

**AMENDED AND RESTATED BY-LAWS OF THE
SOUTHERN OFF-ROAD BICYCLE ASSOCIATION, INC.**

I. NAME AND PURPOSE

The name of the Corporation is SOUTHERN OFF-ROAD BICYCLE ASSOCIATION, INC. ("SORBA").

SORBA is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Federal tax code.

SORBA is an organization dedicated to promoting trail access on public and private lands for mountain bicyclists, and to building, improving and 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:

A. Mission, Activities and Programs. [SORBA's mission] is to provide its members and the general public with opportunities to, create, care for, and enjoy multi-use trails in the Southeast United States through programs developed and supported by SORBA and its Chapters. Our Chapters offer trail maintenance work days, group rides, educational programs and family activities designed to promote access to and the responsible use of public trails by mountain bikers.

B. Environmental Protection. To provide leadership in protection and preservation of the environment by advocating for informed public policy regarding trails on public lands and by promoting and using sustainable trail building and trail maintenance techniques.

C. Organization. To provide an organizational structure of staff and volunteers who will meet these goals by directly supporting the contributions of all of our Chapters and their individual members while also offering SORBA's expertise to land managers and others interested in trails available for public access.

II. OFFICES

The principal office of SORBA shall be located at 691 Pisgah Rd. Ellijay, GA 30536, or at such other location to be determined by the Board of Directors from time to time.

The registered agent of SORBA shall be such person to be determined by the Board of Directors from time to time. Any change in the Registered Agent shall be duly registered with the State of Georgia's Secretary Of State's office.

III. MEMBERSHIP

Individuals, families and organizations may join SORBA directly or through a Chapter of SORBA in accordance with the By-Laws of such Chapter.

At Large Members. Individuals, families and organizations who join SORBA directly ("At Large Members") shall not have any right to vote, title, or interest in or to the corporation, its properties and programs or its Directors.

Chapter Members. Chapters are composed of individual, family and organizational members ("Chapter Members") that have formed independent local organizations with an aligned mission that meet criteria and standards developed by SORBA (as provided in SORBA's Operations Manual, as may be amended from time to time) and have applied and been accepted by the SORBA Board of Directors to become Chapters of the corporation. Chapters form the core of SORBA's organization and each Chapter in good standing shall have one seat on the Board of Directors of SORBA which is to be held by

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such Chapter's president, chief executive officer or other designated officer according to such Chapter's Bylaws, and who shall be elected by the Chapter Members of such Chapter. Chapter Members shall not have any right to vote, title, or interest in or to the corporation, its properties and programs, except pursuant to their rights as a Chapter member to vote for their Chapters' Director.

Dues. Dues and qualifications for all At Large Members and Chapter Members, shall be set by the Executive Committee after seeking advice from the full Board of Directors. The Executive Committee of Directors may also determine a certain amount of dues in excess of the ordinary membership dues that shall entitle any member to be recognized as a sustaining member or other membership designations as it sees fit from time to time. All dues shall be payable to a Chapter of SORBA, SORBA or its membership processing agent.

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

Acquisition of Membership. Persons or organizations shall become members of SORBA upon submission of an application for membership and payment of dues for the type of membership requested as required by SORBA or a Chapter of SORBA.

Expiration and Renewal of Memberships. All SORBA memberships are annual and shall expire twelfth months after the membership is acquired unless other length memberships are authorized by SORBA or a Chapter. All memberships may be renewed by the payment of the appropriate dues in accordance with the rules of SORBA or a Chapter of SORBA through which the membership was granted.

Membership Rolls and Evidence of Membership. SORBA shall maintain a roll of all current 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 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..

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

Transferability of Memberships. All memberships are non-transferable.

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. E-mail address of member
3. Type of membership desired.
4. Date of application.
5. A statement confirming that the applicant supports the Mission Statement of SORBA or the Chapter and will comply with all the applicable rules of SORBA or the Chapter as may be contained in SORBA's or the Chapter's charter, By-Laws, Operational Manual and Code of Conduct.
6. A statement confirming the applicant's consent to receive any notice from SORBA or its Chapters via the applicant's e-mail address provided in the

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application and that the applicant shall be responsible to notify SORBA or the member's Chapter of any change to such address.

IV. BOARD OF DIRECTORS

Board of Directors Responsibilities.

