



UTAH CYCLING
ASSOCIATION

Bylaws of the Utah Cycling Association

As Amended and Adopted by the Board of Directors

Effective April 8, 2025

A nonprofit corporation organized under Section 501(c)(3) of the Internal Revenue Code

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BYLAWS OF THE UTAH CYCLING ASSOCIATION ("UCA")

ARTICLE 1 - NAME AND PURPOSE

The name of this corporation shall be the Utah Cycling Association ("UCA"). The purposes of the corporation are to promote the sport of bicycle racing, develop participation in national competitions, coordinate club activities to ensure a season of sanctioned races under USA Cycling ("USAC"), and support racing across all disciplines in Utah, Southeastern Idaho, and Southwestern Wyoming. The corporation shall operate exclusively for purposes consistent with Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 2 - MEMBERS

2.1 Members.

The corporation shall have the following non-voting classes of members within the boundaries of the UCA:

- a. Anyone holding any type of valid USAC license including but not limited to officials, race directors, riders, coaches, mechanics, etc.
- b. Individual Members who do not have a USAC license, but who have received a majority vote from the board of directors.
- c. Any group that meets the definition of a Club including:
 - (i) USA Cycling-registered amateur teams,
 - (ii) named local cycling groups, and
 - (iii) informal community ride or meetup groups who identify collectively under a shared name, cause, or identity,

may become a UCA Club Member, provided they are located within the UCA's boundaries and complete the UCA's registration requirements as laid out by the board of directors. Club Members do not need to be legally incorporated nor formally affiliated with a national governing body, but they must:

- Be recognized and approved by the board of directors, and
- Agree to support the UCA's mission, and
- Fulfill any fee, documentation, or participation requirements established by the board, including but not limited to compliance with annual registration, code of conduct, or club activity expectations.

2.2 Registration.

Membership shall be effective upon USAC licensing within the UCA's boundaries, or upon the completion of registration and payment of any required dues, as determined by the board annually.

2.3 Voting Rights.

No member shall have voting rights on any matter, including the election or removal of directors, in accordance with the Articles of Incorporation.

2.4 Rights and Privileges of Members.

- a. USAC license holders within the UCA boundaries may serve as directors, officers, and/or participate in committees.
- b. Individual Members may serve as directors, officers, and/or participate in committees.

2.5 Duties of Club Members.

Each club member **may** provide a representative to attend advisory meetings and follow any board-adopted regulations.

2.6 Dues and Fees.

Dues and fees shall be set by the board and communicated at least thirty (30) days prior to enforcement.

ARTICLE 3 - BOARD OF DIRECTORS

3.1 Responsibility.

The board of directors shall govern the affairs of the corporation.

3.2 Number.

The board shall consist of no fewer than three (3) and no more than ten (10) directors. The number may be adjusted by board vote.

3.3 Composition of Board.

The board shall be made up of residents within the UCA's boundaries. The president is a full voting member of the board and will lead all board meetings.

3.4 Term of Office.

Directors shall be appointed by the board and serve for three-year terms. There is no limit on the number of terms a board member may serve.

Note: Assignment of terms for the initial board members:

8 April 2025 — 8 April 2026
Ronnie Boutte—Director

8 April 2024 — 8 April 2028
Holly Blanco—Director

8 April 2025 — 8 April 2026
Dirk Cowley—Director

8 April 2024 — 8 April 2028
Shane Dicou—Director

8 April 2025 — 8 April 2027
Julie Quinn—Director

8 April 2024 — 8 April 2028
Ian Skurnik—Director

8 April 2025 — 8 April 2027
Alex Whitney—Director

3.5 Nomination and Election.

The president shall appoint a nominating committee to identify board of director candidates. Members may submit nominations to the committee via a process and timeline determined by the president. The board shall review nominations and appoint directors by majority vote.

3.6 Removal.

A director may be removed by a majority vote of the board.

3.7 Vacancies.

The board may fill vacancies for any unexpired term or for newly created director positions.

3.8 Compensation and Expense Reimbursement.

Directors may receive compensation for services approved by the board and reimbursement for documented expenses related to UCA and board activities.

3.9 Resignations.

A director may resign at any time by written notice to the President or Secretary, effective upon receipt unless otherwise stated. Acceptance is not required.

Any director who resigns before serving twelve (12) months of their term of office shall be ineligible to rejoin the board for five (5) years, unless they previously completed a full term.

3.10 Advisory Committee Representative.

One director seat shall be reserved for a representative elected by and from the Advisory Committee. The Advisory Committee shall conduct its own internal election and submit the selected representative to the Board for ratification. This representative shall serve a standard term and hold full voting rights as a director. If the Advisory Committee does not

elect a representative, the seat may remain vacant until filled through the committee's process.

ARTICLE 4 - MEETINGS OF THE BOARD OF DIRECTORS

4.1 Place of Meetings.

Meetings may be held in person or via conference call or internet communication, provided all directors can communicate with one another.

