

Amended and Restated Bylaws of USA Cycling, Inc.

Effective and Adopted by the Board of Directors--April 5, 2004

Amended by the Board of Directors – April 5th, 2007

A. Purposes and Emblem

Section 1.

USA Cycling's purposes are those stated in its Articles of Incorporation.

Section 2.

The CEO shall determine the emblem of USA Cycling.

Section 3.

No person or organization may use the name or emblem of USA Cycling in advertising, soliciting goods or services, or promotion of goods, services, or events without the written consent of USA Cycling.

B. Organization

Section 1.

USA Cycling is composed of subsidiary organizations called Associations, each of which is an unincorporated division of USA Cycling. An Association represents a particular segment of cycling.

Section 2.

Part 1. The government and direction of USA Cycling is committed to a Board of Directors, each member of which is referred to as a Director. The Board of Directors may explain, define, and interpret any provision of USA Cycling regulations.

Part 2. The government and direction of each Association is committed to a Board of Trustees, each member of which is referred to as a Trustee.

Section 3.

Part 1. USA Cycling shall be governed by the following documents in order of precedence and priority. Taken as a whole, these are called USA Cycling regulations.

1. The Articles of Incorporation of USA Cycling
2. USA Cycling Bylaws
3. USA Cycling Governance Policies
4. Association Bylaws
5. Association Governance Policies

Part 2. USA Cycling shall have such governance policies as established by the Board of Directors from time to time.

Part 3. Each Association shall have Association Bylaws and Governance Policies as established by its Board of Trustees from time to time. No amendment to an Association's Bylaws shall take effect earlier than thirty (30) days after notice of the amendment has been given to the Board of Directors

Section 4.

USA Cycling is supported by the USA Cycling Development Foundation ("Foundation"), a Colorado nonprofit corporation that is tax exempt under the Internal Revenue Code.

C. Affiliations

Section 1.

USA Cycling is a member of the United States Olympic Committee (“USOC”) and is a member of the Union Cycliste Internationale (“UCI”).

Section 2.

Affiliation with USA Cycling or its Associations is open to nonprofit sports organizations that conduct bicycle racing programs, provided that if such organization has individual members, it does not discriminate in admitting such members on the basis of race, color, religion, age, gender, sexual orientation, or national origin.

Section 3.

USA Cycling is affiliated with the International Human Powered Vehicle Association (“IHPVA”).

D. Associations and Members

Section 1.

The Associations of USA Cycling and their respective membership are:

Part 1. The United States Cycling Federation (USCF) which shall have three classes of voting members: (1) holders of annual USCF licenses, (2) members of the Board of Trustees of USCF, and (3) USCF Eligible Athletes.

Part 2. The National Off-Road Bicycle Association (NORBA) which shall have three classes of voting members: (1) holders of annual NORBA licenses, (2) members of the Board of Trustees of NORBA, and (3) NORBA Eligible Athletes.

Part 3. The U.S. Professional Racing Association (USPRO) which shall have three classes of voting members: (1) holders of annual USPRO licenses, (2) members of the Board of Trustees of USPRO, and (3) USPRO Eligible Athletes.

Part 4. BMX Association (BMXA) which shall have three classes of voting members consisting of (1) BMXA Eligible Athletes; (2) holders of USA Cycling BMXA licenses; and (3) Affiliate Organizations, which (a) must be a national level membership organization involved in the development and organization of BMX racing in the United States; (b) are a nonprofit corporation recognized as a 501(c) organization by the IRS; (c) maintain a minimal level of insurance as required by USA Cycling and USOC from time to time, and include USA Cycling as a “Named Insured” on their liability insurance policies; (d) have a democratic governance structure such that their governing boards or bodies are representative of their individual members; (e) governing boards or bodies and committees as required by USOC have at least 20% representation by BMXA Eligible Athletes; and (f) shall have entered into an affiliation agreement with and on such terms required by USA Cycling.

Part 5. The National Collegiate Cycling Association (“NCCA”), which shall have three classes of voting members: (1) holders of annual NCCA licenses, (2) members of the Board of Trustees of the NCCA, and (3) NCCA Eligible Athletes.

Section 2.

