



INDIANA & KENTUCKY CYCLING ASSOCIATION

AMENDED AND RESTATED BYLAWS

ARTICLE 1 – NAME

1.1. Name. The name of the corporation shall be Indiana & Kentucky Cycling Association, Inc. (“INKYCA” or the “Association”). The Association is a non-profit social welfare corporation organized under IRS § 501(c)(4).

1.2. Place of Business. The Association may have such principal and other business offices within the states of Indiana and Kentucky as the Board of Directors may designate or as the business of the Association may require.

ARTICLE 2 – PURPOSE

2.1. To promote, develop and support competitive bicycle racing in the states of Indiana and Kentucky.

2.2. To create and manage programs to assist riders in the development of their competitive skills.

ARTICLE 3 – MEMBERSHIP

3.1. Qualification. Any person, partnership, corporation, association or other legal entity who or which is a USA Cycling licensed club located in the states of Indiana or Kentucky and whose members participate principally in USA Cycling races is eligible to be a Member of the Association. Further, any person or entity licensed as a “Race Director” by USA Cycling and shown by such licensure to be residing in the states of Indiana or Kentucky is eligible to be a Member of the Association. There is no limitation on the number of Members of the Association. Membership interests in the Association are not transferable.

3.2. Term. Memberships shall be one (1) calendar year and expire on December 31, regardless of when one became a member. Membership is renewable annually subject to these bylaws and the rules of the Association. Membership shall be determined through licensing, permitting, or registration with USA Cycling for each calendar year.

3.3. Categories. The Board may establish different tiers or categories of membership in the Association (such as, corporate memberships, 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.

3.4. Dues. At the time of acceptance of these bylaws, the Association is currently funded through an allowance from USA Cycling based on membership in the Association. The Board of Directors reserves the right to establish additional dues, by a two-thirds (2/3) vote of the Board, if circumstances with USA Cycling change or if the Board of Directors otherwise deems dues necessary for the continued financial viability of the Association.

3.5. Termination. Members of the Association may be expelled for the following reasons:

1. Non-payment of dues or other financial obligation to the Association, or,
2. By the affirmative vote of two-thirds (2/3) of the members of the Association for conduct which damages the efforts of or is considered contrary to the interests of the stated mission of the Association.

The membership of any such member, and all the rights pertaining to membership, shall terminate upon expulsion.

3.6. Awards. The Board may from time to time establish and distribute such prizes, medals, plaques or other awards in appreciation of special service, achievement or accomplishment as the Board may deem appropriate. Any cash award must be approved by two-thirds (2/3) of the Board.

ARTICLE 4 – MEETINGS

4.1. Membership Meetings and Annual Meetings. A meeting of the members or Annual Meeting shall be held as the Board of Directors deems necessary to address Association business and such matters as may be brought before the membership. Meetings shall be held at a time and place as determined by the Board of Directors. Notice of membership meetings shall be sent to the members in good standing by electronic mail at least thirty (30) days prior to meeting.

4.2. Annual Meeting. The annual membership meeting shall be held during the fourth quarter of the calendar year, the purpose of which shall be to establish preliminary race schedule and for the transaction of any other Association business.

4.3. Special Meetings. Special meetings of the members, for any reason, shall be held when directed by the chairperson of the Board of Directors, the president, a majority of the Board of Directors, or at the request of no less than one-quarter (1/4) of the eligible members. Special meetings shall be held in a central location convenient to Association members, and notice of such meetings shall be given by electronic mail at least thirty (30) days in advance.

4.4. Time and Place. The Board of Directors may designate the date, time and place for any annual or special meeting of the members or of the Board; provided, however, that if a special meeting has been called by the members as aforesaid, that meeting shall be held on such date and at such time and place as shall be called for by said members in their request for a special meeting.

4.5. Adjourned Meetings. When a meeting of the members is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting. If, however, after the adjournment the Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to the members by electronic mail at least ten (10) days in advance of the adjourned meeting.

4.6. Waiver of Notice. Whenever any notice is required under these bylaws or under applicable law to be given to any member, a waiver in writing signed by the person or persons entitled to such notice, whether signed before, during, or after the time of the meeting and delivered to the Association for inclusion in the minutes or filing with the corporate records, shall be equivalent to the

giving of such notice. Attendance of a member at a meeting, whether in person or by proxy, constitutes waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, unless the member attends a meeting solely for the purpose of stating, at the beginning of the meeting, any such objection to the transaction of affairs.

