

SMOKY MOUNTAIN WHEELMEN BICYCLE CLUB BYLAWS
Revised and adopted December 15, 2014

ARTICLE I – NAME

The name of this organization shall be SMOKY MOUNTAIN WHEELMEN BICYCLE CLUB. The official colors shall be blue, green and yellow. The organization may be referred to as SMW. The organization’s newsletter shall be titled “Pedal Notes”.

ARTICLE II – PURPOSE AND NON-PROFIT STATUS

The purpose of this organization shall be to promote the general interest of cycling in all its phases, consistent with the provisions of a corporation, not for profit, in the State of Tennessee. This includes making available to cyclists the opportunity to participate in appropriate cycling activities; providing bicycle-related educational services and materials to club members, the community, and government officials; encouraging, planning, and facilitating touring and other forms of recreational cycling activities; representing the interests and rights of local cyclists; encouraging the allocation of facilities for cycling on public lands; encouraging all cyclists to observe and obey all traffic regulations; and advocating recognition of the bicycle as a vehicle used for recreation, health, and economical transportation.

NON-PROFIT STATUS

The organization is organized as a 501(c)(7) entity; the organization shall not be operated for profit, and no part of the income or capital shall inure to the profit of any individual, except as compensation for specific services that have been approved by the Board of Directors or by resolution of the Members.

ARTICLE III – MEMBERSHIP

Anyone 18 years of age or older is eligible for individual membership. An individual membership is entitled to one vote.

A family membership is available to all adult and youth (under 18 years of age) members of a family. A family membership consists of persons with the same permanent mailing address. A family membership is entitled to two votes if two or more adult family members are present.

The majority of the Board of Directors may reject initial membership for cause.

The Club reserves the right to cancel any membership at any time for conduct detrimental to the image of the Club; for continual failure to observe the Rules of the Road; for compromising the safety of either the member or fellow riders; or for failure to maintain equipment in a safe and road-worthy condition. Cancellation will be by a simple majority vote of the Executive Board to be ratified by a two-thirds majority of the voting members present at the next regular Club meeting. 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 SMW and to the member/s

subject to termination. The dues for the canceled membership will be refunded on a pro rata basis.

At the time of membership application and before a membership is effective, and upon each annual renewal thereof, each member must sign a waiver in the form as is currently in use by the Club assuming full responsibility for any accident, damage, injury, or loss incurred at any Club sanctioned ride or activity. A parent or guardian must sign a waiver for each child under 18 years of age.

Members under the age of 18 must be accompanied by an adult member of the Club for all Club sanctioned activities.

Membership privileges will be suspended on any account that is sixty days or more in arrears.

ARTICLE IV – REVENUE AND EXPENDITURES

A checking account in the name of the Smoky Mountain Wheelmen will be maintained to pay for Club expenses. The President and Treasurer will each have signature power on the account.

Dues

The Board of Directors will establish a dues rate for individual and family memberships.

Renewal dues shall be paid by December 31st for the next year's membership. Members must be current with their dues to be eligible for:

- a. Club rides and activities
- b. Website subscription
- c. Voting

The fiscal year will begin on January 1st and end on December 31st.

Dues from **new** members who pay between October 1st and December 31st will cover the balance of the current fiscal year and the following fiscal year.

Other income

The club may derive income from fees for events, from contributions, from fees for members' assistance in conducting events held by other organizations, and other activities consistent with section 501 (C) (7) of the U.S. Internal Revenue Code.

Expenditures

At the beginning of each Fiscal Year, each Standing Committee shall prepare a budget of revenues and expenses for the Fiscal Year for submission to the President. The President shall then prepare a Proposed Budget for all SMW activities and submit the Proposed Budget to the Board of Directors. After approval by the Board of Directors, a description of the Proposed Budget shall be included in the next SMW newsletter and the Proposed Budget shall be presented at the next Regular Meeting following publication. The Proposed Budget shall be shall be voted on and if approved by a majority vote of the members present, shall be the Final Budget

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

The President and the Treasurer each shall have the authority to sign individually checks drawn on SMW accounts.

