

# BYLAWS OF THE IOWA BICYCLE RACING ASSOCIATION

## ARTICLE I - OFFICES

- Section 1. The principal office of the corporation in the State of Iowa shall be located in Iowa City, Johnson County, Iowa. The corporation may have such other offices, within or without the State of Iowa, as the business of the corporation may require from time to time.
- Section 2. The registered office of the corporation required by the Iowa Nonprofit Corporation Act may be, but need not be, identical to the principal office.

## ARTICLE II - MEMBERS

- Section 1. **Member Defined.** Membership in the Association shall be open to all clubs that are defined as a member in good standing with USA Cycling, who have paid their assessments for the previous calendar year. Each member in good standing shall have two votes at every meeting of the members during the calendar year.
- Section 2. **Voting List.** Every member club shall appoint and file with the officers of the Association the name, telephone number, and email address of the delegate or delegates to represent the club at the meeting of the Association. All votes at the meetings of members shall be cast in person by proxy, telephone, or electronic means.
- Section 3. **Annual Meeting.** The annual meeting of the members shall be held in January of each year or on any other date as the Board of Directors may choose by a majority vote to fill four of the eight principal seats with the remaining seats to be filled on alternate years. The Board of Directors shall be elected at that annual meeting by a majority of the quorum of the members (Defined in Section 7, Article II). If the Board of Directors is not elected at the annual meeting, the election shall take place as soon as practicable thereafter.
- Section 4. **Special Meetings.** Special meetings of the members may be called by the President, a majority vote of the Board of Directors, or by 25 % of the delegates eligible to vote.
- Section 5. **Place of Meeting.** The Board of Directors may designate any place within the State of Iowa as the place for the annual meeting or any special meeting.
- Section 6. **Notice of Annual Meeting.** Written notice stating the date, place, and time of the meeting shall be delivered at least 10 days before the date of the meeting. The notice may be accomplished by mail or by electronic means, including email to members.

## ARTICLE III - DIRECTORS

- Section 1. **General Powers.** Its Board of Directors shall manage the business and affairs of the corporation.

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- Section 2. ***Number, Term, and Election of Directors.*** The number of directors constituting the Board of Directors shall be fixed from time to time by the Board of Directors, but shall be no less than 3 and no more than 8. The term for each director shall be two years, beginning with the annual meeting when the members elect the Board as set for in Article II, Section 3 of these Bylaws. No more than two seats on the Board shall represented one club
- Section 3. ***Removal.*** Any director may be removed at any time with or without cause by the vote of a majority of the directors present, either personally or by telephone, at meeting at which a quorum is present (personally or by telephone).
- Section 4. ***Vacancies.*** Any vacancy occurring in the elected directors may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum, or by the sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.
- Section 5. ***Compensation.*** The Board of Directors may not compensate directors for their services, but may provide for payment of any expenses incurred by directors in attending the meetings of the board.
- Section 6. ***Regular Meetings.*** A regular meeting of the Board of Directors shall be held without other notice than this Bylaw, immediately after, and at the same place as, the annual meeting of the members. The Board of Directors may provide by resolution the time and place, with within or without the State of Iowa, for the holding of additional regular meetings.
- Section 7. ***Special Meetings.*** The President or any two of the directors may call a special meeting of the Board of Directors. The person or persons calling the meeting may fix the time and place of the meeting with within or without of the State of Iowa.
- Section 8. ***Notice of Meetings.*** Notice of any special meeting must be given at least 3 days in advance of the meeting in writing delivered by mail or by electronic means, including email. If by mail, the notice is deemed delivered when deposited in the mail properly addressed and postage paid. The notice need not specify the purpose for which the meeting is called.
- Section 9. ***Waiver of Notice.*** Any director may waive notice of any meeting. The attendance by a director at a meeting shall constitute a waiver of notice, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- Section 10. ***Quorum and Voting.*** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Except as otherwise provided in these bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. For purposes of a quorum, a director may be present either in person or by telephone. A director may vote either in person, by proxy, by telephone, or by

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electronic means. The President shall cast their normal vote only after all other members have voted, and only if it makes a difference to the outcome.

