

ORANGE COUNTY WHEELMEN BYLAWS

ARTICLE I GENERAL

Section 1 Name

The name of this organization shall be the Orange County Wheelmen, henceforth, stated as OCW. The official colors and logo shall be determined by the OCW Board.

Section 2 Objectives

The objectives of this club shall include the following:

- a. Promote bicycling courtesy and safety on and off the road.
- b. Establish and maintain connections with the bicycling industry dealers, suppliers, organizations, and the community.
- c. Use the club's name and/or logo to promote cycling events and activities as authorized and approved by the OCW Board.

Section 3 Location

The principal office of this club shall be located at the residence of the president, at the residence of the president's successor, or at such other place as designated by the OCW Board.

Section 4 Mailing Address

The mailing address of this club shall be determined by the OCW Board.

Section 5 Internet

The website address and domain name of this club shall be <http://www.OCWheelmen.org>

Section 6 Rules of Order

Robert's Rules of Order shall be the authority on parliamentary procedure and a guide for conducting board and general meetings.

Section 7 Policies and Procedures

The OCW Board shall follow the club's current Policies and Procedures.

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ARTICLE II BOARD

Section 1 Power of the Board

Subject to any limitations in the Articles of Incorporation, these bylaws, or the laws of the state of California, all corporate powers shall be exercised by and all corporate business, including that of the divisions it operates, shall be controlled by the OCW Board. It shall be the OCW Board's responsibility to determine all matters of club policy according to these bylaws. The OCW Board shall ensure the proper conduct of the administrative affairs of the club and fulfillment of duties by officers and directors in compliance with these bylaws. The Secretary shall maintain a copy of the Articles of Incorporation.

Section 2 Board Members

The OCW Board shall consist of (five (5) elected officers and (five (5) appointed directors for a total of ten (10) members.

Elected officers of this club shall represent the offices of president, vice president, treasurer, secretary, and ride captain.

Except for the office of president, officer positions may be filled by no more than two individuals. Each co-officer shall have one-half of a vote whenever both are present at board meetings.

Appointed directors shall represent, Webmaster, Membership, Statistician, Editor and Saturday ride leader.

All officers and directors shall attend board meetings to conduct club business. Members may attend board meetings to observe and express ideas and opinions. Members may not make motions or vote at board meetings.

Section 3 Removal of a Board Member

Without limiting or detracting from the foregoing general power, the OCW Board shall have the power to remove any officer or director, to prescribe their duties, and to make the Policies and Procedures consistent with these bylaws and/or the laws of the state of California. Any ballot for removal shall be emailed, received, and tallied by the president or any Board member designated by the president, and such vote shall be by a two-thirds (2/3) majority of the current OCW Board.

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Section 4 Term of Office

Installation of officers shall occur in February. The term of office shall begin at the first board meeting in March. Officers are elected for one-year terms.

Installation of directors shall occur at the first board meeting in March when the officers vote in the slate of directors. Directors are appointed for one-year terms.

Section 5 Board Quorum

An OCW Board quorum shall constitute fifty percent (51%) plus one board member of the current elected officers and appointed directors. A vote by the quorum shall decide all matters unless otherwise provided for in these bylaws.

Section 6 Committees

The president may appoint board members or club members to committees as needed or required that shall conclude upon completion of assigned tasks or duties.

Section 7 Expenditures

Members shall seek prior authorization from the OCW Board for non-budgeted expenditures necessary in the performance of club related activities and events. Such reimbursement shall require a receipt of expenditures provided to the treasurer.

Section 8 Resignation

Board members may resign by addressing a letter of resignation to the president. Such resignation shall become effective upon receipt of such notice by the president. The president shall inform the OCW Board of the resignation in a timely manner through email, mail, and/or at a regularly scheduled meeting.

Section 9 Succession of Officers

In the event of the death, resignation, disability, or disqualification of an officer, other than the office of the president, the president shall appoint a successor to be ratified by the OCW Board. The president shall be automatically succeeded by the vice president.

Section 10 Board Meetings

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The OCW Board meetings shall be held monthly. The time and place shall be determined by the OCW Board. Notice of the meeting time, place, and date shall be posted on the website, and disseminated by email as appropriate.

Section 11 Special Meetings

Special meetings of the OCW Board may be called by the president or by a quorum of the current board at such time and place as may be designated. Notice through email shall be an acceptable form of communication with the purpose of the meeting clearly stated. Special meetings may be conducted on-line provided all attendees can hear each other and the identity of participants is clearly shown to all.

