

Draft dated August 7, April 2-
2019February 25

**SECOND AMENDED AND
RESTATED BYLAWS
OF
THE WASHINGTON STATE BICYCLE ASSOCIATION**

ARTICLE I

NAME AND PURPOSE

The name of this corporation shall be as provided in its aArticles of iIncorporation. The purposes of the corporation shall be to promote the sport of bicycle racing, to develop national competitions and to coordinate club activities to einsure a season of scheduled sanctioned bicycle races as the USA Cycling (“USAC”) local association for the states of Washington, ~~to promote and support other bicycle racing events in the states of Washington, North Idaho, and portions of Oregon outside the Southwest Idaho Cycling Association (“SWICA”), to promote and support other bicycle racing events in those states to promote and support other bicycle racing events in the states of Washington, North Idaho and Oregon~~ and such other purposes as may be consistent with its qualification under Section 501(c)-(3) of the Internal Revenue Code of 1986, as may be amended from time to time. For purposes of these bBylaws, “North Idaho” means Benewah, Bonner, Boundary, Clearwater, Kootenai, Latah, Lewis, Nez Perce and Shoshone Counties in the state of Idaho. For purposes of these bBylaws, “Oregon” means all of the state of Oregon, excluding those areas defined by zip codes 97800 through 97999 served by SWICA, until one of the following events occurs, at which time USAC clubs in Oregon will no longer be defined as “cClub mMembers” herein: (ai) Oregon has 75 or more registered USAC clubs or (bii) USAC clubs in Oregon form a separate entity designed to undertake the role of USAC local association in Oregon, whether through the Oregon Bicycle Racing Association (“OBRA”) or another new or existing entity. The corporation’s service area in Washington, North Idaho and Oregon described above is sometimes collectively referred to herein as “service area.”

ARTICLE II

MEMBERS

2.1 Members. The corporation shall have the following ing classes of members:

a Club Members. Any (i) USAC-Cycling (“USAC”) member club or (ii) non-USAC member competitive bicycling club that pays an equivalent USAC member clubmembership fee to WSBAoperating and maintaining its primary operations in the state of Washington, or operating in such other jurisdictions as determined by the bBoard of dDirectors (also referred to herein as the “bBoard”) from time to time, may become a cClub mMember of the

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corporation.

b. Individual Members. The corporation shall have two types of individual members:

(i) any Washington, North Idaho or Oregon resident ~~with a current USAC license~~; and

(ii) other individuals who are not Washington, North Idaho or Oregon residents ~~or are without a valid USAC license~~ whomay become “supporting members” of the corporation in accordance with such rules as the ~~bBoard of Directors~~ may adopt. In the absence of such rules, there will be no supporting members.

c. Associate Members. Any organization or individual approved by the ~~bBoard of Directors~~, including for profit entities interested in promoting their products and services to the bicycle racing community, whomay become an aAssociate mMember of the corporation as determined from time to time by the bBoard.

2.2 Registration. A party shall only be a member upon completing any required registration, and paying any amount of dues required for such class of mMember. The form of registration, and the amount of dues shall be determined by the ~~corporation's Board of Directors~~ on an annual basis prior to the start of the corporation's fiscal year. The ~~bBoard~~ may allow for automatic membership in the corporation upon appropriate affiliation with USAC, or on such other terms as the ~~bBoard of Directors~~ shall determine.

2.3 No Voting Rights. Except as specifically permitted herein, no member shall have a vote on any matter coming before the corporation.

2.4 Rights and Privileges of Members.

a. Club Members. Club mMembers shall have the right to ~~(ia) participate in any race scheduling meetings called by the bBoard of Directors, as described in Section 7.3 below with the exception of executive sessions; and (ii)(b) submit race dates for the annual racing calendar; (c) use the corporation's race equipment kits (which may be subject to a fee for use and other rules as the Board or any committee of the corporation may determine); (d) promote its sanctioned and scheduled races to other members of the corporation; and (e) elect and remove directors as provided in Sections 3.5 and 3.6 below.~~

b. Individual Members. Individual members shall have the right to ~~(ia) serve as a director or officer of the corporation; (ii) serve as a director or officer of the corporation; (b) serve on one or more ad hoc committees of the corporation; (iii)(b) apply for grants that the corporation may make, atin the discretion of the bboard of directors or committee thereof, to attend sanctioned national championships and other events; and (ive) (d) purchase and use the corporation's race numbers; (e) participate in sanctioned race events for which such member is otherwise eligible under the rules of USAC and this corporation; and (f) participate in other corporation events open to members; and (g) nominate members to serve as directors of the corporation~~ as provided in Section 3.5 below.

