

New York State Bicycle Racing Association, Inc.
By-Laws



Table of Contents

ARTICLE I: Legal Name and Description.....	2
ARTICLE II: Offices	2
ARTICLE III: Mission Statement & Purpose.....	2
ARTICLE IV: Members	2
ARTICLE V: Organization	3
ARTICLE VI: Meetings	5
ARTICLE VII: Finances	6
ARTICLE VIII: Dissolution	7
ARTICLE IX: Code of Conduct	7
ARTICLE X: Amendments to the By-Laws	8
ARTICLE XI: Enactment of the By-Laws.....	8

ARTICLE I LEGAL NAME AND DESCRIPTION

The Corporation's legal name is New York State Bicycle Racing Association, Inc. For purposes of this document, New York Bicycle Racing Association, Inc. may also be referred to as "NYSBRA". NYSBRA is a corporation consisting of individual licensed bicycle racers, bicycle racing clubs and organizations, and race promoters resident in New York State ("NY").

ARTICLE II OFFICES

The principal office of the Corporation shall be located at a place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate.

ARTICLE III MISSION STATEMENT AND PURPOSE

NYSBRA's mission is to promote amateur bicycle racing in NY. NYSBRA will accomplish the mission by coordinating an organized and balanced race calendar with minimal overlap of events, and by fostering effective communications between all racers, clubs, and promoters.

NYSBRA will also promote the sport in growing its base of participants, including the fostering and development of lesser represented demographics within the racing community. NYSBRA will support, both financially and logistically, as many NYSBRA members as possible who develop programs and/or events that aid in increasing the number of racers, particularly in the advancement of lesser represented groups of racers.

ARTICLE IV MEMBERS

All individual racers holding a valid license issued by a competitive cycling organization that NYSBRA represents (such as USA Cycling), clubs, and race promoters resident in NY, are eligible to become members of NYSBRA (collectively, "Members"). By agreement with these competitive cycling organizations, NYSBRA assumes administrative responsibility for the geographic region of NY. Membership in NYSBRA is voluntary.

To be eligible for NYSBRA membership in a calendar year, race promoters and clubs must produce at least one competitive event in NY which is sanctioned by an organization that NYSBRA represents, in that calendar year or the one immediately prior.

IV.1 Rights and Benefits of Non-Members

NYSBRA will support non-members with all basic services normally provided by organizations that NYSBRA represents without prejudice. These services are not limited to but include permitting events, upgrading racers, promotion of sanctioned events on the NY Calendar, hosting NY Championship events, and information exchange on the NYSBRA web site and other designated forms of communication.

IV.2 Rights of Members

NYSBRA will provide Members with all the services afforded to non-members. In addition, Members have the right to vote in NYSBRA elections, and to apply for NYSBRA benefits such as financial grants aimed at the promotion of cycling in accordance with the NYSBRA mission.

IV.3 Responsibilities of Members

Members agree to support the mission of NYSBRA and abide by a Member Code of Conduct issued by NYSBRA and the competitive cycling organizations that NYSBRA represents.

ARTICLE V ORGANIZATION

The Board of Directors for NYSBRA will consist of up at least three (3) but no more than twenty (20). The officers of NYSBRA shall consist of at least a President, a Vice President, a Secretary, and a Treasurer. In addition, the Board of Directors will include Regional Representatives, one from each geographic region of NY State as defined by the Empire State Games (ESG) (i.e., Western, Central, Adirondack, Hudson Valley, New York City, and Long Island). The Board of Directors will be voted on by the Members of NYSBRA and will be elected to a two (2) year term. There will be no term limits for any member of the Board of Directors. Within the specified limits, the number of directors can be increased or decrease from time to time, by resolution of the Board, but such action by the Board shall require a vote of a majority of the entire Board and no decrease shall shorten the term of any incumbent director.

The duties of the Officers and Regional Representatives are as follows:

- i. President – The leader responsible for all aspects of NYSBRA. Duties will consist of, but not be limited to: enforcing NYSBRA rules, appointing committees and/or special positions (e.g., webmaster), acting as a liaison between NYSBRA and organizations that NYSBRA represents, negotiating corporate sponsorship for NYSBRA, and seeking new ways to improve amateur cycling in New York State.
- ii. Vice President – Duties will consist of, but not be limited to: coordinating the calendar with promoters and working with promoters to resolve date conflicts. The Vice President will assume the duties of the President in the President's absence, removal, or early resignation.
- iii. Secretary – Duties will consist of, but not be limited to: recording the minutes of NYSBRA meetings and recording the results of votes taken at meetings and online.. Additionally, the Secretary will be responsible for the safekeeping and storing of NYSBRA documents.
- iv. Treasurer – Duties will consist of, but not be limited to: managing the funds of NYSBRA. Also responsible for paying expenses incurred and distributing any funds for approved grants by NYSBRA. Must keep a detailed transaction report and provide it to Members upon request.
- v. Regional Representatives – Serve as the representatives for racers, clubs, and promoters in their region of NYS. As such, the Regional Representatives are their region's primary point of contact for questions, assistance, for collecting and communicating regional input to the Board of Directors, and perform such other

duties as the Board of Directors may from time to time assign. Each Regional Representative shall have an equal vote on matters involving the entire Board of Directors.

