

## **BYLAWS OF COBRAS**

### Article I - NAME

This organization shall be known as **COBRAS** and shall be representative of its members.

### Article II - PURPOSE AND OBJECTIVES

The **COBRAS** shall have as its purpose the preservation, development, and administration of the recreational sport of bicycle racing.

The **COBRAS** shall pursue the following objectives:

- a) to encourage fitness through competitive bicycle racing;
- b) to encourage participation in bicycle racing and events;
- c) to assist individual members and teams sponsored by the organization to achieve the highest level of success in bicycle racing;
- d) to promote bicycle races;
- e) to foster improvement in the sport of bicycle racing at local, district, national and international levels;
- f) to promote good citizenship and the highest ethical standards, (in the interest of bicycle racing), within the bicycling community and the community at large;
- g) to conduct social activities to foster and encourage camaraderie among its members;
- h) to conduct educational programs on aging, fitness and racing.
- i) to conduct weekly club rides to encourage and promote an active life style for individuals who do not race competitively however want the camaraderie of group rides with cyclists in their age group.

### Article III - MEMBERSHIP

#### Section 1. CLASSES

There shall be three classes of membership: active, supporting, and honorary. Each member in good standing regardless of class, shall be entitled to all of the rights and privileges of membership in the club, and shall be eligible to hold office in the club provided he/she meets the qualifications for that office as specified in Articles IV and V.

#### Section 2. ACTIVE MEMBERS

Active membership shall be open to anyone, interested in the sport of bicycle racing who is willing to abide by all club rules. Active members who compete in USA Cycling (USAC) and Bicycle Racing Association of Colorado (BRAC) sanctioned races as members of the **COBRAS** shall wear the club jersey.

#### Section 3. SUPPORTING MEMBERSHIP

Supporting membership shall be limited to those individuals who do not participate in competitive events, but who share an interest in bicycling, racing and the promotion of club events.

#### Section 4. HONORARY MEMBERSHIP

Honorary membership may be awarded to individuals in recognition of significant achievement, according to criteria set by the Board of Directors. In addition, any individual who is 80 or older and has an interest in bicycle racing will be eligible for honorary memberships. Honorary members shall be exempt from paying dues.

#### Section 5. VOTING PRIVILEGES

Each club member in good standing shall be entitled to one vote in all club proceedings.

#### Section 6. ANNUAL DUES

Annual club dues shall be recommended to the membership by the Board of Directors each year. Membership for all membership classes shall be on an annual basis and shall expire on the last day of the calendar year. In order for a member to retain an uninterrupted membership, renewal dues must be paid no later than March 1. Dues paid after September 1st will be applied to membership for the following year. New members joining after September 1<sup>st</sup> shall not be required to pay dues for the remainder of that calendar year.

#### Article IV - OFFICERS

##### Section 1. ELECTED OFFICERS

Elected officers of the **COBRAS** shall consist of a President, a Vice-President, a Secretary, a Treasurer, and an At Large member. Officers shall be members of the Board of Directors.

##### Section 2. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, and the At Large member.

##### Section 3. BOARD OF DIRECTORS

In addition to the officers, the Board shall consist of the Committee Chairs and the Past President. The Board shall be composed of no more than eleven (11) members.

##### Section 4. COMMITTEE CHAIRS

The Executive Committee shall appoint Committee Chairs from among the Club members for the standing committees as may be established from time to time by the Board of Directors.

#### Article V - DUTIES OF OFFICERS

##### Section 1. PRESIDENT

The President shall preside at all regular meetings and all Board of Directors meetings; and shall have general supervision of the affairs of the **COBRAS**.

##### Section 2. VICE PRESIDENT

The Vice-President shall have all the powers, and perform all the duties in the absence of, or removal of, the President.

##### Section 3. SECRETARY

The Secretary shall record the minutes of all meetings and keep accurate records of all proceedings. He/she shall make available copies of the minutes of any meetings to any member so requesting and shall issue announcements of the next meeting to all **COBRAS** members via email or via the COBRAS web site. Minutes of any meeting shall be posted on the COBRAS website within 30 days of the meeting.

##### Section 4. TREASURER

The Treasurer shall receive and issue receipts for all monies coming into his/her hands and shall keep record books of all such transactions, making them available for audit at any reasonable time. A financial report shall be provided all Board of Directors each month.

## Section 5. PAST PRESIDENT

The Past President is an appointed position to provide continuity and shall be primarily an advisory position. The immediate Past President shall be appointed the position however if for any reason that person is unable or unwilling, any previous member who has held the position of President or Vice President may be appointed to the position by the Board of Directors. The Past President shall be a member of the Board of Directors.

