

**CURRENT BYLAWS OF THE  
Bicycle Racing Association of Colorado dba ACA**

Adopted January 6, 1982

Amended December 2, 1995; Amended November 15, 1997; Amended December 6, 1998; Amended  
December 12, 1999; Amended December 10, 2000, Amended December 2005; Amended Dec 2007;  
Amended December 6, 2008, Amended December 6, 2009, Amended December 14, 2011, Amended  
November 21, 2014, Amended December 15, 2015, Amended September 30, 2016, Amended January  
21, 2017

**Article I**

*Name*

The name of this organization is the Bicycle Racing Association of Colorado (the Association).

**Article II**

*Object*

The Association is incorporated for educational and other IRS § 501 c (3) purposes. It shall be conducted as a non-profit corporation to promote the sport of bicycle racing, to develop local, regional and international competitions, and to coordinate club activities to ensure a season of scheduled bicycle races in Colorado and eastern Wyoming.

**Article III**

*Membership*

Section 1 – Membership

Members of the Association shall consist of:

- Club Members. Any club may become a member upon payment of dues, and agrees to abide by the Association policies regarding club membership.
- Individual Members. Any person who is interested in bicycle racing may become an individual member upon payment of dues, and agrees to abide by the Association policies regarding individual membership.

Section 2 — Rights and Privileges

- Rights and Privileges of Club Members
  - Elect directors at large
  - Have voting privileges at Club Council Meetings
  - Use the race kit (subject to rules and regulations adopted by the Board of Directors)
  - Submit race dates for the racing calendar (subject to rules and regulations adopted by the Board of Directors)
  - Include information about their race(s) on the web page as well as any other mailing(s) which are appropriate (subject to rules and regulations adopted by the Board of Directors)
  - Be provided with racing numbers, pins, and NCR registration forms (subject to rules and regulations adopted by the Board of Directors)
  - Apply for grants offered through the Association (subject to rules and regulations adopted by the Board of Directors)
  - Participate in Points Competitions and or any other program

outlined by Association staff (subject to rules and regulations adopted by the Board of Directors)

- Rights and Privileges of Individual Members:
  - Hold elected office; to serve on committees; and to participate in discussion at Board of Directors meetings
  - Participate in the Points Competitions or any other program outlined by Association staff (subject to rules and regulations adopted by the Board of Directors)
  - Receive a State Championship award in those categories designated by the Board of Directors.

### Section 3 — Duties

Each Club  
member shall:

- Consist of at least one individual member (either racing or non-racing)
- Promote or Co-Promote one event of a type specified in the General Policy between the annual club council meeting of one given year and the annual club council meeting of the following year.
- Levy, collect, and transfer to the Association any Association surcharges for any race(s) conducted during the season (subject to Association policies and procedures)
- Follow and enforce any Policy adopted by the Board of Directors

Club members who fail to perform their duties shall be suspended from membership but may be reinstated upon completion of their duty(ies). If it is impossible to perform the failed duty, the Board of Directors shall specify the requirement of reinstatement

### Section 4 — Dues & Fees

- Dues and fees for all members shall be set by the Board of Directors, and ratified at the Annual Club Council Meeting
- All dues shall be payable on January 1 or, at the option of the Board of Directors, at an earlier date. Club and Individual Members whose dues are not paid shall be suspended from membership but may be reinstated upon payment of the full amount of the past and current year's dues

### Section 5 — Fiscal Year

The Association's fiscal year shall begin on  
January 1<sup>st</sup>.

## **Article IV**

### *Association Board of Directors*

- The Board of Directors of the Association shall be ten (10) members:
  - a president,
  - a vice-president,

- a secretary,
  - a treasurer, and
  - six directors-at-large
- It is recommended that the Board of Directors consist of at least one official, one race director, one club president, one junior parent, three athletes of varying abilities and ages, and two additional members

## Section 2 — Powers and Duties

The Board of Directors shall supervise, delegate, or perform the duties usually pertaining to their respective offices and other duties as set forth below and in the Association Policy Manual, including:

- Maintain the race kit and any other property owned by the Association
- Compile and publish, a racing schedule or calendar for racing; coordinate and arbitrate requests from members to place a race on the calendar
- Adopt Policy for the use of Association property and the conduct of racing in the Association's territory.
- Propose a budget to the Club Council
- Propose the amount of dues to the Club Council
- Propose the amount of a surcharge, if any, to the Club Council
- Publish and distribute a newsletter to the individual members
- Maintain a web site for the Association
- Maintain a Policy Manual that will include all other policies and procedures of the Association
- In conjunction with a cross section of the membership, conduct an annual review of the Executive Director or other Association staff.

## Section 3 — Meetings

The Board of Directors shall meet a minimum of eight times per year as directed by the President. Special meetings of the Board shall be held when called by the President, or upon written or oral requests of at least two members of the Board.

- The Board of Directors may conduct business in person, by email, by written correspondence (mail or fax), or by telephone. A vote taken by email, mail, telephone, or other remote access shall become the act of the Board of Directors upon the approval of a majority of the members of the Board of Directors. A written record will be kept of all transactions of the Board of Directors.
- Members of the Board of Directors may have no more than three (3) unexcused absences during one (1) calendar year. Failure to meet this attendance requirement may lead to dismissal from the Board. Any vacancy resulting from this action shall be handled in the manner set forth in Article IV (Board of Directors), Section 8 (Vacancies).

