

**BY-LAWS OF THE  
SOUTHERN OFF-ROAD BICYCLE ASSOCIATION, INC.  
The Articles**

Revised 12/04/1999, 12/06/03, 8/20/05, 11/19/05, 11/17/07, 11/21/09

**I. NAME AND PURPOSE**

- A. The name of the Corporation is SOUTHERN OFF-ROAD BICYCLE ASSOCIATION, INC., referred to herein as the "SORBA."
- B. The SORBA is a non-profit organization dedicated to promoting sustainable trail access for mountain bicyclists, and to maintaining the trails on which mountain bikers ride. SORBA 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, SORBA 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 Southeast'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 SORBA's geographical area.
  3. **Organization.** To provide an organization of volunteers and professionals who will manage SORBA's facilities and programs, encourage public respect for the environment and mountain biking, offer SORBA's expertise to others, and support individual contributions in realizing SORBA's goals.

**II. PRINCIPAL OFFICE**

The principal office of the SORBA shall be in Atlanta, Georgia, or the vicinity, at a location to be determined by the Board of Directors.

**III. 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.

### III. MEMBERSHIP (cont.)

#### B. Dues

Dues for all members, including members of any SORBA Chapter, shall be set by Executive Committee after seeking advice from the full 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 SORBA.

#### 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 SORBA upon payment of one year's dues, in advance, for the membership requested, and submission of an application for membership as required by the SORBA.

#### 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

The SORBA 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 SORBA, 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. The SORBA Chapters shall be responsible for keeping a roll of their membership.

#### G. Membership Cards

The SORBA may issue membership cards or other certificates to all members for identification purposes only.

#### H. Transferability of Memberships

All memberships are non-transferable.

#### I. Application Forms

All application forms for membership shall contain, at least, the following information:

### **III. MEMBERSHIP (cont.)**

1. Name of member making application, which shall be the name in which the membership is registered.
2. Address of member.
3. Names of spouse, and names and ages of all children to be included in a family membership.
4. Type of membership desired.
5. Age of member applying, if less than 18 years.
6. Date of application.
7. A statement to the effect that the applicant will comply with all the applicable rules of the SORBA as contained in the charter and by laws.
8. Personal signature of the applicant.
9. Chapter of affiliation.

### **IV. OFFICERS AND BOARD OF DIRECTORS**

#### **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 SORBA 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 which 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 SORBA;
2. Establish, review and approve changes in the programs of SORBA consistent with its mission;
3. Oversee and approve the budget of SORBA 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 SORBA;
5. Authorize the construction of new buildings and major renovation of existing Club buildings;
6. Authorize on behalf of SORBA the incurring of debts and securing thereof by mortgage and pledge of real and personal property both tangible and intangible;
7. 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.
8. Authorize officers or agents of SORBA to solicit and/or accept gifts or bequests on behalf of SORBA;
9. Appoint or remove the Executive Director on such terms and conditions, including without limitation, terms relating to compensation and performance as the Board may deem advisable.

## **IV. OFFICERS AND BOARD OF DIRECTORS (cont.)**

### **B. Board of Directors membership**

1. Chapter Representative - Each SORBA chapter shall be represented on the SORBA Board of Directors by the elected President of the chapter, or Chapter Delegate, and will represent that chapter's interests and obligations as defined in section X. SORBA Chapters. Only current members of a chapter may be a chapter delegate.
2. The Board of Directors shall serve as the governing body for the SORBA and shall be responsible to set all policies of the SORBA and shall make decisions regarding the SORBA's operation.
3. The Board of Directors shall consist of all officers of SORBA, one representative from each SORBA Chapter, and the Executive Director. The minimum number of the Board of Directors shall be ten (10). The number of Directors 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.
4. The Executive Committee members shall consist of the officers of the organization and the Executive Director. The Executive Committee may assist the Executive Director in his/her duties and can set interim policies that are time-sensitive or as necessary that will be reviewed by the full Board of Directors at the next regularly called meeting of the Board of Directors. The officers of the organization, the Executive Director and/or the Chief Financial Officer will serve as the association's finance committee that will review and assist the Executive Director in preparation of the association's annual budget and review other necessary financial documents as needed.

### **C. Board Officers**

Number, Terms and Qualifications: At the time of their election, all Elected Officers of SORBA shall already be or shall concurrently be elected as members of the Board of Directors. The Elected Officers shall be the President, a Vice President, a 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. In addition to the officers enumerated above, the Board of Directors will include the Executive Director and the Executive Committee.

