

# Constitution of the Ohio Bicycle Federation

## Article I

### General

Section 1 - Name: The name of this corporation shall be the Ohio Bicycle Federation.

Section 2- The purposes include, but are not limited to:

A. encouragement of bicycling for recreation, transportation, and other appropriate bicycle education purposes.

B. providing opportunities for bicycle education, encouragement, enforcement, engineering and enactment of appropriate legislation.

## Article II

### Membership

Section 1 - General: The corporation is a Not For Profit Corporation, without capital shares and no pecuniary benefit shall inure to any member by reason of membership.

Section 2- Eligibility: Payment of dues entitles one to membership in the corporation. Membership is open to all interested in bicycling without regard to race, creed, sex, age, national origin or religious preference.

Section 3 - Classes of Membership: The corporation shall have Individual Class and Organizational Class of membership. The Board of Directors may establish types of membership within each class of membership as the Directors may deem to be in the best interest of the corporation.

A. Individual membership shall consist of an individual or family. A family shall consist of at least one adult and any unmarried children under the age of eighteen (18) living at the same address.

B. Organizational membership shall consist of clubs, organizations,

associations, corporations, partnerships, companies or any other groups.

Section 4 - Dues: The Board of Directors shall establish the amount of dues and length of time for each type within a Class of Membership. Non-payment of dues terminates membership.

Section 5 - Voting: Each individual membership, family membership, and organizational membership shall have one vote.

Section 6 - Transferability: Membership in this corporation is not transferable or assignable.

Section 7 - Annual Meeting: The annual meeting of the members of the corporation shall be held in conjunction with one of the regular Board of Directors meetings.

### Article III

#### Officers

Section 1 - Officers: The officers of this corporation shall consist of the Chair, Vice Chair, Secretary, Treasure and at least four (4) Regional Representatives and General Board Members.

Section 2 - Eligibility: An officer must be a member of the corporation.

Section 3 - Nominating Committee: The Chair shall appoint a Nominating Committee. The Nominating Committee shall select candidates for Officers of the corporation. The Nominating Committee shall present a list of candidates at the Annual Meeting and/or mail a list of candidates to all corporation members at least 15 days before the annual election.

Section 4 - Election: Officers of the corporation may be elected at the annual meeting. Candidates may be nominated by the Nominating Committee or from the Floor with the permission of the candidate. In the event no candidate for office receives a majority, balloting shall continue until resolution. Alternatively, officers of the corporation may be elected by mail-in ballot.

Section 5 - Term of office: Officers shall serve for a term of two (2) years

and shall hold office beginning with their election and ending with the election of their successor to office.

Section 6 - Vacancies: In the event of a vacancy in the office of Chair, the Vice Chair shall assume the duties of such office for the unexpired term of the office. Vacancies occurring in other offices shall be filled by the Chair. An appointed Officer shall take office immediately and shall serve for the unexpired term of his predecessor in office.

Section 7 - Duties of Officers:

A. The Chair shall have the general care, supervision, and operation of the Corporation; preside at all Board of Directors meetings and the annual meeting and perform all duties incident to the office of Chair and such other duties given to them by this Constitution and as may be prescribed by the Board of Directors, and serve as ex-officio member on all Corporate committees.

B. The Vice Chair shall discharge the duties of the Chair in their absence or during a vacancy in the office and such other duties as may be assigned to them by the Chair or by the Board of Directors.

C. The Treasurer shall be responsible for all funds and securities of the Corporation, keep an account of all monies received and expended, prepare an annual budget and perform all duties incident to the office of Treasurer, and such other duties as may be assigned to them by the Chair or by the Board of Directors.

D. The Secretary shall keep the minutes of the meetings of the Board of Directors and the Annual Meeting, give notice of all such meetings in accordance with this Constitution or as required by law, and perform all duties incident to the office of Secretary, and such other duties as may be assigned to them by the Chair and by the Board of Directors.

E. The Regional Representatives shall represent the Corporation in each of the regions, interacting with bicycle organizations within the region, reporting on activities within the region, and such other duties as may be assigned to them by the Chair and by the Board of Directors.

F. The General Board Members shall perform all duties incident to being a

member of the Board of Directors, and such other duties as may be assigned to them by the Chair and by the Board of Directors.

