

By-laws of the Northwest North Carolina Mountain Bike Alliance

Adopted 09/29/13

I. NAME AND PURPOSE

A. The name of the organization is Northwest North Carolina Mountain Bike Alliance., referred to herein as the "NWNC-MTBA."

B. NWNC-MTBA is a non-profit organization dedicated to promoting sustainable trail access for mountain bicyclists, and to maintaining the trails on which mountain bikers ride. NWNC-MTBA supports the conservation of open spaces and is committed to educating mountain bicyclists to ride sensitively and responsibly in order to protect the natural environment and the experience of other trail users. Toward these ends, NWNC-MTBA has the following goals:

1. **Activities and Programs.** To provide its members and the general public with opportunities to steward, care for, and create trails on the Northwest NC's open spaces. We offer trail maintenance work days, bicycle courtesy patrols, group rides, educational programs and family activities designed to promote the responsible use of public trails by mountain bikers.
2. **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 NWNC-MTBA's geographical area.
3. **Organization.** To provide an organization of volunteers and professionals who will manage NWNC-MTBA's facilities and programs, encourage public respect for the environment and mountain biking, offer NWNC-MTBA's expertise to others, and support individual contributions in realizing NWNC-MTBA's goals.

II. MEMBERSHIP

A. Types of Membership.

1. Individual membership must be held by a natural person in his/her own name, and only the person in whose name the membership is registered shall be a member.
2. Family membership may be held by any natural person and shall entitle the registrant's spouse and all his/her children under the age of 18 to be members.
3. Organizational membership may be held by any business or non-profit organization, whether incorporated or not, in its business or organizational name.

B. Dues. Dues for all members shall be set by The Board of Directors. The Board of Directors may determine certain amount of dues, in excess of the ordinary membership dues, shall entitle any member to be recognized as a sustaining member. All dues shall be payable to NWNC-MTBA.

C. Multiple Memberships. No person or organization may hold more than one membership registered in his/her, or its, name.

D. Acquisition of Membership. All persons or organizations shall become members of the NWNC-MTBA upon payment of one year's dues, in advance, for the membership requested, and submission of an application for membership as required by the NWNC-MTBA.

E. Expiration and Renewal of Memberships

1. All memberships shall expire on the last day of the twelfth month after the month in which membership is acquired.
2. All memberships may be renewed for a term of not more than one year by the payment of the appropriate dues prior to expiration.

F. Membership Rolls and Evidence of Membership. NWNC-MTBA shall maintain a roll of all current membership, except those who are not the applicant in a family membership. The roll shall include the names of the members, the address of each member, the type of membership, and the month and year in which the membership expires. This roll, if maintained in good faith by the NWNC-MTBA, shall be the sole evidence of the names, types of membership and expiration date of the membership for all members, regardless of errors, which may exist in such roll.

G. Membership Cards. NWNC-MTBA may issue membership cards or other certificates to all members for identification purposes only.

H. Transferability of Memberships. All memberships are non-transferable.

III. OFFICERS, BOARD OF DIRECTORS AND ADVISORY BOARD

A. Board of Directors Responsibilities. The Board of Directors shall have and exercise the corporate powers prescribed by law. Its primary functions shall be to make policy and to manage the resources of NWNC-MTBA in a sound manner. The Board of Directors shall further determine the general, program and financial policies and shall have the power to carry out any other functions that are permitted by law or by these Bylaws. These powers shall include, but shall not be limited to, the following:

1. Periodically review the goals and objectives of NWNC-MTBA;
2. Establish, review and approve changes in the programs of NWNC-MTBA consistent with its mission;
3. Oversee and approve the budget of NWNC-MTBA and establish policy guidelines for management of the endowment, all investments, and major fund-raising efforts;
4. Authorize the purchase, management and sale of all assets and material possessions and equipment for use of NWNC-MTBA;
5. Authorize on behalf of NWNC-MTBA the incurring of debts and securing thereof by mortgage and pledge of real and personal property both tangible and intangible;
6. Authorize any changes in membership fees after advice on any increases from as wide a group of volunteer leaders as possible and from the regular membership.
7. Authorize officers or agents of NWNC-MTBA to solicit and/or accept gifts or bequests on behalf of NWNC-MTBA

B. Board of Directors membership

1. Community Representative - Each NWNC-MTBA encompassed geographic community shall be represented on the NWNC-MTBA Board of Directors by an elected board member, and will represent that communities' interests.
2. The Board of Directors shall serve as the governing body for the NWNC-MTBA and shall be responsible to set all policies of the NWNC-MTBA and shall make decisions regarding the NWNC-MTBA's operation.
3. The Board shall consist of 5-13 members. The number of Board members may be increased or decreased periodically within these limits, as may be determined by Chapter Representation or a two-thirds vote of the Board of Directors.

