

Upstate SORBA Chapter 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 the Upstate SORBA chapter will have full rights to review and propose amendments. Amendments shall follow the procedures set forth within Section 11 of these bylaws.

Notice of Officer Position: The Upstate SORBA Officers elected upon chapter 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.

1. NAME, PURPOSE, AND MISSION STATEMENT

A. The name of the chapter is “Upstate SORBA”. The chapter shall be affiliated with the Southern Off-Road Bicycling Association, hereafter referred to as SORBA.

B. The Upstate SORBA Mission Statement is as follows: The Upstate SORBA chapter is a volunteer, non profit organization dedicated to improving off road biking recreational opportunities within the Upstate region of South Carolina. Upstate SORBA shall serve as an advocate for the creation, maintenance, and environmental stewardship of quality trail systems within the region. Upstate SORBA 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, Upstate SORBA 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 Upstate South Carolina region. To provide its members and the general public with both education and information regarding technical 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 SORBA's geographical area.

- 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. Most importantly, to promote health outdoor fun.

2. PRINCIPAL OFFICE

The principle office of the chapter shall be at a location to be determined by the Chapter Board of Directors

3. CHAPTER RESPONSIBILITIES

- The chapter shall not have the power to take any action that is in violation of the charter or by-laws of the SORBA.
- The chapter shall be responsible for carrying out at the local level the purposes of SORBA as set forth in these Bylaws.
- 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.
- The chapter must lead a minimum of two rides per year.
- The membership of each chapter must perform a total of 80 hours, or more, of trail maintenance on approved trails per year.
- Chapter Financial statements must be presented to the SORBA Treasurer at each regularly scheduled meeting of the Executive Board of Directors.
- The part of the SORBA membership dues which shall be payable to the separate treasury of fund for the chapter shall not exceed 50% of the member's dues.
- Fat Tire Times participation is expected in each issue. Minimum participation includes the submission of one article or chapter report.

A. Suspension of a chapter will result if the standards stated in the above Chapter Responsibilities are not met. Suspension results in that chapter losing its right to vote on the SORBA Executive Board of Directors for a period of 6 months at which time the

status will be reviewed again by the Board of Directors.

- B. The Upstate SORBA Chapter shall have its own Chapter Board of Directors empowered with the management of chapter affairs, and programs consistent with Upstate SORBA Mission Statement and the Bylaws describing SORBA's mission and purpose.
- C. The 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.
- D. The chapter at it's own discretion shall attempt to provide at least one representative to the SORBA Board of Directors. Such representatives will also sit on the Upstate SORBA Board of Directors.
- E. The chapter may pursue programs and activities consistent with the SORBA By-Laws, but must obtain consent from the Executive Director prior to initiating any new program or category of activities.
- F. The chapter may allocate Chapter Funds as deemed necessary according to these Bylaws. Chapter Funds shall be those funds that the chapter receives 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 SORBA. These funds shall be made available at the regularly schedule meetings of the Board of Directors.

4. MEMBERSHIP

Upstate SORBA membership shall follow all rules as prescribed in

Section III of the SORBA By-Laws.

5. 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 bylaws in section V.

6. VOTING BY MEMBERS

On all matters upon which the members of Upstate SORBA are entitled to vote, shall be in accordance with the SORBA bylaws in section VI

7. VII. OFFICERS OF THE CHAPTER BOARD OF DIRECTOR

A. Elected Chapter Board of Directors: Shall consist of a minimum of six (6) and a maximum of twelve (12) members. The number of Chapter Board of Directors may be increased or decreased periodically as determined by a two thirds vote of the Chapter Board of Directors.

B. At the time of their election, all Elected Officers of the Board of Directors shall already be or shall concurrently be elected as members of the Board of Directors. The Elected Officers shall be the President, 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 or until a successor is elected. A vacancy in any of these Elected Officers shall be filled by two-thirds vote of the Board of Directors at any time.

C. Officers and Duties. The officers of the Upstate SORBA Board of Directors shall be:

1. President: The president shall be responsible for carrying out the directives of the Chapter Board of Directors. Duties include strategic planning, ensuring Upstate SORBA 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. 2. Vice President: The vice president will be responsible for assisting the president in administrative tasks and shall represent Upstate SORBA in the absence of the President. 3. 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 Upstate SORBA archives. 4. Treasurer: The Treasurer will manage the financial resources of Upstate SORBA, and shall assure that all books and accounts of Upstate SORBA are accurately kept and shall provide a full and detailed financial report, monthly to the Upstate SORBA Board of Directors. The Treasurer will also be responsible for providing monthly and yearly financial reports to the Treasurer of SORBA

D. Chapter Board of Directors: The Board of Directors shall serve as the governing body for the Chapter and shall be responsible to set all policies of the Chapter and shall make decisions regarding the Chapter's operation.

E. Election and Tenure of The Board of Directors.

Qualifications

- a. Any active member of the Chapter may hold any Upstate SORBA office.
- b. No one member may occupy more than one position on the Chapter Board of Directors.

Nomination:

- a. The Board of Directors shall, at its regular September meeting, each year, nominate Board Members for the term beginning November 1st of 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.
- b. 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 Board of Directors members, of the Chapter. Such request may be made orally at the nominations meeting or in writing at any time before the nominations are closed.

Notification of Membership: 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 fix a date for the closing of nominations for the members no earlier than the first (1st) day of October. a. The Chapter Board of Directors shall be elected by a simple majority vote of the Upstate SORBA Chapter membership. Elections shall take place at the next regularly scheduled meeting in October, following the nominations. b. Newly elected Board Members shall take office on the 1st day of November, and the Chapter membership shall be notified as soon as practical of the results of the election. c. 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. d. Vacancies: A vacancy on the Board of Directors may be filled by a simple majority vote of the chapter Board of Directors.

F. Removal of a Board of Directors Member: Any member of the Board of Directors 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 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 Board of Directors, the Board Member shall be removed. 2. Upon the receipt of the 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. If a majority of the votes cast favor removal, the Board Member shall be removed.

8. ACTIONS AND MEETINGS OF THE BOARD OF DIRECTORS

A. The Board of Directors shall meet at least once per year.

B. 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.

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 to participate in any debate or discussion being addressed by the Board of Directors.

D. Voting

1. 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 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 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.

E. Board Members may take 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.

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

9. COMPENSATION OF OFFICERS AND MEMBERS

No Board Member 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 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 with services.

10. X. FISCAL YEAR

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

11. XI. AMENDMENTS OF BY-LAWS

- A. These by-laws may be amended by the affirmative vote of at least two-thirds of the Chapter Board of Directors at any regular meeting of the board of directors, 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.
- 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 the same.
 - 2. Affects a member's right to receive notices or his/her access to information about the Chapter.
 - 3. 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.