## Article IV

### Board of Directors

Section 1 - General Powers: The Board of Directors shall be responsible for the management and control of the Corporation and shall perform every act which they deem necessary, expedient or advisable to carry out the purposes of their Corporation subject to the Ohio Not For Profit Corporation Act, by its Article of Incorporation and by these By-laws. Following are the matters which must be submitted to, and receive the approval of the Board of Directors:

- A. Amendment or restatement of the Article of Incorporation;
- B. Merger, consolidation or dissolution of the Corporation;
- C. Sale, lease, exchange, pledge or mortgage of any substantial part of the assets of the Corporation;
- D. Adopt an annual budget for the Corporation;
- E. Determine number of Regional Representatives consistent with Article III,
- F. Such other matters which may be required by law to be submitted to the Board of Directors.

Section 2 - Membership: The Board of Directors shall consist of all officers.

Section 3 - Meetings: The Board of Directors shall hold three (3) regular meetings in a calendar year. The dates of the regular meetings shall be sent to all Federation members. Special meetings may be called by the Chair or any three (3) members of the Board of Directors. All members shall be notified by mail of the purpose, date, time, and place of the special meeting. Except when inconsistent with this constitution, all meetings of this corporation shall be conducted according to Robert's Rules of Order.

Section 4 - Quorum: A quorum shall consist of those members present. An act of a majority of the quorum present at a meeting is required for actions to be approved. This section applies to any regular, special, committee, or annual meeting of the corporation.

## Article V

### Committees

Section 1 - General: Committees may be created and abolished by the Chair or by the Board of Directors.

Section 2 - Committees: Committees which may be created may deal with bicycle education, enactment, encouragement, enforcement, engineering, Ohio Bicycle Rally, public information, nomination or any other area consistent with the purposes of the corporation.

## Article VI

### Employees

Section 1 - Employees: The Board of Directors may establish such positions of employment as it deems desirable and shall prescribe the method for hiring and discharge of such employees necessary for the proper conduct of the Corporation's business.

## Article VII

### Agents and Representatives

Section 1 - Agents and Representatives: The Board of Directors may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with this Constitution, and to the extent authorized or permitted by law.

## Article VIII

### Indemnity of Trustees, Officers, and Employees

Section 1 - Indemnity: Any person made a party to any action, suit or proceeding by reason of the fact that they, their testator or intestate, is or was director, officer, or employee of this Corporation, or any Corporation which they served as such at the request of this Corporation, of which this corporation is a creditor, shall be indemnified by the Corporation against any and all liability and reasonable expenses, including attorneys' fees, actually and necessarily incurred by them in connection with the defense of any such action, suit, or proceeding, civil or criminal, or in connection with the defense of any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding, that such director, officer or employee did not act in good faith in what they reasonably believed to be the best interest of the Corporation in performance of their duties; and in addition, in criminal action or proceedings had no reasonable cause to believe that their conduct was unlawful. Such right of indemnification shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled by law, and shall not be construed as any limitation on the authority of the Board of Directors to advance Corporation funds for reasonable expenses, including attorney fees.

## Article IX

### Contracts and Banking

Section 1 - Contracts: The Board of Directors may authorize any officer or officers, agent, or agents, to enter into any contract or execute or deliver any instrument in the name of or on behalf of the Corporation, and such authority may be general or confined to special instance.

Section 2 - Deposits: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 3 - Checks: All checks, drafts or other orders for the payment of money, notes, or other evidence of indebtedness issues in the name of the

Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the board of Directors.

Section 4 - Loans: No loan shall be made to this Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

## Article X

### Accounting Year

Section 1 - Accounting Year: The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year.

## Article XI

### Miscellaneous

Section 1 - Books and Records: The Corporation shall keep correct and complete books and records of accounts of its members, Board of Directors, and committees having any of the authority of the Board of Directors.

Section 2 - Seal: The Board of Directors may provide a Corporate Seal, which shall be in form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, State of Ohio."

Section 3 - Loans to Officers and Directors Prohibited: No loans shall be made by the Corporation to any of its officers, employees or members.

Section 4 - Rules: The Board of Directors may adopt, amend or repeal Rules not inconsistent with this Constitution, for the management of the internal affairs of the Corporation and for the governance of its officers, agents, committees and employees.

## Article XII

### Amendments

Section 1 - Amendments: This Constitution may be altered, amended, or repealed and a new constitution adopted by a two-thirds (2/3) vote of the membership present at any regular or annual meeting.

Section 2 - Mailing: All corporate members shall be informed of proposed amendments by mail 15 days before a vote on the proposed amendments.

Section 3 - Amendments Written: All proposed Constitutional amendments shall be presented to the Secretary in writing and shall be read to members present at the meeting at which they are to be voted upon. At the secretary's option, written copies distributed to members present may be substituted in lieu of oral presentation of said proposed amendments.