

BY-LAWS OF THE CENTRAL KENTUCKY WHEELMEN, INC.
Revised December, 2009

ARTICLE 1 - NAME:

The name of the corporation shall be the Central Kentucky Wheelmen, Inc., doing business as the Central Kentucky Bicycle Club hereinafter referred to as the "Club".

ARTICLE II - PURPOSES

The purpose of the Club is to promote recreation, health and mobility through cycling and cycling-related activities.

We further these purposes by maintaining active programs in the areas of touring, racing, mountain biking, and commuting; by supporting national organizations of like purposes such as the United States Cycling Federation (USCF), the League of American Bicyclists (LAB) and by the education of the membership and the community on the benefits of cycling.

Consistent with our commitment to safety, ANSI- or SNELL- approved helmets must be worn on all Club or Club-sanctioned rides.

ARTICLE III - MEMBERSHIP AND DUES

Regular Membership will be classified as **Individual:** age 18 and above; **Family:** a family or household unit, including dependent children; and **Lifetime:** a member designated by the membership, based upon exemplary service to the Club.

The Club shall maintain a non-discriminatory admission policy with membership available to all without regard to race, color, national origin, religion, gender, age, sexual orientation or disability.

The benefits of regular membership shall include access to the Club webpage and emails; the right to vote on all issues subject to membership approval as provided for herein; and to participate in all Club programs and activities.

Regular members, except special lifetime, shall pay dues in an amount determined by the Executive Committee. Membership period shall be for 12 consecutive months from date of payment. Membership dues will be due upon the last day of the member's Membership Period, but can be paid any time before said date.

Membership may be terminated at any time for good cause as determined by a 2/3 vote of censure by the Executive Committee. Written notice of termination of membership shall be forwarded by the Secretary to the former member by certified mail within 10 days of the action of the

membership. Within 10 days of receipt of such notice any member whose membership has been terminated shall advise the Secretary by return certified mail of his/her protest of the termination and the Secretary shall place on the agenda of the next membership meeting to be held at 15 days from the filing of the protest the issue of restoration of membership. Membership shall be restored upon 2/3 majority of the membership, a quorum being present at the meeting.

ARTICLE IV - MEETINGS

Membership meetings shall be held on the first Tuesday of every month at a location determined by the Executive Committee. Meetings shall be announced on the Webpage. A quorum shall consist of five (5) dues paying regular members.

The membership meeting for the month of November shall be the Annual meeting, the purpose of which shall be the Election of Officers, the filing by the President of the Report of Club Activities, the filing by the Treasurer of the written Annual Financial Report. Notice of the Annual Meeting shall be published in the Newsletter at least fifteen (15) days prior to the meeting.

ARTICLE V - OFFICERS

The Club Officers shall be the President, Vice President, Secretary and Treasurer. They must be Club members in good standing and elected by a majority of members at the Annual Meeting. The Officers shall be the Directors of the Corporation. The term of all Officers shall be one year from January 1 to December 31.

A. The President shall be the Club's Chief Executive. He/she shall be responsible for the overall direction of the Club's activities, for maintaining the quality of all programs and for ensuring that the membership's aspirations for the Club are attained. Among the President's specific duties shall be to preside at all Club and Executive Committee meetings; appoint the chair of the Nominating Committee.

B. The Vice President will direct the riding program of the Club. His/her specific duties shall include recruitment, orientation and training of ride captains; publication of a ride schedule to the membership and the general public. In the absence of the President, the Vice President shall preside at membership meetings.

C. The Secretary shall keep a full and complete record of the proceedings of all meetings of the Club, the Executive Committee and shall preserve all documents, correspondence, reports and communications of the Club. Among his/her specific duties shall include maintaining the official membership roster, summarizing meeting minutes for publication on the Webpage; giving all notices required by law of these By-Laws; and maintains these By-Laws and any amendments thereto.

