

Constitution and Bylaws

of the Mid Ohio Bikers Inc.

Revised May 2023

Constitution

ARTICLE I

NAME: The name of this organization is the Mid Ohio Bikers Inc.

ARTICLE II

MISSION: The mission of this organization is to create and provide an environment for members and guests to:

1. Ride for exercise and health
2. Enjoy the social side of cycling
3. Improve cycling skills
4. Learn more about cycling and educate others
5. Promote cycling in our area

ARTICLE III

MEMBERS: The membership shall be classified as Individual, Family, and Business. Qualifications of members and manner and form of admission of new members shall be provided for in Article I of the Bylaws hereinafter adopted.

ARTICLE IV

OFFICERS: The following shall be elected by the membership, from the membership, in the manner directed by the bylaws: (1) President, (2) Vice President, (3) Secretary, (4) Treasurer and (5) Event Coordinator.

ARTICLE V

BOARD OF DIRECTORS: The Board of Directors shall consist of the elected officers and the Immediate Past President, plus one Member-At-Large.

Each Board member shall have one vote. The Board of Directors, acting for the membership, shall conduct the business of the club. Any Board member who misses three consecutive board meetings may be asked by the Board of Directors to resign.

ARTICLE VI

MEETINGS: Meetings of the Board shall be held as provided in the Bylaws. The Board of Directors may decide by a simple majority vote of those in attendance, to make those decisions needed by the club. An Annual Membership Business Meeting shall be held in November.

ARTICLE VII

ELECTIONS:

Section I - Nomination of officers for the ensuing year shall be made at the October membership meeting. Election shall be by ballot in the manner and form prescribed in the Bylaws.

Section II - Officers and Directors shall be elected for one year period. Their term of office shall commence on the 1st of January of the year following their election.

ARTICLE VIII

COMMITTEES:

Section I - The President is authorized to establish and disband committees as necessary to carry on the program of the Club.

Section II - A Nominating Committee shall be appointed by the President (or his designee) with the approval of the Board of Directors.

Section III - The President is an ex-officio member of all committees, except the Nominating Committee.

ARTICLE IX

AMENDMENTS: Amendments to this Constitution may be proposed at the Annual Membership Business Meeting (Oct./Nov.). Any such proposal will be electronically transmitted to and/or postal mailed to the membership for their vote. Ratification shall be on the basis of a two-thirds majority of the returned ballots received within 30 days of the transmission/ mailing. The Secretary shall tabulate and report the results.

Bylaws

BYLAWS OF THE MID OHIO BIKERS INC.

Revised June 20, 2023

ARTICLE I

MEMBERSHIP

Section 1 – Qualifications Any person who pays annual dues shall be considered a member of the Club. Membership is open to all interested in bicycling without regard to race, creed, sex, national origin or religious preference. All applications for membership must be made in writing.

Provisions of membership requires that the member:

- Obeys all traffic regulations.
- Wears an approved bicycle helmet on club sanctioned rides.
- Conducts oneself in a socially acceptable manner when representing the Club officially or implicitly.
- Rides consistently in a safe manner, not jeopardizing himself/herself or any others.

Any member who violates any provision of the Constitution or Bylaws may be suspended or expelled at any board meeting or special meeting of the Club, provided that the member under proposed suspension or expulsion has been notified of impending action regarding the proposed suspension or expulsion at least 10 days in advance. The expulsion or suspension shall be by secret ballot of a two-thirds majority vote of the Board of Directors.

Section 2 – Classifications Any person 13 years of age or over is eligible for membership. A Family membership includes spouses and all dependent children. For the purpose of elections and other official business, each family member age 15 or over will be considered a voting member. Members under age 18 must submit the signature of parent or guardian in order to be eligible. Business members shall enjoy all the privileges of the Club and shall be exempt from the payment of dues.

ARTICLE II

FUNDS, FINANCES AND PROPERTY

Section 1 The funds of the Club shall be deposited in a bank of good standing, in the name of the Mid Ohio Bikers, Inc., subject to the draft of the Treasurer or President. No sum of money exceeding the budgeted amount of officer or committee may be withdrawn from the treasury except when approved by the Board of Directors. The title to the funds, finances and property of the Club shall be vested solely in the members.

Section 2 At the November (board) meeting each year, the president shall appoint a member(s) who is/are not a member of the Board of Directors to audit the books and accounts of the Club, said appointee shall report to the Board of the first (board meeting) of the following year.

