

# **Bylaws of VeloVixens Women's Multisport Club & Team**

Adopted: 12/07/2014

Revised: 01/01/2018

## Article 1. NAME

The name of the organization shall be the **VeloVixens Women's Multisport Club & Team**, hereinafter referred to as the "Club".

## Article 2. PURPOSE, GOALS, MISSION, VISION & VALUES

### Purpose:

The organization is organized exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

### Mission:

The VeloVixens strive to promote strong, active women from the inside out. We are a women-specific multi-sport club and race team with the goal of bringing women together for sport, laughter, and friendship. While our main sport is cycling, we consider ourselves a "multi-sport" club, as we encourage our members and other women in the Chattanooga, TN-area to participate in a wide variety of outdoor sports. No matter where in the athletic journey, we are here to encourage and nurture women through their athletic goals. The VeloVixens:

1. organizes cycling-related events for members and women looking to become more involved in the cycling, including but not limited to: group rides/training rides, clinics, socials, and getaways;
2. promotes and volunteers for selected cycling-related events throughout the area, including but not limited to: working with youth cycling organizations, completing trail work on local trails, and volunteering at major cycling-related events;
3. provides a networking platform for members to organize bike-related activities together;
4. encourages members to participate in other non-biking activities and excursions.

Our goal is to continue our own growth in membership and presence in the Chattanooga-area in order to encourage the development of the female cycling community and motivate bike shops, business owners, and community leaders to keep up with the needs of female cyclists in the city.

### Article 3. LOGO



### Article 4. MEMBERSHIP

1. Any female, age 16 or older (with the signature of a parent or guardian), may become a regular member upon application, payment of any prescribed dues, and acceptance of the application by the membership coordinator. Annual dues, which may include different dues levels, are required for membership.

a. Annual dues are set by the preceding Board and are valid for the calendar year, regardless of joining date. Membership begins January 1 of each year, and ends December 31 of each year.

b. The Board of Directors (hereinafter referred to as the "Board") may initiate, recommend and approve "membership specials," allowances for fee structure (ie prorated membership dues), and/or changes in dues, pricing and structure.

c. All members shall be entitled to:

- access to the Club's members-only forum,
- participation in all Club events,
- one vote on all issues voted upon by the membership,
- other benefits/discounts/opportunities as available

2. The Board may authorize the creation of non-voting membership categories with specific privileges and dues.

3. The Board may reject any application for membership that it determines would be detrimental to the interests of the club.

4. Each regular member is entitled to one vote on each matter submitted to a vote of the members.

5. The terms of all memberships and the dues required for each category of membership shall be as determined by the Board.

6. Membership may be terminated by the Board for the non-payment of dues or other good cause.

#### Article 5. MEETINGS OF MEMBERS

1. Meetings shall be held at a time and place determined by the Board, for the purpose of conducting such business as shall be brought before the membership.
2. Special meetings may be called by the Board, or by not less than one fifth of the members (a quorum).
3. Members shall have written or actual notice of meetings not less than seven days before the meeting.

#### Article 6. BOARD OF DIRECTORS ("Board")

1. The organization shall be managed by its Board of Directors. The elected officers of the club shall constitute the Board of Directors.
2. The exact number of Directors shall be determined by the incumbent Board for each succeeding year. The number will vary, but should not exceed one tenth of the organization's total membership.
3. The elected Board positions shall be a president, vice president, secretary and treasurer. The incumbent Board shall authorize in addition the election of additional Directors with titles as determined by the Board. The term of election for each office shall be one year, but Directors may choose to run for election in subsequent years. All Board members shall serve no more than a two year consecutive terms in the same position, but must fulfil the required two year minimum term, in some capacity, as a Board member; meaning a roll over to a different position.

The President and Vice President shall serve staggered terms. Nominations for positions may be made by any member and is open to all members.

4. Board membership is open to anyone who has completed a current application for Membership, has timely paid the appropriate dues, and remains in good standing. All Board Members must be able to attend all regular board meetings. All Board Members must live within 50 miles of Chattanooga.

