



Oshkosh Cycling Club By-laws and Constitution

Article 1, NAME.

- A. The name of this organization shall be: Oshkosh Cycling Club, Inc.
- B. The home office/ mailing address will be: 1647 Sanders St. Oshkosh WI, 54902 until otherwise changed by the board of directors.

Article 2, PURPOSE.

The purpose of this organization is stated in the Articles of Incorporation (Article 8, Page 2) which states as follows: The purpose of this corporation is to develop, organize, and promote bicycling events, programs, and opportunities, in and around the Oshkosh cycling community.

Article 3, OFFICERS.

The Officers of this corporation shall be:

1. President
2. Vice-President
3. Secretary
4. Treasurer

The Officers shall be elected by the Board of Directors and shall serve a three-year term.

Article 4, Board of Directors.

The Board of Directors shall consist of no less than three (3) and no more than ten (10) members. Initially, the Board of Directors shall consist of the 4 individuals listed in Article 7, Page 1 of the Articles of Incorporation. The remaining board members shall be elected at the annual election meeting to a term of three year's service. One third of the board will be up for election each year. Board members shall serve on one or more of the following standing committees during their term:

1. Events / Programs Organizing Committee
2. By-Laws Constitution Review Committee
3. Membership Satisfaction Committee
4. Special Projects Committee
5. Web Site, Public Relations, Publicity, & Newsletter Committee

Article 5, AFFILIATIONS, DUES, AND MEETINGS.

- A. Affiliation with this organization is open to all interested adults (age 18 or older) and to children with parents or guardians signed consent and supervision.
- B. Two levels of affiliation are defined:
 1. **General Members:** Identified by their signed registration and the payment of annual dues as determined by the board and

by the benefits and privileges therein as determined by the Board.

2. **Board of Directors Members:** Identified by having been elected by the general membership and as general members in good standing.
- C. Dues will be assessed to affiliates annually
- D. An annual meeting of this organization shall be held in some time between April and November of each year, to be called by the Board of Directors on not less than a 14 day notice. The President, Vice-President, or any other permanent Board Member shall have the option of calling additional gatherings at their discretion as necessary, or in special circumstances, or as deemed appropriate for any other reason by said parties.
- E. Regular Board Meetings shall be held three times each year, with the option of additional meetings at the discretion of the President, Vice President, or any one of the Officers of the corporation, as necessary or under special circumstances.
- F. A quorum of the Board of Directors shall consist of not less than fifty percent (50%) of the members eligible to vote at such meeting.
- G. Capital expenditures shall be the prerogative of the Board of Directors, subject to majority rule. Services provided to the organization shall be reimbursed at a rate determined by the same procedure.

Article 6, REVISIONS AND AMENDMENTS

These by-laws may be revised and amended at any board meeting, although notice of a proposed amendment must be provided to the Board of Directors at least 14 days in advance. Majority rule of board members shall prevail regarding this issue, with no member or officer having more control or veto power over the express wishes of the Board of Directors.

AMENDMENTS

1st Amendment - Conflict of Interest: In order that we may preserve and protect the interests and integrity of the Oshkosh Cycling Club and its members, the Oshkosh Cycling Club and its governing officers shall not have any direct involvement in, a financial interest in, or be employed by any business or for-profit organization which sells or provides services to the cycling community represented by the Oshkosh Cycling Club.

2nd Amendment - Board of Trustees: The Oshkosh Cycling Club shall appoint 3 Board Members to serve as Trustees for a term of 3 years in order to oversee and review the club's expenditures and receipts. This review shall take place no less than once per year. This review of the clubs financial transactions is to insure that that these club transactions are in keeping with the club's mission and bylaws, and to protect against any misappropriation of those funds.

3rd Amendment - The Board of Directors of the Oshkosh Cycling Club shall be increased in size from a 10 member board to a 13 member board in order to eliminate the possibility of a tie on any vote and by making the President of said board the tiebreaker in the event of any tie by said board.

BK 6-10-05
BK 9-30-05
BK 5-03-08