Part 1. The membership of USA Cycling shall be divided into and consist of the classes described in Section 1 of this Bylaw D, (the voting members of such classes are collectively referred to as the “Voting Members”). Each Voting Member shall have one vote on a given issue. Each Association shall determine and set forth in their bylaws the voting rights of their respective members at the

Association level. The voting rights of the Voting Members at the USA Cycling level shall be governed by these Bylaws. Cumulative voting shall not be permitted.

Section 3.

Individuals who have contributed extensive and outstanding service to USA Cycling or any of its predecessor organizations may be awarded the honorary title of Life Member by a two-thirds vote of the Board of Directors, but no voting rights, Association membership or license is thereby established.

Section 4.

Membership in USA Cycling and its Associations is open to all individuals who participate in the sport of bicycle racing as athletes, coaches, trainers, managers, administrators, mechanics or officials. Members shall have an equal opportunity to participate in bicycle racing without discrimination on the basis of race, color, religion, age, gender, sexual orientation, or national origin. Such participants may be required to obtain a USA Cycling license in order to participate and shall be subject to USA Cycling regulations, but may not be declared ineligible to participate without fair notice and an opportunity for a hearing.

Section 5.

An “Eligible Athlete” for representation purposes under the Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C. § 220501, *et seq.* (“Sports Act”), and the bylaws of the USOC, including, without limitation, Athlete Directors and Athlete Trustees, shall mean an individual that meets the following standards: at least one-half of the individuals serving as Athlete representatives shall have competed in the USA Cycling’s events or disciplines that are on the cycling program in the Olympic or Pan American Games. Up to one-half of the individuals serving as Athlete representatives may have competed in an event or discipline not on the program of the Olympic or Pan American Games, provided that such event or discipline is recognized by UCI or is regularly included in the international competition program of the UCI, i.e., World Championship. At the time of election, all Athlete representatives shall have demonstrated their qualifications as an Eligible Athlete by having: (1) within the ten years preceding election, represented the United States in the Olympic or Pan American Games or a USOC Operation Gold event, or a World Championship recognized by the UCI for which a competitive selection process was administered by USA Cycling, or, in a team sport, an international championship recognized by the UCI; or (2) within the twenty-four months before election, demonstrated that they are actively engaged in amateur athletic competition by finishing in the top half of USA Cycling’s national championships or team selection competition for the events in subparagraphs (1) or (2) of this Section 5 or in a team sport have been a member of the USA Cycling’s national team; or (3) within the ten years preceding election, represented the United States in the Paralympic Games, or an International Paralympic Committee-recognized World Championship in the events of the Paralympic Games program. Athlete representatives may not be drawn from events that categorize entrants in age-restricted classifications commonly known as “Juniors,” “Masters,” “Seniors,” “Veterans” or other similarly designated age-restricted competition. Notwithstanding the above definition of an Eligible Athlete in this Section 5 and as a result of NCCA not having any members that meet said definition, an “Eligible Athlete” for purposes of representation on the NCCA Board of Trustees shall be the highest level of elite athletes of NCCA consisting of any NCCA member who has competed in at least one NCCA National Championship in the road, mountain bike, or track disciplines and placed in the top 50% of the individual omnium in either Division I or Division II competition within the previous year prior to nomination. For the

purpose of BMX eligibility, part (2) above is amended such that a rider gains eligibility by within the twenty-four months before the election demonstrating that they are actively engaged in athletic competition by reaching the semifinals at the USA Cycling BMX National Championships.

Section 6.

An annual meeting of the Voting Members shall not be required. Special or regular meetings of the Voting Members may be held upon the call of the Board of Directors or upon the written request of 5% of the Voting Members at such place as may be designated by the Board of Directors. Notice of the time, place, and purpose of any special or regular meeting shall be given by the Secretary to each Voting Member at least 30 days before such meeting.

E. Director & Trustee Meetings

Section 1.

No Director or Trustee shall be permitted to vote by proxy.

Section 2.

The annual meeting of the Board of Directors shall be held at a time and place specified by resolution of the Board of Directors. Each Association may provide in its bylaws for the conduct of an annual meeting of its membership to elect Trustees and Athlete Trustees as needed and to conduct other business.

Section 3.

Any one or more members of the Board of Directors, a Board of Trustees, or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time.

Section 4.

