

By-laws of Gelbbrücke, Inc.

Board of Directors (Voting members) - Initial

Jason McDowell (President)
Jon Hayden (Vice President)
David Hall (Secretary)
Elizabeth Taylor (Treasurer)
Samara Kleuver (Board Member at Large)

Current Advisory Committee chairs:

Corinne Pittman (Junior Chair)

Other possible Advisory Committees:

Events
Outreach, Membership & Fundraising
Discipline-specific (Road, Track, Cross, etc.)

Article I: Name:

The name of the organization is Gelbbrücke, Inc. (or Gelbbrucke, Inc. where umlauts are unsupported).

Article II: Purpose

Gelbbrücke, Inc. is a non-stock corporation established in the State of Wisconsin. The purpose for which the corporation is organized is as follows:

- a. To promote healthy activity, primarily through the use of bicycles
- b. To promote amateur sporting competition locally and nationally, primarily through bicycle racing.
- c. To provide educational opportunities for the community to engage in bicycle racing and related activities.
- d. To provide an opportunity for members to socialize with others who have an interest in bicycles and bicycle racing.

Article III: Membership

Section 1. Qualifications – A member is anyone who is at least 18 years old or is the legal parent or guardian of an under-18 youth who has pledged:

- To enter 4 races throughout the year
- To help with tentpole events designated by the board of directors
- To pay any annual dues required by the board of directors

Individuals are deemed a member in good standing for the calendar year in which they complete all pledges.

Members who fail to meet all pledges automatically terminate their membership in the corporation.

Section 2: Dues - Membership dues shall be determined annually by the board of directors.

Article IV: Meetings

➤ *Section 1. Place of meeting*

Meetings of the membership shall be held at a place and time designated by the Board of Directors.

➤ *Section 2. Special meetings of the membership*

A special meeting of the membership may be called at any time by a majority of the then elected Board of Directors, or by a petition signed by not less than ten percent of the membership.

➤ *Section 3. Annual meeting of the membership*

An annual meeting of the membership shall be held each year on a regular meeting date in January for the purpose of electing directors, and for any other such business that may come before the meeting. If the annual meeting is not held on the designated date, the Board of Directors shall cause the meeting to be held as soon thereafter as is reasonable.

➤ *Section 4. Notice of the meeting*

Notice of the time, place, and object of the meeting of the membership may be given in person, via the team Discord, email or other electronic forms of communication to each member entitled to a vote.

➤ *Section 5. Quorum of members*

10 members in good standing; at least three who are voting members of Board of Directors of the corporation.

Article V: Voting

➤ *Section 1. Conducting of Business*

Matters of business before the membership will be published in the agenda before each meeting. At each meeting, the membership can provide input to guide the decision process. Once sufficient input is received, the Board of Directors is the sole voting authority unless voting is required by the entire membership as prescribed in the by-laws. Any single item of business that have a financial impact of more than \$500, and is outside the normal annual budgeting process, must be voted on at a regular meeting of the membership. Outcomes of the voting on corporation business and each officer's voting record must be published in the minutes of the meeting. Voting records must be kept for all Board of Directors meetings and those records are to be added to the minutes of regular meetings.

➤ *Section 1a. Ties*

In case of a tie vote, the officers must resolve the tie or table the business to a future meeting where the voting process can take place again. If the President decides a resolution cannot be reached at any time, the President may vote to break the tie in either direction. Proxy voting of the officers is not allowed for regular meetings but is allowed for Board of Director meetings.

➤ *Section 2. - Voting Rights*

Members in good standing and present are entitled to one vote on those matters submitted to a vote of the members. A majority of the votes cast at a meeting, duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, except as otherwise provided by these by-laws. Voting by proxy or electronic means by the membership is allowed only for the election of the Board of Directors.

➤ *Section 3. - Rules of Order*

Unless otherwise stated, Roberts Rules of Order (current edition) shall be followed for all meetings.

➤ *Section 4. - Conflict of Interest*

Any officer having a real or perceived conflict of interest on a matter of business before the corporation shall announce that conflict and refrain from voting.

Article VI: Board of Directors

➤ *Section 1. General Powers*

The business and affairs of the corporation shall be managed by its Board of Directors.

➤ *Section 2. Qualifications, number and term of Directors*

Directors shall be members in good standing of the corporation. There shall be a minimum of five directors and a maximum of seven who are elected to each position by members in good standing. Each director shall serve a one-year term beginning in the month following the annual meeting and board elections. Directors shall serve in their role until their successor is elected and qualified or until resignation or removal.

