

By-laws

ARTICLE I. ORGANIZATION

Section 1. Name and Purpose. The name of the organization is "The Century Road Club Association", hereinafter referred to as the "Association". The purposes of the Association are to provide bicycle racing and bicycling activities for the enjoyment of its members, to promote bicycling as a sport, and generally advance the interests of cycling through organized races, coaching and training events.

Section 2. Affiliations. The Association is organized as an Affiliated Club of the United States Cycling Federation, Inc. (USCF) as described in Section 6 of the USCF By-laws.

Section 3. Nonprofit Status. The Association shall not be organized for profit, and no part of the income or capital shall inure to the profit of any private individual or group of individuals, except as reimbursement for necessary expenses and the furtherance of the Association's purposes.

ARTICLE II. MEMBERSHIP

Section 1. Eligibility. Membership in the Association is open to any individual, regardless of race, color, religion, age, sex or national origin, who tenders a completed application and the appropriate membership fee subject to the provisions of Section 5 of this article and approval of the Membership Director.

Section 2. Application for Membership. An application form for membership, authorized by the Board of Directors, shall include a statement releasing the Association, its Officers, Members and agents from liability in case of accident, injury or misadventure in connection with Association activities.

Section 3. Classes of Membership. There shall be four classes of members, to be known as Life, Supporting, Regular and Student Members. Regular and Supporting Members may become Life Members after 20 consecutive years of membership in good standing, collectively herein referred to as "Members".

Section 4. Dues. Membership dues shall be set by the Board of Directors, and be payable to the Membership Director during that period of time set by the board. Any Supporting, Regular or Student Member who does not renew membership by March 1 shall no longer be considered a Member of the Association.

Section 5. Removal of Membership Status. Except as described in Section 6 of this article, no Member shall be removed or denied renewal except for cause. Cause shall include violation of Association by-laws or Policies. A resolution that a Member be removed must be passed by a two thirds vote of Members as described in Article V, section 2. A Member may be suspended by a majority vote of the Board of Directors, pending resolution of a complaint, which must be resolved within a period of thirty (30) days from the date of suspension.

Section 6. Removal of Members Bringing the Association into Disrepute. A Member may be immediately removed by the passing of a two thirds vote of the Board of Directors of the Association where such Member is determined to have brought the Association into disrepute. Such finding shall be at the sole discretion of the Board of Directors acting in good faith, but may be subsequently reversed by a two-thirds majority vote of the membership in accordance with Article V.

ARTICLE III. OFFICERS

Section 1. Titles of Officers. The elected officers of the Association shall be: President, Vice President of Rider Development, Vice President of Racing, Secretary, Treasurer, Public Relations Director, Membership Director, Communications Director, Marshal Director, Director of Open Racing and Director of Teams, hereinafter referred to as "Officers".

Section 2. Seniority. The order of seniority shall be that in which the Officers are listed in Article III, Section 1. The most senior Officer present at any membership or Board of Directors meeting shall be the presiding Officer at that meeting.

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Section 3. Candidates for Office. Any Member may hold any elective office.

Section 4. Term of Office. Each Officer shall be elected to a one year term to run concurrent with the calendar year. Officers are eligible for re-election, except that the President may not serve more than three terms consecutively.

Section 5. Duties of Officers.

