

# **BYLAWS OF NEW ENGLAND BICYCLE RACING ASSOCIATION ("NEBRA")**

## **ARTICLES I OFFICES**

Section 1. **PRINCIPAL OFFICE.** The principal office of NEBRA, hereinafter entitled the Corporation, shall be in the Town of Cumberland, Maine or such other place as designated by resolution of the Board of Directors of the Corporation.

Section 2. **OTHER OFFICES.** The Board of Directors may also elect to open other offices of the Corporation both within and without the State of Maine to conduct the business of the Corporation.

## **ARTICLE II MEMBERS**

Section 1: **RIGHTS.** The Corporation will be controlled by members. No Member shall hold more than one membership in the Corporation. All Members shall have the same rights, privileges, restrictions and conditions. Membership shall be on an annual basis. Any person, partnership, corporation, association or other legal entity who or which is a United States Cycling Federation ("USCF") licensed club located in one of the New England states or located in New York State and whose members participate principally in USCF races held in New England during that year, or that person or entity shown as the licensee on a USCF licensed race held in one of the New England states during that year, is eligible to be a Member of the Corporation in that year. There is no limitation on the number of Members of the Corporation. Membership interests in the Corporation are not transferable.

Section 2. **MEMBERSHIP DUES.** Anyone eligible to become and wishing to become a Member of the Corporation shall pay annual dues to the Corporation of \$100.

Section 3. **MEMBERSHIP BOOK.** The Corporation shall maintain a membership book listing the name and address of each Member. The book shall also contain the date the membership of any Member in the Corporation ceases. The membership book will be kept in the principal place of business of the Corporation.

Section 4. **NONLIABILITY OF MEMBERS.** No Member by virtue of just being a Member of the Corporation shall be liable for the debts, liabilities or obligations of the Corporation.

Section 5. **TERMINATION OF MEMBERSHIP.** A Member's membership interest in the Corporation shall terminate on the occurrence of any of the following events: Upon receipt by an Officer or Director of a Member's written resignation of membership in the Corporation, upon death of a Member if a natural person or the dissolution of the Member if a corporation, partnership or association, upon the failure of a Member to pay membership dues by the due date, or upon the Member failing to abide by the Bylaws of the Corporation. Termination of membership for non-payment of dues occurs automatically without notice being given by the Corporation. Membership may be reinstated in full if delinquent dues are paid within thirty (30) days of the due date, or If, after being given an opportunity to be heard, the Board of Directors for the Corporation finds that a Member has engaged in conduct that violates the purposes for which the Corporation was formed, or has breached the duty of good faith owed to the Corporation to such a degree that the Member's membership interest in the Corporation should be terminated. In the event of a termination, the Member so terminated will receive a pro-rated refund of dues paid to the Corporation.

Section 6. **ANNUAL MEETINGS.** At least one meeting of the Members will be held each year. This annual meeting will be held at the principal office of the Corporation designated in Article 1 or such other place as chosen by the Board of Directors. The annual meeting of Members shall be held on a date and at a time designated by the Board of Directors beginning in the year 2002. The purpose of the annual meeting will be to transact any and all business of the Corporation including but not limited to the election of the

Board of Directors and the ratification of the acts of the Board of Directors undertaken since the last meeting of members.

Section 7. SPECIAL MEETINGS. Special meetings of the Members may be called for any purpose or purposes by: A majority of the Board of Directors, or a written request of Members owning a majority of the membership certificates of the Corporation. All requests for a special meeting of Members must state the reason for which the special meeting of Members is being sought. Requests to have a special meeting of Members will be considered served on the Board of Directors of the Corporation if they are given to any member of the Board of Directors or any Officer of the Corporation by either personal delivery or certified mail. Upon receipt of a valid request for a special meeting by a Member, the Board of Directors will schedule a special meeting at a date not less than thirty (30) days nor more than sixty (60) days from the receipt of the request. The Board of Directors shall give notice of the special meetings to all Members entitled to vote. If the Board of Directors fails to give the notice of the special meeting, the person or persons making the request for the special meeting may set the date and time of the special meeting and give the notice themselves.

