

OFFICIAL CYCLING CLUB/ RACING TEAM BYLAWS

OZARK OUTDOOR GROUP

Northwest Arkansas

A Non-profit Organization



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1. ORGANIZATION AND MISSION

1.1. *Organization Name*

The name of the organization shall be Ozark Outdoor Group, hereinafter referred to as the "Organization" which consists of both a club that shall be named Team Lewis & Clark, hereinafter referred to as the "Club" and the organization's racing team shall be Lewis & Clark Racing, hereinafter referred to as the "Team."

The Club shall be a Member of the United States Cycling Federation, hereinafter referred to as "USCF."

1.2. *Organization Colors*

The official colors of the Club shall be red, yellow, green, black.

1.3. *Mission*

The purpose of this organization shall be to promote interest and participation in outdoor activities, specifically recreational and competitive cycling, triathlon, and adventure racing, and to organize and maintain a competitive road, mountain bike, triathlon, and adventure racing teams, and a non-competitive cycling and triathlon club.

2. MEMBERSHIP

2.1. *Acquiring Membership*

Membership to the Club and/or Team is granted by the Board of Directors pending payment of dues. Anyone who desires may apply for membership. The organization does not discriminate on the basis of race, creed, religion, or national origin. The organization reaches out to all persons regardless of race, color, religion or national origin, who demonstrate an interest in and commitment to cycling.

2.2. *Types of Membership*

There are three types of membership, based on member status within the organization.

2.2.1. *New Member*

A New Member is a Member who has been a member for less than thirty-one days. New Members may not vote, but are counted in the member count.

2.2.2. Active Member

Active members are persons who have been members of the Club and/or Team for more than thirty days. Active members may vote and are included in the member count. The title of Active Member may be temporarily or permanently revoked by the Board (see Suspension and Expulsion, Section 2.5).

2.2.3. Inactive Member

Inactive members are members who have failed to pay their dues for the current year, have not met the Club and/or Team yearly requirements, or who have had their Junior or Active Member title revoked by the board. Inactive members may not vote and are not included in the member count. Inactive members may not participate in races or club activities while wearing the official Club and/or Team uniforms.

2.3. Eligibility

The organization gives consideration of prospective members using the following criteria.

The prospective member shall:

1. Have proper and necessary equipment at the time he/she requests to join the Club and/or Team.
2. Be willing to volunteer and promote the goals of the Club and Team.
3. Commit to community service Club and Team funded projects.
4. Commit to participate for a minimum of four (4) hours in all Club and Team projects of the following nature:
 - a. Community service projects sponsored by the Club and/or Team. A member can substitute his commitment by finding an individual to stand in and fulfill his/her commitment.
 - b. Volunteer at racing events sponsored by the Club and/or Team. A member can substitute his commitment by finding an individual to stand in and fulfill his/her commitment.

The Board of Directors reserves the right to take into account the place of residency of the prospective member, in terms of proximity to Fayetteville, Arkansas for the reason of ensuring the prospective member can meet Club and/or Team commitments and have a positive influence on team camaraderie.

2.4. Approval

All prospective members are presented to the organization for approval. In the case of an objection, the member will be presented to the Board of Directors for approval of admission.

A member shall be considered in good standing when he/she meets requirements considered satisfactory to the Board.

2.5. Suspension and Expulsion

2.5.1. Suspension

Any member may have their title temporarily suspended by the Board by a majority vote of the Board. In the event of a tie, the movement shall fail. The period of suspension shall be decided by the board and shall not be longer than one year.

2.5.2. Expulsion

Any member may be expelled by the Board by a unanimous vote of the board. Expulsion shall consist of immediate and permanent dismissal from the organization. Failure to comply with Bylaws or Policies of the Organization, or conduct injurious to the reputation of the Team shall be cause for removal from Membership.

2.5.3. Reversal

A suspension or expulsion may be reversed by unanimous vote of the Board.

