

BYLAWS OF
Chico Cycling Team
(a non-profit corporation)

ARTICLE I. NAME, LEGAL STATUS AND OFFICE

Section 1 – Name: The name of the organization shall be Chico Cycling Team and the organization shall be referred to in these Bylaws as “CCT.”

Section 2 – Legal Status: CCT shall be incorporated as a public benefit corporation under the laws of California operated exclusively for public and charitable purposes with the meaning of Internal Revenue Code section 501(c)(3).

Section 3 – Principal Office: The principal office of CCT for its transaction of business is located at PO Box 1845, Chico CA, 95927.

Section 4 – Change of Address: The Board of Directors is hereby granted full power and authority to change the principal office of CCT from one location to another within the county of Butte, California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE II. Objectives

Section 1 – Objectives: The objectives of CCT are:

- A) To encourage and foster community interest in all aspects of cycling and its associated benefits;
- B) To provide education to the general public to give all individuals an opportunity to improve their cycling skills and to become more aware of the benefits of physical fitness generally;
- C) To communicate and disseminate information related to the sport of cycling and to represent the sport of cycling within the community;
- D) To build a local racing community amongst women, men, and juniors by supporting participation in rides, training, and racing;
- E) To generally engage in activities as may be necessary to accomplish all of the above, without pecuniary benefit or gain to members, directors, or officers.

Section 2 – Fulfillment of Objectives: CCT, through its Board of Directors, shall engage in such lawful programs and activities and take such lawful action as may be deemed necessary and advisable by the Board of Directors to accomplish the objectives of CCT as stated in these Bylaws.

ARTICLE III. MEMBERS

Section 1 - Membership:

A) Active Membership

1. Qualifications: Any individual, irrespective of race, nationality, political opinion, religious belief, gender or sexual orientation, is eligible to become a member.
2. Admission: Active Membership shall be accepted upon a properly submitted Application for Membership, which shall be made on forms provided by the Membership Director (or any other as appointed by the Board) and upon payment of annual dues.
3. Rejection of Active Membership: All applications shall be approved unless improperly made, or if the Membership Director, or any other as appointed by the Board has reason to believe that the applicant does not support the objectives of CCT. Any recommendation for rejection on the grounds that an applicant is not a desirable person for membership must be referred by the Membership Director (or any other as appointed by the Board), to the Board for final determination.

B) Honorary Membership: Honorary membership may be conferred, by a majority vote of the Board, on any person who has rendered service or who has made a significant contribution to CCT or to the sport of Cycling. Honorary Members do not vote or qualify for the Pro Deal, but are welcome at any and all CCT events.

C) Emeritus Membership: Emeritus membership may be conferred, by a majority vote of the Board, on any past CCT member who has rendered extraordinary service or who has made an outstanding contribution to CCT or to the sport of Cycling. Emeritus Members maintain their vote, qualify for Pro deal and are welcome at any and all CCT events.

Section 2 – Voting Rights: Each Active and Emeritus Member has one vote.

Section 3 – Term and Renewal: Each membership in CCT shall be for a term of “one race year” per local district NCNA calendar – October 1 through September 30..

Section 4 – Retirement: Retirement will result in the case of death, resignation, or failure to pay annual dues or other financial obligations to CCT, or upon written notification by the Active Member to the Membership Director (or any other as appointed by the Board). A Retired member loses the rights, duties, and responsibilities of an Active Member.

Section 5 – Removal of Membership: Any member of CCT may be censured or, for good cause, the Board of Directors may terminate membership with CCT. The member shall be notified in writing of the information which may be the basis for the censure or termination of membership and shall be given an opportunity to reply in writing or in person to the Board of Directors. The Board may investigate the basis for the recommendation for censure or termination of membership. Censure shall consist of a written warning delivered by a member of the Board of Directors, and failure to modify the offensive behavior shall be considered “good cause” for

termination. The member may be removed for cause by vote of two-thirds (2/3) of the entire Board of Directors. Cause shall be the failure or refusal of a member to comply with these Bylaws or any act by the member that in the judgment of the Board of Directors is contrary to the interests of CCT.

Section 6 – Property Rights: No member shall have any right or interest in any property of CCT.

Section 7 – Dues: The annual dues payable to CCT shall be in such amount(s) as may be determined from time to time by resolution of the Board of Directors.

