

**RAPID WHEELMEN CONSTITUTION**

**ARTICLE I  
Name**

The name of the organization shall be (the) RAPID WHEELMEN, INC., also referred to as "the Club" in the following document.

**ARTICLE II  
Club Purpose**

A. The purpose of the Club shall be to promote the general interest of bicycling in all its phases: to encourage and facilitate touring, races, bicycling outings, and all forms of recreational bicycling activities; to defend and protect the rights of bicyclists; to secure a better understanding and recognition of the need for safer riding conditions; to encourage the allocation of facilities for bicycling on public lands; to cooperate with public authorities in the observance of traffic regulations; and to advocate the recognition of the bicycle as a vehicle used for pleasurable, healthful, and viable transportation.

B. To cooperate with other organizations with a similar goal and purpose.

C. The Club shall at all times, during the span of its existence, maintain an attitude strictly non-sectarian, nonpartisan, non-sectional, and non-profit. All money collected by dues or other means (tour or race registrations, donations, etc.) shall revert to the treasury and be used only for furthering the sport and recreation of bicycling unless otherwise specified by the general membership.

**ARTICLE III  
Membership**

The three types of membership in the Club are (A) Regular Membership, (B) Life Membership, and (C) Complimentary Membership.

A. REGULAR MEMBERSHIP in the Club is given to dues paid members who are 18 years of age or older. Those under 18 years of age must have written parental approval. Regular members will be eligible to hold a Club office and are entitled to full voting privileges as follows. Each regular member is entitled to one vote on Club matters. Each regular member will receive the Club's monthly newsletter, ride schedule, and be eligible to participate in any Club sponsored activity.

B. LIFE MEMBERSHIP in the Club is to be awarded by a simple majority affirmative vote of the membership attending a regular membership meeting. Nomination for life membership can be made by any Club member in good standing. Nominations for life membership must be published in the Club newsletter in the month prior to the membership vote. Life membership shall be awarded only for an outstanding contribution to the Club. All dues are to be waived for as long as the member wishes to remain in the Club. A life member is to have all the privileges of a regular member, including membership on the Executive Board, but must be elected to the Board like any other member.

C. COMPLIMENTARY MEMBERSHIP in the Club is given to bike shops and other organizations for the purpose of keeping the shop or organization on the Club's mailing list. Complimentary memberships carry no vote on Club matters and do not provide for election of any shop/organization representative to the Executive Board.

**ARTICLE IV  
Dues**

A. Annual Club dues are payable to the Club Treasurer by January 1st. The membership year will run from January 1st to December 31st. Current amount of dues will be set forth in the Club Bylaws. Anyone joining the Club after September 1st of the membership year will be paid-up for the balance of the current membership year and the next whole membership year.

B. A three year membership is also available, with dues payable to the Club Treasurer by January 1st. The three year membership period will run from January 1st to December 31st of the third year. (example; January 1, 2007 to December 31, 2010) Current amount of dues will be set forth in the Club Bylaws. Anyone joining the Club after September 1st of the membership year, and purchasing a three-year membership, will be paid-up for the balance of the current membership year and the balance of the three-year membership period.<sup>1</sup>

**ARTICLE V  
Elections**

A. The officers of the Club shall consist of a President, Vice-President, Secretary, Treasurer, Membership Chairperson, Special Events Chairperson, Head Ride Captain, Head Race Captain, Safety Committee Chairperson, Newsletter Editor, Immediate Past President, and Chairpersons of any ad hoc committees.

B. Election of Club officers shall be held annually at the December membership meeting. The Executive Board will be the Nomination Committee and present a list of candidates for the offices to be filled. Additional names may be placed in nomination from the floor immediately prior to election. A plurality of membership present shall be necessary to elect. The officers-elect will take their positions at the first meeting following the election.

