

WW Bicycle Club, Inc. d/b/a Wausau Wheelers Bicycle Club

Bylaws

Adopted as of March 10th, 2026

Article I. Name and Purpose

Section 1.01 The name of the Corporation is the WW Bicycle Club, Inc. d/b/a Wausau Wheelers Bicycle Club (hereinafter referred to as “WW Bicycle Club”)

Section 1.02 The Corporation is a State of Wisconsin Code 501 (c)(3) not-for-profit organization that is organized and operated to:

- (a) Support and promote the use of bicycles for health/wellness, sport, recreation and transportation in the north central/greater Wausau, Wisconsin region
- (b) Educate and support current and future bicycle riders of all skill levels and types of bicycles
- (c) Educate, promote and develop the use of safe and competent bicycle riding techniques and state and local laws and regulations
- (d) Advocate, educate, and increase awareness of the public and public officials safe cycling conditions and to create a safer environment for all
- (e) Pursue any other purpose permitted to be pursued by a charity as defined by 26 USC 501(a) and (c)(3)
- (f) Mailing Address: WW Bicycle Club, Inc., P.O. Box 164, Schofield WI 54476

Article II. Members

Section 2.01 Number and Type

- (a) WW Bicycle Club, shall have an unlimited number of members. Members are defined as those persons who have paid dues annually, based on membership level, to WW Bicycle Club and who have agreed to the member policies or any member agreement adopted by and set forth by the Board of Directors, as amended or updated from time to time. WW Bicycle Club is open to all, regardless of gender, race, and age. WW Bicycle Club memberships are annual from January through December of the current year.
- (b) WW Bicycle Club shall have the following types of members
 - i) Voting Members. Individual and family memberships.
 - a. Individual Membership is defined as one adult individual. Individual members shall have one vote
 - b. Family Membership is defined as up to two adults residing in the same household and unlimited number of children aged 18 or under, for whom the one (or both) adults are parent(s) or legal guardian(s). Family members shall receive one vote for each adult within the family membership (up to two votes).
 - c. Honorary Membership is defined as an individual to whom the WW Bicycle Club Board of Directors has voted to designate the individual as an Honorary Member. The WW Bicycle Club has sole responsibility for determining the criteria and selection of members as Honorary WW Bicycle Club membership.
 - ii) Non-Voting Members.
 - a. Event Membership is defined as one individual who has registered and paid to participate in a WW Bicycle Club sponsored event for which the WW Bicycle Club Board of Directors have agreed to include WW Bicycle Club memberships as part of the registration fee. Event membership shall only be valid from the date of the event until thirty (30) days following the event.
 - b. Corporate Membership is defined as a corporation who has paid the corporate level membership fees.

- (c) Any Individual or Adult Family member shall be entitled to hold elective office in WW Bicycle Club, have access to membership only sections of the WW Bicycle Club website, and participate in all club events and weekly rides (including rides, tours, races). Liability waivers and additional fees may be required of the member for some WW Bicycle Club events or club sponsored events.
- (d) WWBC Membership is non-transferable or assignable by members for any reason.
- (e) A membership is terminated upon non-payment of membership dues for the current calendar year (January through December). Notwithstanding, an individual may participate in one (1) WW Bicycle Club ride per calendar year before membership is required to participate in additional WW Bicycle Club Events and Weekly Rides.
- (f) WW Bicycle Club Board of Directors has the sole right to terminate membership to any current Individual, family, or corporate member(s) upon two-thirds (2/3) agreement of the Board of Directors, according to the criteria set forth by the WW Bicycle Club Board of Directors.
- (g) Conduct of Members. When participating in club events and weekly rides, WW Bicycle Club members are expected to conduct themselves in a manner consistent with the organization's purpose, as outlined in Article I. Specific expectations of member conduct are outlined in the WW Bicycle Club Member Handbook, as well as any consequences for any misconduct.

