

BYLAWS

National Association of Professional Race Directors (NAPRD)

(as of 2/1/2020)

ARTICLE I. NAME AND PURPOSE

Section 1 Name of Organization.

The name of the organization is “National Association of Professional Race Directors” (the “Association” or “NAPRD”). The Association is a not-for-profit corporation organized under the laws of the State of Illinois.

Section 2 Purpose.

The Association is dedicated to improving the experiences of spectators, participants and teams at pro/elite bicycle road racing events in the United States. A particular emphasis will be to increase the number and engagement of fans with the long term goal of growing bicycle racing into a mainstream sport. Our pursuit will include the sharing of best practices internally and by advocacy and collaboration with other stakeholders: USA Cycling and the professional and domestic elite men’s and women’s teams. By increasing the fan base and providing better experiences for spectators, participants and teams, we will deliver more value to the sponsors of all of the stakeholders and recruit additional sponsors to the sport.

Section 3 Non-Discrimination Policy.

Pursuant to Title VI of the Civil Rights Act of 1964, Section 504 of the Rehabilitation Act of 1973 and the Age Discrimination Act of 1975, NAPRD recruits, employs, assigns and promotes staff, terminates employment, accepts employees, volunteers and board members, determines rates of pay and other benefits without discrimination on the basis of age, gender, sexual orientation, disability, ethnic identity, religion or creed.

ARTICLE II. MEMBERSHIP

Section 1 Membership Eligibility.

Membership in the Association is limited to individuals who have primary responsibility for promoting/producing/managing an Eligible Event. An Eligible Event may be represented by one or more individuals. An “Eligible Event” is a competitive road cycling event that meets all of the following requirements:

- An event held (or to be held) under a valid race permit issued by either USA Cycling or the Union Cycliste Internationale (UCI);
- An event venued in the United States;
- Any of the following events:
 - An event on USA Cycling's Pro Road Tour Calendar (PRT);
 - An event on the UCI's America Tour calendar that occurs in the US;
 - An event classified as a Category A event by USA Cycling and nominated by three existing members of the Association; or
 - Any other event nominated by three existing members of the Association and confirmed by a majority vote of the Association;
- An event held (or to be held) in the current calendar year or within two years prior to the current calendar year.

Section 2 Voting; Membership.

For Association matters requiring a vote, one vote shall be allocated to the representative(s) of each Eligible Event held (or to be held) in the current racing calendar year. (An Eligible Event with more than one representative shall declare its voting representative.) The Association's racing calendar year shall commence on November 1st of each year. Current employees, officers or directors of USA Cycling will not be eligible for membership in the Association.

Section 3 Membership Committee.

A standing Membership Committee will be formed that will handle membership nominations and other membership matters from time to time. A membership nomination will be accompanied by a letter that outlines the benefits of admitting the nominee to membership in the Association. Membership Committee members are expected to disclose any potential conflict of interest that may arise from time to time and recuse themselves when appropriate.

Section 4 Member Removal

- (a) Member Removal for Nonpayment of Annual Dues
 - (i) A Member of the Association has 30 days to make payment for annual membership dues after the Treasurer notifies such member of Final Notice of Dues Payment.
 - (ii) If such Member does not make payment within 30 days of such Final Notice, the Member will be removed from the membership rolls of the Association (e.g., from the e-mail list, website, calendar, etc.).
 - (iii) Such Member can re-join the Association for the current or following calendar year upon payment of all outstanding dues and does not need to be renominated for membership in the Association.
 - (iv) After two years have elapsed, such Member must be nominated for membership in the Association by a Member in good standing and seconded, and upon an affirmative vote by a simple majority of the Members in good standing.
- (b) Member Removal for Cause
 - (i) A Member may be removed from the Association for cause under the following circumstances:
 - (1) For actions or inactions that are not reflective of or compatible with the Association's mission statement, goals or vision; or

- (2) For actions or inactions that may put the Association in an unfavorable light.
- (ii) To remove a Member for cause, a Member in good standing shall bring a motion for removal, which must be seconded, and then voted upon by no less than two-thirds of the Members in good standing.
- (iii) The removed Member may request to rejoin the Association after one year, with a vote by two-thirds of the members in good standing supporting such request.
- (iv) To rejoin the Association after two years, the removed Member must be nominated for membership in the Association by a Member in good standing and seconded, and upon an affirmative vote by a simple majority of the Members in good standing.

ARTICLE III. BOARD OF DIRECTORS

Section 1 Powers and Duties of the Board.

The Board of Directors shall manage the business, property and affairs of the Association, and may exercise and delegate any and all of the powers of the organization as it sees fit, subject only to restrictions imposed by statute, the organization Articles of Incorporation, and these Bylaws. The Board of Directors shall establish corporate and administrative policies; authorize operational goals and objectives; emphasize overall corporate planning; authorize agreements and contracts; adopt the budget; approve committee appointments;; employ, direct and discharge executive personnel; authorize meetings; review committee reports; and determine action to be taken.

Section 2 Number of Directors and Compensation.

The board shall have up to 5, but not fewer than 4 members. The board receives no compensation other than reimbursement for reasonable expenses.

Section 3 Term.

Board members shall be elected to two-year terms and are eligible for election to multiple terms.

Section 4 Elections

Elections will be held at the conclusion of each director's term, or if a seat becomes vacant through resignation or removal. The members will make nominations for vacant board seat(s), to be seconded for each of the available seats by voice vote, and each nominee shall accept said nomination. New directors shall be elected by a majority of members present at the annual meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 5 Quorum.

A quorum will consist of a simple majority (51%) of the Board of Directors. A quorum of the Board of Directors must be present to conduct business.

Section 6 Meetings.

