

**BYLAWS OF THE
GEORGIA BICYCLE RACING ASSOCIATION, INC.**

1 Name, State of Incorporation, Registered Office and Agent.

1.1 The exact legal name of this corporation is "Georgia Bicycle Racing Association, Inc." (hereinafter the "Corporation" or "GBRA").

1.2 The Corporation is formed and incorporated in the State of Georgia.

1.3 The Corporation will maintain in the State of Georgia a registered office and a registered agent located at the registered office. The registered office does not need to be the Corporation's business office.

1.4 The business office of the Corporation will be established by resolution of the Board of Directors as determined at an annual meeting.

2. Mission.

2.1 Nonprofit Status. Subject to the limitations stated in the Articles of Incorporation, the purposes of the Corporation will be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under the Georgia Non-Profit Business Corporations Code and 501(c)(3) of the United States Internal Revenue Code of 1986, as it may be amended from time to time (the "Code").

2.2 Tax Exempt Status. The affairs of the Corporation at all times will be conducted in such a manner as to assure its status as a "publicly supported" organization as defined in 509(a)(2) of the Code and in other ways to qualify for exemption from tax pursuant to Section 501(c)(3) of the Code.

2.3 Primary Purpose. The Corporation's primary purpose is to develop and implement education and support for the sport of bicycle racing by fostering and conducting national and international amateur sports competitions and to develop amateur athletes for that competition. To this end it will coordinate the efforts, resources and information of Member Clubs, racers, promoters, officials, sponsors and other interested persons located in the Corporation's Operative Territory. The Corporation will also establish and coordinate a balanced race calendar with a view to minimizing event conflicts.

2.4 The Corporation is presently registered as a Local Association of USA Cycling, Inc., a Colorado corporation (hereinafter "USAC") pursuant to an agreement into which the Corporation and USAC have entered. For so long as this relationship is in effect, the Corporation will perform its obligations under such agreement to the extent that its performance is not legally excused.

2.5 The Corporation may, when necessary, establish and enforce standards to promote the safety of the sport of bicycle racing.

2.6 The relationship between The Corporation and USAC is and will remain that of independent contractors; and any provision in these bylaws that tends to establish a relationship to the contrary will be considered void and of no effect.

2.7 The Corporation will foster effective communication among and between bicycle racers, Member Clubs, race promoters, USAC, and the public.

2.8 The Corporation may create a points series that will recognize the Best All Round (BAR) rider from each category in the disciplines of road and mountain bike, as well as the BAR rider and BAR club in all events, combined. It may also create a Best All Round Club

2.9 The Corporation may develop a standardized category system to facilitate the BAR series.

2.10 The Corporation may encourage promoters to provide races that meet USAC's and/or the American Track Racing Association's category-specific time or distance requirements for rider upgrade.

2.11 The Corporation may allocate resources towards racer development.

2.12 The Corporation may allocate resources towards the development of coaching, officiating, event administration, and other similar aspects of bicycle racing.

2.13 The Corporation may act as a voice for its members with respect to their relationship with USAC.

2.14 One of the Corporation's purposes being to encourage the development of race organization and promoting, it will not organize or promote bicycle races or similar events, unless manifestly necessary and only for the purpose of implementing a state or regional championship race or event.

3. Operative Territory. The Corporation's Operative Territory will be the state of Georgia. However, in the event that a Georgia district or regional championship race event occurs outside of the Operative Territory, such race event will be considered to occur within the Operative Territory to the extent practicable.

4. Board of Directors. The affairs of The Corporation will be managed by its Board of Directors.

4.1 Number of Members The Board of Directors will initially consist of 7 Directors selected in accordance with paragraph 12 of these Bylaws.

4.2 **Composition.** Each Director will act as the voice of his or her represented group on the Board of Directors. Any decisions regarding major purchases, other than for reasonable administrative supplies and expenses, must be made by a majority vote of the Board of Directors.