The business and affairs of SORBA shall be managed by its Board of Directors or by such committees as the Board may establish pursuant to these Bylaws. The Board of Director's primary functions shall be to make policy and to oversee the management of the resources of SORBA in a sound manner. The Board of Directors shall have the power to carry out these and any other functions which are permitted by law or by these Bylaws, alone or in conjunction with others, to affect the charitable and educational purposes for which SORBA is organized. These functions shall include, but shall not be limited to, the following:

1. To elect the Officers of the corporation at the annual Fall meeting.
2. To periodically review the goals and objectives, and operations of SORBA.
3. To establish, review and approve changes in the programs of SORBA consistent with its mission.
4. To aid or assist other organizations or persons whose activities further accomplish, foster, or attain the purposes of SORBA.

Board of Directors Requirements.

The duly elected president or chief executive officer of each SORBA Chapter (or other officer so identified in such Chapter's Bylaws) shall be designated as a member of the SORBA Board of Directors. Each SORBA Chapter in good standing shall be represented at each meeting of the SORBA Board of Directors by its representative Board member or such Chapter Delegate as is appointed by such Board member, who will represent that Chapter's interests and obligations at such meeting. No one member may occupy more than one position on the Board of Directors and each Director, or alternatively a Director's Chapter Delegate, is limited to one vote on matters before the Board. Only current members of a Chapter may be a Chapter Delegate for such Chapter. Directors and Chapter Delegates must be natural persons 18 years of age or older.

The number of Directors may be increased or decreased periodically as determined by the number of SORBA Chapters then in good standing.

V. OFFICERS

Officer Designations. The Officers of SORBA shall be the President, a Vice President, a Secretary/ Treasurer, any State Designated Officers, and such additional Officers, as the Board of Directors shall designate and elect.

Election of Officers. During an election year, nominations for Officers can be made by a Director 30 days prior to the election by notifying the Executive Director of a nomination. The Executive Director shall announce all nominations at least 14 days prior to the annual Fall Business meeting. Officers shall be elected by an affirmative vote of a majority of the Board of Directors then in office.

Officer Terms and Vacancies. Officers shall serve for a term of two (2) years and thereafter if necessary until a successor is elected. At the time of their election, all Officers shall already be or shall concurrently be designated as members of the Board of Directors. Newly elected Officers shall assume their office on January 1 of the year following their election. A vacancy in any Officer position during an unexpired term may be filled at any

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time by a majority vote of the Board of Directors then in office and such Officer shall serve until the expiration of the term of the vacating Officer.

Removal of Officers. Any Officer or agent elected or appointed by the Board of Directors may be removed by the Board by a majority vote of the Directors then in office, whenever in its judgment the best interest of the Corporation will be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Officers Duties. The duties of the Officers shall be:

President. The President shall preside at all meetings of the Board of Directors 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.

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.

Secretary/Treasurer. The Secretary/Treasurer shall be the clerk of the Corporation and will oversee the management of 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 are 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 of the Board of Directors, the Executive Committee and any SORBA-wide meetings of the members and shall distribute such minutes promptly. At the discretion of the Board of Directors the duties of the secretary/treasurer may be separated and if so, both such Officers will become voting members of the Executive Committee.

VI. EXECUTIVE DIRECTOR.

The Executive Director shall be the chief executive officer of SORBA and shall be responsible for carrying out the directives of the Board of Directors.

The Executive Director shall be nominated by the Executive Committee and appointed by the Board of Directors by an affirmative vote of a majority of the Directors then in office and shall act as the official adviser to and executive agent of the Board of Directors and the Executive Committee. The Executive Director shall also be a non-voting member of the Executive Committee.

Upon his/her 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/her office or as instructed by the Board of Directors, and the power to appoint manage and discharge the professional staff, employees and contractors of SORBA. In this connection, the Executive Director shall, subject to, and in accordance with the instructions of the Board of Directors; be authorized to incur expenses in accordance with the approved budget; shall make such reports and recommendations to the Board of Directors concerning the work or affairs of SORBA which, in his/her judgment, are desirable for their

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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 Executive Committee 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 duly appointed.

VII. COMMITTEES

Executive Committee.

The Executive Committee shall consist of the Officers of the organization, the Executive Director and the Designated State Officers. The Executive Board 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 duties of the Executive Committee shall include:

1. [Establish] and oversee the annual budget of SORBA and establishment of policy guidelines for management of all investments, financial matters and major fund-raising efforts;
2. Authorization of the purchase, management and sale of all assets and material possessions and equipment for use by SORBA;
3. Authorization on behalf of SORBA for the incurring of debts and securing thereof by mortgage and pledge of real and personal property both tangible and intangible;
4. Authorization of any changes in membership fees after advice on any changes from as wide a group of volunteer leaders as possible as well as from the regular membership.
5. Appointment or removal of the Executive Director on such terms and conditions, including without limitation, terms relating to compensation and performance, as the committee may deem advisable.