The President and one other elected officer shall have the power, without the approval of the Board of Directors or the general membership, to make expenditures of \$250.00 or less for extraordinary expenses that are deemed to be in the best interests of SMW and not included in the Final Budget. The Board of Directors shall have the power to make expenditures of \$1500.00 or less without the approval of the general membership that is deemed to be in the best interests of SMW and not included in the Final Budget. These expenditures shall be reported at the next regular meeting. All other expenditures require the approval of the Board of Directors and the general membership at an announced regular meeting.

The SMW fiscal year shall begin on the first day of January and shall end on the last day of December of that year.

ARTICLE V – OFFICERS

The elected officers of SMW shall be the office of President, Vice-President, Treasurer, Secretary, and Road Captain.

The duties of the Officers shall be:

President - Presides at General Meetings of SMW and meetings of the Board of Directors; is responsible for the general management and fundraising activities of SMW; may establish policies and procedures for the implementation of any SMW activity and function.

Vice President - Assists the President in carrying out SMW activities and serves in his absence. The Vice-President and Secretary shall perform an audit of the club's bank accounts and financial assets at the beginning of each fiscal year, or when a change in Treasurer occurs. The Vice-President may enlist the assistance of others in the club with the exception of the President and Secretary

Treasurer - Handles all SMW financial transactions and maintains all SMW financial records; prepares a financial statement for each meeting of the Board of Directors; and presents a summary of the financial condition of SMW at each general meeting of SMW

Secretary - Takes and maintains minutes of general meetings of SMW and meetings of the Board of Directors; maintain records of club business and correspondence. Assists the Vice-President in the audit of the club's bank accounts and financial assets.

Road Captain - shall coordinate and recommend ride leaders for all club rides and tours with the approval of the Board. In the absence of both the President and Vice-President, the Road Captain will assume the powers of their offices.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. POWERS AND RESPONSIBILITIES: The organization shall be governed by the Board of Directors, whose duties shall be to:

1. Promote membership in the organization and maintain membership lists;
2. Set and assess membership dues and other fees; collect, invest, and disburse funds of the organization; and establish fiscal controls and segregation of duties sufficient to safeguard funds and ensure that resources of the organization are used only for approved purposes;
3. Enter into contracts in furtherance of the organization's purpose and activities;
4. Oversee organization affairs;
5. Disseminate information to members about organization activities and plans;
6. Adopt policy positions to guide advocacy efforts or promote the purposes of the organization; and
7. Establish such policies and regulations as are deemed necessary for the safe, effective and efficient conduct of the organization's affairs. Any policies and regulations adopted by the Board shall be disseminated to the members, and maintained in a form and place that is accessible for review by organization members.

Section 2. QUALIFICATION: Members of the Board of Directors shall be members of the organization as defined by Article III.

Section 3. COMPOSITION OF THE BOARD OF DIRECTORS: At the November Meeting the members shall elect President, Vice President, Secretary, Treasurer, Road Captain, who shall serve with the Standing Committee Chairpersons and the immediate Past President of the organization who shall serve as the voting members of the Board.

Section 4. TERM OF OFFICE: Officers and Directors shall be elected to hold office for one calendar year or until their successors are elected, whichever is later.

In the event of a vacancy on the Board of Directors, the President, with the concurrence of the Board of Directors, shall appoint a replacement to fill the unexpired term with the exception of immediate Past President, which shall remain vacant until a change in President occurs.

Section 5. MEETINGS AND QUORUM: The Board of Directors shall meet not less than once each calendar quarter and at such other times as circumstances require for the purpose of conducting the business of the organization. Meetings of the Board of Directors may be called by the President or by petition of four (4) Directors. At any meeting of the Board of Directors three (3) or more Directors shall constitute a quorum.

Every meeting of the Board of Directors shall be open to members. The Board shall go into executive session to discuss real estate negotiations, legal transactions, or disciplinary actions, provided, however, that all votes shall be taken in open session with members permitted to be present.

At each meeting of the Board of Directors, members of the organization shall be given a comment period of up fifteen (15) minutes to bring issues before the Board. Comment period may be extended upon approval of the majority of the Board.

