

By-Laws of Alabama Wheelmen

ARTICLE 1 – NAME

Section 1. This organization shall be known as the Alabama Wheelmen, hereafter referred to as AW.

ARTICLE 2 – PURPOSES

Section 1. AW's purpose is to promote and enhance the sport of amateur bicycle racing and to foster competition at local, national, and international levels. This includes the education and training of individuals as to the benefits of cycling for fitness, health and recreation with the objective of growing the sport of cycling.

Section 2. Educational purposes will be pursued through dissemination of materials related to bicycle racing. Information will be provided on training techniques, racing strategy, physiology, and rules of the sport to help members and the general public obtain benefits from the sport of bicycle racing. Information will be distributed in multiple forms including but not limited to the AW newsletter, electronic communication, brochures, clinical reports, seminars, or references to information published elsewhere. AW will coordinate with relevant government, commercial, and civic bodies to help secure access to roadways and other venues for the purpose of training and competitive events and to ensure effective promotions for event success. AW will provide educational opportunities to assist racers progress in category and gain continuing-education units to help further the status of coaches, race directors, and officials as administered by USA Cycling, Inc.

Section 3. AW will organize teams for entering competitions as a means of assisting members with improving fitness and furthering the educational purposes of AW. The teams will participate in group training rides and pursue competition at the national level through affiliation with USA Cycling, Inc., the national governing body for cycling. The teams will be inclusive of all individuals who are interested in the sport of bicycle racing and providing mentoring opportunities in which experienced cyclists will provide individualized training to those who are new to the sport.

Section 4. AW will support and encourage the establishing of bicycle racing programs in schools to provide enhanced opportunities for youth to participate in a healthy sport that supports life-long fitness benefits. Further programs will be established to provide competition opportunities to all members of the community.

Section 5. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in section 501(c)(3). No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or

the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The organization is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE 3 – MEMBERSHIP

Section 1. Membership is open to all persons who pay annual dues to AW (if any dues are so designated by the board), submit an annual membership form including a signed waiver, and agree to abide by all rules and regulations as may be duly established by AW in the form of a handbook, and perform duties expected of all members. Voting status for members will be established based on individual accomplishments as defined by the AW Points System, described in Article 3, Section 5. Voting status does not require that the member is currently licensed as a racer and attached to an AW race team, as certified by the attachment process administered by USA Cycling, or otherwise licensed as an official, race director, or coach. Members who are who are not attached racers may gain voting eligibility by supporting AW-sponsored events and earning points as a volunteer. All members, regardless of voting status, will be accepted into AW and eligible for all other member rights and privileges, as determined by the board of directors.

Section 2. Membership status is subject to suspension or revocation based on any known infractions of established rules and regulations set forth or recognized by USA Cycling, Inc. Any suspension or revocation of membership is subject to the ruling of the AW Board of Directors after all available information regarding the case is examined and specifics of the situation considered. All members of AW are required to independently know and comply with the regulations of the United States Anti-Doping Agency (USADA).

Section 3. AW Membership is non-discriminatory. Membership is open to all persons regardless of race, nationality, age, sex, creed, religion, or riding capability.

Section 4. No person or organization may use the name, abbreviation, or emblem of AW in advertising or promoting without the written consent of AW. The emblem as promulgated by the board of directors shall be displayed on all AW jerseys and other promotional material. Only approved race uniforms may be used by attached members when racing in competitive events sanctioned by USA Cycling. Use of non-approved uniforms is only allowed for new members who have ordered or intend to order an approved uniform at the next available opportunity. Use of non-approved uniforms is cause of suspension or expulsion from AW subject to review by the board.

Section 6. New applicants must file an application form with the Secretary. The Board of Directors shall establish a membership dues pricing. All membership dues, if any are so designated by the board, become due and payable on January 1 each year. New members entering AW will be charged their first year dues prorated quarterly depending on the month they join AW. Members must provide valid email addresses and provide updates as necessary. Failure on the part of a member to respond to email requests for information or status updates is grounds for suspension of member privileges.

