

BYLAWS OF THE SILVER WHEELS CYCLING CLUB INC.

Revised June 2, 2011

ARTICLE I MEMBERSHIP

Section 1 – Qualifications

Any person who pays annual dues shall be considered a member of the Club. Membership is open to all interested in bicycling without regard to race, creed, sex, national origin or religious preference. All applications for membership must be made in writing.

Provisions of membership requires that the member:

- Obeys all traffic regulations.
- Wears an approved bicycle helmet on club sanctioned rides.
- Conducts oneself in a socially acceptable manner when representing the Club officially or implicitly.

Any member who violates any provision of the Constitution or Bylaws may be suspended or expelled at any board meeting or special meeting of the Club, provided that the member under proposed suspension or expulsion has been notified of impending action regarding the proposed suspension or expulsion at least 10 days in advance. The expulsion or suspension shall be by secret ballot of a two-thirds majority vote of the Board of Directors.

Section 2 – Classifications

Any person 18 years of age or over is eligible for membership.

A Family membership includes parent(s) and all dependent children. For the purpose of elections and other official business, each family member age 18 or over will be considered a voting member.

A Life membership may be granted to an individual who pays the equivalent of 15 years dues at one time. A Life member shall enjoy all privileges of the club for the remainder of his/her life.

An Honorary member may be elected to such membership for one or more years by a majority vote of the Board of Directors at any regular board meeting. Honorary members shall enjoy all privileges of the Club and shall be exempt from the payment of dues.

ARTICLE II FUNDS, FINANCES AND PROPERTY

Section 1

The funds of the Club shall be deposited in a bank of good standing, in the name of the Silver Wheels Cycling Club, Inc., subject to the draft of the Treasurer or President. No sum of money exceeding the budgeted amount of officer or committee may be withdrawn from the treasury except when approved by the Board of Directors. The title to the funds, finances and property of the Club shall be vested solely in the members.

Section 2

At the November board meeting each year, the president shall appoint a member who is not a member of the Board of Directors to chair a three-person committee to audit the books and accounts of the Club; such committee shall report to the Board at the first board meeting of the following year.

Section 3

At the first board meeting of the year, the President shall explain and present for approval a proposed operating Budget prepared by the other members of the Boards of Directors under the direction of the President. The Board is authorized to adjust the subsequent operating budget commensurate with increases or decreases in Club revenues.

Section 4

No part of the organization's net earnings may inure to the benefit of any person having a personal and private interest in the activities of the organization. For purposes of this requirement, it is not necessary that net earnings be actually distributed, since even undistributed earnings benefit members, if reflected by a decrease in membership dues or an increase in the services the Club makes available to its members with corresponding increase in dues or other fees paid for Club support.

Section 5

Upon dissolution of the Club, the board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Club, dispose of all of the assets of the Club in such manner as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas in the county in which the principal office of the Club is then located, exclusively for such purposes or such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III ELECTION OF OFFICERS

The nomination of the elected officials shall be made at the last membership meeting of the year. Nominations also will be accepted from the floor at the meeting provided that 1) the nominee is present and accepts the nomination, or 2) in the absence of the nominee, a letter written and signed by the nominee accepting the nomination is presented. All uncontested positions shall be voted by the membership attending the last meeting of the year. In the event of a contested position, the Nominating committee's ballot, with write-in-space, will be emailed to all members with email addresses and mailed to those members who do not have email addresses. Said ballots are to be marked and mailed in a sealed envelope with voter's printed name and signature on the envelope. The Nominating Committee shall function as the Board of Elections to verify membership and to certify the results of the election. (Amended June 2, 2011)

ARTICLE IV MEETINGS

Meetings of the Board of Directors shall be held regularly. A quorum for meetings of the board shall consist of no less than a majority of the Board members. Where one person has been elected and/or appointed to more than one Board position, the quorum is based on the number of persons present and not the number of positions present. In no case shall any one person be entitled to more than one vote and in the case of that person occupying more than one position holds the office of President, then that person will be entitled only to vote according to the provision as outlined in Roberts' Rules or Order.

Section 2

Special meetings of either the Board or membership may be called by the President at any time. He/she shall also call special meetings upon the written application of 10 Club members. The call shall state the nature of the business to be transacted, and no other business shall be attended to at such meetings. If the meeting is to be a meeting of record, the membership shall be notified of said meeting at least 15 days in advance.

Section 3

In the absence of the President and Vice President, the Board members present at a meeting shall elect a President Pro Tem. The President Pro Tem shall perform such duties as the office may require.

