Adopted August 14, 1994
during the Annual Business
Meeting at Mystic, Connecticut

Riding ✤ Collecting ✤ Restoring ✤ Research ✤ History

Constitution and By-Laws

Cycling history is an important part of our American heritage. The craftsmanship and the inventive genius in the old machines has rarely been equaled. But even more, it is the romance of those times that must be kept alive in American cycling. Therefore, the original Constitution and By-Laws were established at the founding meeting of The Wheelmen on October 15, 1967. The founders' meeting of twelve Wheelmen was in Hoopes Park, Wilmington, Delaware, in the course of the first Official High Wheel Tour on October 15, 1967. The founding members were: Allan Blair, Phillip Cressman, Edmund Haigler, Jr., Charles Hetzel, George Hughes, Glenn Kaiser, Douglas McNair, Malcolm McNair, Robert McNair, Cornelius Mershon, Jack Shadel, and Robert Struble.

Name—This organization, incorporated under the laws of the Commonwealth of Pennsylvania on December 21, 1970, is called "The Wheelmen."

Purpose—Our purpose is to keep alive the heritage of American cycling, to promote the restoration and riding of early cycles, and to encourage cycling as part of modern living.

Membership—Persons interested in these purposes are invited to become Associate Members by making application and paying dues. Associate Members who have completed an Official High Wheel Tour are Voting Members. Associate Members and Family Members have all privileges of Voting Members except that of voting at the Annual Business Meeting.

Election of Officers—The Commander, Vice-Commander, Secretary, and Treasurer are elected by a majority of the Voting Members present at each Annual Business Meeting held in conjunction with an Official High Wheel Tour. These officers are also elected members of the Board of Directors.

Duties of Elected Officers—The *Commander* is authorized to preside at the Annual Business Meeting and meetings of the Executive Committee and of the Board of Directors of The Wheelmen. The Commander is the chief executive of The Wheelmen and official spokesperson for the organization during his/her term of office. Between Annual Business Meetings, the Commander may appoint any member to fill a vacancy in any position in the organization. The Commander is responsible, consistent with the purposes of The Wheelmen, for leading the organization.

The *Vice-Commander* is authorized to carry out the duties delegated to him/her by the Commander. In the event of resignation, incapacity, or demise of the Commander, the Vice-Commander shall immediately succeed to the office of Commander.

The *Secretary* is responsible for minutes of all Annual Business Meetings, minutes of the Executive Committee and the Board of Directors, and the maintenance of all records and communications with the Officers. The Secretary shall issue all necessary corporate notices to the Commonwealth of Pennsylvania.

The *Treasurer* is responsible for authorizing all official expenditures and for receipt of dues, contributions, sales receipts, parade honorariums, and other income of The Wheelmen. The Treasurer is responsible for maintenance of an official Roster of members in good standing. The Treasurer is responsible for filing of annual tax returns of The Wheelmen. An annual audit of the books of The Wheelmen shall be conducted by a certified accountant selected by the Treasurer. The written audit, signed by the accountant, shall be submitted to the Officers along with a copy of the appropriate IRS form and a synopsis submitted for publication in the newsletter. The audit shall be completed within five months of the close of the fiscal year.

Board of Directors—The Board of Directors consists of the Commander, Vice-Commander, Treasurer, and Secretary. The duties of the Board are to (1) fulfill all legal requirements on behalf of the corporation with the Commonwealth of Pennsylvania, (2) contend with lawsuits by or against The Wheelmen, (3) supervise insolvency, bankruptcy, or other extraordinary financial crisis between Annual Meetings, and (4) address any problem requiring immediate attention referred to the Board by one of the officers or the Executive Committee. All other duties and responsibilities are assigned to the officers, or remain at the discretion of the Voting Members at the Annual Meeting.

Appointive Positions—The Commander appoints, annually, Editors of the magazine and newsletter, Historian, Captains not elected by the members of the state or area, Librarian, Chairpersons of Committees on Restorationand Membership, and other officers as needed. Captains and Chairpersons appoint workers and area representatives to their committees.

Executive Committee—The Committee consists of the Officers, Past Commanders, Editors, Chairpersons, and Captains of the State and Area Divisions, however, appointed Captains shall not have a vote on matters before the Committee. The Committee shall meet at the direction of the Commander as necessary. The Committee's function is to submit advice and recommendations to the officers and members.

State and International Divisions—Any area with a concentration of members may form a local division and elect a Captain who shall represent them on the Executive Committee. Local divisions are encouraged to conduct Official High Wheel Tours (OHWT) and other appropriate events such as runs, parades, demonstrations, and displays. Each Captain is responsible for the supervision of all official Wheelmen activities within his area.