4.3 One Director will be selected from each of the following categories:

A a Director at Large (whose constituency will be all Member Clubs in the Operative Territory),

B Georgia Member Clubs

C Officials and Coaches licensed by USAC

D Promoters

E The director of any velodrome located in the Operative Territory or his/her designated liaison,

F All racers domiciled in the Operative Territory who hold a USAC license, and,

G the President of the Corporation whose term of office expired the previous year, and who was not removed from office due to malfeasance (and who will have no express constituency). If no one qualifies for this Directorship, or the person holding this position resigns or is removed from office, then this directorship will remain vacant for the balance of the term.

4.4 Each Director will be entitled to cast a single vote.

4.5 The Board of directors will elect its Chair by majority vote. The Chair must be an otherwise duly qualified board member.

4.6 The Chair will prepare an agenda for each meeting of the Board of Directors and will chair each such meeting. Each meeting agenda will have a "new matters" agenda item during which any member in good standing may address the Board of Directors for no more than 5 minutes. The Board may, by majority vote, extend this time for good cause. Robert's Rules of Order will govern the conduct of the Board meetings to the extent that its rules are not inconsistent with these Bylaws.

4.7 **Tie-breaking Vote.** The Chair may cast a vote only when a vote of the Board results in a tie, in which case the Chair may cast the tie-breaking vote.

4.8 **Quorum.** The presence of Board Members who represent 2/3 of the votes that may be cast by all Board Members will constitute a quorum at a Board meeting. If 2/3 results in a fraction, the number will be rounded down to the nearest whole number.

4.9 **Voting.** If a quorum is present, action is taken by the affirmative vote of a majority of members present. Where the law requires the affirmative vote of a majority of the directors in office to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, such action is to be taken by that majority as required by law.

4.10 **Board Meetings.** The Board of Directors will meet no less than three times per calendar year. The Board must meet at least once every four months of the calendar year. Meetings may be conducted telephonically or by Internet in such a way that each Board Member's opinion(s) may be made known to and considered by every other Board Member. However, the annual meeting of the Board of Directors will occur in a face-to-face environment.

4.11 **Appointments.** The Board positions not elected by the membership as described in these Bylaws will be appointed by the Chair, with advice from the other elected Board Members and Officers.

4.12 **Standard of Care.** Each Director will perform his duties, including those of being a Member on any corporate board, in good faith. Each Director will execute all duties through the use of the standard as to what in the Director's opinion is in the best interests of the Corporation. In making all decisions a Director will utilize such reasonable care and inquiry as a reasonably prudent person in a like situation would employ.

4.13 **Dual Capacities.** The Board of Directors will elect the officers of the Corporation at the annual meeting. A Board Member may also serve in the capacity of an officer, but the Chair may not serve as Secretary or Treasurer.

4.14 The Board of Directors may, for good cause, remove any Officer or Director by a 2/3 vote of those members present at a special meeting called for that purpose. If the person in question is also a Director, he shall be disqualified from voting on the removal from office.

4.15 No one person may hold more than one Director's position.

4.16 The Directors' positions may not be shared or split between more than one person.

4.17 The Board of Directors will set by resolution the salaries and compensation to be paid by the Corporation to the officers, although it is anticipated that at least initially the officers will not receive any salary or other compensation from the Corporation except as set forth in these Bylaws, as they may be amended from time to time. No Board Member who is also an officer may vote to give himself a salary or to raise his salary.

4.18 The Board of Directors may at any time change the location of the registered office and the person designated as the registered agent. The Corporation may also have other business offices at such places as the Board of Directors may fix by resolution.

4.19 **Special Meetings.** Special meetings of the members of the Corporation may be called by the President, by the Chair of the Board of Directors, by three Directors, or by petition of no less than 33% of the members by a demand signed, dated, and delivered to the Corporation's secretary. Such demand will describe the purpose of the meeting and provide no less than 20 days notice prior to the meeting. The meeting will take place at the official business office of the Corporation.

