

**WOW CYCLING CLUB  
P.O. BOX 31341  
SPOKANE, WA 99223-3022  
wowcycling.com**

***BY-LAWS***

**ARTICLE I – NAME AND PURPOSE**

Section 1. The name of this organization is WOW CYCLING CLUB.

Section 2. The purposes and objects of this organization are:

- A. To promote and encourage women's cycling as a sport and as a means of healthful exercise.
- B. To promote cycling activities, training opportunities and other seasonal fitness activities.
- C. To disseminate information and advice on cycling through activities, emails and website postings.
- D. To encourage cycling and better physical fitness for all women of various abilities and interest.
- E. To offer opportunities for both organized and informal socializing by members.

Section 3. WOW CYCLING CLUB shall serve the cycling women in Spokane, Spokane County and the entire Washington / Idaho Inland Empire area.

**ARTICLE II. MEMBERSHIP**

Section 1. Membership of WOW CYCLING CLUB shall be composed of individual women who pay annual dues in the amount of \$ \_\_\_\_\_. The amount of annual dues shall be determined by the Board of Directors.

Section 2. Membership is open to any woman with an interest in cycling and fitness at any level.

Section 3. Each member shall sign a Waiver and Release of Liability and Assumption of Risk Agreement and submit a Membership Application. All Waiver and Release of Liability and Assumption of Risk Agreement forms will be retained by WOW CYCLING CLUB for a minimum of 10 years.

Section 4. Waiver and release of liability forms will be provided by all participants prior to participating in any event sanctioned by WOW CYCLING CLUB, unless a waiver form is already on file with WOW CYCLING CLUB.

**ARTICLE III – COMPOSITION AND GENERAL PROVISIONS FOR THE  
BOARD OF DIRECTORS**

Section 1. The Board of Directors shall consist of not less than 3 members and up to \_\_\_\_ members, and shall be elected by the general membership for a term of \_\_\_\_\_ years. Each Board member may serve \_\_\_\_ consecutive terms, after which it will be necessary for her to pass one year out of office before becoming eligible for re-election.

In case of vacancy or temporary absence of any officer or director, the Board of Directors may appoint a member to perform the duties of such officer or director during such vacancy or absence.

If a Board member has served as an officer of the Board and is nominated for the position of Board Chair at the end of her final term, said Board member, upon a majority vote from the Board, may extend her term one year to serve as Board Chair.

Section 2. The Board Chair shall preside at all meetings of the Board of Directors and by virtue of this office represent WOW CYCLING CLUB where a representative is needed. The Board Chair shall be an ex-officio member of all committees. The Board Chair shall have oversight responsibility for seeing that all the financial operations of WOW CYCLING CLUB are carried out according to Board vote, state law, and generally accepted accounting procedures.

Section 3. The Vice-Chair shall perform the duties of the Board Chair in the absence of the Board Chair. The Vice-Chair shall also be responsible for ensuring that minutes of all Board meetings and regular membership meetings are kept, including recording attendance.

Section 4. WOW CYCLING CLUB will openly recruit its Board of Directors from within the club membership. The Board of Directors will manage and direct all club business and activities, with the goal of providing service reflecting the level of participation and interest of the membership.

Section 5. No compensation shall be paid to a Board Member unless they are specifically engaged by the organization for services needed and approved by the Board, or to reimburse the Board Member for expenditures needed and pre-approved by the Board.

Section 6. In the event a member of the Board of Directors has a conflict of interest with WOW CYCLING CLUB, such conflict shall be disclosed to the Board of Directors and recorded in the minutes of the meeting. The conflicted Board member shall be disqualified from taking any action including a vote and shall not be physically present during the Board's final discussion and vote on the issue.

## **ARTICLE IV – DUTIES OF THE BOARD OF DIRECTORS**

Section 1. The Board of Directors shall have the general direction, control and management of the business of WOW CYCLING CLUB. The Board of Directors shall have, by majority vote, the power to purchase, lease, pledge or sell personal and real property and to make all contracts on behalf of WOW CYCLING CLUB as they deem needful or convenient for the successful execution of its purposes and operation. They shall administer any donations or bequests, annuity or otherwise, unless specifically donor-restricted. At any time a club member may address the Board of Directors about club activities; however, the Board of Directors retains the duties regarding general direction, control and management of the business of WOW CYCLING CLUB noted above.

Section 2. The Board of Directors shall hold the annual meeting of WOW CYCLING CLUB within 90 days of January 1, or at such other time as the Board of Directors may determine.

Section 3. The Board of Directors shall establish the time and place for regular meetings. Club membership shall be notified by email, web-site postings or other means of meetings, special activities or information of interest to the general membership. Regular meetings shall be held on the last Monday of every month with the exception of November, December, January, and February. Regular meetings shall be held for the purpose of:

- A. conducting club business;
- B. disseminating information of interest to members;
- C. featuring a speaker or other presentation; or
- D. providing social activities.

Section 4. A quorum of the Board of Directors shall consist of a majority of the qualified Directors. In the event that there are an even number of Directors, a quorum shall consist of one half of the qualified Directors plus one.

Section 5. The Board of Directors shall create all committees and prescribe their duties. However, no committee or individual Board member or club member shall have the power to obligate WOW CYCLING CLUB in any financial matter or to commit it to any program or course of action unless specifically authorized by a majority vote of the Board of Directors.

Section 6. Any member of the Board of Directors who has three consecutive unexcused absences from regularly scheduled Board meeting or regular club meetings may be removed from the Board of Directors by a vote of the majority of the Directors.

Section 7. Any member of the Board of Directors of WOW CYCLING CLUB may, with or without cause, be removed by a majority vote of the general membership present at any regular meeting. The Chair of the Board shall be given notice of the proposed

removal at least 7 days before the regular meeting. The Chair shall give individual notice to any member of the Board of Directors who may be removed at least 72 hours before the designated meeting, stating that the matter will come before the general membership at the designated meeting.

**ARTICLE V. BYLAWS GENERAL PROVISIONS**

Section 1. These Bylaws can be changed, amended or repealed only by a majority vote of those present and voting at a meeting in which 15 days written notice of the proposed changes have been presented to the Board members. These Bylaws shall be reviewed by the Board of Directors at least annually, and then be presented to the general membership for a vote as to whether the Bylaws are adopted by WOW CYCLING CLUB.

**ARTICLE VI. INSURANCE AND INDEMNIFICATION**

Section 1. Directors of WOW CYCLING CLUB shall have no liability to WOW CYCLING CLUB for monetary damages for conduct as a Director, except for acts or omissions that involve intentional misconduct by the Director, or for any transaction from which the Director will personally receive a benefit in money, property or services to which the Director is not legally entitled.

Section 2. WOW CYCLING CLUB shall maintain and keep in active force general liability, wrongful acts, errors and omissions, and accident insurance at its expense to protect itself and any director, officer, agent or member against any expense, liability, or loss, whether or not WOW CYCLING CLUB would have the power to indemnify such persons against such expense, liability or loss. Such insurance shall provide liability coverage of not less than \$1,000,000 per occurrence.

Adopted by vote of the general membership this \_\_\_\_ day of \_\_\_\_\_,  
20\_\_\_\_.

BOARD CHAIR signature: \_\_\_\_\_

VICE-CHAIR signature: \_\_\_\_\_