Part 1. Regular meetings of the Board of Directors and Boards of Trustees shall be held at such time and place as each such body shall designate and notice of such regular meetings need not be given.

Part 2. Special meetings of the Board of Directors or Boards of Trustees may be held upon the call of its President or chair or upon the written request to its Secretary of a majority of the Board of Directors or Board of Trustees members at such place as may be designated by the President or chair in such written request, as the case may be. Notice of the time, place, and purpose of any special meeting shall be given by the Secretary to each member of the Board of Directors or Board of Trustees, as appropriate, at least 10 days before such meeting.

Part 3. Any Director or Trustee may waive notice of any meeting. Attendance by a Director or Trustee at any meeting shall constitute a waiver of such notice unless the Director or Trustee attends the meeting only for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Part 4. Any action that may be taken by a meeting of the Board of Directors or by a Board of Trustees may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all Directors or Trustees entitled to vote thereon.

Section 5.

Subject to Section 1 above, at all meetings of USA Cycling or Association members, a quorum shall consist of members and proxies holding, in aggregate, 10% of the total number of votes that could be cast at the meeting. At all other meetings of USA Cycling, including its boards or committees, except where stated otherwise in USA Cycling regulations, a majority of the members of a given body shall constitute a quorum.

Section 6.

In any board or committee meeting, a request for a roll call vote by any member of such board or committee shall be honored.

Section 7.

All meetings of USA Cycling and of its boards shall be open to the public; however, an executive or closed session of Directors or Trustees may be held if requested by a majority vote of the members of the meeting body present, but no Director may be excluded from any meeting nor may any Trustee be excluded from a meeting of the Association for which he is Trustee, or from any meeting of the Association's Board of Trustees, or any meeting of its committees or subcommittees.

Section 8.

Wherever formal notice is to be given for any meeting of USA Cycling, the notice shall be deemed delivered when sent by facsimile or electronic mail service, at the stated delivery commitment time when deposited with a commercial courier, or three days after deposit in a properly-addressed postage-paid envelope in the United States mail.

Section 9.

Failure of literal or complete compliance with respect to date and times of notice or the sending or receipt of the same, or errors in phraseology of the notice of proposals, which in the judgment of a majority of the members of USA Cycling entitled to vote at and attending the meeting does not substantially abridge the rights of such voting members, shall not invalidate the actions or proceedings taken at the meeting.

F. Board of Directors and Officers

Section 1.

The Board of Directors shall be composed of: Association Directors, Athlete Directors and Foundation Directors.

Part 1. Only a Trustee who is otherwise qualified may serve as an Association Director.

Part 2. Only an "Eligible Athlete," as defined in these Bylaws, who is otherwise qualified may serve as an Athlete Director.

Part 3. Only a member of the Board of Directors of the Foundation who is otherwise qualified may serve as a Foundation Director. No person who has served as a Trustee of an Association within the last 5 years shall be eligible to serve as a Foundation Director.

Section 2.

Each Director must be at least nineteen (19) years of age when taking office.

Section 3.

The Board of Directors shall be composed of two Association Directors elected by the Board of Trustees of each of USCF, NORBA and PRO Associations, whom shall be a voting Trustee of that Association, serving in staggered two-year terms; one Athlete Director elected by the Eligible Athletes in each of USCF, NORBA, BMXA, and PRO Association, serving in concurrent four-year terms; three Foundation Directors elected by the Foundation Board of Directors, serving in staggered three-year terms; and one Director from each of NCCA and BMXA, elected by the respective NCCA and BMXA Board of Trustees, serving a two-year term. Athlete Director terms shall begin in years that are evenly divisible by four. The Foundation Board of Directors shall not by virtue of the right to elect Foundation Directors be deemed a separate class of membership of USA Cycling.

Section 4.

Part 1. The Board of Directors may designate and appoint one or more Director committees, each of which shall consist of two or more Directors, which shall have the authority of the Board of Directors to the extent provided in the designating resolution or the Bylaws, except that no such committee shall have the authority of the Board in reference to: authorizing distributions; approving or proposing to members action required to be approved by members; adopting, amending, or repealing the Articles of Incorporation or these Bylaws; electing, appointing, or removing any member of such committee or any officer or Director of USA Cycling; adopting a plan of merger or adopting a plan of consolidation with another corporation; approving a sale, lease, exchange or other disposition of all or substantially all of its property, with or without goodwill, otherwise than in the usual and regular course of business subject to approval by members; or amending, altering, or repealing any resolution of the Board of Directors which, by its terms, provides that it shall not be amended, altered, or repealed by such committee.