C. All officers serve for a term of one year. The offices of Vice-President, Secretary, Treasurer, Membership Chairperson, Special Events Chairperson, Ride Captain, Race Captain, Safety Committee Chairperson and Newsletter Editor are elected annually. The position of President is automatically filled by the Vice-President. The position of Direct Emeritus is voted upon by the newly elected board and is typically the Immediate Past President. Chairpersons of any ad hoc committees are appointed by the Executive Board, subject to approval of the general membership attending the next scheduled membership meeting.

**ARTICLE VI  
Officers and Duties**

**A. PRESIDENT**

1. Is a voting member of the Executive Board.
2. Is the chief operating office of the Club with the power to initiate and direct Club policy subject to the approval of the Executive Board.
3. Chairs the Executive Board and monthly Club meetings.
4. Is ex-officio member of all committees.
5. Oversees publication of the newsletter.
6. Arranges programs for monthly Club meetings.
7. Is a signatory to the club's bank account.

**B. VICE-PRESIDENT**

1. Is a voting member of the Executive Board.
2. Substitutes for the President in his/her absence.
3. Performs additional duties as assigned by the President and/or the Executive Board.
4. In the event that a chairperson cannot be found for 100 Grand, the VP will act as event chair with assistance from the board.
5. Becomes President at next year's elections.
6. Is a signatory to the club's bank account.

**C. SECRETARY**

1. Is a voting member of the Executive Board.
2. Records minutes of all regular Club and Executive Board meetings.
3. Serves as official correspondence secretary.
4. Furnishes a copy of minutes of regular Club and Executive Board meetings to all Executive Board members.
5. Reads the minutes of the regular Club and Executive Board meetings at those meetings.

**D. TREASURER**

1. Is a voting member of the Executive Board.
2. Keeps a record of all financial transactions.
3. Pays approved bills for which there are receipts.
4. Furnishes a copy of the monthly expenses/income report to all Executive Board members.
5. Reads the monthly expense/income report to all Executive Board members.
6. Maintains the club's bank account(s) and submits bank statement copies to the board every month.
7. Is bondable.
8. Is a signatory to the club's bank account.

**E. MEMBERSHIP CHAIRPERSON**

1. Is a voting member of the Executive Board.
2. Collects dues.
3. Keeps the membership roll current.
4. Prints and sends out membership lists to all Club members who request them.

**F. SPECIAL EVENTS CHAIRPERSON**

1. Is a voting member of the Executive Board.
2. Plans Club special events such as parties, picnics, etc.
3. Publishes information about the clubs purpose and events in area sports magazines and other free publications.
4. Performs additional duties as assigned by the President and/or Executive Board.

**G. HEAD RIDE CAPTAIN**

1. Is a voting member of the Executive Board.
2. Determines the ride schedule and submits it to the newsletter editor for inclusion in the newsletter.
3. Leads rides.
4. Submits ride stories to the newsletter editor for inclusion in the newsletter.

**H. RIDE CAPTAINS**

1. Help determine the ride schedule.
2. Lead rides.
3. Submit ride stories to the newsletter editor for inclusion in the newsletter.

**I. HEAD RACE CAPTAIN**

1. Is a voting member of the Executive Board.
2. Oversees all Club sponsored races.
3. Records rider participation and placement in races and Time Trials in which our membership participates.

**J. RACE CAPTAINS**

1. Help run the Time Trials.
2. Help plan and oversee all Club sponsored races.
3. Help record rider participation and placement in races and Time Trials in which our membership participates.

**K. SAFETY COMMITTEE CHAIRPERSON**

1. Is a voting member of the Executive Board.

2. Oversees the functions of the Safety Committee.
3. Chairs meetings for the Safety Committee.

L. NEWSLETTER EDITOR

1. Is a voting member of the Executive Board.
2. Is the chief editor of the monthly newsletter.

M. Director Emeritus

1. Is a voting member of the Executive Board.
2. Serves as voice-of-experience on all Club matters.
3. Performs additional duties as assigned by the President and/or the Executive Board.