Section 6. Members will obtain voting privileges through participating in AW events and bicycle races sanctioned by USA Cycling, Inc. The AW points system will credit members based on participation and race results obtain during the calendar year. To obtain voting privileges, a member's current accrued points total must be no less than a threshold of 40 points. There will be carry-over of 25% of the points earned in one year to the following year for the purpose of maintaining or gaining voting eligibility. Points, weighted by the 25% carry-over factor, will only carry over for one year after which they are dropped from the accrued total for purposes of voting eligibility. Scoring will start on January 1 of each year. Eligibility will be limited to AW members. Individuals who join at any time during the calendar year (new membership) will be eligible to score in any events on or after the day their membership is entered into the club database. Current members who renew their membership before March 1 are eligible for the entire year. Current members who renew after March 1 are eligible for all applicable races prior to March 1 and races after date of renewal but are not be eligible for races between March 1 and date of renewal. For the charter year of 2015 only, points acquired prior to submission of the membership form will be credited to the member regardless of the date on which the form is submitted. Racing points eligibility requires racers to have an annual racing license and be attached to Alabama Wheelmen at the time of the race. Racers will be required to race in the official AW racing kit except for new members who have ordered or intend to order a kit at the next available opportunity. Points will be awarded as follows: Listed in event results – 10 points (including DNF), Placing in top 50% of the field – 10 points (requires 20 riders in the field), Placing in the top 3 of a field – 10 points (requires at least 10 riders in the field), If an AW rider wins a race all teammates in the same race (on the road with the winning teammate) will be awarded 10 points. If categories are combined but racers are working together, e.g. there is a CAT4/5 race but the CAT4's and CAT5's are scored separately, then "top 10%" or "top 3" is based on the individual category. If AW wins either category, then all racers in the race regardless of category get the bonus for a teammate winning. A "DNF" listing in results meets the eligibility for being listed in the results. However, a "DNS" does not meet the eligibility requirements for being listed in race results. If a racer is inadvertently left off of the official USA Cycling results it is the racer's responsibility to rectify the omission if they desire to accumulate points for that event. The basis for points awarded for race participation will be the official results posted by USA Cycling. Riders MUST be shown in the USA Cycling results to be eligible for points. Points maybe awarded for training races not recorded on USA Cycling, but only 10 participation points will be given, and only for specific events designated by the board in advance. No points based on finish place will be awarded. Points can be earned in road races, criteriums, and time trial events. If a racer is listed in multiple categories for a given event they can accumulate points for each category that required a separate physical ride. I.e. Racing in two different physical races in different categories of a criterium allows accumulation for multiple events. Racing a time trial with one physical ride but being scored in multiple categories does NOT allow accumulation of points for multiple events. Points can be earned by serving on the AW board of directors (40 points), volunteering in a club position (points determined by the board, or volunteering at a club sponsored event. Volunteer points shall be 10 points per day worked if listed on the official volunteer roster for races promoted by AW. Volunteer points for supporting official AW teams entered in USA Cycling National Championships will also be awarded (25 points per day). The points awarded to members of the board of directors shall be 40 points per year served. The accrued points will be used to establish voting status for members. In

addition, the points will be used to determine the ceiling for expense re-imbusement purposes per guidelines determined by the Board of Directors.

Section 7. Fostering National Competition

The AW will foster national competition by providing increased points for racing in national championship events sanctioned by USA Cycling, including the Masters Road and Elite Amateur events. This includes road race, criterium, time trial, and team time trial events. The points awarded will be 25 points for entering the race (taking a start), 25 points for top 50% (with a minimum of 20 riders in the field), 25 points for top 3 (with a minimum of 10 riders in the field), and 25 points all team members in a race group for which an AW rider wins the national championship (mass-start event or team time trial only). Volunteers who provide rider support for national championships such as feed zone support receive 25 points.

