

**BYLAWS
OF THE
SAN DIEGO VELODROME ASSOCIATION, INC.**

ARTICLE I – CORPORATION NAME, ADDRESS, PURPOSE, AND POWERS

Section I-A - Name

The name of the Corporation shall be SAN DIEGO VELODROME ASSOCIATION, INC., referred to herein as SDVA

Section I-B - Address

The address of SDVA for the conduct of business and for service of process is 2221 Morley Field Dr., San Diego, CA 92104. The Board may change this address from time to time as necessary and with proper notice to the California Secretary of State.

Section I-C - Purpose

SDVA is a public benefit, membership-based nonprofit corporation incorporated under the laws of the State of California for the purposes as stated in its Articles of Incorporation, and more specifically for the purposes of engaging in, promoting, encouraging, and otherwise supporting bicycle track racing, both as an athletic sport as well as a recreational activity, including such related activities as, but not limited to, bicycle training programs, bicycle safety programs, bicycle swap meets, and youth bicycling programs. Insofar as SDVA is granted a use permit by the City of San Diego Park and Recreation Department for the use of the velodrome facility in Balboa Park, SDVA shall be responsible for administering, conducting, coordinating, and/or promoting all bicycling recreational and racing activities, including events sanctioned under provisions of the United States Cycling Federation, the United States Olympic Committee, and/or the International Cycling Union (UCI).

Section I-D – Powers

Except as otherwise provided in these bylaws, SDVA, in carrying out its activities, shall have all of the powers authorized for a public benefit corporation as provided in the California Corporations Code, Section 5140, including, without limitation, the power to:

- (a) Adopt, use, and at will alter a corporate seal, but failure to affix a seal does not affect the validity of any instrument.
- (b) Adopt, amend, and repeal bylaws.
- (c) Qualify to conduct its activities in any other state, territory, dependency or foreign country.
- (d) Issue, purchase, redeem, receive, take or otherwise acquire, own, sell, lend, exchange, transfer or otherwise dispose of, pledge, use and otherwise deal in and with its own bonds, debentures, notes, and debt securities.
- (e) Issue memberships.
- (f) Pay pensions, and establish and carry out pension, deferred compensation, saving, thrift and other retirement, incentive and benefit plans, trusts and provisions for any or all of its directors, officers, employees, and persons providing services to it or any of its subsidiary or related or associated corporations, and to indemnify and purchase and maintain insurance on behalf of any fiduciary of such plans, trusts, or provisions.
- (g) Levy dues, assessments, and admission fees.
- (h) Make donations for the public welfare or for community funds, hospital, charitable, educational, scientific, civic, religious or similar purposes.

(i) Assume obligations, enter into contracts, including contracts of guarantee or suretyship, incur liabilities, borrow or lend money or otherwise use its credit, and secure any of its obligations, contracts or liabilities by mortgage, pledge or other encumbrance of all or any part of its property and income.

(j) Participate with others in any partnership, joint venture or other association, transaction or arrangement of any kind whether or not such participation involves sharing or delegation of control with or to others.

(k) Act as trustee under any trust incidental to the principal objects of the corporation, and receive, hold, administer, exchange, and expend funds and property subject to such trust.

(l) Carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may lawfully engage.

ARTICLE II - MEMBERSHIP

Section II-A – SDVA Established as a Membership Corporation

SDVA is a membership corporation, with the Board of Directors established by vote of the members.

Section II-B – Admitting Memberships

SDVA may admit persons or other legal entities to membership for no consideration or for such consideration as is determined by the Board of Directors.

Section II-C – Membership Categories

By Resolution of the Board of Directors, SDVA may establish and, from time to time, amend and modify classes of membership, and if it so determines, may permit a person or other legal entity to be a member of more than one class. No person shall be denied membership because of race, color, national origin, religion, sex, age, or mental or physical disability.

Section II-D – Membership Rights and Privileges

SDVA members shall have the right to elect the Board of Directors; to nominate oneself or to nominate another member, subject to that person's approval, for election as a Director; to attend the Annual Membership Meeting and vote on any issue presented to the members at such meeting; to attend meetings of the Board of Directors (except as otherwise provided in these Bylaws); to inspect the records of the Corporation upon giving reasonable notice to the Board; and as provided below to petition for any special meeting of the members. The members shall have such privileges as the Board of Directors may from time to time determine.

Section II-E – Membership Meetings and Voting

(a) An Annual Membership Meeting shall be held at such place within San Diego County on such date during the first quarter of each calendar year as is determined by the Board of Directors for the purpose of conducting an election of the Board of Directors and to transact any other proper business which may be brought before the meeting.

(b) A Special Membership Meeting may be held at any time if requested by three (3) or more votes of the Board of Directors, regardless of whether this vote constitutes a majority. Any member may at any time request a special meeting, subject to approval by three (3) votes of the Board of Directors, by submitting such request in writing, given either personally, by mail, or by e-mail transmission.