The Officers shall be:

1. President. The President shall preside at all meetings of the Board of Directors, act as an intermediary between the Executive Director and Chapter Representatives, and shall have the right to vote on all questions. The President shall be responsible for setting the agenda and presiding at SORBA Board meetings.
2. Vice President. There shall be at least one Vice President, who shall preside at meetings of the Board of Directors and of SORBA in the absence of the President. The Vice president(s) shall have the right to vote on all questions.

#### IV. OFFICERS AND BOARD OF DIRECTORS (cont.)

3. Executive Director - The Executive Director of SORBA shall be appointed by the Board of Directors and shall be the Chief Executive Officer and the official adviser to and executive agent of the Board of Directors and the Executive Committee. Upon the appointment by the Board of Directors, the Executive Director shall have the authority to manage and direct the operations of SORBA, including the power to sign such papers as may be required by his office or as instructed by the Board of Directors, and the power to appoint and discharge the professional staff and all employees of SORBA. In this connection, the Executive Director shall manage the affairs and direct the work and employees of SORBA, subject to, and in accordance with the instructions of the Board of Directors; shall be authorized to incur expenses in accordance with the approved budget or as otherwise instructed by the Board of Directors; shall make such reports and recommendations to Board of Directors and to the regular members of any Board of Directors meeting concerning the work; affairs of SORBA which, in his judgment, desirable for their information and guidance and shall perform such other duties are incident to the office of Executive Director. The Executive Director shall be an ex officio, non-voting member of all Board committees except as otherwise provided in these Bylaws. If the Executive Director is unable to perform the duties of the office for any reason, then the Board of Directors may appoint an interim Executive Director until the Executive Director is once again able to perform the duties of the office or until another Executive Director has been appointed. The Executive Director shall be the chief executive officer of the SORBA, and shall be responsible for carrying out the directives of the Board of Directors.
  
4. Secretary/Treasurer. The Secretary/Treasurer shall be the Clerk of the Corporation and will manage the financial resources of SORBA, including, but not limited to, cash, securities, stocks and bonds owned by SORBA. The Secretary/Treasurer shall assure that all books and accounts of SORBA at accurately kept and, furthermore, shall at least annually present to the Board a full and detailed financial report. The Secretary/Treasurer also shall have custody of all records of SORBA. The Secretary shall give proper notice of all meetings of the Board Directors and of the members. Furthermore, the Secretary shall keep or cause to be kept record of the official policies of the organization and the minutes of all meetings, the Board of Directors, Executive Committee, and SORBA-wide meetings of the members and shall distribute such minutes promptly. The Secretary must be a resident of Georgia except at such time as SORBA shall have duly appointed resident agent. The Secretary/Treasurer shall be chair of the Finance Committee and an ex officio voting member Board of Directors and the Executive Committee. The duties of the secretary/treasurer may be separated and if so, both officers will become ex officio voting members of the Board of Directors and Executive Committee.

#### D. Election and Tenure of Officers

##### 1. Qualifications

- a. Any member of the SORBA, except an organizational member, may hold any office in the SORBA.
  
- b. No one member may occupy more than one position on the Board of Directors.

## **IV. OFFICERS AND BOARD OF DIRECTORS (cont.)**

### **D. Election and Tenure of Officers (cont.)**

#### **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 1<sup>st</sup> 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 5 members, other than officers, of the SORBA. Such request may be made orally at the nominations meeting or in writing at any time before the nominations are closed.

#### **3. Notification of Membership**

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

#### **4. Closing of Nominations**

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

#### **5. Election of SORBA 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 chapter shall be chosen by default in accord to the spirit of the SORBA's wish to keep equal representation between chapters.

#### **6. Election of new directors will occur during the regular business meeting.**

#### **7. 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.**

#### **8. 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.

## **IV. OFFICERS AND BOARD OF DIRECTORS (cont.)**

### **D. Election and Tenure of Officers (cont.)**

#### **9. Vacancies**

- a. A vacancy, except upon the removal of an officer or the creation of an additional office, shall be filled by the Executive Committee 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 Chapter Representatives. 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.

### **E. 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 SORBA, 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 SORBA requesting the removal of any officer, the Executive Director 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.

## **V. NOTIFICATIONS AND MAILINGS TO MEMBERS**

Any mailings, of ballots or otherwise, and all notices of the SORBA 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 SORBA or its agents, unless such failure shall be due to the willful misconduct of the SORBA or its officers.

## **VI. VOTING BY MEMBERS**

On all matters upon which the members of the SORBA 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.

