

**Willamette Valley Cycling Team, L.L.C.**  
**Articles of Organization**

**ARTICLE I**  
The Team

The name of this organization shall be Willamette Valley Cycling Team, Inc. Race entry name shall be that of the Major Sponsor. For the year 2008 it shall be: Pacific Power\_\_\_\_. Changing the race entry name, from time to time, to be the name of the Major Sponsor does not require a change of these bylaws.

**SECTION I: PURPOSE**

It shall be the purpose of this Team to:

- A. Develop interest and participation in bicycle racing.
- B. To field a competitive bicycle racing team of men and women of all ages and racing abilities.
- C. Provide service, mentorship, support and fellowship to members of the Team.
- D. Promote and participate in cycling activities.
- E. Provide service, mentorship, support and fellowship for racers under the age of 18 including Juniors.
- F. Further the safety and education of bicyclists.
- G. Seek to uphold the rights of bicyclists.

**SECTION II: AUTHORITY**

In pursuit of its purposes this organization may:

- A. Own and operate all kinds of property, real and personal, and conduct any lawful business or activity.
- B. Be affiliated with other state and national bicycling organizations where such affiliation is consistent with the organization's purposes.
- C. Enter into such contracts as may be approved, pursuant to these bylaws.

**ARTICLE II**  
Membership

**SECTION I: MEMBERSHIP: RIGHTS AND PRIVILEGES**

- A. The membership of the Team shall be open to anyone with an interest in cycling.
- B. The membership of this Team shall be divided into three (3) categories: Racer, Supporter / racer and Supporter.
  - 1. **RACING MEMBER:** The racing member is expected to race in any category in any event; Mountain bike, Tandem, Road, Criterium, Time Trial, Cyclocross, Triathlon. They are expected to race in at least 6 races during the year.
  - 2. **SUPPORTER/RACER:** All Supporter/Racer members shall help in organizing races, helping at races, help with team organization, race or any combination to equal to 6 events.

3. SUPPORTER: Supporter shall help in organizing races, helping at races, help with team organization, or participate in team activities.
- C. All members are considered members of the Team. The terms “Team” and “organization” are used interchangeably in these bylaws.
  - D. All members should wear the authorized team clothing on all rides.
  - E. Racing members will be allowed to purchase 2 sets of discounted clothing and may purchase more without Team discount.
  - F. Supporter/Racer/Rider will be allowed to purchase one set of discounted clothing and may purchase more without Team discount.
  - G. Supporter is allowed to purchase one jersey and one pair of shorts at discounted rate and may purchase more without Team discount.
  - H. Team discount for clothing is a subsidy based upon Sponsorship revenue, and revenue from event promotion. As such, it will vary from year to year, as will subsidy amount.

## SECTION II: GAINING MEMBERSHIP

- A. A person shall gain membership onto the Team by an agreement of a majority of the Officers and paying the first year’s dues of an amount prescribed by these bylaws.
- B. Interview & Application procedure:
  - a. Interview of the candidate will be conducted by Team Representative or designee. Candidate will be provided with information regarding expectations of the Team and benefits of being on the team. Interview may be waived if existing team member has done this informally.
  - b. One ride with Team Representative or designee to evaluate riding etiquette and evaluate “fit” with the team.
  - c. Once these two steps are completed, the candidate may submit application for evaluation of the Board. Membership will be granted with majority approval by Board.

## SECTION III: MAINTAINING MEMBERSHIP

- A. Membership fees (Annual Dues) shall be:
  - a. For Individual Members \$25.00 per year, payable on initial membership and by Jan 1<sup>st</sup> of subsequent years. If membership is paid by Oct 1<sup>st</sup>, dues will be considered in good standing for the entire following year.
  - b. Officers and steering committee member fees will be rebated at end of year of service.
- B. A member in “good standing” shall be defined as:
  - a. A member with no unmet obligations to the organization.
  - b. Is not involved in a related activity that would put the Team in bad standing with the public, as defined by the Board.
- C. Team members shall have reasonable use of Team equipment used for races or conducting races and events.

## SECTION IV: SUSPENSION AND REVOCATION OF MEMBERSHIP

- A. The membership of any member may be revoked by a unanimous vote of the Board. If the revocation cannot be resolved by the Board unanimously, the matter will be submitted to the general membership for resolution.
- B. Reason for suspension and revocation is defined in Article II and Section III of the Bylaws.

- C. The member shall retain the right of appeal to the membership, all suspension and revocations to the Board.

### **ARTICLE III** Organization

#### SECTION I: OFFICERS

- A. The Officers of this Team shall consist of a President, Vice-President, Treasurer, Public Relations, Team Representative and Administrator.
- B. The Officers shall serve a term of one year, commencing after their election at the Annual Election Meeting.
- C. All members in good standing are eligible to hold any of the offices.
- D. The Officers of the Team are members of the Board, the governing body of the Team.

#### SECTION II: ELECTION OF OFFICERS

- A. The Officers are nominated by any current member in good standing of the team, and are elected by a majority of members in good standing of the Team at the Annual Meeting called for that purpose.
- B. Ties will be broken by the outgoing Board.