Section 8 – Liability of Members: No member of CCT shall be personally liable for any of its debts, liabilities, or obligations.

ARTICLE IV. BOARD OF DIRECTORS

Section 1- Authority and Responsibility: The governing body of CCT shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of CCT; shall actively pursue CCT objectives through voluntary and constructive individual contributions; and shall supervise the disbursement of CCT funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to one or more committees.

Section 2 - Number and Qualifications of Directors: The maximum number of Directors shall be seven (7). The minimum number of Directors shall be five (5). Directors shall be members in good standing of CCT, shall agree to serve CCT in the manner described in these Bylaws, and shall have been a member of CCT for a minimum of one year prior to the beginning of their term on the Board.

Section 3- Nominations and Elections: Elections will be held in Odd-numbered years. In the month prior to the Annual Meeting in an Election year, the Board shall form an Election Committee composed of board members not up for re-election. The Election Committee shall solicit nominations for election to the board throughout the month up to and including at the Annual Meeting. Any active member may submit nominations to the Election Committee. At the Annual Meeting in an Election year, the Election Committee shall manage the election of directors. Each Active Member voting may vote for a number of candidates on the ballot equal to the number of open Board positions. An Active Member voting may allocate only one vote to any candidate. Each Director shall be elected for a term of two years. Newly elected Directors shall begin their terms at the Annual Meeting. Directors may be reelected at the expiration of their term. Director terms shall be staggered, so that no more than four Directors shall usually be elected in any year.

Section 4- Place and Manner of Meeting; Action Without Meeting: Regular meetings of the Board of Directors may be held at such place and time as the Directors may determine, usually on the second Monday of the month, but not restricted to as seen fit. Special meetings of the Board of Directors may be held at any time upon call of the Chair of the Board, or a majority of

the Directors. Members of the Board of Directors may also act by means of conference telephone network, electronic mail, or similar communication methods, and without meetings by unanimous written consent to such action signed by all Directors and filed with the minutes of the Board.

Section 5- Notice: Written notice of the Annual Meeting and any regular or special meetings of the Board of Directors shall be given to each Director at least four (4) days before any such meeting. The notice shall be delivered personally, by first class mail, electronic mail, or social media. No notice need be given to any Director who executes and files written waiver of notice of such meeting, either before or after the meeting.

Section 6 – Quorum: A majority of the members of the Board of Directors shall constitute a quorum at such meetings. No vote shall be taken unless a quorum is present. The vote of a majority of those present at a meeting at which a quorum is present shall be sufficient to constitute action of the Board of Directors except for actions for which a greater vote may be required by statute, the Articles of Incorporation, or these Bylaws.

Section 7- Reimbursement of Directors: Directors may be reimbursed for any reasonable expenses incurred by them in the execution of their official duties, including travel expenses. Board of Directors membership dues are waived.

Section 8 – Voting: At all the meetings of the Board of Directors, each Director shall have one vote.

Section 9- Vacancies: The Board of Directors, by majority vote, is empowered to appoint temporary Directors to fill any vacancies on the Board caused by death, resignation, or otherwise; such temporary Directors shall serve until the next regularly scheduled election.

Section 10 - Removal of Directors: Any Director may be removed for cause by vote of two-thirds (2/3) of the entire Board.

Section 11- Resignation: Any Director may resign from the Board by giving written notice to the Chair of the Board. Such resignation shall be effective upon receipt of notice by the Chair or at such later date as specified in the notice.

ARTICLE V. OFFICERS

Section 1- Officers: The officers of CCT shall be the President of the Board of Directors, a Vice President, a Secretary, a Treasurer, a Membership manager and such other officers as the Board of Directors deems advisable. No director may hold more than one office.

Section 2 – Election: The Board of Directors shall, by majority vote of the entire Board, appoint from the Directors the officers of CCT. The officers shall be elected at the Annual Meeting of CCT.

Section 3- Term of Office: All officers shall hold office for one year or until their successors have been duly elected or until removed.

Section 4 – Removal of Officers: Any officer may be removed either with or without cause by the vote of a majority of the entire Board of Directors. Any officer may resign by giving written notice to the Chair of the Board.

Section 5 – Vacancies: A vacancy in any office shall be filled by the Board of Directors.

Section 6 – Duties of Officers: The duties and powers of the officers of CCT shall be as follows or as shall hereafter be set by resolution of the Board of Directors.

