

The Reno Wheelmen was incorporated in March, 1986, as a non profit entity formed for the “promotion of and activity in bicycle racing in the Sierra mountains and other selected areas or any other legal purpose as may be lawful within or without the State of Nevada.”

# **BYLAWS of the RENO WHEELMEN**

## **ARTICLE I: DEFINITIONS**

- 1.1 Association:** Reno Wheelmen, Inc., a Nevada nonprofit corporation, its successors and assigns.
- 1.2 Board:** the board of directors of the association.
- 1.3 Member:** any individual person who meets the qualifications set forth below for membership in the association.

## **ARTICLE II: MEMBERSHIP**

- 2.1 Period of Membership:** A membership shall be temporary and shall begin at such time as an individual becomes eligible to be a member and shall end on the last day of each calendar year.
- 2.2 Eligibility:** Any individual person who fills out and signs a membership application designated by the Board and who pays membership dues in an amount set by the Board shall be eligible to be a member. ~~The~~By unanimous vote the Board may ~~not exclude any~~ deny an individual ~~from~~ membership ~~for any reason~~.
- 2.3 Voting:** Where any vote of the membership is provided in these Bylaws or the Article of Incorporation, the result of the vote shall be determined by the number of Members voting for or against any question.
- 2.4 Termination:** A member may terminate his or her membership by requesting in writing that his or her membership be terminated. Such writing shall be addressed to the Board and shall be filed with the Secretary.

## **ARTICLE III: MEETINGS OF MEMBERS**

- 3.1 Annual Meeting.** The annual meeting of the members shall be held in Reno, Nevada, or at such other place in Washoe County and at such date and time in the month of April of each year or at such other time as may be prescribed by the Board.
- 3.2 Special Meetings.** Special meetings of the members may be called at any time by the Board or upon written request of fifteen or more members. Any members requesting a special meeting shall state the purpose or purposes of the meeting.
- 3.3 Notice.** Notice of all meeting of members shall be mailed or e-mailed by or at the direction of the Secretary to each member, postage prepaid, at the address thereof as shall appear in the records of the Association for the purpose of notification. Such notice shall be mailed not less than seven (7) days nor more than fifty (50) days prior to the date of such meeting. The notice of the meeting shall specify the place, day and hour of the meeting and in the case of a special meeting, the purpose of the meeting. The notice may be included in any newsletter or other mailing form the Association or posted on the Association’s website.

**3.4 Quorum.** Presence at any meeting in person or by proxy of members entitled to cast a majority of the votes ~~of each class of membership~~ shall constitute a quorum for any action. However, if such quorum shall not be present or represented at any meeting, the members entitled to vote thereon shall have the to adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum as set forth above shall be present or be represented.

**3.5 Proxy.** A member may vote in person or by proxy executed in writing and filed with the Secretary. Each proxy shall be revocable and shall automatically terminate upon termination of membership.

#### **ARTICLE IV: BOARD OF DIRECTORS**

**4.1 Number.** The affairs of this Association shall ~~be~~ initially be managed by a board of three directors. After the first election of directors, the number of directors shall be increased to seven. Directors need not be members of the Association.

**4.2 Term.** The directors named in the terms in the Articles of Incorporation shall serve until their successors are elected and take office. Thereafter, the directors shall serve from the first day of October until the last day of the following September of each year. ~~No director shall serve more than three consecutive terms.~~

**4.3 Vacancies.** In the ~~event~~ vent of death, resignation or removal of a director, his successor shall be selected by a majority vote of the remaining directors. A director elected to fill a vacancy shall hold office during the remainder of the term of the director succeeded.

**4.4 Compensation.** No director shall receive compensation for any service he may render to the Association as a director. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties as a director and may receive compensation for services to the Association in other capacities than as a director.

**4.5 Manner of Election.** The directors shall nominate one candidate for each position on the Board at a meeting of the Board in September of each year.

The directors shall place the nominee on a ballot, which shall be mailed to all members at the last address filed with the Secretary by the member. The ballot shall provide a space to accept or reject each nominee. The ballot shall provide a space for each member to write in an acceptable manner.

A nominee shall be deemed accepted and elected unless a majority of members vote to reject the nominee. If a nominee is rejected by a majority vote of members, then nominee of the Board or write-in nominee with the most votes shall be elected.

All ballots must be mailed to members not later than the fifteenth day of September of each year. The ballot must be returned to, and actually received, by the Secretary on the first day of October in order to be counted.

#### **ARTICLE V: MEETINGS OF THE BOARD OF DIRECTORS**

**5.1 Regular Meeting.** Within ten (10) days after the directors first take office, the newly elected directors shall hold an organizational meeting for the purpose of electing officers as hereinafter provided and for transaction of such business as may come before the meeting. If all directors are present at the time and place of such meeting, no prior notice of such meeting shall be required to be given to the directors.

