

Three Rivers Velo Sport, Inc. Constitution and Bylaws – June 2022

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Mission

Three Rivers Velo Sport (3RVS) is created to promote the general interest and enjoyment of bicycling for health, recreation and economical transportation. To this end, 3RVS will facilitate and conduct tours, outings and races, promote better bicycle riding conditions, and will advocate and advance proper riding techniques.

Articles of Operation

- 1.0 Membership
- 1.1 Requirements

Membership in 3RVS is contingent upon completion of an approved membership application and payment of applicable dues in full for the calendar year to one of the membership categories as described below:

Individual - Individual membership is available to individual who properly completes an application for membership.

Family - Family membership is available to all persons maintaining the same legal residence. At least one member of a family as described above must be at least eighteen (18) years of age.

Any or all membership rights and/or privileges, including those conferred by other organizations based upon membership in 3RVS, may be suspended or revoked as to any person who violates any of the policies set forth in this document or its accompanying Bylaws. Such suspension or revocation shall only be by agreement of at least two-thirds of sitting Board members, and only following a meeting of the Board of Directors of which the person whose rights and/or privileges are in question was given reasonable notice and opportunity to state his/her position to the board.

1.2 Voting Privileges

Membership voting privileges are granted to all active individual and family members at least fifteen (15) years of age whose dues are paid in full for the current calendar year by the night of the vote in question. These privileges apply to the election of officers as well as to general issues brought before the membership during a regular meeting.

2.0 Meetings

Regular meetings shall be conducted monthly at the time and place established in the 3RVS Bylaws. These meetings shall be conducted by the President or another member of the Board of Directors as designated by the President. In addition to the program, the meeting shall include a report to the membership of the activities of 3RVS and its Board of Directors, and an opportunity for members to make proposals, suggestions, requests or inquiries.

3.0 Officers

3.1 Election

An election of club officers shall take place every year at the first meeting of the calendar year. Nominations for elected positions shall be accepted anytime between the December meeting and the end of the calendar year immediately preceding the election. A member in good standing as described in Article 1.2 Voting Privileges may nominate no more than one member per office for each of the offices described below in this article. Any active member may nominate another active member (including himself or herself) to any of the offices. If the nominee accepts the nomination, he/she is placed on the ballot for the coming year. If only one nominee is received for an office, then no vote is required. All candidates for an office must be at least eighteen (18) years of age. The following positions shall be elected on a yearly basis:

President
Secretary

Treasurer
Touring Director
Racing Director
Off Road Director
Membership Director
Social Media Director
Youth Development Director
Outreach Director

Elected officers shall assume the duties of their positions as soon as the results of the election are known, and will continue in that position until a replacement is chosen. In the event an officer resigns, or is removed by a two-thirds majority vote of sitting Board members, a special election for that office shall be held at the next regular club meeting, provided there is time to announce such an election to the full membership by digital or print media no less than 7 days before the meeting. With the exception of the office of President and until a Special Election can be conducted, an officer's vacancy as described in this paragraph may temporarily be filled by appointment of the President. In addition to the elected officer positions, the President may appoint various chairpersons and/or committees on an ad hoc basis. The President shall assume ex-officio status on all appointed committees.

3.2 Office of Vice-President

Effective January 1, 2017, the Vice President will be nominated and elected by the newly elected Board of Directors at the first meeting held each calendar year. The nominated and elected Vice President must be one of the Board of Directors listed in Article 3.1 above. The Vice President's duties are to perform all assignments as directed by the President; and act in place of the President at such time when the President is unable to assume the duties of office. The newly elected Vice President will assume such office on a yearly basis. The Vice President is not permitted to vote on matters before the Board of Directors as a Vice President. The individual holding the office of Vice President is allowed one vote on matters before the Board of Directors as a result of holding one of the offices described in Article 3.1.

3.3 Duties

Officers shall have the authority and responsibility to organize and conduct activities within their prescribed areas and in keeping with the 3RVS mission. These activities as detailed in the accompanying bylaws are subject to review by the Board of Directors and may be modified by a majority vote thereof.

4.0 Board of Directors

The Board of Directors shall consist of all ten (10) elected officers for the operating year and shall function as the governing body of 3RVS. The Board of Directors is empowered to decide issues and act on behalf of 3RVS. All issues before the

Board shall be resolved through a simple majority vote, except as described in section 3.0 and 5.0 of this document. The Board of Directors shall meet as needed at least monthly, at a reasonable time and place determined by the President. The President shall provide notice of the meeting to all officers giving reasonable opportunity for all to attend.

5.0 Expenditures

Any matter that involves the expenditure, or obligation to expend, is subject to the approval of the Board of Directors and/or a membership vote. There are three distinct levels of approval:

Level One

Level One approval consists of a simple majority vote by the Board of Directors, and applies to routine expenditures above the threshold established in the bylaws for routine matters and below 25% of the total treasury. This level also applies to any non-routine expenditure of less than the non-routine threshold specified in the bylaws of this document.