Regular meetings of the Board of Directors shall be held as determined by the Board. Special meetings of the Board of Directors may be held at any time upon twenty-four (24) hours notice, oral or written, by the President, Secretary, Treasurer, or by three other members of the Board of Directors.

Section 7 Notice of Meetings.

Written notice stating the place, date and hour of any regular meeting of the Board of Directors shall be delivered personally, electronically, or by mail to each Director with a minimum of five (5) days notice.

Section 8 Electronic Meetings.

Members of the Board of Directors or any committee designated by the Board may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence at such meeting.

Section 9 Resignations, Termination and Absences.

Resignation from the board must be in writing and received by the President or the Secretary. Board members may be excused from attendance upon notification to the President prior to the scheduled meeting. Board members may be terminated from the board due to excess absences. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

ARTICLE IV. OFFICERS

Section 1 General.

The Officers of this Association shall be President, Vice President, Secretary, Treasurer and one Member At Large. Each Officer of this Association shall be a member of the Board of Directors.

Section 2 Election and Terms of Office.

All officers shall be elected for a two (2) year term. No one person may hold more than one office at the same time.

Section 3 Resignation and Removal.

Whenever, in the judgment of the Board of Directors, the best interests of the organization will be served, any officer may be removed from office by the affirmative vote of three-fourths of the Board of Directors. Any officer may resign at any time by delivering a written resignation to the President or the Secretary.

Section 4 Vacancies.

In the event a vacancy occurs in any Officer's position, it shall be filled in the following manner until the next annual election:

1. President - The Vice President shall assume the office.
2. The Board of Directors shall elect replacements for all other vacancies.

Section 5 Duties and Responsibilities of Officers.

The Officers shall possess such powers and perform such duties as shall be determined by the Board of Directors.

a. The President shall:

- Preside at all meetings of the membership and all meetings of the Board of Directors and the Executive Committee;
- Perform other duties customary to the office of President, or as directed by the Board of Directors; and
- Be an ex officio non-voting member of all committees.

b. The Vice-President Board shall:

- Perform such duties as the President and/or the Board of Directors may determine;
- In the absence of the President, shall perform the duties of the President; and

c. The Secretary shall:

- Oversee notice and maintenance of the minutes of the meetings the Board of Directors, and the Executive Committee; and

- Perform other duties customary to the office of the Secretary, and as may be required by the Board of Directors or the President of the Board.

d. The Treasurer shall:

- Be the custodian of the corporate funds of the Association, however received;
- Disburse the funds of the Association as ordered by the Board of Directors;
- Oversee day-to-day authority for managing the finances of the Association;
- Provide such financial reports and statements as the Board of Directors or Executive Committee may from time to time require or request; and
- Supervise the keeping and auditing of the accounts (including tax returns) which shall be open at all times to inspection by the Board of Directors and the Executive Committee

e. At Large Member shall:

Has no specific role, but may take assignments from president and/or work with various committees

Serves as a liaison to general membership of the Association;

Duties may change as defined by the Association's bylaws or as needed to fulfill board requirements and address overall organizational goals

ARTICLE V. COMMITTEES

Section 1 Committee formation.

The board may create committees as needed. The President appoints all committee chairs from the membership of the Association. Limited term task forces may be appointed by the President at any time with approval by the Executive Committee; standing and longer term committees shall be created with the affirmation of majority vote of the board.

Section 2 Executive Committee

Board officers serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 3 Membership Committee - see Article II Section 3 of these Bylaws.

ARTICLE VI. PARLIAMENTARY AUTHORITY

Section 1 Fiscal Year.

The designated fiscal year of this Association for tax purposes shall be January 1st to December 31st.

Section 2 Parliamentary Authority

The most recent edition of *Robert's Rules of Order* shall serve as the Parliamentary Authority for the Association..

ARTICLE VII. INDEMNIFICATION

Section 1 General.

Unless expressly prohibited by law, the Association shall fully indemnify any person made, or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person is or was a director, officer, employee or agent of the Association or serves or served any other enterprise at the request of the Association, against all expenses (including attorneys' fees), judgments, fines and amounts paid or to be paid in settlement incurred in connection with such action, suit or proceeding.

Section 2 Limitation of Liability.

Officers, directors and other persons who perform services for the Association and who do not receive compensation other than reimbursement of expenses ("volunteers") shall be immune from civil liability. Additionally, persons regularly employed to perform a service for a salary or wage ("employees") shall not be held personally liable in damages for any action or omission in providing services or performing duties on behalf of the Association in an amount greater than the amount of total compensation (other than reimbursement of expenses) received during the twelve (12) months immediately preceding the act or omission for which liability was imposed. Regardless of the amount of liability insurance maintained, this limitation of liability for volunteers and employees shall not apply when the injury or damage was a result of the volunteer or employee's willful misconduct, crime (unless the volunteer or employee had reasonable cause to believe that the act was lawful), transaction that resulted in an improper personal benefit of money, property or service to the volunteer or employee, or act or omission that was not in good faith and was beyond the scope of authority of such volunteer or employee. This limitation of liability shall not apply to any licensed professional employee operating in his or her professional capacity. The Association is liable only to the extent of the applicable limits of insurance coverage it maintains.

ARTICLE VIII. AMENDMENTS

Section 1. Amendments.

The Executive Committee shall review the Bylaws from time to time. In order to amend the Bylaws, notice of the proposed amendment shall be delivered personally, electronically or by mail to each member of the Board of Directors at least two weeks prior to the time of the vote on the proposed amendment. The Bylaws shall be amended by a 2/3 vote of the members.

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Bylaws certified by Board of Directors:

Dated: _____

Secretary, Board of Directors

President, Board of Directors