

**BYLAWS  
OF  
TWIN CITY UNICYCLE CLUB OF MINNESOTA, INC.**

**ARTICLE I - NAME AND PURPOSE**

Section 1 - Name: The name of the corporation shall be Twin City Unicycle Club of Minnesota, Inc. It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

Section 2 - Purpose: Twin City Unicycle Club of Minnesota, Inc. is organized exclusively for charitable, educational, and recreational purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code. The purpose of Twin City Unicycle Club of Minnesota, Inc. is:

- To foster social and athletic interest and promote the healthy, wholesome sport of unicycling among youth and adults in the area;
- To provide instruction in the sport of unicycling;
- To sponsor special events such as unicycle conventions; and
- To give public performances of unicycling.

**ARTICLE II - MEMBERSHIP**

Section 1 - Eligibility for membership: Application for membership shall be open to any person with an interest in unicycling who shares the purpose of the corporation. Membership is granted after completion and receipt of a membership application and annual dues.

Section 2 - Annual dues: Membership dues will be determined annually by the Board of Directors. Membership dues shall be paid annually and shall be due on the first day of the month following each year of membership.

Section 3 - Voting members: Members 18 years of age and older are eligible to vote and are hereafter referred to as "Voting Members."

Section 4 - Termination: Termination of membership will occur:

- upon notice of termination;
- sixty (60) days after membership dues are due but not paid; or

- by a determination of the Board of Directors for conduct unbecoming or contrary to the purpose of the corporation.

Section 5 - Non-voting membership: The Board of Directors shall have the authority to establish and define non-voting categories of membership.

Section 6 - Meetings: All meetings of the corporation (Operating Committee and Board) shall be open to all members, however, there shall be no requirement to publicize the place, date, or purpose of the meeting.

### ARTICLE III - MEETINGS OF MEMBERS

Section 1 - Annual meetings: An annual meeting of the members shall take place as close as is practical to November 1 of each year; the specific date, time and location of which will be designated by the Chair. At the annual meeting, the Voting Members shall elect officers, receive reports on the activities and financial condition of the corporation, and consider and act upon other matters raised consistent with the notice of meeting requirements.

Section 2 - Special meetings: Special meetings may be called by the Chair, the Operating Committee, or a simple majority of the Board of Directors. A special meeting may also be convened by a petition signed by five percent of Voting Members and delivered to the corporation's address of record.

Section 3 - Notice of meetings: Written notice of each meeting shall be given to each Voting Member by mail or e-mail at the address on record not less than two weeks prior to the meeting.

Section 4 - Quorum: Ten (10) Voting Members plus three (3) officers at any properly announced meeting shall constitute a quorum.

Section 5 - Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. Voting Members not able to attend a meeting where a vote will take place may assign their vote to a member who is in attendance by written proxy presented to the Secretary prior to the vote.

### ARTICLE IV - EXECUTIVE OFFICERS AND OPERATING COMMITTEE

Section 1 - Executive officers: The officers of the corporation shall be President, Vice President, Treasurer, and Secretary. These elected officers shall be ex officio directors.

Section 2 - Qualifications: Executive officers must be at least 18 years old at the time of election. At least two (2) executive officers must have at least two (2) years of active membership in the corporation at the time of election. If there are fewer than two (2) prospective candidates with two (2) years of active membership, then one (1) year of active membership shall be required. If there are fewer than two (2) prospective candidates with one (1) year of active membership, then prospective candidates shall be chosen from the general membership.

Section 3 - Election: The election of executive officers is intended to occur at the corporation's annual meeting. Current officers shall be responsible for nominating prospective officers representing the corporation's members. In addition, any Voting Member can nominate a candidate by written (mail or email) notification to the President prior to the annual meeting. Officers will be elected by a simple majority of Voting Members present at the annual meeting. Voting Members not able to attend the annual meeting may assign their vote to a member who is in attendance by written proxy presented to the Secretary prior to the vote.

