

RESOLUTION:

Amendments to the Verde Valley Cyclists Coalition Rules

At a meeting of the Board of Directors (Board) of the Verde Valley Cyclists Coalition, an Arizona non-profit corporation herein referred to as VVCC, on June 8, 2022, the following resolution was proposed and approved by the Board in accordance with the VVCC Articles of Incorporation and By-Laws.

Be it resolved that it is in the best interests of VVCC to adopt the following Changes to Verde Valley Cyclists Coalition Rules, Articles V and VII

ARTICLE V. Board of Directors

Delete the following language from Article V, Section 2.:

“The Nominating Committee Chairperson shall prepare the agenda for the meeting, call the meeting to order, and preside until officers are chosen by the Board; at which time the new President will take control of the meeting”. Proposal #3 eliminates the Nominating Committee and moves responsibilities to the EC.”

ARTICLE VII. Committees

Section 1. Designation. The Board of Directors may appoint Directors and Members of VVCC to serve on committees identified in this Article with the powers to perform the acts and duties as the Board may see fit, consistent with the Bylaws, Club Rules, and to the extent authorized or permitted by law. Except in the case of the Executive Committee, “Chairperson” shall mean a Director appointed by the Board to preside over said Committee. The Chair will serve for a one-year term and may be re-appointed by the Board. Chairs shall indicate to the Board at least 60 days prior to the end of the fiscal year their intent to continue to serve.

Section 2. Executive Committee.

- a) Composition: The Executive Committee shall consist of president, vice president, secretary and treasurer of the VVCC Board of Directors. The President shall serve as the Chairperson of the Executive Committee and in the President’s absence the Vice President shall serve as Chairperson. A simple majority of the Executive Committee Members shall constitute a quorum for the purposes of conducting business.
- b) Powers and responsibilities: While the Board is not in session, the Executive Committee shall have the authority of the Board to conduct VVCC business and to discuss, research, and analyze matters of importance to VVCC prior to submission to the Board for discussion or approval. The Executive Committee shall report to the Board at its next regularly scheduled meeting any business that has been conducted. The Executive Committee shall not have the power to elect Officers, Directors, nor fill vacancies in the Board, nor does it have the power to change the policies, mission, or By-Laws of the VVCC.

c) New Directors: The Executive Committee is responsible to ensure that any needed Directors are elected annually. To this end, the President shall:

- 1) Establish rules to effect Article V, Sections 2 & 4 to ensure that any needed Directors are elected annually,
 - 2) present a slate of prospective Directors to the membership 30 days prior to the Annual Meeting,
 - 3) recommend to the Board replacements for any Director who leaves the Board for any reason.
 - 4) oversee all voting for Directors. Voting:
 - (a.) Will be conducted by email or online voting.
 - (b.) Proxies are not allowed.
 - (c.) Candidates will be elected based on the number of votes garnered starting with the highest candidate with the most votes and work down in numerical order until all positions are filled.
 - (d.) In the event of a tie vote where there is not a clear winner of the position there will be a new vote by the membership, with ballots sent out within 48 hours after the Annual Meeting. Ballots will be required to be returned within 14 days.
 - 5) Develop and distribute to prospective candidates a FAQ Fact Sheet about the VVCC and Director responsibilities;
 - 6) Meet with prospective Director candidates to discuss Director duties and responsibilities, organizational structure and operations
 - 7) Provide new Directors with print or electronic copies of the Articles of Incorporation, Bylaws, Coalition Rules, and other documents as appropriate to ensure comprehensive orientation and in-bounding.
- d) Annual membership meeting. The EC is responsible for planning, scheduling and conducting the Annual Membership Meeting. The annual meeting will be scheduled during the first quarter of the VVCC Fiscal Year at a time, location and date to be determined by the board.
- e) Committee Chairperson Vacancies. The EC shall be responsible to identify vacancies, recruit prospective Chairs and present candidates to the Board for approval.

Section 3. Nominating Committee.

~~DELETE THIS SECTION. DUTIES AND RESPONSIBILITIES ARE MOVED TO THE EXECUTIVE COMMITTEE.~~

- a) Composition: The Nominating Committee shall consist of four (4) Members. The Board shall appoint one Director with at least one (1) year remaining in his/her term to be chairperson. Other members of the committee shall be at the discretion of the Nominating Committee Chairperson and will not be candidates for election to the board. The Nominating Committee shall serve a one (1) year term beginning immediately after the first regular meeting of the Board after the Annual Meeting.
- b) Duties: The Nominating Committee shall (1) establish rules to effect Article V, Sections 2 & 4 to ensure that any needed Directors are elected annually, (2) present a

slate of prospective Directors to the membership 30 days prior to the Annual Meeting, and (3) recommend to the Board replacements for any Director who leaves the Board for any reason.

c) Voting: The Nominating Committee will oversee all voting for Directors. Voting will be conducted by email or online voting. Proxies are not allowed. Candidates will be elected based on the number of votes garnered starting with the highest candidate with the most votes and work down in numerical order until all positions are filled. In the event of a tie vote where there is not a clear winner of the position there will be a new vote by the membership, with ballots sent out within 48 hours after the Annual Meeting. Ballots will be required to be returned within 14 days.

