

NEW MEXICO BICYCLE RACING ASSOCIATION BYLAWS

Adopted: 1 December 2009

Version: 1.0

Revised:

ARTICLE I. LEGAL NAME AND DESCRIPTION

Our exact legal name is New Mexico Bicycle Racing Association. Throughout these bylaws, "NMBRA" will be used to represent New Mexico Bicycle Racing Association. NMBRA is a state-incorporated, federally recognized tax exempt 501(c)(3) organization.

ARTICLE II. MISSION STATEMENT

NMBRA's mission is to promote and support bicycle racing of all kinds in the State of New Mexico. NMBRA enters into and implements certain legal contracts such as the Local Association Agreement on behalf of USA Cycling, Inc. (USAC). Our purposes are guided by:

1. Any Local Association Agreement with USA Cycling.
2. The USAC rulebook.
3. Federal and state provisions regarding tax-exempt corporations.
4. These bylaws.

ARTICLE III. MEMBERSHIP

NMBRA membership is open to clubs or event organizers/promoters that meet all of the following:

1. Annually permit, promote and conduct a USA Cycling race as outlined in the current USAC rulebook and within the boundaries of the association as defined in the USAC Local Association agreement.
2. Maintain Status as a USA Cycling Club/Event Organizer in good standing.
3. Attend NMBRA regularly scheduled meetings, or decline in advance.

NMBRA membership will apply on a calendar year basis (January 1 through December 31).

ARTICLE IV. VOTING

NMBRA members will be allowed one representative who is allowed to cast one vote in NMBRA elections. NMBRA members who have not hosted a race within the previous calendar year, have outstanding USAC or NMBRA fees, do not attend NMBRA meetings (or do not inform NMBRA in advance of their inability to attend) may become ineligible for voting until good standing criteria are met.

A quorum shall consist of 50% of the total membership. Elections and other voting measure shall be ratified by a simple majority of the quorum. Items for voting must be presented for review to NMBRA members at least 10 days prior to the voting date. If a

quorum does not exist, all motions shall be tabled and submitted within 3 days for electronic voting as described below.

Motions by the Board may be made outside of meetings and submitted for electronic voting as described below.

Motions by members may be considered outside of meetings by the following process:

1. The motion is submitted to a member of the Board of Directors.
2. Within 7 days of submittal, the Board of Directors shall determine by majority vote whether to submit the motion for electronic voting as described below, or table the motion until the next meeting.

Voting may be done electronically by e-mail correspondence per the following process:

1. A quorum is not required for electronic voting since it is presumed that this affords all members an opportunity to vote.
2. The motion is submitted by the Secretary to the members via e-mail and members are encouraged to express opinions on the motion.
3. Within 7 days of submission of the motion, each member submits a vote by replying to the Secretary.
4. The Secretary tallies the votes and announces the result. In the case that the electronic vote is for the removal of the Secretary, the President shall ally the votes and announce the result.

ARTICLE V. MEETINGS

An annual meeting of the association shall be held once during the four month period beginning October 1, on a date and at a location determined by the Board of Directors to afford good participation by the membership. Special meetings may also be called at the request of the Board of Directors, or 60% of the membership, except that no meeting may be held within 30 days of a previous meeting. At least 10 days before any meeting, members shall be notified of the date, time, location, and agenda. No other business but that specified in the notice shall be transacted at such meetings, without the unanimous consent of all present at such meeting.

The Board of Directors may additionally hold meetings as required to conduct the business of the association. Such meetings shall be scheduled at the request of a majority of the Directors, with notification requirements per above. The Board of Directors may waive the notification process and/or conduct teleconference or e-mail meetings provided that all members of the Board agree.

ARTICLE VI. GOVERNMENT

The business of the association shall be managed by a Board of Directors consisting of an Executive Committee (officers) and up to four (4) additional at large members, subject to the provision that the total number of Directors shall always be an odd number. Directors shall reside within the boundaries of the association as defined in the USAC Local Association agreement, be in good standing with the USAC, and hold a current USAC

license (rider, official, coach or mechanic). Directors shall be elected to serve two-year terms, with no term limits. Election of Directors shall occur at the annual meeting of the membership from nominations by any New Mexico resident that holds a current USAC license (rider, official, coach or mechanic). Any member of the Board can be removed before the annual meeting by a vote of the NMBRA membership (as defined in section IV. Voting). Any vacancy in the Executive Committee of the Board shall be filled by appointment by the Board until the next annual meeting at which time the position shall be filled by election for a standard two-year term.

The duties of the Board shall consist of, but not be limited to, the following:

1. Implementation of the USAC Local Association agreement, including:
 - a. Local race scheduling.
 - b. Review and submission of USAC race permits.
 - c. Assignment of qualified officials for local events.
 - d. License upgrading/downgrading.
2. Management of the property of NMBRA.
3. Maintain a website, including at a minimum a race calendar, race results and NMBRA documents.
4. Creation of an annual strategic plan, identifying goals and objectives for NMBRA. The strategic plan shall, at a minimum, include the essential elements of the USAC Local Association Agreement.

The Board may create special appointments such as, but not limited to, Official's Coordinator, Upgrade Coordinator, Club Representative, Cyclocross Representative, Junior's/Women's Representative as deemed necessary or desirable in order to fulfill the missions of the association.

Funds of the association may be disbursed or paid out on the association's behalf in such manner as the Board of Directors may from time to time designate.

ARTICLE VII. DUTIES OF THE EXECUTIVE COMMITTEE

PRESIDENT:

1. Serves as chairperson of the Board of Directors.
2. Preside at all meetings of the Board of Directors or of the membership, or delegate a representative to do so.
3. Sign the USAC Local Association Agreement as a representative of the Board.
4. May sign checks or drafts of the association.

SECRETARY:

1. Keep records of all meetings of the association.
2. Conduct electronic voting and record the results as described in Article IV.

TREASURER:

1. Shall be responsible for the care and custody of all monies of the association, which shall be deposited such depositories as may be designated by the Board of Directors.
2. Shall present at the annual meeting, a written financial summary of the association. Additional financial reports may be requested at any time by a majority vote of the Board or membership.
3. Shall prepare and file, or make arrangements for such, all paperwork required to maintain State and Federal non-profit status.
4. May sign checks or drafts of the association.

ARTICLE VIII. COMPENSATION

The association shall not directly hire any employee, and hence shall not provide any wage or salary. In particular, members and members of the Board of Directors shall not receive any compensation by virtue of their position in the association.

Members and members of the Board of Directors may, however, be reimbursed for actual expenses incurred as a result of conducting the business of the association. This reimbursement shall be negotiated and approved by the Board of Directors prior to incurring said expense.

The association may procure goods and services required for reasonable conduct of the business and purpose of the association. This compensation shall be at the market value (or actual cost) of the good or service provided by any individual or business.

ARTICLE IX. NMBRA LIABILITY

NMBRA shall purchase insurance for liability purposes that protects the association and the Board.

ARTICLE X. DISSOLUTION CLAUSE

Upon dissolution of the association known as New Mexico Bicycle Racing Association, assets shall be distributed for one or more exempt purposes 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, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of a by a court of competent jurisdiction of the county in which the principal office of the association is then located, exclusively for such purposes.

ARTICLE XI. BYLAW AMENDMENTS

These bylaws may be altered, repealed or amended by a majority vote of the Board, providing that notice of any such amendments shall first be given to each Director at least ten (10) days before any regular or special meeting duly called for such purpose. Such amended Bylaws shall be communicated to the membership at the next meeting of the membership.