Section 8. Requirement for Racing Members to Attach to AW

Any AW member who wishes to compete as an attached racer must attach to AW for road events. Any AW member who attaches to any other USA Cycling club will be removed from the AW member roster and all member privileges revoked.

ARTICLE 4 – BOARD OF DIRECTORS

Section 1. The government and direction of the AW shall be committed to the Board of Directors. Except as otherwise provided by the AW by-laws, all powers shall be exercised by or under the authority of, and the business and affairs of the AW shall be managed, under the direction of its Board of Directors.

Section 2. The Board of Directors of the AW shall consist of five persons known as directors. The number of directors may at any time and from time to time be increased or decreased by action of the Board of Directors, but no decrease in the number of directors shall have the effect of shortening the term of any incumbent director or of reducing the number of directors to fewer than 3 (three). The officers of AW shall be President, Vice President, Secretary, Treasurer and Chief Race Director, and all of these shall automatically become Board members making up the nominal five-person Board of Directors. The chairperson of the Board shall be the President. A director must be at least 19 years of age, an AW member in good standing with voting status, and have possessed within the last 5 years a valid and license from USA Cycling, Inc., for at least one of the following areas: Race Director, Official, Coach, or Domestic Racing (with a minimum of category 4 status and attached to AW). All directors shall be legal residents of Alabama.

Section 3. Each officer shall hold office for a period of approximately two years or until his successor is appointed. The exact term of office shall be from the day after the biennial general membership meeting at which he is elected through the day of the next elections. The duties of officers, qualifications for membership or such regulation as may be deemed necessary shall be provided for in the BY-LAWS of this organization.

Section 4. The board of directors shall establish nominations for officer positions no less than two weeks in advance of the biennial membership meeting and communicate the nominees to the

membership along with the time and location of the meeting. Additional nominations will be accepted from the floor upon the motion of any voting member with support of a second from another voting member and subject to the acceptance of the additional nominee who must be present. Nominees must have current membership status with voting rights and fulfill all requirements for the office for which nominated. Officers will be elected by majority vote of the voting members present. Voting eligibility will be verified by the secretary based on membership status.

Section 5. The directors shall comply with the provisions of these bylaws, and any amendments thereto, in conducting the business of the AW. The directors shall meet to appoint a qualified member to fill any position vacated by a director who resigns or becomes ineligible to hold office. The appointed replacement director must accept the appointment in writing within 10 days. The officers will maintain a written record of all meetings, available for viewing by AW members upon demand. The officers shall meet at least annually in November or December, at least 14 days prior to the biennial general membership meeting for years in which such a meeting is due to occur. In addition, the Board will meet at any other such times as deemed necessary.

Section 6. Meetings of the Board of Directors shall be open to the general membership. A simple majority the officers must be present to constitute an officers' quorum for the transaction of business. Participation through tele-conference is acceptable, to include voting on official matters. Any board decisions require a simple majority of all members of the Board of Directors. The act of a majority of the directors when the vote is taken shall be the act of the Board of Directors.

Section 7. Any director may resign at any time by giving written notice to the Board of Directors. The resignation of any director shall take effect when the notice is delivered unless the notice specifies a later effective date, in which the Board may fill the pending vacancy before the effective date if it provides that the successor does not take office until the effective date.

Section 8. Any vacancy in the Board of Directors, including any vacancy created by an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors, even though the remaining directors constitute less than a quorum of the Board of Directors, or by the sole remaining director, as the case may be, or if the vacancy is not so filled or if no director remains, by a vote of the members of the AW. A director appointed to fill a vacancy shall be appointed for the unexpired term of his/her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be like wise filled by the Board for a term of office until the next election of officers and directors as provided in these By-laws.

Section 9. The Board shall account to the AW general membership for the budget and balance sheet each year as part of an annual report issued to the general membership no later than Jan. 31. The report shall provide details of contributions from commercial sources as well as member dues and race fees. The AW shall use a fiscal year for accounting purposes that starts on Jan. 1 and ends on Dec. 31.

