

SAN DIEGO CYCLO-VETS BICYCLE CLUB INC.

BYLAWS

Article I -NAME

Section 1. This organization shall be known as the San Diego Cyclo-Vets Bicycle Club Inc. (Cyclo-Vets) and shall be representative of its members.

Article II -PURPOSE AND OBJECTIVES

Section 1. The Cyclo-Vets shall have as its purpose the preservation, development and administration of the recreational sport of bicycle racing at the master's level. The Cyclo-Vets shall pursue the following objectives:

a) To encourage participation in masters level bicycle racing.

b) To assist individual members and teams sponsored by the organization to achieve the

highest level of success in masters bicycle racing. c) To promote bicycle races with emphasis on masters' events.

d) To foster improvement in the sport of bicycle racing at local, district, national, and

interational levels.

e) To promote good citizenship and the highest ethical standards (in the interest of bicycle racing) within the bicycling community and the community at large. f) To conduct social activities to foster and encourage comradeship amongst its members.

Article III -MEMBERSHIP

Section 1. MEMBERSHIP

There shall be four classes of membership: racing, supporting, honorary and sponsor. Each member in good standing except for sponsor, shall be entitled to all of the rights and privileges of membership in the club, and shall be eligible to hold office in the club provided he or she meets the qualifications for that office as specified in Articles IV and V.

Section 2. RACING MEMBERS Racing membership shall be open to anyone interested in the sport of bicycling who is willing to abide by all club rules. Racing members who compete in races as members of the Cyclo-Vets shall wear the club jersey.

Section 3. SUPPORTING MEMBERSHIP Supporting membership shall be limited to those individuals who do not participate in competitive events, but who share an interest in bicycling and the promotion of club events. A supporting member may wear the club jersey in rides, but shall not compete in races with a Cyclo-Vet jersey.

Section 4. HONORARY MEMBERSHIP Honorary membership may be awarded on a yearly basis, to individuals in recognition of significant achievement, according to criteria set by the Board of Directors. These members shall be exempt from paying dues. Honorary members racing shall wear the Cyclo-Vet jersey.

Section 5. SPONSOR MEMBERSHIP A sponsor membership shall be limited to those recognized sponsors of the Cyclo-Vets.

Section 6. Members may substitute championship or race leader jerseys for the Cyclo-Vet jersey if the rider is entitled to wear such a jersey. Otherwise, the Cyclo-Vet jersey will be worn during all races and while the rider is on the podium.

Section 7. VOTING PRIVILEGES Each club member in good standing shall be entitled to one vote in all club proceedings.

Section 8. ANNUAL DUES

Annual club dues shall be recommended to the membership by the Board of Directors each year and approved by a two-thirds vote of those members present at a designated yearly meeting.

Membership shall be on a fiscal year basis and shall expire on the last day of the Cyclo-Vets fiscal year. In order for a member to retain an uninterrupted membership, renewal dues must be paid within 60 days of the membership expiration date.

Article IV -OFFICERS

Section 1. ELECTED OFFICERS

Elected officers of the Cyclo-Vets shall consist of a president, a first vice-president, a second vice-president, a Secretary and a Treasurer. Officers shall be members of Board of Directors. The elected vice-presidents shall be considered in line of succession to replace the President in the year(s) following his or her election however this succession guideline is a courtesy not a requirement.

Section 2. BOARD OF DIRECTORS

In addition to the officers, the Board shall consist of elected Members-at-large. Their number shall equal one thirty-third (1/33) of the total club membership, rounded to the nearest whole number. The basis for determining total club membership shall be the number of club members on the date of the appointment of the Nominating Committee for the Board of Directors for the next fiscal year.

The immediate Past President and the Honorary President for Life shall also serve as members of the Board of Directors.

Section 3. COMMITTEE CHAIRS

The President, with the concurrence of the Board, shall appoint Committee Chairs from among the Board members for the standing committees as may be established from time to time by the Board of Directors.

Article V -DUTIES OF OFFICERS

Section 1. The President shall preside at all regular meetings and all Board of Directors meetings; and shall have general supervision of the affairs of the Cyclo-Vets.

Section 2. The Vice-Presidents, in their order, shall have all the powers and perform all the duties in the absence of, or removal of the President. They may be delegated special responsibilities by the Board of Directors.

Section 3. The Secretary shall record the minutes of all meetings and keep accurate records of all proceedings. He or she shall make available copies of the minutes of any meetings to any person so requesting, issue announcements of the next meeting to all Cyclo-Vets members and provide written correspondence as directed by the Board.

Section 4. The Treasurer shall receive and issue receipts for all money coming into his or her hands and shall pay bills after the same shall have been approved and ordered paid by the Board. The Treasurer shall keep record books of all such transactions, making them available for audit at any time.