C. Board Officers

The Elected Officers shall be the President, a Vice President, Secretary, Treasurer, and such additional officers, as the Board of Directors shall designate. Each of the Elected Officers shall serve for a term of one (1) year and until a successor is elected. A vacancy in any Elected Officer may be filled by two-thirds vote of the Board of Directors at any time and will serve until the next Spring Board meeting.

The Officers shall be:

1. President. The President shall preside at all meetings of the Board of Directors, act as an intermediary between IMBA / SORBA and the Board, and shall have the right to vote on all questions. The president shall be the principal officer of NWNC-MTBA and, subject to control of the members of the Board of Directors, shall supervise the control and management of the corporation in accordance to these by-laws. The president shall perform such other duties and have such other powers, as the Board shall prescribe. The President shall be responsible for setting the agenda and presiding at NWNC-MTBA Board meetings.
2. Vice President. The vice-president shall perform all duties of the president in the absence of president. He/she shall work closely with the Treasurer to assure fiscal compliance of the corporation. The vice-president shall oversee and assist the committees of the organization as directed by the president.
3. Secretary. The secretary shall keep accurate records of the acts and proceeding of all meetings of the directors. He/she shall give all notices required by laws and by these by-laws. He/she shall have general charge of the corporate seal and he/she shall affix the seal to any lawful executed instrument requiring it. The secretary will prepare and send minutes of each meeting via email to members of the Board of Directors before the next scheduled meeting. The secretary and treasurer will work together to maintain a membership list of names, addresses, status of membership, and any other information needed to communicate with members about renewing at the beginning of each calendar/fiscal year.
4. Treasurer. The treasurer shall have custody of all funds and securities belonging to the corporation and shall receive, deposit or disburse the same under the direction of the Board of Directors. He/she shall keep full and accurate accounts of the finances of the corporation in books especially provided for that purpose and provide financial reports to the Board at each meeting; and shall cause a true statement of its assets and liabilities as of the close of each fiscal year and of the results of its operations and of its changes in surplus for such fiscal year, all in reasonable detail, to be made and filed at the registered or principal office of the corporation within four months after

the end of the fiscal year. The statement so filed shall be kept available for inspection by any Director for a period of ten years. The treasurer shall assure an audit of the records of the corporation at least annually (for any year the Board requests), no later than the month of September, for the previous fiscal year. The secretary and treasurer will work together to maintain a membership list of names, addresses, status of membership, and any other information needed to communicate with members about renewing at the beginning of each calendar/fiscal year. The treasurer shall perform all duties incident to his/her office and such other duties as may be assigned to him/her from time to time by the president or the Board of Directors.

D. Election and Tenure of Officers

1. Qualifications

- a. Any member of the NWNC-MTBA may hold any office in the NWNC-MTBA.
- b. No one member may occupy more than one position on the Board of Directors.

2. Nomination of Officers

- a. Board of Director nominations: The Board of Directors shall, at its regular business meeting, each year, nominate officers for the term beginning January 1st of the next year. A person shall be deemed nominated if, on the vote upon the nominations for that office, s/he receives at least two votes.
- b. Nominations by Membership: Any member not nominated by the board of directors may be nominated for any office upon the request of at least 3 members, other than officers, of the NWNC-MTBA. Such request may be made orally at the nominations meeting or in writing at any time before the nominations are closed.

1. Notification of Membership. The membership shall be notified each year, prior to the regular business meeting, of the nominations process and reiterated on the date of the meeting.

2. Closing of Nominations. The nomination process will be closed prior to voting for the new officers at the regular business meeting.

3. Election of NWNC-MTBA Executive Board of Directors. A vote of 2/3 Chapter Representatives is required to elect a member to the Executive Board of Directors. If there exists two, or more, nominees of similar qualifications nominated to the same position, that member from the least represented community shall be chosen by default in accord to the spirit of the NWNC-MTBA's wish to keep equal representation between communities.

4. Newly elected officers shall assume their offices on January 1 of the year following their election and the members shall be notified as soon as practical of the results of the election.