4.20 **Compensation of Directors.** The Corporation will pay mileage expenses (as per U.S. Treasury rates then in effect) incurred by its Directors in attending any meeting of the Board but no Director may be paid any salary or other compensation for serving as a Director.

4.21 **Directors Committees.**

A The Board of Directors has the authority to create as it deems necessary committees of one or more Directors to exercise the powers of the Board of Directors in specified areas of the Corporation's business and legal affairs.

B All committees created by the Board will keep regular and detailed records of their activities and make regular reports to the full Board of Directors.

C The Board of Directors has the authority to appoint one or more persons to serve as consultants to the Board. Such consultants perform such special assignments as delegated to them by the President and furnish such consultations on such matters as requested by the Board.

4.22 Issues considered to be of major significance to the Corporation may be submitted to a referendum of the Member Clubs by the Board of Directors. If the Board of Directors declines to put an issue to referendum vote after a formal request is made by a Member Club, the Board will be required to submit the issue to a referendum if a petition signed by no less than 50% of the Member Clubs is presented to the Secretary of the Corporation. The referendum will be conducted at a Special Meeting called for that purpose and any other lawful purpose consistent with these Bylaws.

5. Officers

5.1 The Corporation will have either three or four officer positions, to wit: a President, a Vice-President, a Secretary and a Treasurer. Whether the Corporation will have a Vice-President will be left to the discretion of the Board of Directors.

5.2 No two officers may be members of the same Member Club.

5.3 **Term.** With the exception of Treasurer, the term of office for the officers of the Corporation will continue to their death, resignation or removal. Any officer may be removed from office by the Board at a Special Meeting by a majority vote. Any vacancy in any office of the Corporation will be filled by the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors. A resignation will take effect on the date specified in the notice unless the Board of Directors votes to have a sooner date and removes the resigning officer prior to the effective date of the resignation.

5.4 **President.** The President will be the chief executive officer of the organization and, subject to the control of the Board of Directors, will generally supervise and control the day-to-day business and affairs of the organization. In general, the President will perform all duties incident to office of President and such other duties as may be prescribed by resolution of the Board of Directors from time to time. The President may appoint a qualified person to fill any vacant officer's position on a temporary basis until the next regular or special election or Board meeting. The President will, *ex officio*, become a Director for a one year term upon the regular expiration of his term of office, unless the President is already a duly elected Board Member after the expiration of his term.

5.5 **Vice-President.** The Vice-President will assist the President with the leadership responsibilities of the Corporation, and will assume the duties of the President in the event of the President's absence, removal, or early resignation. In the absence of the President and Vice-President the Chair of the Board of Directors will assume such duties.

5.6 **Secretary.** The Secretary will keep the minutes of the proceedings of the members and Executive Board, will give notices in accordance with the provisions of these bylaws and as required by law, will be custodian of the corporate records of the organization, will keep a record of the names and

addresses of all members, and in general will perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by resolution of the Executive Board. The Secretary is responsible for administering and regulating elections for officers and for Directors.

5.7 **Treasurer.** The Treasurer will have charge and custody of and be responsible for keeping correct and complete books and records of account, for all funds and securities of the organization, for receiving and giving receipts for moneys due and payable to the organization from any source whatsoever, for depositing all such moneys in the name of the organization in the banks, trust companies or other depositories as will be selected in accordance with the provisions of these bylaws, and in general to perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by resolution of the Executive Board. Any check drawn on the Corporation's bank account will be signed by the Treasurer and one other officer.

5.8 **Expenses.** The Corporation will pay mileage and travel expenses (as per U.S. Treasury rates then in effect) incurred by its officers in furtherance of the Corporation's business.

5.9 **Technical Director.** The Board of Directors may appoint a Technical Director. The President or any Vice President may assume the role of Technical Director with the approval of the Board of Directors. The Technical Director is not required to be an officer or director.

5.10 **Other Positions.** The Board of Directors may create other official positions designed to further the goals of the Corporation, such as, by way of example and not limitation, junior development, racer recruiting, and public relations.

