

CONSTITUTION OF THE UNICYCLING SOCIETY OF AMERICA, INC. (USA)

Article I Incorporation, Name, and Fiscal Year

Section 1 The name of this organization shall be the Unicycling Society of America, Inc., hereafter referred to as the "USA."

Section 2 The USA shall be a nonprofit corporation.

Section 3 The fiscal year of the USA shall be July 1 to June 30.

Article II Purpose

Section 1 The purpose of the USA is to:

- a. Foster social and athletic interest in unicycling-
- b. Disseminate information about unicycling via an official publication and any other means that may become available.
- c. Promote and sanction unicycling competitions and other activities related to the sport of unicycling.
- d. Establish standards of proficiency and competition and enforce rules of governance consistent with establishing and maintaining unicycling as a recognized sport.
- e. Participate in world unicycling organizations and other unicycling federations with whom the USA is affiliated.
- f. Encourage individuals who have demonstrated an ongoing interest in unicycling to continue their participation in unicycling, and where possible, to obtain a college or university education.
- g. Cooperate with other groups, agencies, and organizations having similar objectives.

Section 2 Notwithstanding the above, no property, funds, or income of the USA shall inure to the personal benefit of any member or affiliate.

Section 3 This corporation is organized exclusively for charitable purposes of promoting the sport of amateur unicycling within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations.

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Section 4 At all times the following shall operate as conditions restricting the operations and activities of the corporation:

- a. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation.
- b. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
- c. Notwithstanding any other provision of these articles, the corporation shall not carry on any other 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, as now enacted or hereafter amended.
- d. The corporation shall not lend any of its assets to any officer or director or guarantee to any person the payment of a loan by an officer or director of this corporation.

Article III Dues, Members, and Affiliates

Section 1 **Members** - Individuals sharing the purpose of the USA shall become members upon application and payment of dues.

Section 2 **Voting Members** - USA members 18 years of age and older are eligible to vote and are hereafter referred to as "Voting Members."

Section 3 **Affiliates** - Nonprofit organizations, including unicycling clubs, may become affiliates upon application and satisfaction of requirements established by the Executive Board.

Article IV Meetings

Section 1 **Annual Meeting** - An annual meeting of the members shall be held as close as is practical to the beginning of the fiscal year.

Section 2 **General Meeting** - A general meeting may be convened by a majority vote of the Executive Board or by a petition delivered to the USA's address of record, signed by at least one-twentieth (1/20th) of the Voting Members.

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Article V Executive Board

Section 1 Composition - The Executive Board shall consist of four (4) officers and a minimum of three (3) directors.

Section 2 Election - The election of officers and directors is intended to be as close to the beginning of the USA's fiscal year as is practical, subject to the date of the annual meeting.

Section 3 Commencement of Terms - The terms of office of the Executive Board shall commence at the conclusion of the meeting at which they are elected.

Section 4 Officers

a. The officers of the USA shall be President, Vice President, Secretary, and Treasurer.

b. The terms for officers shall be one (1) year or until their respective successors are elected and assume office.

Section 5 Directors

a. The terms for directors shall be three (3) years or until their respective successors are elected and assume office.

b. The terms for directors shall be staggered so at least one director is elected each year.

Section 6 Conflict of Interest

a. Executive Board members must declare any potential conflict of interest before participating in any discussion or vote.

b. If a majority of the Executive Board determine that a conflict of interest exists, that officer or director shall abstain from voting.

Article VI Legislative Procedures

Section 1 Governing Documents - The Constitution and the Bylaws of the Unicycling Society of America, Inc. shall be the official governing documents of the USA.

Section 2 Meeting Conduct - Meetings shall be conducted according to *Robert's Rules of Order Newly Revised* unless an alternate method is agreed to by a majority of the Voting Members present at the meeting.

Section 3 Meeting Records - The Secretary shall keep a record of the proceedings at the annual meeting, any general meetings, and any meetings or official activities of the Executive Board. In the absence of the Secretary, the Executive Board shall appoint another person to record the proceedings.

