

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

**ARTICLE 1  
NAME AND PURPOSE**

The name of this corporation shall be as provided in its articles of incorporation. The purposes of the corporation shall be to promote the sport of bicycle racing, to develop national competitions and to coordinate club activities to ensure a season of scheduled sanctioned bicycle races as the USA Cycling (“USAC”) local association for 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 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 bylaws, “North Idaho” means Benewah, Bonner, Boundary, Clearwater, Kootenai, Latah, Lewis, Nez Perce and Shoshone Counties in the state of Idaho. For purposes of these bylaws, “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 “club members” herein: (a) Oregon has 75 or more registered USAC clubs or (b) 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 2  
MEMBERS**

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

a. Club Members. Any (i) USAC member club or (ii) non-USAC member competitive bicycling club that pays an equivalent USAC member club fee to WSBA as determined by the board of directors (also referred to herein as the “board”) from time to time, may become a club member of the corporation.

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

(i) any Washington, North Idaho or Oregon resident; and

(ii) other individuals who are not Washington, North Idaho or Oregon residents who become “supporting members” of the corporation in accordance with such rules as the board may adopt. In the absence of such rules, there will be no supporting members.

**c. Associate Members.** Any organization or individual approved by the board, including for profit entities interested in promoting their products and services to the bicycle racing community, who becomes an associate member of the corporation as determined from time to time by the board.

**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 member. The form of registration and the amount of dues shall be determined by the board on an annual basis prior to the start of the corporation's fiscal year. The board may allow for automatic membership in the corporation upon appropriate affiliation with USAC or on such other terms as the board 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 members shall have the right to (i) participate in any meetings called by the board with the exception of executive sessions; and (ii) elect and remove directors as provided in Sections 3.5 and 3.6 below.

**b. Individual Members.** Individual members shall have the right to (i) serve as a director or officer of the corporation; (ii) serve on one or more ad hoc committees of the corporation; (iii) apply for grants that the corporation may make, at the discretion of the board or committee thereof, to attend sanctioned national championships and other events; and (iv) nominate members to serve as directors as provided in Section 3.5 below.

**c. Associate Members.** Associate members shall only have those rights delineated by the board, which may include the right to promote their products and services or provide promotional items at races and events.

**2.5 Duties of Club Members.** Each club member shall (i) provide a representative to attend the annual meeting of the corporation described in Section 7.3 below and (ii) follow and enforce any rules or regulations adopted by the board.

**2.6 Dues and Fees.** Dues for all classes of members shall be set from time to time by the board. 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.

## **ARTICLE 3** **BOARD OF DIRECTORS**

**3.1 Responsibility.** Except as otherwise provided by the articles of incorporation, by the bylaws or by law, the affairs of the corporation shall be managed by its board of directors. The board shall be the body referred to as the "Executive Board" in the corporation's articles of incorporation.

3.2 Number. There shall be a board 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 board; provided, however, that no decrease in the number of 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 board shall include: (a) at least two directors who reside in Washington east of the crest of the Cascade Mountain range, which may include a director who resides in North Idaho; (b) at least one director from Oregon; (c) at least one director focused on junior development; (d) at least one director who is a USAC 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 board leaving it without a director meeting one or more of the criteria above, the board shall make reasonable efforts to replace such director with an individual member meeting such requirement.

3.4 Term of Office.

- a. The directors of the corporation shall be elected at the annual meeting by the affirmative vote of a majority of club members then in attendance. Each director shall serve a term of three (3) years. A director's term shall end earlier upon such director's death, resignation or removal.
- 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, the president shall appoint a nominating committee of at least three (3) directors, which shall submit its nominations to the board in writing at least thirty (30) days prior to the annual meeting. At least sixty (60) days before the annual meeting, the board shall provide notice to members of the number of open board positions, with contact information regarding the nominating committee so members may express interest in serving on the board. The list of nominees shall be provided to the individual members and club members at least twenty (20) days prior to the annual meeting. Any (a) two (2) directors or (b) ten (10) individual members, by written petition addressed to the president, 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 at least ten (10) days prior to the date of the annual meeting. The nominating committee 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. Nothing in the preceding sentence shall require the directors to include representatives of all such regions on the board. New directors shall be elected by vote of the club members at the 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 meeting of the board or (b) a majority of the club members in attendance at any annual meeting of the corporation or special meeting of the corporation called by the club members pursuant to Section 7.4. In the event any one or more of the

directors may be so removed, new directors may be elected by the board 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.

3.7 Vacancies. A vacancy on the board 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 board. A director appointed to fill a vacancy shall be appointed for the unexpired term of their predecessor in office or for such term as determined by the 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 or 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 board, 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 board.

## **ARTICLE 4** **MEETINGS OF THE BOARD OF DIRECTORS**

4.1 Place of Meetings; Telephone and Internet. Meetings of the board of directors may be held at any place within the service area as set forth in the notice thereof. 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 Regular Meetings; Notice. Regular meetings of the board may be held from time to time at such places as the board may prescribe. Notwithstanding the above, the president shall hold a board meeting immediately following the annual meeting described in Section 7.3 below and call at least one regular board meeting quarterly. Notice of the time and place of such regular meeting shall be given by the president, in accordance with Section 4.5, to all board members no less than ten (10) days before such meeting.

4.3 Special Meeting; Notice. Special meetings of the board may be called and noticed by the president or any two (2) directors. Notice of the time and place and purpose of such special meeting shall be given in accordance with Section 4.5 to all board 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.

4.4 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.