6. Corporate Indemnity of Officers and Board Members. The Corporation will indemnify its officers and directors to the fullest extent of the law.

7. Membership. Persons eligible for membership will consist of persons who accept the obligations, duties, and responsibilities of membership outlined in these Bylaws and other official Policies and Procedures adopted by the Board of Directors, and who otherwise satisfy the following criteria:

7.1 **Member Clubs.** A Member Club that is registered or domiciled in Georgia whose primary purpose is to engage in competitive bicycle racing, that is registered with and that maintains good standing with USAC, and that is otherwise in good standing with the Corporation in accordance with these Bylaws.

7.2 **Promoters.** The Board of Directors may, by majority vote, grant annual membership to an individual promoter who is not a Member Club and who has promoted one USAC competitive event during each calendar year of membership.

7.3 **Racers and Officials.** Any USAC or UCI licensed racer, official, seigneur, mechanic, or coach.

7.4 **Interested Persons.** The Board of Directors may, by unanimous vote, grant membership to an interested person who does not otherwise meet the criteria identified in this paragraph. Such

interested person may include any person who has made a positive contribution to the sport of bicycle racing or otherwise merits recognition.

7.5 **Non-Discrimination.** Membership in the Corporation will be available without regard to gender, race, color, creed, national or ethnic origin, religion, sexual orientation, or athletic ability.

7.6 No person may be a member of the Corporation in more than one capacity (e.g., official, racer, promoter, interested person).

7.7 The Board of Directors may condition membership in the Corporation on payment of a fee reasonably calculated to set off the administrative expenses of maintaining membership rolls and the Corporation website.

7.8 **Disclosures to New Members.** The Corporation will notify each prospective Member in writing of the following matters:

A that the Corporation is a Georgia Nonprofit Corporation organized under the Georgia Nonprofit Corporation Code;

B that the purpose of becoming a member of the Corporation is to promote the sport of bicycle racing, and not to gain profit;

C that each member of the Corporation will be entitled to vote on the election of directors subject to restrictions of the Bylaws of the Corporation, and on such other matters as provided by these Bylaws or by the Georgia Nonprofit Corporation Code;

D that membership in the Corporation may not be transferred to any other party;

E that fees paid to the Corporation are non-refundable unless the Board of Directors determines otherwise in a particular case;

F that the members have the right to call special membership meetings, to receive annual reports, and to secure other material information concerning the Corporation; and,

G that the Corporation does not discriminate in enrollment or employment on the basis of race, religion, creed, color, national origin, age, sex, parental condition, handicapping condition, or membership in any labor organization.

8. Obligations of Member Clubs.

8.1 Each Member Club and promoter will respect the decisions of the Board of Directors regarding matters appropriately within its authority according to these Bylaws, and as they may be amended from time to time. Although resolution of such issues should typically be the result of cooperative discussion between and among the Member Clubs and promoters, the Board of Directors, its technical director, or other designee for that purpose will act, first as a mediator, and, second, as the final arbiter in the event of an irreconcilable deadlock.

8.2 Each Member Club will promote or co-promote one USAC event (race, club ride, etc.) open to members outside the permitting club during each calendar year of its membership.

A The term "co-promote" signifies the contribution of substantial support to a USAC event, which may include by way of example and not limitation, race volunteers, similar logistical support, or financial contribution.

B The membership of a Member Club that has not promoted or co-promoted a USAC event during a calendar year may be suspended by the affirmative vote of the Board of Directors.

C The membership of a Member Club that has been suspended by USAC may be suspended by the affirmative vote of the Board of Directors.

8.3 Each Member Club will levy, collect and promptly transfer to the Corporation any surcharge for any race(s) conducted during the season.

8.4 Each Member Club will provide no less than one volunteer for each state championship road event promoted by the Corporation. Any Member Club that has more than 30 members will provide no less than two such volunteers. Any Member Club that has more than 60 members will provide no less than three such volunteers. The volunteer positions contemplated by this provision will be those positions traditionally held by volunteers at local bicycle races, such as corner marshals, race secretaries, and similar logistical support. A club member acting as a race official will satisfy this requirement.