Section 4 The Executive Board may conduct any lawful business not prohibited by the Constitution or the Bylaws, in any manner approved therein.

Section 5 Amendments to the Constitution and Bylaws shall become effective immediately upon passage.

Section 6 In case of a conflict between the Constitution and the Bylaws, the Constitution shall take precedence.

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Article VII Amendments

Section 1 Proposal - Amendments to the Constitution can be proposed by a majority of the Executive Board or by a petition signed by any twenty (20) Voting Members delivered to the USA's address of record.

Section 2 Procedure for Amending the Constitution at an Annual or General Meeting

- a. All current Voting Members shall be notified of proposed changes to the Constitution at least sixty (60) days prior to the meeting:
 - (1) Notification may be by mail or by inclusion in an issue of the USA's official publication.
 - (2) Absentee ballots shall be made available to all Voting Members.
 - (3) Instructions shall be provided to explain the voting procedure and a reasonable deadline shall be set (but not less than 30 days) for returning absentee ballots.
- b. The Constitution shall be considered amended if approved by two-thirds (2/3) of the total of:
 - (1) Those ballots cast at the meeting, and
 - (2) Those ballots returned absentee to the USA's address of record prior to the deadline.

Section 3 Procedure for Amending the Constitution by Mail Vote

- a. All current Voting Members shall be notified of proposed changes to the Constitution at least sixty (60) days prior to the deadline for returning ballots:
 - (1) Delivery may be by mail or by inclusion in an issue of the USA's official publication.
 - (2) Ballots shall be included for all Voting Members.
 - (3) Instructions shall be provided to explain the voting procedure and a reasonable deadline shall be set (but not less than 30 days) for returning ballots.
- b. The Constitution shall be considered amended if at least one-twentieth (1/20) of the current Voting Members return their ballots prior to the deadline and if at least two-thirds (2/3) of the votes cast are in favor of the proposed changes.

Article VIII Dissolution

Section 1 The USA may be dissolved by a three-fourths (3/4) vote of the Executive Board.

Section 2 Upon dissolution, the Executive Board shall distribute the USA's assets in the following priority:

- a. Payment of all obligations, claims, and expenses, then
- b. Distribution to one or more exempt purposes having aims consistent with the USA and within the meaning of the section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any

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such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. If no such nonprofit corporations can be found, then to charitable organizations in North America.

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Article I Address of Record

- Section 1** The Executive Board shall establish an address of record which shall be
- a. On all correspondence to members, and
 - b. In the USA's official publication, and
 - c. On the home page of the USA's web site.

Article II Voting

- Section 1** Unless stated otherwise herein, decisions by the membership shall require a simple majority of the members in attendance.
- Section 2** Unless stated otherwise herein, decisions by the Executive Board shall require a simple majority of the current officers and directors.

Article III Dues, Membership, and Affiliation

- Section 1** **Dues** - Members shall pay annual dues, as determined by the Executive Board.
- Section 2** **Termination of Membership** – Upon vote of the Executive Board, membership shall be terminated for conduct contrary to the purpose of the USA.
- Section 3** **Termination of Affiliation** – Upon vote of the Executive Board, affiliation shall be terminated for failure to maintain standards established by the Executive Board or for conduct contrary to the purpose of the USA.

Article IV Meetings

Section 1 Annual Meeting

- a. The date and place of the annual meeting shall be determined by the Executive Board and publicized at least sixty (60) days in advance in a regular issue of the official publication, or by mail or e-mail to the addresses of all current members.
- b. There shall be no minimum number of members required to conduct business.
- c. 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.
- d. If no annual meeting is held, business normally conducted at the annual meeting may be conducted at a general meeting.

Section 2 General Meeting

- a. The date and place of a general meeting shall be publicized in the same manner specified for the annual meeting.
- b. One-twentieth (1/20th) of the Voting Members shall constitute a quorum. If a quorum is not present, the members may discuss issues but not conduct business.
- c. Members not able to attend the general meeting may assign their vote to a member who is in attendance by written proxy presented to the Secretary prior to the vote.