The board of directors, by resolution, may establish the date, time and place for other regular meetings of the board.

**5.2 Special Meeting.** Special meetings may be called by the President and must be called by the President at the request of at least two directors. Such special meeting may be held at such time and place as the board of directors or the President shall determine and any business may be transacted at such meeting.

**5.3 Notices.** No notice need be given of regular meetings held pursuant to resolution of the board of directors as hereinabove specified. Notice of special meetings shall be given at least three days prior to the date of such meeting, either personally, by mail, telephone or ~~telegraph~~ e-mail. Attendance at a meeting shall constitute a waiver of notice thereof.

**5.4 Quorum.** A majority of the directors shall constitute a quorum but no action of the board of directors shall be valid unless it is approved by an affirmative vote of at least three directors.

## ARTICLE VI: DUTIES AND POWERS OF THE BOARD OF DIRECTORS

**6.1 General Powers.** The board of directors shall have the power to exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation or the Declaration.

**6.2 Duties of the Board of Directors.** It shall be the duty of the board of directors to:

A. Cause to be kept a complete record of all of its acts and the proceedings of its meeting and to cause to be presented at the annual meeting of the members a report reviewing the business and affairs of the Association for the year.

## ARTICLE VII: COMMITTEES

**7.1** The board of directors shall appoint such committees, as it, in its discretion, deems necessary to assist in the operation of the affairs of the association.

## ARTICLE VIII: OFFICERS

**8.1 Officers.** The officers of this Association shall be a president and vice president who shall be members of the board of directors, and a secretary and treasurer who may, but need not be, members of the board of directors. The board of directors may appoint an ~~assistance~~ assistant secretary or an assistant treasurer by resolution entered in its minutes. The officers shall be elected by the directors at the organizational meeting of the board of directors each year and the term of office shall be for a period of one year or ~~and~~ until their successors are elected and assume office, unless such officer resigns or is removed.

**8.2 Removal, Resignation and Vacancies.** An officer may be removed from office with or without cause by the board. A vacancy in any office may be filled in the manner prescribed for regular election. The officer elected to such vacancy shall serve for the remainder of the term of the officers he replaces.

**8.3 President.** The president shall preside at all meetings of the members of the Association and of the board of directors. He shall sign for the Association such contracts and other documents as he may be authorized by the board of directors to sign and shall perform all acts and duties usually performed by a president or as prescribed by the board of directors.

**8.4 Vice President.** In the absence or disability of the president, the vice president shall preside and perform the duties of the president. He also shall perform such other duties as may be delegated to him by the board of directors.

**8.5 Secretary.** The secretary shall keep or cause to be kept a complete record of all meetings of the Association and of the board of directors; serve notice of the meetings of the board of directors and its members; keep appropriate current records showing the members of the Association together with their addresses; perform such duties as he is required to perform in connection with the assessments; and shall perform such other duties as may be required by the board. The assistant secretary may be authorized by the board of directors to perform the duties of secretary.

**8.6 Treasurer.** The treasurer shall keep such records, make such reports and perform such other duties as may be required from time to time.

**8.7 Delegation and Change of Duties.** In the event of absence or disability of any officer, the board of directors may delegate during such absence or disability the powers or duties of such officer to any other officer or any director.

#### **ARTICLE IX: BOOKS, RECORDS, SEAL AUDIT**

**9.1 Inspection by Members.** The books, records and papers of the Association shall at all times during reasonable business hours be subject to inspection by any member at the office of the Association.

**9.2 Audit.** An audit shall be made at any time upon order of the board of directors or upon a majority vote of the membership entitled to vote at a regular or special meeting of the members of the Association.

**9.3 Execution of Corporate Documents.** When the execution of any instrument has been authorized by the board of directors without specifying the executing officer, such instrument may be executed by any ~~two~~ one of the following officers: the president, vice president, secretary, treasurer and assistant secretary. The board of directors may, however, authorize any one of such officers to sign any of such instruments for and on behalf of the Association and may designate officials or employees of the Association other than those named above who may sign such instrument.

#### **ARTICLE X: AMENDMENTS**

**10.1 Amendments.** These Bylaws may be amended at a regular or special meeting of the members provided that such amendment shall have the assent of two-thirds of the votes of members who are voting in person or by proxy at such meeting and that notice of the amendment had been included in the notice of the meeting.

#### **ARTICLE XI: DISSOLUTION**

**11.1 Dissolution Upon Insolvency.** The Association shall dissolve immediately upon insolvency and a vote by a majority of a quorum of directors that the Association is insolvent.