- a. Current Board positions: President, Vice President, Secretary, and Treasurer
  - Board members may appoint coordinators to take on additional leadership responsibilities within the Club. These coordinator positions may, or may not, include: Marketing Coordinator, Member Advocate, Volunteer Coordinator, Social Ride Coordinator(s), Social Media Coordinator(s)/Webmaster(s), Race

Team Coordinator, Road Bike Coordinator, Mountain Bike Coordinator, Triathlon Coordinator, Past-President Adviser, or other positions as deemed necessary by the Board.

b. Duties, roles and responsibilities of Board positions will vary, and will be determined by the other Board members. At a minimum, the Club must have a President, Vice President and Treasurer to exist. These roles are outlined as follows:

- The **President** shall preside over all meetings of the Board or general membership of Club. The President shall direct the daily operations of Club and shall be responsible for ensuring that Club policies and rules are published and followed. The President shall have all other powers, duties, and responsibilities consistent with this office.
- The **Vice President** shall assist the President in the discharge of her duties and shall preside in her absence. In the event of the removal, resignation or inability of the President to serve, the Vice President shall become the President for the remainder of the term. The Vice President shall have all other powers, duties and responsibilities consistent with this office, or as assigned by the Board.
- The **Secretary** shall keep a full and complete record of the proceedings of all meetings of the Members, Coordinators, and Board of Directors, and shall preserve all documents, correspondence, reports and communications connected with the business of the Club. The Secretary shall maintain membership records and perform such other duties as usually pertain to this office.
- The **Treasurer** shall oversee and supervise the collection and receipt of all moneys of Club, keep a correct account thereof and deposit same in the name of Club in such accounts as may be approved by the Board. The Treasurer shall perform such other duties as usually pertain to this office.

4. The Board of the club shall be elected by the membership at the annual meeting of members each year. Unopposed candidates for office shall be elected by acclamation.

5. Official duties will begin after the annual meeting after the election. The term of office for each Board Member shall run from the end of the first Annual Meeting after election to the end of the third Annual Meeting after election.. For transition, all reports and records, etc. must be submitted in written form, typed or in legible long hand to the incoming board member. This should be done within 30 days.

6. The Board shall hold regular meetings at a time, place, and frequency to be determined by the board. A majority of the board shall constitute a quorum for the transaction of business.

7. The act of a majority of the directors present, if there is a quorum, shall be the act of the Board.

8. Directors shall not receive salaries for their services, Reimbursement omitted in 2018, negates (see Article 9)]

9. If any office becomes vacant prior to the end of the term of that office, the President shall nominate a qualified VeloVixen member to hold the office until the end of the term, The Board shall appoint or reject the nominee by simple majority.

#### Article 7. RACE TEAM

1. A subgroup of the Membership may include a race team which shall be coordinated by a member appointed by the Board.

a. The Race Team Coordinator shall provide applications and contracts for interested candidates, determine application dates and cut-off times, maintain records pertaining to the race team members, ensure team members are upholding their contracts and perform such other duties as usually pertain to this position.

2. Participation in the race team is not required, but is open for all members to apply, regardless of athletic discipline.

a. The Race Team Coordinator may limit positions on the race team and will use applications to determine the best candidates for the team. If a race team position is not awarded, a Member may still choose to race on behalf of the Club.

b. Race team members shall hold additional participation requirements and responsibilities, and shall be governed by a Race Team Contract, which shall be signed annually.

c. Members are subject to dismissal from the Race Team for non-compliance with their contract or other good cause.

3. Historically, race team members have been eligible for partial race reimbursement and/or kit reimbursement for completion of a certain number of races. The Board, along with the Race Team Coordinator, shall determine the feasibility of and eligibility for a reimbursement/remuneration schedule on an annual basis (see Article 9).

#### Article 8. VOLUNTEERS

1. The Club encourages community involvement and may organize volunteering events for Members.

2. A list of “approved” volunteer events is developed by the Board and/or Volunteer Coordinator.

a. Members earning volunteer hours at “approved” events may be eligible for end of year volunteer gifts at ranging values dependant on number of hours volunteered (see Article 9).

b. Participation in volunteer events is optional, and under the risk of the participating individual.

c. Members may volunteer outside of “approved” events, but hours accumulated may not be eligible for annual summary total of hours. (see Article 9). Hours may be applied to volunteer events if under the monthly club “Challenge”.

3. The Club may sponsor (at the discretion of the Board) a non-profit organization for which the Club shall provide volunteers, promote online and at events, and participate in other ways deemed appropriate or necessary by the Club and organization.