Section 10. The Board may authorize partial re-imbusement of eligible expenses to individuals who meet established criteria subject to receipt of proper documentation as it relates to pursuing the purposes of AW. An annual ceiling on maximum re-imbusement may be established by the board on

an individual basis. The re-imbursement for mileage shall be based on the rate promulgated by USA Cycling, Inc.

ARTICLE 5 – AFFILIATION

Section 1. The AW Board of Directors shall consider and act to affiliate AW with national organizations and other bodies when it is deemed to be in the best interest of the organization membership to further the purposes and objectives set forth in Article 2.

ARTICLE 8 – DISSOLUTION

Section 1. Upon the dissolution of the organization or the winding up of its affairs, after all creditors have been paid, the assets of the organization shall be distributed exclusively for charitable or educational purposes or to organizations which are then exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1986, and to which contributions are then deductible under Section 170(c)(2) of such Code. Selection of the recipient qualifying organization shall be deemed by the Board of Directors.

ARTICLE 9 – DUTIES OF THE OFFICERS

Section 1. The President is responsible for the overall direction of AW. The President shall preside at all meetings of the organization and of the Board of Directors. The President shall be responsible for the conduct of all business and negotiations performed in the name of AW. He shall make every reasonable effort to further the AW policies. He shall be responsible for the scheduling of races promoted or co-promoted by AW and coordinate with the USA Cycling Regional Coordinator and any affiliated organizations to include the Alabama Cycling Association (ACA) and the Tennessee Bicycle Racing Association (TBRA). He shall provide periodic updates to the general membership on upcoming racing opportunities and AW accomplishments from recent races.

Section 2. The Vice President shall assist the President as necessary and perform the duties of the President when so directed or in his inability to act. The Vice President shall preside over meetings of AW general membership and officers meetings in the absence of the President. He shall be in charge of all regular programs and special programs conducted in the name of the organization. He will schedule and make arrangements for all regular AW meetings. He shall be responsible for promotion of AW and recruitment of new members.

Section 3. The Secretary shall keep the minutes of all meetings and shall maintain the organization's files on all official business. He shall maintain the organization's membership roster. He shall prepare a year-end report summarizing the primary organizational business for the past year. The Secretary shall support and prepare as required all official organizational reports, documents and business letters deemed necessary by the Board of Directors. Meeting minutes shall be prepared and supplied to the Vice President for distribution to the membership as appropriate.

Section 4. The Treasurer shall maintain the organization's finances in an account authorized by the Board of Directors. All funds received and paid in the name of the organization must be through the organization's accounts and handled by the Treasurer. He shall disburse all monies under the direction of the Board of Directors and shall prepare an annual written financial report. This report

must be approved by the Board of Directors and then distributed to the membership by electronic means. He shall prepare and file any necessary documents to the IRS and other government agencies to conform to laws and regulations.

Section 5. The Chief Race Director shall lead activities to obtain corporate support for AW. His duties will include establishing criteria for inclusion of logos on racing kits and other printed material. He will orchestrate the team activities including recommending particular races and assisting in the formulation of strategies. He will lead efforts to organize races. He will advise members on racing tactics, training programs, and racing opportunities to include category upgrades. He shall control the race staff for all AW-promoted events that are sanctioned by USA Cycling, and ensure that all are trained appropriately, to include the race director to head up the event. If, after a reasonable search he is unable to find a director for any event, he shall not be required to assume that directorship. He shall report such an occurrence to the Board of Directors for action. All directorships must be approved by a majority of the Board of Directors. If the Chief Race Director determines that an event race director should be replaced, he must receive approval from the Board of Directors before taking such action. His primary duty shall be to train new race directors and to act as a consultant to ensure that all aspects of AW races are properly conducted. However, proper conduction of each race shall be the responsibility of the event-specific race director on race day. The Chief Race Director shall keep a listing of all equipment owned by the organization and, when practical, maintain possession of said equipment. Where personal possession of equipment is not practical, he shall know the whereabouts of equipment not in his possession. The intent of this duty is to provide a single person whom event race directors and members can call for access to any AW-owned equipment. The Chief Race Director shall be responsible for maintenance of all equipment and for the procurement of new equipment when approved by the Board of Directors.