Each member of the Board of Directors shall perform his or her duties in good faith. Any member may be removed for misconduct or other good and just cause by a two-thirds vote of NYSBRA Members. In the event of the resignation or removal of any member of the Board of Directors, or if any member of the Board of Directors cannot continue to serve for any reason, the remaining members of the Board of Directors may by majority vote elect a replacement for the remainder of the term, although less than a quorum, or may call for a special general election of NYSBRA Members. If there are not enough persons available to fill the above positions, then these positions can be combined until such time as enough persons are elected to fill all the above positions.

The Board of Directors will be responsible for reviewing any proposals for grants, sponsorship of NYSBRA, the annual budget, and other items pertinent to the operation and goals of NYSBRA. A majority vote of the Board must be received to carry out any of the above mentioned items.

By definition, the President of the Board of Directors will inherit the title of NYSBRA Administrator, who is responsible for reviewing submitted race permit applications for approval, assigning officials to races, and reviewing license category changes from Members for approval. At any time the President may delegate these duties to another member of the Board of Directors or an administrator can be hired by the Board of Directors who will carry out these duties if the President does not have the proper time allowances to conduct these tasks successfully.

V.1 Activities of the Organization

NYSBRA shall be provide to all its constituents, Members and non-members:

- A. All services provided the organizations that NYSBRA represents as delegated to NYSBRA
- B. Establishing an annual event schedule
- C. Permitting of events
- D. Upgrading of racers
- E. Exchange of information by a NYSBRA web site
- F. Exchange of information by email, listserv, or blog
- G. Officials clinics
- H. Other promotional events of general nature
- I. The right to be served directly by organizations that NYSBRA represents should NYSBRA fail to meet the needs of a constituent.

In addition, NYSBRA shall provide NYSBRA Members with:

- A. The right to Vote for NYSBRA officers
- B. The right to Vote on NYSBRA issues
- C. Financial support, such as grants for cycling advocacy, youth programs, etc.
- D. Other promotional events made possible by NYSBRA funding and sponsorship.

V.2 Indemnification

Each person who is or was a director, officer or employee of NYSBRA (including such person's heirs, executors, administrators or estate) shall be indemnified by NYSBRA to the full extent permitted by NY law against any liability, cost or expense incurred in such person's capacity as director, officer or employee, or arising out of the status as a director, officer or employee.

ARTICLE VI MEETINGS

VI.1 Meetings of the Board of Directors

Meetings of the Board of Directors shall be held at least quarterly, on dates determined by the Board. The date, time, and location of each meeting shall be announced by email to all Officers reasonably in advance (ideally more than thirty (30) days) of each meeting. Attempts will be made to hold meetings either by conference telephone (or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time) or at events where Officers can travel as short a distance as possible to encourage attendance.

The President or any Officer with at least fourteen (14) days written notice to the Secretary may call a special meeting. All Members of the Board of Directors will be notified no less than ten (10) days prior to a special meeting and the notice will contain the time, place, and agenda of such special meeting.

Minutes of the meetings of the Board of Directors will be recorded by the Secretary of the Board of Directors and will be published on the NYSBRA web site no less than ten (10) days after the date and time of each meeting.

VI.2 Meetings of the NYSBRA General Membership

Meetings of the Members of NYSBRA shall be held once a year (the "Annual Meeting") on a date to be determined by the Board of Directors. The date, time, location, and agenda of the meeting shall be announced by e-mail, any currently maintained newsgroup, and/or by the NYSBRA web site, and at least a sixty (60) day period shall exist between such publication and the meeting itself. The Members of the Board of Directors may cancel the annual meeting if a meeting appears to be unnecessary, subject to a majority vote on the Members of the Board of Directors.

Members may submit agenda items to the Secretary of the Board of Directors for discussion in the annual meeting no later than fifteen (15) days before the schedule date and time of the annual meeting. General Membership meetings shall be open to the public and non-members of NYSBRA are welcome to attend and participate in the topics to be discussed.

Minutes of the General Membership Meetings will be recorded by the Secretary of the Board of Directors and will be published on the NYSBRA web site no less than twenty-one (21) days after the date of time of the meeting.

VI.3 Conduct of Votes of the NYSBRA General Membership

Due to the large geographic area of New York, votes requiring the input of the General Membership as determined by the Board of Directors will be conducted so as to allow the maximum possible participation, as follows:

- a. The NYSBRA Secretary shall publicize the issue(s) and instructions for the vote on the NYSBRA web site and email group.
- b. The instructions shall include the time and day that the voting period will end, normally allowing a voting period of 14-30 calendar days.