➤ The officers of the board shall include a President, Vice President, Secretary and Treasurer. Additional directors shall hold member at large positions.

➤ At the discretion of the board, Advisory Committee Chairs may be designated and filled by members in good standing of the corporation for non-vote-casting, advisory purposes only. These may include committees such as Junior

Development, Outreach, Membership & Fundraising, or discipline-specific chairs [such as Road, Cyclocross, Mountain Bike, Youth Development].

➤ *Section 3. Duties*

The President shall act as Chairperson of the Board, shall have authority for the general and active management of the corporation, shall preside over all membership meetings, and shall prepare and deliver an annual report of past corporation activities at the annual membership meeting. The President shall act at the direction of the Board, when fulfilling her/his role as stipulated in all contracts entered by the corporation.

The Secretary shall record and file the minutes of all meetings, shall prepare and conduct all elections of Directors, and shall perform such other duties as delegated by the Board. The Treasurer shall have control of and be responsible for the funds and financial records of the corporation, shall prepare and deliver an annual accounting at the annual membership meetings, and shall perform such other duties as delegated by the Board.

The Vice President shall act in the President's absence and perform all such other duties as delegated by the President. The Board Member at Large shall have no specified duties but shall have full voting rights as members of the Board of Directors.

Committee Chairs shall organize information and, in the instance of discipline-specific chairs, advocate on behalf of members participating in the relevant discipline(s).

➤ *Section 4. Regular meetings*

Regular meetings of the Board shall be held with notice. All members shall be allowed to attend and speak at all Board meetings. Board meetings may only be closed to the membership to discuss matters relating to personnel employed by the corporation.

➤ *Section 5. Special meetings*

Special meetings of the Board can be held upon the request of any member of the Board, or the presentation to any member of the Board of a petition of at least 3 members requesting such a special meeting. Notice of special meetings shall be made by the team Discord, email or other forms of electronic communication to all members at least three days prior to the meeting.

➤ *Section 6. Attendance of a Director at such a special meeting constitutes a waiver of notice of the meeting, except where the Director attends the meeting for the*

express purpose of objecting to the transaction of any business the meeting is not lawfully called or convened.

➤ *Section 7. Participation by communications equipment*

A member of the Board may participate in the meeting, by means of conference telephone, or similar communications equipment, by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this method constitutes presence in person at the meeting.

➤ *Section 8. Quorum*

A majority of members of the Board then in office constitutes a quorum for the transaction of business. A vote of the majority of the board members present at a meeting with quorum constitutes action of the Board.

➤ *Section 9. Vacancies*

Vacancies of the Board of Directors shall be filled by the remaining members of the Board and each person so appointed shall be a Director until their successor is elected by the members at the next annual membership meeting, or at any special meeting called for that purpose.

➤ *Section 11. Removal of directors*

The board may remove any officer by a majority vote of the board.

➤ *Section 12. Compensation*

No Director shall receive compensation for service, but any Director or member may receive reimbursement for approved costs and expenses in the pursuit of the corporation's business, upon resolution for reimbursement by the Board.

Article VII: Fiscal Year

The corporation's fiscal year shall be from January 1 to December 31 of a given calendar year.

Article VIII: Records and reports

All summaries, notes, minutes, and records of the corporation shall be open to the inspection of any member. Copies shall be provided at no cost to the member. The Board shall prepare an annual report and summary of the annual meeting which shall be distributed to the membership.

Article IX: Liability and Indemnification

In the absence of fraud or bad faith, officers shall not be personally liable for association debts, obligations, or liabilities, and the association shall indemnify any officer, or former

officer, against any expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceedings in which they are made a party by reason of having been an officer, except in relation to such matters as to which they shall be judged in such action to be liable for negligence or misconduct in the performance of duty.

Article X: Disposal of Assets

In the event of dissolution, all assets, real and personal, shall be distributed to such organizations as are qualified as tax exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of a future United States Internal Revenue Code in accordance with law at that time.

Article XI: Amendment of the By-laws

These by-laws may be amended, repealed, or altered, in whole or in part and additional by-laws may be adopted by a majority at least a 2/3 of total vote of the current association Board of Directors and by ratification of a majority of the votes cast by members in a mailed or electronic ballot or at a meeting. Members shall be notified of all bylaw changes.

Article XII: Adoption of By-laws

These by-laws were approved by a majority of the vote of the membership on February 1, 2026.