

**Mountain State Wheelers Bicycle Club, Incorporated**  
**Constitution and By-Laws**  
**Revised and updated October 15, 2018**  
**Constitution**

**Name**

The name of this nonprofit organization shall be the Mountain State Wheelers Bicycle Club, Incorporated.

**Purpose**

*The purpose of the club is to provide opportunities for participating in bicycle rides, to promote interest in cycling, to promote bicycle safety and better bicycle laws, and to lobby for more available and useful bicycle-friendly facilities (wording adopted at October 15, 2018 business meeting). Bike trips may include associated activities such as camping, hiking, swimming, horseback riding, boating, skiing and bicycle racing. Travel by motorized vehicles, rail, or air may occur in connection with trips.*

**Membership**

There shall be two (2) categories of membership in MSWBC:

Section I: Regular membership. Any person having attained the age of eighteen (18) years is eligible to become a regular member of MSWBC.

Section II: Family membership. Any family of two or more persons is eligible for a family membership. *A family shall consist of two adults, and/or an adult with one or more children under the age of 21 years living in the same household. (Amendment approved March 3, 2015)*

Section III: *Any member of MSWBC who repeatedly engages in dangerous or offensive conduct during group rides may have his or her membership revoked upon a vote of the board of directors. The offender will be provided with a written warning in advance of the revocation. Upon revocation the individual will not be allowed to participate in any further group activities. (Amendment approved March 2, 2015.)*

**Meetings**

Section I: The annual meeting and election of officers shall be held in October, the date and place to be set by the board of directors.

Section II: Regular and special meetings are provided for in the bylaws.

**Officers**

The officers shall be a president, a vice-president, a secretary, a treasurer and a road captain.

(2)

### Elections

Elections of officers shall be held as authorized in the bylaws.

### Board of Directors and Committees

The board of directors shall be composed of the officers of the club and the chairpeople of the standing committees. These committees are provided for in the bylaws.

### Dues

The amount of annual dues shall be determined by a simple majority vote of members present at any duly constituted meeting. Dues are payable with membership forms, *or through currently accepted electronic means, February 1 of any given calendar year, and membership shall run from February 1 through January 31* (wording adopted at the October 15, 2018 Wheelers business meeting).

### Amendments

This constitution and bylaws may be amended by a two thirds majority vote of regular and family members over the age of eighteen (18) that are in good standing at any regular or special club meeting with a quorum present. The members shall have been given a minimum of fourteen (14) days notice of the proposed action.

## **Bylaws**

### Meetings

Section I: Regular meetings of the club shall be held in the months of March and October. Meetings may also be held before any scheduled ride.

Section II: Special meetings may be called at the request of any two club officers; at least two weeks notice shall be given to all club members by *postal mail, telephone, or any currently accepted electronic means such as the club website, social media networks, text messages or applications. The purpose of the meeting shall be stated in such communications, and no other business transacted. (Amendment approved March 3, 2015).*

Section III: Board of directors meetings shall be held at such times as the board of directors may decide. One half of the board shall constitute a quorum.

Section IV: A quorum at any regular or special meeting of MSWBC shall consist of *five (5) regular and/or family members aged eighteen years or older, including officers, when notified as per the provisions specified in Section II above. (Amendment passed January 8, 2016.)*

(3)

### Fiscal Year

*The fiscal year shall be from January 1 to December 31 of a given year. (Amendment approved March 24, 2005, as documented in the April 2005 issue of Spoke Notes.)*

### Committees

Section I: The board of directors shall have immediate charge, management, and control of the affairs of the club in the intervals between meetings. *Committees may be created and dissolved on an ad-hoc basis to address specific concerns and issues. These committees may be combined or added to at the discretion of the board of directors* (wording approved at the October 15, 2018 Wheelers business meeting).

### Elections

Section I: Election of officers shall be held at the annual meeting in October. The majority of all votes cast is necessary for election.

Section II: The term of office shall be from December 1 through November 30 of a given year or until successors are elected.

Section III: A vacancy in office during the regular term may be filled by action of the board of directors.