Section 3. Standing Committees:

a) Composition: All Standing Committees shall be chaired by a Director who shall report to the Board, and may be composed of as many additional Directors/Members as needed to accomplish the stated goals of each committee. Committee members shall be appointed by and serve at the discretion of the Chair

b) Duties, powers, and responsibilities: As outlined in the following Sections 5-11; or as determined by resolution of the Board.

c) Special restrictions: No Director shall chair or direct more than one Standing Committee at the same time, but may serve as a regular member of other committees while serving as chair of a Standing Committee. If there are Board vacancies resulting in insufficient Directors to chair all committees, then a Director may chair or direct more than one Standing Committee until the Board vacancy(ies) are filled. The Chair shall serve a one-year term subject to renewal at the discretion of the Board.

d) Standing Committees: Standing committees are:

- 1) Events
- 2) Membership
- 3) Fundraising
- 4) Road and Gravel Bike Advocacy
- 5) Mountain Bike Advocacy
- 6) Mountain Bike Patrol
- 7) Media

Section 4. Ad Hoc Committees:

a) Composition and purpose: At the recommendation of the Board, the President may establish and appoint Directors and Members to Committees to work on specific tasks and projects in the interest of VVCC.

b) Organization and Reporting: Each Committee Chairperson will be appointed by the President, subject to confirmation by the Board. Chairpersons shall report to a designated Director and may submit reports to the Board when warranted by significant developments.

Section 5. Events Committee:

a) ~~DELETE- redundant of Section 3.a.~~ Composition: The Events Committee shall consist of a Director serving as chair and other Directors/Members he/she deems necessary to carry out the duties of the committee.

Purpose: Supports the Mission to provide memorable riding experiences and to attract and grow a diverse membership

b) Duties:

- 1) Organize and manage the following established annual events: Holiday, Spring and Fall.
- 2) Develop and execute other Member events such as social gatherings, cycling and/or social events, fund-raising events, and events to recruit new members.
- 3) Inform the Board of new events.
- 4) The Chair shall submit annually to the Board an events plan that address key Goals as outlined in the Strategic Business Plan (SBP)
- 5) The Chair shall submit to the Treasurer an annual spending plan required to support its annual SBP goals and to assist in the Treasurer's preparation of the annual budget for approval by the Board.
- 6) Develop a relevant marketing component as part of the SBP Goals

Section 6. Membership Committee:

a) ~~DELETE- redundant of Section 3.a.~~ Composition: The Membership Committee shall consist of the necessary number of members needed to accomplish the duties of the committee. There is no term limit for serving on this committee.

Purpose: Supports the Mission by increasing capacity, voice, and awareness

b) Duties:

- 1) Recruit a diversity of new members.
 - 2) Evaluate and make recommended changes to membership dues and options structure for Board approval in accordance with Article III Section 5.
 - 3) Maintain a complete list of Members by membership class, for the purpose of sending out annual renewal notices; and for analysis and planning,
 - 4) Send acknowledgements to Members for contributions made in addition to dues.
 - 5) The Chair shall submit annually to the Board a Member recruitment plan that addresses key Goals as outlined in the SBP.
 - 6) The Chair shall submit to the Treasurer an annual spending plan required to support its annual SBP goals and to assist in the Treasurer's preparation of the annual budget for approval by the Board.
 - 7) Develop a relevant marketing component as part of the SBP Goals
- ~~DELETED the following Paragraphs:~~
- 4) forwarding all funds collected along with an explanation to the Treasurer so it can be posted to VVCC's financial records, and
 - 5) sending a letter on official VVCC stationary summarizing Member contributions during the current calendar year for their IRS filings.

Section 7. Fundraising Committee:

a) ~~DELETE- redundant of Section 3.a.~~ Composition: Chaired by a Director, the Marketing and Funding Raising Committee shall consist of the necessary number of Members needed to accomplish the duties of the committee. There is no term limit for serving on the committee.

Purpose: Raises money so that the various Committees have the fiscal capacity to meet the Mission and to execute SBP Goals.

b) Duties:

- 1) Develop and execute fund raising activities to achieve targets as approved by the Board in the annual budgeting process
- 2) Fundraising activities may include: grant proposals, raffle events, business and organizational sponsorships, corporate, individual and organizational donations
- 3) The Chair shall submit annually to the Board a fundraising plan that address key Goals as outlined in the SBP.
- 4) The Chair shall submit to the Treasurer an annual spending plan required to support its annual SBP goals and to assist in the Treasurer's preparation of the annual budget for approval by the Board.
- 5) Develop a relevant marketing component as part of the SBP Goals

Section 8. Road and Gravel Bike Advocacy Committee

a) ~~DELETE- redundant of Section 3.a.~~ Composition: The Road Bike Advocacy Committee shall be chaired by a Director whose primary interest is road bike riding, the Road Boss, who shall report to the Board, and may be comprised of as many additional Members as needed to accomplish the stated goals of said committee.