c. Associate Members. Associate members shall only have those rights delineated by the ~~bBoard of Directors~~, which may include the right to promote ~~their~~its products and services; or provide promotional items at ~~corporation~~-races and events.

2.5 — Duties of Club Members.

~~a2.5 Duties.~~ Each ~~cClub mMember~~ shall (~~ia~~) provide a representative to attend the annual ~~race scheduling~~ meeting ~~of the corporation~~ described in Section 7.3 below; ~~and (iib) promote at least one sanctioned race per season; (c) levy, collect, and transfer to the corporation any corporate surcharges or additional fees imposed on clubs or race participants in connection with race participation; (d) provide one or more prizes in connection with any race it promotes, as determined by the corporation's Board of Directors; (e) provide marshals or other officials for district championship and other events, as determined by the corporation's Board of Directors; and (f) follow and enforce any rules or regulations adopted by the~~ ~~bBoard of Directors~~.

~~b. Failure to Perform Duties.~~ Club Members who fail to perform their duties shall be suspended from membership until completion of such duties. During such suspension, the Club shall be barred from participating in any corporation sanctioned races or other activities. If it is not possible for the member to perform the duty, the Board of Directors may specify, in its own discretion, any requirements for reinstatement.

2.6 Dues and Fees. Dues for all classes of members shall be set from time to time by the ~~bBoard of Directors~~. Any change in dues shall not take effect until at least thirty (30) days after approval, and shall be communicated to the members with any annual renewals or other membership application materials. No annual dues increase shall be applied during the current fiscal year to any member whose membership application and annual dues for that year have already been accepted by the corporation. ~~All dues shall be payable on or before January 1 of the year, or at the option of the Board of Directors, such other date (which may be earlier or later). Any dues that are not paid by March 1 shall be deemed in arrears. Any Member not paying dues by April 1 of the fiscal year may be suspended from membership, and all rights and privileges thereof, until such dues are brought current, including any additional fees for delinquency as may be imposed by the Board. The Board shall also have authority to set fees to be charged to promoters of sanctioned races and other fees for use of the corporation's race equipment kits and other resources.~~

ARTICLE III

BOARD OF DIRECTORS

3.1. Responsibility. Except as otherwise provided by the ~~aArticles of iIncorporation~~, by the ~~bBylaws~~; or by law, the affairs of the~~is~~ corporation shall be managed by its ~~bBoard of dDirectors~~. The ~~bBoard of Directors~~ shall be the body referred to as the “Executive Board” in the corporation’s articles of incorporation.

3.2. Number. There shall be a ~~bBoard of Directors~~ consisting of no fewer than three (3); and no more than fifteen (15) directors. The number of directors may be increased or decreased at any time by vote of the ~~bBoard of Directors~~; provided, however, that no decrease in the number

of ~~b~~Board members shall have the effect of terminating early the term of any director. Each director shall be, when nominated and elected, a member in good standing of the corporation.

3.3. Composition of Board. The ~~b~~Board ~~of Directors~~ shall include (a) at least two ~~directors~~~~one Board member~~ who resides in ~~the State of~~ Washington east of the crest of the Cascade Mountain range, which may include a director member who resides in North Idaho; (b) at least one director~~Board Member from Oregon;~~; (c) at least one director focused on or other ~~official of a junior development team; and (de)~~ at least one director who is a USAC- Cycling official; and (e) at least one director who represents track racing. The president of the corporation shall be a voting ex officio member of the board. A reasonable effort shall be made to elect directors with residences geographically dispersed throughout the states of Washington, North Idaho and Oregon. Upon any vacancy in the ~~b~~Board leaving it without a ~~director~~~~Board member~~ meeting one or more of the criteria above, the ~~b~~Board shall make reasonable efforts to replace such ~~director~~~~Board member~~ with an ~~corporation individual m~~member meeting such requirement. ~~Notwithstanding the above, if the Board is unable to find a qualified member meeting such requirement it may still replace such director as provided in Section 3.5 or 3.7 below, and attempt again to elect a Board member with such qualifications at the next annual meeting of the Board of Directors.~~

