

By-laws of the Eastern Tandem Rally, Inc.

Version 3.2, August 2007 Approved at ETR'07, Dellroy, OH

Article 1: Name.

The name of this organization shall be "Eastern Tandem Rally, Inc." "ETR" shall serve as an abbreviation.

Article 2: Mission.

Eastern Tandem Rally, Inc., a non-profit, volunteer group, exists to promote the sport of tandem bicycle riding, principally in the Northeastern United States.

Article 3: Objectives.

To sponsor at least one tandem bicycle rally each year, lasting more than two days, usually including a weekend in late Summer.

1. Principal Rally, "ETR": This tandem bicycle rally shall be held in the northeastern United States (North of the Mason Dixon line). This tandem bicycle rally is referred to as the principal annual rally. The board can at its discretion authorize an "ETR" tandem rally outside of these geographic guide lines.

2. "Mid Atlantic Tandem Enthusiasts" MATES: This tandem rally shall be held in the states south of the Mason Dixon line south to and including Virginia. The board can at its discretion authorize a "MATES" tandem rally outside of these geographic guide lines.

Other Events: From time to time, to sponsor such other activities as the Board shall decide help to promote the sport of tandem bicycle riding.

Other Activities: From time to time, if needed, to correspond with others or issue statements approved by the Board, if such activities are intended to advance the interest of ETR and its participants.

Article 4: Membership.

The members of Eastern Tandem Rally, Inc., are the members of its Board of Directors. All members may vote.

Article 5: Board of Directors.

The Board of Directors of ETR is the membership of ETR. Responsibilities of the Board include: Financial responsibility for all ETR funds, including the undivided surplus from previous events. This includes establishing appropriate financial

guidelines and controls, including expenditure review, to demonstrate compliance with sound business practice, applicable law, and the policies of the Board. Selection and approval of all ETR activities, particularly the principal annual rally and other rallies as shall be offered under ETR sponsorship. Taking care that all such events are carried out in accordance with policies and practices of the Board. Maintaining a data base of names, addresses, and ETR events attended for all known participants. This data base shall be made available to organizers of all ETR-sponsored events, but may not be sold or used for commercial purposes. Maintain oversight of rally web sites publicizing ETR rallies and activities.

Selection of Board Members. The Board includes seven Directors divided into two groups by method of election:

1. Representatives of recent rallies: One representative of each of the most recent three principal annual rallies sponsored by ETR Inc. Each of these representatives shall be chosen by the organizing committee of the respective rally, for a total of three in this group. In even number years (2002, 2004 etc.) one representative shall be selected from that years ETR rally. In odd numbered years (2003, 2005 etc.) one representative shall be selected from that years MATES rally. In the event that no one from a rally wants to serve on the board the board shall then use its discretion and appoint a member. If a vacancy shall arise in one of these Board positions, the Organizing Committee of the respective Rally shall be polled and shall nominate a successor, to be approved by vote of the Board.

2. Elected: Two Directors elected at the Annual meeting for two year terms. In 1998 only, four Directors will be chosen. In 1998 only, after election of Officers, the ETR President will by lots choose two for one year terms and two for two year terms. If a vacancy shall arise in one of these positions, it shall be filled by vote of the Board at the next annual meeting or a telephone conference call meeting. Electors are those specified in Article 8.

Resignations: A director who does not participate in a majority of Board events (annual meeting and telephone conference calls) shall be considered to have resigned his or her membership on the Board of Directors.

Article 6: Officers.

The Officers of Eastern Tandem Rally, Inc. shall each be elected by the Board of Directors. The Officers described below may vote at meetings. If an Officer is also a Board Member, that individual has one vote. The Officers shall be elected for two-year terms, at the annual meeting of ETR in even-numbered years. Positions shall be, and their responsibilities shall include, the following:

President. Shall serve as chair for all ETR meetings and as representative of ETR authorized to commit ETR in legal matters, when authorized by the Board of Directors.

Vice-president. Shall serve as alternate to the President in the President's absence.

Secretary. Shall maintain minutes of Board meetings and copies of Board correspondence. Shall prepare for Board approval The Book of Forms for Rally Organizers. Shall serve as interface for State filings.

Treasurer. Shall maintain all tax and financial records of ETR in accordance with generally accepted accounting practices for non-profit organizations. This includes dual-signature requirements for all ETR accounts. Shall report at the Annual Meeting on the financial condition of ETR. Shall review the financial records of each event sponsored by ETR, and report on each such event to the Board.

Comptroller. Shall receive monthly bank statements and reconcile the accounts.

Merchandise Manager: Handles all physical inventory of goods that the organization authorizes for sale or distribution. Replenishes merchandise stock as required. Maintains an accounting of stock, inventory, and distribution.

Historian: Manages the historical records and mailing list for the organization. Manages files and history of past events, and is responsible for the organization's web content.

Vacancy: If a vacancy shall arise among the Officers, the position shall be filled by vote of the Board of Directors via a telephone conference call with appropriate advance notice. This provision shall be waived if such a vacancy should develop less than 60 days before the Annual Meeting.