ARTICLE VI – ELECTIONS

Election of SMW officers shall be held at the November Regular Meeting. Nominations for each office will be called for at the October Regular Meeting with all nominations to be published in the SMW newsletter prior to the November Regular Meeting. Each officer shall be elected by a majority of voting members present at the November Regular Meeting. Officers shall assume office on January 1st through December 31st of the following year.

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.

ARTICLE VII – MEETINGS

Regular meetings shall be held monthly as determined by the President to allow the best presentation of a particular program or activity. Special meetings may be called by the President upon a two-week written notice to the entire membership whenever required. The annual meeting shall be held at some time during the fourth quarter of the calendar year at the discretion of the Board. The President may call a Board meeting at any time by contacting the members of the Board and any other interested persons. No official business other than that which can be conducted by the Board may be conducted at the Board meeting.

A quorum of the membership for the purpose of conducting club business shall consist of those members present at any regular or special meeting announced to the entire membership.

The Annual Meeting of the Members shall be held during the month of December in lieu of a general meeting, or at the call of the Board of Directors, at a time and place, it may designate. Notice of the Annual Meeting may be made in writing and/or through electronic communication, not less than ten (10) days.

At the Annual Meeting, the minutes of the preceding Annual Meeting of the Members shall be read; the President shall give a report on the status of the organization; the Treasurer shall give a financial report; elected officers shall be installed, and any other business brought to the floor shall be conducted.

SPECIAL MEETINGS

Upon motion of the Board of Directors, or upon petition executed by not less than twenty (20) members, the President shall set a Special Meeting of the members of the organization and provide written and/or electronic notice thereof to all members. The notice shall be given not less than fourteen (14) days prior to the date of the special meeting and the notice shall state specifically the business to be transacted at the special meeting.

ARTICLE VIII - ORDER OF BUSINESS

The order of business at regular meetings shall be:

1. Welcome and the introduction of new members and visitors.
2. Approval of minutes of previous regular, special, and/or Board meetings.
3. Reports of officers and committees.
4. The announcement of tours, special meetings, programs, etc.
5. Unfinished business
6. New Business
7. Adjournment

(The President may change this order of business to accommodate special circumstances.)

ARTICLE IX – COMMITTEES

Standing Committees

The Board of Directors may establish any number of Standing Committees to manage and carry out any ongoing SMW activity. Each Standing Committee shall report to the Board of Directors. The President shall appoint a Chairperson for each Standing Committee who shall then become a member of the Board of Directors and serve the same term as the SMW elected officers. The President may appoint committee members as needed to each Standing Committee.

The Standing Committees shall include but not be limited to:

Century Committee
Membership Committee

Special Committee

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

The duties of the Membership Committee shall be recruit new members, to promote the club and its activities in any practical ways.

The duties of the Century Committee is to schedule, plan, publicize, and conduct the club's annual riding centuries sponsored by the club.

ARTICLE X - AFFILIATIONS

The Board of Directors, upon notice and at a special meeting and with approval of the majority of the members SMW may become an affiliate of other cycling-related organizations which may include but are not limited to any of the following:

League of American Bicyclists (LAB)
United States Cycling (USAC)
U.S. Cycling Federation (USCF)
National Off Road Bicycle Association (NORBA)

ARTICLE XI - AUTHORITY AND AMENDMENTS

Section 1 - Authority:

The authority for all matters of procedure not covered by the Club's constitution and charter shall be Robert's Rules of Order, Revised.

Section 2 - Amendments:

These articles may be amended by a two-thirds vote of members present at a regular meeting, provided that the proposed changes have been presented at a the previous regular meeting and also printed in the Club Newsletter immediately preceding the regular meeting at which the vote is to be taken.

ARTICLE XII - DISSOLUTION

The Club may be dissolved by the vote of two-thirds of the members present at a special meeting of the Club called specially for the purpose of dissolution of the Club on a date not less than thirty days after the call for such meeting is published in the Club Newsletter. Upon dissolution, any financial assets of the Club will be donated to bicycling-related charities to be chosen by the Board of Directors, after all debts and after all liabilities have been paid.