

**BYLAWS
OF
THE MIRAGE CYCLING TEAM**

ARTICLE 1 OFFICE

Registered Office and Registered Agent

- 1.01. The corporation shall have and continuously maintain in the state of Texas a registered office, and a registered agent whose address is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation in the state of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE 2 MEMBERSHIP

- 2.01. Membership in The Mirage Cycling Team shall be available to any person who:
- a. Has an interest in bicycle racing.
 - b. Desires to promote the sport of bicycle racing through an association with the members of this organization.

Classes of Membership

- 2.02. The Mirage Cycling Team shall have two types of Memberships:
- a. Individual
 - b. Family

Election of Members

- 2.03. Members shall be elected by the Board of Directors. An affirmative vote of two-thirds of the Directors shall be required for election.

Voting Rights

- 2.04. Each member over the age of eighteen (18) years shall be entitled to one vote on each matter submitted to a vote of the members.

Termination of Membership

- 2.05. The Board of Directors, by affirmative vote of two thirds for all members of the Board, may suspend or expel a member for cause after an appropriate hearing and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues. A hearing to determine the status of a member may be made by electronic mail.

Resignation

- 2.06. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Reinstatement

- 2.07. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

Transfer of Membership

- 2.08. Membership in this corporation is not transferable or assignable.

ARTICLE 3 MEETINGS OF MEMBERS

Annual Meeting

- 3.01. An annual business meeting of the members shall be held on the 15th day of November in each year, beginning with the year 1985, at the hour of 7:00 o'clock, P.M., for the purpose of electing Directors and for the transaction of other business as may come before the meeting. If the day fixed for the annual meeting shall be on a legal holiday in the state of Texas, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as possible.

Special Meeting

- 3.02. Special meetings of the members may be called by the President, the Board of Directors, or not less than one tenth of the members having voting rights.

Place of Meeting

- 3.03. The Board of Directors may designate any place, either within or without the state of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the state of Texas; but if all of the members shall meet at any time and place, either within or without the state, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken.

Notice of Meetings

- 3.04. A written or printed, or online posting of a notice stating the place, day, and hour of any meeting of members shall be delivered either personally or by mail or electronic mail, to each member entitled to vote at such meeting, not less than ten

(10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

Informal Action by Members

3.05. Any action required by law to be taken at a meeting of the members or any action which may be taken at a meeting of the members may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Quorum

3.06. The members holding twenty-five percent (25%) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Proxies

3.07. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Voting by Mail

3.08. Where directors or officers are to be elected by members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

ARTICLE 4 BOARD OF DIRECTORS

General Powers

4.01. The affairs of the corporation shall be managed by its Board of Directors.

The Directors

4.02. The Directors of the corporation shall be the incumbent officers.

Regular Meetings

4.03. Regular meetings of the Board shall be held at a time and place specified by the Board.

Special Meetings

4.04. Special meetings of the Board may be called by any member of the board by notifying all other members of the Board.

Board Meetings Open to Members

4.05. All meetings of the Board shall be open to attendance by any member of the club.

Quorum

4.06. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Manner of Acting

4.07. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Vacancies

4.08. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Compensation

4.09. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board.

Informal Action by Directors

4.10. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

ARTICLE 5 OFFICERS

Officers

5.01. The officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and up to two Directors-at-Large, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Nominating Committee

5.02. A Nominating Committee of at least three members of the corporation shall be appointed by the Board not later than two months before the date of the annual election of officers. The Nominating Committee shall provide sufficient opportunity for members of the Club to submit names for consideration by the Committee. The Committee shall nominate at least one candidate for each position. The Board shall determine if there is a need for the election to fill one or both of the Director-at-Large positions. Any members who consents may be included on the ballot without being nominated by the Committee.

Election and Term of Office

5.03. The officers of the corporation shall be elected annually by the Members at regular business meetings. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Elections shall be conducted by written ballot or by electronic mail ballot. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall serve a term of one year. Special elections may be held at any regular meeting provided notice is given to all members.

Removal

5.04. Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

Vacancies

5.05. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

President

5.06. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Vice President

5.07. In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions

upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors.

Treasurer

5.08. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article 8 of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Secretary

5.09. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provision of these Bylaws or as required by law; be custodian of the corporate records and the seal of the corporation, and affix the seal of the corporation to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each Director which shall be furnished to the Secretary by each Director; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Assistant Treasurers and Assistant Secretaries

5.10. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or by the Board of Directors.

ARTICLE 6 COMMITTEES

Committees of Directors

6.01. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of the corporation. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the corporation; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another

corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him by law.

Other Committees

6.02. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Board of Directors, and the President of the corporation shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Term of Office

6.03. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the corporation and until his successor is appointed, unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Chairman

6.04. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Vacancies

6.05. Vacancies in the membership of the committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Quorum

6.06. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Rules

6.07. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE 7 PATRONS, CONTRIBUTORS

Designation of Contributors as Patrons

- 7.01. Solely at the option of the board, the corporation may use the word “patrons” to designate any or all contributors to the corporation, who shall by such designation receive no voting or other legal or equitable rights in the corporation but who shall have such other privileges and status as the board may determine. Nothing herein shall prohibit, however, a patron from having management authority in his capacity as director, officer or committee member, if he serves the corporation in such capacity.

Meetings of Patrons

- 7.02. If the board designates any or all contributors as patrons, it may also provide for meetings of patrons from time to time, at which the board may report on the activities and finances of the corporation and at which it may receive recommendations from the assembled patrons. No such recommendations shall have any binding effect.

Dues of Patrons

- 7.03. If the board chooses to do so, it may condition the designation of a contributor as a patron on the payment by such contributor of a minimum annual contribution which may be called “dues,” although no patron shall receive any direct or indirect benefit from the corporation as a result of payment of such dues.

ARTICLE 8 CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Contracts

- 8.01. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

Checks and Drafts

- 8.02. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice President of the corporation.

Deposits

- 8.03. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Gifts

8.04. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

Funds

8.05. The corporation shall be authorized to raise funds by dues, solicitations, benefits, lectures, exhibits and other legitimate methods. Funds shall be expended only in furtherance of the corporation's purposes.

Gifts

8.06. The corporation shall be authorized to receive gifts, legacies, and bequests (for general or specified purposes), subject to the approval of the board.

Reserves; Endowment Funds

8.07. The board may create reserves for such purposes as it shall think beneficial to the corporation and may abolish the reserves in the manner created. The board may create endowment funds, to assure future operations, in amounts and at times it deems feasible.

ARTICLE 9 BOOKS AND RECORDS

9.01. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Directors. All books and records of the corporation may be inspected by any Director or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE 10 FISCAL YEAR

10.01. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE 11 WAIVER OF NOTICE

11.01. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 12 AMENDMENTS TO BYLAWS

12.01. These Bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of an intention to alter, amend, or repeal these Bylaws or to adopt new bylaws at such meeting.