



Pasadena Athletic Association (“PAA”)
By-Laws

Article I
ORGANIZATION

Section 1. Name and Purpose. This organization shall be known as the Pasadena Athletic Association, hereinafter referred to as the “Corporation”. The specific purposes for which this Corporation is organized are to benefit the general welfare of the community through promoting bicycling and bicycle-related activities (e.g., trail maintenance, supporting High School MTB league, racing activities, recreational rides, basic bicycle riding skills, clinics, etc.)"

Section 2. Affiliations. The Corporation is organized as a member of USA Cycling Inc.’s member association for competitive road, track, mountain, and cyclo-cross bicycling.

Section 3. NonProfit Status. The Corporation shall not be organized for profit, and no part of the income or capital shall inure to the profit of any private individual or group of individuals, except as reimbursement for necessary expenses and the furtherance of the Corporation's purposes.

Article II
MEMBERSHIP

Section 1. Eligibility. Any person interested in the purposes of the Corporation is eligible to apply for membership.

Section 2. Membership Application. Each prospective member must complete a membership application. The membership application form, as authorized by the Board of Directors, shall include a statement releasing the Corporation, its officers, members and agents from liability in case of accident, injury or misadventure in connection with the Corporation’s activities. Applicants under 18 years of age may apply with the written consent of the applicant’s parent or guardian. A parent or guardian must sign a waiver for each child under 18 years of age.

2a. Family Membership – same as above but includes up to four family members in the same household.

Section 3. Membership Dues & Term of Membership. Membership dues shall be set by the Board of Directors, and shall be payable to the Corporation. Membership shall be for one year, October 1st through September 30th. Any member who does not renew membership by October 15th shall no longer be considered a member of the Corporation.

3a. Special Interest Group Membership Due Waiver. The Board reserves the right to waive or discount membership dues for special interest groups (e.g. juniors, students, masters)

Section 4. Membership Termination. No member shall be removed or denied renewal except for good cause. Good cause shall include, but not be limited: a) to the failure or refusal by a member to comply with these by-laws; or b) to any act by the member that in the judgment of the Board of Directors is contrary to the interests of the Corporation. A member shall be notified orally or in writing of the

information that may be the basis for termination of membership and shall be given an opportunity to reply to the Board of Directors. A majority vote of the Board of Directors (as defined in section 5 of Article IV, below) shall terminate the membership.

Article III ELECTED OFFICERS & BOARD OF DIRECTORS

Section 1. Elected Officers. The elected officers of the Corporation shall be President, Vice President, Secretary, and Treasurer. Any member may hold any elective office.

Section 2. Board of Directors. The governing body of the Corporation shall be called the Board of Directors, hereinafter also referred to as “the Board.” The Board shall consist of the elected officers and seven other members of the Corporation, who shall be called Members-at-Large. Members-at-Large shall be voted upon by the general membership of the Corporation.

Section 3. Each officer & member-at-large shall be elected to an annual term to run concurrent with the calendar year for up to two years at which time they are eligible to run for re-election. No officer may hold more than one office at a time.

Article IV MEETINGS

Section 1. General Meetings. General Meetings shall be held on the second Wednesday at least quarterly at a time and location selected by the President. If the day of the regular meeting falls on a legal holiday, that meeting shall be held on the next Wednesday.

Section 2. Annual Meeting. The Annual Meeting shall be the general meeting in November.

Section 3. Board of Director Meetings. The Board shall meet at least quarterly. However, monthly Board meetings are encouraged.

Section 4. Special Meetings. The President or any two Board members may call a special meeting of the Board. Notice of each special meeting shall be communicated to all members of the Board by telephone or written notice at least one week in advance.

Section 5. Quorum of Board Meetings. Fifty percent plus one of the current total number of members on the Board shall constitute a quorum for the transaction of business, for the performance of any duty or the exercise of any power or authority of the Board.

Section 6. Quorum for General Meetings. A quorum for general meetings shall consist of the attending members (fifty percent plus one of the voting members attending the meeting). Submission of absentee votes shall be permitted up to one week prior to the November General Meeting. No proxy votes shall be permitted.

Article V NOMINATIONS & ELECTIONS

Section 1. Nominating Committee. The Board of Directors, prior to October 1st of each year, shall propose a list of nominations for Corporation officers to be voted on by the members of the Corporation. Additional nominations for office shall be received from the floor at the general meetings.

Section 2. Election of Officers. Election of officers shall take place at the November general meeting by ballot, with each member entitled to one vote. There will be no proxy ballots. Results will be announced at the meeting.

Article VI VACANCIES

Section 1. Vacancy in Office. In the event an officer or member of the Board is unable to complete his or her term of office due to death, resignation, disability or disqualification, other than the President, the Board shall appoint a successor. The Vice-President shall automatically succeed the President.