Section 3 At the first (board) meeting of the year, the President shall explain and present for approval a proposed operating Budget prepared by the other members of the Board of Directors under the direction of the President. The Board is authorized to adjust the subsequent operating budget commensurate with increases or decreases in Club revenues.

Section 4 No part of the organization's net earnings may inure to the benefit of any person having a personal and private interest in the activities of the organization. For purposes of this requirement, it is not necessary that net earnings be actually distributed, since even undistributed earnings benefit members, if reflected by a decrease in membership dues or an increase in the services the Club makes available to its members with corresponding increase in dues or other fees paid for Club support.

Section 5 Mid Ohio Bikers, Inc. financial contributions are to be limited to organizations with whom the club has affiliation or other close relationship. In order to avoid potential conflicts with the club membership, the club will not financially support causes promoted by individuals.

Section 6 Upon dissolution of the Club, the board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Club, dispose of all of the assets of the Club in such manner as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas in the county in which the principal office of the Club is then located, exclusively for such purposes or such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Section 7 The club Treasurer shall present an annual report at the first Board meeting of the new year. This report shall be utilized by the Board to prepare the next year's budget. This meeting shall be held the month before the first general meeting in March.

ARTICLE III

ELECTION OF OFFICERS The nomination of the elected officials shall be made at the last membership meeting of the year. Nominations also will be accepted from the floor at the meeting provided that: 1) nominee is present and accepts the nomination, or 2) in the absence of the nominee, a letter written and signed by the nominee accepting the nomination is presented. All uncontested positions shall be voted by the membership attending the last meeting of the year.

In the event of a contested position, the Nominating committee's ballot, with write-in space, be emailed to all members with email addresses and mailed to those members who do not have email addresses. Said ballots are to be marked and mailed in a sealed envelope with voter's printed name and signature on the envelope. The Nominating Committee shall function as the Board of Elections to verify membership and to certify the results of the election.

ARTICLE IV

MEETINGS

Section 1 Meetings of the Board of Directors shall be held regularly. A quorum for meetings of the board shall consist of no less than a majority of the Board members. Where one person has been elected and/or appointed to more than one Board position, the quorum is based on the number of persons present and not the number of positions present. In no case shall any one person be entitled to more than one vote and in the case of that person occupying more than one position holds the office of President, then that person will be entitled only to vote according to the provision as outlined in Roberts' Rules or Order.

Section 2 Special meetings of either the Board or membership may be called by the President at any time. He/she shall also call special meetings upon the written application of 10 Club members. The call shall state the nature of the business to be transacted, and no other business shall be attended to at such meetings. If the meeting is to be a meeting of record, the membership shall be notified of said meeting at least 15 days in advance.

Section 3 In the absence of the President and Vice President, the Board members present at a meeting shall elect a President Pro Tem. The President Pro Tem shall perform such duties as the office may require.

ARTICLE V

DUES Membership dues for a one or more year period will be accepted at any time. Annual membership runs from April 1 through March 31.

ARTICLE VI

ORDER OF BUSINESS

Section 1 The order of business at meetings shall be as follows:

1. Call to order
2. Roll call or sign/in
3. Review of minutes of previous meeting – Secretary Report
4. Treasurer Report
5. Reports of committees
6. Unfinished business
7. New business
8. Adjournment

Section 2 Roberts' Rules of Order shall govern the meetings of the Club and the Board, in parliamentary usage, so far as applicable and not inconsistent with these bylaws.

Section 3 A collection of documented operating procedures entitled "MOB Operating Procedures" shall be generated and maintained by the Board. Responsibility for keeping this collection, making it available at meetings of the Board, and effecting its transfer to the new Board after elections shall be that of the Secretary, or a member-at-large, as determined by the President.

ARTICLE VII

DUTIES OF OFFICERS

Section 1 The President, as chairman of the Board, shall be responsible for the Club's general management and shall oversee the affairs of the Club. The President shall preside at all meetings, shall have power to fill any vacancy that may occur on the Board of Directors, and shall perform such other duties as this office may require.

Section 2 The Vice President shall preside in the absence of the President. In the event of the death, incapacitation, resignation or removal of the President, the Vice President shall assume the duties of such office

Section 3 The Secretary shall record and maintain the minutes of the meetings of the Club. It shall be the responsibility of the Secretary to furnish a copy of the Constitution and Bylaws to the members of the Club upon request. The Secretary will maintain a separate file of policy decisions and will add to the file as policy statements are established.

