

BYLAWS FOR
THE SEMI-TOUGH CYCLING CLUB
(APPROVED _____)

ARTICLE I: PURPOSE

The purpose of the organization shall be to promote recreational and competitive bicycling in and around the greater New Orleans area, and to coordinate with other similar organizations in the region, state and country to assist in the promotion of that purpose on a regional and national level.

ARTICLE II: OFFICE

The organization shall maintain a registered office and a registered agent in the State of Louisiana, and may have other offices within or outside of the State of Louisiana.

ARTICLE III: NAME

The name of the organization is the Semi-Tough Cycling Club (hereinafter the STCC).

ARTICLE IV: MEMBERSHIP

The membership of the STCC shall consist of all dues-paying members whose dues are current and whose membership is otherwise in good standing. The general membership may participate in decisions regarding the operation or activities of the STCC only if expressly provided in these bylaws. Otherwise, a board of directors shall be established and maintained, and shall constitute the voting membership of the STCC. The board of directors may from time to time establish and modify the terms and conditions of membership--including dues and grounds for termination--except as otherwise provided in the Articles of Incorporation or these Bylaws.

ARTICLE V: BOARD OF DIRECTORS

1. Number and Qualifications. There shall be a constituted and maintained a Governing Board of 9 (nine) members, which, to the extent practicable, should include both men and women. In order to be considered for the Board, an individual must be a member of the STCC and maintain their membership throughout the duration of their service as board member. The Governing Board will meet twice a year in person. Additional business of the board will be conducted via phone conference and email discussion.

2. Nomination and election. An election of board members shall be held each year. The directors elected each year shall be selected by the majority vote of the Board of Directors not up for election that year from a slate of nominees developed by the Board. The board should seek input from the general membership of the organization with respect to nominees for the Board from a popular poll taken from the general membership for at least one nominee each election cycle where there are open positions on the Board.

3. Powers and Responsibilities. The responsibility for the management of the STCC rests with the board of directors. Without limiting the scope of that responsibility as provided by law, the Board of Directors shall have the power to review STCC policies, programs, budgets and financial condition at regularly scheduled meetings. The board shall also have the power to elect officers and to empower an executive committee at a regularly scheduled board meeting. The board shall also have the power to create such committees of board members and others as it determines will further the purposes of the STCC.

4. Term. Each board member shall serve for a period of three (3) years, and for no more than three (3) consecutive terms, or nine (9) years. After such time, a board member may return to service on the board after a two (2) year absence, but in no event can they serve more than six (6) total terms. The Board shall be divided into three (3) classes, Class “A”, “B” and “C”, with three members in each class. The initial board shall be composed of the following:

Class “A” - Townsend Myers, Matt Kyte, TBD

Class “B” - Charles Thomas, Emily Bisset, TDB

Class “C” - Elyse Bejasa, Micheal Boedigheimer, Aaron Viles

Board membership shall be timed such one-third of board membership shall reach their term limit in a given year. The initial Class “A” directors shall be up for re-election after one year. Initial Class “B” directors shall be up for re-election after two years. Initial Class “C” directors shall serve the entire three-year term.

5. Meetings. The board of directors shall have its regularly scheduled annual meeting in the spring of each year and a second mid-year meeting in the fall. Special meetings of the board may be called by the Chair or by two-thirds of the board members. All board members shall be given at least seven (7) days notice in advance of a special meeting.

6. Quorum. Except as otherwise required by law, the Articles of Incorporation, or these bylaws, the presence of two thirds of the total number of board members shall constitute a quorum for the transaction of business at a board of directors and the acts of a simple majority of the directors present at a meeting where a quorum exists shall be the acts of the board of directors or the council as the case may be. Board members may participate in a meeting, and be counted for quorum purposes, by speaker phone, video conferencing or other media that allows all participants to hear and be heard.

7. Removal and Vacancies A vacancy on the board and/or in an officer position will occur whenever one of the following events occurs:

- a. A board member resigns or dies; or
- b. The board declares vacant the office of a director and/or officer who has been interdicted or adjudged to be incompetent; who has failed to meet the qualifications (including the payment of dues) set forth by law, the Articles of Incorporation, or these bylaws; who has missed more than two regularly scheduled board meetings over an eighteen (18) month period; or who has been removed for cause by a vote of two-thirds (2/3) of the board members present at a meeting at which a quorum exists.