Article VII DUTIES OF THE OFFICERS & THE BOARD

Section 1. President. The President shall be the chief executive officer of the Corporation. He/she shall preside at club meetings and meetings of the Board, with the right to vote in case of a tie. The President is ultimately responsible for all Corporation activities. He/she shall sign all official documents pertaining to the Corporation. The President, subject to the approval of the Board, may appoint committees, assign special projects, and call special meetings. The President upholds and executes the Corporation's policies and represents and serves as a liaison to other organizations.

Section 2. Vice President. The Vice President shall stand first in succession in the event of the President's death, resignation, disability, or disqualification. In the event that the Vice presidents position becomes vacant, the Board shall designate a member of the Board as successor.

Section 3. Treasurer. The Treasurer shall be the principal accounting and financial officer of the Corporation and shall:

- a. Be responsible for the maintenance of the financial records.
- b. Have charge and custody of the Corporation funds and be responsible for the receipt and disbursement thereof.
- c. Deposit funds into an Corporation bank account or accounts.
- d. Prepare financial report(s) making them available for financial review annually.
- e. Perform all related duties to the office and other duties as may be assigned by the President or the Board.

Section 4. Secretary. The Secretary shall be responsible for all official communications and inquires addressed to the Corporation and shall:

- a. Prepare responses as assigned by the President and/or the Board.
- b. Record the minutes of the Board Meeting. Minutes will be made available to members of the Corporation upon reasonable request.

Section 5. Board of Directors. The function of the Board shall be to conduct the business of the Corporation. The Board shall make operational and policy decisions for the Corporation by a majority vote, except as otherwise provided within.

The Board shall prepare an annual report for presentation by the President of the Corporation at the Annual meeting. The report shall include the financial activity of the Corporation for the prior year, club membership highlights of Corporation activities & future objectives.

Upon approval of the Board, issues of general interest to the membership may be voted upon. The results of any items voted on during the monthly Board Meeting or via e-mail will be reflected on the monthly meeting minutes.

The Board will approve of “freebies”, sponsorships & sponsored riders, if any. Freebies can be but are not limited to team clothing, water bottles, and accessories.

Members of the Board shall perform assignments as directed by the President.

Article VIII
CORPORATION UNIFORM

Section 1. Uniforms. The Board shall appoint a chairperson to work with the major sponsors. The Board will be responsible for review of current uniform design and make changes if necessary. A majority vote of the Board is required to authorize changes. Presentation of changes in design shall be made to the general membership at a general meeting or via the club’s website.

Section 2. Uniforms for the Board of Directors. Each Officer and Board Member at large shall receive a “current” Team jersey as a token of appreciation for their service to the Corporation.

Article IX
BUDGET AND FINANCES

Section 1. Budget Committee. A Budget Committee composed of officers and general members selected by the Board shall propose a budget to the Board prior to the January general meeting. The Board will provide a recommended budget to the Board elect for their acceptance at the January or February ~~general~~ Board Meeting.

Section 2. Expenditures. No money shall be expended except in accordance with the budget as approved or amended by the Board. The Board shall authorize the disbursement of all unbudgeted funds from the “petty” cash fund. The “petty” cash fund shall not exceed \$100 at any given time. The Treasurer will notify the Board when the petty fund needs to be replenished at the Monthly Board meeting or via email.

Article X
EXECUTION OF INSTRUMENTS

Section 1. Contracts. The President, with the approval of the Board, may enter into any contract on behalf of the Corporation, which is consistent with the Corporation’s purposes and the policies established by the Board.

Section 2. Checks. All checks, drafts, other orders for the payment of money or other evidences of indebtedness issued in the name of the Corporation shall be signed by the President or Treasurer, and shall then be recorded in the Corporation’s ledger by the Treasurer.

Article XI
INSURANCE

Section 1. Insurance. The Board may authorize the purchase of insurance on behalf of the Corporation, including a Director, Officer, Employee, or General Member against any liability other than for violating provisions of the law.

Article XII
AMENDMENTS TO BY-LAWS AND STANDING RULES

Section 1. Rules. The authority for all matters of procedures not covered by the Corporation's by-laws shall be Robert's Rules Of order, Revised.

Section 2. Amendment of By-laws. These By-laws may be amended by a simple majority vote of the members present at an Corporation general meeting provided that the proposed changes have been presented at a previous Corporation general meeting and printed in the Corporation's Newsletter/Website immediately preceding the general meeting at which the vote is to be taken.

Article XII
EFFECTIVE

Section 1. Effective Date. These by-laws shall become effective September 1, 2011 upon ratification by the Board, and shall supersede all previous By-laws.

- Original Corporation By-laws = January 1, 2003
- Revised Corporation By-laws = October 1, 2010
- Revised Corporation By-laws = September 1, 2011