2.6. *Privileges and Requirements of Membership*

2.6.1. Requirements

Club Member:

Must participate in at least 1 club activity during the calendar year.

USCF Citizen/Category 5 Road Racing Member:

One (1) minimum USCF-sanctioned race event.

USCF Category 4 Road Racing Member:

Ten (10) minimum USCF-sanctioned race events. Each individual stage of a stage race counts as a race.

USCF Category 1/2/3 Road Racing Member:

Twelve (12) minimum USCF-sanctioned race events. Each individual stage of a stage race counts as a race.

2.6.2. Privileges

Club Member:

As a member of the Club periodic deals and discounts will be offered to club members, to be determined by the Board of Directors.

USCF Citizen/Category 5 Road Racing Member:

Racing members who hold an active USCF Category 5 annual license and have completed or agree to complete one (1) USCF-sanctioned road races in the current season are eligible for a discounted team clothing package, price to be determined by the Board of Directors. The clothing package shall include one (1) short sleeve jersey, one (1) long sleeve jersey, one (1) pair of gloves, one (1) short or bib short, and one (1) pair of socks. This package shall be available to the rider upon a commitment or completion of the criteria listed above, as determined by the Team Director. No substitutions shall be made unless the current clothing inventory requires it, as determined by the Team Director.

USCF Category 4 Road Racing Member:

Racing members who hold an active USCF Category 4 annual license and have completed or agree to complete ten (10) USCF-sanctioned road races in the current season are eligible for a team clothing package. The clothing package shall include one (1) short sleeve jersey, one (1) long sleeve jersey, one (1) pair of gloves, one (1) short or bib short, and one (1) pair of socks. This package shall be available to the rider upon a commitment or completion of the criteria listed above, as determined by the Team Director. No substitutions shall be made unless the current clothing inventory

requires it, as determined by the Team Director.

USCF Category 1/2/3 Road Racing Member:

Racing members who hold an active USCF Category 3 or higher annual license and have completed or agree to complete twelve (12) USCF-sanctioned road races in the current season are eligible for a team clothing package. The clothing package shall include one (1) short sleeve jersey, one (1) long sleeve jersey, one (1) pair of arm warmers, one (1) pair of gloves, one (1) short or bib short, one (1) pair of socks, and one (1) skinsuit. This package shall be available to the rider upon a commitment or completion of the criteria listed above, as determined by the Team Director. No substitutions shall be made unless the current clothing inventory requires it, as determined by the Team Director.

2.6.3. Prize Money Distribution

In order to promote a strong team atmosphere and to motivate team members to train and race proficiently, it shall be the policy of the Team to divide all prize money derived from the participation in sanctioned USCF road racing events among the participating members of the Team.

As soon as prize-money is awarded, cash-winning members shall combine the total prize money accumulated from the respective race (e.g. race category) and ask each participating team member if he/she accepts a share of the winnings. Each team member may choose whether to receive or to renounce prize money. The decision of each participating team member shall be based on his/her fulfillment of race responsibilities. Fulfillment of race responsibilities includes, but is not limited to the following:

1. Attendance to strategy discussions held in day(s) prior to a race, when applicable.
2. Arrival to the race site at the time specified by the Team Director or by a member with delegated authority.
3. Participation in race-day team meetings at the race site.
4. Thorough understanding of the overall race strategy and individual tactics and responsibilities assigned to him/her for the race.
5. Satisfactory execution of assigned tactics and responsibilities during the race.
6. Satisfactory execution of non-specified or non-assigned, but acceptable actions or tactics that contribute to achieving the overall race strategy.
7. Participation in post-race discussions, when applicable.

Once all members make a decision, prize money shall be distributed equally among all participating team members who choose to receive a share of the accumulated prize-money.

Because this stature is based on a honor system, the Team Director or a rider with delegated authority may intervene if there is the sentiment that the system has been abused.

2.6.4. Penalties

Penalties for not fulfilling requirements necessary for the privileges stated in Section 2.6.2 will be voted on by the Board of Directors. Penalties can include, but are not limited to, loss of all future privileges for a term designated by the board, and/or reimbursement of team for privileges accessed/or used by the member.