4.7. Voting. Each active USA Cycling license holder who is a registered member of a member Club and each Race Director shall have one (1) vote. A majority of the votes cast at a meeting, duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, except as otherwise provided by these bylaws.

4.8.1. Proxies. Any member entitled to vote may vote in person, by proxy or by any other method established by the Secretary of the Association as may be determined in the sole but good faith judgment of the Secretary to be expedient and effective under the circumstances (including, but not limited to, verbal communication in person or via telephone, U.S. mail, e-mail, Internet transmission, facsimile or any other form of electronic transmission.) Members may appoint a proxy to vote or otherwise act for him or her by signing a written appointment, either personally or by his or her duly authorized attorney-in-fact.

4.8.2. The appointment of a proxy is effective when received by the Association Secretary or such other officer or agent authorized to tabulate votes, but shall not be valid after 11 months, unless a longer period is expressly provided in the appointment form.

4.9. Quorum. A quorum to do business at a meeting of the members shall be not less than one-quarter (1/4) of the members (rounded to the next whole number) then listed as members in good standing. For the avoidance of doubt, a quorum of the members at any members' meeting shall not be necessary unless a matter is required to be voted upon by the members under these bylaws or applicable law or a matter is put to a vote of the members in the sole discretion of the Board as herein provided in Section 3.4.

4.10. Voting for Directors or Officers. Directors and officers shall be elected by written or electronic ballot as set forth in these Bylaws.

ARTICLE 5 – BOARD OF DIRECTORS

5.1. General Powers. 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.

5.2. Number; Classification; and Qualifications. The Board of Directors of the Association shall consist of seven (7) persons. The number of directors may at any 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 chairperson of the Board shall be the President. A director must be at least 18 years of age and a club member of an Association member in good standing.

5.3. Elections and Term of Office. Director elections shall be held every other year by written or electronic ballot. The Board of Directors shall first issue a call for nominations for the President, Vice President, Secretary, Treasurer, and three (3) At Large Directors. Subject to any restrictions in these bylaws, any active USA Cycling license holder who is a registered member of a member Club and each Race Director may nominate any other member of the Association to serve in any Director position. The period for accepting nominations will be no less than fourteen (14) days.

After the period for nominations has closed, the current Board of Directors shall post nominees to all Voting Members, who will vote electronically through their USA cycling page or a secure online survey company. The President, Vice President, Secretary, and Treasurer shall be elected by simple majority vote. The three At Large Director positions will similarly be elected by majority vote, except that in an effort to keep the Board balanced between Indiana & Kentucky, at least two (2) of the three (3) At Large Directors shall reside in the state that has the fewest representatives on the board. To affect this, the first (1) nominee for At Large Director that has the most votes shall be elected. After this At Large Director is elected, the nominees from the state with the fewest representatives on the board that accumulate the most votes shall be elected for the second and third At Large Director positions.

Each director shall hold office for a term of two (2) years. Nothing herein shall be deemed to prohibit a member from serving more than one (1) term as a director or officer of the Association.

5.4. Annual Meetings. The Board shall meet at least annually.

5.5. Special Meetings. Special meetings of the Board of Directors may be called on no less than seven (7) days' advance notice by the chairman of the Board or by a number of directors that shall constitute a quorum; provided, however, in the case of an emergency (as determined by person(s) authorized to call special meetings) no advance notice will be necessary. The person or persons authorized to call special meetings of the Board may designate any place within the states of Indiana and Kentucky as the place for holding said special meeting of the Board or may hold the meeting by conference telephone call or similar communications equipment. If no designation is made, the meeting shall be held by conference telephone call or similar communications equipment. Notice of any special meeting of the Board may be given in writing or by electronic mail.

5.6. Quorum. A majority of the number of directors fixed by, or in the manner provided in, these bylaws 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.

