

# **BY-LAWS OF ANN ARBOR VELO CLUB, INC.**

## **As Adopted March 31, 2021**

### **ARTICLE I**

#### **Name**

##### **Section 1.1 Name**

The name of the organization shall be Ann Arbor Velo Club, Inc. ["The Club"], which may also operate under the assumed names Ann Arbor Velo Club and AAVC Racing, or other such assumed names as the Board of Directors may determine.

##### **Section 1.2 Organization**

The Club is incorporated as a nonprofit corporation under the laws of the State of Michigan. The Club is organized on a non-stock, membership basis.

### **ARTICLE II**

#### **Purpose**

The purpose of The Club shall be to promote the sport of cycling and to develop bicycle riders and racers of all ages by (1) conducting training rides, (2) coaching and mentoring both youth and adult riders, (3) organizing races sanctioned by the officially-designated national organization, (4) supporting cycling-related charitable organizations, and (5) acting as ambassadors for the sport to the local community.

In carrying out its purpose, The Club shall not discriminate on the basis of race, religion, age, sex, gender identity, national origin, or riding capability, and shall welcome all people who have historically been marginalized from cycling as a means of sport, recreation, and transportation. The Club may actively recruit new members and publicize its activities.

## **ARTICLE III**

### **Membership**

#### **Section 3.1 Membership**

The Club is a membership corporation. Membership requirements are submission of the application form; payment of annual dues, if applicable, as prescribed by the Board of Directors; and signature of a release statement absolving The Club of any responsibility for damage and/or injury resulting from participation in The Club's activities. Individuals under 18 years of age must have written parent or guardian approval and signature on the release statement.

#### **Section 3.2 Categories of Membership**

The Club offers two types of membership: Individual and Family. The board shall determine what constitutes a family for the purposes of membership.

#### **Section 3.3 Revocation of Membership**

The Board of Directors shall determine a need for disciplinary action. Grounds for discipline include disregard for safety, misuse of Club funds or property, or other behavior inconsistent with The Club's values. The member faced with disciplinary action shall be notified of pending Board action in writing at least 3 days before commencement of the disciplinary meeting. Any member shall be allowed to attend the disciplinary board meeting. A two-thirds (2/3) majority vote of the entire Board in office at the time of the meeting is required to enact a disciplinary action. Disciplinary action shall include revocation of membership of any duration up to a maximum of one year, after which time the revoked member may reapply for membership in The Club in the same manner as other individuals.

## **ARTICLE IV**

### **Member Meetings and Voting**

#### **Section 4.1 Member Meetings**

An annual member meeting shall take place on a date and time set by the Board of Directors. Additional special member meetings may be called by The Board of Directors or by written petition of the members. The President, or in their absence another Director chosen by the Directors present at the meeting, shall preside as the chairperson of a member meeting.

#### **Section 4.2 Action Without a Meeting**

Any action that members are required or permitted to take at an annual or special meeting, including the election of directors, may be taken without a meeting by mail ballot, referendum, or electronic transmission. The Board of Directors or a designated committee shall define the process for such action, to the extent permitted by the Michigan Nonprofit Corporation Act.

#### **Section 4.3 Notice of Member Meetings**

Notice of the time, place, and purpose of a member meeting shall be given to all members either by first class mail or electronic communication not less than ten (10) days before the date of the meeting.

#### **Section 4.4 Quorum for Member Meetings**

The actual number of members present at a properly-noticed membership meeting shall constitute a quorum. In the case of electronic voting, the number of members who submit votes shall constitute a quorum.

#### **Section 4.5 Membership Vote**

Matters requiring a Membership Vote are specified in these by-laws. The Board of Directors may decide that additional matters shall be put to a Membership Vote. The Board of Directors is authorized to arrange for a Membership Vote through electronic means. Unless otherwise specified, actions approved by a majority of votes cast at a properly-noticed meeting where quorum is met shall constitute authorized actions of the membership.

#### **Section 4.6 Voting Eligibility**

Each member in good standing, as determined by the Board of Directors, shall be entitled to one (1) vote on each matter presented for Membership Vote. Each family membership is entitled to up to two (2) votes. Any member under the age of 18 is entitled to vote if they are registered as an individual member or use one of the two votes allotted to a family membership. Members may not vote by proxy.

## **ARTICLE V**

### **Board of Directors**

#### **Section 5.1 Duties of The Board**

1. Consistent with The Club's Articles of Incorporation, The Board of Directors ["The Board"] establishes The Club's vision, and sets both the short-term and long-term goals and strategy for The Club to accomplish that vision.
2. The Board shall monitor the receipt and disbursement of The Club's funds.
3. The Board shall conduct all business pertinent to the operation of The Club, and formulate The Club's policies.
4. The Board shall have the authority to form and manage committees and teams in accordance with Articles VI and VII.

