

Charles River Wheelmen

The Charles River Wheelmen, Incorporated Constitution

I. Name

The name of this corporation shall be The Charles River Wheelmen, Incorporated. It is also referred to herein as CRW.

II. Purpose

The purpose of the CRW is the advancement and enjoyment of cycling and of other healthful sports, through sponsorship of rides and other events, through cooperative activities with other organizations, through encouragement of favorable actions by government and private industry, through publicity of the benefits of cycling, through education of the cycling community and the general public about the health and fitness benefits of cycling and safe cycling practices, and through other suitable means. The CRW shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

III. Government

The affairs of CRW shall be administered by the Board of Directors and by the Officers, as prescribed in this Constitution and in the By-laws.

IV. Board of Directors

1. The duties of the Board of Directors shall include the following:

- a. Amendment of the By-laws when appropriate. A simple majority of those Directors present and voting is required.
- b. Establishment of CRW policies in accordance with section II above.
- c. Evaluation and approval of CRW budgets and general plans.
- d. Submission of an Annual Report at the Annual Meeting.
- e. Selection of the President by majority vote.
- f. Selection of an Auditor, who shall make a general and independent annual audit of the financial records of the CRW and render a report of findings to the Board.

2. Membership of the Board:

- a. The Board of Directors shall consist of nine Directors elected by the general membership, and the current CRW President elected by the Board during his term in office, and the past CRW President for one year after the expiration of the presidential term. The term 'Director' as used herein shall include the current President, the past President for one year after the expiration of the presidential term, as well as the nine elected by the membership. The term of office of the nine shall be three consecutive years, three members to be elected each year. A Director may not serve more than two full three-year terms in succession. The term of the CRW President shall be one year. In no event shall the President serve more than two consecutive years.
- b. Directors shall be eligible for appointment to any officership, or to any committee.
- c. The Board shall meet within two weeks of its election and shall elect its Chairman from among its own membership.
- d. A Recording secretary shall be selected by the Board but need not be a Director.

3. Meetings of the Board:

- a. The Board shall meet at such times as the Chairman shall designate, or when one-third of the Directors request that a meeting be called. At least four meetings shall be held in each year.
- b. A quorum of the Board shall consist of five Directors.
- c. The Chairman is responsible for notifying the Directors of a scheduled meeting, at least ten days prior to such meeting, unless the ten-day notice has been waived by all Directors.
- d. In the event that a member is absent from 4 out of 5 consecutive meetings, the Board shall vote on sustaining his membership in the Board.

V. Adoption

An affirmative vote of two-thirds of the membership ballots returned within ten days after mailing shall suffice for adoption of this Constitution, abstentions not being counted. It shall become effective on the first day of the next month. Date of ballot mailing (first class): August 28, 1972. Deadline for returns: September 7, 1972. Date of effectiveness: October 1, 1972.

VI. Amendment

An amendment may be proposed by the Board of Directors or by any member who presents to the Recording Secretary a petition signed by at least ten percent of the members. The proposed amendment shall be discussed and perfected as to form by the Board of Directors or by a Committee appointed by the sponsor of

the amendment. This reviewing body shall deliver it in final form to the Recording Secretary, who shall send it within 21 days to each member. This Constitution shall be amended only by an affirmative vote of two-thirds of the membership ballots returned within twenty-one days after sending, abstentions not being counted. The amendment, if approved, shall become effective immediately.

VII. Dissolution

The CRW may effect its own dissolution only upon the Board's presenting a ballot to the members, by First Class mail. An affirmative vote of two-thirds of the ballots returned within twenty-one days shall be required, abstentions not being counted. Upon dissolution, the remaining assets after the satisfaction of all obligations of the corporation shall be distributed to one or more organizations having purposes similar to the CRW purpose and that are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

VIII. Private Benefit

No member or other private individual shall receive any of the net earnings from the operation of the corporation. No such person shall be entitled to share in any distribution of corporate assets upon dissolution.

[CRW Constitution as amended effective June 1, 2004]