3.4 Term of Office.

a. — The directors of the corporation shall be elected at the annual meeting ~~of the Club Council~~ by the affirmative vote of a majority of ~~c~~Club ~~m~~Members then in attendance. Each director ~~of the corporation~~ shall serve a term of three (3) years, ~~or such lesser period remaining in any term if replacing another director, and thereafter until his or her successor has~~

a. ~~_____ been elected and has qualified.~~ A director's term shall end earlier upon such director's death, resignation, or removal.

b. — ~~At the first election of directors after approval of these Amended and Restated Bylaws, approximately one third of the directors shall be elected to serve an initial term of one year, approximately one third of the directors shall be elected to serve an initial term of two years, and approximately one third of the directors shall be elected to serve an initial term of three years. Thereafter, directors filling expired terms shall be elected for terms of three (3) years, and the terms of the directors shall be staggered so that the terms of approximately one third are expiring in any one year.~~

~~d~~b. There shall be no limitation on the number of terms of office for which a director may serve.

3.5 Nomination and Election. At least sixty (60) days before the annual meeting of the ~~corporation~~~~Club Council~~, the ~~p~~President shall appoint a nominating committee of at least three (3) directors, which shall submit its nominations to the ~~b~~Board in writing at least thirty (30) days prior to the annual meeting ~~of directors~~. At least sixty (60) days before the annual meeting, the ~~b~~Board shall provide notice to members~~send notice to all members in good standing~~ of the number of open ~~b~~Board positions, with contact information regarding the nominating committee so members may express interest in serving on the ~~b~~Board. The list of nominees shall be provided to the ~~i~~individual ~~m~~members and ~~c~~Club ~~m~~Members at least twenty (20) days prior to the annual meeting ~~of the Club Council~~. Any (~~ai~~) two (2) directors or (~~bii~~) ten (10) individual members, by written

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petition addressed to the ~~president~~Secretary of the corporation, shall be entitled to nominate other candidates for those director terms open for election; ~~;~~ provided, however, that any such nominating petition shall be filed with the ~~president~~ Secretary at least ten (10) days prior to the date of the annual meeting ~~g-of the Club Council~~. The ~~n~~Nominating cCommittee shall make a good faith effort to nominate qualified candidates so as to include representatives of as many geographic regions as possible within the ~~service area~~state of Washington as possible. Nothing in the preceding sentence shall require the directors to include representatives of all such regions on the ~~b~~Board of Directors. New directors shall be elected by vote of the ~~c~~Club mMembers at ~~theirs~~ annual meeting.

3.6. Removal. A director may be removed from office, with or without cause, by vote of either (a) a majority of the directors in attendance at any regular ~~or~~; special ~~or annual~~ meeting of the ~~b~~board of directors or (b) a majority of the ~~c~~Club mMembers in attendance at any ~~regular, special, or annual~~ meeting of the ~~corporation or special meeting of the corporation called by the club members pursuant to Section 7.4~~Club Council. In the event any one or more of the directors may be so removed, new directors may be elected by the ~~b~~Board of Directors at the same meeting to fill the unexpired term or terms of the directors so removed. Notice of intent to consider the removal of one or more directors hereunder shall be submitted to the president at least thirty (30) days prior to the annual meeting, and the president shall thereafter provide notice of such intent to all individual members and club members at least fifteen (15) days before such annual meeting. ~~If such action is taken at a special meeting of the Board or Club Council, notice of such intention to act upon such matter shall have been given in the notice calling such meeting.~~

3.7. Vacancies. A vacancy on the ~~b~~Board of Directors arising at any time and from any cause, including the authorization of an increase in the number of directors, may be filled for the unexpired term at any meeting of the ~~b~~Board of Directors. A director appointed to fill a vacancy shall be appointed for the unexpired term of ~~their his or her~~ predecessor in office ~~;~~ or for such term as determined by the ~~b~~Board for any new director position.