5.7. Action. 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.

5.8. Presumption of Assent. A director of the Association who is present at a meeting of the Board of Directors or a committee of the Board when corporate action is taken shall be presumed to have assented to the action taken, unless he or she objects at the beginning of the meeting, or promptly on arrival, to hold the meeting or transacting specific business at the meeting, or he or she votes against or abstains from the action taken.

5.9. Meeting Adjournment. A majority of the Board of Directors present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any adjourned meeting shall be given to the directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors.

5.10. Action without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or a committee of it may be taken without a meeting if consent in writing, stating the action so taken, is signed by all the directors or approved by electronic mail. Action taken under

this section is effective when the last director signs the consent (or approves by electronic mail), unless the consent specifies a different effective date. A consent signed under this section shall have the effect of a meeting vote and may be described as such in any document.

5.11. Meetings by Means of Conference Call or Similar Electronic Equipment. Members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone call or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation by such means constitutes presence in person at a meeting.

5.12. Resignation. Directors may resign at any time by giving written notice to the Board of Directors, its chairperson or to the Association. The resignation of any director shall take effect when the notice is delivered unless the notice specifies a later effective date, in which event the Board may fill the pending vacancy before the effective date if it provides that the successor does not take office until the effective date.

5.13.1. Removal. Any director, or the entire Board of Directors, may be removed from office at any time, with or without cause, by the vote or agreement in writing by a majority of all votes of the membership of the Association.

5.13.2. The notice of a meeting of the members to recall a director shall state the specific director(s) sought to be removed.

5.13.3. A proposed removal of a director at a meeting shall require a separate vote for each Board member sought to be removed. Where removal is sought by written agreement, a separate agreement is required for each Board member to be removed.

5.13.4. If removal is effected at a meeting, any vacancies created thereby shall be filled by the members at the same meeting.

5.13.5. Any director who is removed from the Board shall not be eligible to stand for reelection until the next annual meeting of the members.

5.13.6. Any director removed from office shall turn over to the Board of Directors within 72 hours any and all records and property of the corporation in his or her possession.

5.13.7. If a director who is removed shall not relinquish his or her office or turn over records and property as required under this section, legal remedies will be pursued in the circuit or superior court of any county in Indiana or Kentucky as deemed appropriate by the Board of Directors.

5.13.8. A director who also holds another position or office with the Association shall, upon his or her removal from the directorship, automatically be removed from any and all such office(s) and position(s); provided, however, that with respect to any such additional office or position other than president, vice president, secretary, treasurer, the director removed or to be removed may retain such additional office or position if the vote or agreement to remove such person expressly provides that such person shall retain any such office and specifically states which offices or positions such person shall retain.

5.14. Vacancies. Vacancies in the Board of Directors, including any vacancy created by an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors, even though the remaining directors constitute less than a quorum of the Board of Directors, or by the sole remaining director, as the case may be, or if the vacancy is not so filled or if no director

remains, by a vote of the members of the Association as provided under Section 4.10 of these bylaws. A director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be likewise filled by the Board for a term of office until the next election of officers and directors as provided in these Bylaws.

5.15. Compensation. No director shall receive any compensation for acting as director of the Association. The Board of Directors may in its discretion promulgate rules or policies for reimbursement of out-of-pocket expenses actually and reasonably incurred by directors in furtherance of bona fide Association activities, or the Board may authorize and direct the Treasurer to make reimbursement for any such expenses so incurred on a case-by-case basis.

5.16. Budget. The Board shall create a financial budget and balance sheet and make these documents available to the members, upon written request that complies with Ind. Code § 23-1-52-2.

5.17.1. Committees. The Board of Directors, by a majority of the full Board, may designate from among its members an executive committee and one or more other committees, each of which, to the extent provided in the resolution, shall have and may exercise all the authority of the Board of Directors, except as may be prohibited by the articles of incorporation or by law.

5.17.2. Each committee must have two or more members who serve at the pleasure of the Board. The Board of Directors, by resolution adopted in accordance with this section, may designate one or more directors as alternate members of any committee, who may act in the place and stead of any absent member or members at any meeting of the committee.

ARTICLE 6 – OFFICERS

6.1. Officers. The officers of the Association shall be President, Vice President, Secretary, and Treasurer, and any other officers and assistant officers as may be deemed necessary by the Board of Directors. Any two or more offices may be held by the same person, except that the President may not hold the office of Secretary.