Section 8. NOTICES OF MEETINGS. Notices of all Member meetings shall be in writing and must be signed by the President, Vice President, Secretary, or Clerk of the Corporation. All notices of a Members meeting must contain a statement about the purpose for which the meeting is to be called and any special business which is to be conducted therein. The notice must also state the date, time and place of the meeting. The notice must be either delivered or mailed to each Member at least fifteen (15) days before the meeting. If the notice is mailed, it must be sent to the last known address of the Member as it appears on the Corporation's books. Upon such mailing the service shall be deemed complete. If the Corporation does not have an address of a Member or knows that the address it has is no longer valid, it shall give notice to that Member by publishing it at least once in a newspaper of general circulation in the county of the Member's last address of record with the Corporation. Personal delivery of a notice to any officer of a corporation, a member of an association, or any partner of a partnership which is a Member of the Corporation shall constitute valid service on the Member corporation, partnership or association. The officer of the Corporation giving notice of the meeting shall file a declaration with the minutes of the Corporation stating that notice of the meeting has been duly given to all Members entitled to vote. If a meeting is adjourned after being properly called for less than thirty (30) days, no new notice need be given to the Members. If a meeting is adjourned for more than thirty (30) days, a new notice of the date, time and place or the resumption of the meeting must be given to the Members.

Section 9. BUSINESS AT THE MEETING. At a special meeting of Members, the business transacted therein shall be limited to that which is stated in the notice of the meeting unless all of the Corporation's Members are present in person or by proxy and all agree to additional business being conducted.

Section 10. QUORUM FOR MEETING. If Members representing 33.33% of the corporate membership certificates issued, outstanding and entitled to vote are present either in person or by proxy, a quorum shall exist for conducting the meeting. If, however, a quorum does not exist either in person or by proxy, a valid meeting cannot be held. If a quorum is present when the meeting is called, the Members may continue to hold the meeting and transact business until adjournment, even if some Members leave so that a quorum is no longer present, provided a majority of members who constituted the initial quorum still remain.

Section 11. MAJORITY RULES. At a duly called meeting with a present quorum, a majority vote of the quorum of Members, either in person or by proxy, shall determine the passage of any corporate resolution or other business matter unless either state law or the Articles of Incorporation require a different percentage of vote.

Section 12. RECORDS DATE. Only those persons or entities who are shown to be the holders of membership certificates in the records of the Corporation on the day of any meeting of Members or such other day as fixed by the Board of Directors shall be entitled to vote.

Section 13. PROXIES. At any Member meeting, a Member may be represented by a person or persons to vote for the Member. A proxy must be in writing and designate under what terms the person holding the

proxy may vote. A proxy shall not be valid for more than ninety (90) days after the date of its execution unless the Member executing it specifies the time for which it will last, but in no event shall it remain in force for more than two years from the date of its execution. Once duly created, a proxy shall remain in effect until it expires, is revoked or another proxy is subsequently given to another person.

Section 14. ACTION TAKEN WITHOUT A MEETING. Except for the election of Directors, Members can without a meeting undertake any business that would otherwise require a meeting if authorized by the written consent of Members holding a majority of voting power, unless state law or the Articles of Incorporation require a higher voting percentage.

Section 15. CONSENTS TO MEETINGS. The actions undertaken at a meeting of Members, that was not properly called and noticed shall nevertheless be valid if: A quorum was present either in person or proxy, and each of the Members entitled to vote and who were not present in person or by proxy sign a written waiver of notice or a consent to the holding of such meeting and the approval of the actions taken therein. All such waivers and consents must be filed with the corporate books and made a part of the minutes of the corporate meeting therein. A Member's attendance of a meeting which was not properly called and noticed shall constitute a waiver of notice unless an objection is made on the record at the meeting.