5. Terms of Officers. All officers shall serve for a term of one year, or until their successor has taken office. There are no consecutive term limitations.

6. Vacancies.

- a. A vacancy, except upon the removal of an officer or the creation of an additional office, shall be filled by the Board of Directors until such a time when a regular, or special, election may be held.
- b. 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.
- c. A vacancy occurring by an increase in the number of officers shall be filled by a regular election, a special election called for that purpose, or by a vote of 2/3 of the Board of Directors. If not a regular election, no more than three individual positions with remaining terms of less than one year may be filled.
- d. 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 for regular elections.

7. Removal of Officers. Any officer may 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.

1. Any officer may request the Board of Directors remove any officer, and such request, if seconded, shall be voted on at the next regular meeting of the NWNC-MTBA, or at a special meeting called for that purpose not less than two weeks after the request is seconded. Upon the vote of 2/3 of the votes cast by the Board of Directors, the officer shall be removed.
2. Upon the receipt of the written petition signed by at least 10 of the members of the NWNC-MTBA requesting the removal of any officer, the President or Vice President shall order that a vote of the membership be taken on the removal of the officer. If a majority of the votes cast favor removal, the officer shall be removed.

E. Advisory Board

An advisory board may be selected comprised of a collection of individuals who bring unique knowledge and skills that complement those of the board.

1. Advisory board members may consist of bike shop owners, land managers and people with prior experience that may advise the board on a particular subject.
2. Advisory board members are not limited and have no special voting privileges other than that of a member at large if their membership is current.

V. NOTIFICATIONS AND MAILINGS TO MEMBERS

Any mailings, of ballots or otherwise, and all notices of the NWNC-MTBA to any member(s) shall be deemed to have been received by said member(s) if a mailing is made according to the roll of members in the usual manner, in good faith. This is regardless of the fact that any one or more members do not receive such mailing, or that such failure is due to negligence of the NWNC-MTBA or its agents, unless such failure shall be due to the willful misconduct of the NWNC-MTBA or its officers.

IV. VOTING BY MEMBERS

On all matters upon which the members of the NWNC-MTBA are entitled to vote, each individual membership shall be entitled to one vote, each family membership 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 member of the family group of 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.

V. ACTIONS AND MEETINGS OF THE BOARD OF DIRECTORS

A. The board of directors shall have one business meeting per year at a place and time as announced by any or all of the following methods: listing in the club newsletter, posting to the NWNC-MTBA website, and/or email to the current board of directors. The annual meeting of the voting members shall be held no later than November 30th of each year at 11:00 a.m., or at such time as the board of directors shall from time to time determine. At the business meeting, the voting members will approve the annual budget, the meeting schedule for the following year, and transact such other business as may properly come before the meeting.

B. A special meeting may be called by the President and shall be called by the President upon the request of a majority of the officers, upon 10 days notice to the officers. Such notices shall be deemed complete if in writing, and mailed by at least first class mail, to the officer's address as shown on the roll of members, with adequate postage affixed to it, or if sent electronically and receiving officer responds.

C. All meetings of the Board of Directors shall be open to any member of the NWNC-MTBA, and a member in attendance shall have the right to be recognizes to participate in any debate or discussion being addressed by the Board of Directors.

D. Voting

1. A majority of the officers present at any meeting shall constitute a quorum for the conduct of any business except in the case of bylaw changes. The quorum shall continue until adjournment regardless of the departure of any officer.
2. 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.
3. Any officer 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.

E. At any meeting of the board of directors, the order of business shall be as follows:

- Roll Call
- Reading of Minutes of previous meeting
- Nominations
- Old Business

New Business
Adjournment

F. The officers, using conventional or electronic mail, may take any action without a meeting as could have been taken at a meeting. 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 record of the vote, shall become a part of the minutes of the board of directors.

VI. COMPENSATION AND INDEMNIFICATION OF OFFICERS AND MEMBERS

No elected officer shall receive any compensation or remuneration for his/her services in official capacity of the office, but the officer may be reimbursed for actual expenses incurred. The NWNC-MTBA may employ any member, other than an officer, in his/her personal business, or professional capacity to perform services for the NWNC-MTBA which would, in the normal course of business be contracted for with non-members, and the NWNC-MTBA may pay such member reasonable compensation for such services.