6.2. Election; Appointment and Term of Office. The President, Vice President, Secretary and Treasurer shall each be elected by the Voting Members of the Association as provided in these Bylaws.

6.3. Resignation. An officer of the Association may resign from his or her respective office or position by delivering notice to the Association. The resignation is effective when delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Association accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

6.4. Removal. The President, Vice president, Secretary, or Treasurer may be removed by the members in the manner described in Article 5.13 of these bylaws. Any other officer of the Association may be removed from his or her respective office or position at any time, with or without cause, by the Board of Directors.

6.5. President. The President shall be the chief executive officer of the Association and shall, subject to the control of the Board of Directors, generally supervise the business and affairs of the Association, and preside at all meetings of the members, the Board of Directors (as chairperson of the

Board), and all committees of the Board on which he or she may serve. In addition, the president 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, and as are incident to the offices of president or chief executive officer. Duties of the President shall consist of, but not be limited to coordinating the race calendar with promoters, negotiating race date disputes, enforcing Association rules, appointing committees and/or special positions, acting as liaison between clubs and governing body representatives when necessary, negotiating corporate sponsorship for the Association. Unless otherwise provided by law or in the Articles of Incorporation or by the Board of Directors, the President may sign, execute, and deliver, in the name of the Corporation all deeds, mortgages, bonds, contracts, or other instruments authorized by the Board of Directors.

6.6. Vice President. The Vice president 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. Duties shall consist of assisting the President with leadership responsibilities and assuming the duties of the President in the President's absence, removal or early resignation.

6.7. Secretary. The Secretary shall keep the minutes of the proceedings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and the seal of the Association; and keep a register of the post office address of each member of the Association. In addition, the Secretary 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 and as are incident to the office of secretary.

6.8. Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all monetary funds of the Association; receive and give receipts for money due and payable to the Association from any source whatsoever; and deposit all such money in the name of the Association in such banks, trust companies, or other depositories as shall be used by the Association. In addition, the Treasurer 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 and as are incident to the office of treasurer.

6.9. Other Officers and Agents. 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.

6.10. Compensation. No officer or agent shall receive any compensation for acting as an officer or agent of the Association. 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 any of such expenses so incurred on a case-by-case basis.

ARTICLE 7 – AMENDMENTS AND ASSOCIATION PROPERTY

7.1. Amendments. These bylaws may be modified, altered, amended, or repealed, and new bylaws may be adopted, by action of the Board of Directors. Additionally, these bylaws may be amended by a vote of the members at a special meeting of the Association. Any such amendment by a vote of the members must achieve a two thirds (2/3) majority (rounded to the next whole number) in favor of the amendment in order to be adopted. Any amendment put to a vote by the membership must comply with the notice, quorum and voting provisions of Article 4 above.

7.2. Association Property. 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.).

ARTICLE 8 – CORPORATE SEAL AND RECORDS

8.1. Seal. The Board of Directors may provide for a corporate seal, which shall be circular and shall have the name of the corporation, the year of its incorporation, and the state of incorporation inscribed on it.

8.2. Records. All records of the Association, except for those involving threatened or on-going litigation, shall be open to inspection and copying by any member of the Association. The secretary shall be responsible for making such records available to any member who requests them upon reasonable advance prior notice in writing. Any document reproduction or similar costs shall be borne by the party requesting inspection and copying.

ARTICLE 9 – DISSOLUTION

9.1. Dissolution. Upon approval by two-thirds (2/3) of the Board of Directors, a motion to dissolve the Association shall be put to a vote by at least 75% of the membership.

9.2. Distribution of Assets. Upon dissolution, all assets shall be distributed to one or more entities which are exempt from taxation under Section 501(c) of the Internal Revenue Code of 1986 or any future federal tax code.

ARTICLE 10 - INDEMNIFICATION

10.1. The Association shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the Association against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding. It is the intent of the Association that each Director, officer, employee, or agent of the Association be indemnified for their actions on behalf of the Association to the fullest extent permitted by law.

THESE BYLAWS ACCEPTED AND APPROVED ON APRIL __, 2016.

President: Jane Vanni-Noone

Vice President: Curtis Tolson