Part 2. The Board of Directors or an Association Board of Trustees may, by resolution, appoint an advisory committee composed of any persons it chooses. Such a committee shall have no authority to act on behalf of any Board, but may otherwise undertake whatever tasks they are assigned and may make recommendations to the Board that created the committee.

Section 5.

The Board of Directors shall be designated without regard to race, color, religion, age, gender, sexual orientation or national origin, except that to the extent there are separate male and female programs in the sport of cycling, there shall be reasonable representation of both males and females on the Board of Directors. Each Association shall provide in its respective bylaws, rules or regulations for the designation of its representatives to the Board of Directors for reasonable representation of the Association by both males and females on the Board of Directors based on the scope of its respective male and female programs. To the extent such gender-based representation is required on each Board of Trustees to comply with Bylaw M hereof, each Association shall provide for such representation by its bylaws, rules or regulations on the same basis as for representation on the Board of Directors.

Section 6.

The Trustees of each Association shall elect an Association Director each year, with the exception of the Trustees of NCCA and BMXA, who shall respectively elect an Association Director every two years. All elections of Association Directors shall be decided by a majority vote using a secret ballot with abstentions not being counted. If no candidate receives a majority of the votes cast, another

vote shall be held between only those candidates whose total vote in the previous balloting constituted a majority and who each received more votes than any candidate not included in subsequent balloting. This process shall be repeated until one candidate receives a majority. Should both Association Director positions be vacant at the time of election, an election shall be held first to fill the longer term, followed by an election to fill the shorter term. Association Directors shall take office at the first meeting of the Board of Directors following their election and shall hold office until they resign, die, are removed, or their successor is elected and qualified.

Section 7.

Part 1. All electors of Athlete Directors shall be Eligible Athletes.

Part 2. An Athlete Director candidate must be qualified as an Eligible Athlete in one or more of the disciplines in the Association which he would represent if elected. Nomination notices shall be published no later than May 1st of each year evenly divisible by four. Any nomination for Athlete Director must be made by a qualified elector for the position to be filled. All nominations, petitions and signed acceptances thereof must be received at USA Cycling headquarters no later than July 1st.

Part 3. No later than July 15th, ballots shall be available online through member accounts at a website designated by USAC. Ballots will also be available by July 15th to be mailed to all such members upon request. Candidate statements will be posted on the USA Cycling website by July 15th. Ballots must be received by August 15th. To be eligible to vote, a person must be a USA Cycling member by July 31st of the election year.

Part 4. The candidate with the most votes shall be elected as Athlete Director from that Association.

Part 5. Athlete Directors shall take office at the first meeting of the Board of Directors following their election and shall hold office until they resign, die, are removed, or their successor is elected and qualified.

Section 8.

Part 1. The Board of Directors of the Foundation shall elect a Foundation Director each year.

Part 2. The Foundation Directors shall each serve three-year terms. The terms of the Foundation Directors shall be staggered so that only one vacancy per year is created. Following the initial election of Foundation Directors, they shall draw lots to determine the duration of their respective terms.

Section 9.

Vacancies among Directors shall be filled by action of the class of members entitled to vote to fill the seat vacated.

Part 1. If an Athlete Director position becomes vacant more than six months prior to the next regularly scheduled election for that position, a special election for that position shall be called by the Board of Trustees of the Association that elected that position at its next regular meeting.

Part 2. If an Association Director position becomes vacant, the Board of Trustees of the Association that elected that Director shall elect a replacement at its next meeting.

Part 3. If a Foundation Director position becomes vacant, the Board of Directors of the Foundation shall elect a replacement at its next meeting.

Section 10.

Any Director may resign at any time by giving written notice to the Secretary of USA Cycling. Such resignation shall take effect immediately upon the giving of notice unless otherwise specified therein, and the acceptance of such resignation shall not be necessary to make it effective.

Section 11.

