

**CLUB RULES
OF
VERDE VALLEY CYCLISTS COALITION, INC.
“VVCC”
EFFECTIVE October 10, 2018**

ARTICLE I. Goals

Section 1. The objectives of this corporation shall be to:

- Promote interest and involvement in all aspects of bicycling and to encourage bicycling as an energy efficient, healthful means of personal transportation, fitness and recreation,
- Provide a collective voice representing the interests of bicyclists residing in and visiting the Verde Valley communities including, but not limited to Camp Verde, Clarkdale, Cornville, Cottonwood, Jerome, Rimrock/Lake Montezuma, Sedona, and Village of Oak Creek, Arizona,
- Actively participate in roadway planning within Verde Valley communities to ensure consideration of bicycle facilities that promote bicycle safety and help create a more friendly bicycle community,
- Provide volunteer assistance to Arizona State Parks and the US Forest Service, U.S.D.A. in planning and maintaining trails suitable for mountain bicycling within the Coconino and Prescott National Forests,
- Schedule group riding opportunities to promote enjoyment of bicycles,
- Publish a Website.

ARTICLE II. Limitations of Purpose

Section 1. Neither VVCC nor its representative(s) shall engage in any activity inconsistent with the purposes expressed in our Articles for Incorporation, Bylaws or these Rules.

Section 2. The Articles of Incorporation and Bylaws shall supersede the Club Rules of VVCC in the event of any inconsistency or conflict.

Section 3. All capitalized terms used but not defined herein shall have the meaning ascribed to such term in the VVCC Bylaws.

ARTICLE III. Membership

Section 1. Memberships. Any person, business, family, or organization may become a regular Member by completing the membership process outlined at www.vvcc.us and remitting the required dues. Printed membership applications may also be utilized when appropriate.

Section 2. Sponsoring Memberships. The Board may establish various levels of sponsoring memberships, as it deems appropriate. Any individual, business, or organization that wishes to support VVCC may become a sponsoring Member. Sponsoring Members will have the same voting rights as regular Members.

Section 3. Expiration. The Board may establish and set the length for membership terms in increments, as it deems appropriate.

Section 4. Suspension of Membership. The Board may pass a resolution to suspend or expel a Member for any valid reason, as determined in the Board's sole discretion. Any Member suspension action shall be in accordance with A.R.S. § 10-3621. Such resolution will not take effect until affirmed by a majority vote of the Board of Directors.

Section 5. Dues. Membership dues will be established by the Board of Directors. The Board of Directors may not increase or decrease membership dues more frequently than once each fiscal year. Any change in membership dues adopted by the Board of Directors will take effect on a date no earlier than 6 months following the vote.

Section 6. Voting Rights. Each regular Member will have one vote on all VVCC business presented at any meeting of the Members under Article IV. Only one adult Member (age 18 or over) in a family membership will be entitled to vote. Each sponsoring membership will have the same voting rights as a regular Member.

Section 7. Voting and Elections. All Members will be entitled to vote for the election of Directors and on any other matters properly brought to a vote at any annual, special, or regular meeting of Members. Elections shall be decided by a simple majority of votes cast, or by such higher proportion as may be required by law or our Bylaws.

Section 8. Additional Benefits. Any additional benefits or conditions of membership will be determined by action of the Board.

ARTICLE IV. Meetings of Members

Section 1. Annual Meeting. The annual meeting will be held in the first quarter of the VVCC Fiscal Year. The time and location of the annual meeting will be determined by the Board no less than 30 days in advance.

Section 2. Notice of Annual Meeting. Notice of the time, location and agenda shall be given to all Members no less than thirty (30) days prior to the Annual Meeting by e-mail and posting on VVCC's website. Any change to the meeting date, time or location will require four (4) days notification of the membership, through e-mail, posting on VVCC website, or by direct contact. The agenda for the Annual Meeting is to be posted on the VVCC website 48 hours in advance of the meeting with changes to the agenda allowed up to 24 hours before the meeting.