3.8 Compensation; Expense Reimbursement. Nothing contained in the governing instruments of the corporation shall be construed to prevent any director from serving the corporation in any other capacity ~~and~~ receiving reasonable compensation for services rendered to; and in furtherance of the purposes and functions of the corporation. No stated salary shall be paid to directors; as such for their services, but the directors may receive reasonable compensation, as voted by the ~~b~~Board of Directors, for administrative services provided to the corporation, including those duties undertaken by virtue of any office in the corporation they may hold. Any director may receive reimbursement for expenditures incurred on behalf of the corporation upon presentation of receipts or other satisfactory evidence of such expenditure, and in compliance with any reimbursement policy that may be set by the ~~b~~Board of Directors.

ARTICLE IV

MEETINGS OF THE BOARD OF DIRECTORS

4.1 Place of Meetings; Telephone and Internet. Meetings of the ~~b~~Board of dDirectors may be held at any place within the ~~service area~~ state of Washington as set forth in the notice

thereof, or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is specified, at the principal office of the corporation. Members of the board may participate, individually or collectively, through use of a conference telephone or similar communications equipment, or by means of internet communication, so long as all members participating in such meeting can communicate with one another. Participation in a meeting pursuant to this section constitutes presence in person at such meeting.

~~4.2 — Annual Meeting; Notice. An annual meeting of the Board of Directors shall be held in conjunction with the race scheduling meeting described in Section 7.3 below at the principal place of business of the corporation or such other place as the Board of Directors may determine on the first Saturday of November. Unless waived as provided in Section 4.8, notice of the time and place of such annual meeting shall be given by the Secretary, in accordance with Section 4.5 to all Board members no less than ten (10) days before such meeting. At the annual meeting of the corporation, the Board shall (a) review and attempt to approve an annual budget for the corporation, and (b) conduct such other business as may come before the meeting.~~

~~4.3 — Regular Meetings; Notice. Regular meetings of the bBoard of Directors may be held from time to time at such places as the bBoard of Directors may prescribe. Notwithstanding the above, the pPresident shall hold a board meeting immediately following after the annual race scheduling meeting described in Section 7.3 below and call at least one regular bBoard meeting quarterly during the second or third calendar quarter of the calendar year. ~~Unless waived as provided in Section 4.8, notice of the time and place of such regular meeting shall be given by the president secretary, in accordance with Section 4.45 to all bBoard members no less than ten (10) days nor more than thirty~~
4.2 ~~(30)~~ days before such meeting.~~

~~4.44.3 Special Meeting; Notice. Special meetings of the bBoard of Directors may be called and noticed by or at the request of the pPresident or any two (2) directors of the directors in office at that time. ~~Unless waived as provided in Section 4.8, notice of the time and place and purpose of such special meeting shall be given by the Secretary, or other officer, in accordance with Section 4.45 to all bBoard members no less than forty-eight (48) hours before such meeting; provided, however, that notice shall be given at least seven (7) days prior to any special meeting the purpose of which is to approve the removal of a director.~~~~

~~4.54.4 Form of Meeting Notice. Notice of a time and place of any meeting shall be delivered to all required recipients in a tangible medium, including by regular or electronic mail in writing and delivered personally, by telephone, by fax, or by e-mail to each director in advance as provided herein, or sent to a director by first class mail, charges prepaid, addressed to the director either at his or her address as it is shown on the records of the corporation, or, if it is not so shown on such records or is not readily ascertainable, to the place at which meetings of the directors are regularly held.~~

~~4.64.5 Quorum. A majority of the members of the bBoard of Directors shall constitute a quorum for the transaction of business at any meeting of the bBoard; but if less than a majority of the directors is present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice, except as required by law. The act of the majority of those directors present at any meeting at which a quorum is present shall be considered the act of the bBoard of Directors, unless the act of a greater number is required by law or by these bBylaws.~~

4.7- Voting Rights. Each director shall be entitled to one vote on all matters before the ~~b~~Board of Directors. There shall be no voting by proxy.

