

## **MYRTLE BEACH AREA MOUNTAIN BIKE ASSOCIATION BY-LAWS**

Notice of By-Law Revision: These By-Laws as they stand will be reviewed, and if required, amended no later than 3 months upon official recognition as a SORBA chapter. All members of Myrtle Beach Area Mountain Bike Association (hereafter known as MBA2) chapter will have full rights to review and propose amendments. Amendments shall follow the procedures set forth within Section 11 of these By-Laws.

Notice of Officer Position: The MBA2 Officers elected upon chapters startup will be temporary in nature, and will be reviewed no more than 90 days after official recognition of the chapter. Upon completion of the 90 days period, elections may be held if chapter members deem such action is necessary.

### **Name, Purpose, and Mission Statement**

The name of the chapter is "Myrtle Beach Area Mountain Bike Association". The chapter shall be affiliated with the Southern Off-Road Bicycling Association (hereafter referred to as SORBA).

The MBA2 Mission Statement is as follows: The MBA2 chapter is a volunteer, non profit organization dedicated to improving off road biking recreational opportunities within the Pee Dee region of South Carolina. MBA2 shall serve as an advocate for the creation, maintenance, and environmental stewardship of quality trail systems within the region. MBA2 fosters relationships with community leaders, promotes volunteerism and outdoor recreation that is consistent with environmental protection, thereby strengthening the individual, family, and community quality of life. Towards these ends, MBA2 has the following goals:

Activities and Programs: To provide its members and the general public with opportunities to steward, care for, and create trails within the Pee Dee region of South Carolina. To provide its members and the general public with both education and information regarding off road bicycling. We offer trail maintenance workdays, group rides, educational programs, and family activities designed to promote the responsible use of public trails by mountain bikers.

Environmental Protection: To provide leadership in protection and preservation of the environment by advocating the development of informed public policy and by encouraging the establishment and management of protected land and water areas within MBA2's geographical area.

Organization: To provide an organization of volunteers and professionals who will manage MBA2's facilities and programs, encourage public respect for the environment and mountain biking, offer MBA2's expertise to others, and support individual contributions to realizing MBA2's goals. Most importantly, to promote healthy outdoor fun for all ages and ability levels.

Principal Office: The Principle office of the chapter shall be at a location to be determined by the Chapter board of directors

### **Chapter Responsibilities**

The chapters shall not have the power to take any action that is in violation of the charter or by-laws of SORBA.

The chapter shall be responsible for carrying out at the local level the purposes of SORBA as set forth in these By-Laws.

Minutes and financial records of MBA2, shall be available, at reasonable times and places, for inspection by any member of MBA2, SORBA staff or SORBA Executive Board.

### **Membership**

Membership is open to any individual or family that wishes to be considered a member of MBA2. All rules governing membership shall be set by action of the SORBA Board of Directors or as outlined in the SORBA By-Laws.

### **Notifications and Mailings to Members**

Any mailings, of ballots or otherwise, and all notices of the Chapter to any member(s) shall be in accordance with the SORBA By-Laws.

### **Voting By Members**

On all matters upon which the members of MBA2 are entitled to vote, each individual membership shall be entitled to one vote, each family member shall be entitled to two votes, which need not be the same, and organizational memberships shall not be entitled to any vote. The registered members holding a family membership shall, however, be the only members who shall be authorized to cast the votes of the family membership. With regard to any matter requiring the petition of a certain number of members, however, each membership shall count as only one member, and organizational memberships shall not be counted.

### **Officers of the Chapter Board of Directors**

Officers and Duties: There shall be four officers elected from the membership of MBA2, who shall be the members of the Chapter Board of Directors. These officers shall be:

*President:* The president shall be responsible for carrying out the directives of the Chapter Board of Directors. Duties include strategic planning, ensuring MBA2 goals are consistent with SORBA and with the chapter member's desires, ensuring that important action items are accomplished, researching and pursuing funding, attending SORBA meetings, and supporting all board members and club activities. Additionally the President shall be responsible for establishing monthly meetings, location, content, and will maintain and report the financial records to the SORBA Treasurer.

*Vice-President:* The Vice-President will be responsible for assisting the President in administrative tasks and shall represent MBA2 in the absence of the President.

*Secretary:* The Secretary shall keep or cause to be kept record of the official policies of the organization and the minutes of all meetings and shall distribute such minutes promptly. The Secretary shall also maintain the chapter By-Laws and MBA2 archives.

*Treasurer:* The Treasurer will manage the financial resources of MBA2, and shall assure that all books and accounts of MBA2 are accurately kept and shall provide a full detailed financial report, bi-monthly to the MBA2 Board of Directors. The Treasurer will also be responsible for providing monthly and yearly financial reports to be available to SORBA staff and the Executive Committee.

Board of Directors: The Board of Directors shall serve as the governing body for MBA2 and shall be responsible to set all policies of the Chapter and shall make decisions regarding the Chapter's operation. The chapter Board of Directors will consist of the President, Vice President, Secretary and Treasurer and a maximum of eight (8) non-officer board members from the MBA2

membership. The eight (8) additional board members may be elected by a simple majority vote of the membership of the Chapter or may be appointed by a simple majority vote of the Chapter Officers. These additional board members will have same voting power as chapter officers.

Election and Tenure of officers:

Qualifications: Any member of MBA2 can hold any office in the Chapter.