Section 4 - Commencement of term: Executive officer terms shall commence at the conclusion of the meeting at which they are elected.

Section 5 - Term length: The term length for officers shall be one (1) year or until their respective successors are elected and assume office.

Section 6 - Term limits: There are no term limits for officers.

Section 7 - Duties of the executive officers:

a. President - The President shall:

- (1) Have general active management of the business of the corporation.
- (2) When present, preside at meetings of the Board, the Operating Committee, and of the members.
- (3) See that orders and resolutions of the Board are carried into effect.
- (4) Sign and deliver in the name of the corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation or Bylaws or by the Board to another officer or agent of the corporation.

(5) Maintain records of and, when necessary, certify proceedings of the Board and the members.

(6) See that the operational procedures of the corporation are maintained.

(7) Perform other duties as prescribed by the Board.

b. Vice President - The Vice President shall:

(1) Coordinate public performances and all related paperwork.

(2) In the absence, inability, or refusal of the President to act, perform the duties of that office.

(3) Perform other duties as prescribed by the Board or the President.

c. Secretary - The Secretary shall:

(1) Hold the original, or a copy, of the Bylaws and the Articles of Incorporation.

(2) Record and maintain minutes of all meetings of the Board, Operating Committee, and the annual meeting of members.

(3) See that all notices are given in accordance with the provisions of the Bylaws or as required by law.

(4) Ensure the distribution of club information on at least a quarterly basis.

(5) In general, perform all duties incident to the office of Secretary.

(6) Perform other duties as prescribed by the Board or the President.

d. Treasurer - The Treasurer shall:

(1) Keep accurate financial records for the corporation.

(2) Deposit money, drafts, and checks in the name of and to the credit of the corporation in the banks and depositories designated by the Board.

(3) Endorse for deposit notes, checks, and drafts received by the corporation as ordered by the Board, making proper vouchers for the deposit.

(4) Disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board.

(5) Complete annually required federal and state filings.

(6) At meetings of the Operating Committee and/or upon request, provide the President and the Board an account of transactions by the Treasurer and of the financial condition of the corporation.

(7) Perform other duties as prescribed by the Board or by the President.

Section 8 - Operating Committee: The four (4) executive officers have sole voting authority in Operating Committee meetings. The executive officer group shall consider what other roles and individuals are needed to effectively manage the organization. These additional individuals shall participate in Operating Committee meetings, but do not have voting rights in these meetings.

Section 9 - Operating Committee meetings: The Operating Committee shall meet a minimum of once every twelve (12) months.

Section 10 - Quorum: In a meeting of the Operating Committee, three (3) executive officers is a quorum. All issues to be voted on shall be decided by a majority of the officers present at a meeting at which a quorum is present.

Section 11 - Conflict of interest: Officers must declare any potential conflict of interest before participating in any discussion or vote. If a majority of officers determine that a conflict of interest exists, that officer shall abstain from voting.

Section 12 - Resignation, termination, or removal: The resignation of an officer must be in writing and received by the Secretary. An officer's term shall be terminated due to excess absences as determined by the Board. An officer may be removed for other reasons by a majority vote of the remaining directors on the board.

Section 13 - Vacancies: If an executive officer resigns or is unable or unwilling to fulfill the duties of office, the Board of Directors may declare the office vacant and appoint a replacement to fulfill the remainder of the term. The person appointed to fill the remaining term of an executive officer shall have the full rights and responsibilities of the officer being replaced. If there is a vacancy in the office of President, the Vice President shall perform the duties of the President until a new President is appointed or elected.

## ARTICLE V - BOARD OF DIRECTORS

Section 1 - Board of Directors role and compensation: The Board is responsible for overall policy, leadership, and strategic direction of the

corporation, and may delegate responsibility for day-to-day operations to the officers, Operating Committee and/or members. The Board receives no compensation other than reimbursement of reasonable expenses.