#### SECTION III: DUTIES OF THE PRESIDENT

The President shall:

- A. Preside at Team meetings.
- B. Coordinate Team Activities.
- C. Call Team and Board meetings.
- D. Act as chair of the Board.
- E. Conduct the day-to-day business of the Team.
- F. Be responsible for upholding the Bylaws of the Team

#### SECTION IV: DUTIES OF THE VICE-PRESIDENT

The Vice President shall:

- A. Assume the duties of the President in his or her absence.
- B. Act as the Sponsor's representative to the Board.
- C. Track Sponsorship obligations.
- D. Keep track of equipment owned by Team.
- E. Be responsible for the Sponsorship Contacts.

## SECTION V: DUTIES OF THE -TREASURER

The Treasurer shall:

- A. Maintain an accurate record of Team finances.
- B. Prepare a quarterly financial statement for the membership including Accounts receivable, Accounts Payable, and General Ledger.
- C. File tax returns.

## SECTION VI: DUTIES OF THE DIRECTOR OF PUBLIC RELATIONS

The Director of Sponsorship shall:

- A. Work with the Vice-President on sponsorship related affairs.
- B. Be responsible for coordinating race promotion.
- C. Work with Event Promoters and Event Sponsors.
- D. Assist the Director of Public Relations with promotion related publicity.
- E. Be responsible for Team related News Releases and Race results.

## SECTION VIII: DUTIES OF THE TEAM REPRESENTATIVE

- A. Be an active Racing Member of the Team.
- B. Act as a representative of the Team Members.
- C. Be responsible for accepting new members and keeping a current membership roster.
- D. Relay information between the Board and the Team.
- E. Coordinate Team transportation to events.

## SECTION IX: DUTIES OF THE ADMINISTRATOR

- A. Keep an accurate set of records for all Team Board meetings.
- B. Assist President in day- to- day operation of the team.
- C. Assist other Board members as needed.

## **ARTICLE IV** Procedures

### SECTION I: MEETINGS

- A. Regularly scheduled meetings will be held in accordance with the Bylaws.
- B. Any member having business or an announcement to be addressed at the meeting should contact the President in advance to have the information put on the agenda.
- C. All regular meetings of the membership or the Board shall include a Treasurer's report of accounts payable, accounts receivable and balance, and a Vice President's Report on the location and status of Team equipment. Business conducted at regular membership meetings will be kept to election of the President, voting on matters required to be voted on by these bylaws, and a minimum of other matters. General operating matters shall be referred to either a Board Meeting or a special Business Meeting.
- D. Board meetings shall be called by the President as needed, but generally quarterly, or by a majority of the Board.

- E. The regular membership meetings shall be held twice a year. One such meeting will include the election of officers.

## SECTION II: AMENDING THE ARTICLES AND BYLAWS

- A. The Articles or Bylaws may be amended by a two thirds majority of the Steering Committee or by a simple majority of members at a regular meeting or special meeting provided written notice of the proposed amendment is provided to all current members at least 20 days in advance of the meeting at which the vote will take place.

## SECTION III: FINANCIAL RECORDS AND TRANSACTIONS

- A. The Financial Records shall be available to any member for inspection upon written request to the Treasurer.
- B. The Treasurer shall make written Financial Reports available at least once every quarter of the year.
- C. The Fiscal year for the Willamette Valley Cycling Team shall commence January 1 and end December 31.
- D. The President and Treasurer shall jointly authorize all normal expenditures of the Team. Any other expenditures must be authorized by the Board.
- E. No loans shall be made to or from the organization unless authorized by the Board.
- F. No loans shall be made by the organization to any member of its Board.

## SECTION IV: INDEMNIFICATION AND INSURANCE

- A. The Steering Committee may, at any time, approve indemnification of any person which the organization has the power to indemnify under the Oregon Nonprofit Corporation Act, existing or as it may exist in the future, for obligations arising from suits or other actions brought or threatened by reason of the person's service as an Officer, Director, member or volunteer of the organization.
- B. So long as it is reasonably available, the organization shall obtain and maintain liability insurance coverage for Officers, Directors, team members and volunteers engaging in team activities.

## SECTION IV: DISSOLUTION OF THE TEAM

- A. The Team may be dissolved by the vote of a three-fourths majority of the voting membership.
- B. Upon dissolution of the Team, all equipment of the Team will be sold to the highest bidder by the Board. If nobody on the Team is interested in the equipment, it will be donated to the Oregon Bicycle Racing Association (OBRA).
- C. Monies realized from the sale of equipment and any monies in the treasury of the Team will be donated to Oregon Bicycle Racing Association (OBRA) after all financial obligations have been met.

## Revision History

10/7/2007 – Updates removing designations for Steering Committee, including requirements for membership, and allowing all officers to be elected by membership, not appointed by President or Board. – J. Fischer

10/11/2007 – Updates from Al Depenbrock for non-profit and formation.