

LEHIGH WHEELMEN ASSOCIATION, INCORPORATED
CONSTITUTION
(1994, 1996 & 2015 Revisions Fully Integrated)

Article I - Identity

This organization shall be known as the **LEHIGH WHEELMEN ASSOCIATION, INCORPORATED** (the "Corporation" or "Club"), and is a non-profit corporation formed under the laws of the Commonwealth of Pennsylvania.

Article II - General

Section 1. The purposes of the Corporation are to promote general interest in cycling in all its phases; to encourage and facilitate all forms of recreational and racing cycling activities; to defend and protect the rights of cyclists; to secure a better understanding and recognition of the need for safer riding conditions; to encourage the allocations of facilities for cycling on public lands; to cooperate with public authorities in the observance of all traffic regulations; and to advocate the registration of bicycles in the interest of safety, proper regulation and recognition of the bicycle as a vehicle used for pleasure, health and economical transportation.

Section 2. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its members.

Section 3. The term of existence of the Corporation is perpetual.

Section 4. The Corporation is organized upon a non-stock basis.

Article III - Membership

Section 1. Anyone twelve years of age or older interested in cycling shall be eligible for membership in the Club upon compliance with application and dues requirements. Those under eighteen years of age may be required to submit proof of parental approval.

Section 2. All applications for membership must be accompanied by payment of one year's dues in advance. Club dues shall be periodically reviewed and established by the Board of Directors in order to keep them in line with current costs of Club operation.

Section 3. Club memberships are for a period of one year, effective from the date of enrollment.

Section 4. Any active member who violates the provisions of the Constitution, Bylaws, or rules of the Club, may after a hearing before the Board of Directors, be suspended until the next membership meeting of the Club, at which meeting the suspension shall be removed or the member expelled by majority vote.

Section 5. Each member of the Club shall receive a certificate of membership or membership card.

Article IV - Government

Section 1. The government and general direction of the affairs of the Club shall be conducted by the Board of Directors. A quorum of the Board of Directors shall be four members thereof.

Section 2. The Board of Directors shall consist of the Officers designated in Section 3 hereof, and in addition four Directors-at-large, two of whom shall annually be elected on alternate years for two-year terms.

Section 3. The Officers of the Club, who shall be elected annually for one year terms, shall be the following: The President; the Vice President of Touring; the Vice President of Racing; the Secretary; the Treasurer. The President shall be limited to three consecutive terms, but shall continue to serve as an ex officio member of the Board of Directors (as Past President) for one year following the end of his last year as President. The Editor of the Club Newsletter, the Website Manager and the Membership Administrator, designated by the President, shall be ex officio members of the Board of Directors.

Section 4. The Officers and Directors shall be elected at the last meeting of the year. A nominating committee may be established prior to the election to propose candidates and secure their consent to serve. At the time of the election, the floor will be open for additional nominations. If only one candidate is nominated for an office, the nominee may be considered to be elected by acclamation. If there is more than one candidate for an office, the election must be conducted by secret ballot.

Section 5. Robert's Rules of Order, latest edition, shall be the governing law of this Club except where otherwise provided in the Constitution, Bylaws or rules of procedure.

Article V - Duties of the Board of Directors

Section 1. The Board of Directors shall have the power (in addition to powers elsewhere prescribed in this Constitution):

- a. To prescribe Bylaws and rules of government of the Club, subject to Article VII, Section 2 hereof.
- b. To explain, define, and interpret any Provision of the Constitution.
- c. To remove from office, on written notice, any Officer or Director who, by neglect of duty or conduct shall have impaired his or her usefulness in such position.
- d. To fill Officer and Director vacancies occurring from any cause until the next Club meeting. Election will then be held by the membership to complete the vacant term.

Article VI - Membership Meetings

Section 1. The annual meeting of the Club shall be held in December of each year at a time and place designated by the Board of Directors. The Secretary shall give not less than 30 days notice of such meeting.

Section 2. Regular meetings of the Club shall be held monthly, or at such other intervals as the Board of Directors may determine. At least ten days notice shall be given of regular meetings setting forth the time and place thereof, but if such meetings are held regularly on the same day of each month and at the same time and place, one such notice shall suffice, unless and until the scheduling thereof shall be changed.

Section 3. Special meetings may be called by the President or upon majority vote of the Board of Directors, or upon a written request of at least 25% of the members of the Club. The direction, motion or written request requiring a special meeting shall set forth the purpose thereof as well as the time and place thereof, and shall be delivered to the Secretary to provide for the mailing of such notice to each member at least ten days prior to the meeting.

Section 4. At any meeting of the general membership of the Club, a quorum shall consist of seven members in good standing.

Article VII - Amendments

Section 1. Amendments may be proposed to the Constitution at any membership meeting by presentation thereof to the Secretary in writing, who shall then read the proposed amendments. If an amendment shall pass on first reading, it shall be printed in the next issue of the Club newsletter, together with a notice to the effect that such amendment shall be considered on second reading at the next membership meeting following the circulation of such newsletter. The proposed amendments shall again be read on second reading by the Secretary, and if passed by the membership, shall be deemed adopted.