**ARTICLE VII  
Committees and Duties**

A. The Executive Board of the Club shall consist of the President, Vice-President, Secretary, Treasurer, Membership Chairperson, Special Events Chairperson, Head Ride Captain, Head Race Captain, Safety Committee Chairperson, Newsletter Editor, Immediate Past President, and the Chairperson of any ad hoc committees.

B. The property and lawful business of the Club shall be held and managed by the Executive Board, which shall possess all the powers and the authority as may be necessary to carry out the purpose and goals of the Club as limited by the constitution and bylaws.

C. The duties of the Executive Board members shall be such as their titles by general usage would indicate; and such as would be assigned to them by the Board from time to time, and such as required by law, or stated in this constitution and bylaws.

D. All Executive Board positions are unpaid positions. Members seeking Board positions do so with this knowledge and seek their desired positions to help further the stated goals of the Club. In recognition of their time spent on Club business, annual membership fees and tour (non USCF events) participation fees shall be waived for Executive Board members for their term of office. Required application and release forms must be filled out, signed, and submitted as per normal procedures.

E. Any member of the Executive Board who does not perform his/her assigned duties to a level stated by this document and expected by the membership may be removed from his/her office as follows:

Any member may petition the Board and ask for removal of a Board member. Such a request must be in person and presented to the Board at a regularly scheduled Board meeting. A full explanation of why removal is sought must be provided. The President, or Vice-President in the event that the action is sought against the President, with a simple majority vote of the Board shall have the authority to ask the general membership to approve the removal of any ELECTED Board member from his/her position at any time, for any cause which the Board shall deem adequate, and it shall not be necessary to identify such cause or reason in the records of the meeting. He/she may be removed from office by a simple majority vote by the members attending a regular membership meeting.

Appointed Board members may be removed from the Executive Board by a simple majority vote of the other members of the Executive Board, subject to the approval of the general membership attending a regular membership meeting. The general membership must be informed of pending actions against any Executive Board member by notification of such action in the Club newsletter prior to any Club vote or approval of officer removal.

Upon removal from their position on the Board, all documents and objects which are the lawful properties of the Club and were in possession or assigned to the particular Board member, must be turned over to the Executive Board in a timely fashion. Any Board member removed from office shall not be eligible

for re-election or re-appointment to the Executive Board for a period of one year after his/her removal.

F. In the event of the resignation or removal of the President, the Vice-President shall assume the presidency and shall appoint a new Vice-President, subject to the membership confirmation stated above.

In the event of the resignation or removal of a non-elected committee chairperson, the President shall appoint a new chairperson subject to a simple affirmative vote of the Executive Board, and subject to a simple majority approval of the members attending a regular membership meeting.

G. The President can appoint Club members to serve on other temporary ad hoc committees. Their duties are to carry out specific purposes assigned by the President.

#### **ARTICLE VIII Meetings**

A general membership meeting is to be held monthly except in January. The July membership meeting will take place at the Club picnic. Additional membership meetings may be called by the President as needed. Each member shall be notified by first class mail of the added membership meeting no less than 10 days prior to such meeting. The Executive Board will meet once a month except in December as needed.

#### **ARTICLE IX Quorum**

A quorum for the purpose of conducting business at general membership meetings shall consist of at least 15 current members. A quorum for the purpose of conducting business at Executive Board meetings shall consist of a simple majority of the filled positions of the voting members of the Executive Board.

#### **ARTICLE X Order of Business**

The order of business at monthly general membership meetings shall normally be:

- A. Call to order.
- B. Reading of the minutes of the previous meeting.
- C. Treasurer's report.
- D. Reports of officers and committees.
- E. Old Business.
- F. New business.
- G. Introduction of new members and guests.
- H. Call to adjourn the business meeting.
- I. Refreshment break.
- J. Program.