8.5 Each Member Club will comply with and, where appropriate, enforce any rule or regulation adopted by the Board of Directors that is within the scope of the Corporation's mission.

8.6 Liaison. Each Member Club must identify in a writing transmitted to the Secretary and signed by its chief executive officer—either by facsimile or conventional post office mail—its chief executive officer or official liaison to the Corporation (hereinafter referred to as its "Liaison"). A Member Club that fails to so identify its Liaison may not be heard at meetings or otherwise, unless excused by the Board of Directors for good cause. Only a Member Club's Liaison may vote on behalf of that Member Club. No Member Club may appoint more than one Liaison at a time.

8.7 The membership of any Member Club that has failed to perform a duty imposed by or authorized by these bylaws may be suspended upon the affirmative vote of a majority of the Board of Directors. In lieu of suspension, the Board of Directors may, by majority vote, require the offending Member Club to make financial restitution reasonably calculated to satisfy any damages proximately resulting from such failure.

9. Rights and Privileges of Member Clubs in Good Standing.

9.1 The Board of Directors will not enact a rule or regulation that is inconsistent with the mission statement or purpose of The Corporation as stated in these Bylaws.

9.2 Each Member Club in good standing is entitled to cast one vote for the position of Director at Large and one vote for the Director representing the Member Clubs in the state in which that Member Club is domiciled.

9.3 Each Member Club in good standing is entitled to the use of any race kits or equipment provided by the Corporation, subject to rules and regulations adopted by the Board of Directors.

9.4 Each Member Club in good standing is entitled to submit race dates for the master racing calendar.

9.5 Each Member Club in good standing is entitled to have information about its races included on the Corporation's web site and other information dissemination means.

9.6 Each Member Club in good standing is eligible to compete for the a Best All-around Club award.

10. Rights and Privileges of Members of Member Clubs.

10.1 Individual Members of Member Clubs that are in good standing will have the following rights and privileges:

A to hold any office of Director provided all other necessary criteria for that directorship are met;

B to attend and participate in discussions held at meetings of the Board of Directors, subject to reasonable parliamentary procedures and the Board's good faith decision (by majority vote) to meet in executive session;

C to serve on any standing or ad hoc committee; and,

D to compete for a Best All-around Rider award.

10.2 Individual Members of Member Clubs that are in good standing will have the right to hold the office of President, Vice President, Secretary, Treasurer, Director, or Director at Large.

11. Termination of Membership

11.1 The Board of Directors may terminate a membership for any of the following reasons:

A Failure to comply with these Bylaws that remains uncured for more than 20 days after transmission of a notice of non-compliance.

B Failure to pay fees when due.

C Any action or failure to act by a Member that casts the Corporation in a negative light, or that represents an act of defalcation, or any crime related to the Member's association with the Corporation. Such determination will be made by the Board of Directors by unanimous vote at a meeting called for that purpose.

D Termination or expiration and non-renewal of the member's USAC membership.

11.2 Procedures for Termination. Terminations, expulsions, or suspensions will require the unanimous vote of the Board of Directors after the member receives at least 15 days prior written notice of the proposed sanction and the reasons therefor. The written notice of the sanction will be given by statutory overnight delivery, sent to the last address of the member shown in The Corporation's records. The date of notice will be the date of actual receipt of such notice, or, if receipt is not perfected, the last

date of attempted delivery to the address. The Member subject to sanction will be given an opportunity to be heard, orally or in writing, not less than five days before the proposed effective date of sanction by the Board or its designated agent. The decision of the Board or its designated agent will be final.

11.3 Liabilities of terminated members A member who has been terminated, expelled or suspended may be liable to The Corporation for dues, assessments, or fees as a result of obligations incurred or commitments made prior to or during expulsion or suspension.