4.5 Quorum. A majority of the members of the board shall constitute a quorum for the transaction of business at any meeting of the board, but if less than a majority of the directors is present at any meeting, a majority of the directors present may adjourn the meeting without further notice. 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 board unless the act of a greater number is required by law or these bylaws.

4.6 Voting Rights. Each director shall be entitled to one vote on all matters before the board. There shall be no voting by proxy.

4.7 Validation of Meeting. The transactions of the board 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 present.

4.8 Presumption of Assent. A director who is present at a meeting of the board when action is taken is deemed to have assented to the action unless 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.

4.9 Action Without Meeting. Any action required or permitted to be taken by the board under the provisions of the Washington Nonprofit Corporation Act, the articles of incorporation or these bylaws may be taken without a meeting if all members of the board shall individually or collectively consent in writing in the form of a record to such action. Such consent or consents shall be filed with the minutes of the proceedings of the board. Such action by 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 board without a meeting shall state that the action was taken by a unanimous written consent of the board without a meeting, pursuant to the provisions of the Washington Nonprofit Corporation Act.

## **ARTICLE 5** **OFFICERS**

5.1 Officers. The officers of the corporation shall consist of a president, secretary and treasurer. The board of directors 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 board. The officers shall have such power and duties as the board may from time to time authorize. Any two offices may be held concurrently by the same person except for the offices of president and secretary.

5.2 Election. The officers of the corporation shall be elected annually by the board at a regular meeting called for such purposes immediately following the annual meeting of the corporation. Any

officer may be removed by the board if in their judgment the best interests of the corporation will be served thereby. A vacancy in any office may be filled for the unexpired term at any meeting of the board.

5.3 President. The president of the corporation shall be the principal executive officer of the corporation, subject to the control and direction of the board, and shall generally supervise and control the business and affairs of the corporation. When present, the president shall preside at all meetings of the corporation, board and executive committee. The president shall have such powers and perform all duties incident to the office of president and such other duties as may be prescribed by resolution of the board from time to time. The president shall give or cause to be given notice of all the meetings of the board required by these bylaws or by law to be given.

5.4 Secretary. The secretary shall keep or cause to be kept the minutes of the proceedings of the annual meeting, board and executive committee at the principal office or at such other place as the board may order with the time and place of holding, whether regular or special, and if special, how authorized, together with the names of those present at directors meetings and the proceedings of such meetings.

5.5 Treasurer. The treasurer 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 bylaws and shall oversee any necessary tax compliance of the corporation. The 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 president or the board from time to time.

## **ARTICLE 6** **BOARD AND MEMBER COMMITTEES**

6.1 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.

6.2 Executive Committee. There shall be an executive committee of the board 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 board, the president 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 board. The executive committee shall have the power and authority entrusted in the board to act upon any urgent or routine business until the next board meeting; provided, however, that the executive 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 articles of incorporation or these bylaws; or take such other actions as may be prohibited by RCW 24.03.115, as it exists or may hereafter be amended. The president shall act as chair at each meeting of the executive committee. The executive committee shall submit minutes of its meeting to the board within ten (10) days of such meeting or at the next meeting of the board, whichever occurs sooner.

## **ARTICLE 7**

### **ANNUAL AND SPECIAL MEETINGS OF THE CORPORATION**

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.

7.2 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.

7.3 Annual Meeting. An annual meeting of the corporation 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.

7.4 Special Meeting; Notice. Special meetings of the corporation may be called by or at the request of the president, the board or the written request of at least one third (33%) of the club members filed with the president 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 president. Written notice of the time and place and purpose of such special meeting shall be given by the president to all club members no less than seven (7) days prior to any special meeting.

7.5 Quorum. A quorum shall exist if at least one third (33%) of the club members are present for the transaction of business at any special meeting of the corporation hereunder. 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, unless the act of a greater number is required by law or by these bylaws.

## **ARTICLE 8**

### **GENERAL PROVISIONS**

8.1 Offices. The principal office of the corporation shall be the address of the treasurer. 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.

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

8.3 Self-Dealing. In the exercise of voting rights by members of the board of directors, no individual shall vote on any issue, motion or resolution which directly or indirectly inures to his or her benefit financially, except that such individual may be counted in order to qualify a quorum

and, except as the board may otherwise direct, may participate in the discussion of such an issue, motion or resolution if they first discloses the nature of their interest.

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

8.5     Rules. The board 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 9** **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

9.1     Execution of Contracts and Other Instruments. The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these 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.

9.2     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 board. In the absence of such determination by the board, such instruments shall be signed by the treasurer or the president.

9.3     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 board may select.

## **ARTICLE 10** **BOOKS AND RECORDS**

The corporation shall keep books and records of account consistent with accepted accounting principles and shall also keep minutes of the proceedings of its board of directors, executive committee and any board committee. All books and records of the corporation may be inspected by any member at a reasonable time and with reasonable notice.

## **ARTICLE 11** **APPROVAL: AMENDMENTS**

11.1     Initial Approval. These Second Amended and Restated Bylaws shall initially be approved by

a vote of the club members at an annual meeting of the corporation.

11.2 Amendments. After the initial approval described in Section 11.1 above, these bylaws may be amended or repealed, or new bylaws may be adopted, by a majority vote of the club members at an annual meeting of the corporation or at any special meeting called for such purpose. The act of the majority of those present at any meeting at which a quorum is present shall be considered the act of the corporation for purposes of this section. These bylaws shall be reviewed by the board of directors and any potential amendments proposed to the club members as provided for herein at least once every three years.

The undersigned, being the secretary of the corporation, hereby certifies that these Second Amended and Restated Bylaws were adopted by resolution of the club members this 21st day of December, 2019.

Martha Walsh  
Secretary