

**OXFORD CYCLING, INC.
BYLAWS**

Article I: Name and Purpose

Section 1. This organization shall be known as Oxford Cycling, hereafter referred to as OC.

Section 2. Consistent with section 501(c)(3) of the Internal Revenue Code, OC's objective is to foster the sport of cycling locally, nationally and internationally by conducting bicycle safety education events and amateur cycling events, being involved in and emphasizing community awareness of cycling, promoting bicycle safety, at least co-sponsoring competitive and sport amateur cycling, along with promoting fitness and recreational cycling. OC shall not carry on any activity not permitted by a corporation exempt from federal income tax under any current or future federal tax code.

Article II: Membership

Section 1. Membership is open to all persons who pay annual dues to OC.

Section 2. Membership to OC shall be on a 12 month basis beginning on January 1st of each year, or when dues are paid, and expiring on December 31st of that same year. All initial and renewal applications shall be accompanied by the dues. Dues will be proposed by the officers and subject to approval by vote of the membership.

Section 3. The membership of any active member who violates any provision of the bylaws or rules of the OC may be suspended or voided by a majority vote of the officers. The member may petition to members at large.

Section 4. OC Membership is non-discriminatory. Membership is open to all persons regardless of race, nationality, age, sex, creed, religion, or riding capability.

Section 5. No person or organization may use the name or emblem of Oxford Cycling or OC in advertising/promoting events or products without the written consent of OC.

Section 6. Corporate membership shall be available to any business or corporation donating \$500.00 or more annually to OC.

Article III: Duties and Responsibilities of Officers

Section 1. The government and direction of the OC shall be conducted by officers duly elected under this constitution.

Section 2. The officers shall comply with the provisions of these bylaws, and any ratified amendments, in conducting the business of the OC. The officers shall nominate members to fill positions vacated by any officer. The officers will maintain a written record of all meetings, with current year minutes available for view by OC members on the club website, and prior year minutes available upon demand. The offices of President, Vice-president, Secretary and Treasurer shall be held by distinct club members. Officers may be re-elected indefinitely to the same or another position provided they agree to serve for another term.

Section 3. Meetings of the officers shall be open to the general membership. A majority of 2/3 of the officers must be present to constitute an officers' quorum. Votes by proxy are acceptable, provided written authorization is presented by the representative of the absentee officer.

Section 4. The officers may designate any special committee subject to the control and direction of the officers. Committees shall have only the powers delegated to them by the officers.

Section 5. Officers shall serve for a term of two years, beginning on January 1st of the first year and ending on December 31st of the following year. Elections shall be held bi-annually at the December General Meeting. Only those members who have paid their dues for the year in which they would serve as an officer shall be eligible for nomination and election. The current officers shall serve as the nominating committee for the bi-annual elections; however nominations will be accepted from the membership. Each office will be voted on separately, beginning with the President, and will be filled when a nominee receives a majority vote of the members present.

Section 6. The officers may be removed by the majority vote of the members.

Section 7. Duties of the Officers

President: The President is responsible for the overall direction of the Club. Duties of the President include but are not limited to:

- Schedule, plan, announce and preside over monthly officers' meetings.
- Obtaining signed Annual Statements at the first officers' meeting of each year concerning conflict of interest as outlined in Article VII, Section 6, or when a new officer is elected.
- Receiving agenda proposals from officers or club members and presenting the agenda via email at least two days before the monthly officers' meetings.

- Reviewing the Secretary's minutes and Treasurer's report for accuracy.
- Keeping informed and taking appropriate action regarding bicycle related items which may impact OC or its' members.
- Presiding over quarterly General Meetings.

Vice-President: The duties of the Vice-President include but are not limited to:

- Schedule, plan and announce quarterly General Meetings, programs and sites.
- Presiding over officers' meetings or quarterly General Meetings in the absence of the President.
- Appointing (with concurrence of OC officers) directors/members of all Ad Hoc Committees for annual or special events.
- Obtaining signed Annual Statements from directors/members of Ad Hoc Committees concerning conflict of interest as outlined in Article VII, Section 6.

Secretary: The duties of the Secretary include but are not limited to:

- Maintaining the minutes of all meetings and files of club records.
- Presiding over officers' meetings or quarterly General Meetings in the absence of the President and Vice-President.
- Presenting the minutes from the prior meeting to all officers for approval via email within one week of the meeting.
- Presenting approved minutes to the Webmaster for placement on the website.
- Developing and maintaining the membership roll.
- Planning social affairs.
- Attending to any Club correspondence including letters of thanks and acknowledgment.

Treasurer: The duties of the Treasurer include but are not limited to:

- Managing the budget and bank account as well as the club equipment inventory.