An Association or Athlete Director may be removed by a majority vote of the members of the Association that elected him. A vote shall be held upon petition to the Secretary of the Board of Directors by eligible voters holding at least 10% of the votes. A Foundation Director may be removed by a vote of two-thirds of the Foundation Board of Directors.

Section 12.

The officers shall fulfill responsibilities specified below, subject to the control of the Board of Directors, and such other duties as shall from time to time be assigned to them by the Board. No officer of USA Cycling may serve concurrently as an officer of another national governing body (“NGB”) that is a member of USOC. All officers, except the Treasurer, shall be Directors.

Part 1. The President of USA Cycling shall preside at all meetings of the Board of Directors. In periods between meetings of the Board of Directors, he may interpret USA Cycling Bylaws with the advice of Directors.

Part 2. The Secretary of USA Cycling shall act as secretary at all meetings of the Board of Directors. In the absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting.

Part 3. The Treasurer of USA Cycling shall keep correct and complete books and records of account and shall permit them to be inspected by any USA Cycling member or their agents or attorneys for any proper purpose at any reasonable time. The CEO shall serve as Treasurer.

Part 4. The Vice Presidents shall carry out the responsibilities assigned to them by the Board of Directors. In the absence of the President, the Vice Presidents, in the order determined by the Board, shall perform the duties of the President.

Section 13.

At the first meeting of the Board of Directors in even-numbered years, a President, Secretary and as many Vice Presidents as the Board chooses shall be elected. Any person who has served as President continuously for the preceding five (5) years shall not be eligible for re-election as President.

Section 14.

One USOC board of directors representative and one alternate shall be elected by the Board of Directors in each year that is evenly divisible by four and these representatives shall serve until such time as their successors have been elected or they resign. The Board of Directors may call for a new election for USOC board of directors representatives at any time.

Section 15.

On issues that are to be decided by a majority vote of the Board of Directors, the presiding officer shall not normally vote, but shall have the power to cast the deciding vote in case of a tie.

G. Boards of Trustees

Section 1.

The size and composition of Boards of Trustees shall be established in Association Bylaws, provided that adoption of each such Association Bylaw, or the amendment or repeal thereof, shall not be effective until it has been expressly ratified by the Board of Directors. Each Board of Trustees must have an Athlete Trustee or Trustees, each of whom shall be elected from within that Association under the same procedure used to elect Athlete Directors. Athlete Trustees must make up at least 20% of the membership of that Board and be able to cast at least 20% of all votes, which could be cast by Trustees on that Board.

Section 2.

No two persons who are members of the same family or household may serve as Trustees of one or more Associations at the same time. No Trustee may be a member of any other Board of Trustees and must be otherwise qualified to serve as a Trustee as specified in USA Cycling regulations.

Section 3.

In all elections of Trustees, only votes for candidates who have been nominated in accordance with and who qualify under Association Regulations shall be counted. In all Trustee elections the candidate with the most votes shall be elected. In case of a tie, those tied or their representatives shall draw straws to determine the winner or may use another process that is mutually acceptable to the tied candidates.

Section 4.

Trustees shall be elected according to the schedule set in Association Bylaws. Trustees shall take office at the first meeting of their Board following their election and shall hold office until they resign, die, are removed, or their successor is elected and qualified.

Section 5.

Vacancies among Trustees shall be filled by an appointment made by that Board of Trustees; provided, however, a vacancy among Athlete Trustees shall be filled in the same manner as an Athlete Director. Such appointment will last until the next scheduled annual election. The person appointed must be a member in good standing of the class of members entitled to vote for the vacant position.

Section 6.

Any Trustee may resign at any time by giving written notice to the chair of the board on which the Trustee serves. Such resignation shall take effect immediately upon the giving of notice unless otherwise specified therein, and the acceptance of such resignation shall not be necessary to make it effective.

Section 7.

A Trustee may be removed by a majority vote of the members of the Association that elected him. A vote shall be held upon petition to the Secretary of that Board of Trustees by eligible voters holding at least 10% of the votes.

H. Athletes Advisory Council Representative

Section 1.

