



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 the UMCA is to promote, sanction, and certify long-distance competitive bicycling, also known as UltraCyclingSM, around the world through racing, record attempts and other cycling achievements.

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, by teleconference, or by other electronic means. The Board shall meet at least once each calendar quarter. A quorum of the Board shall be two-thirds of the Board members currently in office. Once a quorum has been established for a

meeting, the departure from that meeting of a Board member or members shall not cause loss of quorum for that meeting.

Membership of the Board of Directors

The Board of Directors shall consist of nine Directors elected by the general membership. The Board may also invite other stakeholders from the ultracycling community to be non-voting members of the Board.

Elected Directors

The term of office of each of the Directors shall be three consecutive years. The Board may establish procedures for the number of vacancies to be filled each year.

An elected Director may not serve more than two full three year terms in succession.

Officers

All officers shall be selected from Board members.

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 work with the Executive Director to oversee all financial transactions. 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 oversee the recording of the minutes of the meetings, and shall perform such other duties as the Board of Directors may direct.

Executive Director

The Board shall appoint an Executive Director of the UMCA, to operate the UMCA, as spelled out in the Bylaws. The Executive Director shall serve as a non-voting member of the Board of Directors and as a

non-voting member of all Board committees. The Executive Director shall report to the President of the Board.

Adoption

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

If, at the time of adoption of this Constitution, there are more than nine Directors holding office, those Directors may complete their elected term of office. In the first election following adoption of this Constitution, vacancies shall be made available to bring the number of Directors to nine.

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 an affirmative vote of two-thirds of the ballots returned within forty-five days after distribution to membership. 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. 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.