

**By-Laws of the
Southern Off-Road Bicycle Association, West Alabama Chapter
West Alabama Mountain Bike Association**

Revised 7/20/08

I. Name and Purpose

- A. The name of the organization is the SOUTHERN OFF-ROAD BICYCLE ASSOCIATION: WEST ALABAMA CHAPTER, referred to herein as the SORBA--WAMBA or the CHAPTER.
- B. The purpose of the SORBA--WAMBA 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 Tuscaloosa County, Alabama. SORBA--WAMBA adheres to and supports the mission statement of SORBA.

II. Principal Office

The principal office of the SORBA—WAMBA is Tuscaloosa, Alabama, or the vicinity, at a location to be determined by the Board of Directors.

III. Membership

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

IV. Officers and Board of Directors

- A. Officers and Duties: There shall be four officers elected from the membership of SORBA--WAMBA, 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.
 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 by-laws, and will maintain the SORBA--WAMBA 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.
- B. Board of Directors: The Board of Directors shall serve as the governing body for the SORBA--WAMBA 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 of SORBA-WAMBA 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.
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 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--WAMBA, 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. 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.

V. **Actions and Meetings of the Board of Directors**

- A. The board of directors shall have three regular meetings 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.
- 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:
 - Roll Call
 - Reading of Minutes of previous meeting
 - Nominations
 - Old Business
 - New Business
 - 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.

VI. 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.

VII. SORBA Finances

- A. All property and money belonging to the SORBA--WAMBA shall be held in the sole name of the Southern Off-Road Bicycle Association--West Alabama 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.

VIII. Records and Financial Reports

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

IX. Fiscal Year

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

X. 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. 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.

- C.** All members shall be notified of any amendment of the by-laws as soon as possible.