USA Cycling shall elect a representative and an alternate representative to the Athletes Advisory Council (AAC) of the USOC. The AAC representative and alternate shall be elected by and from the Eligible Athletes of all Associations, voting without distinction as to their respective disciplines. Athletes must meet the following requirements to be eligible for election to the AAC:

- a) An athlete must have represented the United States in Olympic, Paralympic, Pan American, or other major international competition within the preceding ten years as measured from the first AAC meeting of the quadrennium. The phrase, "other major international competition" as used herein means only a competition designated by the USOC as an Operation Gold competition. Requests for extensions in this requirement may only be granted by the AAC and must be in writing.
- b) An athlete may not have served two previous terms on the AAC as a representative. Status as an alternate does not constitute serving a term. If an alternate replaces a representative and serves over half of the quadrennium in the latter's capacity, the alternate will be deemed to have served one term.
- c) AAC representatives and alternates are seated for four-year terms, or until replaced, whichever is later. Once seated, no AAC member shall lose their AAC position, except for cause and after a 2/3 vote of the AAC at a properly called meeting, or except as stated elsewhere in these bylaws.
- d) The two prior term limit does not apply to athletes serving as At-Large members of the AAC.
- e) Athletes may not be paid employees of the USOC, any NGB, or any city's domestic bid committee for an Olympic Games and simultaneously serve as a representative or alternate to the AAC. A paid employee shall mean anyone who is employed on a regular basis. This provision shall not apply to 1) individuals who are engaged on an occasional or temporary basis, which shall include, but not be limited to coaching at a clinic or training camp, making a paid appearance for a sponsor, or working on a finite or discrete project, and 2) athletes who are still competing and receiving benefits from the USOC, or any NGB in his/her capacity as a competing athlete.
- f) All AAC representatives and alternates are required to disclose in writing to the Chair of the AAC and the USOC Ethics and Compliance officer any employment with the USOC, an NGB, or a domestic bid committee.
- g) An athlete representative's failure to satisfy additional NGB requirements for qualifications as a USOC AAC athlete representative may not be used by the NGB as cause to remove the athlete representative from their USOC AAC athlete representative position.

Section 2.

Nomination notices shall be published in years evenly divisible by four. Any nomination for AAC representative must be made by an Eligible Athlete. All nomination petitions and signed acceptances thereof must be received by USA Cycling headquarters by the deadline established by the CEO, but no sooner than 30 days after such notices are mailed.

Section 3.

No later than July 15 in years evenly divisible by four, ballots shall be mailed to electors qualified as Athletes as of the date established as the deadline for nominations. The CEO shall deliver the names of the representative and alternate to the USOC no later than 60 days prior to the Quadrennial Meeting of the Board of Directors of the USOC. Balloting for AAC may be conducted in conjunction with balloting for Athlete Director and Athlete Trustee of the Associations.

Section 4.

The candidate with the most votes becomes the AAC Representative and the candidate of the opposite gender with the most votes becomes the Alternate AAC Representative.

Section 5.

The alternate representative shall serve as the USA Cycling representative to the AAC if the representative resigns or is otherwise unable to serve. If both the AAC representative and alternate representative resign or are otherwise unable to serve, a special election shall be held to fill both positions but with mailing and return deadlines as specified by the CEO.

I. Election and Removal of Officers**Section 1.**

When elections are to be held for all officers of the Board of Directors or a Board of Trustees, a temporary chairman shall be appointed by the applicable board to conduct the election.

Section 2.

All elections of officers of USA Cycling and its Associations shall be decided by a majority vote using a secret ballot with abstentions not being counted. If no candidate receives a majority of the votes cast, another vote shall be held between only those candidates whose total vote in the previous balloting constituted a majority and who each received more votes than any candidate not included in subsequent balloting. This process shall be repeated until one candidate receives a majority.

Section 3.

The terms of officers shall run until their respective successors are elected and qualified, or they cease being Directors or Trustees, as appropriate; resign; or are removed from office in accordance with procedures established by law or these Bylaws.

Section 4.

Any officer elected by the Board of Directors or a Board of Trustees may be removed by a majority vote of the electing board with or without cause.

Section 5.

A vacancy in any office may be filled for the unexpired portion of the term by the appropriate board at any meeting.

J. Administrative Authority

Section 1.

The Board of Directors shall employ a Chief Executive Officer (“CEO”), who shall serve at the pleasure of the Board.