Section 7 – President: The President shall preside at all meetings of the Board of Directors and shall exercise and perform such powers and duties as may be from time to time assigned by the Board or prescribed by these Bylaws.

Section 8 – Vice President: The Vice President shall act as President, in the absence of the President, and shall discharge such other duties as pertain to the office as prescribed by the Directors.

Section 9 – Secretary: The Secretary shall supervise the keeping of a full and complete record of the actions of the Directors, shall supervise giving notices as may be necessary and shall discharge such other duties as pertain to the office as prescribed by the Directors.

Section 10 – Treasurer: The Treasurer shall supervise the custody of all funds of CCT, shall supervise the deposit of such funds in the manner required, shall supervise the keeping and maintaining of adequate and correct accounts of CCT properties and business transactions, shall render reports and accountings as required and shall discharge such other duties as pertain to the office as prescribed by the Directors.

Section 11 – Membership Manager: The Membership manager shall supervise and maintain the membership roster and outstanding community service hours worked and race results during the race year.

Section 12 – Other Officers: Other officers may be designated and given such powers as are assigned to them by the Board of Directors.

Section 13 – Compensation of Officers: Officers shall serve voluntarily and without compensation however their annual team dues and required volunteer hours will be waived.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1 - Meeting Location: Regular meetings of members shall be held at such location within the state of California as may be designated from time to time by resolution of the Board of Directors.

Section 2 – Annual Meeting: The members shall be invited to meet annually at the close of the race calendar year as outline in Article III, Section 3. Annual meetings will generally be in late September/early October. Annual meetings will act as the following season kick-off and for the purpose of transacting such proper business as may come before the meeting, including the election of Directors for such terms as are fixed in Article IV, Section 3 of these Bylaws.

Section 3 – Conduct of Meetings: Roberts’ Rules of Order shall govern CCT meetings in all cases to which they are applicable and in which they are not inconsistent with the Bylaws or any special rules of order CCT may adopt.

ARTICLE VII. COMMITTEES

The Board shall have power to create committees, define the functions of committees and terminate committees as needed to fulfill the work of CCT. For any committee formed, the board shall select a board member as chair, appoint CCT members to the committee and empower and assign specific duties to the committee. A simple majority of the members of a committee shall constitute a quorum for the committee, and the committee shall have the responsibility to report back to the Board of Directors in a timely manner.

ARTICLE VIII. FISCAL YEAR

The fiscal year of Chico Masters shall begin on October 1 and end on September 30

ARTICLE IX. CONTRACTS AND BANKING

Section 1 – Contracts: The President, with the approval of the Board of Directors, may enter into any contract on behalf of Chico Masters which is consistent with CCT objectives and the policies established by the Board of Directors.

Section 2 – Banking: CCT shall maintain an active checking account. The President and Treasurer shall have Signatory responsibilities, and all checks written for amounts over \$500 shall be co-signed by both. The Treasurer shall have all responsibility for deposits of checks from members, sponsors and other sources.

ARTICLE X. INDEMNIFICATION

CCT may indemnify and reimburse all persons whom it has the power to indemnify and reimburse, expenses pursuant to Section 5233 of the Non-Profit Public Benefit Corporation Law of the State of California or any successor statute in the manner and to the fullest extent provided therein. CCT may purchase and maintain insurance for this purpose. The indemnification provided for in this Article X shall not be deemed exclusive of any other rights

to which those seeking indemnification for any reason whatever may be entitled under any agreement, vote of disinterested Directors, or otherwise.

ARTICLE XI. DISSOLUTION

Upon dissolution or winding up of CCT, its assets remaining after payment, or provision for payment, of all debts and liabilities of CCT shall be distributed to one or more domestic or foreign corporations, societies, or organizations which have qualified for nonprofit and tax exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, and which are engaged in activities substantially similar to those of CCT pursuant to the procedure provided for in Chapters 15-17 of the Non-Profit Public Benefit Corporation Law of the State of California.

ARTICLE XII. AMENDMENT OF BYLAWS

The Bylaws of CCT may be altered, amended, added to, or repealed by majority vote of the entire Board of Directors as is necessary or appropriate to carry out the purposes of CCT to the fullest extent permitted by law.

Adopted December 15, 2019

Last updated September 26, 2023