No one member may occupy more than one position on the Chapter Board of Directors.

Nominations:

Board of Director nominations: The Board of Directors shall, at its regular September meeting, each year, nominate Board members for the term beginning at the October meeting that year. A person shall be deemed nominated if, on the vote upon the nominations for that office, s/he receives at least two votes. In addition, any member not nominated by the board of directors may be nominated for any office upon the request of at least two (2) members, other than Board of Directors members, of the Chapter. Such request may be made orally at nominations meeting or in writing at any time before nominations are closed.

The membership shall be notified each year prior to the September meeting of the nominations process and on the date of the meeting.

Closing of Nominations: The board of directors shall set a date for the closing of nominations for the members at the annual chapter fall event.

The Chapter Board of Directors shall be elected by a simple majority vote of the MBA2 chapter membership. Elections shall take place at the next regularly scheduled meeting in October, following nominations.

Newly elected Board Members shall take office on the last day of October, and the Chapter membership shall be notified as soon as practical of the results of the election.

Terms of Board Members:

All Board members shall serve for a term of one (1) year, or until their successor has taken office. There are no consecutive term limitations.

Vacancies:

A vacancy occurring except upon the removal of an officer or the creation of an additional office shall be filled by the board of directors.

A vacancy which occurs upon the removal of an officer may, at the discretion of the board of directors, be filled by a special election, or at the next regular election.

A vacancy occurring by an increase in the number of officers shall be filled by a regular election or a special election called for that purpose.

In all cases of a special election to fill a vacancy, reasonable opportunity shall be afforded to the membership to make nominations in the manner of regular elections.

Removal of a Board of Directors Member: Any member of the Board of Directors maybe be removed from office at any time, with or without cause, either by action of the Board of Directors, or by action of the members.

Any Board Of Directors Member may request the Board of Directors to remove any Board Member, and such request, if seconded, shall be voted on at the next regular meeting of the Chapter, or at a special meeting called for that purpose not less than two weeks after the request

is seconded. Upon a vote of two-thirds of the votes cast by the Chapter membership, the Board Member shall be removed.

Upon the receipt of a written petition signed by at least ten (10) of the members of the Chapter requesting the removal of any officer, the President shall order that a vote of the membership be taken on the removal of the Board Member. Upon a vote of two-thirds of the votes cast by the Chapter membership, the Board Member shall be removed.

### **Actions and Meetings of the Board of Directors**

The Board of Directors shall meet at least four (4) times per year.

A special meeting of the Board of Directors may be called by the President and shall be called by the President upon the request of a majority of the Board of Directors. All reasonable effort shall be made in contacting all members of the board for such a meeting.

All meetings of the Board of Directors shall be open to any member of the Chapter, and a member in attendance shall have the right to be recognized to participate in any debate or discussion being addressed by the Board of Directors.

### **Voting**

A majority of the Board of Directors present at any meeting shall constitute a quorum for the conduct of any business except in the case of Director elections or By-Law changes. The quorum shall continue until adjournment regardless of the departure of any officer.

The affirmative vote of a majority of the officers present and voting shall be required for any action of the board of directors, unless otherwise provided in these By-Laws.

Any Board Member present at the meeting shall be deemed to have waived notice thereof, and to have assented to all actions taken therein unless that officer requests specifically that his/her dissent be recorded in the minutes.

Board Members may taken any action without a meeting using conventional or electronic mail. This includes such matters as require the assent of more than a simple quorum. The consent of the Board of Directors to use this method and the record of the vote shall become a part of the minutes of the Board of Directors.

Board Members shall have the authority to nominate assistants, deputies, and/or committees, in title only and subject to Presidents approval, to assist with the execution of duties.

### **Compensation of Officers and Members**

No Board Member shall receive any compensation or remuneration for his/her services in official capacity of the officer, but the officer may be reimbursed for actual expenses incurred. The Chapter may employ any member, other than a Board Member, in his/her personal business, or professional capacity to perform services for the Chapter, which would, in the normal course of business be contracted for services.

### **Fiscal Year and Use of Club Funds**

- A. The fiscal year for the Chapter shall end on December 31st of each year.
- B. Club funds may be used when only when the following guidelines are followed:
- C. Any money requested from \$0-100 may be used with permission of president
- D. Any money requested from \$100-1000 may be used with a majority vote of board members.

- E. Any money requested over \$1000 must be put up to a chapter vote and will only be used if a majority is reached.

### **Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order shall govern the club in all cases in which they are not inconsistent with these by-laws and any special rules of order the Club may adopt.

### **Amendments of By-Laws**

These By-Laws may be amended by the two-thirds of the votes cast by the Chapter membership at any regular meeting of the Chapter, or any special meeting called for that purpose, provided that all members have been notified, at least 10 days prior to such meeting. The notice may be included in the notice for the special meeting.

Notwithstanding the above any amendment, which substantially alters the rights of members, shall take effect only upon the vote of a majority of the members in a referendum. An amendment shall be deemed to substantially affect the rights of a member only if it:

Changes the rights of a member to vote, or to make nominations including adequate notice of the same.

Affects a member's right to receive notices or his/her access to information about the Chapter.

Alter the rights of members to remove Board members, or to elect Board Members to fill Vacancies. All members shall be notified of any amendments of the By-Laws as soon as possible.