- *Paragraph (a). President.* The President shall be the Chief Executive Officer of the Association and shall represent, or assign a Member to represent, the Association to all outside parties, shall ensure that the agenda at all membership and Board of Directors meetings is carried out, and shall ensure that other elected Officers are pursuing the duties of their respective offices.
- *Paragraph (b). Vice President of Rider Development.* The Vice President of Rider Development shall be responsible for planning, organizing and directing the training and development activities of the Association, with the assistance of a committee that may comprise Members and nonmembers; shall submit a schedule of planned training and development activities to the Communications Director for communication to Members; and shall assume the regular duties of the President if the President shall be incapacitated or in any way unable to perform those duties.
- *Paragraph (c). Vice President of Racing.* The Vice President of Racing shall be responsible for planning, organizing and directing the racing activities of the Association, with the assistance of a committee that may comprise Members and nonmembers; shall submit a schedule of planned racing activities to the Communications Director for communication to the Members, and propose rules governing the conduct of Association races for approval by the Board of Directors.
- *Paragraph (d). Secretary.* The Secretary shall give notice of and attend Association membership meetings and Board of Directors meetings; shall keep a record of such proceedings; shall submit a summary of such proceedings to the Communications Director for communication to the Members; shall maintain a record of Association policies; and shall provide a copy of the current by-laws, policies, or any minutes upon request by any Member.
- *Paragraph (e). Treasurer.* The Treasurer shall keep an account of all moneys received and expended by and for the Association; shall make disbursements authorized by the Board of Directors; shall present a written report of the financial condition of the Association to the Board as of the last business day of each fiscal quarter; and shall render a complete statement of the Association's financial condition and inventory of property as of December 31 of each year to the Board and, once approved by the Board, for communication to the Members.
- *Paragraph (f). Public Relations Director.* The Public Relations Director shall represent the Association to the media, government and other organizations on all issues of public opinion and attitudes, in order to win and maintain public and government support for the Association, its programs and cyclists in general; and advise the Board of Directors on the public relations implications of the Association Policies.
- *Paragraph (g). Membership Director.* The Membership Director shall promote membership in the Association; respond to membership inquiries; receive membership applications and dues payments; forward dues received to the Treasurer; acknowledge new Members; and maintain a roster of Association Members and prepare it for communication to the Members.
- *Paragraph (h). Communications Director.* The Communications Director shall be responsible for the composition of communications to Members. In addition to communications required elsewhere within the By-laws, the Communications Director shall be responsible for providing timely communications of Association activities including a list of all Association events, a summary of the proceedings of the Board of Directors meetings (as prepared by the Secretary and approved by the Board), any other business the President or Board of Directors may order for communication to the membership, and, at the Communications Director's discretion, any materials submitted for publication by Members or nonmembers.
- *Paragraph (i). Marshal Director.* The Marshal Director shall be responsible for planning, organizing and directing the fulfillment of the Association's needs for marshals at races, including the development of marshal procedures and policy, the scheduling of Members' marshaling assignments, the appointment of a marshal captain for each race and maintaining records of Members' marshaling service.

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- *Paragraph (j). Director of Open Racing.* The Director of Open Racing shall be responsible for the administrative tasks in running an open race, including filings with the Parks ~~Department~~, ~~USA Cycling~~ and others as necessary. The Director shall coordinate with the promoter by maintaining a schedule of job deadlines in order to bring the race to a successful completion.
- *Paragraph (k). Director of Teams.* The Director of Teams shall be responsible for arranging team contributions to the Association; provide ~~an~~ up-to-date roster of teams and team members to the Board of Directors and as required by others, and maintain liaison with team managers.

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Section 6. Board of Directors. The Board of Directors of the Association shall consist of the President, Vice President of Rider Development, Vice President of Racing, Secretary, Treasurer, Public Relations Director, Membership Director, Communications Director, Marshal Director, Director of Open Racing and Director of Teams.

~~The immediate past~~ President of the Association ~~may serve as an ex officio member of the Board of Directors and shall remain so at his or her option or until replaced by an out-going President of the Association. A President removed from office for cause as outlined in Section 8 of this Article shall not eligible to serve as an ex officio member of the Board of Directors. An ex officio member of the Board of Directors is not entitled to vote on matters brought before the Board of Directors.~~ The Board of Directors shall meet as often as deemed necessary among themselves (but not fewer than four times per year), or on call of the President, or upon petition by at least three members of the Board of Directors, or upon petition by ten Association ~~Members. Meetings may be conducted in person, by telephone or other means as determined by the Board.~~ The decisions voted by a majority of the Board of Directors ~~that are not otherwise in contradiction with these By-laws shall~~ become the ~~Policy of the Association (collectively and cumulatively referred herein as "Policies")~~, unless reversed by a two-thirds majority vote of the membership in accordance with Article V.