Section IV: At a regular meeting of the board of directors at least thirty (30) days preceding the annual meeting, the president shall appoint a nominating committee of three members to nominate candidates for the club officers. At the annual meeting, nominations may also be made from the floor.

### Club Grant Request and Award Process

Proposals for financial support from the Mountain State Wheelers Bicycle Club are to be made in writing or by computer file in Word format, submitted to one of the officers by March 1 or September 15th, so they may be distributed to the membership prior to the semiannual meetings. Proposals must be related to the promotion of bicycling, bicycle safety, or enhancing the bicycling community. Proposals shall be two pages or less and must specify the proposed use and anticipated results of the requested funds, as well as a general budget for the funds.

The officers shall distribute the proposal to the paid membership of the Club by e-mail, publication in the Club newsletter or posting on the Club website, prior to the date of the next semiannual meeting.

(4)

The approval of the proposed funding request will be by majority vote at the semiannual meetings. The Club treasurer will prepare an estimated budget for normal Club operating expenditures. Total combined annual funding for all proposals will be limited to Ten Percent (10%) of the total asset balance after deduction of the estimated annual operating expenses.

It is expected that organizations or persons receiving awards from the Club will subsequently report on the project, either in writing or by oral presentation at a subsequent Club meeting. (*Amendment approved at Fall 2007 meeting, October 16, 2007.*)

### Duties of Officers

The president shall coordinate and supervise total club programs, and preside at club and board of directors meetings.

The vice-president shall assist and serve in the absence of the president and may also serve as chairperson of one of the standing committees.

The secretary shall keep minutes of all club and board of directors meetings and issue general notices and announcements.

The treasurer shall collect dues and pay approved bills; and shall keep proper financial records and make necessary reports to the club.

The road captain shall organize the MSWBC rides. He/she shall appoint and oversee ride leaders for each ride as he/she deems advisable to assist them or function in their absence. He/she shall arrange for sag-wagons as deemed necessary.

### Guests

Guests may be invited by any adult member to any event unless there is a problem of capacity in transportation or accommodations; however, no individual may attend more than two events a year as a guest.

### Safety

All MSWBC members and guests shall observe safe bicycling rules on all club rides as outlined in the following:

- \* Any safety requirements issued by the MSWBC board
- \* West Virginia state law and codes
- \* L.A.W. Safety rules and code of bicycling ethics.

(5)

Dissolution of the club

If at any time the MSWBC shall cease to exist, the assets shall be divided among the regular and family memberships that are in good standing based on the following formula:

(Portion of MSWBC assets for each Regular membership)=

$$\frac{\text{Total assets, divided by:}}{\text{Total \# of Reg. memberships} + \frac{\text{Dues for family memberships}}{\text{Dues for regular memberships}} \times \text{Total \# of Family memberships}}$$

(Portion of MSWBC assets for Family membership)=

same formula as above

(Note: this formula was changed at some point in 2005, however documentation has not surfaced as of the time of this writing in March 2015).

Agreement and consent of parent or guardian of minor

I, as parent or guardian of \_\_\_\_\_ represent to the Mountain State Wheelers that I hereby give my permission for my child or ward to participate in any event sponsored by the Mountain State Wheelers. In consideration of the Mountain State Wheelers permitting my said child or ward to participate in its events, I, individually and on behalf of my said child or ward, hereby release and forever discharge the Mountain State Wheelers, its officers, members, employees, agents and volunteers from any and all liability, claim, loss, cost or expense, and waive and promise not to sue on any such claims against any such person or organization, arising directly or indirectly from or attributable in any legal way to any negligence, action or omission to act of any such person or organization or execution of any bicycling event, including travel to and from such event, in which my said child or ward may participate as a ride, volunteer, or spectator. Further, should first aid or medical or surgical treatment be necessary or desirable for my said child or ward during any event conducted by the Mountain State Wheelers, I do hereby authorize any member of the Mountain State Wheelers to consent to such treatment in my place and stead.

Dated:

Signature of Parent or Guardian

(This document was prepared by Stephen A. Weber, Esq., Kay Castor Chaney Love and Wise. It was voted on and incorporated into ByLaws on March 22, 1995.)