## Article VI - MEETINGS

Section 1. Regular membership meetings of the **COBRAS** shall be held at least yearly. A quorum for voting shall consist of not less than 10% of the total membership. Notice of regular membership meetings shall be given at least 10 days prior to the meeting and shall state time and location of said meeting. Notice may be given through valid E-mail or posting on the **COBRAS** website.

Section 2. Regular meetings of the Board of Directors should be held at least quarterly. A quorum shall consist of more than one half the members of the Board. Attendance at meetings shall be open to all club members, and the time and place of regular meetings shall be publicized. Notice of Board of Directors meetings shall be given at least 10 days prior to the meeting and shall state time and location of said meeting. Notice may be given through valid E-mail or posting on the **COBRAS** website. In the case of extraordinary circumstances, the President or Vice President may waive the required 10-day notice.

Section 3. In the discretion of the presiding officer, the Board or any committee may meet in executive session to transact any business with only Board Members and their invited guests in attendance.

Section 4. Board Members may participate in a meeting through use of conference telephone, electronic video screen communication, or other electronic means so long as all of the following apply:

(a) each Board Member participating in the meeting can communicate with all of the other Board Members concurrently, and

(b) each Board Member is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Board.

Section 5. The elected officers may meet as an Executive Committee from time to time, as necessary, to conduct the administrative affairs of the organization according to club policy or precedent. However, any new policy or expenditure must be passed by a majority vote of the Board of Directors.

Section 6. All meetings of the **COBRAS** shall be governed by *Robert's Rules of Order* to the extent such *Rules* are applicable and not in conflict with the Bylaws.

Section 7. Any action required or which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in valid E-mail, setting forth the action so taken, shall be approved with respect to the subject matter thereof.

## Article VII - CLUB JERSEY

The **COBRAS** shall register the design of the club jersey with the BRAC or the USAC for protection against duplication by another club.

The club jersey shall include the club name and any sponsors' names or products, in accordance with the rules of BRAC or the USAC.

## Article VIII - ELECTION OF OFFICERS

Section 1. Election to be held at the Fall regular membership meeting of each year.

Section 2. Officers of the **COBRAS** shall be elected every two years by ballot in the following manner:

Section 3. Each year, the Board of Directors shall appoint a Nominating Committee. The Nominating Committee shall present a slate of nominations of the Elected Officers for approval by the Board. All members nominated must accept the nomination 30 days prior to the Fall regular membership meeting.

Section 4. The names of the Nominating Committee's candidates shall be publicized in an appropriate manner to the membership at large 20 days prior to the Fall regular membership meeting. Such publicized nominations may also include requests for nominations from the membership at large. Additional nominations, if any, must be made and seconded in writing by members in good standing, and additional nominated candidates must also indicate acceptance of the nomination. Nominations from the membership at large must be submitted to the Secretary within 10 days prior to the Fall regular membership meeting.

Section 5. Election of officers shall take place at the Fall regular membership meeting of the **COBRAS**. Election to the office of President, Vice-President, Secretary, Treasurer and At Large requires a majority vote of those members present. In the event that no candidate achieves a majority, a runoff vote shall be awarded to the two candidates with the greatest number of votes.

Section 6. The term for all elected officers shall be two years ending at the Fall regular membership meeting of the second year.

#### Article IX - VACANCIES

Should any office of **COBRAS** become vacant, the President, with concurrence of remaining Board, shall fill same by appointment of a member in good standing for the unexpired term.

#### Article X - COMPENSATION OF OFFICERS

No club officer shall receive compensation for his/her services as an officer.

#### Article XI - AMENDMENTS

All Bylaws of **COBRAS** shall be subject to alteration, amendment or repeal, and new Bylaws may be added by the Board of Directors. The members shall have the same powers and the further power to restrict such powers in the Board of Directors.

#### Article XII - DISCIPLINARY ACTION

Section 1. The Board of Directors may, after notice and a proper hearing, suspend or revoke the membership of any member.

Section 2. Causes for Discipline: any member of the club may be suspended or have his/her membership revoked for misconduct in his/her relations with the club or for conduct which is detrimental to the welfare of the club as a whole. Any person so disciplined shall not have the privilege of racing as a member of the **COBRAS** in USAC or BRAC sanctioned events. Removal shall be accomplished by 2/3rds vote of the Board of Directors.

Section 3. Removal of an Officer: Any club officer may be removed from his/her elected office for failure to fulfill the duties of that office or failure to represent the club in a manner in keeping with the purposes of the club. Removal shall be accomplished by majority vote of the membership at a designated meeting or a 2/3rds vote of the Board of Directors. If removal shall be accomplished by a majority vote of the membership at a designated meeting, removal notice shall be given to the membership at least fifteen (15) days before the vote is to be taken.

## ARTICLE XIII:

Section 1. **COBRAS** shall comply with the letter and spirit of the Colorado Anti-Discrimination Act of 1957, as amended, and other applicable laws respecting discrimination.