12. Annual Meeting. The Corporation will hold an annual meeting in cooperation with the USA Cycling state or regional representative, Member Clubs, promoters, and other interested persons. The agenda items of the Annual Meeting will include at least the election of Directors.

12.1 The Corporation may hold its annual meeting in conjunction with the Preseason Coordination Meeting.

12.2 The membership must receive no less than 30 days notice of the Annual Meeting and of the Preseason Coordination Meeting. Such notice will, at minimum, be transmitted to each Member's designated e-mail address and be posted in a prominent location on the Corporation's website.

12.3 Quorum. No less than 50% of the Member Clubs will constitute a quorum for the purpose of membership voting.

12.4 Election of Directors.

A The outgoing Secretary will preside over the entire election process.

B The voting for each Director's position will be conducted in the order in which each Director's position is identified in paragraph 4.3 above.

C Only one duly appointed liaison of each Member Club may vote for the positions of Director at Large, and for the State-Specific Director positions.

D Each Member Club may nominate no more than one of its own members for the position of Director at Large, and for the State-Specific Director positions. However, no member of the Member Club of the Director at Large may sit on the Board of Directors, with the exception of any *ex officio* position.

E Any candidate not elected to the position of Director at Large will be entitled to submit himself for election to any subsequent Director's position provided he otherwise qualifies for that position and he is so nominated by his Member Club.

F Directors will be elected by majority vote of those members of the Corporation who are present, in good standing, and who otherwise satisfy the criteria of that Director's constituency (as determined by these Bylaws and their USAC license). However, any member of the Corporation may exercise its vote for Director by proxy approved by the outgoing Secretary, unless the vote implicates an election contested by the outgoing Secretary, in which case the proxy will be submitted to the USAC Regional Representative or his designee for approval.

G Directors will hold office for one-year terms. A Director may be re-elected to the same or a different position on the Board of Directors

H Directors may be elected by absentee ballot or other means to ensure that the entire membership gets the opportunity to vote for a director, including written ballot, Internet (web, e-mail) voting, or other reasonably fail-safe method.

I All candidates for office will be allowed to have a reasonable opportunity to place information regarding their candidacy on the Corporation's official website a reasonable time prior to any voting being held.

J If a candidate fails to receive at least 50% of the votes cast for his position, the two candidates receiving the highest number of votes will submit to a runoff election as soon as is practicable. If there is a tie for second place, then the highest vote getter and all those candidates tied for second will so submit. Absentee ballots may not be counted in any runoff election.

12.5 Installation of Directors.

A The new members of the Board of Directors will be installed immediately following the annual meeting.

B The Board of Directors will conduct its own election of officers of the Corporation as soon as is practicable after the annual meeting.

13. Preseason Coordination.

13.1 The Preseason Coordination Meeting will take place after the election and installation of the Directors and officers for the upcoming racing season.

13.2 The outgoing President or his designee will preside over the Preseason Coordination Meeting. The President-Elect will also attend.

13.3 Each Member Club and each Promoter will send at least one liaison or representative to the Preseason Coordination Meeting. The USAC Regional Representative or his designee will be invited to attend and to participate in the meeting.

13.4 At the Preseason Coordination Meeting all Member Clubs and Promoters should be prepared to commit to dates and types of events to the extent reasonably possible. Attendees should be prepared to commit to dates and types of events, and to provide other constructive input.

13.5 In the event that a conflict arises that cannot be resolved by the informal consensus of the attendees of the Preseason Coordination Meeting, the Board of Directors will resolve the conflict by majority vote, subject to the following considerations:

A Although event dates will ostensibly be awarded on a first-come-first-served basis, this rule will not be absolute.

B The Board of Directors will take into consideration issues such as the safety and availability of race courses, the mission of the Corporation as set forth in the Bylaws, geographic distances between the events, historically notable events, and the availability of other open weekends.

C Every effort will be made to avoid having two GBRA endorsed events on the same day, or to have GBRA endorsed events take place on the same weekend at widely separated locations.