Executive Committee: The Officers shall serve as the Executive Committee of the Board of Directors.

Article 7: Meetings

Time, place, and participants: The Board of Directors of ETR shall convene the Annual Meeting of ETR at the designated principal ETR rally each year. The time and place of the Annual Meeting shall be announced in the promotional material announcing the rally, and in the rally schedule. Any person who is registered for the ETR rally in the given year or the two years preceding shall be eligible to attend the Annual Meeting and speak at the designated time during the Meeting. In addition, the Board shall meet by telephone conference call at least once during Fall and once during Spring to review with the sponsors of the upcoming principal tandem rally their progress and challenges.

Agenda: The principal agenda items for the Annual Meeting shall include:

1. Financial: Presentation of ETR Financial Statements, including demonstration of insurance and bonding as appropriate.
2. Election of Directors and Officers
3. Events: Selection, Approval, and Announcement of upcoming ETR-sponsored events, including approval of contracts with local committees sponsoring upcoming events.

Article 8: Elections.

As outlined in Article 5, two Directors will be elected during each annual meeting, unless additional vacancies have arisen (in 1998, four Directors will be elected). Eligible electors are the participants in the current principal rally annual meeting. No person shall vote more than once. Ballots shall be tallied by a committee appointed by the President.

Article 9: Nominations.

During its Spring telephone conference call meeting, the Board shall nominate a slate preferably including at least one person more than the number of positions on the Board to be filled at the upcoming Annual Meeting. Nominations from the floor will also be accepted.

Article 10: Rules of Order.

All meetings shall be conducted according to the spirit of Robert's Rules of Order. The ETR Secretary shall interpret the Rules should a disagreement arise.

Article 11: Finances.

Bonding: The Board shall maintain fiduciary bonding.

Insurance: The Board requires event insurance for each ETR event.

Seed money: From time to time, the Board may vote to loan the organizers of an upcoming ETR event "seed money" or "working capital" sufficient to pay necessary deposits, mail registration materials, etc. Interest is not charged on such funds.

Undivided Surplus: The Board of Directors desires to maintain a sufficient undivided surplus, to protect ETR against reasonably foreseen revenue shortfalls or similar events. The Board shall decide by vote the target amount for such surplus.

Event Surplus: Any financial surplus from a rally must be handled in accordance with laws and regulations governing not-for-profit organizations. If the ETR undivided surplus is within the target range, rally surpluses in excess of \$10.00 per couple shall be reviewed by the rally organizers, who will recommend action for disposition to the Board of ETR. Mechanisms include a refund to participating teams or contribution to IRS-qualified non-profit groups, organizations that promote bicycling or provide services

related to the tandem rally. Contributions over \$500.00 require board approval. If the ETR undivided surplus is less than the target range, the event surplus shall be used to rebuild the ETR reserve (undivided surplus).

Expense Reimbursement: Tandem rallies and the ETR are volunteer activities. Board members and officers may receive refunds for expenses between annual meetings (e.g., mailings, phone calls), but they receive no discount or waiver for attending rallies. Similarly, the organizing committee of each rally may recover expenses but its members receive no stipend. However, starting in 2007, the ETR and MATES rallies will institute a 'pay forward'. As a means of encouraging rally sponsors, one tandem team from each year's organizing committees shall be eligible for full compensation for participation to the following year's ETR or MATES rally, respectively. If the team chooses not to attend, the obligation expires and does not carry to following years.

Article 12: Amendments.

Amendments to these By-laws may be offered by any Director. Written amendments may also be offered by any registrant from any of the three prior principal rallies. Such amendments shall be considered by the Board at its Annual Meeting or teleconference meetings. Unless an emergency is certified by all of the Officers as Executive Committee, no amendment can be adopted except by vote of the Directors at the Annual Meeting.

The ETR Book of Forms
version 2.1, 6/98

Introduction:

To help the Organizing Committee (OC) of each Eastern Tandem Rally (ETR) event, the Board shall maintain and provide a copy to each Organizing Committee of the forms that have been found helpful in pulling past rallies together. This shall include:

1. Contract between Organizing Committee and Eastern Tandem Rally, Inc. This is to specify terms including seed money, report intervals and content, and responsibilities of the Board and the OC.
2. Budget form, on paper and in spreadsheet form, to allow development of event budget, pro formas, and development of insight into registration break-even point at given registration fees.
3. Database, in popular computer format, with names, addresses, and ETR events attended for all known participants. It is the responsibility of the OC to update the database by entering names of participants in its events and by marking past participants for whom current addresses cannot be found.. The OC shall decide how to use the database for mailings to potential rally participants (It is not expected that names from early years will be contacted!). This data base may not be sold or used for commercial purposes.
4. Timeline giving days prior to rally by which actions need to have been taken. Examples include host site contract, food service contract(s), mailings to past participants, mailing of last announcement with ballot for Board of Directors, announcements to media such as periodicals and web sites.
5. Sample contracts or agreements for food service providers and other vendors.
6. Release form for participants.