

**Constitution and Bylaws of the Veloteers Bicycle Club**  
**Adopted: February 17, 2004**

**ARTICLE I**  
**NAME & COLORS**

The name of the organization shall be the Veloteers Bicycle Club.

*Veloteer is a made up name combining two words, “velo” and “volunteer”. Velo is from the Latin for "swift" as in "velocity" and was used by the French to describe an early type of bicycle, the "velocipede". Velo is now a common prefix for bicycle related subjects. Tennesseans are sometimes referred to as “Volunteers.” Tennessee’s most popular nickname is “The Volunteer State” because of the record number of volunteers the state provided during both the War of 1812 and the Mexican war. It is in this spirit and with this association of the word that the club is associated. The club is in no way associated with the University of Tennessee or the color orange.*

The official colors of the club are purple, red and green.

**ARTICLE II**  
**PURPOSES AND POWERS**

Promote interest and encourage fun and safe participation in bicycling of all forms. Towards this primary endeavor, our goals are to:

- Make regularly scheduled group rides and other cycling events and activities available to cyclists of all abilities and types.
- Foster fellowship among cyclists and/or those interested in cycling.
- Encourage and support bicycle safety education by providing related information and services to club members, the community and government officials.
- Advocate, defend, and protect the bicycle as a legal vehicle used for recreation, health and transportation.
- Represent the interest of bicyclists and advance “share the road” values with legislative and administrative groups on proposals relating to matters affecting bicycling activities. (I.e. the establishment and maintenance of bicycle facilities, traffic regulations and enforcement, educational efforts and programs, etc.)
- Provide a channel of communication via the club website to share information about club activities and other information related to cycling with members, other cycling clubs, and the community.
- Promote the positive image of cyclists in the community through example.

**ARTICLE III  
FISCAL YEAR**

**SECTION 1**           The fiscal year begins July 1 and ends June 30.

**ARTICLE IV  
MEMBERSHIP**

**SECTION 1**           The membership shall be open to anyone who subscribes to the purposes, charter, and bylaws of this organization.

**SECTION 2**           The club does not discriminate in admitting members according to their race, nationality, age, sex, creed, religion or riding capability. Persons under the age of 18 years of age must have prior parental consent for such membership.

**SECTION 3**           The membership shall also be contingent upon payment of annual membership dues of an amount as the Board of Directors may from time to time determine. Membership shall be suspended for failure to renew if annual dues have not been received within 45 days of the membership renewal date, but promptly reinstated to the membership renewal date retroactively upon payment of any delinquency.

**SECTION 4**           There will be four categories of membership. Members may be individuals, households, sponsors, or honorary.

**SECTION 5**           The membership of any active member who violates any provision of the constitution, bylaws or rules of the Club may be suspended or voided by a majority vote of the Board of Directors.

**SECTION 6**           No person may use the name or emblem of the Veloteers Bicycle Club in advertising without the consent of the Board of Directors. Consent shall be evidenced by a majority vote of Directors.

**ARTICLE V  
RIGHTS AND LIABILITIES OF MEMBERS**

**SECTION 1**           No director, officer, member, or authorized agent, or representative of the club shall be liable or responsible for any debts or liabilities of the club, or liable to the Club except to the extent of their unpaid portion of membership dues.

**SECTION 2**           Each individual member shall have one vote; each household membership shall have a maximum of two votes; each sponsor membership one vote;

and honorary members no votes on all matters brought before a vote on the membership.

**SECTION 3** Honorary memberships do not pay dues, may not serve on the Board or vote. Honorary members allow individuals or organizations that benefit bicycling to receive monthly club information. Honorary memberships must have Board approval.

**SECTION 4** Sponsor memberships incur additional benefits and responsibilities. As a benefit, sponsor members shall be allowed to display their logo and a link to their own website on the Veloteers website. Also, a sponsor shall be allowed to advertise up to one promotion per month on the website and per newsletter. The sponsor's logo should appear on all printed ads for club activities. Sponsor member responsibilities require material participation in all major club events. Material participation shall consist of providing manpower for a majority of the duration of the event, and/or donating an appropriate amount of money and/or product as agreed upon by the board and sponsor. If the sponsor fails to perform the requirements of sponsor membership, all logos or references to the sponsor shall be removed from the club website and other printed materials until the next event. At that time, the sponsor member will have the opportunity to be reinstated by providing the required elements.

## **ARTICLE VI MEETINGS OF MEMBERS**

**SECTION 1** The Club shall hold a meeting of the membership annually at any time within six (6) months of the close of the fiscal year for the purpose of reviewing the activities and financial affairs of the Club, electing a Board of Directors, and conducting such other business as may properly come before the meeting. The Club may also hold other special meetings of the membership as may be necessary from time to time to properly conduct the affairs of the Club. Such special meetings may be called by the President of the Club, by a majority vote of the Board of Directors, or upon the written request of at least ten percent (10%) of the members.

**SECTION 2** All meetings of the members shall be held at a convenient hour and place designated by the Board of Directors. Notice of the meeting shall be given to all members not less than ten (10) days before said meeting via email and posted on the club website.

**SECTION 3** At any meeting of membership, the members present shall constitute a quorum. Only members present at the meeting shall have the right to vote. Voting by proxy may on occasion be allowed, as determined by the Board of Directors. Unless otherwise established by the Bylaws, the decision of a majority of the members voting shall be the decision of the Club.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

**SECTION 1** The Board of Directors, hereinafter referred to as the "Board", shall be composed of five Directors elected by the membership. The term of each Director shall be two (2) years. Any vacancy in the Board caused by death, resignation, or disqualification of an officer shall be filled by a majority vote of the remaining Directors until the next annual meeting. Candidates for the board must be members in good standing.

