

By-Laws of the Southern Off-Road Bicycle Association, Jacksonville Chapter

I. The name of the organization is the SOUTHERN OFF-ROAD BICYCLE ASSOCIATION: JACKSONVILLE CHAPTER, referred to herein as the SORBA--JACKSONVILLE AREA Name and Purpose

A. CHAPTER or the CHAPTER.

B. The purpose of the SORBA--JACKSONVILLE AREA CHAPTER is to assist the Southern Off-Road Bicycle Association with promoting off-road bicycling as sport, transportation, and recreation, and to take a leadership role with the SORBA mission, primarily but not exclusively in the Jacksonville, Florida area. SORBA--JACKSONVILLE AREA CHAPTER adheres to and supports the mission statement of SORBA.

C. The Southern Off-Road Bicycle Association (SORBA) is a non-profit organization partnered with The International Mountain Biking Association (IMBA), both of which are 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

A. The principal office of the SORBA—JACKSONVILLE AREA CHAPTER is 1906 Spoonbill Street, Jacksonville 32224. The location maybe changed by the Board of Directors in the future, as needed.

III. CHAPTER RESPONSIBILITIES

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- A. The chapter shall not have the power to take any action that is in violation of the Charter or By-laws of the parent SORBA organization.**
- B. The Chapter shall be responsible for carrying out, at the local level, the purposes of the parent SORBA organization as set forth in these By-laws.**
- C. 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 the Chapter's responsibility or on any trail not already stewarded by a particular chapter.**
- D. The Chapter must lead a minimum of two rides per year.**
- E. The Chapter membership must perform a total of at least 80 hours of trail maintenance on approved trails per year.**
- F. The Chapter Financial statements must be presented to the SORBA parent organization's Treasurer at each regularly scheduled meeting of the SORBA parent organization's Executive Board of Directors.**
- G. The portion of SORBA membership dues which shall be payable to the separate treasury of fund for the Chapter shall not exceed 50% of the members dues.**
- H. Fat Tire Times participation is expected in each issue. Minimum participation includes the submission of one article or Chapter report.**
- I. 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 By-laws describing SORBA's mission and purpose as listed above**
- J. This Chapter shall have the following officers elected by the Chapter Board of Directors or by two -thirds vote of the membership: President, Vice President, Secretary, Treasurer, Trail Directors, and a Sargent at Arms.**
- K. The Chapter may pursue programs and activities consistent with the SORBA By-laws, but must obtain consent from the parent organization's Executive Director prior to initiating any new program or category of activities.**
- L. The Chapter may allocate Chapter Funds as deemed necessary according to these By-laws. Chapter Funds shall be those funds received as a rebate from SORBA and those funds obtained by the Chapter itself. The rebate shall be membership dues from the Chapter, less the cost of newsletter publishing and other services provided by the SORBA parent organization. These funds shall be made available at the regularly scheduled meetings of the parent organization's Board of Directors.**
- M. Suspension of the Chapter will result if the standards, as described above, are not met. Suspension results in a Chapter losing its right to vote on the SORBA parent organization's Executive Board of Directors for a period of six months at which time the status will be reviewed.**

IV. MEMBERSHIP

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A. Membership is open to any member of SORBA who wishes to be considered a member of the Jacksonville Area Chapter. All rules governing membership shall be set by action of the SORBA Board of Directors or as outlined in the SORBA By-Laws.

B. Types of Membership

1. Individual membership must be held by a 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.

C. Dues

1. Dues for all members shall be set by action of the SORBA parent organization's Board of Directors including special membership rates for individual members under the age of 18. The SORBA parent organization's 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.

D. Multiple Memberships

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

E. Acquisition of Membership

1. All persons or organizations shall become members of the SORBA parent organization upon payment of one year's dues, in advance, for the membership requested, and submission of an application for membership as required. Once membership in the parent organization is obtained, the member may elect to affiliate with this Chapter as designated on the membership application.