Section 3. Special Meetings. The Board of Directors may call special meetings of the regular Members of VVCC for any purpose allowed by law, our Bylaws, or Club Rules. Special meetings will be held at the time and location designated by the Board of Directors

Section 4. Notice of Special Meetings. Notice of special meetings will be given no less than 10 and no more than 60 days prior to the meeting. Notice of meetings where Members will be asked to vote on amendments to the Articles of Incorporation or Bylaws must be given no less than 30

and no more than 60 days prior to the meeting. Notice of the meeting shall be sent electronically to the address of each Member, as recorded in VVCC's records.

Section 5. Regular Meetings. The Board of Directors may hold regular membership meetings on a schedule to be determined in the Board's discretion. Regular membership meetings will be for the purpose of conducting routine club business or acting on any other matters as directed by the Board. Regular meetings will be held at the time and location designated by the Board of Directors.

Section 6. Notice of Regular Meetings. Notice of regular meetings will be given no less than 10 and no more than 60 days prior to the meeting. Notice of the meetings shall be sent electronically to the address of each Member, as recorded in VVCC's records.

Section 7. Rules of Order: All meetings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE V. Board of Directors

Section 1. Duties. The Board of Directors, composed of six (6) to twelve (12) Directors, shall have and exercise the corporate powers prescribed by law. Its primary functions shall be to make policy and manage the resources of VVCC in a sound manner. The Board of Directors will further determine the general, program, and financial policies and shall have the power to carry out any other functions permitted by law, our Bylaws, or Club Rules.

Section 2. Election. Any regular Member in good standing who is a full time resident of the Verde Valley (Verde Valley meaning Jerome to Sedona, Camp Verde to Clarkdale) over the age of eighteen (18) may become a nominee for board service. Members who are part time Verde Valley residents who can physically attend at least six (6) Board meetings annually may also become a nominee for board service. Prior to each Annual Meeting, the names of all nominees to the Board of Directors shall be sent electronically to the address of each Member, as recorded in VVCC's records. The notice will include a ballot for Members to vote by electronic means for the nominees. The Board of Directors shall be elected by a plurality vote. A plurality shall be defined as the greatest percentage of the ballots cast. Within fourteen (14) days after the Annual Meeting a meeting of the Board of Directors shall be held where-in the Directors shall in turn appoint by consensus or secret ballot, according to need and ability, four of the Directors to the positions of Officers, and confirm or appoint Committee Chairs. The Nominating Committee Chairperson shall prepare the agenda for the meeting, call the meeting to order, and preside until officers are chosen by the Board; at which time the new President will take control of the meeting.

Section 3. Officers. The Board shall select the following Officers per Section 2 above. Their titles, authority, and minimum duties are as follows:

a) President: The President shall:

- 1) establish the Agenda for all meetings of the Board and for the Annual Meeting,

- 2) preside at all meetings of the Board,
- 3) appoint committees and may serve as regular member thereof, and,
- 4) cast the deciding vote in the event of a tie among the Directors,
- 5) deliver an annual address to include a report of activities of the last year and plans for the upcoming year at the Annual Meeting,
- 6) be responsible for inviting dignitaries to attend, and
- 7) act as main liaison with public officials and bike advocacy groups.

b) Vice President: Performs the duties of President in the President's absence. The Vice President shall have all of the responsibilities and powers of other members of the Board. Leads VVCC's developmental efforts and coordinates local sponsorships, partnerships, and chairs the standing Marketing and Fund Raising committee.

c) Secretary: The Secretary shall maintain all official VVCC correspondence not otherwise assigned and cause the filing of all annual reports including but not limited to the Arizona Corporation Commission annual report and IRS 990 report, licenses, applications and other documents as necessary. The Secretary shall keep a true record of the minutes of all meetings and provide all Directors with copies of the minutes two weeks following the Board meeting in which minutes was taken. The Secretary will cause the minutes of all board meetings and Annual Meetings to be posted on the VVCC website within two (2) weeks after the meeting date in which the minutes are approved.

d) Treasurer: Serves as the chief financial officer of VVCC. Has custody of VVCC's funds and financial records, and shall keep full and accurate accounts of receipts and disbursements in books belonging to VVCC. The Treasurer shall deposit all moneys and other valuables in the name of VVCC in such depositories as the Board may designate. The Treasurer shall have all of the responsibilities and powers of other members of the Board.