Level Two

Level Two approval can be obtained in two ways:

1. A two-thirds majority vote by the Board of Directors
2. A simple majority vote by the Board of Directors in conjunction with a regular membership meeting simple voting majority. This level of approval applies to routine expenditures in excess of 25% of the 3RVS treasury at the time of the expenditure. It also applies to non-routine expenditure between the non-routine expense bylaw threshold and less than 25% of the treasury.

Level Three

Level Three approval consists of a two-thirds majority vote by the Board of Directors and a regular meeting voting majority. It applies to any non-routine expenditure in excess of 25% of the 3RVS treasury at the time of the expenditure.

Routine expenditures of less than the Routine Expenditure Threshold established in the By Laws may be authorized by the President unless a majority of the Board of Directors have voted to not make such expenditure.

6.0 Affiliations

3RVS shall be a member of the generally recognized governing body for bicycle racing in the United States, as applied for by the Racing Director. 3RVS shall also maintain membership in other bicycling organizations, as approved by the Board of Directors.

7.0 Club Colors

The official club colors of 3RVS are yellow and black. Preferred pantone colors are 109U & 109C. Hex code number for the club yellow is #FFDD00.

8.0 Amendment Procedures

8.1 Constitutional Amendment Procedure

All proposed amendments to this constitution shall be presented in writing and discussed at a regular membership meeting. If the proposed amendment is supported by at least five (5) eligible voting members, it shall be published to the full membership by digital or print media no less than seven (7) days preceding the next meeting.

The proposed amendment shall then be read, discussed and voted on by eligible voting members at the next monthly meeting. The amendment shall pass and be enacted if and only if it receives a favorable vote of at least seventy-five percent (75%) of the voting membership in attendance at that meeting.

8.2 Bylaw amendment Procedure

All proposed amendments to the 3RVS Bylaws shall be presented in writing to the Board of Directors. If the proposed amendment is supported by a simple majority of the Board of Directors, it shall be published to the full membership by digital or print media no less than seven (7) days preceding the next meeting. The proposed amendment shall then be read, discussed and voted on by eligible voting members at the next monthly meeting. The amendment shall pass and be enacted if and only if it receives a favorable majority vote by the voting membership in attendance at that meeting.

Bylaws

1.0 Scope

The purpose of this document is to supply specific details that are not in, but required by the Constitution of 3RVS. This document is subject to, and controlled by the 3RVS Constitution.

1.1 Dues

The dues required for membership privileges as created by the Constitution are annual, from January 1 to December 31 inclusive. Non-members who join after September 1st will have their membership extended through the following calendar year. Dues are established as follows:

Individual \$20.00

Family \$30.00

1.2 Meetings

Regular meetings for the members of 3RVS shall be held the first Thursday of each month at 7:00 p.m. at a location designated by the Board of Directors and published to the full membership by digital or print media no less than seven (7) days preceding the next meeting. A meeting for an individual month may be rescheduled, relocated or omitted with the approval of majority of the Board of Directors.

1.3 Routine and Non-routine Expenditures

Expenditures are governed by Article 5.0 of the 3RVS Constitution. Pursuant to the constitution the following expenditure thresholds are established:

Non-routine expenditures are any expenditures that is are not defined to be routine. The threshold, as depicted in Article 5.0 for non-routine expenditures is three hundred dollars (\$300.00)

Routine expenditures are those normally associated with the activities of the club and include those similar in character and amount to those which have been made in the past. The threshold, as depicted in Article 5.0 for routine expenditures is three hundred dollars (\$300.00). Examples of this type of expenditure include, but are not limited to, expenses involved with:

Official Cycling Events

Annual End of Year Party

Event mailing & printing costs

1.4 Helmets

Helmets approved by a recognized standards authority must be worn while cycling appropriately by all participants in 3RVS sanctioned events. This includes 3RVS races, race training rides, touring rides and mountain bike rides.

1.5 Membership Roster

The membership roster of the 3RVS shall be available only to officers of the club and shall not be released to any person, group, or organization without the authorization of the club President— with the exception of participating retail establishments regarding club discounts.

1.6 Group Riding Guidelines

All participants in an official club ride event are required to abide by the Three Rivers Velo Sport Group Riding Guidelines. Riders are subject to be removed from the group after being warned of a violation of said guidelines by a group ride leader or club officer. Such action constitutes an incident. An incident for the purpose of this article includes, but not limited to: refusing to wear an approved cycling helmet, riding in a dangerous manner, using threatening or foul language, aggressive behavior, not complying with the 3RVS Group Riding Guidelines, or any other action that is detrimental to the ride group, the club, or the general public. All incidents will be presented to the Board of Directors for further disposition.