Article III. Meetings

Section 3.01 Annual Meeting

- (a) WW Bicycle Club shall hold an annual meeting of its members at least once a calendar year as determined by the Board of Directors.
- (b) The Board of Directors shall present, at a minimum, the following information at the annual meeting:
 - i) Prior Year's Annual Financial Statement
 - ii) Projected Budget for the upcoming/current year
 - iii) WW Bicycle Club statistics including number of members by class, key highlights, and other information
 - iv) Listing of the current year's Board of Directors and any Board elections

Section 3.02 Other Meetings

- (a) WW Bicycle Club Board of Directors may call other meetings of the members.

Section 3.03 Notice, Meeting Forums, and Member Voting

- (a) Notice of the Annual Meeting or other Member meetings shall be emailed and/or posted on website and/or social media with at least thirty (30) days prior notice.
- (b) Meetings can be in-person and/or virtual, as determined by the Board of Directors.
- (c) Members may be asked to vote on any topics that require a Member vote.
- (d) A Quorum equal to at least 10% of the current WW Bicycle Club membership, represented in person or via electronic device, shall constitute a quorum at a meeting of the Members when a Member vote is scheduled.
- (e) Meeting minutes shall be maintained electronically by the Secretary and available for inspection upon written request by a Member at any reasonable time.

Article IV. Board of Directors

Section 4.01 Power. The Board of Directors shall have the general power to control and manage the affairs and property of WW Bicycle Club in accordance with Wisconsin law, articles of incorporation and WW Bicycle Club bylaws and policies. The powers and duties of the WW Bicycle Club Board of Directors shall include:

- (a) Establishing an annual budget
- (b) Collecting annual membership dues
- (c) Overseeing and promoting WW Bicycle Club programming, education, and sponsored activities
- (d) Creating and updating WW Bicycle Club Member Handbook
- (e) Monitoring member conduct and taking disciplinary action, as outlined in the WW Bicycle Club Member Handbook.
- (f) Contracting for advice and other professional services with management firms, attorneys, accountants, etc.
- (g) Arranging for appropriate insurances, including liability insurance.
- (h) Managing WW Bicycle Club according to the organization's purpose in Article 1.

Section 4.02 Number. The number of Board members including Officers and Directors shall consist of no fewer than five (5) individuals and no more than fourteen (14) individuals.

Section 4.03 Term and Elections/Appointments. Officers and Directors shall be elected and/or appointed by the Board of Directors to hold office for two (2) year terms. Directors may be elected or appointed for up to three (3) consecutive terms.

(a) Term Of Office

- i) In the event that a Director has previously served three (3) consecutive terms, the Director shall not be eligible to be elected or re-appointed to the Board of Directors unless he/she has not been a member of the Board of Directors for at least one (1) year.
- ii) In the event that the President has served three (3) consecutive terms, the President may remain on the Board as Past President for one (1) year. However, the Past President shall not be eligible to be elected or re-appointed to the Board of Directors until he/she has not been a member of the Board for at least one (1) year.

(b) Election or Appointment of Office

- i) The WW Bicycle Club membership shall elect the President by simple majority. The election shall occur within thirty (30) days of October 1st of the year to which the current President's term is ending.
- ii) All other Board Officers and Directors shall be elected by the current Board of Directors.

Section 4.04 Vacancy. If for any reason, an elected position becomes vacant, the Board will fill this Board position for the remainder of the Board member's term.

Section 4.05 Nominations. Individual and adult family members can nominate themselves or other Individual or adult family members to be Board Members according to the process set out by the Board.

Section 4.06 Board Members: Roles and Responsibilities

- (a) Board Members shall be responsible for promoting the purposes of WW Bicycle Club as set forth in Article 1. Board Members shall assist in volunteering at WW Bicycle Club events.
- (b) Board is responsible for the oversight of WW Bicycle Club including establishing annual fees, annual budget, programming, Club Events and Weekly Rides, and other activities of WW Bicycle Club.
- (c) Board Members are required to be a Board Officer, a Committee Director, or an active member of at least one Board Committee.