Section 2. **COBRAS** shall practice non-discrimination in the furnishing of accommodations and services to the public. Further, the club may not refuse service without reasonable cause. The Club shall require its members to observe all applicable rules and regulations and to exercise courtesy and consideration in their relations with other club members and guests of the club

## Article XIV - ETHICS

Each board member or officer must remain free of any potential influence, interest or relationship that might conflict with the interests of the club. Each Board member must seek to avoid any activity which interferes or might interfere with the independent exercise of his or her judgment in the interests of **COBRAS**. The following guidelines, although not exhaustive, should provide direction regarding conduct that would create an appearance of impropriety:

- a) Board members should not engage in any activities that place themselves in a position where the carrying out of the proposed activity would be adverse to the interests of **COBRAS**.
- b) Board members should not place themselves in situations that bring **COBRAS** into disrespect and/or dispute.

## Article XV - EXECUTION OF INSTRUMENTS; LOANS; CHECKS AND ENDORSEMENTS; DEPOSITS

### Section 1. EXECUTION OF INSTRUMENTS

The President, Vice-President, and Secretary shall have the power to execute and deliver on behalf and in the name of **COBRAS** any instrument requiring the signature of an officer of **COBRAS**, except as otherwise provided in these Bylaws or where the execution and delivery thereof shall be expressly delegated by the Board of Directors to some other officer or agent of **COBRAS**. Unless authorized to do so by these Bylaws or by the Board of Directors, no officer, or agent shall have any power or authority to bind **COBRAS** in any way, to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

### Section 2. LOANS

No loan shall be contracted on behalf of **COBRAS**, and no evidence of indebtedness shall be issued, endorsed or accepted in its name, unless authorized by the Board of Directors.

### Section 3. CHECKS AND ENDORSEMENTS

All checks, credit purchases, debit purchases, drafts or other orders for the payment of money, obligations, notes or other evidences of indebtedness, bills of lading, warehouse receipts, trade acceptances, and other such instruments shall be signed or endorsed by such officers as set forth below:

- a) Amounts up to \$1,000 may be signed or endorsed by the President or the Treasurer.
- b) Amounts greater than \$1,000 and less than \$2,500 may be signed or endorsed by the President with the consent of the Treasurer or the Treasurer with the consent of the President.
- c) Amounts greater than \$2,500 may be signed or endorsed by the President or the Treasurer with the approval of the Board of Directors.

### Section 4. DEPOSITS

All funds of the **COBRAS** not otherwise employed shall be deposited from time to time to **COBRAS** credit in such banks or other depositories as shall from time to time be determined by Treasurer.

## Article XVI - CHARITABLE GIFTS

Section 1. In determining who may receive a charitable gift or donation, the Board of Directors shall use the following guidelines and standards.

- a) If the gift or donation is to an individual, whether or not he/she is a **COBRAS** member, is a family member of **COBRAS** member, is a member of a charitable organization, is a member of a non-profit organization, or is a **COBRAS** sponsor.
- b) Additional entities or businesses may be considered if the gift or donation will ultimately offer support to those in need.
- c) If the gift or donation is to a sponsor, a thank you gift will be purely a demonstration of appreciation for services, labor, product or supplies received.

Section 2. In determining how much **COBRAS** can donate, the Board shall use the following guidelines and standards.

- a) If at the time of need, the **COBRAS** Board deems that any of the persons or entities named in Section 1 warrants a donation or gift, the **COBRAS** current financial condition will be taken into consideration first to insure the longevity of our organization.
- b) The amount donated will not be less than \$100 or more than \$500.
- c) The gift or donation may be used in conjunction with monies or services donated from other sources.
- d) If the **COBRAS** Board deems that the treasury is sufficiently funded to allow a larger gift they have the right to do so. Approval of 3/4ths of the Board is required.

## Article XVII - FISCAL YEAR

The fiscal year of COBRAS shall be the calendar year and may be changed from time to time as determined by the Board of Directors.

## Article XVIII - INDEMNIFICATION

**COBRAS** shall indemnify every Director or Officer, his or her heirs and personal representatives, against all loss, costs and expenses, including counsel fees, reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his being or having been a Director or Officer of **COBRAS**, except as to matters as to which it shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence, willful misconduct or criminal misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which **COBRAS** is advised by counsel that the person to be indemnified has not been guilty of gross negligence, willful misconduct or criminal misconduct in the performance of his duty as such Director or Officer in relation to the matter involved. The foregoing rights shall not be exclusive of any other rights to which such Director or Officer may be entitled. All liability, loss, damage, cost and expense incurred or suffered by **COBRAS** by reason or arising out of or in connection with the foregoing indemnification provisions shall be treated and handled by **COBRAS** as common expenses.

These Bylaws have been revised and the revisions approved on February 4, 2016.

Mike Persoft  
President

David Hunter  
Vice President