4.2 Regular Meetings; Notice.

The president shall hold at least one regular meeting quarterly and provide ten (10) days' notice.

4.3 Special Meetings; Notice.

Special meetings may be called by the president or any two directors, with at least 48 hours' notice (seven days for director removal discussions).

4.4 Form of Meeting; Notice.

Notice shall be provided in writing, including email or physical mail.

4.5 Quorum.

A majority of directors constitutes a quorum.

4.6 Voting Rights.

Each director has one vote. Proxy voting is not allowed.

4.7 Validation of Meeting.

Actions taken at properly noticed meetings with a quorum are valid.

4.8 Presumption of Assent.

A director present at a meeting is presumed to assent unless they formally dissent.

4.9 Action Without Meeting.

Board actions may be approved without a meeting if all directors consent in writing.

4.10 Tie Votes.

The president's vote will break all ties by the board.

ARTICLE 5 - OFFICERS

5.1 Officers.

Officers shall include a president, secretary, and treasurer. The board may add other roles as needed. No one may serve as both president and secretary.

5.2 Election.

Officers are elected annually by the board following the annual appointment cycle.

5.3 President.

The president leads the corporation, calls and presides over meetings, and carries out board directives.

5.4 Secretary.

The secretary maintains official records and meeting minutes.

5.5 Treasurer.

The treasurer oversees financial accounts, reporting, and compliance.

ARTICLE 6 - BOARD AND MEMBER COMMITTEES

6.1 Board Committees.

The board of directors may form ad hoc committees of two or more directors for advisory purposes.

6.2 Executive Committee.

An executive committee may be formed from officers with board approval to handle urgent matters between meetings. It may not amend bylaws, dispose of assets, or take prohibited actions.

6.3 Member Committees.

- a. An Advisory Committee shall consist of individuals appointed by the Board based on their expertise, regional representation, or leadership within the cycling community. Advisory Committee members may include race promoters, club representatives, officials, and other stakeholders aligned with the mission of the UCA.

The Advisory Committee shall:

- Be made up of 1 to 6 individuals,
- Serve in a non-voting, advisory capacity to the Board,

- Provide input on strategic direction, programs, and community needs,
- Elect one of its members to serve as a full voting director on the Board, in accordance with Section 3.10.

The Advisory Committee may organize itself, including appointing a chairperson and establishing its own procedures, subject to approval by the Board.

- b. The board of directors may form ad hoc committees of one to twelve members for advisory purposes.

6.4 Eligibility and Resignations.

A member may resign at any time by written notice to the President, Secretary, or Committee Chairperson effective upon receipt unless otherwise stated. Acceptance is not required.

Any member who has resigned from the UCA Board of Directors or its Committees before serving twelve (12) months of their term of office shall be ineligible to participate on member committees for five (5) years, unless they previously completed a full term.

ARTICLE 7 - MEETINGS OF THE CORPORATION

7.1 Membership.

Members serve in an advisory role and shall not vote nor govern the corporation.

7.2 Voting.

Members shall not vote.

7.4 Special Meetings.

The board or president may call special meetings for community engagement or input. No binding votes shall occur.

ARTICLE 8 - GENERAL PROVISIONS

8.1 Offices.

The principal office shall be the address of the President of the Board or as otherwise determined by the board.

8.3 Self-Dealing.

No director shall vote on a matter from which they derive any personal gain, advance any personal interest, or obtain any favors without disclosure.

8.4 Fiscal Year.

The fiscal year shall end on December 31.

8.5 Rules.

The board may adopt race or club rules not conflicting with USAC policies.

8.6 Indemnification.

The corporation shall indemnify officers and directors to the fullest extent of the law.

ARTICLE 9 - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

9.1 Execution of Contracts.

The board may authorize any officer or agent to enter into contracts on behalf of the corporation.

9.2 Authorized Signatures.

All financial instruments shall be signed by authorized officers.

9.3 Deposit of Funds.

All funds shall be deposited into board-approved accounts.

ARTICLE 10 - BOOKS AND RECORDS

The corporation shall maintain financial records and minutes, available to members upon reasonable request.

ARTICLE 11 - APPROVAL: AMENDMENTS

11.1 Initial Approval.

These bylaws were approved by the board.

11.2 Amendments.

The board may amend or repeal bylaws by majority vote. A review shall occur at least every three years.

11.3 Communication of Bylaws.

Any amendments shall be communicated to members before the respective year's informational meeting, if held.

Approval of Revised Bylaws

The undersigned, being the duly appointed and acting directors of the Utah Cycling Association, hereby adopt the foregoing bylaws as the Bylaws of the Corporation, effective as of April 8, 2025.

Signature on File

Ronnie Boutte—Director

Signature on File

Dirk Cowley—Director

Signature on File

Julie Quinn—Director

Signature on File

Alex Whitney—Director

Signature on File

Holly Blanco—Director

Signature on File

Shane Dicou—Director

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Ian Skurnik—Director