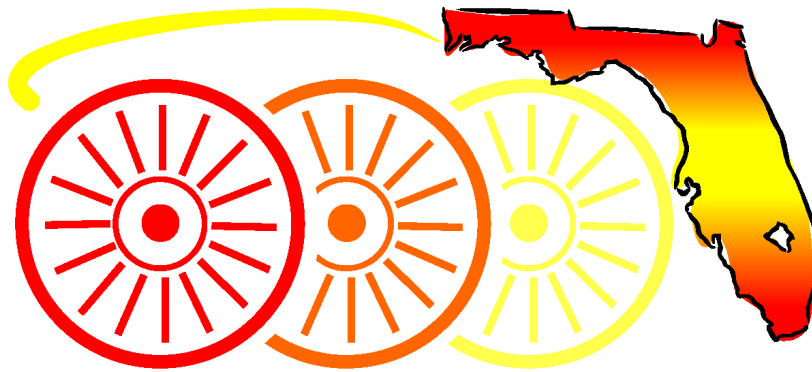


FRCA

Florida Road Cycling Association



BYLAWS

First Approved on January 25, 2005

Revisions: None as of October 26, 2007

Bylaws

Florida Road Cycling Association

1. LEGAL NAME AND DESCRIPTION

The exact legal name is Florida Road Cycling Association. For purposes of this document, FRCA will be used to represent Florida Road Cycling Association. FRCA is an organization of bicycle racing clubs and race promoters from the state of Florida.

2. MISSION STATEMENT

Provide an association for the promotion of grass roots cycling and amateur racing development in the State of Florida.

3. METHOD

We will accomplish our mission by coordinating an organized and balanced race calendar, by creating an amateur ranking system, and supporting the promotion of cycling events and services that provide a venue for the development of amateur racers and events. The FRCA will provide a mechanism for the distribution of amateur cycling information throughout Florida that will foster effective communications between all racers, clubs and promoters. The FRCA may also provide grants for junior cycling development, race promotion and race official training and certification. The FRCA will also award and administer the State Championship competitions.

4. MEMBERSHIP AND DUES

4.1. Member Clubs:

4.1.1. Any USAC affiliated bicycle club located within the state of Florida may, subject to these By-Laws and the rules of the Association, become a member of FRCA. Applicants must complete the form of application, if applicable, as prescribed by the Board from time to time and pay membership dues as determined by the Board. The length of term for all club memberships shall be established from time to time by the Board of Directors; provided, however, that until such time or times as the Board may otherwise establish, membership terms shall be for one (1) year and may be successively renewed (subject to these By-Laws and the rules of the Association).

4.1.2. The Board of Directors shall also determine periodic dues in the Board's sole discretion. Without limiting the generality of the foregoing or of the Board's discretion, the Board may from time to time establish different tiers or categories of membership in the Association (such as, by way of example and not by way of limitation, corporate membership, individual membership, honorary, etc.), and if the Board elects to establish different tiers or categories of membership, the Board may declare different dues and/or Association rules applicable to such different membership groups.

4.1.3. Member Clubs will be provided access to special services of the FRCA including eligibility in FRCA promotional race series (FRS, Florida Cup or any other series developed by the FRCA), ability to hold State Championship events, and ability for members to hold FRCA Board positions.

4.2. Riders

4.2.1. Riders do not have to be a part of any member club to be considered a member of the FRCA. FRCA rider membership will be comprised of any USA Cycling license holder in the state of Florida. All rider members will be invited to participate in annual meeting and voting however will not be allowed to hold FRCA Board positions unless they are part of a member club as outlined in IV A.

5. MAJOR OBJECTIVES

FRCA shall strive to:

5.1. Coordinate and establish a balanced race calendar.

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- 5.2. Maintain the Florida Ranking System of points (FPS in years past) that will recognize riders from each category.
- 5.3. Encourage promoters to provide races that meet the category-specific USA Cycling time or distance requirements for rider upgrade.
- 5.4. Provide for effective communications between racers, clubs and promoters by encouraging a spirit of cooperation and volunteerism;
- 5.5. Create a supportive network and environment that enables race organizers to exchange ideas and support each other.
- 5.6. Provide a mechanism for the distribution of cycling information, race schedules, meetings, awards and other FRCA services.
- 5.7. Provide a support and training system for USCF cycling officials.

6. EXECUTION

6.1. Event scheduling

- 6.1.1. FRCA will hold bi-annual meetings to plan the calendar for the following year and adopt new or modify existing bylaws. Clubs should be prepared to commit to dates and types of events as much as possible at this meeting.
- 6.1.2. Changes to dates and events will be allowed throughout the year, but clubs wishing to do so should be willing to accept the dates that are, at that time, still available.
- 6.1.3. Event dates will be awarded on a first-come-first-served basis. In the event that a conflict arises that can't be resolved by the promoters the FRCA Board of Directors will vote to resolve the conflict, taking into consideration issues such as availability of course, distance between the two events and other open weekends. Every effort will be made to avoid having two FRCA-endorsed events on the same day.
- 6.1.4. Florida State Championship events will be awarded at the bi-annual meetings but will be open to FRCA member clubs only. Preference will be given to race venues that, based on the board's discretion, are high quality and challenge a broad range of racing skills (climbing, sprinting, cornering, power, etc.) for the type of championship event.

