

## Article I

### Name of Organization

The name of this organization shall be the Minnesota Cycling Federation (MCF).

## Article II

### Objectives and Standards

The objective of the Minnesota Cycling Federation shall be to promote bicycling in the Upper Midwest and assist member clubs.

## Article III

### Members

1. Members of this organization shall consist of Upper Midwest bicycling clubs organized and existing in conformity with the laws, rules, and regulations of USA Cycling, Inc (USAC). Member clubs shall renew their membership each year by submitting the MCF Club Form to the Secretary.
2. Membership fees and dues may be established and required by the Board of Directors, and only organizations which have paid such fees and dues are entitled to the benefits and privileges of membership.
3. Any member of this corporation may be expelled by the affirmative vote of a majority of the Board of Directors for non-payment of dues or any other indebtedness to the corporation or by the affirmative vote of two-thirds (2/3) of the Board of Directors for conduct which the Board of Directors shall deem inimical to the best interests of the corporation. The membership of any such member, and all the rights pertaining to its membership, shall terminate immediately upon expulsion.
4. Each member club in good standing shall be entitled to votes as a function of races promoted by that club during the previous calendar year in accordance with the following table. An individual may represent only one team at the time of voting.

<b>Races</b>	<b>Votes</b>
0	1
1-2	2
3+	3

To count as a race promoted, a USAC permit for the race must have been issued, and the surcharge fees collected must have been delivered to the MCF.

If two or more clubs in good standing jointly promote a race, fractional race credit is assigned to the respective clubs on a pro rata basis.

5. A quorum for any meeting of the members shall be representation by one third (1/3) of the member clubs in good standing, or be representation by five (5) member clubs in good standing, whichever is smaller.

## **ARTICLE IV**

### **Board of Directors**

1. Board of Directors shall consist of one (1) representative from each club in good standing with the Minnesota Cycling Federation, named in the MCF Club Form.
2. The Board of Directors shall advise and assist the USA Cycling, Inc. and its officials and representatives. Whenever necessary, the Board shall inform USA Cycling, Inc. regarding the adequacy or performance of such officials and representatives, and whenever a vacancy occurs, shall recommend replacements of successors.
3. Subject to limitations of the Articles of Incorporation, the By-Laws and Minnesota law, all corporate powers of the corporation shall be exercised by and under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors. Without limiting the general powers, the Board of Directors shall have the following powers:
  1. To select and remove all the other officers, agents, and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation or the By-Laws, and fix their compensation (if any).
  2. To conduct, manage, and control the affairs and business of the corporation, and to make rules and regulations not inconsistent with the law, the Articles of Incorporation, or the By-Laws.
  3. To borrow money and incur indebtedness for the purposes of the corporation, and for those purposes to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, mortgages, pledges, or other evidence of debt securities.
  4. To manage and conduct the ordinary and extraordinary affairs of the corporation.
4. Term of each member of Board of Directors shall be two (2) years or until a successor is elected.
5. Vacancies in the Board of Directors shall be filled by the member club then in office.

## **ARTICLE V**

### **Executive Board**

1. Executive Board
  1. Subject to the limitations contained in these By-Laws, all powers of this Federation shall be exercised by or under the authority of, and the business and affairs of this Federation shall be controlled by the Executive Board.
  2. Executive Board shall consist of President, Vice President, Secretary, and Treasurer.
2. Term of Office - Election by the Board of Directors for (2) year term with quorum present in December. Term runs from January to January. Elections shall take place in odd years for President and Secretary and even years for Vice-President and Treasurer.
3. Duties -
  1. The officers of this corporation shall be a President, Vice President, Secretary, and Treasurer and such other officers as the Board of Directors may appoint. One person may hold two or more offices simultaneously, except that the President may hold no other office.
  2. The Board of Directors shall elect all officers of the corporation for terms of (2 years) or until their successors are elected and qualified.

3. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors.
4. Subject to the control of the Board of Directors, the President shall have the general supervision, direction, and control of the business and affairs of the corporation. He shall preside at all meetings of members of the Board of Directors, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.
5. In the absence or disability of the President, the Vice President shall perform all duties of the President and in so acting shall have all the powers of the President. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.
6. The Secretary shall keep a full and complete record of the proceedings of the Board of Directors, shall supervise the keeping of records of the corporation, and shall discharge such other duties of the office as prescribed by the Board of Directors. The Secretary shall also send minutes to each club and those present at each Minnesota Cycling Federation Meeting.
7. The Treasurer shall receive and safely keep all funds of the corporation and deposit them in a bank or banks that may be designated by the Board of Directors. Those funds shall be paid out only on checks of the corporation signed by the officers designated by the Board of Directors as having powers to sign checks. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors. An outside auditor shall audit books yearly. Checks written shall need the signature of the Treasurer and the President.

## **ARTICLE VI**

### Meetings

1. Minnesota Cycling Federation will meet bi-monthly.
2. Regular meetings of the Board of Directors for any purpose may be called at any time by the President or any two members of the Board of Directors. Written notice of the time and place of special meetings shall be e-mailed to each Board at the address shown on the records of the corporation, and posted on the front page of the MCF website. This notice shall be sent at least three days before the time of the holding of the meeting.
3. The transactions of any meeting of the Board of Directors however called and wherever held, shall be as valid as though a meeting held after regular call and prescribed or if notice had been given. If a quorum is present and if as a part of the meeting each of the directors signs a written Waiver of Notice or a consent to hold the meeting or an approval of the minutes. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.
4. Any action of the Board of Directors or of the members of the corporation, may be taken without a meeting if all of the members of the Board, or in the case of the members, all of the members, consent in writing to the action. Such written consent shall be filed with the minutes of the proceedings and shall be retained as part of the permanent corporate records.
5. A director may be removed from office, with cause, by a vote of majority of the Board of Directors.
6. The Board of Directors shall receive such compensation for their services as members of the Board of Directors as they so prescribe by regular corporate action.

## **ARTICLE VII**

### Disbursement of Minnesota Cycling Federation Funds

The Minnesota Cycling Federation may charge a surcharge on all sanctioned races in the current USAC District Amount and disbursement of these funds is set by the Board of Directors.

## **Article VIII**

### Amendment of By-Laws

By laws can be amended by any regular meeting of the MCF Board of Directors by a 2/3 vote of the clubs in good standing present, provided that the proposed amendments are read in the immediately previous regular meeting of the Board of Directors, and a written copy of such amendments is e-mailed to all of the member clubs in good standing within three (3) days of the reading.

## **ARTICLE IX**

### Meeting Rules

All Minnesota Cycling Federation meetings shall be conducted under Robert's Rules of Order newly revised.

The foregoing are a complete, up-to-date copy of the MCF By-Laws (amendments adopted at October 3, 2011 MCF meeting).