48 Validation of Meeting. The transactions of the ~~b~~Board of Directors at any meeting, however called or noticed, or wherever held, shall be valid as though authorized at a meeting duly held after regular call and notice; if a quorum ~~is~~be present ~~and if, either before or after the meeting, each director entitled to vote at the meeting signs a written waiver of notice. All such waivers shall be filed with the corporate records and made a part of the minutes of the meeting. Attendance of a director at a meeting shall constitute a waiver of notice, unless such director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not properly called or convened.~~

49 Presumption of Assent. A director who is present at a meeting of the ~~b~~Board of Directors when action is taken is deemed to have assented to the action unless ~~(a) the director objects to the holding or transacting business at the beginning of the meeting or promptly upon the director's arrival; (b) the director's dissent or abstention shall be entered in the minutes of the meeting or unless the director shall deliver their dissent or abstention either to the person acting as secretary to the meeting before the adjournment thereof or to the secretary of the corporation immediately after the adjournment of the meeting, which dissent or abstention must be in the form of a written record. Such right to dissent or abstain shall not apply to a director who voted in favor of such action or's dissent or abstention from the action taken is entered in the minutes of the meeting.; or (c) the director delivers written notice of the director's dissent or abstention to the person acting as secretary of the meeting before its adjournment or by registered mail to the Secretary of the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.~~

4.10—Action Without Meeting. Any action required or permitted to be taken by the ~~b~~Board of Directors under the provisions of the Washington Nonprofit Corporation Act, the ~~a~~Articles of Incorporation, or these ~~b~~Bylaws may be taken without a meeting, if all members of the ~~b~~Board shall individually or collectively consent in writing, in the form of a record to such action. Such ~~written~~ consent or consents shall be filed with the minutes of the proceedings of the ~~b~~Board. Such action by ~~written~~ consent shall have the same force and effect as a unanimous vote of such directors. Any certificate or other document filed on behalf of the corporation relating to an action taken by the ~~b~~Board without a meeting shall state that the action was taken by a unanimous written consent of the ~~b~~Board of Directors without a meeting, pursuant to the provisions of the Washington Nonprofit Corporation Act. ~~For purposes of these Bylaws, "record" means~~

~~4.10. information inscribed in writing, a copy of a writing, a facsimile, or a physical reproduction, each on paper or other tangible medium, or contained in an electronic transmission as defined in RCW 24.03.005(12).~~

4.11. Telephonic and Internet Meetings. ~~Members of the Board of Directors may participate in a meeting through use of a conference telephone or similar communications equipment, or by means of internet communication so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this paragraph constitutes presence in person at such meeting except where a person~~

~~participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully convened.~~

ARTICLE V

OFFICERS

51. Officers. The officers of the corporation shall consist of a pPresident, sSecretary and tTreasurer. The bBoard of dDirectors may select such other officers, including one or more vice presidents, as it shall deem advisable, each of whom shall hold office for a period of one (1) year, or until their successors are elected and qualified, unless otherwise determined by the bBoard of Directors. The officers shall have such power and duties as the bBoard of Directors may from time to time authorize. Any two offices may be held concurrently by the same person except for the offices of pPresident and sSecretary.

52. Election. The officers of the corporation shall be elected annually by the bBoard of Directors ~~at its annual meeting, or~~ at a regular meeting called for such purposes immediately following shortly after the annual meeting of the corporation Board of Directors. Any officer may be removed by the bBoard if in their judgment the best interests of the corporation will be served thereby. A vacancy in any office ~~because of death, resignation, removal, disqualification or otherwise,~~ may be filled for the unexpired term at any meeting of the bBoard of Directors.

53. President. The pPresident of ~~the~~is corporation shall be the principal ~~executive~~ officer of ~~the~~is corporation, subject to the control and direction of the bBoard of Directors, and shall generally supervise and control the business and affairs of the corporation. When present, the pPresident shall preside at all meetings of the corporation, bBoard of Directors and executive committee, the Executive Committee and the Club Council. The pPresident shall have such powers and perform all duties incident to the office of pPresident and such other duties as may be prescribed by resolution of the bBoard of Directors from time to time. The president Secretary shall give or cause to be given notice of all the meetings of the bBoard of Directors required by these bBylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors from time to time.