6.2. Other FRCA Services

- 6.2.1. FRCA will provide a website for the distribution of information including event schedules, series rankings and results, meetings, awards, USA Cycling announcements, forms, promoter resources and other information deemed important to the promotion of cycling in Florida.
- 6.2.2. FRCA may award racers, other non-profit cycling organizations and promoters support to assist in furthering the mission of the association.
- 6.2.3. FRCA may provide assistance to member clubs to support events through the use of association funds, owned equipment, and personnel.
- 6.2.4. FRCA may provide support and assistance to new or current USCF officials through training, stipends, travel vouchers other means deemed appropriate by the association. Official fee waivers or assistance may be available for member clubs depending on funding availability and Board approval.

6.3. Board of Directors, Meetings and Elections

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- 6.3.1.** Except as may be otherwise provided in the articles of incorporation of the Association or by law, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Association shall be managed under the direction of its Board of Directors.
- 6.3.2.** The Board of Directors of the Association shall consist of six (6) persons. The number of directors may at any time and from time to time be increased or decreased by action of the Board of Directors, but no decrease in the number of directors shall have the effect of shortening the term of any incumbent director or of reducing the number of directors to fewer than three (3). The President, Vice president, Secretary, Treasurer, and Member at Large and Official at Large of the Association shall automatically become members of the Board. Any directors at large shall be elected from the membership of the Association. The chairperson of the Board shall be the President. A director must be a natural person of at least 18 years of age, who is a club member of an Association member in good standing of the Association, and who has never been convicted (including voluntary pleas or nolo contendere) of any felony or equivalent crime.
- 6.3.3.** FRCA officers will be elected annually. FRCA officers will be elected from the body of FRCA members. They will hold office for one year terms. Officers may be re-elected. Elections for all directors and the aforesaid six (6) officer positions shall be held each year during the annual meeting of the membership. At the annual meeting, the members shall, prior to nominations or voting for any at large positions, nominate and elect the President, Vice President, Secretary, and Treasurer in that order. Such officers shall also automatically become directors as provided above. After the nomination and election of the aforesaid automatic director positions, the members shall nominate and elect any at large positions. Each director shall hold office until a successor has been elected and qualified or until an earlier resignation, removal from office, or death. Nothing herein shall be deemed to prohibit a member from serving more than one (1) term as an officer of the Association.
- 6.3.4.** The duties of the officers are as follows:
- 6.3.4.1.** President – The leader responsible for all aspects of FRCA. Duties will consist of (subject to the control of the board), but not be limited to: coordinating the calendar with promoters, negotiating date disputes, enforcing FRCA rules, appointing committees and/or special positions (i.e., webmaster), acting as a liaison between clubs and governing body representatives when necessary, and seeking new ways to improve amateur cycling in Florida.
- 6.3.4.2.** Vice President – Duties will consist of assisting the President with the leadership responsibilities of FRCA and assuming the duties of the President in the President's absence, removal or early resignation.
- 6.3.4.3.** Secretary – Duties will consist of overseeing and implementing the FRS points system, recording the minutes of FRCA meetings, recording the results of votes taken at meetings and online, keeping track of results from promoters and maintaining a history of past FPS and Florida Cup winners. Additionally, the Secretary will be responsible for the safekeeping and storing of FRCA documents, as well as filing local, state or federal documents.
- 6.3.4.4.** Treasurer – Responsible for managing the funds of FRCA collected from USA Cycling, events and sponsors. Also responsible for paying FRCA bills incurred and purchasing any prizes given out for the FRS/Florida Cup series. Must keep a detailed transaction report and provide it to member clubs upon request. Responsible for paying any applicable fees to local state or federal authorities.
- 6.3.5.** Each and every officer and agent of the Association shall possess, and may exercise, such power and authority, and shall perform such duties, as may from time to time be assigned to him or her by the Board of Directors, the officer appointing him or her, and such officer or officers who may from time to time be designated by the Board to exercise supervisory authority.
- 6.3.6.** The Board of Directors may in its discretion promulgate rules or policies for reimbursement of out-of-pocket expenses actually and reasonably incurred by officers or agents of the Association in furtherance of bona fide Association activities, or the Board may authorize and direct the Treasurer to make reimbursement for

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any of such expenses so incurred on a case-by-case basis from time to time. The Board of Directors may provide compensation to officers or contract employees of the association as needed.

