

## **OVERDRIVE CYCLING CLUB**

### **CONSTITUTION and BYLAWS**

#### **PREAMBLE**

The Overdrive Cycling Club was created in late 2006. The original purpose of the club was to facilitate a group of cycling enthusiasts to join together for training, racing, personal contact, commingling, fellowship, recreation and pleasure under a common club; and to share their cycling experience, knowledge and efforts with each other. That remains the purpose of the club today. The goal of the club is to make each member, with the help of the club, as good a rider as he or she wants to be and to provide cycling opportunities that might not otherwise exist in the community without the existence of a cycling club. The club is oriented towards citizen road cycling, mountain bike racing, and triathlon but plans to eventually become affiliated with USA Cycling/United States Cycling Federation. All types of cyclists are welcome. However, membership is limited to persons who participate in some type of cycling related activity. Below is/are the constitution and bylaws of the Overdrive Cycling Club. These are the rules and bylaws of the club. Also included are the amendments to this constitution.

#### **CONSTITUTION**

##### **ARTICLE A. NAME.**

Section 1. The official name of this organization is the following: The Overdrive Cycling Club (OCC or Club).

##### **ARTICLE B. MEMBERSHIP**

Section 1. Membership is open to all individuals who participate in the sport of bicycling as long as they meet the membership requirements of the club. The Overdrive Cycling Club will not discriminate on the basis of race, color, religion, creed, age, sex, or national origin.

Section 2. Annual Club dues and membership contract shall be established by the board for each calendar year by January 1, of that year. These dues shall be paid to the Treasurer by the last day of March in the season for which membership is applied, in order for Club members to receive cumulative benefits.

Section 3. Members will be expected to read and sign a contract that states their obligation to the Club and states their benefits from the Club for the oncoming season. This contract will be submitted to the Club Vice President at the time of dues payment. The contract will be drawn up at the beginning of the season and will apply only until the last day of February of the next year.

Section 4. Members may be voted out of the Club by a two-thirds majority vote. This member will lose all Club benefits but will have their Club dues for the season refunded as long as they have collected no reimbursement from the Club during that season.

## **ARTICLE C. CLUB BOARD AND OFFICERS.**

**Section 1.** The Club shall be governed by a board of directors comprised of the following: The four (4) primary Club officers (the president, vice-president, secretary and treasurer); and the immediate past president (unless unavailable or resigns and this board position is filled as provided in Section 2, below.) In addition to the four officers and past president, the board shall be made up of a Special Events Coordinator(s) a Merchandise Coordinator, and a Sponsorship Coordinator. At the October Club meeting, the Club shall elect a secretary and treasurer. A quorum of the board shall be five (5) board members. Board meetings may be conducted electronically (e-mail) or by other means without physically convening Club Board and Officers.

**Section 2. Officer and Coordinator Rotation.** Each year the club officers, except the treasurer, shall rotate as follows: The president shall become immediate past president; the vice-president shall become president and the secretary shall become vice-president. The rotation shall take effect at the annual October meeting following the elections of new club officers. If the immediate past president is unavailable or resigns from the board, the president may appoint a replacement to fill the balance of that term on the board. Coordinators will be appointed by the president and serve a term of no more than two (2) years. An additional year of service may be granted with a majority vote of the rest of the officers.

**Section 3.** The present president may, with the approval of the present vice president create a new office or position for the oncoming season that shall be voted on at the same meeting. *If this office is to continue for the next season it must be voted to be included into the amendments of this constitution.*

**Section 4.** The Club will begin taking nominations for offices on **August 1(November 1)**, of the preceding year. Club members may nominate themselves or they may nominate other Club members so long as the Club member approves. The complete ballot shall be finalized by the vice president no later than September 15, of the preceding year and shall be made known to the Club members as soon as practicable thereafter. The election shall not take place until ten days after notifying Club members of the ballot.

**Section 5.** The officers elected at the **October(January)** meeting shall take power the first day in **November(February)** proceeding the oncoming season. They shall serve in their position through the Club election the following **October(January)** until the newly elected officers take power in the following **November(February)**.

**Section 6.** An officer position left open by the past officer resigning or being removed from power must be filled either at an emergency meeting or at the next Club meeting.