ARTICLE V DUES

Membership dues for a one or more year period will be accepted at any time. Annual membership runs from March 1 through February 28. (Amended June 2, 2011)

ARTICLE VI ORDER OF BUSINESS

Section 1

The order of business at meetings shall be as follows:

1. Call to order
2. Roll call
3. Review of minutes of previous meeting
4. Reports of officers
5. Reports of committees
6. Unfinished business
7. New business
8. Adjournment

Section 2

Roberts' Rules of Order shall govern the meetings of the Club and the Board, in parliamentary usage, so far as applicable and not inconsistent with these bylaws.

Section 3

A collection of documented operating procedures entitled "SWCC Operating Procedures" shall be generated and maintained by the Board. Responsibility for keeping this collection, making it available at meetings of the Board and effecting its transfer to the new Board after elections shall be that of a Director-at-Large, as determined by the President.

ARTICLE VII DUTIES OF OFFICERS

Section 1

The President, as chairman of the Board, shall be responsible for the Club's general management and shall oversee the affairs of the Club. The President shall preside at all meetings, shall have power to fill any vacancy that may occur on the Board of Directors, and shall perform such other duties as this office may require.

Section 2

The Vice President shall preside in the absence of the President. In the event of the death, resignation or removal of the President, the Vice President shall assume the duties of such office.

Section 3

The Secretary shall record and maintain the minutes of the meetings of the Club. It shall be the responsibility of the Secretary to furnish a copy of the Constitution and Bylaws to the members of the Club upon request. The Secretary will maintain a

separate file of policy decisions and will add to the file as policy statements are established.

Section 4

The Treasurer shall receive all moneys, pay all bills upon receiving proper approval and maintain proper financial records, according to accepted accounting practices.

ARTICLE VIII POWERS

The Club shall have such powers as are now or may hereafter be granted under the Non-Profit Corporation Law of the State of Ohio, so long as the exercise of such powers are activities permitted to a corporation qualifying under Section 501C(7) of the Internal Revenue Code of 1954, and are conducted for the purposes set forth herein and in the Articles of Incorporation. To the extent not inconsistent with the above, the Club shall have the power to:

- a) Solicit, collect, receive, acquire, hold and invest money and property both real and personal, received by gift, bequest, or decree, or otherwise both real and personal, of whatever kind and description and wherever situate, absolutely or in trust, to carry out the purposes of the Club as directed by the Board of Directors;
- b) Invest and reinvest any assets of the Club and collect income therefrom;
- c) Arbitrate, defend, enforce, release, compromise, or otherwise settle any claim of or against the Club;
- d) Make any division or distribution of the assets or income of the Club in furtherance of its purposes as directed by the Board of Directors;
- e) Control, maintain and improve, lease for any term, rent, exchange, sell, convey, or transfer at public or private sale all or any part of the real or personal property of the Club;
- f) Execute and deliver proper instruments of conveyance and transfer;
- g) For proper corporate purposes, borrow money and issue bonds, notes or other instruments as evidence of debt and to secure the same by the assignment, pledge, or mortgage of corporate property;
- h) Execute and deliver proxies and powers of attorney and such other instruments as or incidental to the holding, controlling, and
- i) Hold assets in the name of a nominee or in bearer form, in its own name or as Trustee;
- j) Make divisions and distributions of corporate property in cash or in kind, or partially in cash and partially in kind from current income or from principal, as shall be directed by the Board of Directors in pursuance of the Club purpose;
- k) Employ and reasonable compensate such individuals and entities as may be needed to carry out the purposes of the Club.

ARTICLE IX INDEMNIFICATION

The Club shall indemnify any officer, director, or employee of the Club against any cost or expense (including amounts paid in settlement) reasonably incurred by him/her in

connection with the settlement or defense of any actions, suit or proceeding to which he/she is made a party by reason of his/her being or having been an officer, director or employee of the Club (whether or not he/she is an officer, director, or employee at the time of incurring such costs and expenses)' provided, however, that no person shall be entitled to such indemnification if the action, suit or proceedings determine that he/she has been guilty of gross neglect or willful misconduct in the performance of his/her duties, or in the event a final adjudication is not made in such action, suit or proceeding, if the Board of Directors of the Club specifically considers the matter and reasonably determines that such person is guilty of gross neglect or willful misconduct in the performance of his/her duties. The foregoing rights of indemnification shall not be exclusive of any other rights to which any officer, director, or employee may be entitled as a matter of law.

ARTICLE X AMENDMENTS

Amendments to the Bylaws may be proposed by a member of the Board of Directors at any regular board meeting. Upon agreement by a majority vote of the Board of Directors, notification of the proposed Bylaw amendments will be mailed to all members at least 15 days prior to the proposed action. Amendments to the Bylaws will be ratified by the Board of Directors at a regular board meeting by a two-thirds majority vote. (Amended June 2, 2011)

Article III amended on April 18, 2002
Article I amended on October 24, 2002
Article II amended January, 2003
Article III amended June 2, 2011
Article V amended June 2, 2011
Article X amended June 2, 2011