

Team Roadrunners, Inc.

By-Laws

Amended and Restated on September 24, 2016 as Revision 1 of original document dated February 25, 2010.

Article I: Name

The name of this organization shall be "Team Roadrunners, Inc." herein referred to as "TRR" or "the club." TRR is a non-profit corporation organized and existing under the laws of the State of Ohio and is a tax exempt organization under Section 501 (c) (7) of the United States Internal Revenue Code. TRR is also unofficially referred to as Team Roadrunners Bicycle Club. The club will not have regular paid services performed as payroll to any member, director or other.

Article II: Mission

The mission of TRR is to promote all forms of cycling for our members, Lima Ohio and the surrounding communities. The club completes its mission by advocating for cycling participation, community bicycle involvement and safe bicycle riding and road sharing. The primary activities of TRR are organized group touring bicycle rides and club meetings.

Article III: Membership

There shall be no restrictions of membership that may be considered as prejudice or discrimination. In effect, membership is not restricted to any race, religion, gender, age, ability or other defining characteristic. The club and all of its members will be actively engaged in growing the club and attracting new members continually.

Membership will require, at a minimum, an annual signed application as established by the TRR directors/executive board. Membership resets every January 1st.

Annual membership may require a nominal due to be paid per Family or Individual as necessary and defined annually by the executive board. Dues shall be determined with consideration of past and anticipated future expenditures of the club to retain a financially sound organization.

All current members retain voting privileges so long as they are at least 12 years old for any regular club vote issued.

A "Family Membership" shall only apply to a maximum of two adult individuals living in the same household with or without dependent minors to be included. In general, a Family Membership will be double the dues of an Individual membership. Adult children or non-immediate family members are not included by Family Membership.

Any potential member or TRR activity participant under the age of 18 years old is a minor and requires a parental or guardian signature for participation and regular attendance. Minors under the age of 15 should normally have parental or guardian attendance for all club activities. Some

situations may warrant exception where a specific adult TRR member has been formally deemed as oversight of a minor individual to facilitate that minor's regular TRR participation.

Affiliates and Sponsors: The Board of Directors may permit an individual or an entity to affiliate with TRR in order to provide a particular service to TRR or to sponsor a TRR activity. The terms and limits of any such affiliation or sponsorship shall be as determined by the Board of Directors.

Termination of Membership is allowable under these conditions:

1. Membership termination is an option for any of the following and is not limited to: engaging in unsafe habits and riding activities/technique that puts oneself or others at risk; deliberately abusive actions whether by speech or physical; engaging in actions that are deemed detrimental to the club, its members and/or potential sponsors including reputation.
2. Termination may only be considered if the subject member has been formally warned in private of the issue by at least two members of the executive board together.
3. If the behavior or action continues or the member does not wish to comply, the member will have an option to resign their membership or the issue will be presented to the entire executive/directors' board. If a unanimous vote of the board is reached for termination, the member will be notified of termination immediately. The situation will be reported at the next general club meeting for all members or prior if the situation warrants it. Membership termination is not recommended and is a last resort to protect the entire club and its members from dangerous or damaging behaviors and actions.

Article IV: Meetings and Voting

The club directors and primarily the president shall organize general membership meetings. At a minimum the directors shall plan for two general membership club meetings each year. It's recommended that TRR should have quarterly general club meetings. Meetings will be given with notice of not less than 10 days advance by mail, phone/text, email or other current communication media. The purpose of club meetings is to report of club governance; discussions of bicycle safety, promotion and education; planning of future activities; and election of club directors.

In general, the final planned meeting of the calendar year shall be the meeting to elect and select the required director and executive positions that may be or become vacant. In this way the directors of the club are established heading into the upcoming year.

The executive directors shall meet according to the needs of the club as determined by the president. Any director of the club may also call for a director's meeting. Director meetings shall be for the purpose of establishing and maintaining the executive and legal needs of TRR. Meetings will be given notice to all directors of no less than 10 days prior by any form of communication so long as all directors are aware of the meeting.

Additional committee and activity planning meetings will be established as needed by members and/or directors. These meetings may be for the purposes of ride scheduling, activity planning and other special events such as a publicized tour.

Issues to be decided at any meeting that require a formal vote will be known to meeting attendees prior to the meeting in a meeting notice. Voting by absentee may be allowed and the rules and requirements will be established by the board of directors as needed on a case by case basis of any formal membership vote needed. A majority of executive board members shall constitute a quorum for the transaction of business. Thirty percent (30%) of all current membership shall constitute a quorum at any membership meeting of TRR. Votes will always be tallied in a private and anonymous way. Absentee votes will be tallied by a minimal number of executive directors and will waive the right of complete anonymous status.

Article V: Elected Executive Officers

The Executive Officers (also referred to as directors, executive board, etc.) of TRR shall be the President, Secretary, and Treasurer at a minimum. Additional standard elected director positions should normally be Vice President and Ride/Activity Scheduler. The board must not be less than three individuals and not more than 20% of the membership in number. Additional directors may be added as deemed necessary to reflect club growth. The elected Directors are accountable to all Directors and club membership. All business of the director's board shall be conducted with transparency and the good of the whole club membership in mind.