54. ~~Secretary.~~ The sSecretary shall keep or cause to be kept the a book of minutes of the proceedings of the annual meeting, bBoard of Directors and, eExecutive cCommittee ommittee, and Club Council at the principal office or at such other place as the bBoard of Directors may order with the time and place of holding, whether regular or special, and if special, how authorized, ~~the notice thereof given, together with~~ the names of those present at ~~the~~ directors' meetings, and the proceedings of such meetings. ~~The Secretary shall give or cause to be given notice of all the meetings of the Board of Directors required by these Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors from time to time. The~~

54. Secretary shall be the custodian of the corporate records of the corporation, shall keep a record of the names and addresses of all members, and in general shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by resolution of the Board of Directors. The Board may assign any of the duties of the Secretary to an Assistant Secretary.

55. Treasurer. The tTreasurer shall have charge and custody of and be responsible for

keeping correct and complete books and records of account for all funds and assets of the corporation, deposit and pay funds from banks and other depositories as selected pursuant to the provisions of these ~~b~~Bylaws and shall oversee any necessary tax compliance of the corporation. The ~~t~~Treasurer shall in general perform all duties incident to the office of treasurer and shall have such powers and perform such duties as may be prescribed by the ~~p~~President or the ~~b~~Board of Directors from time to time. ~~The Board may assign any of the duties of the Treasurer to an Assistant Treasurer.~~

ARTICLE VI

BOARD AND MEMBER COMMITTEES

~~61~~—Board Committees. ~~The corporation does not have standing committees. The board of directors may create temporary ad hoc committees from time to time to address individual issues. Such ad hoc committees shall consist of three (3) or more directors, and shall be advisory in nature. Committees, each consisting of three (3) or more directors, not having and exercising the authority of the Board of Directors in the management of the corporation, may be designated by a resolution adopted by a majority of directors present at a meeting at which a quorum is present. Such committees may be designated as permanent or special committees. It is intended that the Board of Directors have a Grants Committee, a Junior Development Committee, and such other committees as the Board of Directors shall see fit. A special committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no other power to act except as specifically conferred by the action of the Board of Directors or the Executive Committee, as the case may be. Upon completion of the task for which it is appointed, such special committee shall be discharged by order of the President. Any other committee may be dissolved at any time by vote of the Board of Directors.~~

~~61~~ _____

~~a. Except as otherwise provided in such resolution, members of each such committee shall be appointed by the President.~~

~~b. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.~~

~~c. Vacancies shall be filled in the same manner provided for original appointments.~~

~~d. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee or cease to qualify as a member thereof.~~

~~e. One member of each committee shall be appointed chairperson thereof.~~

~~f. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.~~

~~g~~ Each committee meeting shall have an agenda and shall submit minutes of its meeting to the Board of Directors. Each committee may adopt rules for its own governance, so long as such rules are not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

62 Executive Committee. There shall be an ~~e~~Executive ~~c~~Committee of the ~~b~~Board of ~~D~~irectors whose membership shall consist of the elected officers of the corporation serving as said members of such committee during their term of office only. With the consent of the ~~b~~Board, the ~~p~~rPresident may add additional member(s) and/or remove certain officer(s) from being on such committee, effective following at least five (5) days' notice to the ~~b~~Board. The ~~e~~Executive ~~c~~Committee shall have the power and authority entrusted in the ~~b~~Board of ~~D~~irectors to act upon any urgent or routine business until the next ~~b~~Board of ~~D~~irectors meeting; provided, however, that the ~~e~~Executive ~~c~~Committee shall have no power to approve the sale, lease, or other encumbrance of corporation property; borrow funds or extend credit on behalf of the corporation, except to the extent necessary in an emergency to preserve the assets of the corporation; amend the corporation's ~~a~~Articles of ~~i~~ncorporation or these ~~b~~Bylaws; or take such other actions as may be prohibited by RCW 24.03.115, as it exists or may hereafter be amended. ~~The Executive Committee shall meet at such time, or times, as the President shall determine, provided that each member of the Executive Committee shall be notified at least forty eight (48) hours in advance of the time and place of each meeting. An Executive Committee member may participate in the meeting by phone and, in addition, the entire meeting may be held by phone, rather than in person. A quorum shall consist of three (3) members of the Executive Committee, whether in person or by phone. The p~~President shall act as chair ~~man~~ at each meeting of the ~~e~~Executive ~~c~~Committee. The ~~e~~Executive ~~c~~Committee shall submit minutes of its meeting to the ~~b~~Board of ~~D~~irectors within ten (10) days of such meeting or -at the next meeting of the bBoard, whichever occurs sooner and shall submit minutes within five (5) days of a request by any member of the Board.