Nominating Committee—The Nominating Committee consists of the active Past Commanders, with the most recent Past Commander as Chairperson. It is the responsibility of the committee to present a slate of officers to the membership at each Annual Business Meeting. In the event that the positions of both Commander and Vice-Commander become vacant without an appointed successor, it is the responsibility of the committee to immediately appoint a qualified member to fill the unexpired term of the Commander.

Finances—This is a non-profit organization. There are no paid positions and no stipends. All revenue is to be held by the Treasurer for Wheelmen publications, awards, special meet costs, and other Wheelmen expenses.

Amendments—Amendments to this Constitution may be made by a two-thirds favorable majority of the Voting Members present at the Annual Business Meeting. Proposed amendments must be presented to all members at least one month before the vote.

By-Laws

Dues—Dues are $20.00 per year on the basis of family membership. Family members who maintain a separate mailing address and are over 18 years of age are required to pay separate dues. Each Family Member may be listed on the roster and receive a membership card upon payment of a 50¢ annual fee. All dues are subject to change.

Sustaining Members—Sustaining membership is available to persons or businesses contributing $30.00 or more per year. The elected officers shall, from time to time, determine the prerogatives of such members.

Overseas Members—Dues are the same as paid by members residing in the U.S. or Canada; however, a postal surcharge is added to the annual dues of overseas members. The surcharge is set by the Treasurer each year after consultation with the editors of the Newsletter and the Magazine. Overseas members have the option of receiving the publications by surface mail or air mail. The surcharge is commensurate with the cost of each respective option.

Fiscal Year—The fiscal year is from October 1. Annual dues are payable by members on October 1 of each year to be applicable to the following calendar year. Any member not paying dues by January 1 is subject to having his name removed from the Official Roster and mailing lists. As soon thereafter as possible, the Treasurer shall send a written notice of delinquency to each person who has not paid dues, stating that the dues shall be paid within 30 days or the member will no longer be entitled to the privileges of membership in The Wheelmen. A new member whose dues and application are received after October 1 will be considered to have paid dues for the remainder of the year and the next full year. A new member whose dues and application are received prior to October 1 will be considered to have paid dues only for the calendar year in which they are received; such a new member shall be entitled to receive copies of all magazines and newsletters issued in that year prior to the time his name is entered on the Official Roster.

Finances—Proceeds from parades are to be used for financing the publication of Wheelmen magazines and newsletters and for the expenses of the organization. All honorariums, contributions, and gifts received by State Divisions or the National Officers are to be turned over to the Treasurer, except for actual expenses of Wheelmen events, and for local newsletters. State Captains are responsible for administration of such finances. Any questions which arise under this article shall be brought to the attention of the Commander for his decision.

Magazine and Newsletter—The Magazine is called "The Wheelmen" and is to appear at least once per year. It contains articles on restoring and riding early cycles, cycling history, and reprints of important source material. Notices of events are to be terse. It is intended that the Magazine be free of trivial current news and devoted to articles of lasting interest. *The Wheelmen Newsletter* is published at least four times per year.

Official High Wheel Tour—Tours are held in scenic and historic settings appropriate to the bicycles. They are at least ten miles in length and limited to high wheelers, hard tired, and pneumatic safeties manufactured in 1918 or before.

Century Run—Certificates and medals are presented to members who complete an official Century Run on a high wheeler or hard tired, pre-pneumatic safety. A Pneumatic Century certificate is presented to members who complete a Century Run on a pneumatic safety manufactured in 1918 or before. The course shall be at least 100 miles. The Captain, or Chairperson of the event delegated by the Captain, is solely responsible for such Runs and for the certification of the members who complete such a Century Run. No person shall receive more than one century certificate.

Meetings of the Board of Directors—The Commander is to act as the chairperson of the Board. Notices of meetings shall be sent to the directors at least five days prior to any meeting. A quorum consists of two or more members. Other members may, if unable to attend a meeting, participate by telephone or conference call. The Secretary shall prepare and maintain minutes of all meetings of the Board. Actions of the Board shall be by adoption of written resolutions. All resolutions of the Board shall be submitted to the members at the following Annual Meeting.

Amendments—Amendments to these By-Laws may be made by a majority vote of the Voting Members present at the Annual Business Meeting. Proposed amendments must be presented to all Voting Members at least one month before the vote.

Dissolution—The term of the corporation is perpetual, but in the event of dissolution of the corporation, the officers, after paying and making provision for the payment of all liabilities of the corporation, will dispose of the assets exclusively for the recreational and educational purposes of the corporation, to such organizations operated exclusively for such purposes, and which are qualified as tax exempt organizations under Section 501(c)(7) of the Internal Revenue Code of 1954, and any amendments or substitutions thereto.