

FREEWHEELERS OF SPARTANBURG, INC. BY-LAWS

(October 2002; revised July 2015, August 2017)

ARTICLE I: NAME

The name of this organization is Freewheelers of Spartanburg, Inc. For the purposes of these By-Laws, the terms "Freewheelers," "membership" and "club" shall, unless otherwise specified, be understood to refer to the Freewheelers of Spartanburg, Inc.

ARTICLE II: PURPOSE

The Freewheelers of Spartanburg, Inc., is a non-profit community service organization, the purpose of which is to provide education and promotion of bicycle safety and a forum for amateur sports competition and touring within the meaning of the Internal Revenue Code. Unless otherwise stated, for the purpose of these By-Laws the terms bicycle(s)" and "bicycling" shall be understood to include both road and mountain (all-terrain) bicycle(s) and bicycling.

ARTICLE III: MEMBERSHIP

Section 1: Membership is open to individuals and families, particularly in the Spartanburg area, who desire to promote the club purposes set forth in Article II. Membership dues will be \$35.00 per year for a family, \$25.00 for individual membership, payable at the beginning of each calendar year. This section may be amended by a two-thirds vote of the Executive Committee and simple majority of the membership attending a scheduled membership business meeting. All active members must be notified of any vote to change membership fees at least one week before the vote is to be held.

Section 2: The privileges of membership shall include voting and holding positions in the club, participation in activities, teams and events limited to club members, and any and all other benefits due club members.

Section 3: The Freewheelers of Spartanburg, Inc., may, at the discretion of its officers and members, affiliate itself with any organization that will further the purposes of the club.

ARTICLE IV: OFFICERS

Section 1: The Freewheelers of Spartanburg, Inc., shall elect the following officers:

1. President
2. Vice-President
3. Director of Assaults on Mt. Mitchell and Marion (non-voting)
4. Director of Touring
5. Director of Racing
6. Director of Membership
7. Safety Committee Chair
8. Recording Secretary
9. Treasurer
10. Webmaster (non-voting)
11. Bicycle Shop Liaison
12. Palmetto Cycling Coalition Liaison
13. Member at Large Position
14. Member at Large Position
15. Member at Large Position

All positions are to be filled at the annual election of officers in June and take effect July 1, unless otherwise directed by the club.

Section 2: Duties of officers are as follows:

1. The President shall preside at regular and special meetings of the general membership of the club. The President shall also call and preside at meetings of the Executive Committee, be responsible for the general supervision of club activities, promote and act as spokesperson for the club, and help publicize club activities. The president shall post through electronic means the meeting agendas with detailed motions one week prior to each meeting.
2. The Vice-President shall fill in for the President in his/her absence including but not limited to presiding over meetings as necessary. The Vice-President shall chair the Officer Nominating Committee. In the event the President cannot complete his/her term the Vice-President shall take over until the next regularly scheduled election.
3. The Director of Assaults on Mt. Mitchell and Marion is responsible for coordinating and organizing the Annual Assaults on Mt. Mitchell and Marion. Due to the complexity of this job, this Director shall have a contractual agreement with the Freewheelers of Spartanburg, Inc. The Director's contract shall identify all essential duties of the director, a detailed estimate of major expenditures and total event budget, and deadlines of completion of essential tasks; the contract obligations shall be monitored by the full Board monthly from the beginning date of the contract until the completion of the event. Due to this being a volunteer paid position, The Director of the Assaults will not have a voting position on Freewheelers Board issues.
4. The Director of Touring schedules and coordinates club rides of a non-racing nature and provides this information to the club through electronic means.
5. The Director of Racing shall report to the club racing matters of interest or concern to the club and schedule and coordinate competitive bicycling events sponsored by the club.

6. The Director of Membership shall keep accurate, updated membership records.
7. The Safety Chair shall lead the safety committee and advocate for all things safety related
8. The Recording Secretary shall keep minutes of regular monthly membership meetings and meetings of the Executive Committee. They will post the minutes on the club's website and announce the minutes within one week of the meeting to the membership through electronic means.
9. The Treasurer shall be responsible for the receipt and disbursement of club funds and for keeping and maintaining accurate and up-to-date records of finances. The Treasurer shall report the club's financial status to the club members quarterly. The Treasurer shall prepare an annual financial report and yearly budget to be approved by the Board and voted on by the membership.
10. The Webmaster shall maintain an accurate and up-to-date club website on the Internet for the benefit of club members and other interested parties. Due to the technical nature of this position, this officer shall have a contractual agreement with The Freewheelers of Spartanburg, Inc. Due to this being a volunteer paid position, The Webmaster will not have a voting position on Freewheelers Board issues.
11. The Bicycle Shop Liaison shall maintain good relationship between the club and area bicycle shops by means of regular contact with these bicycle shops. This officer shall function as the contact person, which the bicycle shops, may promote and publicize news of interest to club members. This officer is to report such information to the club membership at regular meetings.
12. The Palmetto Cycling Coalition Liaison shall report the activities of the PCC to club members on a regular monthly basis.
13. The three Member at Large positions shall attend meetings regularly and offer ideas and convey to the board the general feelings and opinions of the membership body.