~~63~~ Member Committees. Committees, consisting of one (1) or more Individual Members of the corporation, without having and exercising the authority of the Board of Directors in the management of the corporation, may be designated by a resolution adopted by a majority of directors present at a meeting at which a quorum is present. The purpose of such committees shall be to undertake various volunteer positions necessary to the administration of the corporation's racing and other programs. Such committees shall exist by authority of the Board of Directors or Executive Committee and shall operate under such rules as may be established by the Board of Directors or Executive Committee. Such member committees may or may not have directors as members. The Board of Directors or the Executive Committee shall have the authority to add or remove members from such committees at any time, and to disband any such committee.

ARTICLE VII

ANNUAL AND CLUB SPECIAL

MEETINGS OF THE

CORPORATION COUNCIL

7.1 Membership. Each club that is a member in good standing of the corporation pursuant to Section 2.1 shall be a club member~~member of the Club Council. The Club Council~~

shall meet at least once annually at a race scheduling meeting and to elect directors, and at such other times as meetings of the Club Council may be called, for purposes of providing advice and counsel to the Board of Directors, and for such other purposes permitted under these Bylaws. At any such meeting of the Club Council the Board of Directors shall report on the status of the current year's budget, any changes in fee structures proposed and other issues that the Directors may deem of interest to the Club Members.

72 Voting; Rules. Each club member shall have one (1) vote on all matters brought before the corporation at its annual meeting pursuant to Section 7.3 or a special meeting pursuant to Section 7.4. Any individual casting a vote must be a member of the club member. Meetings of the Club Council shall be chaired by the President of the corporation, or in lieu thereof another member of the Executive Committee as determined by the Board of Directors. Each USA Cycling sanctioned club that is also a member of the corporation shall have a single vote at any Club Council meeting, and shall designate its president or other representative to vote at such Club Council meeting as provided in Section 7.7 below. The Club Council shall operate under such other rules as may be established by the Board of Directors.

73 Annual /Race Scheduling Meeting. Annual Meeting; Notice. An annual meeting of the corporation as described in Section 7.3 below shall be held during the fourth quarter of each calendar year at such location within the service area as may be determined by the board. Notice of the time and place of such annual meeting shall be given by the president in accordance with Section 4.5 to all members of the corporation no less than ten (10) nor more than fifty (50) days before such meeting. There shall be no quorum requirement for the annual meeting.

73—A race scheduling meeting shall be called for the first Saturday of November, or such other time during the fourth calendar quarter of the year as the Board of Directors shall determine, to schedule races for the next calendar year. Unless otherwise designated by the President, such meeting shall also serve as the annual meeting of the Club Council. Club members shall be given at least fourteen (14) days notice of such meeting. Each club shall sponsor at least one race. Priority for scheduling shall be made in accordance with rules established by the Board of Directors in the event of dispute as to dates. The Club Council shall vote on a race schedule, which shall be a recommendation to the Board of Directors, which shall have final authority with regard to the scheduling of all races. Authority over all issues of race administration, including approval of routes and USA Cycling permits, shall be retained by the Board of Directors.

74 Special Meeting; Notice. Special meetings of the corporation Club Council may be called by or at the request of the pPresident, the bBoard of Directors, or the written request of at least one third (33%) fifteen percent (15%) of the cClub mMembers filed with the presidentSecretary of the corporation designating the time for such meeting, which shall be held at the principal place of business of the corporation or such other place as determined by the pPresident. Written nUnless waived as provided in Section 7.8, notice of the time and place and purpose of such special meeting shall be given by the president Secretary, or other officer, in accordance with Section 7.5 to all cClub mMembers no less than seven (7) days prior to any special meeting.

75 Form of Meeting Notice. Notice of a time and place of any meeting shall be in writing and delivered personally, by telephone, by fax, or by e-mail to each Club Member in advance as provided herein or sent to a Club Member by first class mail, charges prepaid,

| addressed to the Club Member either at its address as it is shown on the records of the corporation.