Section 4 The Treasurer shall receive all moneys, pay all bills upon receiving proper approval and maintain proper financial records, according to accepted accounting practices.

ARTICLE VIII

POWERS The Club shall have such powers as are now or may hereafter be granted under the Non-Profit Corporation Law of the State of Ohio, so long as the exercise of such powers are activities permitted to a corporation qualifying under Section 501C(7) of the Internal Revenue Code of 1954, and are conducted for the purposes set forth herein and in the Articles of Incorporation. To the extent not inconsistent with the above, the Club shall have the power to:

- a) Solicit, collect, receive, acquire, hold and invest money and property both real and personal, received by gift, bequest, or decree, or otherwise both real and personal, of whatever kind and description and wherever situate, absolutely or in trust, to carry out the purposes of the Club as directed by Page 7 Board of Directors;
- b) Invest and reinvest any assets of the Club and collect income therefrom;
- c) Arbitrate, defend, enforce, release, compromise, or otherwise settle any claim of or against the Club;
- d) Make any division or distribution of the assets or income of the Club in furtherance of its purposes as directed by the Board of Directors;
- e) Control, maintain and improve, lease for any term, rent, exchange, sell, convey, or transfer at public or private sale all or any part of the real or personal property of the Club;
- f) Execute and deliver proper instruments of conveyance and transfer;
- g) For proper corporate purposes, borrow money and issue bonds, notes or other instruments as evidence of debt and to secure the same by the assignment, pledge, or mortgage of corporate property;
- h) Execute and deliver proxies and powers of attorney and such other instruments as or incidental to the holding, controlling, and instruments as or incidental to the holding, controlling, and

- l) Hold assets in the name of a nominee or in bearer form, in its own name or as trustee;
- j) Make divisions and distributions of corporate property in cash or in kind, or partially in cash and partially in kind from current income or from principal, partially in cash and partially in kind from current income or from principal, as shall be directed by the Board of Directors in pursuance of the Club purpose;
- k) Employ and reasonable compensate such individuals and entities as may be needed to carry out the purposes of the Club

ARTICLE IX

INDEMNIFICATION The Club shall indemnify any officer, director, or employee of the Club against any cost or expense (including amounts paid in settlement) reasonably incurred by him/her in connection with the settlement or defense of any actions, suit or proceeding to which he/she is made a party by reason of his/her being or having been an officer, director or employee of the Club (whether or not he/she is an officer, director, or employee at the time of incurring such costs and expenses) provided, however, that no person shall be entitled to such indemnification if the action, suit or proceedings determine that he/she has been guilty of gross neglect or willful misconduct in the performance of his/her duties, or in the event a final adjudication is not made in such action, suit or proceeding, if the Board of Directors of the Club specifically considers the matter and reasonably determines that such person is guilty of gross neglect or willful misconduct in the performance of his/her duties. The foregoing rights of indemnification shall not be exclusive of any other rights to which any officer, director, or employee may be entitled as a matter of law.

ARTICLE X

AMENDMENTS Amendments to the Bylaws may be proposed by a member of the Board of Directors at any regular board meeting. Upon agreement by a majority vote of the Board of Directors, notification of the proposed Bylaw amendments will be mailed to all members at least 15 days prior to the proposed action. Amendments to the Bylaws will be ratified by the Board of Directors at a regular board meeting by a two-thirds majority vote.

List of Amendments

06/20/2023 – Initial adoption of proposed bylaws

Mid Ohio Bikers, Inc.

POLICIES/PROCEDURES

Policy: A course or principal of action adopted by a government, party, business or individual. Policies are clear, simple statements of how your organization intends to conduct its services. They provide a set of guiding principles to help with decision making.

Procedures: Describe how each policy will be put into action. • Who will do what • What steps need to be taken • Which forms or documents to use

Meeting Policies and Procedures

Meetings are held monthly on the third Tuesday of the month at the Gorman Nature Center or other location/date as required. The Club President will arrange the meeting dates and the logistics with the facility.

Membership Policies and Procedures

Membership database is maintained by Membership Chair using Excel. In lieu of an appointed membership chair, the President may perform these duties.