All terms of officers shall be for two calendar years. Board members will be elected by the membership of the club and may be nominated by any club member. Self-nomination is allowed. All nominees for elected directors shall have been members of TRR in the previous calendar year and shall remain members of TRR for as long as they serve as a club Director. Officers may be reimbursed for incurred expenses of the club. Documentation of such expenses shall be required. There will be no regular paid officers of TRR.

Each director receives one vote as a right for issues. All issues requiring a director level vote must receive a majority agreement of all board members to pass. Director absentee vote is allowed at the discretion of the President, but not preferred.

Any officer may resign their position with at least one month's notice to all other directors under normal conditions. The preferred process is that each director serves their elected terms. Directors should let the club President know their intentions prior to the end of their term of whether they will accept future nomination or wish to discontinue their current position. There are no term limits. In the event of a vacancy in the office of President, the Vice President shall serve as President (until the end of the term or a successor is elected.) In the event of a vacancy in any other office, the Board shall appoint an interim successor from among its own members (who shall serve until the end of the term or a successor is elected.)

All Officers shall deliver to their successors all official documents and materials not later than thirty (30) days following the election or appointment of their successors.

In general, elected Directors shall:

- Have the authority to conduct the affairs of TRR
- Establish and publish on the website or by special mailing all policies of TRR in accordance with the Mission of TRR
- Establish and publish such rules and schedules relating to rides or other events of TRR

- Report to members regularly as to its decisions, actions and policies
- Approve a budget plan for TRR prior to each January 1st and the Treasurer shall present such a budget at the first general membership meeting of the new calendar year
- Make all minutes, records and other documents of TRR available to any Member upon request at the Member's expense

The President shall preside over all meetings of the Directors and general membership meetings of TRR and conduct them with a formal order of business. The President shall direct the executive operations of TRR and shall be responsible for insuring that TRR policies and rules are published and followed. The President has primary responsibility for all functions of the club to ensure a safe, positive and active bicycle club. The President is accountable to all directors and club membership. The President shall have all other powers, duties and responsibilities consistent with this office.

The Vice President shall assist the President and preside in the absence of the President. The Vice President shall be knowledgeable in the workings of the organization and shall review the books and reports of the Treasurer and coordinate a yearly audit. The Vice President shall have all other powers, duties and responsibilities consistent with this office.

The Secretary shall keep accurate minutes of all meetings of the Members and Board of Directors and shall preserve all formal documents, correspondence, reports and communications associated with the business of TRR as necessary. The Secretary shall maintain an accurate and current membership roster with contact information and is responsible for notifying the members as required by law or these By-Laws. The Secretary shall have all other powers, duties and responsibilities consistent with this office.

The Treasurer shall prepare an annual budget for TRR, receive any dues or other funds, and disburse funds as directed by regular or properly called meetings of the organization, keep proper financial records and make quarterly reports of the organization's status. The Treasurer shall present a brief written report at each meeting of the Board of Directors summarizing the current financial condition of TRR. At the final calendar membership meeting, the Treasurer shall prepare and present to the membership a full report, in writing, outlining the total financial condition of TRR and summarizing the previous year's transactions and events. The Treasurer shall have all other powers, duties and responsibilities consistent with this office.

An additional director may be the Ride Scheduler. Ride Scheduler duties may be an elected officer or completed by any of the other elected board members. The ride scheduler is responsible to create and make available a planned ride schedule that reflects the needs and desires of the club membership as a whole.

Article VI: Committees and Chair Persons

Committees and committee chair persons may be formed and appointed at the discretion of the board of directors. Committees and chair persons will handle special club projects and activities such as service and advocacy projects, public hosted tours, community out-reach, etc. Committees, chair persons and tasks shall be reviewed and renewed on an annual basis by the board of directors as a minimum. Committees shall provide status reports and updates to all

membership as necessary. Committees shall operate under the authority of the directors for all purposes, objectives and expenditures

Article VII: Amendments

These By-Laws shall be reviewed by a committee of Board Members appointed by the President every three (3) years or sooner if so determined by the Board. These By-Laws may be altered, amended or repealed, or new by-laws may be adopted by a majority vote of the Members present at any meeting of the membership at which a quorum of the Members is present, provided that written notice of the proposed amendment is provided to all Members at least thirty (30) days prior to the meeting.

Article VIII: Dissolution

Upon the dissolution of TRR, the Board shall, after paying or making provisions for the payment of all the liabilities of the organization, dispose of the assets of the Organization exclusively for the purposes of the Organization in such manner, or to such organization or organizations operated exclusively for charitable, educational, religious, or scientific purposes which at the time qualify as an exempt organization or organizations under Section 501 (c)(7) of the United States Internal Revenue Code as the TRR Board shall determine. The club may be dissolved with a minimum 60% club membership present vote. Absentee vote is not allowed. Also, if the club fails to exceed at least 15 annual members for two continuous years, the club may be dissolved.



President, Team Roadrunners, Inc.

2016.12.20
Date



Vice President, Team Roadrunners, Inc.

12-20-16
Date



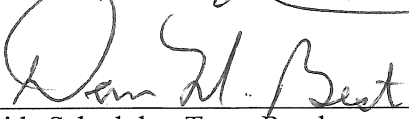
Secretary, Team Roadrunners, Inc.

12-20-2016
Date



Treasurer, Team Roadrunners, Inc.

12-20-16
Date



Ride Scheduler, Team Roadrunners, Inc.

12-20-16
Date