The Treasurer shall collect all moneys due VVCC and shall be responsible for the dispersal of all club funds as the Board may authorize. The Treasurer shall render to the Board at its regular meetings, or whenever the Board may require it, an account of all transactions and the financial condition of VVCC in the form that shows a comparison of the full year budget amount in the same line item format as the board approved budget to assist board members in the performance of their duties.

The Treasurer shall prepare or cause to be prepared annually

- in the next to last month of the fiscal year, a budget for the following fiscal year for approval of the board in the last month of VVCC's fiscal year. The budget will be posted on the VVCC website.
- a full and correct statement of VVCC's financial condition, including a balance sheet and a statement of operations for the preceding fiscal year, which shall be submitted at the Annual Meeting of the membership and posted on the VVCC's website.

Section 4. Terms of Office.

a) Directors shall serve in office beginning immediately upon their election and will continue in office until the first scheduled annual election at the completion of their third anniversary in office, unless elected for a shorter term to ensure incumbent staggered term limits. There is no limit to the number of Terms a Director may serve provided that prior to that term beginning, they are duly elected per Article 5, Section 2.

b) Directors may hold only one office at a time. A Director may become a nominee for election to another office; if elected to the new office, the Director must resign his/her existing office per Section 4 d) prior to assuming the duties of his/her new office. This vacant office shall be filled per Section 4 c).

c) Vacancies. Vacancies on the Board occurring prior to the annual election (Section 2) shall be filled by a regular Member after an affirmative vote of a majority of the remaining Directors until properly elected by Members per Section 2 of this Article.

d) Resignations and Removal. All resignations of Directors must be in writing and sent to the Secretary. The Board will take action on all resignations. An affirmative vote of two-thirds of the Directors then in office will result in the removal, with or without cause, of any Director. Any Director missing three (3) consecutive Board meetings without delivering a satisfactory explanation may be removed by the remaining Directors on the Board as prescribed above. Any Board Member who is a part time Verde Valley resident who does not/cannot physically attend at least six (6) Board meetings annually may be removed by the remaining Directors on the Board as prescribed above.

e) Compensation. No Member shall receive compensation for services as a Director. However, with prior approval by the Board of Directors any dues-paying Member, to include elected Directors, may be compensated for other services rendered to VVCC, or reimbursed for out-of-pocket expenses incurred in the performance of duties approved by the Board. Proof of expenses shall be required prior to reimbursement.

ARTICLE VI. Meetings of the Board of Directors

Section 1. Regular Meetings. The Board shall convene on a schedule deemed appropriate by the Board. Meetings may be conducted in person or via other telecommunication or electronic means, as allowed by law and as determined by the Board. Regular Meetings are open to Members.

Section 2. Special Meetings. The Board shall hold special meetings at the call of any two of the President, Vice President or Secretary, or at the call of the Secretary alone upon the request of at least five Directors. Any request for a special meeting, and any notice of a special meeting, must state the purpose of the meeting. Meetings may be conducted in person or via other telecommunication or electronic means, as allowed by law and as determined by the Board.

Section 3. Notice. The President or the Secretary shall provide notice to each Director at least seven days before the date of any Board meeting. Notice shall be sent electronically to the address of each Director, as recorded in VVCC's records.

Section 4. Quorum. A majority of the Directors holding office shall be necessary to constitute a quorum for the transaction of business. The act of a majority of the Directors present and voting at a duly called meeting of the Board when a quorum is present shall be the act of the Board of Directors, except as may be provided by law, our Bylaws, or Club Rules.

Section 5. Minutes. The Secretary shall keep records of the proceedings of each meeting of the Board of Directors. In the absence of the Secretary, the Secretary's designee, who must be a member of the Board, shall keep the records. The Secretary shall distribute a copy of the records of each meeting to the Board by electronic means in a manner determined by the Board. In keeping with our Bylaws, these minutes shall be maintained on the VVCC website, in a manner determined by the Board.

