

Freewheelers Cycling Association
By-Laws; February 2015

Article I: NAME

The name of this organization is Freewheelers Cycling Association. For the purposes of these By-Laws, the terms FCA and Association unless otherwise specified, shall refer to the Freewheelers Cycling Association.

Article II: PURPOSE

The Freewheelers Cycling Association is a non-profit organization that works to improve the community by:

1. Providing bicycle education to children and adults, so that they may enjoy bicycling in a safe and healthy manner,
2. Promoting bicycle safety among bicyclists and motorists to ensure that the roadways are safe for all who use them,
3. Advancing healthy lifestyles by providing a forum for recreational cycling, competitive cycling and bicycle touring for people of all ages and
4. Providing financial support that enables cyclists to participate in charity rides that benefit non-profit organizations and providing financial support to other organizations that support and promote bicycling.

ARTICLE III: MEMBERSHIP

Section 1: At the June meeting, the Board will nominate new board members. The full Board of Directors will vote on nominations at the July meeting. Board membership is open to individuals and families, particularly in the Spartanburg area, who desire to promote the Association's purposes (Article II). Meetings are also open to anyone who wishes to attend.

Section 2: The privileges of membership shall include voting and holding positions in the Association, participation in Association activities, and any other benefits due Association members.

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

Article IV: THE BOARD OF DIRECTORS: OFFICERS AND MEMBERS

Section 1: The Freewheelers Cycling Association shall elect the following (6) officers and (no more than 10) board members:

1. President
2. Vice-President
3. Director of Assaults on Mt. Mitchell and Marion (herein referred to as AOMM Director)
4. Recording Secretary
5. Treasurer
6. Webmaster

46 7-16. Board Members at Large

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48 Section 2: Duties of the officers are as follows:

- 49 1. The President shall preside at regular and special meetings of the Association. The
50 President shall also act as spokesperson for the Association and help publicize FCA
51 activities.
- 52 2. The Vice-President shall fill in for the President in his/her absence including but not
53 limited to presiding over meetings as necessary. The Vice-President shall chair the
54 Officer Nominating Committee. If the President cannot complete his/her term, the Vice-
55 President shall take over until the next regularly scheduled election.
- 56 3. The Director of Assaults on Mt. Mitchell and Marion is responsible for coordinating and
57 organizing the Annual Assaults on Mt. Mitchell and Marion (AOMM). Due to the
58 complexity of this job, the Director shall have a contractual agreement with the
59 Freewheelers Cycling Association. The contract shall identify the essential duties of the
60 Director, a detailed estimate of major expenditures, total event budget and deadlines of
61 completion of essential tasks. Performance of contract obligations shall be monitored by
62 the full board. Since this Director is a paid position, the Director will not have voting
63 privileges on FCA issues.
- 64 4. The Recording Secretary shall keep minutes of regular monthly meetings of the Board.
65 They will post the minutes and announce the minutes within one week of the meeting to
66 the Board through electronic means.
- 67 5. The Treasurer shall be responsible for the receipt and disbursement of FCA funds and for
68 keeping and maintaining accurate and up-to-date records of finances. The Treasurer shall
69 report the FCA's financial status to the FCA members quarterly. The Treasurer shall
70 prepare an annual financial report and yearly budget to be approved by the Board and
71 voted on by the membership.
- 72 6. The Webmaster shall maintain an accurate and up-to-date club website on the Internet for
73 the benefit of Association members and other interested parties. The technical nature of
74 this position requires this officer to have a contractual agreement with the Association.
75 Due to this being a paid position, The Webmaster will not have a voting position on
76 Freewheelers Board issues.
- 77 7. Members at Large: the ten member at large positions shall attend meetings regularly and
78 offer ideas and convey to the Board the general feelings and opinions to promote the
79 purpose outlined in Article II.

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

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

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

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

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96 ARTICLE V: PROCEDURES

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

102 Section 2: At any scheduled meeting, attendance in person of a simple majority of board
103 members shall constitute a quorum. Only members present at the meeting shall have the right to
104 vote, as there shall be no voting by proxy. Voting may be conducted by e-mail if in the best
105 interests of the board. The acts of the majority of the members present at a scheduled meeting
106 shall be considered the acts of the FCA except as otherwise provided by the By-Laws.

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

111 Section 4: The Board, at its discretion, appoint a temporary replacement for any vacated office,
112 pending an election or official appointment at the next general meeting.

113 Section 5: The board shall establish committees as needed to meet the needs of the organization.

114 Section 6: Robert's Rules of Order shall be considered to cover circumstances not covered by
115 these By-Laws.

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117 ARTICLE VI: AMENDMENTS

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

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

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127 ARTICLE VII: FINANCES

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129 Section 1: The main source of FCA funding comes from the proceeds of the Assaults on Mt.
130 Mitchell and Marion. All FCA monies are to be held in bank account(s) established for the FCA
131 and dispersed at the discretion of the Board for designated expenditures including special FCA
132 events. Funds left over from such events are to be returned to the FCA account within four days
133 of withdrawal.

134 Section 2: Only the Treasurer, the President and the Director of Assaults on Mt. Mitchell and
135 Marion shall have authority to withdraw funds from FCA accounts. Expenditures over \$500.00
136 not in the approved budget should be approved beforehand by a simple majority of the Board.
137 The vote may be taken at a called Board meeting or through email. This includes checks (two of
138 the three must sign the check), debit purchases, and electronic bill payment.

139 Section 3: Budget management: the Director of Assaults shall manage a budget for the
140 Assaults. Participant registration fees and sponsorships are the main source of funds for the
141 budget. The goal is not to spend more than the total taken in. Budgets are based on past event
142 analysis and current trends. Review of the current year's budget and approval of next year's
143 budget occurs at the July meeting. The results of the current budget will be the basis for the
144 upcoming year's budget. The upcoming year's budget will then be presented and voted on;
145 approval will be by a majority of members present.

146 Section 4: In the event of dissolution of the Freewheelers Cycling Association, funds remaining
147 in FCA accounts and any other assets held by this corporation shall be distributed to a designated
148 successor 501©(3) or 501©(4) bicycle club. If no such successor club exists, then such
149 remaining funds and other assets shall be distributed to the Palmetto Cycling Coalition, a
150 501©(3) corporation, in the care of its chief executive officer.