Article VI -MEETINGS

Section 1. Regular membership meetings of the Cyclo-Vets shall be held at least two (2) times per year. A quorum for voting shall consist of one-tenth (1/10) of the total membership.

Section 2. Regular meetings of the Board of Directors shall be held at least monthly. A quorum shall consist of one-half (1/2) the members of the Board. Attendance at meetings shall be open to all club members, and the time and place of regular meetings shall be publicized. Only Board members may vote at Board meetings.

Section 3. The elected officers may meet as an Executive Committee from time to time as necessary to conduct the administrative affairs of the organization according to club policy or precedent. Any new policy or expenditure must be passed by a majority vote of the Board of Directors.

Section 4. All meetings of the Cyclo-Vets shall be governed by Robert's Rules of Order to the extent such Rules are applicable and not in conflict with the By-Laws.

Article VII -CLUB JERSEY

The club jersey shall include the club name and any designated sponsors names or products, in accordance with the rules of the United States Cycling Federation or the International Amateur Cycling Federation or those of other cycling bodies sanctioning the event.

Article VIII -ELECTION OF OFFICERS

Each year the Board of Directors shall appoint a Nominating Committee three months prior to the end of the Cyclo-Vets fiscal year. The Nominating Committee shall present a list of nominations at the Board meeting two months prior to the expiration of the fiscal year. All members nominated must have agreed to serve.

The names of the Nominating Committee's candidates shall be publicized in all official club communication media. Such publicized nominations may also include requests for nominations from the membership at large. Additional nominations if any must be made and seconded in writing by members in good standing, and additional nominated candidates must also have agreed to serve. Nominations from the membership at large must be submitted to the chair of the Nominating Committee within 15 days of the dissemination of the publicity that solicited the nomination.

Election of officers shall take place by one of the following methods:

1. If only one candidate for each office is submitted by the Nominating Committee after all provisions of the previous paragraph are met, then the Board of Directors shall declare the nominations closed and officially appoint these candidates as the officers for the coming year.
2. By mail-in ballot with each member entitled to one vote. The ballots shall be mailed to each member with a numbered self-addressed return envelope mailed to the Chair of the Nominating Committee who will tally the votes and report back the results. Should the Chair of the Nominating Committee be a candidate for office, the Board shall appoint an alternate to receive and tally the ballots. Results shall be published at the last, September, Board Meeting of the fiscal year.

Article IX -VACANCIES

Should any office of the Cyclo-Vets become vacant, the President, with concurrence of remaining Board, shall fill it by appointment of a member in good standing for the unexpired term. In the event the president resigns, the first vice-president will assume the office. In the event the first vice-president refuses, the second vice-president will become the president.

Article X -COMPENSATION

Club members, including a member of the Board of Directors may be compensated for clearly defined services provided that prior to rendering the services the Board of Directors discuss the services and approve such. Reimbursement for out of pocket expenses shall be available to all members and is not considered compensation.

Article XI -AMENDMENTS

Section 1. An amendment to the By-Laws may be proposed by a member of the Board of Directors, or through petition signed by ten club members submitted to the Board of Directors. The proposed By-Laws, if rejected by two-thirds (2/3) of the Board of Directors, will be dropped. If not rejected, it will appear in all official club publications, with a 30-day minimum notice before being voted on by the club membership at a regular general meeting.

The proposed amendment shall be voted upon by the club membership in the next membership meeting at which a quorum is present (Article VI, Section 1). It must be approved by a majority of those present.

Article XII -DISCIPLINARY ACTION

Section 1. The Board of Directors may, after notice and a proper open hearing, suspend or revoke the membership of any member.

Section 2. Causes for Discipline: any member of the club may be suspended or have his or her membership revoked for misconduct in his or her relations with the club or for conduct which is detrimental to the welfare of the club as a whole. Any person so disciplined shall be asked to surrender his or her membership card, not be allowed to participate in club activities and not have the privilege of racing as a Cyclo-Vet.

Section 3. Removal of any Officer: Any club officer may be removed from his or her elected office for failure to fulfill the duties of that office or failure to represent the club in a manner in keeping with the purposes of the club. Removal shall be accomplished by majority vote of the membership at a designated meeting or a meeting of the Board of Directors. If removal shall be accomplished by a majority vote of the membership at a designated meeting, removal notice shall be given to the membership at least fifteen (15) days before the vote is to be taken.

Article XIII -DISSOLUTION -DISBURSEMENT OF ASSETS

The assets of this organization may only be used to further stated objectives as outlined in Article II -Purpose and Objectives. Should this organization become dissolved or cease to operate, its assets, after the discharge of all debts and liabilities, shall be transferred to another non-profit entity with similar objectives. In no event may any remaining assets be transferred to, or retained by, any individual for personal benefit.

Amended January 18, 1999
Amended May 17, 2003
Amended May 5, 2006 Darryl MacKenzie

Amended September 22, 2010 Howard King

Is/



President