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Section 3 Executive Board Meeting

- a. The Executive Board shall meet prior to the annual meeting to establish the agenda and ensure that all matters of importance are brought to the attention of the members.
- b. The Executive Board shall meet at the call of the President or on request of three (3) or more members of the Executive Board.
- c. One-half or more of the current officers and directors shall constitute a quorum.
- d. Meetings shall be open to the membership; however, there shall be no requirement to publicize the place, date, or purpose of the meeting.
- e. Meetings may be held electronically as long as the communication is instantaneous and a record is kept of the proceedings.
- f. The Executive Board may conduct additional business as described in Article VI, Section 1 of the Bylaws.

Section 4 All USA meetings (annual, general, and Executive Board) shall be open to the public.

Article V Executive Board

Section 1 Eligibility – Only Voting Members are eligible for election to the Executive Board.

Section 2 Elections

- a. The election of officers and directors shall be by secret ballot unless a different method is approved prior to voting.
- b. If there is only one candidate for an office, the presiding officer shall declare the candidate elected.
- c. If there are two candidates for the same office:
 - (1) All Voting Members shall vote for one candidate.
 - (2) The candidate with the most votes is elected.
 - (3) In case of a tie, voting shall be repeated until one candidate has more votes than the other.
- d. If there are more than two candidates for the same office, there shall be two rounds of voting.
 - (1) In the first round:
 - (a) Voting Members shall vote for two candidates.
 - (b) The two candidates with the most votes in the first round shall advance to the second round of voting.
 - (c) If there is a tie resulting in no clear top-two candidates, voting shall be repeated until two candidates have more votes than any of the other candidates.
 - (2) In the second round, voting will proceed in the same manner as if there were two candidates for the same office.

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Section 3 Duties of the Officers

- a. **President** - The President shall:
 - (1) If at all possible, attend membership meetings and Executive Board meetings.
 - (2) Ensure that the activities of the USA are consistent with the Constitution and Bylaws.
 - (3) Preside at all meetings of the membership and the Executive Board.
 - (4) Oversee the North American Unicycling Competition and Convention.
 - (5) Be a spokesperson for the USA.
 - (6) Coordinate the activities and promote the purposes of the USA.
 - (7) Perform other duties as may be designated by the Executive Board.
- b. **Vice President** – The Vice President shall:
 - (1) If at all possible, attend membership meetings and Executive Board meetings.
 - (2) In the absence of the President, perform the duties of that office.
 - (3) Assist the President in coordinating the activities of the USA.
 - (4) Oversee all proposals to amend the Constitution or Bylaws to ensure they are carried out in an appropriate and fair manner.
 - (5) Oversee the elections of officers to ensure they are carried out in an appropriate and fair manner.
 - (6) Perform other duties as may be designated by the Executive Board.
- c. **Secretary - The Secretary shall:**
 - (1) If at all possible, attend membership meetings and Executive Board meetings.
 - (2) Record the proceedings of the Executive Board and membership meetings.
 - (3) Maintain and safeguard the permanent record of all proceedings.
 - (4) Be responsible for the official correspondence of the USA.
 - (5) Respond to requests for information received by the USA.
 - (6) Maintain a list of all committees and their members.
 - (7) Maintain a list of all additional duties assigned to officers and directors by the Executive Board.
 - (8) Submit all reports required of nonprofit organizations by state and U.S. government agencies.
 - (9) Perform other duties as may be designated by the Executive Board.
- d. **Treasurer** - The Treasurer shall:
 - (1) If at all possible, attend membership meetings and Executive Board meetings.
 - (2) Maintain a list of all members' addresses and dues payments.
 - (3) Deposit all revenues into an account held in the name of the USA.
 - (4) Ensure that all valid charges to the USA are paid in a timely manner.
 - (5) Keep a complete set of books of account in the name of the USA.
 - (6) Prepare financial reports as directed by the Executive Board.
 - (7) Ensure that all funds are on deposit with financial institutions insured by the Federal Deposit Insurance Corporation or other comparable organizations.
 - (8) Exercise a fiduciary responsibility toward all funds entrusted to his or her care.
 - (9) Prepare an annual financial report for presentation at the annual meeting.
 - (10) Perform other duties as may be designated by the Executive Board.