8. Filling of Vacancies. In the event of a vacancy on the board or an officer position, the Executive Committee or the full board may name a qualified individual to fill the position for the expired balance of the term of the former member or officer.

9. Compensation. No officer or board member shall receive compensation for the activities related to the duties and responsibilities of service on the STCC Board.

10. Conflict of Interest. Board members are expected to act in the best interest of STCC and support the policies and positions of the organization. Any member of the board who has a financial or personal interest in any matter pending before the STCC Board, of such nature that it prevents or may prevent that member from acting in the best interest of the organization, or may prevent that member from supporting the positions of the organization, will reveal the nature of the conflict to the Board and remove him/herself from discussion of and voting on said issue.

ARTICLE VI: OFFICERS

1. Number and Description. The officers of the organization shall be a chairperson, vice chairperson, and a secretary/treasurer, and such other officers as may be authorized and elected by the board of directors. Officers whose authority and duties are not set forth in these bylaws shall have the authority and perform the duties prescribed. More than one office may be held by the same person, except the offices of chairperson and secretary.

2. Election and Term. The officers of the organization shall be elected at the annual meeting by the board of directors. No person shall be eligible to be an officer of the organization unless he or she is also a member of the board. Vacancies may be filled or new offices created and filled at any meeting of the board of directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his or her death, resignation, or removal as provided above.

3. Chairperson. The chairperson (hereinafter the "chair") shall be the principal executive officer of the organization. Subject to the direction and control of the board of directors, he or she shall be in charge of the business of the organization; shall see that the resolutions and directions of the board of directors are carried into effect except in those

instances in which that responsibility is assigned to some other person by the board of directors; and, in general, shall discharge all duties incident to the office of chair and such other duties as may be prescribed by the board of directors. He or she shall preside at all meetings of the board of directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the organization or a different mode of execution is expressly prescribed by the board of directors or these bylaws, he or she may execute for the organization any contracts, deeds, mortgages, bonds, or other instruments which the board of directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the organization and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the board of directors, according to the requirements of the form of the instrument. He or she may vote all securities which the organization is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the organization by the board of directors.

4. Vice Chairperson. The vice chairperson (hereinafter the "vice chair") shall assist the chair in the discharge of his or her duties as the chair may direct and shall perform such other duties as from time to time may be assigned by the chair or by the board of directors. In the absence of the chair or in the event of the chair's inability or refusal to act the vice chair shall exercise the powers and functions of the chair.

5. Secretary/Treasurer. The secretary/treasurer shall be the principal accounting and financial officer of the organization. He or she shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the organization; (b) have charge and custody of all funds and securities of the organization, and be responsible therefor and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the chair or by the board of directors. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the board of directors may determine. The secretary/treasurer shall also record the minutes of the meetings of the members and of the board of directors meeting in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the organization; keep a register of the post office address of each member which shall be furnished to the secretary by such member; perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the chair or by the board of directors.

ARTICLE VII: BOOKS AND RECORDS

The organization shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors, and shall keep at the registered or principal office of record giving the names and address of the members entitled to vote. All books and records of the organization may be inspected by any member or his agent or attorney for any purpose at any reasonable time. The fiscal year of the organization shall begin January first of each year.

ARTICLE VIII: AMENDMENTS TO BYLAWS

These bylaws may be amended by the full board of directors by a vote of two-thirds (2/3) of its members present and voting at any meeting of the board at which a quorum is present, provided that notice of the proposed amendments is provided to all board members in advance of, or at the meeting.

ARTICLE IX: INDEMNIFICATION

The STCC may indemnify and procure insurance on behalf of its officers, directors, employees and agents to the full extent permitted by LA RS 12:227. To the extent practicable, the STCC should secure insurance from USA Cycling to accomplish the objectives of this section.

ARTICLE X: DISSOLUTION

Upon dissolution of the STCC, the Board of Directors shall, after paying or making provisions for payment of all STCC liabilities, dispose of the assets of the STCC exclusively for the purposes set forth in Article I of these bylaws to any organization established and operated exclusively for the purposes set forth in Article I of these bylaws as shall at the time of such dissolution qualify as an exempt organization under Section 501(c)(3) or (c)(7) of the Internal Revenue Code (or the corresponding provisions of any subsequent federal tax laws), as the board of directors shall determine. In the event no such organization can be found, then such disposition may be made to any other organization qualified as exempt from federal taxes under Section 501(c)(3) or (c)(7) of the Internal Revenue Code.