

**Bylaws
of
SAN DIEGO VELODROME ASSOCIATION, INC. (SDVA)
A California Public Benefit Corporation**

**ARTICLE I
PURPOSE AND POWERS**

SECTION 1. PURPOSE. The Corporation has been organized for the purposes set forth in the Articles of Incorporation and, specifically, the San Diego Velodrome Association is a public benefit, membership-based nonprofit corporation incorporated under the laws of the State of California 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 and educational programs, bicycle safety programs, bicycle swap meets and youth bicycling programs. Insofar as the San Diego Velodrome Association is authorized by the City of San Diego Park and Recreation Department for the use of the velodrome facility at Balboa Park, the San Diego Velodrome Association shall be responsible for administering, conducting and/or coordinating all bicycling recreational and racing activities, including events sanctioned under provisions of the American Track Racing Association (ATRA), USA Cycling, the United States Olympic Committee, and the International Cycling Union (UCI).

SECTION 2. 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.

**ARTICLE 2
MEMBERSHIP**

SECTION 1. SDVA ESTABLISHED AS A MEMBERSHIP CORPORATION. The SDVA is a membership corporation, with the Board of Directors established by vote of the members.

SECTION 2. 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. The Board may admit any person to

membership, or deny membership to any person without cause, except that any denial may not be on the basis of race, color, national origin, religion, sex (including gender identity, sexual orientation, or pregnancy), age or disability.

SECTION 3. MEMBERSHIP RIGHTS AND PRIVILEGES. SDVA members shall have the right to attend meetings of the Board of Directors, and to inspect the records of the Corporation upon giving reasonable notice to the Board. The members shall have such privileges as the Board of Directors may determine from time to time.

SECTION 4. MEMBERSHIP MEETINGS AND VOTING. An Annual Membership Meeting shall be held at such place within San Diego County on such date 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. A Special Membership Meeting to transact any proper business may be held at any time if requested by action of the Board of Directors.

Ten percent of the membership that is current and valid as of the date of the meeting shall constitute a quorum. Voting or 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 is approved by at least a majority of the members required to constitute a quorum.

Written notice shall be given not less than 10 days before the date of the annual meeting, or any Special Membership Meeting, to each member; notice may be given electronically. No business shall be transacted except that which is described in the notice.

SECTION 5. MEMBERSHIP SUSPENSION. The board of directors may suspend the membership for any length of time of an individual for violation of the velodrome's code of conduct, for inappropriate or unsportsmanlike conduct both at the velodrome, away from the velodrome or via electronic communications, including acting disrespectfully or using abusive language towards officials, members, guests of the SDVA, or the organization itself. The SDVA may choose, at the discretion of the Board, to recognize or not recognize any suspension by any sport governing body.

ARTICLE 3 DIRECTORS

SECTION 1. NUMBER. The corporation shall have 7 Directors.

SECTION 2. POWERS. The activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. TERMS OF OFFICE. Each director shall hold office until the second annual meeting since his or her election, and until his or her successor is elected. Such two-year terms shall be staggered to maintain continuity of experience. To begin the staggered terms, at the first election after approval of these Bylaws the half of the elected directors (or just over half if an odd number of directors) receiving the highest vote count shall be elected for two-year terms, and the remaining for one year.

SECTION 4. COMPENSATION. Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties.

SECTION 5. RESTRICTION REGARDING INTERESTED DIRECTORS. Not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. "Interested persons" means any person currently being compensated by the corporation for services rendered it within the previous 12 months, or any relative of such person.

SECTION 6. PLACE OF MEETINGS. Board meetings, regular or special, shall be in-person at a location provided by the Board, or may be conducted electronically upon due notice, or may be a mix of the two.

SECTION 7. REGULAR AND SPECIAL MEETINGS. The Board shall establish a schedule and place for regular meetings, subject to change upon notice to all members. Special meetings of the Board of Directors may be called by the president, the secretary, or by any two Directors. Furthermore, pursuant to a procedure adopted by the Board, the Board may exercise decisions through non-simultaneous email transmissions if such decisions are subsequently ratified at a regular or special meeting of the Board.