## Section 4 — Quorum

- A quorum of the Board of Directors shall consist of a majority of its members.
- Any decision, proposal, or vote on items made at a meeting lacking a quorum must be

ratified at a subsequent meeting where a quorum is present.

#### Section 5 — Election and Removal

- The Club Council shall elect the Board of Directors by a simple majority of votes cast
- The Club Council may remove any Board of Directors member by a two-thirds votes cast
- The members of the Board of Directors shall elect officers from among their members at the first Board of Directors meeting after the annual meeting of the Club Council. Officers shall be elected by simple majority. The term of officers shall be one year (until the next election of officers). Should an officer resign more than two months prior to the annual meeting, the members of the Board of Directors shall elect a replacement to fill the remainder of the term
- Nominations for election to the Board of Directors are considered complete when the nominee has signed a nomination form that is also signed by a representative of a club in good standing OR by 5 individual members in good standing. A club in good standing or 5 members in good standing may nominate UP TO 4 people for positions on the BRAC Board of Directors

#### Section 6 — Term

Terms of office for the Board of Directors shall be two years. One half of the Board of Directors (five members) shall be elected annually by the Club Council at the annual meeting. In the event a position is vacated prior to the end of the director's term, the vacancy will be filled in the manner set forth in Article IV (BRAC Board of Directors), Section 8 (Vacancies). Terms of office for all Board of Directors members begin at the adjournment of the annual meeting where the director was elected and shall end when they die, resign, are removed, or their successors have been elected and assume office. There shall be no term limits imposed upon Board of Directors members.

#### Section 7 — Succession

In the event of disability, absence or withdrawal of the President, the title, duties, and obligations of the office shall be assumed by the Vice-President.

#### Section 8 — Vacancies

In the event that a vacancy occurs in the Board of Directors, a replacement will be elected by a majority of those remaining members of the Board, to serve out the original term of the original board member.

**Article V**

*Bills, Notes, Etc.*

Section 1 — Authorization

To the extent authorized by the Club Council or the Board of Directors, all checks or negotiable instruments of the Association shall be made in the name of the Association and shall be signed by the Executive Director, the Treasurer, and/or other staff as approved by the Board of Directors. No officer or staff shall have the power to make or endorse a check or any other negotiable instrument in the name of the Association or contract or cause to be contracted any debt or liability greater than \$2000 in the name or behalf of the Association, without the express authorization of the Board of Directors.

**Article VI**

*Club Council*

Section 1 — Composition and Voting

The Club Council of the Association shall be the President, or his or her delegate, of each club member. Each club shall be eligible to cast a number of votes as follows, using a combination of the following two methods with a maximum number of eleven (11) votes per club. Club Council Meetings shall be held each Q4 or Q1. When a meeting is held in Q1, voting strength shall be determined on December 31<sup>st</sup> of the prior year. Should the Club Council Meeting be held in Q4, then the Voting Strength shall be calculated based on the Club status as of the Monday prior to the scheduled Meeting. The number of individual members in that club, divided by 10, plus 1 with a maximum of 11 votes (fractions will be rounded to the nearest whole number).

- The following table shows how votes are determined based on club membership:

Members	Votes
1-4	1
5-14	2
15-24	3
25-34	4
35-44	5
45-54	6
55-64	7
65-74	8
75-84	9
85-94	10
95 and up	11

- The total dollar amount of operational surcharges paid to the Association, divided by 500, plus 1 with a maximum of 11 votes (fractions will be rounded to the nearest whole number).
- Only the primary club listed on the event permit may claim surcharges for purposes of voting strength

## Section 2 — Meetings

The Annual Meeting of the Club Council shall be held at the time and place designated by the Board of Directors. Special meetings of the Club Council shall be held when called by the President or upon written request of ten (10) Club Council members.

## Section 3 — Powers and Duties

The Club Council has the power to:

- elect the Board of Directors,
- adopt the budget,
- approve fees, dues and surcharges,
- amend the bylaws, and
- recommend policies of the Association.

## Section 4 — Quorum

A quorum of the Club Council shall consist of ten percent of the total eligible votes. Proxy voting will be allowed under procedures established and/or approved by the Board of Directors. Absentee voting will not be allowed.

A majority of votes of the Club Council at a meeting in which a quorum is present shall be the act of the Club Council except when a larger number is specifically required.

## **Article VII**

### *Amendments*

#### Section 1 — How Amended

These bylaws may be amended by a majority vote of the Club Council at any special or regular meeting called for that purpose, provided that a written notice shall have been sent to each member club at least 14 days before a regular meeting and at least five days before a special meeting. The notice shall include the language of any proposed amendments(s). Only such changes specified in the notice may be made.

## **Article VIII**

### *Association Staff*

#### Section 1 — Assignment

The Board of Directors may hire an Executive Director and/or other staff to manage the day-to-day operations of the Association. The Board of Directors may assign financial and operational management of the Association to the Executive Director and/or other staff. The

Board of Directors will decide the financial compensation of the Executive Director and other Association Staff.

**AMENDMENT REGISTER**

**Policy and Procedures Manual approved by the BRAC Board of Directors**

Originally Adopted-April 14, 1997, AMENDED MARCH 8, 1998, AMENDED OCTOBER 9, 1998, AMENDED DECEMBER 6, 1998, AMENDED JANUARY 24, 1999, AMENDED DECEMBER 10, 2000, AMENDED DECEMBER 9, 2002, AMENDED DECEMBER 14, 2003, AMENDED DECEMBER 12, 2004, AMENDED DECEMBER 11, 2005, AMENDED DECEMBER 17, 2006.

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