- (d) Board Members are required to attend, in person or virtually, at least 50% of all Board Meetings in a calendar year. Unless special circumstances warrant absence from meetings, failure to meet this requirement shall result in removal from the Board of Directors, according to Article IV, Section 4.06 (g).
- (e) Board Members are required to be at least 18 years old and an individual or adult family member in good standing.
- (f) Standing as well as ad hoc (temporary) committees shall be established by the Board to further the purpose of WW Bicycle Club and such committees shall be accountable to the Board. Such committees may include Programs, Rides, Advocacy, Bylaws, Budget/Finance, Marketing, Nominating.

Section 4.07 Removal of Board Members.

- (a) Any Individual or Family Member may propose the removal of an elected Board Member or appointed Board Officer or Director by written or email request to the President or Vice President of the Board. The Board of Directors will address such proposal at its next regularly scheduled or special Board meeting.
- (b) The Board of Directors may elect to remove any elected or appointed Board Member for criteria set forth by the Board of Directors including but not limited to meeting the meeting attendance requirement.
- (c) Removal of an elected or appointed Board Member will require a simple majority of two thirds (2/3) quorum of the Board being present. The elected or appointed Board Member in question shall not be present or participate in the Board voting process.

Section 4.08 Board Officers and Committee Directors: Powers and Duties.

- (a) President. President shall give notice of, and preside at the scheduled Board Meetings, Annual Meeting, and Member Meetings. The President shall have general supervision over the affairs of WW Bicycle Club including planning, and ensuring the WW Bicycle Club conducts business in a professional manner. The President shall have the power to sign and execute on behalf of the WW Bicycle Club all contracts authorized generally or specifically by the Board. The President acts as the Public Relations Representative for the WW Bicycle Club. The President may delegate authority to other Officers upon the permission of the Board. The President shall also have such other powers and perform such other duties as the Board of Directors may prescribe.
- (b) Vice President. Vice President shall perform the duties of President in the absence or inability of the President. Vice President shall have other such powers and perform other duties, as the Board of Directors may prescribe.

- (c) Secretary. Secretary shall keep the minutes of the meetings of the Board of Directors, Annual Meeting and other Member meetings. The Secretary shall also ensure that corporate records and other information as required by state or local laws are adequately maintained in conformance with such laws and be responsible for the filing of annual reports, as required. The Secretary may perform other duties as the Board may prescribe.
- (d) Treasurer. The Treasurer shall have general oversight of all financial matters, including preparation of the annual budget, quarterly and annual financial statements and coordination of tax reports. The Treasurer will, under the direction of the Board, assist with audits with an outside accountant. The Treasurer shall have custody of the WW Bicycle Club funds, keep complete and accurate records of receipts and disbursements, deposit all monies, and maintain all financial documents of WW Bicycle Club. Assures that WW Bicycle Club maintains proper/appropriate insurance and liability coverage for WW Bicycle Club and its events. Treasurer ensures that WW Bicycle Club maintains membership in national, state and local bicycling organizations, as determined by the Board of Directors.
- (e) Past President. The Past President is a voting member of the Board. The Past President assists with historical context, transition activities, special projects, and provides counsel to the Board. The Past President's term is one (1) year.
- (f) The Board may create Committee Director positions such as Membership, Advocacy, Rides, Merchandising. The focus and scope of these positions is determined by the Board of Directors.
- (g) The Committee Director positions may be held by a current Board Member or another Individual or Adult Family Member. Committee Directors who are not elected or appointed Board Members are not eligible to vote when attending Board meetings.
- (h) Board Officers and Committee Directors may hold two officer or committee director positions simultaneously, except for the President and Past President.
- (i) Board Officers and Committee Directors are appointed and elected by the Board of Directors for two (2) year terms.