- 6.3.7. In the event that an officer position is vacated, the existing board members may change offices and nominate a candidate to fill the remaining vacancy. The membership will have an opportunity to vote on whether to accept the nomination. A nomination is successful by obtaining a 2/3 vote. Should the nomination fail, this subsection shall be repeated until a nomination is approved. An exception to this subsection is the office of president, which is handled in accordance with subsection 2(d)(ii) of this section.
- 6.3.8. The Board shall meet at least semi-annually and such meeting shall, unless determined by the Board in its sole discretion, be held at the same time and in the same place as the membership meeting of the Association.

7. D. Voting

7.1. Board of Directors

- 7.1.1. Management of the Association shall be vested in the Officers as hereinafter provided, but with respect to those matters regarding which any matter is put to a vote of the members in the Officers discretion or regarding which any member is entitled to vote as may be required by applicable law or under these By-Laws, each member shall have one (1) vote. There will be no cumulative voting. If and to the extent the Officers, acting in its sole discretion, puts any matter to a vote of the Association membership, whether on a frequent or regular basis or otherwise, in no event shall any binding precedent or duty of any kind be created that would oblige the Board to again put the same or similar matters to a vote of the membership in the future. The outcome of any member vote shall be determined by the Secretary of the Association, and the Secretary's determination shall be deemed final.
- 7.1.2. Quorum. A majority of the number of directors fixed by, or in the manner provided in, these By-Laws shall constitute a quorum for the transaction of business; provided, however, that whenever, for any reason, a vacancy occurs in the board of directors, a quorum shall consist of a majority of the remaining directors until the vacancy has been filled.
- 7.1.3. The act of a majority of the directors present at a meeting at which a quorum is present when the vote is taken shall be the act of the Board of Directors.
- 7.1.4. The act of a majority of the directors present at a meeting at which a quorum is present when the vote is taken shall be the act of the Board of Directors.

7.2. General Membership

- 7.2.1. Each FRCA member in good standing will have one vote.
- 7.2.2. Voting will normally take place at an official FRCA meeting. In order for voting to occur, a quorum of 50% of the FRCA membership must be present. In the event that this is not possible, or is deemed impractical, voting will take place on the private FRCA membership discussion and voting forum.
- 7.2.3. Issues to be voted upon shall be announced at least two (2) weeks in advance so as to allow the FRCA membership ample time to consider and discuss the issue and to make plans to attend the vote.
- 7.2.4. If a quorum is present at a meeting of the members, action on a matter (other than the election of directors) by the members present in person or by proxy is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless a greater or lesser number of affirmative votes is required by the articles of incorporation of the Association or by law.

8. AMENDMENTS AND CLUB PROPERTY

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- 8.1. These By-Laws may be modified, altered, amended, or repealed, and new bylaws may be adopted, by action of the Board of Directors.
- 8.2. All right, title and interest in and to any property, whether real, personal or mixed, acquired through expenditure of Association funds or use of Association resources shall vest exclusively in the Association, and any person who acquires any such property through use of Association funds or resources shall hold such property in trust for the Association and not to the personal use or benefit of any such person, and upon request of the Board of Directors or any officer of the Association, any such person shall immediately (i) relinquish possession and control of any such property to such person as may be designated by the Board of Directors or such officer, and (ii) execute and deliver such document or instrument deemed necessary or appropriate to evidence Association ownership of such property (including, but not limited to, deeds, bills of sale, assignments, etc.).

9. COMMUNICATION

FRCA will utilize a web site for communicating with the cycling public. The site will contain:

- 9.1.1. A current race calendar;
- 9.1.2. Race results;
- 9.1.3. The current Florida Cup standings;
- 9.1.4. A list of member clubs, including web links if available;
- 9.1.5. The Florida Cup rules;
- 9.1.6. A list of FRCA Officers and Board members, including contact information;
- 9.1.7. A FRCA rider forum;
- 9.1.8. A private FRCA membership discussion and voting forum. This forum will eliminate much of the need for travel to meetings.

10. COSTS AND FUNDING

Member clubs will pay a yearly fee in accordance with section IV A. The yearly fee is \$150 and will allow member clubs all of the privileges of the FRCA as outlined in these by-laws.

11. DISSOLUTION CLAUSE

Upon dissolution of the organization known as Florida Road Cycling Association, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, 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 by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes. Distribution of Assets. Upon dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Association, dispose of all of the assets of the Association to such organization(s) organized and operated for the same or similar purposes as this Association as shall at the time qualify as an exempt organization under Section 501(c) the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Selection of the recipient qualifying organization shall be determined by the Board of Directors.

12. ADOPTION OF BYLAWS

We, the undersigned, are two of the initial officers of this association, and we consent to, and hereby do, adopt the foregoing Bylaws, as the Bylaws of this association.

Dated: 1/25/2005

_____(Signature on File)_____

Tim Molyneaux, President

_____(Signature on File)_____

Dave Stedje, Treasurer