal affairs of the Club are attended to and that it is adequately protected by liability insurance. The Treasurer shall not make expenditures or commit the Club's assets for any capital investment or project exceeding \$5000 without the approval of the membership at a membership meeting properly constituted under Article III.

Any officer who is removed under Article V shall also be removed from the Executive Committee. Executive Committee members who are not officers can be removed by a 2/3 vote of elected officers of the Club.

The Executive Committee shall prepare an Annual Report for presentation by the President at the Annual Meeting of the highlights of Club's activities for the year, including Club membership and trends. It shall also report on its activities throughout the year in the Newsletter and at regular membership meetings.

The Executive Committee shall generally meet monthly at such time and place as it determines and at such other times as the President may from time-to-time advise. In the absence of the President an officer designated by the President shall preside.

Any Executive Committee meeting can be held on, or by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone, electronic video screen communication, or other communications equipment constitutes presence in person at that meeting if all of the following apply: (a) Each Elected Officer participating in the meeting can communicate with all of the other Elected Officers concurrently; (b) Each Elected Officer is provided the means of participating in all matters before the Board.

The Executive Committee must approve any Committees or Project Groups recommended by any officer and concur in the appointment of Chairpersons of same, approve establishing separate committee or project accounts, including designation of signatory authority as required.

Upon approval by 2/3 of the Executive Committee a motion to dissolve the Club shall be put to a vote by the membership, a majority of whom must approve, provided however, that at least 10% of the membership must participate in the voting, provided further, that if at the time the Executive Committee approves such a motion, the membership of the Club stands at less than 100, the motion may be approved at any membership meeting at which a quorum is present. If dissolved by the membership, all Club assets shall be rendered in cash which, after settling any Club debts or obligations, shall be contributed to tax exempt cycling organizations identified and in amounts determined by the Executive Committee.

Upon approval by the Executive Committee, issues of general interest to the membership may be voted upon by online ballot. Ballots for this purpose shall be prepared by the Secretary following the notification provisions in these By-Laws with appropriate instructions. This provision shall apply to the election of officers or amendment of these By-Laws. Members in good-standing who are unable to attend the Annual Meeting, can submit an absentee online ballot for candidates for club officers and on any issue that members have been informed by the club newsletter will be voted on. The Chair of the Nominating Committee, together with the Secretary shall take steps to ensure that the ballots are counted along with in-person ballots cast by attendees at the Annual Meeting.

ARTICLE VII – STANDING COMMITTEES

With the approval of the Executive Committee, Standing Committees and Project Groups shall be established and maintained by each cognizant officer to assist him/her in the carrying out of his/her areas of responsibility.

The Executive Committee shall appoint a Financial Review Committee or retain an auditor to examine the financial records of the Club, provided that at such review or audit shall occur at least every three (3) years. The examination or review shall examine all Club financial records, reports, procedures and filings for accuracy, fairness and compliance with standard accounting practices. A written report of its findings and recommendations shall be submitted to the Executive Committee. The Executive Committee may act on these findings and recommendations at their discretion and

shall disclose the financial Review Committee report and their actions to the membership through the Club newsletter or website.

A Candidate Search and Nominating Committee, whose Chair shall be appointed by the President following recommendations by the Executive Committee and who shall in turn select a minimum of two (2) additional members to serve on the Committee, shall identify interested Club Officer candidates and prepare a slate consisting of one or more candidates for each office for presentation at the Annual Meeting. Current Executive Committee members may not serve on the committee and members of the Candidate Search and Nominating Committee may not stand as candidates for office. The Candidate Search and Nominating Committee shall close their search for additional candidates at midnight seven (7) days prior to the election at the Annual Meeting. The Chair of the Candidate Search and Nominating Committee shall ensure that the slate of candidates is published to the membership at least seven (7) days prior to the Annual Meeting in the Club newsletter or on the Club website. Notwithstanding the preparation of a slate of candidates, the presiding official at the Annual Meeting shall solicit any nominations from the floor.

ARTICLE VIII – AMENDMENTS

These By-Laws may be amended by a majority of the membership at any membership meeting at which a quorum is present, provided that written notice of the proposed amendment is given at least fifteen (15) days prior to the meeting. The current version of the By-Laws shall be published on the Club website.

ARTICLE IX – MISCELLANEOUS PROVISIONS

In consideration of election or appointment, to a leadership position with/for the Louisville Wheelmen, Inc., d/b/a Louisville Bicycle Club (“LBC”), all such members of the Louisville Bicycle Club agree and consent to return to the LBC, within fifteen (15) days of their leaving their position, all files, records, data and documents (whether electronic or printed) including all backup files, (collectively referred to hereafter as “records”) provided to them or created by them in the performance of their duties for the LBC. Such members agree that all such records were created for the sole benefit of the LBC and are considered ‘work for hire’ and are the sole property of the LBC in which the member acknowledges they have no individual ownership or proprietary interest.

Records to be returned include contact data (names, titles, addresses, telephone numbers and email addresses) for individuals and/or institutions connected to the performance of duties by the member for the LBC.

Revision

History:

- Jan 19, 2013 – Article IX, Miscellaneous Provision added; return of all club records and data. Approved at Annual Meeting
- Jan 17, 2009 – Absentee ballot approved at Annual Meeting
- Jan 27, 2007 – 28 of 29 changes proposed by Executive Committee approved by membership at Annual Meeting • Dec 1997 – change in terms of officers
- Dec 1998 – membership based on 12-month period instead of calendar year Revision 9.20.2020:
- Renewal for dues 60 days rather than 90
- Prohibit family members from serving on Executive Committee simultaneously
- Added Vice President – Information Technology
- Changed duties of Vice President – Communications
- Executive Committee can meet and vote via online
- General membership can vote online