F. 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.

G. Membership Rolls and Evidence of Membership

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1. The SORBA parent organization 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 parent organization, 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.

H. Membership Cards

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

I. Transferability of Memberships and Proxies

1. All memberships are non transferable. No member may assign his/her right to vote or any other right or privilege of membership by proxy or otherwise.

J. Application Forms - All application forms for membership shall contain, at least, the following information:

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 parent organization as contained in the Charter and By-laws.
 - a) *Personal signature of the applicant.*
 - b) *Chapter of affiliation*

V. VOTING BY MEMBERS

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A. On all matters upon which the members of the Chapter 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 members 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.

VI. NOTIFICATIONS AND MAILINGS TO MEMBERS

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

VII. MEDIA

A. The Chapter Board of Directors shall approve, by the simple majority vote, the nomination of a Chapter Journalist. Removal of persons in those positions should be under the same conditions. There shall be no definite length of term.

B. The Chapter Journalist shall be responsible for sending submissions to the Fat Tire Times Editor, minimum of one submission per issue, and for supporting the production of the Fat Tire Times.

C. The Chapter may elect to assign this responsibility to the Chapter Secretary

VIII. Officers and Board of Directors

A. **Officers and Duties:** There shall be five officers elected from the membership of SORBAJACKSONVILLE AREA CHAPTER, who shall be the members of the Chapter Board of Directors. These officers shall be:

1. *President* - The president shall be responsible for carrying out the directives of the Chapter Board of Directors. The president shall also be the chairman of the Chapter Board of Directors and will serve as a board member to SORBA.

2. *Vice-President* - The vice-president shall discharge the duties of the president in the event of a vacancy in that office, or in the event the president is absent or unable to discharge those duties, the vice-president shall also assist the President in Chapter activities.

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3. *Secretary* - The secretary shall be responsible for keeping the roll of members, shall record the minutes of the Board of Directors, shall maintain a current version of the bylaws, and will maintain the SORBA--JACKSONVILLE AREA CHAPTER archives and library and provide information to members and others from this resource.

4. *Treasurer* - The treasurer shall report on the status of all money and property of the Chapter and shall maintain records of all financial transactions.

5. *Sergeant At Arms* - The sergeant at arms is responsible for ensuring all bylaws and traditions are respected, make sure meeting parliamentary procedures are followed, and shall call to order as well as adjourn all meetings. Additionally they will support the president by ensure they have all the materials they need prior to meetings, including any outside support.

6. *Trail Director*- The Trail Director- Shall organize and manage all work parties sponsored by the Chapter at their designated trail system. Each trail system managed by the SORBA-JAX shall have a Trail Director assigned to it. All trail related issues must be reviewed by the Trail Director for compliance with landowner agreements and trail building standards prior to commencement of work on trail issues.

B. **Board of Directors:** The Board of Directors shall serve as the governing body for the SORBA--JACKSONVILLE AREA CHAPTER and shall be responsible to set all policies of the Chapter and shall make decisions regarding the Chapter's operation.

C. **Election and Tenure of officers:**

1. **Qualifications:** Any member in good standing of SORBA-JACKSONVILLE AREA CHAPTER can hold any office in the Chapter.

2. **Nominations:**

a) *Board of Director Nominations:* The Board of Directors shall, at its regularly scheduled meeting before the annual chapter fall event, each year, nominate officers for the term beginning January 1 of that year. A person shall be deemed to be nominated if, on the vote upon the nominations for that office, he receives at least two (2) 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 five (5) members, other than officers, of the Chapter. Such requests may be made orally at the nominations meeting, or in writing at any time before the nominations are closed.

c) *Any other positions will serve at the pleasure of the four elected officials. These officials will be voting members of the board.*

3. **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.

4. **Terms of Officers:** All officers shall serve for a term of one (1) year, or until their successor has taken office. There is no consecutive term limitation.

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5. Vacancies:

a) 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.

b) A vacancy which occurs upon the removal of an officer may, at the discretion of the board of directors, be filled by nomination of the remaining board of directors for until the next regular election, 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 or a special election called for that purpose.