Section 16. CONDUCT OF MEETING. The President, if present and if not then the Vice President, shall call a meeting of Members together and preside over the meeting as the Chairman. If neither the President nor the Vice President is present, the Members shall appoint a person to serve as the Chairman. The Secretary of the Corporation, if present and if not a person chosen by the Members, shall serve as the secretary of the meeting of Members.

### ARTICLE III DIRECTORS

Section 1. NUMBER OF DIRECTORS. The number of Directors which will compose its Board of Directors shall be five (5). All Directors shall be of legal age and shall all be residents of one of the New England states. The Directors shall be elected at the annual meeting of Members except where a vacancy is filled pursuant to Section 4 below. Each Director shall hold office until a successor is elected or appointed. Directors do not need to be Members of the Corporation.

Section 2. STANDARD OF CARE. Each Director shall perform his or her duties, including those of being a Member on any corporate board, in good faith. Each Director shall execute all duties through the use of the standard as to what in the Director's opinion is in the best interests of the Corporation. In making all decisions a Director shall utilize such reasonable care and inquiry as a reasonably prudent person in a like situation would employ.

Section 3. VACANCIES ON THE BOARD. Vacancies on the Board and new positions created by increasing the number of Directors may be filled by a vote of the majority of the remaining Directors even though they may constitute less than a majority of the full Board. A vacancy on the Board shall be deemed to exist upon the death, resignation, or removal of any Director, an increase in the number of Directors or a failure of the Members to fill all Board vacancies at any meeting of Members to elect Directors. The Members may elect Directors at any time to fill vacancies on the Board which have not been filled by the Directors. Such election shall require consent of Members holding a majority of the Corporation's voting stock.

Section 4. REMOVAL OF DIRECTORS. The Members may at any time remove the entire Board of Directors or any individual Director as provided by these Bylaws. The remaining board, or the Members, at a special meeting, may elect directors to fill such vacancies as may result.

Section 5. POWERS OF THE BOARD OF DIRECTORS. The Board of Directors, unless closely held corporate status is elected in which case the Members would manage the Corporation, is responsible for the management of the Corporation's business and legal affairs. Towards this end, the Board will exercise all of the corporate powers to do such lawful acts which are not prohibited by either state law or the Articles of Incorporation.

## MEETINGS OF THE BOARD OF DIRECTORS

Section 6. DIRECTORS MEETINGS. The Board of Directors shall set all meetings of the Board, both regular and special, pursuant to these Bylaws. Such meetings may be held both within and without the state of incorporation as designated by the Board.

Section 7. ANNUAL MEETINGS. Regular meetings of the Board of Directors may be held without notice at such time and place as set by the Board of Directors. The Board of Directors shall hold an annual meeting without notice immediately after and at the same place as the annual meeting of members. Regular non-annual meetings of the Board of Directors (weekly, monthly or quarterly) shall be held at the corporate offices or such other place as may be designated, as follows: Time of the Meeting: Date of the Meeting: If the date for the regular meeting falls on a holiday or weekend, the meeting shall be held on the next business day. No notice for a regular meeting set in these Bylaws need be given.

Section 8. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President or Secretary upon receipt of a written request to do so from a Director. Written notice of Special Meetings shall be given to each Director at least fifteen (15) days prior to the meeting. Such notice shall be given either personally to each director or by mail. If the notice is mailed, then it must be sent to the last known address of the Director as it appears on the Corporation's books. Upon such mailing the service shall be deemed complete. If the Corporation does not have an address of a Director or knows that the address it has is no longer valid, it shall give notice to that Director by publishing it at least once in a newspaper of general circulation in the county of the Corporation's principal office. The actions taken at a special meeting of Directors which was not properly called and noticed will nonetheless be considered valid if: All of the Directors are present at the meeting and sign a written consent a. to the meeting and the actions taken thereunder, or b. A majority of the Directors are present at the meeting and those Directors not present sign a written consent to the meeting and the actions taken thereunder. Such consent may be given either before or after the meeting has been held. If a Director attends a special meeting which was not properly called and noticed without objecting upon arrival, that Director waives such notice and the actions taken thereunder shall be as valid as if the meeting was properly called.