ARTICLE III OFFICERS

Section 1 President

The president shall preside at all board meetings and shall perform the duties pertaining to the office. The president shall execute club policy and exercise supervision of all club events and activities. The president shall represent the club in liaison with bicycling organizations and the community. The president shall represent or appoint a representative to address legal matters. The president may vote at board meetings only in the case of a tie.

Section 2 Vice President

The vice president shall assist the president in the conduct of the administrative affairs of the club and shall perform other duties as assigned by the president. The vice president shall schedule speakers and entertainment for the general meetings. The vice president shall act for the president in the president's absence. The vice president shall stand first in the succession in the event of the death, resignation, disability, or disqualification of the president.

Section 3 Treasurer

The treasurer shall have custody of all club monies through an OCW bank account as designated by the board. The treasurer shall have direct control over all club assets and liabilities as pertaining to club debts and obligations. The treasurer shall ensure strict compliance with these bylaws in all matters pertaining to the financial affairs of the club.

The treasurer shall maintain accurate accounting of all assets, liabilities, receipts, disbursements, and balances of club monies. The accounting books shall be audited by a process deemed appropriate by the Board.

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All checks and payments shall be signed by the treasurer or by another officer as authorized on a bank signature card or its equivalent. The treasurer shall be responsible for filing returns and/or reports as required by government agencies. The treasurer shall be responsible for maintaining insurance for all OCW activities and events.

Section 4 Secretary

The secretary shall take minutes of the OCW Board proceedings. The secretary shall provide copies of the minutes to the editor for inclusion in the OCW newsletter and uploading to the OCW website. The secretary shall maintain current copies of the club's Policies and Procedures.

Section 5 Ride Captain

The ride captain shall be responsible for the description and scheduling of club rides. The ride captain may appoint ride leaders or members to assist in ride design, ride planning, and route slip preparation. The ride captain shall work with ride leaders to ensure that route slips are provided, that all riders sign-in, and that sign-in sheets are forwarded to the statistician timely manner.

ARTICLE IV DIRECTORS

Section 1 Webmaster

The webmaster shall be responsible for maintaining the website, including but not limited to posting events, creating registrations for club events and overall content of the club website. (S)He will work with other officers and/or directors posting information for the benefit of the general membership.

Section 2 Membership

The membership director shall process all new membership applications and forward the monies to the treasurer. The membership director shall maintain a current roster of club members and shall send a renewal notice prior to the expiration date. The membership director shall maintain a list of expired members for the purpose of reminding members to renew.

Section 3 Editor

The editor shall prepare and publish the quarterly newsletter. The editor shall publish statistics in the newsletter. The editor shall post the newsletter on the club website and shall notify all current members by email that the newsletter has been posted and available for review.

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Section 4 Statistician

The statistician shall maintain an accurate record of member activity points and individual riding mileage. The statistician shall collect the original sign-in sheets for each club ride from the ride captain and/or the ride leaders. The statistician shall maintain the original ride sign-in sheets for three (3) calendar years.

Section 5 Saturday Ride Leader

The Saturday ride leader shall be responsible for scheduling Saturday rides, and managing the ride start. The Saturday ride leader shall work with ride captain to ensure that route slips are provided, that all riders sign-in, and that sign-in sheets are forwarded to the statistician in a timely manner.

ARTICLE V ELECTION OF OFFICERS

Section 1 Nominating Committee

The president shall appoint a nominating committee at the September OCW Board meeting consisting of three (3) members with at least one being an officer/director. The nominating committee shall submit a slate of nominees at the December board meeting which shall meet the following criteria:

- a. Only OCW members may be nominated.
- b. Only members who are eighteen (18) years of age or older are eligible for nomination.
- c. Only members who have been a member for at least one (1) year by the date of the December OCW Board meeting are eligible for the positions of president and vice president.

Section 2 Nomination by Members

Nominations shall be accepted from any club member at the OCW Board meeting.

Section 3 Candidates

Candidates are encouraged to present their qualifications at the December OCW Board meeting and/or by written statements posted on the OCW website.

Section 4 Voting, Eligibility, Ballots, and Conduct of Election

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- a. The nominating committee shall conduct the election of officers according to current OCW bylaws. The membership director shall inform the nominating committee of the total number of club members that are eligible to vote as of the December board meeting. Each individual member and family member over the age of (18) is entitled to one vote.
- b. The method for voting will be via Internet in a way that ensures no duplicate voting, and each ballot cast will be uniquely identified. Each eligible member will be sent an email with the link to the ballot. The electronic method will be controlled by a start date and time and completion date and time.
- c. The results shall be tabulated by the nominating committee and reported at the February OCW Board meeting. The elected officers shall be installed in March.