Section 4.09 Board Meetings

- (a) Meetings of the Board of Directors may be held at any place within the greater Wausau, WI area and/or via video-conferencing as approved by the Board.
- (b) Special Meetings of the Board of Directors may be called by the President or a simple majority of the Board members.
- (c) Notice of the time and place of each regular and special Board Meeting will be sent via email or Facebook Messenger at least seven (7) days prior to the Board Meeting. The President shall send via email or Facebook Messenger a written agenda to the Board Members at least twenty-four (24) hours prior to the Board Meeting.
- (d) Quorum and Voting.
 - i) A simple majority of the current Board shall constitute a quorum for the transaction of regular or special business of WW Bicycle Club. When a vote is required, only Board Members participating in person or virtually can vote. A simple majority of the present Board is required on any action for which a vote is required.
 - ii) In the event of a vote of removal of an elected or appointed Board Members, a quorum of two thirds (2/3) of the current Board shall constitute a quorum. A three-fourths (3/4) of the present Board quorum is required to remove any elected or appointed Board Member.
 - iii) In the event of a vote of amending the current WW Bicycle Club Bylaws, a quorum of two thirds (2/3) of the current Board shall constitute a quorum. Three-fourths (3/4) of the present Board quorum is required to amend the WW Bicycle Club Bylaws.
 - iv) In the event that the President disagrees with the vote, the President may “veto” such action. The President shall be allowed only one (1) veto of a Board’s vote. Such action will be discussed and voted upon at the next regularly scheduled or special meeting; such meeting will be scheduled no more than sixty (60) days from the date of the veto. A simple majority of the current Board shall constitute a quorum. Two-thirds (2/3) of the present Board quorum shall be required to override a President’s veto.
 - v) All Board actions and votes shall be documented by the Board Secretary, or designee, and maintained in the Board records.

Article V. Bylaws Amendment

Section 5.01 Bylaws Amendment. The Bylaws may be amended by a vote of the WW Bicycle Club Board of Directors following proper notice to the Board of the proposed amendment. Any Individual or Family Member may request a Bylaws amendment via written or emailed notice to the Board of Directors. The Board of Directors will review the proposed Bylaws amendment; if necessary, confer with legal counsel. The WW Bicycle Club Board of Directors will vote on Bylaw amendment according to Section 4.08 (d) (v).

Article VI. Club Events, Weekly Rides and Club Sponsored Events

Definitions.

- (a) Club Events and Weekly Rides are defined as an Event or Weekly Ride that has been approved by WW Bicycle Club Board of Directors to be part of the WW Bicycle Club programming for the current calendar year, organized and overseen by WW Bicycle Club Board of Directors (or designees) and for which such profits or losses (if any) are the sole financial responsibility of WW Bicycle Club. Current club Members shall be covered by WW Bicycle Club liability insurance. Club Events and Weekly Rides may be offered weekly, on regular basis or once per calendar year. *Examples of Club Events and Weekly Rides may include Tuesday evening Wheeler Club rides, Saturday Breakfast Ride, and the Big Bull Falls Grand Fondo.*
- (b) Club Sponsored Event is defined as an Event that has been approved for Sponsorship by the WW Bicycle Club Board of Directors for the current calendar year. WW Bicycle Club may provide financial or in-kind support and may receive promotional or brand visibility of such support. WW Bicycle Club is not responsible for the organization, oversight, liability insurance, or financial outcomes of such sponsored events. *Examples of a Sponsored Event would be the Ironbull Red Granite Gravel Race where WW Bicycle Club may provide financial or in-kind support for the event.*
- (c) WW Bicycle Club does not provide Sanctioned Events – by definition a Sanctioned Event would be an event that is authorized by a governing body and adheres to specific rules. *For example, the NCAA for college sports.*

Section 6.01 WW Bicycle Club Events and Weekly Rides. WW Bicycle Club, its Board of Directors, and Members shall not be responsible for any ride, tour, or other event unless it is an approved WW Bicycle Club Event or Weekly Ride for the current calendar year.