Purpose: Executes the Mission of enjoyable, safe, and expanded road **and gravel** biking access through collaborative outreach

b) Duties:

- 1) Advise and educate Members and the general public on road **and gravel** bike matters
- 2) Advocate for road **and gravel** bike infrastructure and access, equality with vehicles on roads, streets, highways, **and gravel/dirt roads**; and collaboration with a wide variety of public and private agencies to cultivate and sustain a community road bike culture.
- 3) Schedule road rides and related events that promote fun and safety
- 4) The Chair shall submit annually to the Board a plan that address key road bike advocacy Goals as outlined in the SBP.
- 5) The Chair shall submit to the Treasurer an annual spending plan required to support its annual SBP goals and to assist in the Treasurer's preparation of the annual budget for approval by the Board.
- 6) Develop a relevant marketing component as part of the SBP Goals

Section 9. Mountain Bike Advocacy Committee

a) ~~DELETE- redundant of Section 3.a.~~ Composition: The Mountain Bike Advocacy Committee shall be chaired by a Director whose primary interest is mountain bike riding, the Trail Boss, who shall report to the Board, and may be comprised of as many additional Members as needed to accomplish the stated goals of said committee.

Purpose: Executes the Mission of enjoyable, safe, and expanded mountain biking access through collaborative outreach

b) Duties:

- 1) Schedule trail rides and other related events that promote fun and safety;
- 2) Schedule trail work days in coordination with the Forest Service;
- 3) Assist, advise, and educate Members and the general public on mountain bike advocacy related matters;
- 4) Advocate for trail infrastructure and access, equality for riders on trails with hikers, equestrians, and other trail users;
- 5) Collaboration with a key public and private organizations and land managers to cultivate and sustain a community mountain bike culture.
- 6) The Chair shall submit annually to the Board a plan that address key mountain bike advocacy Goals as outlined in the SBP.
- 7) The Chair shall submit to the Treasurer an annual spending plan required to support its annual SBP goals and to assist in the Treasurer's preparation of the annual budget for approval by the Board.
- 8) Develop a relevant marketing component as part of the SBP Goals

Section 10. Mountain Bike Patrol Committee

a) ~~DELETE- redundant of Section 3.a.~~ Composition: The Red Rock Bike Patrol Committee shall be chaired by a Director serving as chair and other Directors/Members he/she deems necessary to carry out the duties of the committee.

Purpose: Supports the Mission by educating and promoting safe and enjoyable riding experiences.

b) Duties:

- 1) Organize and operate the Mountain Bike Patrol within the Red Rock Ranger District of the Coconino National Forest and the Verde Ranger District of the Prescott National Forest.
- 2) Assist, advise, and educate all trail user groups on appropriate, safe and respectful trail behavior;
- 3) Collaboration with land managers and the public to cultivate and sustain a cooperative and environmentally sustainable trail culture.
- 4) The Chair shall submit annually to the Board a plan that address key mountain bike patrol Goals as outlined in the SBP.
- 5) The Chair shall submit to the Treasurer an annual spending plan required to support its annual SBP goals and to assist in the Treasurer's preparation of the annual budget for approval by the Board.
- 6) Develop a relevant marketing component as part of the SBP Goals

Section 11. Media Committee

a) Purpose: Supports the Mission by increasing capacity, voice, and awareness.

b) Duties:

- 1) Maintain a current VVCC website that promotes, informs and advocates the Coalition Mission and Strategic Business Plan Goals in coordination with the various Committees.
- 2) Respond to and/or direct email inquiries to the appropriate Committee.
- 3) Prepare and distribute as needed media releases to promote, inform, and advocate VVCC business to the public in coordination with the various committees

- 4) Prepare and distribute a monthly Member electronic newsletter, soliciting news and information from Committee Chairs.
- 5) The Chair shall submit annually to the Board a plan that addresses key media activities Goals as outlined in the SBP.
- 6) The Chair shall submit to the Treasurer an annual spending plan required to support its annual SBP goals and to assist in the Treasurer's preparation of the annual budget for approval by the Board.
- 7) Develop a relevant marketing component as part of the SBP Goals

I, Emma Fitzhugh, Secretary of VVCC, do certify this to be a true copy of the Resolution duly adopted by the Board of VVCC through Director votes on May 11, 2022, that it has not been rescinded, amended or altered in any way, and that it remains in full force and in effect.


Secretary

6/8/2022
Date