76 Quorum. A quorum shall exist of at least one third (33%) of the club members are present majority of the Club Members shall constitute a quorum for the transaction of business at any special meeting of the corporation hereunder Club Council, but if less than a majority of the Club Members is present at any meeting, a majority of the Club Members present may adjourn the meeting from time to time without further notice, except as required by law. The act of the majority of those club members present at any special meeting at which a quorum is present shall be considered the act of the Club members Council, unless the act of a greater number is required by law or by these Bylaws.

~~7.7. Voting Rights. Each Club Member shall be entitled to one vote on all matters before the Club Council. The president of each Club Member shall have the right to cast such vote, or to designate in writing another member of the club to vote in the president's place. In the absence of such instructions, the highest ranking officer or official of such Club Member, as determined by the President of the corporation, may cast such Club Member's vote. In addition, and in lieu of voting as described above, the Club Member may submit a written proxy designating any other Individual Member of the corporation as having the right to vote on its behalf. Any such proxy shall be valid for up to eleven (11) months after delivery to the corporation but may be amended or revoked from time to time by additional notice from the President of such Club Member.~~

~~7.8 — Validation of Meeting. The transactions of the Club Council at any meeting, however called or noticed, or wherever held, shall be valid as though authorized at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each Club Member entitled to vote at the meeting signs a written waiver of notice. All such waivers shall be filed with the corporate records and made a part of the minutes of the meeting. Attendance of a Club Member's representative at a meeting shall constitute a waiver of notice, unless such Club Member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not properly called or convened.~~

~~7.9 — Telephonic and Internet Meetings. Members of the Club Council may participate in a meeting through use of a conference telephone or similar communications equipment, or by means of internet communication so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this paragraph constitutes presence in person at such meeting except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully convened. Notwithstanding the above, there shall be no obligation on the part of the corporation to provide such means of communication for its meetings.~~

ARTICLE VIII

GENERAL PROVISIONS

81. Offices. The principal office of the corporation shall be the address of the treasurer located at 1601 Fifth Avenue #2100 Seattle, WA 98101. The corporation may change such principal office, or may have such other offices, either within or without the State of Washington, as the Board of Directors may determine from time to time.

82. Corporate Seal. A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the corporation.

BYLAWS OF WSBA

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83. Self-Dealing. In the exercise of voting rights by members of the ~~b~~Board of directors, no individual shall vote on any issue, motion, or resolution which directly or indirectly inures to ~~his or her~~ their benefit financially, except that such individual may be counted in order to qualify a quorum and, except as the ~~b~~Board may otherwise direct, may participate in the discussion of such an issue, motion, or resolution if ~~they he or she~~ first discloses the nature of ~~their his or her~~ interest.

84. Fiscal Year. The fiscal year of the ~~is~~ corporation shall end on the last day of December of each year.

8.5 Rules. The ~~b~~Board of Directors may adopt rules for the use of corporate property and the conduct of racing in the USAC geographic area it represents; provided, however, that none of these rules and regulations conflict with USAC rules or any agreement the corporation may have to act as local representative of the USAC.

8.6 Indemnification. The corporation shall indemnify any director or officer or former director or officer in the manner and to the extent provided in RCW 23B.08.500 through 23B.08.600, as now existing or hereafter amended.

ARTICLE IX

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

91. Execution of Contracts and Other Instruments. The ~~b~~Board of ~~d~~Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these ~~b~~Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

92. Authorized Signatures. All checks, drafts or orders for the 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 resolution of the ~~b~~Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the ~~t~~Treasurer or ~~an Assistant Treasurer and countersigned by the p~~President of the corporation.

93. Deposit of Funds. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the ~~b~~Board of Directors may select.

ARTICLE X

BOOKS AND RECORDS

The corporation shall keep ~~correct and complete~~ books and records of account consistent with accepted accounting principles and shall also keep minutes of the proceedings of its ~~Club Council, b~~Board of ~~d~~Directors, ~~e~~Executive ~~c~~Committee and any ~~b~~Board ~~c~~Committee. All books and records of the corporation may be inspected by any member at a reasonable time and with

