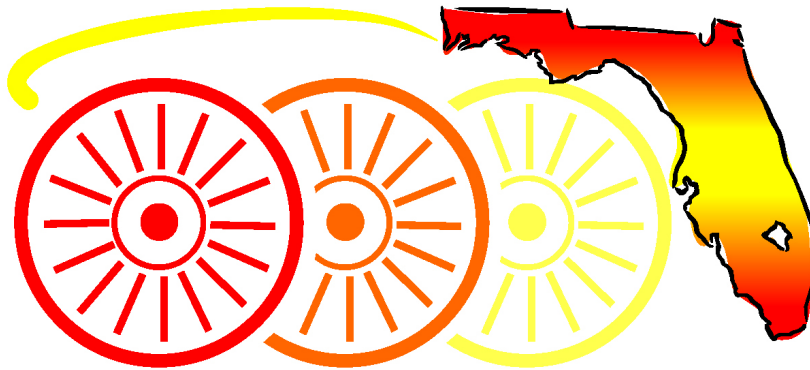


FRCA

Florida Road Cycling Association



BYLAWS

First Approved on January 25, 2005

Revisions 1 approved on October 15, 2010

Bylaws

Florida Road Cycling Association

1. LEGAL NAME AND DESCRIPTION

The 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 cyclists and race promoters from the State of Florida.

2. MISSION STATEMENT

The FRCA's mission is to Support and Develop Amateur Cycling in the State of Florida on behalf of the United States Cycling Association.

We will accomplish our mission by:

- Supporting and overseeing a RACING CALENDAR and RANKING SYSTEM
- Developing and overseeing specific PROGRAMS like Junior Development Program, Women Development Program, Promoters Program, Officials Program, Recognition/Awards Program, Marketing Program
- Supporting and overseeing the PROMOTION of cycling events and services that provide venues for the development and growth of cycling in Florida
- Providing the COMMUNICATION mechanisms for the distribution of amateur cycling information and resources throughout Florida that will foster effective communications between all racers, clubs and promoters.

3. MEMBERSHIP AND DUES

- 3.1. Subject to these By-Laws and the rules of the Association, any person holding a current USA Cycling Domestic Member License and is a resident of the State of Florida shall be a member of FRCA.
- 3.2. The Board of Directors shall have the authority to establish and assess periodic dues and fees 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 fees and/or Association rules applicable to such different membership groups.

4. MAJOR OBJECTIVES

FRCA shall strive to:

- 4.1. Coordinate and establish a balanced race calendar.
- 4.2. Maintain the Florida Points System of points that will rank riders from each category.
Encourage promoters to provide races that meet the category-specific USA Cycling time or distance requirements for rider upgrade.
- 4.3. Provide for effective communications between racers, clubs and promoters by encouraging a spirit of cooperation and volunteerism;
- 4.4. Create a supportive network and environment that enables race organizers to exchange ideas and support each other.
- 4.5. Provide a mechanism for the distribution of cycling information, race schedules, meetings, awards and other FRCA services.
- 4.6. Provide a support and training system for USCF cycling officials.

5. EXECUTION

5.1. Board of Directors

Bylaws

Florida Road Cycling Association

- 5.1.1.** 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.
- 5.1.2.** The Board of Directors of the Association shall consist of seven (7) 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). 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 member of the Association in good standing, and who has never been convicted (including voluntary pleas or nolo contendere) of any felony or equivalent crime.
- 5.1.3.** FRCA Officers shall be elected annually by the Board of Directors. They will hold office for one year terms. Officers may be re-elected. Elections for the Board of Directors shall be held annually, but except as otherwise provided hereinafter, Directors shall serve two (2) year terms.. Nominations shall be made by the members in a form and manner prescribed by the Board of Directors. Voting shall be conducted by electronic means. Beginning with the elections for the 2011 calendar year, those nominees who receive the four (4) highest vote totals shall serve a two (2) year term. The remaining three (3) Directors shall serve a one (1) year term. Thereafter beginning with the elections for the year 2012, all members of the Board of Directors shall serve a two (2) year term. 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. If a vacancy should occur prior to the expiration of a Director's term, a majority of the remaining members of the Board of Directors shall appoint a member to fill the unexpired term.
- 5.1.4.** The duties of the Officers are as follows:
- 5.1.4.1.** 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.
- 5.1.4.2.** 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.
- 5.1.4.3.** 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.
- 5.1.4.4.** 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 and the filing of any tax returns.
- 5.1.5.** 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 of Directors may authorize and direct the Treasurer to make reimbursement for 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.

Bylaws

Florida Road Cycling Association

- 5.1.6. In the event that an Officer position is vacated, a majority of the remaining members of the Board of Directors may change offices and nominate a candidate to fill the vacancy.

5.2. General

- 5.2.1. FRCA shall conduct meetings to plan the calendar for the following year and adopt new or modify existing bylaws.
- 5.2.2. Events which were on the FPS schedule the previous year shall be given a preference by the Board of Directors with respect to the scheduling of dates. Dates for all other events shall be awarded on a first-come-first-served basis with consideration given based on promoter history, number of events requested by an individual promoter, and other factors as the Board of Directors deems necessary. In the event that a scheduling conflict arises that can't be resolved between the involved promoters, the Board of Directors shall resolve the conflict, taking into consideration issues such as availability of course, distance between the two events and any other open weekends.
- 5.2.3. Florida State Championship events will be awarded by the Board of Directors. Preference will be given to race venues that, based on the Board of Directors discretion, are high quality and challenge a broad range of racing skills (climbing, sprinting, cornering, power, etc.) for the type of championship event.
- 5.2.4. FRCA shall 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.
- 5.2.5. FRCA may award racers, other non-profit cycling organizations and promoters support to assist in furthering the mission of the association.
- 5.2.6. FRCA may provide assistance to member clubs to support events through the use of association funds, owned equipment, and personnel.
- 5.2.7. 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 of Directors approval.

6. VOTING

6.1. Board of Directors

- 6.1.1. 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.
- 6.1.2. 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.
- 6.1.3. 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.

Bylaws

Florida Road Cycling Association

6.2. General Membership

6.2.1. Each FRCA member in good standing will have one vote.

6.2.2. Voting will normally take place by electronic means or in any other manner prescribed by the Board of Directors..

7. AMENDMENTS AND ASSOCIATION PROPERTY

7.1. These By-Laws may be modified, altered, amended, or repealed, and new bylaws may be adopted, by action of the Board of Directors.

7.2. 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.).

8. FUNDING AND COSTS

The FRCA may receive funding from USAC, Sponsorships, Membership Dues, Club Fees, Event Fess, and such for the purpose of operating the associating in exclusive and direct benefit of its members.

The FRCA will maintain a budget and complete accounting of all financial transactions.. This information is available to any member upon request.

9. DISSOLUTION CLAUSE

Upon dissolution of the organization known as Florida Road Cycling Association, and the payment of all liabilities, assets of the Association 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 provision, 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.

10. 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: October 15, 2010

Tim Molyneaux, President

Keith Creeden, Treasurer