- Section 11. ***Presumption of Assent.*** A director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his contrary vote is recorded or his dissent is otherwise entered in the minutes of the meeting or unless he shall file his written dissent to the Secretary before the adjournment of the meeting. The right of dissent shall not apply to a director who voted in favor of the action taken.
- Section 12. ***Informal Action by Directors.*** Action taken by a majority of the directors without a meeting (via email or otherwise) is nevertheless Board action if written consent to the action in question is signed by all the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.
- Section 13. ***Committees of the Board.*** The Board of Directors, by resolution adopted by a majority of the directors present at a meeting as which a quorum is present in person or by telephone, may designate directors to constitute an Executive Committee and other committees, each of which, to the extent authorized bylaw and provided in the resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the corporation. The designation of any committee and the delegation of authority thereto shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility or liability imposed upon it by law.

**ARTICLE IV- OFFICERS**

- Section 1. ***The Officers of the Corporation.*** The officers of the corporation shall consist of the President, one of more Vice Presidents, Secretary, Treasurer, and Women's Racing Advisor. The Board may also elect other officers from time to time. The same person may hold any two or more offices, but no officer may act in more than one capacity where action of two or more officers is required.
- Section 2. ***Election and Term.*** The officers of the corporation shall be elected annually by the Board of Directors and each officer shall hold the office for two years or until a successor is elected. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.
- Section 3. ***Removal.*** Any officer may be removed by the Board of Directors in the same fashion as the removal of a director as described in Article III, Section 3.
- Section 4. ***Compensation of Officers.*** No officer shall receive compensation from the corporation, but may be reimbursed for expenses incurred in the performance of his or her duties.

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Section 5. ***Duties of the Directors and Officers.*** Each elected member of the Board of Directors not selected as an Officer will be responsible for the additional duties listed:

- (a) ***President.*** The president shall be the principal executive of the corporation and shall in general supervise and control all of the business affairs of the corporation, subject to the general powers of the Board of Directors. The president shall, when present, preside at meetings of the Board of Directors, shall sign, with the Secretary, or other proper officer, any deed, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed. The president shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors.
  - (i) Manage Board Meetings.
  - (ii) Act as Liaison to USA Cycling.
  - (iii) Work to establish annual budget.
- (b) ***Vice President.*** In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice President (or in the event of more than one Vice President, the Vice Presidents in the order designated, or in the absence of any designation, then in the order of their election) unless otherwise determined by the Board of Directors, shall perform the duties of the President, and when so acting shall have all of the powers and be subject to the restrictions of the office of President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.
- (c) ***Secretary.*** The secretary shall keep the minutes of the members and Board of Directors meetings in one or more books provided for that purpose; see that all notices are duly given in accordance with the provision of these bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address and email address of each member which shall be furnished to the secretary by such member; have general charge of the records of the corporation; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.
  - (i) Work with President and Board to establish meeting agendas and publish per Article II, Section 8 of these Bylaws.
  - (ii) Record Meeting minutes and post to IBRA website.
  - (iii) Manage/Initiate Conference Calls and the account of a conferencing website for the use of the association.
  - (iv) Work to establish annual budget
- (d) ***Treasurer.*** The treasurer shall have charge and custody and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with Section 4 of

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Article V. The treasurer shall perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors.