Section 6. Action by Directors Without a Meeting. The Board may also take any action which may have been taken at a regular or annual meeting by an electronic vote of 2/3 of the current number of Directors provided a reasonable notice is given before the vote is recorded and the item or items to be voted on are clearly stated in the notification.

Section 7. Majority Vote. Except as otherwise required by law, our Articles of Incorporation, Bylaws, or these Club Rules, the act of the majority of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 8. Participation. Except as otherwise required by law, our Articles of Incorporation, Bylaws, or these Club Rules, Directors may participate in a Regular or Special Meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including, but not limited to, in person, internet video meeting or telephonic conference call.

ARTICLE VII. Committees

Section 1. Designation. The Board of Directors may appoint Directors and Members of VVCC, to serve on committees identified in this Article with the powers to perform the acts and duties as the Board may see fit, consistent with the Bylaws, Club Rules, and to the extent authorized or permitted by law. Except in the case of the Executive Committee, "Chairperson" shall mean a Director appointed from within a Committee to preside over said Committee.

Section 2. Executive Committee.

- a) **Composition:** The Executive Committee shall consist of president, vice president, secretary and treasurer of the VVCC Board of Directors. The President shall serve as the Chairperson of the Executive Committee and in the President's absence the Vice President shall serve as Chairperson. A simple majority of the Executive Committee Members shall constitute a quorum for the purposes of conducting business.
- b) **Powers and responsibilities:** While the Board is not in session, the Executive Committee shall have the authority of the Board to conduct VVCC business and to

discuss, research, and analyze matters of importance to VVCC prior to submission to the Board for discussion or approval. The Executive Committee shall report to the Board at its next regularly scheduled meeting any business that has been conducted. The Executive Committee shall not have the power to elect Officers, Directors, nor fill vacancies in the Board, nor does it have the power to change the policies, mission, or By-Laws of the VVCC.

Section 3. Nominating Committee.

a) Composition: The Nominating Committee shall consist of four (4) Members. The Board shall appoint one Director with at least one (1) year remaining in his/her term to be chairperson. Other members of the committee shall be at the discretion of the Nominating Committee Chairperson and will not be candidates for election to the board. The Nominating Committee shall serve a one (1) year term beginning immediately after the first regular meeting of the Board after the Annual Meeting.

b) Duties: The Nominating Committee shall (1) establish rules to effect Article V, Sections 2 & 4 to ensure that any needed Directors are elected annually, (2) present a slate of prospective Directors to the membership 30 days prior to the Annual Meeting, and (3) recommend to the Board replacements for any Director who leaves the Board for any reason.

c) Voting: The Nominating Committee will oversee all voting for Directors. Voting will be conducted by email or online voting. Proxies are not allowed. Candidates will be elected based on the number of votes garnered starting with the highest candidate with the most votes and work down in numerical order until all positions are filled. In the event of a tie vote where there is not a clear winner of the position there will be a new vote by the membership, with ballots sent out within 48 hours after the Annual Meeting. Ballots will be required to be returned within 14 days.

Section 4. Standing Committees:

a) Composition: All Standing Committees shall be chaired by a Director who shall report to the Board, and may be composed of as many additional Directors/Members as needed to accomplish the stated goals of each committee.

b) Duties, powers, and responsibilities: To be determined by resolution of the Board.

c) Special restrictions: No Director shall chair or direct more than one Standing Committee at the same time, but may serve as a regular member of other committees while serving as chair of a Standing Committee. If there are Board vacancies resulting in insufficient Directors to chair all committees, then a Director may chair or direct more than one Standing Committee until the Board vacancy(ies) are filled. The Chair shall serve a one-year term subject to renewal at the discretion of the Board.

d) Standing Committees: Standing committees are:

- 1) Events
- 2) Membership
- 3) Marketing and Fund Raising
- 4) Road Bike Advocacy
- 5) Mountain Bike Advocacy

Section 5. Ad Hoc Committees:

- a) Composition and purpose: At the recommendation of the Board, the President may establish and appoint Members to Committees to work on specific tasks and projects in the interest of VVCC.
- b) Organization and Reporting: Each Committee Chairperson will be appointed by the President, subject to confirmation by the Board. Chairpersons shall report to a designated Director and may submit reports to the Board when warranted by significant developments.

