

BYLAWS
OF THE
MICHIGAN BICYCLE RACING ASSOCIATION
As of January 1, 2021

ARTICLE 1

NAME

The name of this organization shall be "Michigan Bicycle Racing Association" ("MBRA").

ARTICLE 2

OBJECT

The object of this organization is to promote amateur bicycle racing in Michigan.

ARTICLE 3

MEMBERS

Section 1. Class of Members. The organization shall have three (3) classes of members. The designation of such classes and the qualification and rights of the members of such classes shall be as follows:

a. Bicycle Clubs. MBRA membership is open to all bicycle clubs in Michigan who are members of USA Cycling, Inc., and agree to host or co-host at least one (1) MBRA-approved racing event each calendar year. Bicycle club members may promote one (1) event jointly to satisfy the annual event promotion requirement. Each member bicycle club shall be entitled to one (1) vote on all issues subject to vote by the membership. The President of each member bicycle club shall be considered the designated voter unless a different designation is made, in

writing, to the current MBRA President. The designation shall be made no later than the beginning of a meeting at which the vote is called. Only one (1) designation shall be permitted per meeting. If a bicycle club member fails to promote an MBRA-approved event during any calendar year, it will lose its vote until it has promoted an event.

b. Bicycle Race Promoters. MBRA membership is open to all bicycle race promoters who have hosted at least one (1) event in the current or immediate past calendar year. Each bicycle race promoter shall be entitled to one (1) vote on all issues subject to vote by the membership. Each bicycle race promoter member shall designate, in writing, to the current MBRA President, with one (1) representative to cast its vote on any issue subject to the vote by the membership. The designation shall be made no later than the beginning of the event meeting at which the vote is called. Only one (1) designation shall be permitted per meeting. If a member bicycle race promoter fails to promote an MBRA-approved event in any calendar year, they will lose its vote until it has promoted an event.

c. USA Cycling Officials. MBRA membership is open to all active USA Cycling, Inc., licensed officials who have officiated a race in the past calendar year. Each licensed official member shall be entitled to one (1) vote on all issues subject to vote by the membership

Section 2. Transfer of Membership. Membership in the organization is neither transferrable nor assignable.

ARTICLE 4

BOARD MEMBERS

Section 1. Officers. The officers of the organization shall consist of a President, Vice-President, Secretary/Treasurer and Director of Officials. These positions shall comprise the *Executive Committee*.

The Board will also consist of two (2) Coordinator positions including Women's Coordinator and Junior's Coordinator.

The Board shall also select three (3) At-Large members from the cycling community. There is no limitation on membership qualification for the At-Large position. The Board shall strive to select representatives that bring a diversity of views from the bicycling and bicycle racing community. The Board will select members from a pool of applicants solicited as opening arise.

Section 2. Duties and Descriptions of Officer Roles

President - The President is responsible for all aspects of MBRA. Duties will consist of, but not be limited to: setting the budget, coordinating the calendar with promoters, negotiating date disputes, enforcing USA Cycling rules, appointing committees and/or special positions, acting as a liaison between clubs and governing body representatives when necessary, and seeking new ways to improve amateur cycling in Michigan. Schedules annual meeting, monthly Executive Board meetings, and coordinates call-in details. Represents Michigan on the USA Cycling LA Calls.

Vice-President - The Vice-President shall serve in the President's absence. He or she shall be responsible for assisting the current President as needed.

Secretary/Treasurer - Duties will consist of recording the minutes of MBRA meetings, recording the results of votes taken at meetings and online. Additionally, the Secretary will be responsible for the safekeeping and storing of MBRA documents. Responsible for managing the funds of MBRA, including MBRA bank accounts, responsible for paying MBRA bills incurred and keeping a detailed transaction report. Provide financial updates to the board at each monthly meeting and member clubs upon request.

Director of Officials – Serves on the Executive Committee to represent Officials and their concerns. Duties will consist of assigning officials to races, representing Michigan on the USA Cycling Regional Technical Commission, planning, and running official clinics.

Women's Racing Coordinator– Serves on the Board to represent female racers and their concerns as well as address current issues affecting women's racing.

Juniors Racing Coordinator – Serves on the Board to represent junior racers, their parents, and their concerns as well as address current issues affecting juniors racing.

ARTICLE 5

Elections and Voting Procedures

Section 1. Nominations and Elections. At least thirty (30) days prior to the annual meeting of the organization, members who want to run for open board positions must submit a formal request, in writing, to the MBRA Board. All members submitting a request for consideration will be included in the election ballot. The MBRA Board will select an election committee and it will consist of three (3) members not running for (re)election.

Section 2. Eligibility of Board Members. All voting members shall be eligible to become a board member.

Section 3. Ballot Election and Term of Office. Officers will be elected by ballot for a term of two years or until their successors are elected. Officers take office on the first day of the month following the finalized election results.