Section 6.02 WWBC Sponsored Events. WW Bicycle Club, its Board of Directors, and Members shall not be responsible for any ride, tour, other event that is an approved WW Bicycle Club Sponsored Event. WW Bicycle Club is not responsible for the organization, oversight, liability insurance, or financial outcomes of such sponsored events. For a Sponsored Event, WW Bicycle Club has only provided financial and/or in-kind support.

Section 6.03 No Events shall be considered a WW Bicycle Club Event or Weekly Ride unless the following conditions are met:

- (a) The Board will establish a process by which a WW Bicycle Club Event or Weekly Ride shall be approved.
- (b) The President or Director of Rides may appoint a Member, including the proposing Member, as organizer and/or ride leader for this Club Event or Weekly Ride.
- (c) The Board may, at any time, suspend or revoke approval of any Club Event or Weekly Ride.

Section 6.04 No event shall be considered a WW Bicycle Club Sponsored Event unless the following conditions are met:

- (a) Any Member wishing to propose WW Bicycle Club Sponsored Event shall present to the Board the following information about the proposed event: date, time, place, type of event, expected number of participants, requested financial and/or in-kind support, and expected promotion or brand visibility for WW Bicycle Club.
- (b) Following the review of the information provided regarding the proposed WW Bicycle Club Sponsored Event, a Board vote will be taken, and, if approved, the event will be deemed as a Club Sponsored Event. The Board may impose certain requirements to be a Club Sponsored Event.

Article VII. WW Bicycle Club Assets

Section 7.01 Financial Institution. The Board of Directors is authorized to select the bank(s) or financial institution(s) it deems proper for the funds of WW Bicycle Club. The President and Treasurer shall be authorized on behalf of WW Bicycle Club to sign checks or other obligations for payment of Board approved expenditures.

Section 7.02 Investments. The funds of WW Bicycle Club may be retained in whole or in part in the WW Bicycle Club checking account or be invested and reinvested as the Board of Directors may deem desirable.

Section 7.03 Dissolution of Corporation. Should WW Bicycle Club dissolve, all WW Bicycle Club assets will be donated to a 501 c (3) nonprofit charitable organization(s), as determined by the Board of Directors.

Article VIII. Provisions for Regulation and Conduct of the Affairs of WW Bicycle Club

Section 8.01 No Inurement. No part of the net earnings of WW Bicycle Club shall inure to the benefit of, or be distributed to its Members, Board of Directors, Board Officers, or other private persons except that WW Bicycle Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the organization's purposes and as approved by the Board of Directors.

Section 8.02 Private Foundation. WW Bicycle Club is not a Private Foundation.

Section 8.03 Powers. Neither the Board of Directors, its Members, or the Corporation shall have the power or authority to do any act that will prevent WW Bicycle Club from being a charity described in Code 501(c)(3).

Section 8.04 Prohibited Activities. Except as permitted by law, no substantial part of the activities of WW Bicycle Club shall be, or consist of carrying on propaganda, or otherwise attempting to influence legislation. WW Bicycle Club shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office except as permitted under Federal, State, or Local laws.

Section 8.05 Conflict of Interest. Board members and Officers shall abide by the Conflict of Interest policy adopted by the Board. The Directors will not be compensated for their service on the Board.

Section 8.06 Fiscal Year. The Fiscal Year for WW Bicycle Club shall be the first day of January and end on the last day of December in each year.

Section 8.07 Policies and Procedures. WW Bicycle Club may establish policies and procedures which are approved by the Board of Directors and published to the membership on the WW Bicycle Club website.

Section 8.08 Conduct. Roberts Rules of Order (latest edition) shall govern the conduct of the WW Bicycle Club meetings when not in conflict with the law, bylaws, and policies and procedures established by the Board of Directors.

Section 8.09 Records. All WW Bicycle Club records may be disposed of after four (4) years or such period as required by Wisconsin law.

Section 8.10 Accident Reports. The Board of Directors shall require completed accident reports, in the case of any accident involving a WW Bicycle Club member while engaged in any Club Event or Weekly Ride. Accident reports shall be kept digitally for a period of time as required by the State of Wisconsin, or United States Government.