SECTION 8. NOTICE OF MEETINGS. Special meetings of the Board shall be held upon at least 48 hours' notice to directors and members, delivered personally or by telephone or by electronic transmission.

SECTION 9. QUORUM FOR MEETINGS. A quorum shall consist of a majority of the Directors. Any action under consideration shall require approval by at least 51% of the Directors present. However, the Directors present at a meeting at which a quorum is initially present may continue to do business notwithstanding subsequent loss of a quorum, provided that any action thereafter must then be approved by at least 51% of the required quorum for such meeting.

SECTION 10. NOTICE FOR SIGNIFICANT SPENDING. Any Board decision for the SDVA to commit or spend more than \$20,000 shall be preceded by notification to the membership with details of the proposed spending, and a minimum 7-day period for comment.

SECTION 11. VACANCIES. Vacancies on the Board may be filled by approval of 51% or more of the remaining Directors, except if the number of Directors in office becomes fewer than five in which case the vacancy shall be filled by a vote of the membership. A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her removal from office.

SECTION 12. REMOVAL OF DIRECTORS. A director may be removed from the Board or from any office at any time, with or without cause, upon the affirmative vote of two-thirds of the Board of Directors.

SECTION 13. NON-LIABILITY OF DIRECTORS. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 14. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS. To the extent that a person who is, or was, a director, officer, employee, or other agent of this corporation has been subject to any civil, criminal, administrative, or investigative proceeding by reason of the fact that he or she is, or was, an agent of the corporation, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and

other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation, but only to the extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 15. INSURANCE FOR CORPORATE AGENTS. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against any liability asserted against the agent in such capacity.

ARTICLE 4 OFFICERS

SECTION 1. DESIGNATION OF OFFICERS. The officers of the corporation shall be a president, a secretary, and a chief financial officer who shall be designated the treasurer.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE. Any Director may serve as an officer of this corporation. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns, is removed, or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified.

SECTION 3. REMOVAL AND RESIGNATION. Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the president or secretary of the corporation.

SECTION 4. DUTIES OF PRESIDENT. The President shall preside at all meetings of the Board, if present, and shall exercise and perform such other powers and duties as may be prescribed by these Bylaws or by the Board. The president shall not wield powers beyond that of any other officer, unless specified in the bylaws or specifically approved by the Board.

SECTION 5. DUTIES OF SECRETARY. The Secretary shall keep or cause to be kept a record of minutes of all meetings, proceedings, and actions of the Board and of Board Committees. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized and the notice given, and the names of those present at Board and Board Committee meetings. The Secretary shall give

or cause to be given notice of all meetings of the Board and of Board Committees as required by law or by these Bylaws. The Secretary shall keep or cause to be kept, a copy of the Articles of Incorporation and Bylaws, as amended to date. The Secretary shall have such other powers and perform such other duties as the Board or these Bylaws may prescribe.

SECTION 6. DUTIES OF TREASURER. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account, including accounts of the Corporation's properties and transactions. The Treasurer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate, shall disburse or cause to be disbursed the Corporation's funds as the Board may order, shall render to the President and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the Board or these Bylaws may prescribe. The Treasurer shall provide an annual operating budget for approval by majority vote of the Board of Directors at the first Board meeting of the fiscal year, any expenditures of the fiscal year will comply with this budget. The annual operating budget may be modified by majority vote of the Board.

ARTICLE 5 EXECUTIVE COMMITTEE AND BOARD APPROVAL

SECTION 1: FORMATION AND OVERSIGHT. The Board of Directors may, by a majority vote, establish an executive committee composed of two or more Directors and delegate to that committee any powers and authority of the Board necessary for managing the corporation's business and affairs. The Board shall appoint a chairperson for each committee and define the committee's responsibilities, scope, and duties. Each committee chairperson shall organize the committee's structure, delegate tasks, and establish internal operational processes, provided they remain consistent with the responsibilities, scope, and duties assigned by the Board. The Board, by a majority vote of its members then in office, may revoke or modify any or all authority delegated to a committee and may fill any vacancies from among the members of the Board.