3. MEETINGS

3.1. *Annual Election Meeting*

An Annual Election Meeting for the Organization shall be held in the month of November each and every year. The date and location of the meeting shall be determined by the Board each year before the first day of November. The purpose of the Annual Election Meeting shall be to hold the elections of the Chairs of the Board and the President, and to retire and install the Chairs of the Board and the President as resulting from the elections.

3.2. *Board Meetings*

The Board shall meet officially no less than once during any consecutive two months. Board meetings shall be open to any Member of the Club who would like to attend, and there shall be a designated time during every board meeting where any Member of the Club may address the board on any topic concerning the Club.

3.3. *Notice of Meetings*

All members of the Club will be given notice of any meeting at least seven (7) days prior to the meeting.

4. VOTING

4.1. *Taking of an Official Vote*

Official votes may only be taken at Board Meetings which meet the requirements of Section 3.2. Directly prior to voting, any Member of the Club who so desires may address the Board to express his/her opinion on the subject. The vote may not be taken until every Member present has been given the opportunity to address the Board.

At all meetings, except for the election of officers and directors, all votes shall be counted by the raising of one (1) hand for each person. At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors.

For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot. At all votes by ballot, the chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of three (3) who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results and physically affix the certified copy in the book containing minutes of that meeting. No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

At any meeting, the board will vote on any question if:

1. A Director moves to vote and another board member seconds the movement.

OR

2. Any member (including Directors) moves to vote and a majority of present non-director members supports

the movement when polled by raising one (1) hand of each person.

5. BOARD OF DIRECTORS

All business of this organization shall be managed by an Executive Board of Directors.

The Directors for the ensuing year shall be chosen at the annual meeting of this organization and they shall serve for a term of one year. A Board Member may not serve in the same position more than two consecutive years in a three consecutive year period.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when properly convened by its chairman after due notice to all the directors of such meeting.

Fifty (50%) percent of the members of the Board of Directors shall constitute a quorum.

Each director shall have one vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

The President of the organization by virtue of his office shall be Chairman of the Board of Directors.

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

5.1. *Permanent Officer Positions*

5.1.1. President

The President shall preside at all membership meetings. He shall by virtue of his office be Chairman of the Board of Directors. He shall present at each annual meeting of the organization an annual report of the work of the organization. He shall appoint all committees, temporary or permanent. He shall see all books, reports and certificates required by law are properly kept or filed. He shall be one of the officers who may sign the checks or drafts of the organization. He shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

5.1.2. Vice President

In the event of the absence or inability of the President to exercise his office, the Vice President will become acting president of the organization with all the rights, privileges and powers as if he had been the duly elected president.

5.1.3. Secretary

The Secretary shall keep the minutes and records of the organization in appropriate books. It shall be his duty to file any certificate required by any statute, federal or state. He shall give and serve all notices to members of this organization. He shall be the official custodian of the records and seal of this organization. He may be one of the officers required to sign the checks and drafts of the organization. He shall present to the membership at any meetings any communication addressed to him as Secretary of the organization. He shall submit to the Board of Directors any communications which shall be addressed to him as Secretary of the organization. He shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

5.1.4. Treasurer

The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. He must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. He shall render at stated periods, as the Board of Directors shall determine, a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. He shall exercise all duties incident to the office of Treasurer.

5.1.5. Secretary/Treasurer

The positions of Secretary and Treasurer may be combined into a single position called Secretary/Treasurer. The Secretary/Treasurer will have the responsibilities of both the Secretary position as outlined in Section 5.1.3 and the Treasurer positioned as outlined in 5.1.4.

5.1.6. Members At Large

The Board may appoint by a majority vote any number of Members At Large. Members At Large may head committees and be counted during a vote.

5.2. *Other Positions*

The Board may create or dissolve, by a majority vote any position which it sees fit, with the exception of the positions as outlined in Section 5.1.