1.7 Intellectual Property

Use of Club Intellectual Property, Name, Logo, Trade Marks, Reproductions: No individual, group, firm, organization, company, incorporated or not, may use the name, logo, likeness or any other intellectual property of the club without the expressed written permission of Three Rivers Velo Sport, Inc. Application for such use must be presented to the Board of Directors via U.S. Mail, at the club's registered P.O. Box or personally at a monthly club meeting. The application must include specific details such as how the intellectual property is to be marketed, who benefits from the proceeds; the intended price per unit of each item, along with the complete product item. If the application is approved by the Board of Directors, the applicant must enter into a marketing agreement with Three Rivers Velo Sport, Inc. prior to marketing the intended product.

1.8 Code of Conduct

All members will be held accountable to follow the Code of Conduct and subject to disciplinary action as detailed in the Code of Conduct

1.9 Board of Directors Essential Functions

All officers will be responsible to follow the Essential Functions of their position, with additions and modifications made as necessary, and shall have such additional powers and duties as may be described by the Board.

Revision History

Revision A, 6 February 2009 – Membership Par. 1.1, add “signed”; Par. 3, remove Triathlon

Director position; Par. 4.0, change number Directors from nine to eight; Par. 5.0, remove Fig. 1.

Bylaws: Par. 1.2, local time was EST; Par. 1.4, USA Cycling was United States Cycling Federation (USCF); Par. 1.5 revised to not require opt-out of membership roster release.

Revision History - March 16, 2011

Membership Part 1.1, add “approved”, strike “signed”; Part. 1.1 - Family, strike “and his/her signature must accompany the application”; Part 3.0, add “Membership Director”; Part 4.0, strike “8”, add “9”;

By Laws Part 1.1, strike “new”, add “Non-“, strike “between June and December will be credited membership for the balance of the current year and the following calendar year”, add “after July 1, will pay half the annual membership fee”; Part 1.3 pluralize expenditures, change “is” to “are”; Part 1.3 strike “Germanfest Criterium”, strike “Newsletter”, add “Event”; Part 1.4, strike “Races and race training rides. The appropriate use of helmets is strongly recommended on all other rides”, add “sanctioned events. This includes 3RVS races, race training rides, touring rides and mountain bike rides”; Part 1.5, add “– with the exception of participating retail establishments regarding club discounts.”

Revision History - April 11, 2011

1.1 Dues; Elimination of Lifetime Individual Membership

Amendments Added – April 8, 2016

3.0 Officers, strike “Election of”

Add article 3.1 Election

Strike under 3.1, “least fifteen (15) years old add, “twenty-one (21)” also, strike, “along with the basic duties and responsibilities associated with that office as derived by historic precedent:” 3.1 after listing of offices, strike “responsibility” add, “the duties of”

Add:

3.2 Office of Vice-President

Effective January 1, 2017, the Vice President will be nominated and elected by the newly elected Board of Directors at the first meeting held each calendar year. The nominated and elected Vice President must be one of the Board of Directors listed in Article 3.1 above. The Vice President’s duties are to perform all assignments as directed by the President; and act in place of the President at such time when the President is unable to assume the duties of office. The newly elected Vice President will assume such office on a yearly basis. The Vice President is not permitted to vote on matters before the Board of Directors as a Vice President. The individual holding the office of Vice President is allowed one vote on matters before the Board of Directors as a result of holding one of the offices described in Article 3.1.

3.3 Duties

Officers shall have the authority and responsibility to organize and conduct activities within their prescribed areas and in keeping with the 3RVS mission. These activities are subject to review by the Board of Directors and may be modified by a majority vote thereof.

4.0 Board of Directors, add after The Board of Directors shall meet, "as needed" 5.0 Expenditures, Level One subset: after routine expenditures strike, "between" add "above" 5.0 Expenditures, Level Two number, part 1. strike, "seven (7)", add, "two-thirds" board member majority

5.0 Expenditures, Level Three second paragraph strike, "an appropriate Officer or Committee Chairperson", add, "the President" and strike, "and said Officer or Committee Chairperson has received notification of said decision by the Board of Directors"

By Laws:

1.1 Dues add after Non-members who join, "after September 1st will have their membership extended through the following calendar year"

1.2 Meetings: strike, "local time" add at the end of the last sentence, "A meeting for an individual month may be rescheduled, relocated or omitted with the approval of majority of the Board of Directors"

1.3 Routine and Non-Routine Expenditures:

All references to Section 5.0 is changed to, "Article 5.0"

All references to expenditure thresholds of \$500.00" changed to, "\$300.00" 1.3

Second paragraph, "Routine expenditures. . ." add, "are those normally associated with the activities of the club and"