Section 6. Events Committee:

- a) Composition: The Events Committee shall consist of a Director serving as chair and other Directors/Members he/she deems necessary to carry out the duties of the committee.
- b) Duties, powers, and responsibilities: Responsible for organization and management of the Annual Meeting, Annual Picnic, Holiday Party and other events in accordance with the budget:
- c) Annual Meeting – The annual meeting will be held first quarter of the VVCC Fiscal Year at a time, location and date to be determined by the board.
- d) Annual Picnic – The Picnic will be held at a time, location and date in September or October to be determined by the Board.
- e) Holiday Party – The party will occur during December and is open to VVCC Members and guests.
- f) The committee is responsible for developing and executing other Member events through the annual budget process or with the approval of the Board.

Section 7. Membership Committee:

- a) Composition: The Membership Committee shall consist of the necessary number of members needed to accomplish the duties of the committee. There is no term limit for serving on this committee.
- b) Duties: The committee is responsible for

1) recommending membership dues and options structure for Board approval in accordance with Article III Section 5.

2) maintaining a complete list of all Members by membership class, for sending our renewal notices on an annual basis,

3) sending acknowledgement letters for any donation submitted by a Member,

4) forwarding all funds collected along with an explanation to the Treasurer so it can be posted to VVCC's financial records, and

5) sending a letter on official VVCC stationary summarizing Member contributions during the current calendar year for their IRS filings.

Section 8. Marketing and Fund Raising Committee:

a) Composition: Chaired by the Vice President, the Marketing and Funding Raising Committee shall consist of the necessary number of Members needed to accomplish the duties of the committee. There is no term limit for serving on the committee.

b) Duties: The committee is responsible for developing and executing fund raising activities to achieve targets as approved by the Board in the annual budgeting process as well as management/maintenance of the www.vvcc.us website. The committee will work with and oversee any grant writing activities and respond to visitor's email inquiries.

Section 9 Road Bike Advocacy Committee

a) Composition: The Road Bike Advocacy Committee shall be chaired by Director whose primary interest is road bike riding, the Road Boss, who shall report to the Board, and may be comprised of as many additional Members as needed to accomplish the stated goals of said committee.

b) Duties, powers, and responsibilities: While the Board is not in session, the Road Bike Advocacy Committee shall have the authority of the Board to conduct VVCC business related to Road Bike Advocacy matters (i.e., scheduling of VVCC road rides; assisting, advising and educating Members and the general public on road bike related matters; road bike infrastructure and access [bike lanes and paved bike trails], equality with vehicles on roads, streets, and highways; and collaboration with a wide variety of public and private agencies) to cultivate and sustain a community-led road bike culture. The Road Bike Advocacy Committee shall report to the Board at its next regularly scheduled meeting any business that has been conducted. The Road Bike Advocacy Committee shall not have the power to elect Officers, Directors, nor fill vacancies in the Board, nor does it have the power to change the policies, mission, or By-Laws of the VVCC. The Road Boss shall serve a one-year term subject to renewal at the discretion of the Board.

Section 10. Mountain Bike Advocacy Committee

a) **Composition:** The Mountain Bike Advocacy Committee shall be chaired by a Director whose primary interest is mountain bike riding, the Trail Boss, who shall report to the Board, and may be comprised of as many additional Members as needed to accomplish the stated goals of said committee.

b) **Duties, powers, and responsibilities:** While the Board is not in session, the Mountain Bike Advocacy Committee shall have the authority of the Board to conduct VVCC business related to Mountain Bike Advocacy matters including, but not limited to: scheduling of VVCC trail rides and work days; assisting, advising and educating Members and the general public on mountain bike advocacy related matters; trail access; equality with hikers, equestrians, and other trail users on off-road trails; and collaboration with a wide variety of public and private agencies and land managers to cultivate and sustain a community-led mountain bike culture. The Mountain Bike Advocacy Committee shall report to the Board at its next regularly scheduled meeting any business that has been conducted. The Mountain Bike Advocacy Committee shall not have the power to elect Officers, Directors, nor fill vacancies in the Board, nor does it have the power to change the policies, mission, or By-Laws of the VVCC. The Trail Boss shall serve a one-year term subject to renewal at the discretion of the Board.

