

Bylaws of the Aloha State Bicycle Racing Association
Adopted: 2019, upon incorporation

Article 1. Name, Governance, and Affiliations

The name of this corporation shall be the Aloha State Bicycle Racing Association (“ASBRA”).

The ASBRA shall be governed by its Articles of Incorporation, these Bylaws, such Standing Rules as may be adopted by the Board of Directors from time to time, and such other policies and action as the Board of Directors or any duly authorized committee thereof may adopt.

The ASBRA may affiliate with or contract with organizations whose purposes and goals are consistent with the objectives set forth in the Articles of Incorporation and these Bylaws. Decisions to affiliate or contract with another organization shall be made by the Board of Directors. Particularly, the ASBRA may affiliate or contract with USA Cycling, Inc. (“USAC”) a Colorado nonprofit corporation, or its successor organization.

Article 2. Purposes

ASBRA shall develop, encourage, and support the disciplines of road, track, cyclo-cross, gravel, gran fondo, fun ride, mountain bike, and other forms of bicycling, with the aim of maintaining and developing the sport in the State of Hawaii, for the benefit of participating athletes, spectators, and the general public.

ASBRA shall assist with training and advancement of officials, promoters, race directors, race staff, and others necessary or useful to develop the sport.

ASBRA shall support and advance media relations and communications necessary or useful to develop the sport.

ASBRA shall collaborate with existing bicycle advocacy groups, clubs, promoters, race organizations, and parallel sports governance organizations, where common cause may be identified.

ASBRA shall invite participation by cyclists with the goal of ensuring that support for the sport spreads throughout the community in as many areas and demographics as possible.

ASBRA shall obtain and maintain nonprofit status for federal and state tax purposes.

ASBRA may serve as the USAC Local Association for USA Cycling, Inc.

Article 3. Offices

The ASBRA shall maintain a principal office in Honolulu, Hawaii, or such other place as designated by resolution of the Board of Directors.

Article 4. Membership, Elections

ASBRA shall have members. Membership shall be personal and not corporate. Membership may not be assigned. Membership shall be annual. Qualified persons may join at any time. Membership shall require an initial affirmative act on the part of the joining person, but the Board may make rules for voluntary automatic annual renewal. Membership lists shall be revised and verified as of October 1 in each year. Members qualified as of October 1 shall be qualified to vote in the next-following election, and attend the next-following annual meeting.

The Board may establish membership dues, initiation fees, membership revival fees, or other charges, in its discretion.

The power to reject, suspend, or expel members, and to admit them under nonstandard circumstances, shall be vested solely in the Board. The Board may suspend or expel any member upon fifteen days' notice to the member at his or her last known address, stating the reasons therefor, provided the member shall be provided the opportunity to be heard orally not less than five days prior to the effective date. A suspended member shall not vote during the term of suspension.

The ASBRA shall not deny membership on the basis of ancestry, race, color, sex, sexual preference, age, religion, handicap or other protected class.

Membership in ASBRA shall be open to individuals who are domiciled in Hawaii and qualify in at least one of the following categories, upon signing a membership application, paying any applicable initiation fee or dues, and conforming with any germane Standing Rules.

a) USAC racing or officiating license. Any person holding a current USAC annual or longer license or certification, to race, to officiate, or to perform another function recognized by USAC. Persons who obtained single-day licenses or certifications are not eligible under this criterion. Persons holding racing or officiating licenses from another organization are not excluded, provided they hold a USAC license or certification.

b) History of promotion. Any person who has promoted or assisted in the administration of a ASBRA- or USAC-sanctioned race within the previous calendar year. Status may be verified by means to be determined by the Board of Directors.

c) Lapsed but revived membership. Any person who was a member in any of the five next previous years, and who is currently qualified, but whose membership has lapsed, may be re-admitted to membership upon terms set by the Board.

Nominations and elections of directors shall be in October of each year in which a seat is open. Each member as of October 1 shall be entitled to vote therein. Each member shall have one vote. Voting may be electronic or by other means in the Board's discretion, provided that the methods and precise timing shall be publicized to the members by September 15. No proxy voting for directors shall be permitted. Directors shall be seated as of the annual meeting in each year and each director shall serve until duly replaced.

Meetings of the membership shall be annual, in November of each year, and may be combined with the presentation of new directors or officers.

Article 5. Board of Directors

The Board of Directors shall be constituted of five directors, elected at large by the membership. Directors shall serve three-year terms, except that three of the initial directors shall serve two-year terms.

The Board may appoint up to two additional non-voting directors, who need not be members, and who shall be advisory and serve without vote for terms in the discretion of the Board.

The Board shall elect officers annually, from among the Directors, at or before the annual meeting. The officers shall be a President, a Vice-President, a Secretary, and a Treasurer. Each officer shall perform duties traditionally assigned to such a position, as may be modified from time to time by the Board.

The Board may assign special duties to, and constitute committees of, directors and members.

The Board shall publish schedules, agendas, minutes, and items of interest to the membership, for membership inspection, by means in the Board's discretion, with the general intent of keeping the membership apprised of issues, needs, and developments of interest to the membership.

The Board may meet in person, by phone, or electronically, and shall meet not less than quarterly. The Board shall devise an annual meeting schedule and announce it by January 1 of each calendar year. Regular meetings of the Board of Directors may be held without notice of

the date, time, place or purpose of the meeting if a resolution of the Board setting the date, time and place of meeting has been previously adopted.

The Board shall have a quorum of three elected directors, and any proposition shall require three affirmative votes to be enacted.

The Board shall control the property and affairs of the ASBRA and shall have, and may exercise, all of the authority of the ASBRA, except that which is reserved to the members by the Articles, these Bylaws or Hawaii law. It shall be the duty of the Board to interpret the provisions of the Articles and Bylaws consistent with Hawaii law, enter into affiliation agreements, to set the dues to the extent permitted by law, approve the budget, enter into contractual agreements, authorize disbursements, and to formulate policies and make decisions on all matters concerning the ASBRA.

Special meetings of the Directors shall be preceded by at least two (2) days' written notice of the date, time and place of meeting. Notice shall be given by or at the direction of the President, or any two elected Directors.

Article 6. Action without a meeting.

Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee designated thereby, may be taken by unanimous written consent, setting forth the action at any time before or after the intended effective date of such action. Such consent shall be filed with the minutes of the Board of Directors or committee.

Article 7. Fiscal matters and records.

Disbursements of the funds of ASBRA shall be made for the purposes for which it is organized either by the Board of Directors or by such officers of the ASBRA as the Board of Directors shall authorize and appoint. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the ASBRA shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

ASBRA shall not lend or advance money to any of its Directors or officers, other than customary travel or expense advances.

The Board of Directors may authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the ASBRA, and such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the ASBRA by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

The books of account and minutes of proceedings of the members and Directors shall be open to inspection upon the written demand of any member to the extent provided by Hawaii law.

Article 8. Amendment

These Bylaws may be amended or repealed by the Board by majority of all seated Directors.