Section 9. QUORUM. At any meeting of the Board of Directors no action may be undertaken unless a quorum of Directors is present. A quorum of Directors shall constitute a majority of duly elected and appointed Directors. Unless state law specifies a higher percentage, every act or resolution of the Board shall need only a majority vote of the quorum to pass.

Section 10. RESIGNATION. A Director may resign at any time effective upon giving written notice to the Board of Directors. Upon notice of the resignation the Board shall notify the members and either fill the vacancy by appointment or schedule a special meeting of Members for the election of a new Director.

Section 11. COMPENSATION OF DIRECTORS. The Corporation shall pay mileage expenses (as per U.S. Treasury rates then in effect) incurred by its Directors in attending any meeting of the Board but the Directors shall not be paid any salary or other compensation for serving as a Director.

## COMMITTEE OF DIRECTORS

Section 12. UTILIZATION OF COMMITTEES. The Board of Directors has the authority to create as it deems necessary committees of one or more Directors to exercise the powers of the Board of Directors in specified areas of the Corporation's business and legal affairs. A committee so formed may be given the power to affix the corporate seal to documents which it may execute.

Section 13. COMMITTEE MINUTES. All committees created by the Board shall keep regular and detailed records of their activities and make regular reports to the full Board of Directors.

Section 14. CONSULTANTS. The Board of Directors has the authority to appoint one or more persons to serve as consultants to the Board. Such consultants perform such special assignments as delegated to them by the President and furnish such consultations on such matters as requested by the Board.

## ARTICLE IV

### NOTICES

Section 1. NOTICE TO DIRECTORS AND MEMBERS. All notices to Directors and Members must be in writing and given by personal delivery, by telegram, regular U.S. mail, or by email. If the notice is mailed, then it must be sent to the last known address of the Director or Member as it appears on the Corporation's books. Upon such mailing the service shall be deemed complete. If the Corporation does not have an address of a Director or Member or knows that the address it has is no longer valid, it shall give notice to that Director or Member by publishing it at least once in a newspaper of general circulation in the county of the Director's or Member's last known address of record with the Corporation.

Section 2. WAIVER OF NOTICE. If a person who is entitled to vote at any meeting, be it a Members or Directors meeting, is not given such a valid notice of the meeting, no action undertaken at such meeting will be valid unless the person gives a valid waiver of notice. A waiver of notice is accomplished by: Being present at the meeting and either not objecting to the meeting or a. entering oral consent to the meeting on the record, or Executing a written waiver of notice for the meeting and the business to be b. transacted therein. Once a waiver of notice has been validly executed, the transaction undertaken at the meeting, if a quorum was present, shall be as valid as if the meeting had been properly called and noticed.

## ARTICLE V

### OFFICERS

Section 1. APPOINTMENT. The Board of Directors shall appoint the officers of the Corporation. The initial Officers of the Corporation shall be the President, Vice President, Clerk, Secretary and Treasurer. The Board may appoint assistants to the above officers as it deems appropriate. Any person can hold two or more offices unless precluded by state law. The election of officers shall normally occur, except for the filling of vacancies, at the annual meeting of Directors following the annual meeting of Members.

Section 2. OFFICERS' SALARIES. The Board of Directors shall set by resolution the salaries and compensation to be paid by the Corporation to the officers, although it is anticipated that at least initially the officers shall not receive any salary or other compensation from the Corporation.

Section 3. OFFICERS' TERM OF OFFICE. The term of office for the officers of the Corporation shall continue to their death, resignation or removal. Any officer may be removed from office by the Board at any time by a majority vote. Any vacancy in any office of the Corporation shall be filled by the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors. A resignation shall take effect on the date specified in the notice unless the Board of Directors votes to have a sooner date and removes the resigning officer prior to the effective date of the resignation.