(c) Ten percent of the membership that is current and valid as of the date of the meeting shall constitute a quorum. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter shall be the act of the members. Representation of a member by proxy shall not be permitted. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

(d) Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given not less than 10 nor more than 30 days before the date of the meeting to each

member who, on the record date for notice of the meeting, is entitled to vote. Such notice shall state the place, date, and time of the meeting and the general nature of the business to be transacted. No business may be transacted except that which is described in the notice. The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is given to members.

(e) Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to every member entitled to vote on the matter. Such ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the corporation. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. A solicitation for ballots as provided this paragraph shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted. A written ballot may not be revoked after its submittal. Directors may be elected by written ballot under this paragraph so long as the ballot procedure includes a date for the close of nominations prior to the distributing of the ballots.

(f) Any action required or permitted to be taken by the members may be taken without a meeting, if all members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

ARTICLE III – AMENDMENTS TO THESE BYLAWS

These Bylaws may be amended by a two-thirds vote of the Board of Directors, meeting with a quorum, except that any bylaw amendment to change the quorum for a membership meeting may be adopted only by approval of the members.

ARTICLE IV - RECORDS AND REPORTS

Section IV-A – Maintaining Records

SDVA shall keep:

- (a) Adequate and correct books and records of account;
- (b) Minutes of the proceedings of its members, board, and committees of the board; and
- (c) A record of its members giving their names and addresses and the class of membership, if any, held by each.

Minutes shall be kept in written form. Other books and records shall be kept either in written form or in any other form capable of being converted into written form.

Section IV-B – Annual Report

The Board of Directors shall cause an annual report to be sent to the members not later than 120 days after the close of the corporation's fiscal year. Such report shall contain in appropriate detail the following:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year. (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
- (e) Any action taken by SDVA in which any Director or Officer of the Corporation had a direct or

indirect material or financial interest.

The Annual Report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

ARTICLE V – DELIVERY OF NOTICES, BALLOTS, AND REPORTS

Notice of a members' meeting, notice of a Board of Directors meeting, a written ballot, any report, or other information for the members shall be delivered either personally, by mail, by e-mail transmission, or other means or combination of means of written communication, and shall be presumed to be valid if delivered personally or addressed to the member at the address given by the member to the corporation.

ARTICLE VI – BOARD OF DIRECTORS

Section VI-A – SDVA Governance

Except as otherwise provided in the Bylaws, the affairs of SDVA shall be conducted by the Board of Directors. Each Director shall have one (1) vote, and proxy votes shall not be permitted. A majority vote of a meeting of the Board at which a quorum is present shall be decision of the Board, except that a two thirds vote shall be required to amend these Bylaws. The Board may delegate the responsibility to carry out a decision of the Board to an Officer, a Director, a member, an employee, a Board Committee, or any combination thereof.

Section VI-B – Number of Directors

The Board of Directors shall consist of such number as the Board may from time to time determine, except that the number shall be no less than five (5) nor no more than fifteen (15). The Board may, but is not required to, determine categories of SDVA members that individual Board seats may represent.

Section VI-C – Selection of Directors

Directors shall be selected through a vote of the members, either at the Annual Membership Meeting or through a ballot process, as provided in Article II above. The Board may, but is not required to, establish a nomination process for the presentation of nominees to the membership. A Director must be a member in good standing of SDVA at the time of the election.

Section VI-D – Interested Party as Director

No more than forty nine percent (49%) of the Directors may be at any time an “interested party.”

“Interested party” means:

- (a) Any person currently receiving compensation by the corporation for services rendered it within the previous twelve (12) months, whether as a full-time or part-time officer, employee, independent contractor, or otherwise, excluding any reasonable reimbursement of incidental expenses paid to a Director as a Director; or
- (b) Any relative, b blood or by marriage, of any such person.

Section VI-E – Quorum

A quorum shall consist of a majority of the current members of the Board of Directors. The Directors present at a duly called or held meeting of the Board at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Directors required to constitute a quorum.

Section VI-F – Resignation, Absences, Removal, and Appointment of Directors

A Director may resign from the Board of Directors by submitting a resignation in writing to the Board. A

Director's absence from three consecutive meetings or four meetings within any twelve-month period, unless excused in advance by the Board, shall constitute a resignation from the Board. Resignations need not be accepted by the Board to be effective. A Director may be removed by a vote of the members, **provided** that a special quorum of at least twenty percent (20%) of the membership is present and at least two-thirds (2/3) of those present and voting vote in favor of removal. The Board may continue to conduct the affairs of SDVA with a reduced number of Directors; **provided**, if the number of Directors is less than five (5), then the remaining Directors shall either appoint one or more Directors for the remaining term or terms of office to maintain five Directors on the Board, or, alternatively, the remaining Directors may call a Special Membership Meeting to fill the vacancy or vacancies.