#### **Section 5.2 Composition of The Board**

The Board of Directors shall at a minimum include a President, Secretary, and Treasurer. Additional Board positions may include Board Members at Large or other Offices as the Board sees fit. The number of Directors may be increased or decreased by a Board Vote of the Directors then in office. The number of Board Members shall be chosen with consideration to the Club's ability to provide that number of volunteers and the Board's ability to reach a quorum at Board Meetings. Duties for all Board Positions must be [published](#) and available to all members prior to seeking volunteers for election.

#### **Section 5.3 Director Positions and Duties**

1. The President serves as the overall ambassador for The Club. The President shall facilitate and preside at all meetings of The Club, appoint committee chairpersons, and represent The Club in dealings with other organizations.
2. The Secretary shall keep an accurate record of all Board and Membership meetings,

file necessary corporate documents with the State of Michigan, and maintain records of The Club not under the purview of other Officers.

3. The Treasurer shall keep custody of The Club's funds, maintain financial records, manage The Club's finances, ensure that all federal and state tax forms and financial reports are completed and timely filed, and file all pertinent financial records with sanctioning associations and affiliates.

The Board may at any time assign any of these duties to another Board member. Such a reassignment may be permanent (until revoked) or temporary. Reassignments, duties for newly added Board Positions, and duties for any Board Members at Large shall be described in the Meeting Minutes.

#### **Section 5.4 Election and Term**

Directors shall be elected by Membership Vote on a yearly basis in the month of December. The process for nomination and voting shall be determined by the Board of Directors or a designated committee no later than October 31 of each year. The persons receiving a plurality of votes shall be elected. No Director may serve concurrently in more than one office.

#### **Section 5.5 New Board Positions and Vacated Offices**

In the event of a vacancy on the Board of Directors, the remaining board may vote to either redistribute the duties of the vacated office to other Directors for the remainder of the term, or to fill the position, unless the vacated office is that of the President, which must be filled. To fill a new position or vacancy, the Board may vote to appoint a director or to hold a special election via Membership Vote. Any Director appointed or elected mid-year shall be a Director for a term of office continuing until the next election of Directors by the members.

#### **Section 5.6 Removal from Office**

A Director appointed by the Board may be removed by Board Vote. A Director elected by the membership may be removed from the Board by Membership Vote with a two-thirds (2/3) majority of votes cast at any properly-noticed Membership Meeting where quorum is met. Any member may request that the President, or Executive Vice President if the President is the affected Director, schedule a special meeting for this purpose. Such a request must be granted and the membership meeting shall be held within thirty (30) days from the date of the request. Grounds for removal include neglect of duties, incompetence, misuse of Club funds or property, or other behavior inconsistent with The Club's values.

#### **Section 5.7 Board Meetings**

The Board of Directors shall meet at least monthly at a date and time set by the Board. The

President or a majority of the Board of Directors may call additional special meetings of the Board. The President, or in their absence another Director chosen by the Directors present at the meeting, shall preside as the chairperson of a Board meeting. Any member of The Club may attend any meeting of the Board of Directors.

#### **Section 5.8 Notice of Board Meetings**

Notice of the time, place, and purpose of a meeting of the Board of Directors shall be given to all Directors and Club Members by first class mail or electronic communication not less than three (3) days before the date of the meeting.

#### **Section 5.9 Board Meeting Quorum**

The presence of a majority (more than 1/2) of the then-serving Board at a properly-noticed meeting shall constitute a quorum.

#### **Section 5.10 Board Vote**

Each Director shall be entitled to one (1) vote on each matter properly presented for a vote at a meeting of the Board of Directors. In the event of a deadlock, the vote of the President shall be determinative. Unless otherwise specified, actions approved by a majority of votes cast at a meeting where quorum is met shall constitute authorized actions of the Board. Directors may not vote by proxy.

#### **Section 5.11 Compensation**

Directors shall not receive financial compensation for serving in their positions on the Board of Directors. Directors may be reimbursed for expenses incurred for or on behalf of The Club, upon approval of the Board of Directors.

## **ARTICLE VI**

### **Committees**

#### **Section 6.1 Committees**

The Board of Directors may create committees which shall serve at the pleasure of the Board to promote the objectives and carry out the work of The Club. Examples include: Elections Committee; Diversity, Equity, and Inclusion Committee; Communications Committee.