**11.2 Dissolution Upon Vote of Membership.** The Association shall dissolve immediately upon the assent of two-thirds of the Members at a special meeting called for the purpose of holding such a vote. Written notice shall be given of the meeting to all Members in the manner prescribed in Section 3.3. For the purpose of this section, no quorum shall be required and all Members who do not vote in person or by proxy shall be deemed to vote dissolve the Association

**11.3 Liquidation of Association Assets.** Upon dissolution, the Board shall set a time and place for the auction of all Association non-cash tangible assets. Members shall be notified in writing of such time and

place. All such assets shall be auctioned to the highest bidder without minimum bids. All proceeds from the auction shall be disbursed in accordance with Section 11.4.

**11.4 Disbursements of Funds Upon Dissolution.** Upon dissolution of the Association, the Treasurer shall disburse all funds owned by the Association as follows:

First, to any creditor or creditors of the Association in such fraction as each creditor's obligation bears to all debts of the Association.

Second, if any funds are left undisbursed, to the United States Cycling Federation.

Third, if the United States Cycling Federation is unable or unwilling to accept any funds, then to the United States Olympic Committee.

## **ARTICLE XII: NON-PROFIT STATUS**

**12.1 Charitable Purposes.** This organization is organized exclusively for charitable purposes within the meaning of section 501(c) (3) of the Internal Revenue Code.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

Upon dissolution of this corporation, 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 tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas ~~Please~~ of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XIII: FISCAL RESPONSIBILITY**

**13.1 Report Prerequisite to Action on Items with Fiscal Impact.** During any regular or special meeting of the Board of Directors, the Board of Directors shall not take any action on any motion having a direct fiscal impact, including the requirement for expenditure or which directly affects revenues, unless and until the Treasurer has submitted a written report that conforms with the next section.

**13.2 Treasurer's Report - Minimum Requirements.** The Treasurer shall prepare in advance of any regular or special meeting of the Board of Directors a written report reasonably designed to apprise the Board of Directors of the financial condition of the Reno Wheelmen. The report shall contain, at a minimum, the following information:

- A. Cash in bank(s)
- B. Undeposited checks and cash.
- C. Receipts during the prior month, including the payor, the date, the amount, and the purpose of the payment.

D. Payments during the prior month, including payee, the check number, the amount, and the purpose of the payment.

E. Expected receipts for the current month.

F. Expected expenditures for the current month.

G. Any significant expenditures and receipts expected in future months.

**13.3 Handling of Revenues.** All checks and cash received shall be collected and accounted for by the treasurer. The Board of Directors may, by express resolution, authorize other individuals to collect cash on behalf of the treasurer for limited, specific purposes only, such as: (1) collection of race entries for a race series or single event, (2) clothing sales. Each person so designated to collect revenues on behalf of the Treasurer shall transmit all funds to the Treasurer and shall fully account for such revenues.

**13.4 Accounting for Expenditures.** The Treasurer shall not issue a check or disburse cash to any persons for any reason without express authorization from the Board of Directors. The Board of Directors may, in its discretion, authorize aggregate disbursements for a particular event or purpose not to exceed a stated limit. In an emergency, a majority of the Directors may, without notice and meeting, authorize a disbursement in writing. The Treasurer, with out approval of the Board of Directors, may authorize disbursements that shall not exceed the lesser of (1) \$150.00 or (2) 5 percent of the total cash in the bank as of the date of the authorization.

**13.5 Multiple Bank Accounts.** The Board of Directors may authorize transaction of organizational business through one or more deposit accounts. The Board of Directors may appoint an individual other than the Treasurer to make deposits and disbursements from special accounts set up for a single event or series. However, such persons shall make monthly reports to the Treasurer of all receipts and disbursements.

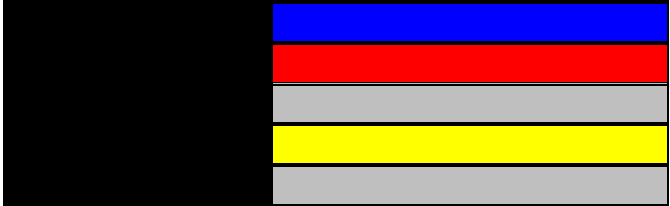
**13.6 Budgets.** At the regular meeting of the Board of Directors in November of each year, the Board of Directors shall approve a tentative budget for the following year. The budget shall reasonably be made available to any Member in good standing who requests a copy. The budget may also be published in one or more newsletters. The budget shall contain different categories for expenditures and revenues.

**13.7 The Board of Directors may,** by resolution, adopt further regulations to provide for reasonable accountability of Reno Wheelmen funds.

**13.8 No Director** shall be liable in damages to the Reno Wheelmen or any Member or third party for his failure to fully comply with this article.

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