Section VI-G – Term of Office

A Director's term of office is for the period from the annual election at which the Director is elected to the next annual election. A Director may serve any number of terms, whether consecutive or not.

Section VI-H – Meetings, Notice of Meetings, and Decisions of the Board

The Board shall meet at least quarterly or as often as is necessary to conduct the affairs of SDVA. The Board shall adopt and may, from time to time, amend a schedule of meetings and advise the members by notice as provided in Article V above. Any Board Officer or any two (2) Directors may call a special meeting of the Board, with notice to the members provided no less than four (4) days in advance thereof. A meeting shall be valid even if the attendance of one or more Directors is through telephonic, teleconferencing, or simultaneous e-mail transmission. Board meetings shall be open to members except for matters pertaining to personnel, tangible or real property acquisitions, and/or threatened or pending litigation. The Board may exercise decisions through non-simultaneous e-mail transmissions if such decisions are subsequently ratified at a regular or special meeting of the Board.

Section VI-I – Compensation of Directors

Directors shall serve without compensation, except for any Director who may also be an employee of the Corporation. Directors may be compensated by SDVA for any direct expenses incurred by such Director on behalf of SDVA if properly documented and approved by the Board.

ARTICLE VII - OFFICERS

Section VII-A – Election of Officers

The Board shall elect Officers as the first item of business at the first Board meeting after the election of the Directors by the members. The elected Officers shall be, at a minimum, the President, the Secretary, and the Treasurer. The Board may identify such other Officers, along with their duties, as it may require from time to time and may elect them at any time as an item of business at any meeting. At its discretion, the Board may select Officers who are not elected to the Board of Directors, but such Officers shall not have a vote on the Board. A vacancy of any required Officer shall be filled by election by the Board at the next regular meeting of the Board, and other Officer vacancies may be filled at the Board's discretion.

Section VII-B – Duties of the President

The President shall:

- (a) Preside at all meetings of the members and of the Board;
- (b) Prepare and submit to the members the Annual Report; and
- (c) Exercise such other powers and duties as the Board may from time to time delegate to the President.

Section VII-C – Duties of the Secretary

The Secretary shall:

- (a) Keep or cause to keep a full and complete record of the proceedings of all meetings of SDVA, including of the membership, the Board, and Board committees;
- (b) Make service of such notices as may be required;
- (c) Keep or cause to keep a record of attendance at all meetings of SDVA, and advise the Board of

vacancies;

- (d) Make or cause to make all required governmental filings , including taxes;
- (e) Provide required certifications regarding the Corporation; and
- (f) Exercise such other powers and duties as the Board may from time to time delegate to the Secretary.

Section VII-D – Duties of the Treasurer

The Treasurer shall:

- (a) Be responsible for the financial affairs of the corporation;
- (b) Make regular financial reports to the Board; and
- (c) Exercise such other powers and duties as the Board may from time to time delegate to the Treasurer.

ARTICLE VIII – BOARD COMMITTEES

Section VIII-A – Executive Committee

At its discretion, the Board may establish an Executive Committee for the purpose of managing the day-to-day affairs of SDVA. The Board may delegate specific responsibilities and authority to the Executive Committee, including the authority to expend funds within a predetermined amount. The Executive Committee shall consist of at least three Directors, including the President and the Secretary, and shall be chaired by the President.

Section VIII-B – Other Board Committees

At its discretion, the Board may from time to time establish, or terminate, such other Committees as may be useful in carrying out the Board’s responsibilities. Such Committees shall consist of at least one Director, and may include members, employees, and contractors, in addition to Directors. A Board Committee shall be chaired by a Director designated by the Board.

Section VIII-C – Conduct of Board Committees

The Secretary shall keep, or cause to be kept, minutes of all Board Committees. The Chair of each Committee shall make a full report on the activities of the Committee at the next subsequent meeting of the Board. Board Committee meetings shall be open to members except for matters pertaining to personnel, tangible or real property acquisitions, and/or threatened or pending litigation.

ARTICLE IX – PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

Section IX-A – Prohibition Against Sharing Corporate Profits

No member, director, officer, agent, employee, or other person connected to this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation; **provided**, however, this provision shall not prevent payment to any such person for reasonable compensation for services performed on behalf of the corporation in effecting any of its public purposes, so long as such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors.

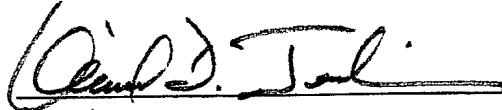
Section IX-B – Prohibition Against Sharing Corporate Assets

No member, director, officer, agent, employee, or other person connected to this corporation, or any private individual, shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members of the corporation are deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation, and not otherwise.

CERTIFICATE

By my signature below, I certify that the foregoing is a true and accurate copy of the Bylaws of the San Diego Velodrome Association, Inc., and that such Bylaws were duly adopted by members of the corporation on the date set forth below.

Date: Jan 27, 2002


Secretary