**SECTION 2** The Board shall have the power to adopt rules and regulations, and to alter and amend the same from time to time, for the conduct of the business and activities of the Club. The Board shall have the authority to generally conduct all of the lawful affairs of the Club, including but not limited to, entering into any contracts, leases, or other agreements necessary to carry out the purposes of the Club. The Board shall attend monthly board meetings and vote on issues presented at meetings. The Board appoints a President, Vice-President, Secretary, Treasurer and other volunteer staff positions or committees as may be necessary to further and promote the interests and activities of the Club. Such positions or committees may be comprised of both Directors and other members. The Board shall optionally take on additional duties necessary to promote the interests and activities of the club.

**SECTION 3** Regular meetings of the Board should be monthly on the third Monday, unless a holiday, then on an alternate date designated by the Board. Notice shall be given to all members at least seven (7) days prior to the date of the alternate meeting date via email and posted on the website. The presence of at least three (3) members of the Board shall be necessary for the purpose of conducting business at any meeting of the Board. The decision of the majority of the Directors, present or not, is required and shall be the decision of the Club. For example, if only three directors are in attendance then all three members will have to agree. Board meetings are always open to the clubs members and will be referred to as Club Business meetings to encourage involvement and input of all members. This should not be confused with the annual meeting of members where members vote.

**SECTION 4** Special meetings of the Board shall be held on the call of the President or a majority of the Directors. All Directors shall be advised, either orally or in writing, as to the time and place of any such meeting. Notice shall be given at least seven (7) days prior to the date of the meeting. Attendance at any meeting shall constitute a waiver of notice thereof.

**SECTION 5** In case of the absence of any Director of the Club, or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such officer to any other Director, for the time being, provided a majority of the Board concurs therein.

- SECTION 6** The Board may remove from power or suspend any Director or staff member by a majority vote.
- SECTION 7** The President shall preside at all meetings of the membership and of the Board, report to the Board, shall perform such other duties as may be determined by the Board, and shall perform and discharge such other duties as generally devolve upon a chief executive officer.
- SECTION 8** The Vice-President shall perform all duties incumbent upon the President during the absence or disability of the President and perform such other duties as may be prescribed by the Board. Oversee activities of Secretary and Treasurer.
- SECTION 9** The Secretary shall have the custody and care of the corporate records of the Club, shall attend all meetings of the members and of the Board, shall keep a true and complete record of the proceedings of all such meetings, shall file and take charge of all papers and documents belonging to the Club, shall keep a list of members entitled to vote at the Club's principal office and make them available for inspection by Club members, and shall perform such duties as may be prescribed by the Board. Coordinates elections; receives and tallies votes.
- SECTION 10** The Treasurer shall keep correct and complete records showing accurately at all times the financial condition of the Club, shall be the legal custodian of all monies and other valuables which may from time to time come into the possession of the Club, shall maintain a bank account in the name of the Club, shall furnish at meetings of the Board and membership, or whenever requested by the Board, a statement of the financial condition of the Club, shall be responsible for the filing of all appropriate tax reports, and shall perform such other duties as the Board may prescribe.

**ARTICLE VIII  
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

- SECTION 1** The Club shall indemnify any person made a party to any action, suit, or proceeding by reason of the fact that such person, or his successor or assign, is or was a Director or staff member of the Club against the reasonable expenses, including attorney fees, actually and reasonable incurred by such person in connection with the defense of such action, suit or proceeding. The Club may also reimburse to any such Director or staff member the reasonable costs of settlement of any action, suit or proceeding if it shall be found by a majority of the members that it was to be the interests of the Club that such settlement be made. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director or staff member may be entitled apart from the provision of these By-Laws.

**ARTICLE IX  
CONTRACTS, CHECKS, NOTES, ETC...**

**SECTION 1** All contracts and agreements must be approved by a majority of the Board. After approval any Director may sign said contract or agreement. All expenditures of the Club must be approved by a majority of the Board. After approval, checks and drafts shall be signed by the Treasurer or any Director.

**ARTICLE X  
NON-PROFIT ORGANIZATION**

**SECTION 1** The Club is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the make of distributions that qualify as exempt organizations under 501(c)(4) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**SECTION 2** The Club shall, at all times, be operated on a non-profit basis for the mutual benefit of its members. The Club shall pay no dividends or other interests in the assets of the Club to its members. No part of the earnings of the Club shall insure to the benefit of, or be distributed to, its members, officers, Directors, or any other private persons or corporations, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and expenses incurred and to make payments and distributions and in full furtherance of the purposes set forth herein.

**SECTION 3** No substantial part of the activities of this Club shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Club shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the **Articles of Incorporation** of these By-Laws, the Club shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(4) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE XI  
TERMINATION AND DISSOLUTION**

**SECTION 1** The Club may be terminated and dissolved upon the affirmative vote of at least two-thirds (2/3) of all members present.

**SECTION 2** Upon dissolution of the Club, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(4) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the

principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

**ARTICLE XII  
AMENDMENT OF BY-LAWS**

**SECTION 1**

The power to make, alter, amend, or repeal these By-Laws is vested in the membership. Any member of the Club may introduce an amendment or revision at any scheduled Club meeting or Board meeting. Following the introduction, notice of such proposed amendment(s) or revision(s) shall be emailed to each club member and posted on the website at least 14 days before the next scheduled Club meeting. The affirmative vote of 2/3 of the members present shall be necessary to effect alteration, amendment, or repeal of the Code of By-Laws.

**Veloteer Bicycling Club, Inc.**

**By:** \_\_\_\_\_

**President**

**Attest:** \_\_\_\_\_

**Secretary**