Section 2 - Directors and duties: The Board is comprised of the following four (4) executive officers, who, as ex officio directors, shall remain directors as long as they hold the corresponding officer position:

- a. President shall serve as Chair, Board of Directors. The Chair shall convene regularly scheduled board meetings and shall preside or arrange for other directors to preside at each meeting of the board.
- b. Vice President shall serve as Vice Chair, Board of Directors.
- c. Secretary shall serve as Director. The Secretary/Director shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each director, and assuring that corporate records are maintained.
- d. Treasurer shall serve as Director. The Treasurer/Director shall make a report at each board meeting. The Treasurer shall assist in the preparation of the budget and make financial information available to directors and the public.

Section 3 - Meetings and notice: The Board shall meet a minimum of once per year at a place, date, and time determined by the Chair. An official board meeting requires that each director have written notice by mail or e-mail at least five (5) days in advance.

Section 4 - Quorum: In a meeting of the Board of Directors, three (3) directors is a quorum. Any vote approved by a majority of the directors present at a meeting at which a quorum is present is an act of the Board of Directors. Proxy voting is not permitted.

Section 5 - Special meetings: Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each director at least five (5) days in advance.

Section 6 - Conflicts of Interest: A contract or transaction between the organization and one or more directors or between the organization and any other corporation, partnership, association, or other organization in which one or more directors are directors or officers, or have a financial interest, shall not be void or voidable solely for such reason, or solely because the conflicted or interested director is present at or participates in a the meeting of the Board which authorizes the contract or at which the transaction is authorized, or solely because his, her or their votes are

counted for that purpose, if: (i) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors even though the disinterested directors are less than a quorum; or (ii) the contract or transaction is fair to the organization as of the time that it is authorized, approved, or ratified by the Board. Conflicted or interested directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes the contract or transaction. The Board may adopt a conflicts of interest policy which may be incorporated as an addendum to these Bylaws, in which case the provisions of that policy shall be controlling.

Section 7 - Indemnification: The organization shall indemnify any director who is or is threatened to be made a party to any proceeding, including but not limited to any threatened, pending, or completed action whether civil, criminal, administrative, or investigative (other than an action by or in the right of the organization) by reason of the fact that such a person was or is an authorized representative of the organization against expenses (including reasonable attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such director in connection with such action or proceeding if such person acted in good faith and in a manner such director reasonably believed to be in, or not opposed to, the best interests of the organization and, with respect to any criminal proceeding, had no reasonable cause to believe that such director's conduct was unlawful. The organization may advance expenses on behalf of any such director, and may maintain insurance or other fund or account or use any other mechanism or arrangement as security for its indemnification obligations under this section. The indemnification and advancement of expenses provided under this section shall continue as to any person who has ceased to be a director and shall inure to the benefit of heirs, executors, and administrators of any such former director.

## ARTICLE VI - COMMITTEES

Section 1 - Committee Formation: The Board may create committees as needed. The Chair shall appoint all committee chairs.

Section 2 - Operating Committee: Except for the power to amend the Articles of Incorporation and these Bylaws, the Operating Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board, and is subject to the direction and control of the full Board.

## ARTICLE VII - AMENDMENTS

Section 1 - Amendment of Bylaws: Subject to the provision of the laws of this state, these Bylaws may be amended when necessary by a majority vote of the Board. Proposed amendments must be submitted to the Secretary and sent out with regular Board announcements.

Section 2 - Amendment of Articles of Incorporation: The Articles of Incorporation may be amended when necessary by the affirmative vote of a majority of the Board and by a majority vote of Voting Members, with the exception of Article II: Registered Office Address. The Registered Office Address may be amended by a majority vote of the Board.

## CERTIFICATION

These Bylaws were approved and adopted at a meeting of the Board of Directors by a majority vote on xx xx, 2016.

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Mary J. Koehler  
Secretary