ARTICLE VIII. Contracts and Payments

Section 1. Contracts. The Board, except as our Bylaws or Club Rules otherwise provide, may authorize any Officer or Committee Chair to enter into any contract or execute and deliver any instrument in the name of and on behalf of VVCC, and such authority may be general or confined to a specific instance. Unless so authorized by the Board, “Authorized Personnel” no Officer, agent, or employee shall have any power or authority to bind VVCC by any contract, or engagement, or pledge its credit, or render it liable for any purpose or amount.

Section 2. Payments. All checks, drafts, and orders for the payment of money, notes and other evidence of indebtedness, issued in the name of VVCC shall be signed by such Officer or Officers as the Board may from time to time designate.

ARTICLE IX. Amendments

Section 1. These Rules may be amended at any time by Board Resolution affirmed by a majority vote of the Board of Directors. The Secretary will cause the amended Club Rules to be posted on the VVCC website within two (2) weeks after the meeting date in which the amended Club Rules are approved.

ARTICLE X. Conflicts of Interest

Section 1. Any person or entity with a financial interest in a contract with VVCC is prohibited from serving as an Officer or Director of VVCC. In addition, VVCC is prohibited from entering into a contract with any entity with which any Officer or Director has a financial interest, unless 2/3 of all Board members (excluding any Board member with a financial interest in the entity) vote in favor of an exemption. This exemption must be for a specific contract and may not be of a duration greater than one year. For avoidance of doubt, if a contract exemption is approved, the Officer or Director with the financial interest in the contract may continue to serve in their capacity and will be required to recuse him/herself when appropriate.

ARTICLE XI. Communications

Section 1. In the interest of maintaining a high degree of quality, integrity and ensuring equitable representation of all Directors' opinions, VVCC hereby adopts the following policies regarding board communications, mailings to the membership, public statements and submissions to media:

- a) All e-mails, statements, documents or other printed materials that are under consideration as a "work in progress" shall be circulated only among current VVCC Directors, VVCC committee members directly involved with the project in question and such persons outside the VVCC who have a legitimate interest and are qualified to make positive contributions to said project.
- b) Any letter written by any Director representing the VVCC shall be written on official VVCC letterhead featuring the correct VVCC mailing address, the most current form of the VVCC logo and signed and dated by the Director in his/her official capacity.
- c) Statements made in any public forum by any Director in his/her official capacity shall reflect the true nature of the VVCC – its policies, principles, constituency and consensus of membership.
- d) All information and materials needed to comply with these policies shall be provided to any Director or committee member engaged in an approved VVCC project at his/her request.

ARTICLE XII. Limitations of Liability and Indemnification

Section 1. Limit of Liability. The VVCC shall not be liable to any person for any loss or damage suffered on account of any action taken or omitted as a Director if:

- said action was within that Director's scope of authority and was taken in good faith, and
- said Director acted in a reasonable and prudent fashion given the circumstances or,
- said Director took or omitted to take such action in reliance upon the approval of such action by the Board.

Section 2. Insurance: The Board may maintain an insurance policy for the benefit of Directors and Officers, and for VVCC, written in such a way as to cover any liability to which VVCC may be exposed arising from activities organized and/or promoted by the Board.

Section 3. Risk and Responsibility: It shall be understood by anyone, Member or otherwise, who participates in activities organized and/or promoted by the Board that the risk of participation is borne by the participant, and that each participant bears the financial responsibility for an injury and/or loss incurred as a result of participation in said activities. This understanding shall be documented by each participant by way of providing a signed Acknowledgement of Risk form to the Secretary to be kept in VVCC's records. In the case of a minor participant, the document must also be signed by a parent or legal guardian.

We, the Members of the Executive Committee of the Verde Valley Cyclists Coalition, Inc., an Arizona Non-Profit Corporation, do hereby certify this to be a true copy of the forgoing Club Rules consisting of Articles I through XII (pages 1 through 12 respectively), adopted by majority vote of the Members present at the July 19, 2017 Annual Meeting.

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