



# Constitution of the UltraMarathon Cycling Association, Inc.

The name of this organization is UltraMarathon Cycling Association. It will also be referred to in this Constitution as the UMCA.

## Purpose

The purpose of UMCA is to promote long-distance bicycling, also known as ultra-cycling, around the world. It may accomplish this purpose by the following activities:

1. Sanctioning and promoting the Race Across AMERICA (RAAM) and qualifiers for the Race Across AMERICA;
2. Sanctioning cross-state, timed and distance and other point-to-point bicycling records;
3. Sanctioning and promoting other ultra-marathon bicycle events;
4. Organizing annual competitions from the results of other long-distance bicycling events;
5. Publishing a newsletter and/or journal on a regular basis to inform UMCA members and the general public regarding the sport of ultra-marathon cycling;
6. Fostering participation in American and international amateur bicycle sport activities;
7. Soliciting and raising funds for all appropriate activities of the organization;
8. Doing any other appropriate act to further the above purposes; however, this organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Internal Revenue Code Section 501(c)(3) or corresponding provisions of any subsequent federal tax laws.

## Governance

UMCA will be governed by its Board of Directors and Officers as set forth in this Constitution and in its Bylaws.

### Board of Directors

#### Duties of the Board of Directors

The Board of Directors will establish the UMCA Bylaws and policies in accordance with the purposes set forth in this Constitution. The Board will elect the President and other officers from its number. It will approve the UMCA budget. It may amend the Bylaws when appropriate by a simple majority of the Board present and voting.

#### Meetings of the Board of Directors

The Board shall meet at such times as the President shall designate, or when three of the Directors request that a meeting be called. Board meetings may be in person or by teleconference. The Board shall meet at least once each calendar quarter. A quorum of the Board shall consist of ten members.

## **Membership of the Board of Directors**

The Board of Directors shall consist of twelve Directors elected by the general membership. The UMCA Managing Director, the RAAM Race Director and a representative of the RAAM Qualifier directors shall also serve ex officio members.

Prior to incorporation as a not-for-profit, the UMCA has a 12 member Executive Advisory Committee (EAC) elected by the membership to advise the Managing Director on policy issues. In the first year of the UMCA under this Constitution, eight elected members of the EAC and four newly elected Directors shall serve as the twelve elected Directors.

## **Elected Directors**

The term of office of the twelve elected Directors shall be three consecutive years. Four Directors shall be elected each year.

An elected Director may not serve more than two full three year terms in succession. An elected Director shall be eligible for election to any office or appointment to any position or committee established by this Constitution or the Bylaws.

## **Officers**

### **President**

The President shall be the Chair of the Board and shall report to the Board of Directors. The President shall have general supervisory authority over the activities of UMCA. The President, subject to ratification by the Board, shall establish any standing Board committees authorized in the Bylaws, and shall establish any other Board committees or other entities deemed necessary. The President shall delegate to any such committee such authority as the President shall see fit. The President shall be an ex-officio member of all Board committees.

### **Vice President**

The Vice President shall perform such activities as assigned by the President. The Vice President shall assume the duties of the President in case the President is not present at a Board meeting, resigns or is removed from office.

### **Treasurer**

The Treasurer shall be the financial officer of the UMCA and shall receive and deposit the monies of the UMCA in a bank or banks to be approved by the Board of Directors. The Treasurer shall make disbursements, subject to the approval of the Board of Directors, and shall keep accurate account of all such deposits and disbursements. The Treasurer shall make a report of the finances of UMCA at such times as directed by the Board and shall submit an annual budget for approval of the Board.

### **Secretary**

The Secretary shall attend the meetings of the Board of Directors and shall record the minutes of the meetings, and shall perform such other duties as the Board of Directors may direct.

### **Managing Director**

The Board shall appoint a Managing Director of the UMCA, to operate the UMCA, as spelled out in the Bylaws. The Managing Director shall serve as an ex officio member of the Board of Directors and as an ex officio member of all Board committees. The Managing Director shall report to the President of the Board.

## **RAAM and RAAM Qualifiers**

### **Race Across AMerica**

The Race Across AMerica (RAAM) and the UMCA are legally separate organizations. The Race Across AMerica (RAAM) is owned by an independent event organizer. The UMCA sanctions RAAM to ensure the athletic integrity of the race; however, the UMCA is not responsible for RAAM financially nor for the actions of the RAAM director(s). The RAAM Race Director serves as an ex officio member of the UMCA's Board of Directors.

### **RAAM Qualifying Races**

The races to qualify UMCA members to compete in RAAM are owned by independent event organizers. The UMCA sanctions these RAAM qualifying races to ensure the athletic integrity of each race; however, the UMCA is not responsible financially for any RAAM qualifying race nor for the actions of any race director. The directors of the RAAM qualifying races shall appoint one of their number not already serving as an elected Director to serve as a Director on the Board. The term of office for this Director shall be one year. This Director shall not be eligible to be elected President, but may be elected to any other Office or appointed to any committee or position in a like manner as any elected Director.

### **Adoption**

An affirmative vote of two-thirds of the membership ballots returned within forty-five days after mailing shall suffice for adoption of this Constitution, abstentions not being counted. It shall become effective on the first day of the year following adoption.

Upon the adoption of this Constitution by the membership, the Board of Directors shall be authorized, on behalf of the membership, to adopt Bylaws and file Articles of Incorporation.

### **Amendment**

Amendments to this Constitution may be proposed by any member of the Board of Directors or by any member who presents to the Secretary a petition signed by at least ten percent of the members. The proposed amendment shall be discussed by the Board of Directors, and may be amended as to form by them. If the Board adopts the amendment by two-thirds affirmative vote, it shall be referred to the membership. The amendment shall be adopted if it receives two-thirds of the ballots returned within forty-five days after mailing. The amendment, if approved, shall become effective on the first day of the next month.

### **Dissolution**

UMCA may effect its own dissolution only upon the Board of Directors presenting a ballot to the membership by first class mail. An affirmative vote of two thirds of the ballots returned within forty-five days shall be required, abstentions not being counted. In the event of dissolution, any funds in excess of encumbered funds shall be donated to a 501(c)(3) organization whose mission supports cycling or environmental consciousness.

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On November 1, 2002, the membership voted in favor of ratifying and accepting the UltraMarathon Cycling Association Constitution dated September 1, 2002, and published in the September-October *UltraCycling* and authorized the Board of Directors, on behalf of the members, to adopt Bylaws and file Articles of Incorporation.

## **UltraMarathon Cycling Association, Inc.**

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