**Section 7.** At any Club meeting, any Club member may request that an officer or board member be removed from power. If there is a second request by a different Club member the Club will then vote, at the next Club meeting, on whether to remove this officer from power. If the election results are in favor (2/3 majority vote) of removing the officer in

power the Club will then immediately nominate at least one Club member and proceed with a club election. The officer removed from power may run again in this election. The winner of this election shall immediately take the old officer's position.

### ***Powers & Duties***

**Section 8.** The **president** shall have the following powers and duties:

8a. The president shall have the power to call Club meetings at any time on any day of any month during the year. A quorum of five (5) board members must be achieved for board meetings. There must be notice given as provided in Article E, Section 2a, below.

8b. The president may publish a Club newsletter and/or maintain a Club website at the Club expense. The Club shall cover postage, paper, and printing costs. The president will be reimbursed for these costs at the discretion of the treasurer.

8c. The president shall conduct all business with *WiSport Racing Series*, *Wisconsin Cycling Association*, *the Minnesota Cycling Federation (M.C.F.)* and *the United States Cycling Federation (U.S.C.F.)* or other similar organization unless a position has been created and filled that will conduct business with one /both of these federations.

8d. The president shall conduct the day to day business of the Club not covered by other officers or positions.

8e. The president shall conduct the business of the vice president and/or the treasurer, should one or both resign, until a new club member has filled the position.

8f. The president shall have the power to interpret and enforce the articles of the constitution and bylaws.

**Section 8.5.** The immediate **past president** shall have the following powers and duties:

8.5a. The immediate past president shall sit on the board of directors and advise and assist the president. If the immediate past president is unavailable or resigns from the board, the president may appoint a replacement to fill the balance of that term on the board.

**Section 9.** The **vice president** shall have the following powers and duties:

9a. The vice president shall be in charge of Club membership. The vice president shall collect Club contracts and Club dues from new and returning members. The vice president shall turn the contracts over to the president to hold for the season and turn the dues over to the treasurer for deposit into the Club account.

9b. The vice president shall organize and run all Club elections and Club votes. The vice president shall collect nominations for office and present them on a ballot for distribution to Club members at the appropriate meeting.

9c. The vice president shall have the power to and will conduct the business of the president upon the absence or resignation of the president until the president returns or a new president is elected. The vice president shall become the president in the year following

service as vice president.

**Section 9.5.** The **secretary** shall have the following powers and duties:

9.5a The secretary shall maintain a current copy of the Club constitution and bylaws; minutes of Club meetings; copies of all correspondence or records directed by any member of the board of directors to be a part of the official Club record.

9.5b The secretary shall have the power to and will conduct business of the Club in the absence or resignation of the president and vice-president should the same occur simultaneously until a either president or vice-president returns or replacements are elected. The secretary shall become vice president in the year following service as secretary.

**Section 10.** The **treasurer** shall have the following powers and duties:

10a. The treasurer shall be in charge of the club bank account and shall keep accurate records of the status of this account. The treasurer shall present the status of the account at Club meetings with a copy to the secretary for the record.

10b. The treasurer shall be in charge and be responsible for all distribution of Club funds.

10c. The treasurer shall conduct the business of the president and vice president should both be removed or resign from office. The treasurer shall be elected each year at the annual October meeting.

**Section 12.** The coordinators shall have the following powers and duties

The Special Events Coordinator shall have the following powers and duties: The Special Events Coordinator(s) shall oversee the special events the club initiates and/or coordinates. The Special Events Coordinator(s) shall be made up of no less than one member and no more than four members.

The Merchandise Coordinator shall have the following powers and duties: The Merchandise Coordinator shall oversee all club merchandise including, but not limited to, communicating with vendors, securing samples, placing orders, etc.

The Sponsorship Coordinator shall have the following duties and powers: The Sponsorship Coordinator shall coordinate with existing sponsors, as well as solicit new sponsorship for the club.

**Section 13.** All newly elected officers shall sign a contract stating that they have read and understood the constitution and its bylaws and that they will serve the Club following these bylaws.

**Section 14.** All terms of office shall be one year (but a person elected as secretary shall serve 3 years rotating as described below). At the end of each term the president shall become immediate past president, vice-president shall become president, and the secretary shall become vice-president. There are no term limits except as provided herein ( and above) on rotating terms of office for secretary, vice president, and president.