SECTION 2: DISCRETIONARY SPENDING. Committees may be authorized by the Board to spend up to \$2,000 per calendar month, at the committee's

discretion, on activities and projects within their responsibilities and scope. Such spending should align with the annual operating budget and is subject to any conditions or limitations set by the Board. Any expenditures exceeding this total within a single calendar month require prior Board approval. All spending must adhere to the approved annual operating budget.

SECTION 3: MATTERS REQUIRING BOARD APPROVAL. The following actions or decisions require prior approval by a majority vote of the Board of Directors (“Board Approval”) during a regular or special meeting, and **cannot** be solely approved by a committee. Unless otherwise defined in this section, committees may make decisions and take action within their assigned scope:

1. **Classes and Programs:** Any recurring use of the facility, SDVA property, brand, and technology, including but not limited to any class or event (“Program”), requires Board Approval. Once approved, minor operational changes to a Program may be made by the overseeing committee without additional Board Approval.
2. **Closure of the Track:** Any decision to close, restrict, or limit member access to the facility, whether for maintenance, private events, emergencies, or any other reason, requires Board Approval.
3. **Sponsorship Agreements:** All agreements in which entities provide funds, goods, or services to the SDVA in exchange for specific benefits, such as naming rights, advertising, or public acknowledgment, must be reviewed and approved by the Board. The Board shall ensure that these agreements align with the mission and goals of the SDVA.
4. **Financial Requests from External Entities:** Any external program, organization, or individual seeking funding from the SDVA shall submit a detailed proposal outlining the purpose, amount requested, and intended use of the funds. All requests are subject to Board Approval.
5. **Budget and Financial Oversight:** Approval of the annual operating budget, any unbudgeted expenditures, or entering into debt obligations requires Board Approval.
6. **Policy Changes:** Any changes to policies affecting membership rights, track use, or organizational governance require Board Approval.
7. **Organizational Changes:** Actions such as mergers, consolidations, dissolutions, changes to the SDVA’s mission or purpose, or the creation or dissolution of subsidiaries or affiliated organizations require Board Approval.
8. **Contracts and Legal Matters:** Approving contracts, agreements, or other legal obligations that materially impact the SDVA, including responding to legal claims or authorizing settlements, requires Board Approval.

9. **Conflicts of Interest:** Any transaction involving a material financial interest of one or more Directors requires disclosure and Board Approval.
10. **Other Board Matters:** Any action that, under law or these bylaws, requires Board Approval, including matters specified in governing policies or regulations.

SECTION 4: REPORTING AND ACCOUNTABILITY. Committees shall report their activities, decisions, and expenditures at each meeting of the Board of Directors, or as otherwise required by the Board. Each report must include a summary of discretionary spending and any significant actions taken by the committee.

SECTION 5: ANNUAL PROGRAM REVIEW. Each calendar year, the Board shall review all Programs to ensure they align with the SDVA's goals and mission. Based on this review, the Board shall decide by majority vote whether to continue, modify, or discontinue each Program.

ARTICLE 6 CONFLICT OF INTEREST

At the first Board meeting after their election, each Director shall declare all of his or her actual or possible conflicts of interest, and the Secretary shall record such declarations in the minutes. Any future change in a Director's conflict of interest status should be declared to the Board. If the Board has reasonable cause to believe a Director has failed to disclose actual or possible conflicts of interest, it shall inform the Director of the basis for such belief and afford the Director an opportunity to explain the alleged failure to disclose. If, after hearing the Director's response and after making further investigation as warranted by the circumstances, the Board determines the Director has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE 7 AMENDMENT OF BYLAWS

Subject to any provision of law applicable to the amendment of bylaws of public benefit nonprofit corporations, these bylaws may be amended by vote of two-thirds of the members of the Board, or by approval of the general members of SDVA.

ARTICLE 8
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, director, officer, employee, or other person connected with 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, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these bylaws and is fixed by resolution of the Board of Directors.

CERTIFICATE OF ADOPTION OF BYLAWS

This is to certify that the foregoing is a true and correct copy of the bylaws of the San Diego Velodrome Association, Inc, a California nonprofit corporation, and that such bylaws were duly adopted by the Board of Directors of said corporation at a meeting held on the date set forth below.

Dated: _____

Bryan Williams, Secretary