### **Section 6.2 Committee Reports**

Chairpersons of all such committees shall present work plans and committee activities to the Board of Directors. Committees shall not proceed with work plans without prior approval of the Board.

### **Section 6.3 Committee Composition**

The President shall appoint a chairperson for any committee created by the Board of Directors. The Chairperson is responsible for appointing remaining committee members, who must be members of The Club. Other individuals may be appointed to a committee with the approval of the Board.

## **ARTICLE VII**

### **Teams**

#### **Section 7.1 Teams**

Pursuant to The Club's purpose to promote the sport of cycling, The Club may form Teams. As deemed appropriate by the Board of Directors, The Club shall assist such Teams in preparation for, and participation in, bicycle races and events. The Board shall maintain oversight of the Teams' practices and ensure Teams provide Team Members with an environment that is physically and emotionally safe.

#### **Section 7.2 Creation of Teams**

Any member may present the desire to form a team to the Board of Directors. Teams shall be created by Board Vote.

#### **Section 7.3 Team Leaders**

Each team must have a Team Leader, who must be approved by the Board of Directors. The Team Leader shall determine and coordinate team activities. Team Leaders shall report to the Board regarding all activities of the Team. Team Leaders may be removed by Board Vote.

#### **Section 7.4 Team Composition**

Any Club member may join a Team with the approval of the Team Leader. The Board of Directors shall act in arbitration if a Team Leader refuses to accept a Club Member to their Team. The Team

Leader is required to report all such refusals to the Board immediately.

#### **7.5 Dissolution of Teams**

Teams may be dissolved by Board Vote for any reason, including insufficient number of team members, lack of a Team Leader, or failure of the Team to represent The Club's values.

## **ARTICLE VIII**

### **Affiliations**

#### **Section 8.1 USA Cycling, Inc.**

The Club shall be a member of the USA Cycling, Inc. ("USAC") and shall comply with all USA Cycling, Inc. rules and regulations. The Club's members are not required to obtain a USAC racing license.

#### **Section 8.2 Other Organizations**

The Club may choose to affiliate with any organization that promotes the sport of cycling. Such affiliation shall be made by Board Vote and requires a two-thirds (2/3) majority of votes cast.

## **ARTICLE IX**

### **Finances**

#### **Section 9.1 Sponsorship**

The Club may actively seek financial sponsorship to help promote its activities and defray associated costs incurred by its membership, with the use and distribution of such sponsorship assistance determined by The Board of Directors.

#### **Section 9.2 Dues and Membership Year**

Membership dues shall cover a Membership Year. The Board shall determine the amount of the dues and the time period that constitutes a Membership Year.

### **Section 9.3 Fiscal Year**

For financial accounting purposes, the fiscal year shall be the calendar year.

## **ARTICLE IX**

### **Indemnification and Insurance**

#### **Section 9.1 Indemnification**

The Club shall indemnify any director, officer, non-director volunteer, or authorized agent of The Club against expenses actually and reasonably incurred on behalf of The Club, to the extent permitted by the Michigan Nonprofit Corporation Act, excepting any limitations thereof due to other laws, rules, and regulations, whether State or Federal.

#### **Section 9.2 Insurance**

The Club may purchase and maintain insurance on behalf of any director, officer, non-director volunteer, or authorized agent, against any liability asserted against or incurred by him or her in his or her capacity or status, to the extent permitted by the Michigan Nonprofit Corporation Act. The Club shall purchase and maintain liability insurance for and on behalf of itself.

#### **Section 9.3 Continuation of Indemnification**

The indemnification described in Section 9.1 shall continue for any person who has ceased to be a director, officer, non-director volunteer, or authorized agent of The Club, to the extent permitted by the Michigan Nonprofit Corporation Act.

## **ARTICLE X**

### **Conflict of Interest Policy**

All directors and members of The Club are required to disclose to the other members any conflict of interest in fact or in appearance with any other organization that does business with, or is otherwise affiliated with The Club.

## **ARTICLE XI**

### **Amendments**

The By-Laws may be amended at any time by Membership Vote with a two-thirds (2/3) majority of votes cast at any properly-noticed Membership Meeting where quorum is met. Any member may present a proposed amendment at any scheduled meeting, or submit it in writing to the President.

## **ARTICLE XII**

### **Dissolution**

The Club may be dissolved at any time by a two-thirds (2/3) vote of the entire Club Membership. In the event that The Club votes to dissolve, the President shall direct the sale of The Club's hard assets, the proceeds of which shall be combined with all liquid assets. The combined assets shall be donated to the United States Olympic Committee, requesting that the donation be used to support the sport of cycling.