## **ARTICLE D. CLUB ELECTIONS / CLUB VOTING**

**Section 1.** Club elections / votes changing the constitution and/or bylaws shall take place only at scheduled Club meetings.

**Section 2.** There must be a quorum at the meeting in order to conduct a Club election or Club votes. See Article E, Section 2.

**Section 3.** Only Club members who have attended the Club meeting may vote unless section 4 of this article has been activated.

**Section 4.** The vice president may allow Club members to vote in the place of Club members who are not in attendance so long as the Club member not in attendance has given this Club member permission in writing (includes e-mail), and has indicated what their selections shall be, again in writing. The Club member present at the meeting shall submit these to the vice president (or secretary) at some point before the election.

**Section 5.** The elections / club votes will be decided, unless otherwise stated in this constitution, by over half ( a majority) of the voting Club members voting for or against the action (this includes additions, deletions, or amendments of club bylaws). In case of a tie there will be a coin toss to break the tie. Amendments to the constitution, however, require a two-thirds vote of voting club members.

**Section 6.** In order for a Club member to participate in a Club vote, the Club member must be in good standing regarding membership in the Club. The president shall be responsible for reporting the eligible club members to the vice president before each Club vote.

## **ARTICLE E. CLUB MEETINGS**

**Section 1.** The president shall conduct at least one Club board meeting every calendar month during the year. The president shall conduct at least one general membership meeting each year in **October** . (change October to January)

**Section 2.** The dates and times and places of all Club board meetings shall be made available to all members of the board at least one week before the scheduled meetings unless conducted electronically. If meetings are conducted electronically the time requirement may be waived if all board members participate. For business that must be conducted at a club meeting there must be notice to all club members by e-mail or by posting on the club website or by U.S. Mail or any combination thereof; the agenda items to be voted on shall be included in the notice. There must be at least a quorum of the board to conduct club meetings.

**Section 3.** The president shall conduct club meetings and board meetings. The secretary shall keep accurate records of the Club meetings and board meetings. The records shall include who was present, what business was discussed, what votes were taken and on what subject, and what the outcome of these votes were. This secretary shall keep and maintain these records providing copies to other officers and board members.

**Section 4.** A quorum *for general membership meetings* will be met when notice has been

given as described in Article E, Section 2 including agenda items to be voted on. As long as there is at least a quorum for conducting board meetings, club meetings can be conducted. A quorum for a board meeting shall be five (5).

**Section 5.** Any Club members may request a vote on any subject by submitting the request to the vice president. The item requested shall be placed on the next board meeting or club meeting agenda and may be voted on so long as the rules of Article D of this constitution are met. The exception to this section shall be activated when removing an officer from power. (see Article C, Section 5).

**Section 6.** Officers shall be present at all Club meetings. Excessive absences may result in removal from office.

**Section 7.** Any non regularly scheduled meeting shall be considered an Emergency Meeting. All regular meeting rules apply to Emergency Meetings except that Club members must be notified only three days before the meeting.

#### **ARTICLE F.                    CONSTITUTIONAL AMENDMENTS.**

**Section 1.** Any Club member may offer amendments to this constitution. These amendments must be presented to the Club in full and in writing as it would appear in the constitution. The amendment shall be placed on the agenda at the next club meeting in accordance with Article D, above. The amendment shall then be discussed at the next Club meeting. After this discussion the Club member proposing the amendment may request that it be voted upon. If another Club member seconds the request the amendment will then be voted upon. The amendment must be approved by a 2/3 majority vote. If the amendment passes, the constitution will have the amendment added to it by the president.

**Section 2.** Any amendment to the constitution of the Club shall exist under this article for the remainder of the year at which point it will then be voted on by the Club to be written into the constitution. If the amendment has been accepted to be written into the constitution the president shall immediately write the amendment into the constitution.

**Section 3.** This constitution may not be altered in any other way save those listed under this article.

**Section 4.** All rules that apply for altering the constitution also apply for altering the bylaws except that changes to bylaws can be made by a majority vote.