VII. INDEMNIFICATION

NWNC-MTBA shall indemnify, each of its officers and members of Committees and any persons serving at its request as directors, officers, employees or other agents of another organization or in any capacity with respect to any employee benefit plan (each such person being referred to as an "Indemnified Person") against all liabilities and expenses, including counsel fees and amounts reasonably paid in settlement, imposed upon or reasonably incurred by such Indemnified Person in connection with any action or proceeding, whether civil or criminal, to which he may be made a party or with which he may be involved by reason of such Indemnified Person's having been an officer, Director, Committee member or other such person for NWNC-MTBA. However, no indemnification shall be provided for any person with respect to any matter to which he shall have been adjudicated in any action or proceeding, not to have acted in good faith in the reasonable belief that his action was in the best interests of NWNC-MTBA or of participants in an employee benefit plan. Such indemnification may include payment by NWNC-MTBA of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the Indemnified Person to repay such payment if (i) such person shall be finally adjudicated or determined by the Council not to have acted in good faith in the reasonable belief that his action was in the best interests of NWNC-MTBA or of participants in an employee benefit plan, or (ii) NWNC-MTBA has received a written opinion of legal counsel to the same effect. Such undertaking to repay may be accepted without reference to the financial ability of such Indemnified Person to make repayment. Any such indemnification may be provided although the person involved is no longer an officer or Committee member of NWNC-MTBA, or director, officer or employee of another organization, or no longer serves with respect to such employee benefit plan. In the event of a settlement of an action or proceeding, the indemnification provided herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of NWNC-MTBA or participants in an employee benefit plan or when NWNC-MTBA has received a written opinion of legal counsel to the same effect. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such person may be entitled. The Board of Directors

may authorize indemnification of persons who are not officers, Directors or Committee members or otherwise entitled to indemnification under this section.

The board of directors shall have the power to indemnify any officer or member against losses which she/he might sustain in the course of his/her performance of duties for the NWNC-MTBA to the full extent provided by law, and may purchase insurance to provide for such indemnification.

VIII. RECORDS AND FINANCIAL REPORTS

A. All records of the NWNC-MTBA, including membership rolls, minutes and financial records, shall be available, at reasonable times and places, for inspection by any member of the NWNC-MTBA.

B. The NWNC-MTBA shall send to each member, in January of each year, a financial statement of the sources and uses of funds, and of the financial condition of the NWNC-MTBA. This report may be transmitted through the Fat Tire Times, or another official publication.

IX. FISCAL YEAR

The fiscal year for the NWNC-MTBA shall end on December 31st of each year.

X. CONFLICTS OF INTEREST

A Director shall be considered to have a conflict of interest if

(a) such Director has existing or potential financial or other interests which impair or might reasonably appear to impair such member's independent, unbiased judgment in the discharge of his responsibilities to NWNC-MTBA; or

(b) such Director is aware that a member of his family (which for purposes of this paragraph shall be a spouse, parents, siblings, children and any other relative if the latter resides in the same household as the Director) or any organization in which such Director (or member of his family) is an officer, director, employee, member, partner, trustee, or controlling stockholder has such existing or potential financial or other interests.

All Directors shall disclose to the Board any possible conflict of interest at the earliest practicable time. No Director shall vote on any matter under consideration at a Board or Committee meeting in which such Director has a conflict or interest. The minutes of such meeting shall reflect that a disclosure was made and that the Director having a conflict of interest abstained from voting. Any Director who is uncertain whether a conflict of interest may exist in any matter may request the Board or Committee to address the question by majority vote.

ARTICLE XI. DISCRIMINATION PROHIBITED

In administering its affairs, NWNC-MTBA shall not discriminate against any person on the basis of race, creed, color, national and ethnic origin, gender, sexual preference, marital status, age, or physical disability.

ARTICLE XII. AMENDMENTS OF BY-LAWS

A. These by-laws may be amended by the affirmative vote of at least two-thirds of the Board of Directors at any regular meeting of the board of directors, or any special meeting called for that purpose, provided that all officers have been notified, at least 10 days prior to such meeting. The notice may be included in the notice for the special meeting.

B. 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:

1. Changes the rights of a member to vote, or to make nominations, including adequate notice of same.
2. Affects a member's right to receive notices or his/her access to information about the NWNC-MTBA.
3. Alter the rights of members to remove officers, or to elect officers to fill vacancies.

All members shall be notified of any amendments of the by-laws as soon as possible.