Section 2. Bylaws or amendments thereto shall be adopted by the Board of Directors but shall only become effective when approved by the Club membership.

LWA Constitution and Bylaws Page 2 of 4LEHIGH
WHEELMEN ASSOCIATION, INCORPORATED

BYLAWS
(Revised January 2015)

Article I - Duties of Officers

Section 1. The President shall be the chief executive officer of the Club, shall command the normal and usual powers and perform the normal and usual duties of a presiding officer, and shall preside at all meetings of the Board of Directors and the general membership. He shall have the power to create committees, in addition to the Standing Committees existing under Article II hereof, and shall have the power to appoint and to remove members of committees except as otherwise provided. He shall be ex officio a member of all committees, and shall have the power to cast the deciding vote in any vote taken by a committee in the case of a tie.

Section 2. The Vice Presidents, in order, the Vice President of Touring first, shall have all the powers and perform all the duties of the President in case of absence of, resignation or removal of the President.

Section 3. The Secretary shall keep the records of the Club, conduct all official correspondence, issue notices of all meetings, and perform such other duties as may be assigned by the President. The Secretary shall also take notes of all proceedings and make true entries in a journal of all business transacted at each meeting.

Section 4. The Treasurer shall keep proper records of all receipts and shall see that all proper bills are promptly paid, with respect to the Club's general fund accounts. With respect to the Racing Committee's accounts, he shall receive from the Vice President of Racing an accounting of all income and expenditures of the Racing Committee on an annual basis, which may be a copy of the reports filed by such Committee with the United States Cycling Federation, or other sanctioning body.

Article II - Standing Committees

Section 1. Annually, the Treasurer shall submit a full financial report dated December 31. This report shall be submitted to a special Audit Committee which shall consist of two or more Club members, at least one of which shall be a member of the Board of Directors. An auditors' report shall be submitted by this committee to the membership on a timely basis for a vote of approval. An additional audit may be ordered by the President, Board of Directors or an outgoing or incoming Treasurer.

In the event of such a direction to audit, the Audit Committee shall undertake whatever review it deems appropriate, and shall submit a written report to the President within thirty (30) days of receipt of such a request. The President shall review such report at the next meeting of the general membership.

Section 2. The Touring Committee shall be a Standing Committee, and shall be presided over by the duly elected Vice President of Touring, who shall also have the power and duty to select the members of such Committee.

Section 3. The Racing Committee shall be a Standing Committee, and shall be presided over by the duly elected Vice President of Racing, who shall also have the power and duty to select the members of such Committee. The Racing Committee shall from time to time determine what sanctioning and/or sponsoring body or bodies to affiliate itself with, and shall have the power to adopt and enforce rules and regulations for the Racing Division not inconsistent with such sanctioning or sponsoring bodies and the Constitution and Bylaws of the Club. The Racing Committee may maintain its own independent treasury and its own independent bank account utilizing however the tax identification number of the Club therefore, and the Vice

President of Racing shall in such event designate a Financial Secretary of the Racing Committee to manage such account.

Section 4. There shall be a Newsletter Editor, appointed by the President. A Newsletter Committee may be created at the discretion of the Editor.

Article III - Financial Accounts

Section 1. Financial Accounts of Club may be opened and maintained either as checking accounts or time deposit accounts or both at any commercial bank or savings and loan association or federal credit union within the Commonwealth of Pennsylvania. Checks drawn upon the general accounts of the Club shall be signed by the Treasurer, and any check drawn for an amount in excess of \$500.00 shall also be signed by

one additional member of the Board of Directors. Checks drawn upon the funds of the Racing Committee shall be signed by the Financial Secretary thereof, and, if drawn in an amount in excess of \$200.00, shall also be signed by one additional member of the Racing Committee. The President, the Vice President of Touring, the Vice President of Racing, the Secretary, the Treasurer and the Financial Secretary of the Racing Committee, as appropriate, are authorized and directed to execute all appropriate forms and certifications required by banking institutions with respect to such accounts.

Article IV - Order of Business

Section 1. The order of business of all meetings of the general membership and Board of Directors shall be as follows:

- A. Call to Order
- B. Determination of Quorum
- C. Approval of Minutes of the Previous Meeting
- D. Treasurer's Report
- E. Reports of other Officers and Committees
- F. Unfinished Business
- G. New Business
- H. Adjournment

TRANSCRIPTION NOTES:

This document was electronically created from that which was published in the Quick Release (QR) in 1988 when the Constitution and Bylaws were revised and again in 1994, 1996 and 2015 when amendments were made to it. The QR pages were made from a reduced-size photostatic copy of the original document. This document was made by scanning the QR pages into MS Word, using an optical character recognition (OCR) program. The Word document was carefully checked, and the errors introduced by the OCR along

with some misspellings and typographical errors that existed in the original were corrected. I feel that the content of this document is valid and may safely be used whenever the Constitution or Bylaws need to be consulted.

Earl Wuchter, January 24, 2002 and
Dave Sheffield, February 10, 2015