Executive Committee Designated State Officers.

Each State that has [two] or more SORBA Chapters shall have a representative on the Executive Committee. If none of the SORBA Officers is a Chapter member from such a Chapter State, then the Directors shall, by an affirmative vote of a majority of the Directors then in office, elect a SORBA member in good standing from among such State's Chapters to serve on the Executive Committee as a Designated State Officer until such time as a Chapter Board member from that State is elected to another Officer position of SORBA, then the Designated State Officer for such state shall step down and be replaced on the Executive Committee by such newly elected Officer.

Other Committees.

The Board of Directors may, by the resolution adopted by a majority of the Directors then in office, designate one or more committees, to serve at the pleasure of the Board. Other than the Executive Committee (which shall be comprised only of Directors), Committees may be composed of Directors and Officers, staff, affiliated organizations,

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or individual members. Committees may advise or present findings of research to the Board of Directors.

VIII. MEETINGS AND ACTIONS OF THE BOARD OF DIRECTOR

The Board of Directors shall have two business meetings per year at a place and time as announced via notice 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 business meeting of the Directors shall be held no later than November 30th of each year at 11:00 a.m., or at such time and at such place as the Executive Committee shall from time to time determine. At the business meetings the Directors will transact such business as may properly come before the meeting.

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 prior notice to the Directors if in writing (and mailed by at least first-class mail, to the Directors' addresses as shown on the roll of members, with adequate postage affixed to it), or if sent electronically, but in either case no longer than 60 days in advance of such meeting.

All meetings of the Board of Directors shall be open to any member of SORBA, 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:

1. A majority of the Directors then in office present at any meeting shall constitute a quorum for the conduct of any business [except in the case of Director elections or bylaw changes, which shall require a quorum of two thirds (2/3) of the Directors then in office]. The quorum shall continue until adjournment of a meeting regardless of the departure of any Officer during the meeting.
2. The affirmative vote of a majority of the Directors 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.
4. Authorized action taken by the Directors or members of a Board Committee without a meeting is nevertheless considered a Board or Board Committee approved action if written consent to the action in question is signed (in writing or by electronic transmission) by [80%] of the Directors or all of the members of the Board Committee, as the case may be, and filed with the minutes of the proceedings of the Board or Board Committee, whether done before or after the action so taken.

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

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X. INDEMNIFICATION

SORBA shall indemnify, each of its Officers, Directors, their Delegates, and employees (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/she may be made a party or with which he/she 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/she shall have been adjudicated in any action or proceeding, not to have acted in good faith in the reasonable belief that his/her action was in the best interests of SORBA. 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/her action was in the best interests of SORBA, 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. 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 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 purchase and maintain insurance on behalf of the person who is or was a Director, Officer, employee or agent of the Corporation against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability.

XI. SORBA FINANCES

All property and money belonging to SORBA shall be held in the sole name of the Southern Off-Road Bicycle Association, Inc., except that SORBA's membership processing agent may hold SORBA funds in its own name so long as they are accounted for as belonging and held in trust for SORBA.

All money received by SORBA shall be promptly deposited in an account at a financial institution that is insured by the Federal Deposit Insurance Corporation and all payments of money by SORBA shall be made by checks or other drafts upon these accounts.

XII. RECORDS AND FINANCIAL REPORTS

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

XIII. SORBA FISCAL YEAR

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

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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/her responsibilities to SORBA; or (b) such Director is aware that a member of his/her 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/her 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.

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.

XVI. NOTIFICATIONS AND MAILINGS TO MEMBERS

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

XVII. AMENDMENTS OF BY-LAWS

These by-laws may be amended by the affirmative vote of at least two-thirds of the Board of Directors then in office (discounting vacancies) at any regular meeting of the Board of Directors, or any special meeting called for that purpose, provided that all Directors have been given 10 days prior notice if in writing (and mailed by at least first-class mail to the Directors' addresses as shown on the roll of members, with adequate postage affixed to it), or if sent electronically, but in either case no longer than 60 days in advance of such meeting. The notice may be included in the notice for the special meeting.

All members shall be notified of any amendment to the Bylaws as soon as reasonably possible.

Approved by SORBA Board on May 18, 2019