Section 4. Limitations. Each person elected shall hold only one (1) office at a time. Each person can serve three (3) consecutive terms in the same office. In the event a standing board member has no replacement at the end of three (3) terms or there is no other candidate in an election, that member is eligible to retain his or her current board position.

Section 5. Vacancies. If there is a vacancy in the office of President, the Vice-President will become President. At the next regularly scheduled meeting, there will be an election for Vice-President. Additionally, the remaining officers may call a meeting for the selection/election of a new Vice President. If there is a vacancy in any other office, the board members, through a majority vote, will fill the vacancy.

Section 6. Removal from Offices. Officers can be removed from office, with or without cause, by a two-thirds ($\frac{2}{3}$) vote at a regular meeting, or a special meeting called by the board. However, fourteen (14) days notice must be given to all board members in advance of any such meeting and the notice shall include the fact that the potential removal of a board member from office will be decided at said meeting.

Section 7. Quorum. The quorum for voting members at meetings shall be ten percent (10%) of the members entitled to vote at a membership meeting, and shall include members present in person or by proxy. The quorum for a board meeting shall be three (3) members.

Section 8. Proxies. A member entitled to vote at a membership meeting to express consent or dissent without a meeting may authorize other persons to act for the member by proxy. A proxy shall be signed by the member, or the member's authorized agent or representative, and shall not be valid after the expiration of six (6) months, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of a member executing it.

Section 9. Voting Rights. Each voting member shall be entitled to one (1) vote on each matter submitted to a vote of the members, regardless of the number of categories satisfied in Article 3. When an action, other than an action of the board, is to be taken by a vote of the

members, it shall be authorized by a majority of the votes cast by the members entitled to vote. The board shall be elected by a plurality of votes cast at any election.

ARTICLE 6

MEETINGS

Section 1. Regular Meetings. The regular meeting of the organization's board will meet monthly. The annual meeting of the voting members shall be held in November of each year, at 12:00 o'clock in the afternoon (12:00 p.m.), or at such time as the board shall determine, provided that at least fourteen (14) days notice is given to all voting members. At each annual meeting, the voting members shall elect any board seats open for election. At the discretion of the board, there may be additional meetings to which all members shall be invited.

Section 2. Special Meetings. The President or a majority of the board may call special meetings of the members. At the written request of not less than ten percent (10%) of the voting members, the board shall call a special meeting. A written request of the members shall state the purpose, or purposes, for which the special meeting is to be called, and shall be sent to the organization's Secretary.

Section 3. Notice of Meetings. Except as otherwise provided in these Bylaws, written notice of the time, place, and purpose of any meeting shall be given to the board members or voting members (whichever members are eligible to attend the meeting), at least fourteen (14) or more days prior to the meeting. Notice shall be given personally, by electronic mail to the member's last known e-mail address, or by mailing a notice to the member's home or business address.

Section 4. Meeting by Telephone or Similar Equipment. A board member may participate in a board meeting by telephone conference, video conference, or similar communications equipment. Participation in a meeting pursuant to this Section 6 constitutes presence in person at the meeting.

Section 5. Order. Robert's Rules of Order shall govern all meetings.

ARTICLE 7

COMMITTEES and APPOINTEES

The Board may appoint special committees or appointees to positions in order to increase capacity. These include but are not limited to “Coordinator Positions” of various disciplines and specialties during the year to address topics of interest to the MBRA. Approval of any committee or appointee is subject to voting approval by the Board. A simple majority of those present is required for approval. Appointees will be determined by a majority vote. Committee members will be selected and approved by the MBRA Board.

ARTICLE 8

CONFLICT OF INTEREST

Any member, officer, or committee member having an existing or potential interest in a contract or other transaction presented to the Board or a committee for deliberation, authorization, approval, or ratification, or any such person who reasonably believes such an interest exists in another such person, shall make a prompt, full, and frank disclosure of the interest to the Board or committee prior to its acting on such contract or transaction. The interested party shall disclose the nature and extent of the interest and any relevant and material facts, known to him or her, about the contract or transaction, which might reasonably be construed to be adverse to the MBRA’s interests.

ARTICLE 9

DISSOLUTION

A vote of two-thirds ($\frac{2}{3}$) of the voting membership can dissolve the organization. Upon dissolution, all outstanding bills will be paid and the remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(4) 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.

ARTICLE 10

AMENDMENT OF BYLAWS

These bylaws can be amended at any regular or special meeting of the voting members, provided that previous notice was given and sent to all voting members at least 14 (14) days in advance of the meeting. A two-thirds ($\frac{2}{3}$) vote of those present and eligible to vote at the time of the meeting is required to approve all amendments.

AMENDMENTS:

October 2017 – Modify term limits for Board members.

January 2021 – Addition of At-Large Board membership and elimination of the Upgrade Coordinator to reflect changes in USAC Local Association contract.