5.3. *Officer Compensation and Perks*

No officer shall, for reason of his office, be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer. The Executive Board members are entitled to all deals, discounts, and special offers that are available to any member of the club or team at any level, even if the board member is not a racing member or member of the group that the deal, discount, or offer is made. This perk is for service to the club and can be changed or altered by a vote of the Executive Board.

6. COMMITTEES

6.1. *Appointment of Committees*

All committees of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of one (1) year or less if sooner terminated by the action of the Board.

6.2. *Permanent Committees*

The permanent committees and their purposes and duties are outlined in the “Permanent Positions” amendment.

7. DUES AND OTHER FINANCIAL OBLIGATIONS

7.1. *Amount and Occurrence of Dues*

The dues of this organization shall be based on the following tiered structure and will be due per annum and shall be payable on the day after the Annual Election Meeting, but no later than the last day of January. All prospective members must choose one option from Tier 1 and may choose 1 or more options from Tier 2.

Tier 1 Structure:

- 1. Club Membership w/ T-Shirt\$25.00
- 2. Club Membership w/ Club Jersey\$75.00

Tier 2 Structure:

- 1. Choose one of the following for your primary membership:\$40
 - 1. Road Racing Team
 - 2. Mountain Bike Racing Team
 - 3. Tri-Sport Racing Team
 - 4. Adventure Racing Team
- 2. You may choose any/all additional racing team options at the cost of \$10 each.

*Renewal of membership for the Club will cost a combined total of \$25.00. There is no renewal fee for racing teams.

7.2. *Payment of Dues*

Bills shall be sent to the membership by December 1st for the next fiscal year. Dues are payable in full on or before January 1. Members whose dues are not paid by January 1 will receive a second notice from the Treasurer. Intent to resign or change status must be signified by December 1, or the member is liable for payment of dues for the coming year.

New members joining after September 1 are exempt from membership renewal fees for the following year.

A Member of the Club may have his yearly dues waived by unanimous vote of the Board. Before the vote it must be explicitly stated as to how long the dues are to be waived.

7.3. Late Fee

A late fee of \$10.00 shall be incurred if a member's dues payment is not received by January 15th. If dues are not received by February 1st, members shall be removed from the Organization roster.

7.4. Refunds

Refunds of dues will not be made to members for any reason.

7.5. Insufficient Funds

Should a personal check submitted by a member be returned by the bank due to insufficient funds, the member shall be charged a fine of \$35.00 in addition to the fee charged by the bank.

8. FISCAL POLICIES

8.1. Fiscal Year

The Fiscal Year shall be from January 1st through December 31st.

8.2. Accounts and Audit

The books and accounts of the Organization shall be kept in accordance with generally accepted accounting principles. Any member of the organization shall have the ability to request a current and up to date balance sheet no more than once per quarter from the Treasurer.

8.3. Dissolution

In the event of the dissolution of the Organization, its assets remaining after payment of, or provision for payment of, all debts and liabilities shall be pro-rated and distributed, as determined by the Board of Directors.

8.4. Budget

A budget shall be adopted by the membership at the Annual meeting by a majority vote of the members present and voting.

9. INDEMNIFICATION

The Organization shall indemnify its present and former Officers and Directors to the fullest extent permitted by law.

10. PARLIAMENTARY PROCEDURE

Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedures not specifically covered by the Bylaws or specific rules of procedure adopted by the Organization.

11. POLICIES AND PROCEDURES

The Board of Directors may establish Policies and Procedures for the conduct of business of the Team. The policies may be amended by two-thirds (2/3) vote of the members voting, a quorum being present, at any regular or special meeting of the Team provided that the proposed changes be presented to each voting member at least two (2) weeks prior to the date of the meeting.

12. AMENDMENTS

12.1. *Amendment to the Bylaws*

These Bylaws may be altered, amended, repealed or added to by an affirmative vote of not less than two-thirds (2/3) of the members of the Board of Directors.