ARTICLE VI MEMBERSHIP

Section 1 Eligibility

Anyone interested in bicycling is eligible for membership in the Orange County Wheelmen. OCW does not discriminate based on gender, race, national origin, marital status, or sexual orientation.

Section 2 Classifications

The following membership rights and privileges benefit all OCW Individual, Family, and Supporting, applicants:

- a. Receiving the club newsletter email.
- b. Monitoring of personal club mileage and activity statistics.
- c. Voting for club officers (voting privileges only for those eighteen (18) and older).
- d. Attending general meetings, events, board meetings, and any other meetings posted on the website.
- e. Listing classified ads in the OCW newsletter and/or on the OCW website.
- f. Purchasing OCW club attire.

NOTE: All members regardless of type of membership MUST comply with Orange County Wheelmen's current insurance requirements.

Individual Membership

Individual Membership is available for adults that are eighteen (18) years or older.

Family Membership

Family Membership is open to all:

- a. Individuals with minor children that reside in a single household.
- b. Couples with or without minor children that reside in a single household.

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- c. Only children under age eighteen (18) qualify as minor children.

Supporting Membership

Supporting Membership is open to all businesses and includes:

- a. One Family Membership.
- b. Listing of the business in the OCW newsletter and on the OCW website.

Section 3 Terms and Dues

The membership term and dues shall be determined by the OCW Board. Membership will automatically lapse for nonpayment of dues thus terminating all member privileges.

Section 4 Suspension

Any member may be suspended by the OCW Board for actions injurious or harmful to the general objectives of the club. Before suspension the member shall be notified by the president and shall have the right to appeal to be heard by the board at a regularly scheduled OCW Board meeting.

Voting for suspension shall be at a regularly scheduled OCW Board meeting. A two-thirds (2/3) vote by the current board shall result in a final decision.

Section 5 Resignations

Any member may resign by addressing a letter of resignation to the president. Such resignation shall become effective upon receipt of such notice by the president.

ARTICLE VII AMENDMENT OF BYLAWS

Section 1 Amendments

Board members or any ten (10) or more club members may propose amendments to the bylaws. Proposed amendments by board members shall be presented at OCW Board meetings. Proposed amendments by club members shall be submitted in writing to the secretary, signed by each proposing club member, and presented at an OCW Board meeting.

The secretary shall provide the proposed amendments to the editor and Webmaster for inclusion on the OCW website and distribution through email. A vote of the proposed amendments shall be conducted on or before the next general meeting.

Section 2 Meeting Quorum

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A two-thirds (2/3) vote of ten percent of the total number of members is required to pass the proposed amendments.

Section 3 Voting on Amendments

After discussion of the proposed amendments, the president or any officer shall call for a vote and announce the results. The amendments are effective immediately. The president or any officer shall provide such results to the editor for inclusion in the OCW newsletter, on the OCW website, and by distribution through email.

ARTICLE VIII OCW PARTICIPATION AWARDS

Section 1 Purpose

The OCW Participation Awards celebrate accomplishments by club members, recognize participation in club activities and events, and promote interest in cycling.

Members shall be credited with mileage and/or activity points according to the OCW Participation Awards policy.

Section 2 Awards

The OCW Participation Awards shall be presented in February.

ARTICLE IX DONATIONS

The OCW Board shall determine appropriate donations to 501 (c) (3) organizations through a voting process. Proof of 501 (c) (3) status must be submitted to the treasurer prior to a donation.

ARTICLE X DISSOLUTION

In the event of the dissolution of this corporation or other termination of its activities all assets shall be transferred or paid over to a club or organization with similar activities and goals as the Orange County Wheelmen.

REVISION HISTORY:

July 28, 2010: Amended and Restated.
January 5, 2014: Section 4 Voting, Eligibility, Ballots, and Conduct of Election.

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- 20 January, 2020 Major revision of complete By Laws; art II, sec 2, sec 3, sec 8, sec 9; art III, sec 3, sec 6, sec 7, sec 8, sec 10, sec 11; art IV, sec 1, sec 1b, sec 1d, sec 2, sec 3, sec 4; art V, sec 2, sec 3, sec 4; art VI, sec 3; art IX.
- 8 November 2022 Updated officer & director positions from 9 officers & 9 directors to 5 officers & 5 directors (art II, sec 2); added ride captain (art III, sec 5); added new directors (art IV, sec 1 -5); removed all reference to awards banquet (art II, sec 4, art III, sec 2, art V, sec 4c, art VI, sec 2, art VII, sec 2); removed associate membership, (art VI, sec 2); removed reference to storage unit (art VIII).