- Presiding over officers' meetings or quarterly General Meetings in the absence of the President, Vice-President, and Secretary.
- Acquiring liability insurance for the club.
- Acquiring Special Event insurance as needed.
- Disbursing funds only with the authority of the assembly (majority vote of officers present.)
- Providing receipts for any check or debit card purchases.
- Paying all club bills promptly.
- Providing a written Treasurer's Report for each meeting, detailing income and expenses, and presenting the balance on hand at the beginning and end of the period.

Webmaster: The duties of the Webmaster shall include but are not limited to:

- Working with fellow officers to develop, monitor, edit, maintain, and update all content on OC website www.oxfordcycling.org
- Serving as the first point of contact for all web-related questions and projects.
- Keeping officer contact and event information current.
- Performing routine reviews of the site for continuity, quality, and freshness of content.
- Acquiring and place current photographs of members and events on the site.
- Reporting status of the website at Officers' Meetings.
- Serving as final determiner of website content and e-mail policy.

Advocacy Officer: The duties of the Advocacy Officer include but are not limited to:

- Directing OC's efforts to influence governmental bodies in their actions as they affect the rights of cyclists.
- Monitoring legislation and enactments of state and local governments;

establishing programs for effective relations with state, county, and local governments and their agencies.

-Serving as OC's advocacy liaison

-Developing an Advocacy Committee to undertake steps in making the Oxford/Lafayette County area a more bicycle friendly community.

Mountain Bike Coordinator: The duties of the Mountain Bike Coordinator include but are not limited to:

-Developing a yearly MTB Rides and Events schedule for weekly and monthly MTB rides, including the Clear Creek Challenge.

-Developing a schedule for monthly trail workdays at Clear Creek and Whirlpool Trails.

-Promoting races and coordinate information and activities for mountain biking.

Road Bike Coordinator: The duties of the Road Bike Coordinator include but are not limited to:

-Developing a yearly road bike Ride and Events schedule for weekly and monthly road bike rides, including the Tour de Iron Butt, the Double Decker Spring Ride and the Oxford Endurance Weekend.

-Coordinating with the MTB Rides and Events, along with local races and events, also considering statewide and regional rides, to present a yearly Calendar to the club and to the Webmaster.

-Promoting races and coordinate information and activities for road riding.

Section 8. Ad Hoc Committees. The Vice-President, in coordination with fellow officers, shall develop committees to organize and promote one-time or annual events sponsored or co-sponsored by OC.

Article IV: Meetings

Section 1. Meetings of OC shall be announced in the club email and posted on the club website. All meetings are open to club members. A quorum shall consist of those present. The OC officers will meet on a monthly basis to plan and coordinate club functions, approve expenses, and promote sponsored activities. A General Meeting will be held quarterly.

Section 2. Voting shall be conducted by a majority vote of those who are present.

Roberts Rules of Order should be observed in the conduct of meetings.

Section 3. OC shall hold a bi-annual December meeting at which the election of officers shall be held. This can coincide with the annual Holiday Party/Membership Drive/General Meeting.

Section 4. Minutes of the General Meeting, taken and transcribed by the Secretary, shall be made available to the general membership, either by reading at the subsequent general meeting, or by publishing to the club e-mail list or website. Either or both methods may be used, at the discretion of the President and based upon the preference of the membership.

Article V: Amendments

Section 1. Any member of OC may propose an amendment to these bylaws during a General Meeting.

Section 2. Voting on amendments shall be deferred until the following General Meeting to enable officers to notify OC members of the proposed amendment.

Section 3. Ratification of proposed amendments shall require a 2/3 vote of the members present at the General Meeting.

Article VI: Assets Upon Dissolution

Upon dissolution of OC, any and all remaining assets will be used exclusively for the charitable purposes for which OC was formed.

Article VII: Conflict of Interest Policy

Section I. The purpose of the conflict of interest policy is to protect OC's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of OC or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

a. Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family an ownership or investment interest in any entity with which OC has a transaction, arrangement; a

compensation arrangement with OC with any entity or individual with which OC has a transaction or arrangement; or a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which OC is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article VII, Section III (b) of these bylaws, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of the committees with governing board delegated powers considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote, on the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether OC can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonable possible under the circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in OC's best interest, for its own benefit, and whether it is fair and reasonable. In

conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from OC for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from DCBC for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction

includes compensation matters and who receives compensation, directly or indirectly, from OC, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements

Each officer, director, or member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands that OC is charitable and in order to maintain its federal tax exemption, must engage primarily in activities with accomplish one or more of its tax exempt purposes.

Section 7. Periodic Reviews

To ensure that OC operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. Any OC officer or club member may initiate a Periodic Review. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to OC's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting a Periodic Review as provided for in Section 7 of this Article, OC may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.