D The particular weekend on which an event occurs should be presumed to be protected from year to year as long as the event falls on the same weekend.

E Where the date of a race event in a location that is not in the Corporation's Operative Territory conflicts with a race event that is in the Operative Territory, the Corporation may attempt to facilitate a resolution to such conflict with any appropriate party.

14. Communication.

14.1 The Corporation will utilize an Internet web site for communicating with the cycling public. The site should provide the following services:

A a current race calendar;

B race results;

C current Bylaws of the Corporation;

D BAR rules and standings (if applicable);

E a list of Member Clubs, including web links if available;

F a roster of the Corporation's officers and board members, including contact information;

G a rider forum;

H web links to all corporate sponsors; and,

I a private membership discussion and voting forum to minimize the need for travel to meetings.

15. Funding.

15.1 While the Corporation is subsidized by USAC surcharges, the Corporation may seek alternative finding sources, including:

A corporate sponsorship;

B membership dues; and,

C voluntary donations.

16. Dissolution.

16.1 Upon dissolution of the Corporation, the Board of Directors will, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation to such organization(s) organized and operated for the same or similar purposes as this Corporation as will at the time qualify as an exempt organization under Section 501(c) of the Code. Selection of the recipient qualifying organization will be determined by the Board of Directors.

17. Bylaw Approval and Amendments.

17.1 These Bylaws will be approved by a majority vote of the accredited USAC clubs in Georgia who vote. Voting may take place by e-mail, regular post office mail, or facsimile transmitted to the Secretary of the Corporation. The Bylaws will be ratified by the regular membership at the next annual meeting of the Corporation.

17.2 These Bylaws may be amended at an annual meeting by a 2/3 vote of those Member Clubs present and eligible to vote. These Bylaws may be amended at a special meeting by a 2/3 vote of all Member Clubs eligible to vote.

18. Notice.

18.1 Regular Notice. Notice of regular, annual, and special meetings of the members will be given to each member via electronic mail, newsletter or other notice sent to all members. The notice will include the date, time, and place of the meeting.

18.2 Special Notice When a meeting agenda will address the following topics: dissolution, merging, indemnification, amending bylaws or articles, conflict of interest situations, and selling of assets, notice of that meeting must be sent by first class mail no later than seven days prior to the meeting and must include a description of the proposed action.

18.3 Waiver of Notice. If a person who is entitled to vote at any meeting, be it a Members or Directors meeting, is not given such a valid notice of the meeting, no action undertaken at such meeting will be valid unless the person gives a valid waiver of notice. A waiver of notice is accomplished by: Being present at the meeting and either not objecting to the meeting or a. entering oral consent to the meeting on the record, or Executing a written waiver of notice for the meeting and the business to be b. transacted therein. Once a waiver of notice has been validly executed, the transaction undertaken at the meeting, if a quorum was present, shall be as valid as if the meeting had been properly called.

19. Headings and Gender. The paragraph headings in these Bylaws are for reference purposes only and will not affect the meaning or interpretation of the Bylaws. Whenever the context requires, the gender of all words used in these Bylaws will include the masculine, feminine and neuter.

20. Conflict Resolution. Any dispute, controversy or claim arising out of or relating to these Bylaws--their interpretation, meaning, or application--or the breach, termination or invalidity thereof and all questions of arbitrability, will be (i) settled by arbitration in accordance with the Comprehensive Arbitration Rules and Procedures of JAMS© as they are in effect on the date of commencement of the

arbitration, (ii) administered by JAMS© , and (iii) judgment upon the award rendered by the arbitrator(s) may be entered in any court having jurisdiction thereof.

ADOPTION OF BYLAWS

We, the undersigned, being the initial officers of the Corporation, hereby consent to, and hereby adopt the foregoing Bylaws, as the Bylaws of the Corporation, subject to the ratification and approval of the membership at the next annual meeting, or at a special meeting called for such purpose.

Dated:

Signed:

Rev. 10/26/2010