**Section 5.** The amendments to the constitution shall override any conflicts between constitution and the amendments.

**Section 6.** This constitution was ratified for use on October XX, 2008 and will go into effect on November 1, 2008.

## **ARTICLE G. CRITERIA FORMONITARY DONATIONS TO CARITIES.**

- Considerations for club donations would be, Organizations, Trusts, or Foundations.
- Solicitations to be considered by members of Overdrive only.
- Donation request to be presented to one of the following: President, Vice President, Secretary, or Treasurer.
- Officers to consider donation dollar amount based on a percentage ranging from 2% to 6% of available club funds.
- Considered Donation to be presented to the Board for a vote; The vote would be in two parts, 1<sup>st</sup> donate “yes or no”, 2<sup>nd</sup> consider donation amount.
- Treasurer to disperse funds
- Presentation of funds by one of the 4 Officers

## **BYLAWS**

### **Section 1.** First year Club members.

1. First year Club members must buy at least one Club jersey.

### **Section 2.** All Club Members.

2b. All Club members will be expected to perform at least one volunteering activity per year for activities designated by the president or board as volunteer opportunities.

2c. All club members are expected to participate in at least one cycling related event requiring a fee to participate per season.

### **Section 3.** Team Rides

3a. All Club members who attend team rides will be expected to wear their team jersey.

3b. All Club members who attend team rides will be expected to wear American National Standards Institute (A.N.S.I.) or Snell Approved certified helmet.

3c. All Club members participating in team rides must obey all traffic laws.

3d. All Club rides shall be led by a Club member who shall dictate the rides starting time and

location.

3e. A team ride must be designated as such by the president.

#### **Section 4. Event/ Race Fee Reimbursement.**

4a. In order for a Club member to receive entry fee reimbursement at the end of the season for a particular event the event must have been organized and open to all members of the club or cycling community and must have required an entry fee. The Club member must have worn the Club jersey or the likeness thereof (skin suit, long sleeve jersey), and the club member must have either finished or crashed out of the event.

4b. Each year prior to the **October(January)** meeting the board shall determine whether there are sufficient funds to pay reimbursement. The board shall designate a pool of money available for reimbursement and members who have submitted a participation form shall be reimbursed pro rata (or in proportion) for their entry fees paid during the calendar year that qualify under 6a. above from the pool. Adjustments may be made at the discretion of the president for late fees, other benefits of entry, etc. (For example U.S.C.F. fees may be less than citizen races but citizen races may include such things as T-shirts, mugs or other schwag.)

4e. Club members must submit a legibly printed or typed list of their events (preferably on a participation form provided by the Club), in chronological order, to the treasurer no later than October 1. This list must include a record of the following five categories:

- Name of event
- Date of entry
- Entry fee
- Late entry fee (if any)
- Result (finished, crashed, placed, eliminated, etc.)

4f. The treasurer shall only refund late entry fees at the discretion of the president.

4g. Officers shall have the power to limit the reimbursement of members who have not met, in the view of the officers, their responsibilities and obligations to the Club. To be eligible for reimbursement the member must be in good standing and have satisfied obligations under Bylaws Section 2, above.

#### **Section 5. Contracts**

5a. The president shall hold all contracts signed by members of the Club. This includes membership contracts, officer contracts, and sponsorship contracts, etc.

#### **Section 6. Race promoters.**

6a. Club members having the desire to organize and stage a U.S.C.F. race or other event shall present their proposal at a Club board meeting . The Club board shall discuss the proposal and decide to conduct the race by vote.

6b. A Club member who's race has been approved by the Club board shall receive all necessary funds from the treasurer and shall turn over any and all profits from such event

to the treasurer

6c. All Club members who organize one or more Club races shall receive up to \$100.00 credit from the Club. This may be used for debts to the Club, Club clothing, or for dues payment. This credit shall never be given to the Club member in cash. This credit will be presented to the Club member at the January Club meeting following the season in which the race was organized. The board has discretion to allow for greater or lesser credit.

### **Section 7. Penalties**

7a. Club Members who do not adhere to the constitution and bylaws of the Club may be penalized by the Club. At any Club meeting, the president or vice president may call for a Club member to be penalized. A Club vote will decide whether to penalize the Club member.

7b. Penalties may consist of loss of voting rights, expulsion from office, loss of Club benefits, or removal from the Club. Removal from the Club would require a second vote, however (see Article B, Section 4 of the constitution).

### **Section 8. Tax Exempt Status**

8a. No part of the club's net earnings may benefit any person having a personal and private interest in the activities of the club and the club shall be so governed as to qualify for tax exempt status with the IRS and Wisconsin Department of Revenue.

OverDrive Cycling Club(OCC) Charter