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Section 7. Election of Officers. Nominations for each elective office in accordance with Article III, Section 3, will be accepted ~~by the Secretary from the Members for a period commencing and ending at such times determined by the Board, but for a total period of not less than thirty (30) days ("Nomination Period").~~ All nominations are subject to seconding ~~by a Member~~ and to the nominee's acceptance. ~~At the completion of the Nomination Period, a list of nominees for each office shall be communicated to Members of the Association. Elections may be held (i) by written ballot at a membership meeting called and held in accordance with Article IV, (ii) by electronic ballot as recommended by the Secretary and approved by the Board of Directors; or (iii) by such combination of (i) and (ii); provided that in all cases the Board of Directors must unanimously agree that such election procedures would reasonably result in the provisions of Article V, Section 1 being complied with. A committee comprised of not less than three Members (the "Election Committee) shall be responsible for overseeing the election of Officers including the counting of all ballots cast. The Election Committee shall be formed by Members however in no case may a nominee in the election be eligible to serve on the Election Committee. The Election Committee shall report the results of the election to the Members.~~

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Section 8. Removal of Officers. No elected ~~Officer~~ shall be removed from office and/or membership before expiration of his/her term except for cause. Cause shall include misappropriation of Association funds, consistent failure to perform the duties of the office and/or violation of Association by-laws or policies. A resolution that an ~~Officer~~ be removed from office must be passed by a two-thirds majority vote of the membership, in accordance with Article V, Section 3.

Section 9. Vacancies. If there shall be a vacancy in any elected ~~office~~, the Board of Directors shall appoint a successor to fill the unexpired portion of the term. ~~Such appointment requires a majority vote by the Board of Directors.~~

ARTICLE IV. MEETINGS

Section 1. Time and Place of Meetings. Membership meetings shall take place ~~in a manner and~~ at a time and place determined by the Board of Directors ~~as communicated in advance to Members. Meetings may be conducted in person, by telephone or other means as determined by the Board.~~ Board of Directors' meetings shall take place in accordance with the provisions of Article III, Section 6.

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Section 2. Quorum. A quorum at all membership meetings shall consist of twenty five percent of the Members of the Association, at least one of whom shall be an elected Officer of the Association. A quorum at all Board of Directors meetings shall consist of at least half of the Association's Officers. In such cases where voting is performed remotely by electronic means (by on-line poll for example) then the number of Members present shall be based on the number of ballots cast.

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Section 3. Rules of Order. The Association may establish and amend such rules of order as may be necessary for the conduct of business at meetings.

ARTICLE V. MEMBERSHIP VOTING

Section 1. Who May Vote. All Members are eligible to vote, and each Member shall have one vote on any issue put to a vote of the membership.

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Section 2. Required Vote. All issues shall be decided by a simple majority vote from among all votes cast (including written ballots, if any), except for the following issues, which must be decided by a two-thirds majority of all votes cast: amendments to these by-laws, removal of Officers, removal of Members and reversal of decisions of the Board of Directors. A vote on an amendment to these by-laws shall be taken only after notice of the proposed amendment has been given to the Members in the newsletter. Abstentions shall not be considered cast votes. In the event of a tie on an issue, the Board members, collectively, shall cast the deciding vote.

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Section 3. Reconsideration of Votes. All votes shall be considered final, and the election or issue that was voted upon may not be reconsidered for at least six months unless a petition signed by the lesser ten percent of the membership or twenty five members, requesting reconsideration of the issue, is presented to the President of the Association.

ARTICLE VI. EXECUTION OF INSTRUMENTS

Section 1. Contracts and Instruments. The Board of Directors may authorize any Officer or Officers to enter into any contract or to execute and deliver any instrument (e.g., checks, titles to property, etc.) in the name of and on behalf of the Association.

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Section 2. Orders for Payment of Money and Evidences of Indebtedness. All checks, drafts other orders for the payment of money or other evidences of indebtedness issued in the name of the Association shall be signed by the Treasurer or such other Officers as the Board may from time to time authorize.

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Section 3. Sale or Transfer of Property. Property owned or held by the Association shall be held by the Board of Directors until disposition is authorized by the Board of Directors.

ARTICLE VII. MISCELLANEOUS

Section 1. Nothing herein shall constitute Members of the Association as partners for any purpose. No Member, Officer, agent or employee shall be liable for the acts or failure to act of any other Member, Officer, agent, or employee of the Association nor shall any Member, Officer, agent or employee of the Association be liable for his/her acts or failure to act under these by-laws, excepting only acts or omissions arising out of his/her willful misfeasance.

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Section 2. Communication to Members as required herein may take the form of e-mail, publication on the Association's website or other such means whether electronic or otherwise as determined by the Board to collectively be reasonably expected to reach substantially all Members. The Board shall evaluate its means of communication to Members on at least an annual basis.

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ARTICLE VIII. EFFECTIVE

Section 1. These by-laws shall become effective upon a two third majority vote of the Members and shall supersede all previous by-laws.