ARTICLE 9 – MEETINGS

Section 1. A business meeting of the members shall be held biennially to discuss and deal with such matters as may be brought before the membership. In addition, non-business meetings of the members shall be held at a time and place as determined by the Board of Directors. Non-business meetings will seek to promote fellowship, sharing of ideas, and promote the overall AW purposes. Notice of all membership meetings shall be sent to all members in good standing at least 14 days prior to meeting.

Section 2. The biennial business meeting for the general membership shall be held during the November or December of the calendar year, the purpose of which shall be the election of members of the Board of Directors and for the transaction of any other business that may come before the meeting. The first such meeting shall be held in December 2016 and continue on even-numbered years.

Section 3. The Board of Directors may in its discretion designate the date, time and place for any annual or special called meeting of the general membership or of the Board of Directors.

Section 4. A quorum to do business at a meeting of the members shall be not less than one-half of the voting-eligible members then listed as members in good standing on the membership roll maintained by the Secretary. For the avoidance of doubt, a quorum of the members at any members'

meeting shall not be necessary unless a matter is required to be voted upon by the members under these by-laws or a matter is put to a vote of the members in the sole discretion of the Board of Directors.

Section 5. Voting members may cast votes by proxy at any general membership meeting. The proxy appointment letter must be in writing, signed by the member, and provided to the AW secretary at the start of the meeting. The appointed proxy must already have voting privileges in order to serve as a proxy. The proxy appointment must be made for a specific membership meeting with the date specified.

Section 6. Unless otherwise provided in the articles of incorporation of the Association, directors and officers will be elected by a plurality of the votes cast by the members entitled to vote in the election at a meeting at which a quorum of members is present in person or by proxy. Voting shall be by open ballot or other open method, unless otherwise prescribed by the Board of Directors.

ARTICLE 10 – AMENDMENTS AND AW PROPERTY

Section 1. These By-laws may be modified, altered, amended, or repealed, and new by-laws may be adopted, by action of the Board of Directors. Any amendments must be duly recorded by the AW secretary and published on the AW website in a timely manner.

Section 2. All right, title and interest in and to any property, whether real, personal or mixed, acquired through expenditure of the AW funds or use of AW resources shall vest exclusively in the AW, and any person who acquires any such property through use of AW funds or resources shall hold such property in trust for the AW and not to the personal use or benefit any such person, and upon request of the Board of Directors or any officer of the AW, the person shall immediately (i) relinquish possession and control of any such property to any person designated by the Board of Directors or an officer, (ii) execute and deliver such document or instrument deemed necessary or appropriate to evidence AW ownership of such property.

ARTICLE 11 – INCORPORATING BOARD OF DIRECTORS

Section 1. The initial board of directors for purposes of forming an Alabama Domestic Non-Profit Corporation and applying for 501(c)3 tax-exempt status from the Internal Revenue Service of the United States shall be as follows:

President: Jacqy Stone, 1003 Randolph Avenue, Huntsville, AL 35801

Vice-President: David Barnhart, 2703 Churchill Drive, Huntsville, AL 35801

Treasurer: David Purinton, 807 Tannahill Drive, Huntsville, AL 35802-1935

Secretary: James Dawson, 113 Brookview Drive, Hazel Green, AL 35750

Chief Race Director: Brian Sumners, 2512 Rileys Pass Road, Huntsville, AL 35803

Section 2. The registered agent for the corporation shall be James Dawson.

Signed consent of all directors indicated below.

Director Name	Signature	Date Signed
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Jacqy Stone		
David Barnhart		
James Dawson		
David Purinton		
Brian Sumners		