D. The Treasurer shall be the Chief Financial Officer of the Club and shall be responsible for the security of the Club's funds and other assets. Among his/her specific duties shall include receiving, depositing, accounting for and disbarring all club funds, or authorizing others to do so, as provided by these By-Laws and the Executive Committee; maintaining all financial records; making all legally-required filings; notifying the membership when dues payments are due and collection of same; presenting a brief financial report at each Executive Committee meeting and membership meeting; and for each fiscal year outlining the financial condition of the Club and summarizing the previous year's transactions and events, said Financial Report to be published in the Newsletter.

Any officer may be removed by a 2/3 vote of the membership at any membership meeting at which a quorum is present. The unexcused absence of any officer from three (3) consecutive Executive Committee meetings shall be deemed a resignation. Any office vacated during the year shall be filled by appointment as determined by a majority of the Executive Committee.

New offices may be created by the membership in its discretion.

ARTICLE VI - EXECUTIVE COMMITTEE

The Executive Committee shall consist of all current officers and the immediate past Club President. It shall be the governing body of the Club and shall make operational and policy decisions for the Club and act by majority vote, except as otherwise provided herein. The Executive Committee shall insure that the legal affairs of the Club are attended to and that it is adequately protected by liability insurance.

The Executive Committee shall prepare an Annual Report for presentation by the President at the Annual Meeting of the highlights of Club activities for the year, including club membership and trends. It shall also report on its activities throughout the year on the Webpage and at regular membership meetings.

The Executive Committee shall meet at least monthly at a time and place as determined by it and such other times as the President may from time-to-time determine.

The Executive Committee must approve any Committees or Project Groups recommended by any officer and concur in the appointment of the chairpersons of same, approve establishing separate committee or project accounts, including designation of signatory authority as required.

ARTICLE VII - STANDING COMMITTEES

With the approval of the Executive Committee, Standing Committees and Project Groups shall be established and maintained by each cognizant officer to assist him/her in carry out of his/her areas of responsibility.

A Nominating Committee, who's Chair shall be appointed by the President and approved by the Executive Committee, who shall in turn select a minimum of two members to serve on the Committee, shall identify interested candidates and prepare a slate nominees consisting of one or more candidates for each office for presentation at the Annual Meeting. Current officers may not serve on the committee and members of the committee may not stand as candidates for office.

The Chair of the nominating Committee shall insure that the slate of candidates are published at the membership at least fifteen (15) days prior to the Annual Meeting. Not withstanding the preparation of a slate of candidates, the presiding official at the Annual Meeting shall solicit any nominations from the floor.

ARTICLE VIII - AMENDMENTS

These By-Laws may be amended by a majority of the membership at any membership meeting at which a quorum is present, provided that written notice of the proposed amendment is given at least fifteen (15) days prior to the meeting.

The By-Laws, including new amendments, will be posted on the Club Webpage.

ARTICLE IX - CORPORATE PROPERTY AND NAME

All property, real, personal, or mixed, legal or equitable, acquired by this club by grant, purchase, gift, bequest, or devise, shall be its corporate property.

The name shall not be employed for any individual gain or benefit. Permission for the use of the name must be granted by the majority vote of the members present at a regular or special meeting.

The Executive Committee can designate, add or change the mailing address for the Club at anytime as deemed necessary.

ARTICLE X - CLUB RIDES

Any organized group of bicyclists lead by a CKW member which was selected at a regular or special meeting and listed in the CKW Webpage will be called a Club Ride.

Qualifications and Duties of the Ride Leader

A club member approved by the Vice President who has displayed competence and experience while operating his bicycle during past club rides can be ride leader.

Ride leaders will be responsible for directing the ride and for promoting the safety of the riders; shall cancel a ride if the safety of the riders is endangered; shall assure someone is to lead the ride if they are able; shall assure all non-members sign a statement of release of liability prior to beginning the ride.

Anyone may participate in club rides if they satisfy the following requirements:

Willing to follow all directions of the ride leader.

Sign a release of liability against the CKW and ride leader.

If under eighteen (18) years of age, they must be accompanied by a parent, guardian, or an adult member who assumes responsibility for the supervision of the minor.