#### **ARTICLE XI Constitutional Amendments and Bylaw Changes/Additions**

- A. Amendments to this constitution may be proposed by any member and shall be incorporated in the constitution by the following procedure:
  - 1. The proposal is to be published in the monthly newsletter.
  - 2. After being published, the proposal is to be discussed at the next Club meeting.
  - 3. Following discussion, the final wording of the amendment and a ballot are to be published in the newsletter.
  - 4. Ballots from the newsletter are due in person or by mail by the next monthly Club meeting and are counted at that time.
  - 5. The passage of the amendment proposal is to be by two thirds majority vote of those members voting.

- B. Bylaw changes/additions may be proposed by any member and shall be incorporated in this Constitution by the following procedure:
1. The proposal is to be published in the monthly newsletter.
  2. After being published, the proposed bylaw is to be discussed and voted upon at the next Club meeting.
  3. Bylaws are to be passed by a simple majority vote of those members present at the Club meeting.

**ARTICLE XII  
Bylaws**

- A. People furnishing refreshments at Club meetings will be reimbursed for beverages and snacks upon submission of a bill receipt to the Treasurer. A reimbursement dollar amount limit will be determined by the Executive Board and made known to the membership.
- B. All Club memberships are family memberships. Annual membership dues shall be determined by the Executive Board subject to a simple majority affirmative vote by the members attending a regular Club meeting. The cost of a 1-year membership shall be set at \$20.00. The cost of a 3-year membership shall be set at \$50.00.<sup>ii</sup>
- C. A current copy of the constitution and bylaws will be given to any new or current member who requests one.
- D. The Club shall be a dues-paying member of the following organizations:
1. League of American Wheelmen.
  2. United States Cycling Federation.
  3. League of Michigan Cyclists.
  4. USA Cycling.
- E. Beginning in January, 1982, and continuing on a calendar year basis thereafter, the Club will recognize total bicycling mileage for individual members. Only outdoor mileage is to be counted. Each member wishing to participate in this program is responsible for keeping a mileage log which will be turned in to the Newsletter Editor by January 5 of the following year. Each member submitting a mileage log will have their total mileage for the year published in the February newsletter.
- F. The Club will not sell its Club directory nor make it available to anyone for profit of solicitation. The directory shall have the heading, "The use of this membership directory for other than Rapid Wheelmen Club purpose is prohibited."
- G. Complimentary Club memberships are offered to those who present programs at regular membership meetings and other meetings open to our membership. If the presenter is a current member, his/her membership will be extended for the next year. Required application and release forms must be filled out, signed, and submitted as per normal membership procedures.
- H. Invitational Events Policy:  
These events include but are not necessarily limited to the 100 Grand and Colorburst. Any other Club sponsored events, either one-time or recurring, are expected to adhere to this policy. These events are sponsored by the Rapid Wheelmen Bicycle Club and therefore:
1. Purpose: The main purpose of these events is to promote cycling as a recreational activity and as a sport, to provide the bicyclists of the region with an opportunity to participate in an organized cycling event, and to promote the Rapid Wheelmen Bicycle Club. Of paramount importance is that these events be of quality nature and provide the participants with an enjoyable and rewarding experience. The 100 Grand exists to financially benefit the Rapid Wheelmen organization, but the purpose is secondary and must

remain so. The Colorburst tour exists to benefit a local charity of the Club's choice (determined by the Board) by donating all proceeds (after expenses) to the selected charity. This purpose is only secondary and it should not interfere with the main goal as stated above.<sup>111</sup>

2. Event director(s): Event director(s) are appointed by the Board or inherit the position as a consequence of their elected status.

Event director(s), to a greater degree, have control over their respective events. They are, however, expected to report to the Board on their event planning progress on a regular basis.

Event director(s) should maintain records including application forms; route maps; number of participants; name of volunteers; type, quantity, and cost of food and beverage; vendors; and contact names. At the conclusion of the event these records are to be turned over to the Board for the purpose of future planning.