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Section 4 Duties of the Directors

- a. The directors shall:
 - (1) If at all possible, attend membership meetings and Executive Board meetings.
 - (2) Promote membership in the USA.
 - (3) Promote the formation and growth of unicycling clubs in North America.
 - (4) Promote unicycling as a recognized sport in the world community.
 - (5) Promote standards of proficiency and performance by participation on an appropriate committee.
 - (6) Perform other duties as designated by the Executive Board.

Section 5 Term Limits

- a. Officers may not be elected to the same office for more than three (3) consecutive terms, however:
 - (1) They may be elected to another office, or
 - (2) They may be re-elected to the same office after one year.
- b. Directors may not be elected to two (2) consecutive terms, however:
 - (1) They may be elected to one of the offices, or
 - (2) They may be re-elected as a director after one year.

Section 6 Vacancies

- a. If a member of the Executive Board resigns or is unable or unwilling to fulfill the duties of office, the Executive Board may declare the office vacant and appoint a replacement to fulfill the remainder of the term.
- b. The person appointed to fill the remaining term of an officer or director shall have the full rights and responsibilities of the officer or director being replaced.
- c. 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.

Section 7 Change in Numbers or Qualifications of Directors

- a. At the annual meeting, the members may vote to:
 - (1) Increase or decrease the number of directors (but not lower than the number specified in the Constitution).
 - (2) Require director positions to represent different geographic areas, different parts of the unicycling community, or any other criteria that helps further the purpose of the USA.
- b. Notwithstanding the number of directors, the terms of the directors shall continue to be staggered.

Article VI Other Provisions

Section 1 Executive Board Decisions - In addition to the meetings described in Article IV, Section 3 of the Bylaws, the Executive Board may make decisions by electronic means subject to the following:

- a. Within sixty (60) days, the results of each vote shall be announced at a membership meeting, published in the official publication, or posted in a prominent place on the USA web site.
- b. The Secretary shall keep a record of all business conducted, including how each officer and director voted.

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Section 2 Budgets and Authorization to Disburse Funds

- a. The Executive Board shall prepare and approve an annual operating budget as early as possible in the fiscal year.
- b. The budget shall be "balanced;" i.e. the total budgeted expenditures may not exceed the total budgeted resources (beginning cash plus budgeted revenues).
- c. The Executive Board may revise the budget during the fiscal year, and shall compare actual revenue and expenditures with budgeted revenues and expenditures on a regular basis, so that adjustments may be made as necessary.
- d. No disbursement shall be made in excess of amounts budgeted without prior approval of a majority of the members of the Executive Board.

Section 3 Authorized Signers - All checks, drafts, and orders for payment of money and all contracts, conveyances, and other instruments shall be signed in the name of the corporation by such officers or agents as the Executive Board shall from time-to-time designate.

Section 4 Borrowing - The USA shall not incur any debt unless approved by two-thirds (2/3) of the votes cast at an annual or membership meeting.

Section 5 Treasurer's Report – At the annual meeting, the Treasurer shall present a financial report for the preceding year and said report shall be filed with the official records of the USA. The report, or a synopsis thereof, shall be published in the first issue of the official publication following the annual meeting.

Section 6 Committees

- a. The Executive Board may establish committees for any lawful purpose to aid in accomplishing the goals of the USA.
- b. All committee members shall be members of the USA.
- c. Each committee shall have a Chairperson who will make periodic reports to the Executive Board.
- d. Each committee shall make a report of their activities at the annual meeting.

Section 7 Official Publication

- a. The USA shall issue a publication (previously called *On One Wheel*), which shall be distributed to all members.
- b. The publication schedule and the method of distribution shall be determined by the Executive Board.

Article VII Amendments

Section 1 Amendments to the Bylaws shall follow the same procedures as amendments to the Constitution (see Constitution, Article VII), except ratification requires a simple majority of the ballots cast.

Section 2 Amendments to the Bylaws shall not be contrary to any provision in the Constitution.