1.3 Listing of club events for expenditures changed from "May Madness; Three Rivers Festival Tour; Germanfest Criterium; Ft. Wayne Off-Road Race" to, "Official Cycling Events"; also change, "Annual Volunteer Party" to "Annual End of Year Party"

1.4 Helmets:

"Helmets approved by" add, "a recognized standards authority must be worn while cycling" 1.5 Membership Roster

Sentence revision to, "The membership roster of the 3RVS shall be available only to officers of the club and shall not be released to any person, group, or organization without the authorization of the club President"

By Laws:

Add

1.6 Group Riding Guidelines

All participants in an official club ride event are required to abide by the Three Rivers Velo Sport Group Riding Guidelines. Riders are subject to be removed from the group after being warned of a violation of said guidelines by a group ride leader or club officer. Such action constitutes an incident. An incident for the purpose of this article includes, but not limited to: refusing to wear an approved cycling helmet, riding in a dangerous manner, using threatening or foul language, aggressive behavior, not complying with the 3RVS Group Riding Guidelines, or any other action that is detrimental to the ride group, the club, or the general public. All incidents will be presented to the Board of

Directors for further disposition.

Amendment Added - October 6, 2016

3.1 Elections, A member in good standing as described in Article 1.2 Voting Privileges may nominate no more than one member per office for each of the offices described below in this article.

Amendment Added - January 5, 2017

With the exception of the office of President and until a Special Election can be conducted, an officer's vacancy as described in this paragraph may temporarily be filled by appointment of the President.

By-Law Added - May 3, 2018

1. Intellectual Property - Use of Club Intellectual Property, Name, Logo, Trade Marks, Reproductions: No individual, group, firm, organization, company, incorporated or not, may use the name, logo, likeness or any other intellectual property of the club without the expressed written permission of Three Rivers Velo Sport, Inc. Application for such use must be presented to the Board of Directors via U.S. Mail, at the club's registered P.O. Box or personally at a monthly club meeting. The application must include specific details such as how the intellectual property is to be marketed, who benefits from the proceeds; the intended price per unit of each item, along with the complete product item. If the application is approved by the Board of Directors, the applicant must enter into a marketing agreement with Three Rivers Velo Sport, Inc. prior to marketing the intended product.

Revision History- March 5, 2020

Constitution

- 1.1 updated from six (6) to "two-thirds"
- 3.1 add "Social Media Director" and update from six(6) votes to "two-thirds majority vote"
- 4.0 update from nine (9) to ten (10) and from five(5) votes to "a simple majority vote"
- 5.0 Level One update from five(5) votes to "a simple majority vote"
- 5.0 Level Two 1. updated from six(6) votes to "a two thirds majority vote"
- 5.0 Level Two 2. updated from five(5) votes to "a simply majority vote"
- 5.0 Level Three updated from six(6) votes to "a two-thirds majority vote"
- 8.2 updated from five(5) votes to "a simple majority vote"

By-Law Added- September 2, 2021

1.8 Code of Conduct

All members will be held accountable to follow the Code of Conduct and subject to disciplinary action as detailed in the Code of Conduct.

Revision History- June 2, 2022

Constitution

1.1 replace "Applicants under eighteen (18) years of age must have the signature of one parent or guardian on the membership application. " with " Applicants for individual membership must be at least eighteen (18) years of age.

1.1 strike "Organizational - An organization may apply for membership to 3RVS, by completing an application. An organizational membership entitles the member entity to receive the club newsletter, and enters the organization onto the official 3RVS roster. An Organizational membership does not entitle any employees to individual or family membership.

3.1 replace "All candidates for an office must be at twenty-one (21) years of age." with "All candidates for an office must be at least eighteen (18) years of age."

3.1 strike "Newsletter Editor" and "Publicity Director" add "Youth Development Director" and "Outreach Director"

3.1 replace "in the newsletter preceding the meeting" to "to the full membership by digital or print media no less than seven (7) days before the meeting"

3.3 "add as detailed in the accompanying bylaws"

7.0 add "Preferred pantone colors are 109U & 109C. Hex code number for the club yellow is #FFDD00."

8.1 replace "in the following month's newsletter" with "to the full membership by digital or print media no less than seven (7) days preceding the next meeting."

8.2 replace "in the following month's newsletter" with "to the full membership by digital or print media no less than seven (7) days preceding the next meeting."

8.2 replace "membership" with "voting membership" in final sentence

Bylaws

1.1 strike "Organizational \$40.00"

1.2 replace "7:30 p.m." with "7:00 p.m."

1.2 replace "in the preceding newsletter" with "to the full membership by digital or print media no less than seven (7) days preceding the next meeting.

Add by law 1.9 Board of Directors Essential Functions -All officers will be responsible to follow the Essential Functions of their position, with additions and modifications made as necessary, and shall have such additional powers and duties as may be described by the Board.