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 of regular elections.

D. Removal of Officers: Any officer or member of the Board 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 to remove any officer, and such request, if seconded, shall be voted on at the next regular meeting of the SORBA-- JACKSONVILLE AREA CHAPTER, or at a special meeting called for that purpose not less than two weeks after the request is seconded. Upon the affirmative vote of 3/4 of the votes cast, the officer shall be removed.

2. Any member of the board of directors may be removed if they miss the lessor of 25% of the annual meetings in a given calendar year, or 2 meetings. Upon the affirmative vote of 3/4 of the remaining board members, the officer shall be removed for poor attendance.

3. Upon the petition, in writing, signed by at least ten percent (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 officer, and if a majority of the votes cast favor removal, the officer shall be removed.

IX. Actions and Meetings of the Board of Directors

A. The board of directors shall have at least 4 regular meetings annually at a place and time as announced.

B. A special meeting may be called by the President or at the request of a majority of the officers. Ten (10) days notice must be given to the officers. Such notices shall be deemed complete if in writing and mailed by first class mail, to the officer's address as shown on the roll of members.

C. 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 and to participate in any debate or discussion before the board of directors.

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D. A majority of the officers present at any meeting shall constitute a quorum for the conduct of any business, which quorum shall continue until adjournment regardless of the departure of any officer.

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

- 1. Roll Call**
- 2. Reading of Minutes of previous meeting**
- 3. Nominations**
- 4. Old Business**
- 5. New Business**
- 6. Adjournment**

F. 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 officer present at the meeting shall be deemed to have waived notice thereof, and to have assented to all actions taken therein unless he shall request specifically that his dissent be recorded in the minutes.

G. An officer may assign his vote by proxy to any registered member of the Chapter. The assignment must be in writing and delivered to the secretary at the beginning of the regular meeting. Said assignment shall be valid for only one regular meeting.

H. The officers, by unanimous written consent, may take any action without a meeting as could have been taken at a meeting, including such matters as require the assent of more than a majority of the officers, and such consent shall become a part of the minutes of the board of directors.

X. Compensation and Indemnification of Officers and Members

A. No officer shall receive any compensation or remuneration for services in an official capacity, but may be reimbursed for actual expenses incurred.

B. SORBA, per its constitution, shall have the power to indemnify any officer or member against losses which he might sustain in the course of performance of duties for the Chapter to the full extent provided by the law, and may purchase insurance to provide for such indemnification.

XI. Committees

A. The Association shall appoint such committees as deemed appropriate in carrying out its purpose. Meetings of committees shall be open to Members. Members of the committees may not vote by proxy or secret ballot.

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XII. SORBA Finances

- A. All property and money belonging to the SORBA--JACKSONVILLE AREA CHAPTER shall be held in the sole name of the Southern Off-Road Bicycle Association--Jacksonville Area Chapter.**
- B. All money received by the Chapter shall be promptly deposited in the Chapter account, and all payments of money by the Chapter shall be made by checks or other drafts.**
- C. All spending must be approved by the board.**

XIII. Records and Financial Reports

- A. All records of SORBA--JACKSONVILLE AREA CHAPTER, including membership rolls, minutes, and financial records, shall be available, at reasonable times and places for inspection by any member of the SORBA.**

XIV. Fiscal Year

- A. The fiscal year for the SORBA--JACKSONVILLE AREA CHAPTER shall end on December 31st of each year.**

XV. Amendments of By-Laws

- A. These by-laws may be amended by the affirmative vote of at least three quarters of the officers 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 ten (10) days prior to such meeting.**
- B. Notwithstanding the above, any amendment which substantially alters the rights of members shall take effect only upon the affirmative vote of a majority of the members in a referendum.**
- C. 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 rights to receive notices or his access to information about the SORBA.**
 - 3. Alters the rights of members to remove officers or to elect officers to fill vacancies.****
- D. All members shall be notified of any amendment of the by-laws as soon as possible.**