Section 2.

The CEO may designate various classes of nonvoting affiliations with USA Cycling and specify qualifications, conditions, and fees for such affiliations.

Section 3.

The CEO shall:

- (a) direct and supervise the operations of USA Cycling and its associations;
- (b) establish and publish a schedule of fees;
- (c) maintain USA Cycling governance policies;
- (d) supervise and employ a staff to fulfill the function of USA Cycling;
- (e) execute such other duties as the Board may direct.

The CEO may delegate any or all duties imposed under these Bylaws.

Section 4.

Letters distributed to USA Cycling or Association mailing lists or statements in the media representing USA Cycling or Association positions shall be reviewed and approved in advance by the CEO.

Section 5.

The CEO shall appoint a neutral and reliable person to act as Ballot Clerk, for all Association membership elections and ballots.

K. Conduct

Section 1.

No Director, Trustee, or voting member of a USA Cycling committee shall hold a position paid from USA Cycling or Association general funds, but may receive an honorarium. Any such honorarium must be specifically approved by the Board of Directors or by the Board of Trustees on or under which the recipient serves. This provision shall not apply to 1) individuals who are engaged on an occasional or temporary basis, which shall include, but not be limited to coaching at a clinic or training camp, making a paid appearance for a sponsor, or working on a finite or discrete project, and 2) athletes who are still competing and receiving benefits from the USOC or any NGB in his/her capacity as a competing athlete. Transactions with business entities in which a Director, Trustee, or spouse holds a 10% or greater financial interest must be specifically approved by the Board of Directors.

Section 2.

Part 1. Each year at the time of the first meeting of the Board of Directors and Boards of Trustees of the year, each Director and each Trustee shall file with the CEO a disclosure of all activities in which he held a financial interest or from which he received compensation during the preceding 12 months that were directly involved with the sport of cycling or were doing business with USA Cycling or any Association. The list of these activities shall be made available to the public upon request.

Part 2. On a quarterly basis, the CEO shall compile a list of payments by USA Cycling, other than reimbursement of expenses, that have been made to Directors, Trustees, or their spouses or to any business entity in which the Director, Trustee, or spouse has 10% or more financial interest, as well as any debts to USA Cycling by any of these entities that are 60 days or more past due. This disclosure shall be distributed to the Directors and Trustees and made available to the public.

Section 3.

Part 1. USA Cycling shall, to the maximum extent permitted by the Colorado law in effect from time to time, indemnify each of its Directors, Trustees, officers, employees, regional representatives, administrators and race officials against expenses, judgments, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was acting on behalf of USA Cycling, except that the use of motor vehicles that are not owned by USA Cycling shall be indemnified only in excess of the operator's insurance and then only to the extent of available USA Cycling insurance coverage for such liability, and for physical damage not to exceed the policy limits of any applicable insurance maintained by USA Cycling for such claims; however, in all cases subject to any exclusions of any applicable USA Cycling policy. For race officials this indemnification applies only during an event permitted by USA Cycling. The Board of Directors may from time to time approve indemnification by USA Cycling pursuant to this Part 1 in excess of the available USA Cycling insurance coverage.

Part 2. The Board of Directors may, to the maximum extent permitted by Colorado law in effect from time to time, authorize the purchase and maintenance by USA Cycling of insurance on behalf of its Directors, Trustees, officers, employees, administrators, or race officials against liability asserted against or incurred by their acting on behalf of USA Cycling.

Section 4.

All Directors, Trustees, employees, and other agents of USA Cycling are obligated to:

- (a) Ensure that USA Cycling adheres to the applicable rules, regulations, and policies of federal, state, and local government, and national and international sport governing bodies with which USA Cycling and its Associations are affiliated.
- (b) Devote themselves, USA Cycling, and Associations to conduct which, in letter and spirit, is lawful, honest, dependable and fair;
- (c) Conduct themselves in ways which promote the aims and objectives of USA Cycling and which enhance the reputation of USA Cycling, its Associations, and cycling.
- (d) Place the interests of the entirety of USA Cycling ahead of local or personal interests in cycling, including voluntarily absenting themselves from discussions of issues in which they have a financial interest unless they are required to be present to answer questions as recognized representatives of those interests;
- (e) Give prudent consideration to issues, taking into account established USA Cycling policies and precedents, needs for confidentiality regarding proprietary and sensitive information, and the legal, financial and administrative effects of proposed actions.
- (f) Provide a full, constructive, and timely reply in the form required to requests from USA Cycling and Association authorities for information and decisions.
- (g) Fully inform responsible USA Cycling or Association authorities in a timely and documented form of matters about which the authorities may be unaware, including not only business opportunities, policy alternatives, and organization needs, but also any actions, no matter who is responsible for those actions, which are contrary to policy, or are damaging to USA Cycling or an Association, or are improper, unethical, or unlawful; assist the employees, volunteers, Directors, and