- c. Each Member in good standing shall have one vote to be cast by the Member or a designee of the Member.
- d. Members may vote by a secure web-based voting service selected by the Secretary or by mail to the Secretary until the end of the voting period.
- e. The Secretary shall post the results of the vote on the NYSBRA web site and email group as soon as possible following the end of the voting period (e.g., within 1-3 calendar days).
- f. Should the Board determine it necessary, the Board may request a recount of the votes by another party.

ARTICLE VII FINANCES

An initial operating budget shall be prepared by the Treasurer of the Board of Directors, and presented to the Members at the Annual Meeting and published on the NYSBRA web site. The Board of Directors will vote on any proposed amendments to the budget with a majority vote required for acceptance of the changes. Because line items of the initial budget may change, the Board of Directors will review the budget at the Board meetings and include the updated budget in the meeting minutes.

Reasonable administrative expenses less than \$100 may be paid directly by the Treasurer unless collectively exceeding 10% of the annual budget, upon which time further expenses shall be reviewed and approved by the board consensus. Any other financial outlays executed by NYSBRA will be authorized by at least 2 members of the Board of Directors, in addition to the Treasurer. All such expenses must be pre-approved according to these rules.

VIII.1 Income

- A. The primary source of NYSBRA income is through its contractor relationship with organizations that NYSBRA represents.
- B. NYSBRA may supplement this income with sponsorships, donations, and grants.

VIII.2 NYSBRA Operating Budget

- A. NYSBRA shall at no time compensate officers or incur operating expenses in excess of 50% of its annual income from the organizations that NYSBRA represents. For example, if income is \$20,000 in one fiscal year to NYSBRA, the total compensation to officers and paid administrators, including mileage and administrative expenses such as postage, office supplies, and other fees, shall not exceed \$10,000.
- B. Any sponsorship funds received by NYSBRA are not included in the calculation of the NYSBRA Operating Budget. Continuing the above example, if NYSBRA receives an additional \$2000 in sponsorship, the total maximum Operating Budget remains \$10,000.

VIII.3 NYSBRA Mission Budget

- A. NYSBRA shall use no less than 50% of income received from the organizations that NYSBRA represents to achieve the NYSBRA mission.
- B. 100% of any sponsorships, donations, and grants received by NYSBRA shall be allocated to the NYSBRA Mission Budget.
- C. The disbursement of the Mission Budget shall be subject to a majority vote of the NYSBRA Board of Directors, with an emphasis on fair access to all Members.

VIII.4 Compensation of Officers

- A. NYSBRA Board of Directors shall decide the allocation of stipend amongst the Officers and Regional Representatives.
- B. All Members of the Board of Directors are eligible for reimbursement of reasonable and pre-approved expenses, including mileage at the standard IRS rate.
- C. The President may, with approval of 50% of the Officers, approve stipends for accomplishment of special tasks and duties for granting event permits, assigning officials, approving upgrades, and administering the NYSBRA web site, subject to NYSBRA's Operating Budget.

**ARTICLE VIII
DISSOLUTION**

Upon dissolution of the organization known as New York Bicycle Racing Association, Inc., 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. 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.

**ARTICLE IX
CODE OF CONDUCT**

Any conflicts of interest or the appearance thereof by the members of the Board of Directors or any representative of NYSBRA will be appropriately managed through disclosure, recusal or other means necessary.

The members of the Board of Directors or any representative of NYSBRA will conduct all transactions and dealings with integrity and honesty.

The members of the Board of Directors or any representative of NYSBRA will promote good working relationships with other Officers, Members, and any other staff and volunteers that are based on mutual respect, fairness and openness.

The members of the Board of Directors will establish the policies of NYSBRA in writing, which policies shall be clearly articulated and officially adopted.

The members of the Board of Directors will manage the resources of NYSBRA with responsibility and prudence.

The members of the Board of Directors will make sure that NYSBRA has the capacity to carry out its programs effectively.

The members of the Board of Directors will make sure that the business of NYSBRA will be carried out pursuant to these By-laws established above.

The members of the Board of Directors will not use their position within NYSBRA to obtain any benefit that would not otherwise be available to any Member.

**ARTICLE X
AMENDMENTS TO THE BY-LAWS**

The NYSBRA By-Laws must be approved by a 2/3 majority of votes cast by eligible Members in an NYSBRA Inaugural Vote. Changes to these By-Laws can only be made by a 2/3 majority of votes cast by eligible Members in a vote for that purpose.

**ARTICLE XI
ENACTMENT OF THE BY-LAWS**

We, the undersigned, are two Officers of this Corporation, and we consent to, and hereby do, adopt the foregoing By-laws, as the By-laws of this Corporation.



Name: Jeffrey S. Poulin, President
Date: 24 December 2016

Name: Thomas C. Weichmann, Vice President
Date: 4 January 2016