

**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 “Association”. The purposes of the Association are to provide bicycle racing and bicycling activities for the enjoyment of its members, promote bicycling as a sport, and generally advance the interests of bicycling through organized races, coaching and training events.

**Section 2. Affiliations.** The Association is organized as a member of the United States Cycling Federation, Inc. (“USCF”), USA Cycling Inc.’s member association for competitive road and track bicycling.

**Section 3. NonProfit Status.** The Association 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 Association's purposes.

**Article II  
MEMBERSHIP**

**Section 1. Eligibility.** Any person interested in the purposes of the Association 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 Association, its officers, members and agents from liability in case of accident, injury or misadventure in connection with the Association’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.

**Section 3. Membership Dues & Term of Membership.** Membership dues shall be set by the Board of Directors, and shall be payable to the Treasurer. Membership shall be for one year, October 1st through September 30th of the following year, and may be renewed at any time. Any member who does not renew membership by October 1<sup>st</sup> shall no longer be considered a member of the Association.

**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 judgement of the Board of Directors is contrary to the interests of the Association. 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 Association 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 Association 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 Association, who shall be called Members-at-Large. Members-at-Large shall be voted upon by the general membership of the Association.

**Section 3. Term of Office.** Each officer & member-at-large shall be elected to a one year term to run concurrent with the calendar year. Officers & members-at-large are eligible 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 of every month 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 Directors 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.** Seven members of 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). No proxy or absentee votes shall be permitted.

#### **Article V NOMINATIONS & ELECTIONS**

**Section 1. Nominating Committee.** The Board of Directors, prior to October 1<sup>st</sup> of each year, shall propose a list of nominations for Association officers to be voted on by the members of the Association. 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 absentee or 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 Association. 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 Association activities. He/she shall sign all official documents pertaining to the Association. 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 Association'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 Association and shall:

- a. Be responsible for the maintenance of the financial records.
- b. Have charge and custody of the Association funds and be responsible for the receipt and disbursement thereof.
- c. Deposit funds into an Association 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 Association and shall:

- a. Prepare responses as assigned by the President and/or the Board.
- b. Record the minutes of the meetings of both the general members and the Board. Minutes will be made available to members of the Association upon reasonable request.
- c. Maintain official Association membership roster.
- d. Prepare the Association's monthly newsletter.

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

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

Upon approval of the Board, issues of general interest to the membership may be voted upon. The Secretary shall prepare ballots for this purpose.

The Board will approve of freebies, sponsorships & sponsored riders, if any.

Members of the Board shall perform assignments as directed by the President. Said assignments may include, but are not limited to, being Chairman of Standing and Ad Hoc committees.

## **Article VIII ASSOCIATION 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.

## **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 general 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.

**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 Association, which is consistent with the Association'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 Association shall be signed by the President or Treasurer, and shall then be recorded in the Association's ledger by the Treasurer.

**Article XI  
INSURANCE**

**Section 1. Insurance.** The Board may authorize the purchase of insurance on behalf of the Association, 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 Association'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 Association general meeting provided that the proposed changes have been presented at a previous Association general meeting and printed in the Association's Newsletter 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 January 1, 2003, upon ratification by the Board, and shall supersede all previous By-laws.