Trustees of USA Cycling and its Associations to create and maintain an effectively functioning organization always respecting the responsibility and authority of those to whom implementation of USA Cycling policies and goals has been entrusted.

(h) Neither give nor receive gifts, cash, travel, hotel accommodations, entertainment, or favors except those of nominal value exchanged in the normal course of business; (a) The trading of pins and mementos is accepted conduct; (b) Invitations from sports, media, or other organizations to attend sports and social events of more than nominal value may be accepted if they are part of open and generally accepted practices, serve to promote the best interests of USA Cycling and its Associations, would not embarrass the individual or USA Cycling if publicly disclosed, and do not compromise the objectivity or integrity of the recipient or donor. Gifts and favors of more than US\$100 value should not ordinarily be accepted, but if the circumstances render it awkward to refuse such a gift the donor should be thanked and told that the gift is being accepted on behalf of, and will be delivered to, USA Cycling or an Association thereof.

Section 5.

Directors and Trustees shall carry out their duties as required by law, these Bylaws and any other rule, regulation or policy adopted by the Board of Directors or a Board of Trustees as to its Trustee members only, and generally accepted standards for the conduct of directors of not-for-profit corporations.

Section 6.

USA Cycling's properties, services, opportunities, authority, and influence are not to be used for private benefit. All Directors, Officers, Trustees, employees, and agents of USA Cycling and its Associations shall disclose the nature and extent of an actual or potential conflict of interest when it occurs and will not participate in the discussion, evaluation, or voting concerning that issue, including without limitation, the awarding of contracts, the purchase of goods and services, and the allocation of USA Cycling's resources for personal use.

Section 7.

If any individual representing USA Cycling or an Association participates in the evaluation or approval of a contract with a supplier to furnish goods or provide services to USA Cycling or an Association when that individual will directly or indirectly benefit financially or otherwise receive any form of compensation from, or have an interest in, any supplier under consideration, then USA Cycling shall have the right to recover such benefit or payment, and such contract or transaction shall be voidable by USA Cycling.

Section 8.

An Ethics Board consisting of three persons who have no other connection with USA Cycling shall be appointed by the Board of Directors and shall:

- (a) Investigate allegations of conflict of interest or other ethical issues involving Directors or Trustees and recommend actions to the Board of Directors or a Board of Trustees if appropriate;
- (b) Review USA Cycling regulations and policies on ethical issues and recommend changes to the appropriate bodies if needed;
- (c) Fulfill other duties as the Board of Directors may assign it from time to time.

L. Amendments

These Bylaws may be amended by the Voting Members or the Board of Directors. All amendments to these Bylaws must be approved by at least two-thirds of the total votes cast, abstentions not being counted. The text of any proposed amendment shall be provided to the Voting Members or Board of Directors, whichever is applicable, no less than 30 days prior to the meeting at which the amendment will be considered. Any amendment to these Bylaws shall be proposed in writing to the Secretary by a member of the Board of Directors or by at least 5% of the Voting Members.

M. USOC Compliance

Section 1.

USA Cycling is designated by the USOC as the NGB for the sport of cycling as provided by the Constitution of the USOC and the Sports Act, as may be amended or restated from time to time.

Section 2.

USA Cycling shall comply with and establish as necessary, bylaws, rules and regulations in conformance with all requirements imposed upon it from time to time as an NGB by the Sports Act, the USOC Constitution and the resolutions, rules and regulations promulgated by USOC consistent with its Constitution and the Sports Act, all as in effect as of the date these Bylaws are adopted and as may be in effect in the future.