## **VII. 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 SORBA website, and/or email to the current board of directors. The annual meeting of the voting members shall be held no later than November 30<sup>th</sup> 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 SORBA, 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 Director elections or 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.

## **VIII. 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 SORBA may employ any member, other than an officer, in his/her personal business, or professional capacity to perform services for the SORBA which would, in the normal course of business be contracted for with non-members, and the SORBA may pay such member reasonable compensation for such services.

### **IX. INDEMNIFICATION**

SORBA shall indemnify, each of its officers, Directors 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 SORBA. 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 SORBA or of participants in an employee benefit plan. Such indemnification may include payment by SORBA 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 SORBA or of participants in an employee benefit plan, or (ii) SORBA 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, Director or Committee member of SORBA, 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 SORBA or participants in an employee benefit plan or when SORBA 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 s/he might sustain in the course of his/her performance of duties for the SORBA to the full extent provided by law, and may purchase insurance to provide for such indemnification.

## **X. SORBA CHAPTERS**

- A. A semi-autonomous Chapter, consisting of some but not all of the SORBA members, may be established as follows:
1. Any group of at least 50 members may apply to the board of directors for Chapter status within the SORBA, on such terms and conditions as they may desire with the following restrictions:
    - a. The part of the SORBA membership dues which shall be payable to the separate treasury or fund for the chapter shall not exceed 50% of the members dues.
    - b. The chapter shall not have the power to take any action that is in violation of the charter or by-laws of the SORBA.
  2. The vote of two-thirds of the quorum at any meeting of the Board of Directors shall be required to approve the establishment of a chapter. Such status may be revoked by a similar vote upon the initiative of either the Board of Directors or the members of the chapter.
- B. Chapter Responsibilities
1. The chapters shall be responsible for carrying out at the local level the purposes of SORBA as set forth in these Bylaws.
  2. The chapter must host a minimum of two work parties per year. This obligation may be met by organizing work parties on any trail within their chapter's responsibility or on any trail not stewarded by a particular chapter.
  3. The chapter must lead a minimum of two rides per year.
  4. The membership of each chapter must perform a total of 80 hours, or more, of trail maintenance on approved trails per year.
  5. Chapter Financial statements must be presented to the SORBA Treasurer at each regularly scheduled meeting of the Board of Directors.
  6. Fat Tire Times participation is expected in each issue. Minimum participation includes the submission of one article or chapter report.
- C. Suspension of a chapter will result if the standards stated in section X.B. Chapter Responsibilities are not met. Suspension results in that chapter losing its right to vote on the Board of Directors for a period of 6 months at which time the status will be reviewed again by the Board of Directors.
- D. Each Chapter shall have its own Chapter Board of Directors empowered with the management of chapter affairs and programs consistent with Article I.B. of the Bylaws describing SORBA's mission and purpose.
- E. Each Chapter shall have the following officers elected by the Chapter Board of Directors or by two-thirds vote of the chapter's membership: President, Vice President, Secretary, and Treasurer.

## **X. SORBA CHAPTERS (cont.)**

- F. Chapter's may pursue programs and activities consistent with these Bylaws, but must obtain consent from the Executive Director prior to initiating any new program or category of activities.
- G. Chapters may allocate Chapter Funds as they deem necessary according to these Bylaws. Chapter Funds shall be those funds that the chapters receive as a rebate from SORBA and those funds obtained by the chapter itself. The rebate shall be membership dues from their Chapter less the cost of newsletter publishing and other services provided by SORBA. These funds shall be made available at the regularly scheduled meetings of the Board of Directors.

## **XI. SORBA FINANCES**

- A. All property and money belonging to the SORBA shall be held in the sole name of the Southern Off-Road Bicycle Association, Inc.
- B. All money received by the SORBA shall be promptly deposited in an account at the bank or savings and loan association, and all payments of money by the SORBA shall be made by checks or other drafts upon these accounts.
- C. Checks and other orders for payment from any checking savings account shall be signed by any of the following:
  - President
  - Executive Director
  - Treasurer
  - Chief Financial Officer

## **XII. RECORDS AND FINANCIAL REPORTS**

- A. All records of the SORBA, including membership rolls, minutes and financial records, shall be available, at reasonable times and places, for inspection by any member of the SORBA.
- B. The SORBA 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 SORBA. This report may be transmitted through the Fat Tire Times, or another official publication.

## **XIII. FISCAL YEAR**

The fiscal year for the SORBA shall end on December 31st of each year.

#### **XIV. 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 SORBA; 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 XV. DISCRIMINATION PROHIBITED**

In administering its affairs, SORBA 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 XVI. 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 SORBA.
  - 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.