Renewals: Completed updated Membership forms are generated from previous year's database using Microsoft Mailmerge. These forms are distributed at monthly meetings in March and April. Reminder emails or phone calls to be performed by the Membership Chair. Those not renewed by April 30 receive multiple notice reminders via personal email Facebook Group or phone calls. Failure to renew by April 30th, the account is archived off the active roll prior to the May meeting.

New Members: First year of membership is complimentary. On receiving a completed application from a new member, the membership chair will:

1. Update the membership database
2. Send by postal mail or email a welcome letter giving club meeting information, website, social media, and information on how to purchase a club jersey
3. Add to the email distribution list
4. Forward to the President
5. Distribute an updated membership list to be distributed with the next month's meeting agenda

Website Policies and Procedures

The Mid Ohio Bikers website shall be updated annually by the website administrator with the list of club officers and directors on the Membership Page. An updated membership form is posted on the website on the Join Us page. Club news is posted on the front page along with promotional photos. Ride information is posted on the Club Rides page by forwarding the information to the website administrator. The About Us page will contain a short history of the club, the Fall'N Leaf Ride historical information, and the Constitution and Bylaws.

Social Media Policies

Club Members may join Mid Ohio Bikers Social Media groups such as Facebook. Permission of photographic subjects is expected to be obtained by the poster prior to posting. The person making the social media post bears sole responsibility for any infringement. Non-members may join the Facebook group and may post information of interest to the membership. Spamming the group with excessive promotional information may cause the group member to be blocked. The admin/ moderator is currently (April 2023) a former club President, Diane Hammett. The moderator may add additional admins or moderators at their discretion, with the consent of the individual being added.

Group Rides

A group ride is defined as one with two or more members participating.

Insurance

Club rides and events will be covered by the Insurance company annually selected by the American League of Bicyclists to offer a “program” policy at group rates. The club will include this expense in the annual budget.

Association Membership

The club will participate in membership programs with the American League of Bicyclists and the Ohio Federation of Bicyclists.

Special Events

Fall ‘N Leaf The club has historically sponsored the annual Fall’N Leaf Ride in September. This ride has occurred annually for over 45 years. It has been offered in four or five different routes showcasing the beauty of the rural scenery of Richland County. It has incorporated flat routes and hilly, rolling routes in distances of approximately 7, 25, 62, and 100 mile routes. As of the end of 2022, the Fall’N Leaf ride has been put on hiatus until membership reaches 50 members, or when the club can support volunteer effort to manage the ride.

Future rides should address questions of electronic registration and payment, corporate sponsorship, volunteers from local youth organizations such as Boy and Girl Scouts, 4-H and Future Farmers, High school or college Cheerleaders and Sports teams, Robotics or other hobby teams, etc. at rest stops, and planning for the next year’s ride to begin the day after the event.

The Special Event Coordinator may elect committee chairs to support organization of:

- Registration
- Advertising
- Corporate Sponsorship
- Route planning and marking, Signage
- Volunteers for Rest stops (Note this must be done far in advance in order to ensure the organizations involved have time to include it on their program calendar.)
- Food and Drinks

- Facilities and Parking

-SAG support and communications (may think about enlisting a local amateur radio club to help)

Parades

From time to time the club may participate in parades or other public events. Club members will wear club jerseys and carry club banner.

Club Jerseys and other Apparel

A unit cost is determined for jerseys placed as a group order to include shipping costs and any applicable sales tax. In order to place a group order in excess of orders from club members, there shall be at least a \$10 savings over individual orders, to eliminate carrying costs.

Club Logos, Signage, and Promotional Material

Graphics design for club logo has historically been performed at reduced cost by local vocational and technical schools. The club logo and colors are currently neon green and yellow. The graphic design incorporates the black and white capital block letters MOB filled with images of cyclists, the State of Ohio outline in the background, over a green and yellow background repeating the images of cyclists. To change the logo requires a vote of the membership. The web site and all recruitment posters, banners, and jerseys should utilize the current logo or variations of it.

Safety

Club Rides require the use of helmets. An annual safety refresher course will be made available to the members.

Club Calendar

The club President will publish a calendar with club meeting dates, significant event dates, and other organized rides and distribute to members at the first meeting of the year. Whenever it is updated, it will be distributed by the President along with the monthly agenda and any updates to the membership directory.

Contributions

The club does not pay a facilities charge for its current meeting places. The club shall contribute to the organizations supporting locations where club meetings are held, with the annual amount to be determined by the Board of Directors, commensurate with club financial position.

-NOTES-