- (i) Receive, deposit, and distribute funds.
  - (ii) Maintain and balance all financial accounts of the association.
  - (iii) Prepare and submit Federal and State tax returns.
  - (iv) Prepare and submit financial reports as required by USA Cycling's annual agreements.
  - (v) Work to establish annual budget.
- (e) **Women's Racing Advisor.** The Advisor shall perform all duties incident to the office of the Vice President and such other duties as may be assigned by the President or the Board of Directors.
- (i) Propose and lead programs to encourage women racer participation in association events.
  - (ii) Work in cooperation with race directors, officials, and the members to advocate for the growth of women's race categories.
  - (iii) Work to establish annual budget.
- (f) **Additional Duties of the Board of Directors.** In addition to the duties of the officers, each elected director shall assist the Association by completing the duties of at least one of the following roles and such other duties as may be prescribed by the Board of Directors.
- (i) **Permit Manager**
    - 1) Review and approve race permits.
    - 2) Work with Treasurer and Officials Coordinator to be sure RD's are in good standing with the association prior to approving permit a race permit.
    - 3) Work with Officials Coordinator to discuss staffing needs of event changes from previous year.
  - (ii) **Race Schedule Coordinator**
    - 1) Work with all RD's to establish a Road and Cyclocross annual Calendar.
    - 2) Work with neighboring LA's to assist in coordination when possible.
    - 3) Post race dates to IBRA Calendar.
    - 4) Manage Calendar updates for events.
  - (iii) **Officials Coordinator**
    - 1) Schedule Officials for all road events in cooperation with the Race Directors, Permit Coordinator, and USA Cycling guidelines.
    - 2) Recruit, train and manage new officials.
    - 3) Manage an annual officials meeting.
    - 4) Coordinate iPad, race radios, and other association equipment to maximize use at association events.
    - 5) Work to establish annual budget.
  - (iv) **Rider Upgrade Coordinator**
    - 1) Work with riders to manage the upgrade process in within USA Cycling guidelines, rules, and policies.
    - 2) Announce to IBRA Membership through social media information about riders achieving upgrades.

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- 3) Complete upgrade request within the timelines established by USA Cycling's annual agreements.

**(v) Social Media/Website Manager**

- 1) Manage the IBRA Website and social media outlets/accounts such as: Twitter, Facebook, Google, Instagram.
- 2) Update website with news and information that is sent by Directors, participants, clubs, race directors, and officials.

**(vi) State Championship Programs Manager**

- 1) Work with Race Directors to have consistent medal programs for the different discipline events.
- 2) Maintain inventory of State Championship medals, trophies and awards.
- 3) Inform the President each December how many state championship medals need to be reordered from USAC to maintain inventory for all association championship events in the state.
- 4) Coordinate and distribute adequate medals to the event organizers throughout the year.

**(vii) Junior Racing Development Manager**

- 1) Propose and lead programs to encourage junior racer participation in association events.
- 2) Work in cooperation with race directors, officials, and the members to advocate for the growth of junior's race categories.
- 3) Work to establish annual budget and coordinate with the Treasurer for proper fund distribution.

**ARTICLE V - CONTRACTS, LOANS, CHECKS AND DEPOSITS**

- Section 1. **Contracts.** The Board of Directors may authorize any officer or agent to enter into a contract to execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.
- Section 2. **Loans.** No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by the resolution of the Board of Directors. Such authority may be general or confined to specific instances.
- Section 3. **Checks.** All checks, drafts, or other order for payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as shall from time to time be determined by the Board of Directors.
- Section 4. **Deposits.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

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**ARTICLE VI - FISCAL YEAR**

Section 1. The fiscal year of the corporation shall begin in the first day of January in each year and shall end in the last day of December in each year.

**ARTICLE VII - AMENDMENTS**

Section 1. These bylaws may be altered, amended, or repealed and new bylaws may be adopted at any meeting of the Board of Directors at which a quorum is present, by a majority vote of the directors present at the meeting. If a majority of the board of directors agrees, such amendments may be adopted by mail or email, otherwise the amendments must be subject to vote at a regular or special meeting of the Board of Directors; however, directors may participate in that meeting by telephone.

**ARTICLE VIII - INDEMNIFICATION**

Section 1. Any person who is or was an officer, director, employee, or agent of this corporation, or is or was serving at the request of this corporation as an officer, director, employee, or agent of another corporation, partnership, joint venture, trust or enterprise, shall be entitled to indemnification by this corporation to the extent that the same is permitted or required pursuant to the provisions of the Iowa Nonprofit Corporation Act.