3. Club name and logo: The name of our Club and its logo are important identifiers and MUST appear prominently on all entry forms, confirmation letters, maps, etc. used in relation to invitational events.
4. Release forms: Invitational tours must use a standard release form which has been designed for maximum effectiveness and has been approved by the Board. The events governed by national organizations must use a release form which has been designed for maximum effectiveness and which meets the requirements of these external organizations (e.g. USCF). All participants MUST sign a release form. Payment of registration fees are not to be used in place of a signed release. It is the responsibility of the event director(s) to make sure that all participants have signed the required release and that the signed release is easily accessible to event director(s).
5. Helmet usage: The use of helmets on all invitational events should be strongly urged of all participants and at the Board's or national organization's discretion be required. The policy statement should be displayed prominently on all event advertisements and release forms.
6. Registration fees: All entry fees must be in the form of cash or check/money order made payable to the Rapid Wheelmen. This policy statement (e.g. make checks payable to: THE RAPID WHEELMEN) MUST appear on any applicable registration forms.

All entrance fees for invitation events are to be turned over to the Rapid Wheelmen Treasurer in a regular and timely manner for deposit in the Rapid Wheelmen treasury.

7. Event expenses: All expenses related to an event should, whenever possible, be billed to the Rapid Wheelmen with invoices sent directly to the Treasurer for payment.

Event director(s) may pay for goods and services purchased from their own personal accounts if it is convenient for them to do so. Upon delivery of the receipts to the Rapid Wheelmen Treasurer, they can expect prompt reimbursement. In kind, the Treasurer can expect to receive the bills and receipts promptly after the purchase and has the right to refuse payment if these are received more than 90 days after the purchase.

Bills/receipts for goods and services must be maintained and turned over to the Board at the conclusion of the event for the purpose of future planning.

I. Colorburst Tour funds disbursement: The Colorburst Tour exists as a celebration of life, a memorial to Donna Ryskamp and Craig Campbell, and as a benefit for a charity or other recipient of the Club's choice. Any Club member may propose to the Club a worthy recipient or worthwhile cause. Any proposals must be received by the Executive Board by the July Board meeting. Such proposals may be in writing or in person and should include background information on the proposed charity and justification as to why they should be the recipient of these funds. The Executive Board will be the nominating committee and will present a list of candidate recipients to the general membership. This list must be published in the September newsletter. Selection of the Colorburst Tour profit recipient(s) will occur at the October membership meeting by a simple majority affirmative vote of the members present. The selected recipient(s) will receive any ride profits generated by the Colorburst Tour which occurs in the following year. Tour profits may be distributed to more than one cause in any year.

- J. Retail sales at annual Club rides
1. Intent: To make appropriate services and merchandise available to riders, without distracting from or hindering conduct of the event. To receive revenue appropriate for both the Club and the merchant.
  2. Policy: The Rapid Wheelmen will allow a few spaces for retail sales at their annual rides. Initially, the fee will be set at \$25 per space and up to 10 spaces will be allowed. The event chairperson will approve all merchants and their displays to insure equity and the intent of this policy. Application and approval must be completed before the event. The event chairperson may alter the number of spaces and the cost without approval of the Executive Board.

**Article XIII  
INTERESTED OFFICERS AND DIRECTORS**

**Section 1. Transactions.**

No contract or transaction between the Club and one or more of its Directors or officers or between the Club and any other corporation, partnership, association or other organization in which one or more of its Directors or officers are Directors or officers or have a financial interest shall be void or void able solely for this reason or solely because the Director or officer is present at, or participates in, the meeting of the Directors or committee thereof which authorizes the contract or transaction or solely because his or their votes are counted for such purpose if:

- (a) The material facts, as to his or her relationship or interest, and as to the contract or transaction, are disclosed or are known to the Directors or the committee and the Board or committee, in good faith, authorizes the contract or transaction by the affirmative vote of a majority of disinterested directors or committee members even though the disinterested Directors be left without a quorum; or
- (b) The contract or transaction is fair as to the Club as of the time it is authorized, approved or ratified by the Directors, a committee thereof or the members.