Section 3: The following paid/non-voting officers shall be screened and selected by the Board of Directors and submitted to the membership for approval as needed at a general membership meeting:

1. The Director of Assaults on Mt. Mitchell and Marion
2. The Webmaster

Section 4: Any and all active members of the club are eligible to run for elective office or volunteer for official positions as listed above. If a member can volunteer for duties of multiple positions due to vacancies, that member's vote will only count once in voting matters. If the member is also serving in one of the paid positions, then the member will not have a vote. Vacancies are filled when a suitable replacement is found.

Section 5: Any person eligible to serve may run for an office upon nomination from the floor and a second. An officer shall be elected upon receipt of a majority of votes cast by active members at the general meeting where the elections are being held. Should no candidate receive a majority of votes cast on the first ballot, a run-off election shall be held between the two candidates receiving the highest number of votes.

ARTICLE V: PROCEDURES

Section 1: Regular club meetings shall be held the evening of the first Monday of each month unless otherwise announced by the President, as in the event of a holiday falling on that date. Members shall be notified of regular meetings including agendas through electronic means. (See duties of the President, Article IV, Section 2)

Section 2: At any scheduled meeting of membership, attendance in person of a simple majority of board members and 1 non-board member shall constitute a quorum. Only members present at the meeting shall have the right to vote, as there shall be no voting by proxy. The acts of the majority of the members present at a scheduled meeting shall be considered the acts of the Freewheelers of Spartanburg, Inc., except as otherwise provided by the By-Laws.

Section 3: Removal of officers or any member for just cause may occur upon a motion at a general membership meeting duly made and seconded with a majority vote of those present. Any vacancy of a club officer created by such a removal, or due to other circumstances, shall be filled at the next general meeting as provided in Article IV, Section 5, above.

Section 4: The Executive Committee may, at its discretion, appoint a temporary replacement for any vacated office, pending an election or official appointment at the next general membership meeting.

Section 5: Robert's Rules of Order shall be considered to cover circumstances not covered by these ByLaws.

ARTICLE VI: THE EXECUTIVE COMMITTEE

Section 1: The composition of the Executive Committee (or "Board") shall be the officers of the club as provided in Article IV, Section 1.

Section 2: The executive committee shall meet when requested to do so by the President. These meetings shall be separate from regular monthly meetings of the club.

Section 3: The responsibilities of the Executive Committee shall include (but are not limited to) planning and coordinating club activities, determining agenda and programs for club meetings, and examination of all expenditures.

Section 4: Meetings of the Executive Committee shall be open to interested members who wish to attend. However, only members of the Committee itself, as designated in Section 1 of this Article, may vote.

ARTICLE VII: AMENDMENTS

Section 1: These By-Laws may be amended by a two-thirds vote at a general membership meeting. Any proposal to amend these By-Laws must be made at least two weeks in advance of the meeting at which the vote to amend shall take place and must be publicized directly to club members by all reasonable means.

Section 2: Amendment of the By-Laws may take place also by mail-in ballot or via e-mail, provided that at least one-half of the members respond and at least two-thirds of these responses favor the amendment.

ARTICLE VIII: FINANCES

Section 1: All club monies are to be held in bank account(s) established for the Freewheelers of Spartanburg, Inc., and dispersed at the discretion of the President and/or Executive Committee, for designated expenditures including special club events. Funds left over from such events are to be returned to the club account within four days of withdrawal.

Section 2: Only the Treasurer, the President and the Director of Assaults on Mt. Mitchell and Marion shall have authority to withdraw funds from club accounts. Expenditures over \$500.00 should be approved beforehand by a simple majority of the Board. The vote may be taken at a called Board meeting or through email. This includes checks (two of the three must sign the check), debit purchases, and electronic bill payment. The Director of the Assaults on Mitchell and Marion may spend the designated expenditures detailed in the Director's contract.

Section 3: Budget preparation: at the end of the membership drive in December, the President shall form a budget committee to prepare a budget for the following year. Membership dues are the main source of funds for the budget. The goal is not to spend more than the total taken in. The budget shall be presented in the January or February meeting for approval. After annual elections of the board in June, the new board members should review the budget at the July meeting. Following annual election of officers, the Executive Committee is to meet and prepare a budget to be presented to the membership at the November general monthly meeting of the club. This budget must be approved by a majority of members present.

Section 4: In the event of dissolution of the Freewheelers of Spartanburg, Inc., funds remaining in club accounts and any other assets held by this corporation shall be distributed to a designated successor 501©(3) or 501©(4) bicycle club. If no such successor club exists, then such remaining funds and other assets shall be distributed to the Palmetto Cycling Coalition, a 501©(3) corporation, in the care of its chief executive officer.