#### Article 9. REIMBURSEMENT/REMUNERATION

1. The Board may determine reimbursement and or eligibility toward annual total volunteer hours/remuneration schedules and requirements for Board members and Coordinators (participation), volunteers (accruing set number of hours for approved events), race team members (participating in set number of races), or any other sub-group of the Club, as appropriate.

2. Reimbursement/remuneration schedules and requirements shall be determined on an annual basis by the Board, then to be publicized to the Club in a timely and efficient manner.

3. Reimbursement/remuneration will always be prioritized last, ensuring that the Club is able to meet all other financial responsibilities and maintain a reasonable amount of money for operation in the Club’s bank account. The “reasonable amount of money for operation” may also be determined annually, and is dependent upon the needs and requirements of the Club.

4. In the event of unforeseen financial responsibility during a given year, the Club may disburse leftover funds equally to qualified recipients, as funds allow. For example:

a. If four race team members each earn \$100 in race reimbursement, but only \$250 remains for disbursement, the \$250 will be split equally among all four race team members;

b. If three volunteers earn shorts or jersey (\$70 value), and two volunteers earn entire kits (\$140 value), but only \$350 remains for disbursement, the funds will be disbursed at a 2:1 ratio, with the volunteers earning an entire kit being reimbursed twice the amount of the volunteers earning a partial kit. (The three volunteers would receive \$50/each, the two volunteers would receive \$100/each)

5. The Board reserves the right to change or cancel reimbursement/remuneration schedules and/or requirements, by vote and without prior notice to membership, for lack of funds or any other good cause.

a. Changes to schedules and/or requirements may not include cancellation. Additionally, changes may not be so lofty that they become unattainable, but they may become more difficult.

b. If cancellation of reimbursement/remuneration is required, all eligible sub-groups are affected.

c. Changes or cancellation of reimbursement/remuneration schedules and/or requirements must be presented to the Club in a timely and efficient manner.

6. No Board Member will be financially compensated.

#### Article 10. CONTRACTS, CHECKS, DEPOSITS, & FUNDS

1. The Board may authorize any officer or agent of the organization to enter into any contract on behalf of the organization.

2. All checks, drafts, and notes issued in the name of the organization shall be signed by such officer(s) as the Board may direct.

3. All funds of the organization shall be deposited from time to time in a bank or other depository as the Board may direct.

#### Article 11. AFFILIATES & SPONSORS

1. The Board may permit an individual or an entity to affiliate with Club in order to provide a particular service to Club or to sponsor a Club activity. The terms and limits of any such affiliation or sponsorship shall be as determined by the Board.

#### Article 12. RECORDS

1. The Club shall keep records of its membership, finances, acts of the Board, and acts of the membership in general or special meeting. The Board may direct that other records be kept.

2. All records shall be open to inspection to any member.

### Article 13. AMENDMENT OF BYLAWS

1. These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority of a quorum of directors present, or by vote of the members. Amendments may be proposed in writing by any member.
2. All by law amendments shall be submitted to the board at least 14 days prior to the next official membership meeting. Board shall present these amendments to the membership for review at least 2 days prior to membership meeting. Time for discussion of amendments shall be allowed at the next membership meeting prior to voting.

### Article 14. DISSOLUTION OR MERGER OF THE CLUB

#### Dissolution:

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose

1. The Club shall be dissolved if and when the Board reaches a three fourths consensus at a general Club membership meeting. Upon dissolution, any and all monies and/or assets of the Club preferred to be donated to an organization whose purpose and goals are similar to the Club's purpose and goals as stated in Article 2.
  2. In the event of its merger with or into another cycling club having a mission similar to that of the Club, the assets of the Club shall be merged with those of the other club in accordance with the terms of the merger agreement.
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## **2018 AMENDMENTS:**

- Article 6. BOARD OF DIRECTORS (“Board”)

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- b. Current Board positions: President, Vice President, Secretary, and Treasurer
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### **2018\* - Board elects to dissolve the 2017 instated board position of Volunteer Coordinator.**

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### **2017 discussed and implemented at 2017 annual holiday party-2018 implemented\*- Board elects the change of reimbursement for **volunteer hours** to no longer be monetary reimbursement.**

Rather, at the end of year party, a tiered level of sponsorship gifts options will be provided for selection to the individual present. From the most hours volunteered = higher dollar value of gift selection option. Race Team still eligible for reimbursement of kits and fees.