**Article XIV  
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

**Section 1. Indemnification of Directors and Officers: Claims by Third Parties.**

The Club shall, to the fullest extent authorized by the Michigan Non-Profit Corporation Act, as amended, indemnify a Director or officer (the "Indemnitee") who was or is a party or who is threatened to be made a party to a threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, other than an action by or in the right of the Club, by reason of the fact that he or she is or was a director, officer, employee or agent of the Club, or is or was serving at the request of the Club as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses (including attorneys' fees), judgments, penalties, fines and amounts paid in settlement actually and reasonable incurred by him or her in connection with such action, suit or proceeding if the Indemnitee acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Club and with respect to a criminal action or proceeding, if the Indemnitee had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere, or its equivalent, does not, of itself, create a presumption that the Indemnitee did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Club, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

**Section 2. Indemnification of Directors and Officers: Claims Brought by or in the right of the Club.**

The Club shall, to the fullest extent authorized by the Michigan Non-Profit Corporation Act, as amended. Indemnify a director or officer (the "Indemnitee") who was or is a party to or is threatened to be made a party to a threatened, pending or completed action or suit by or in the right of the Club to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Club, or is or was serving at the request of the Club as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses (including actual and reasonable attorneys' fees), and amounts paid in settlement incurred by the person in connection with the action or suit, if the Indemnitee acted in good faith and in a manner the person reasonable believed to be in, or not opposed to, the best interests of the Club. However, indemnification shall not be made for a claim, issue or matter in which the Indemnitee has been found liable to the Club unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the Indemnitee is fairly and reasonable entitled to indemnification for the expense which the court considered proper.

**Section 3. Advancement of Expenses.**

Expenses incurred in defending a civil or criminal action, suit or proceeding described in Sections 1 and 2 above shall be paid by the Club, promptly after request by the Indemnitee in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the Indemnitee to repay the expenses if it is ultimately determined that the Indemnitee is not entitled to be indemnified by the Corporation. The undertaking shall be by unlimited general obligation of the Indemnitee on whose behalf advances are made, shall not be required to be secured and shall

be accepted without reference to financial ability to pay. In the event the Club fails to advance such expense as required hereunder within Thirty (30) days of the request therefore, the Indemnitee shall be entitled also to collect interest thereon at the rate of Eight Percent (8%) per annum from the date of the request.

**Section 4. Approval of Indemnification.**

An indemnification under Section 1 or 2 hereof, unless ordered by a court, shall be made by the Club only as authorized in the specific case upon a determination that indemnification

of the Indemnitee is proper in the circumstances because he or she has met the applicable standard or conduct set forth in Sections 1 and 2. This determination shall be made in one of the following ways, as designated by the Indemnitee in his or her sole discretion:

- (a) By a majority vote of a quorum of the Board consisting of directors who were not parties to the action, suit or proceeding;
- (b) If the quorum described in Sub-Paragraph (a) above is not obtainable, then by a majority vote of a committee of directors who are not parties to the action; provided, the committee shall consist of not less than Two (2) disinterested directors;
- (c) By independent legal counsel in a written opinion.

Upon written request by the Indemnitee for indemnification (which request shall designate a method of determination described above), the Club shall, at its expense, take all actions necessary to make the determination (utilizing the method of determination designated by the Indemnitee) as expeditiously as possible but within not later than One Hundred Eighty (180) days after such request. The Indemnitee shall have the right to petition a court of appropriate jurisdiction: (i) to make the determination if the Club fails to do so within the time allotted; or (ii) to review the determination if the determination denies indemnification in whole or in part.

**ARTICLE XV  
CLUB YEAR**

**Section 1. Club Year.**

The Rapid Wheelmen, Inc. will operate on a Calendar Year basis.

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<sup>i</sup> Revision: A three year membership was added under Article IV on 11/01/2005. Mark Hagar, 11/08/2005.

<sup>ii</sup> Added three-year membership dues. Mark Hagar, 10/12/06.

<sup>iii</sup> Removed all references to the National 24 Hour Challenge, per club President. Mark Hagar, 11/14/2005.