

By-Laws of the
Southern Off-Road Bicycle Association, Tallahassee
d/b/a
Tallahassee Mountain Bike Association (TMBA)

Adopted November 2, 2014

Article I. Name and Purpose

- A. The name of the organization is the SOUTHERN OFF-ROAD BICYCLE ASSOCIATION, TALLAHASSEE CHAPTER – d/b/a TALLAHASSEE MOUNTAIN BIKE ASSOCIATION referred to herein as TMBA or the CHAPTER.
- B. The purpose of TMBA is to assist the Southern Off-Road Bicycle Association (SORBA) 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 Leon County, Tallahassee, Florida. TMBA adheres to and supports the mission statement of SORBA. TMBA members work together AND ride together.

Article II. Principal Office

The principal office of TMBA is Tallahassee, Florida, or the vicinity, at a location to be determined by the Board of Directors.

Article III. Membership

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

Article IV. Officers and Board of Directors

- A. Board of Directors: The Board of Directors shall serve as the governing body for TMBA and shall be responsible to set all policies of the Chapter and shall make decisions regarding the Chapter's operation. The Board of Directors shall consist of the four Officers and up to three additional Board Members at Large. Each member has the right to vote on all questions and has one vote.
- B. Officers and Duties: There shall be four officers elected from the membership of TMBA, who shall also serve as 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 serve as the chair of the

Chapter Board of Directors and will serve as a board member to SORBA. As chair of the Chapter Board of Directors, the President has the responsibility to preside at all meetings of the board and set the agenda of the board meetings.

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 bylaws, and will maintain the TMBA 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.

C. Election and Tenure of Board of Directors:

1. **Qualifications:** Any member of TMBA can hold any position on the Chapter Board. No person can hold more than one position on the Board at any one time.
2. **Regular election:** Board members will be elected annually at a special meeting called for the purpose. At least one such meeting must be called in the last quarter of the calendar year to fill positions for the upcoming year.
3. **Nominations:** Any member may be nominated by for any office or Board membership at large upon the request of at least two (2) members of the Chapter. Such requests may be made orally at the annual fall event, or in writing at any time before the nominations are closed.
4. **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.
5. **Vote:** Voting on all members nominated shall be by majority vote of the members present at the annual fall event. For purposes of annual elections, a majority of members present shall constitute a quorum.
6. **Terms:** All board members elected in a regular election will assume office on January 1st of the next year and serve for a term of one (1) year, or until their successor has taken office.
7. **Vacancies:**
 - a. A vacancy of one of the Officers for any reason may, at the discretion of the board of directors, be filled by a special election, or, if a special election is not held, such vacancy shall be filled at the next regular election.

- b. A vacancy of one of the Board members at large may be filled in the same manner as that of one of the Officers or by appointment for the remainder of the year by vote of the Board.
 - c. 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 Board Members: Any officer or at large Board member may be removed from office at any time, with or without cause, by action of the Board of Directors or by action of the members.
- 1. Initiating removal of a board member: Any officer or at large Board member may request that the Board of Directors remove any officer or at large Board member, and such request, if seconded, shall be a basis for considering removal. A petition, in writing, signed by at least ten percent (10%) of the members of the Chapter, requesting the removal of any officer or at large Board member shall also be a basis for considering removal.
 - 2. Board action: When a basis for considering removal of any Board member exists, the Board must consider and vote on whether to remove the member. The matter shall be considered at the next regular meeting of TMBA if a such a meeting will occur within 2 weeks of the petition or second; if no regular Board meeting will occur within 2 weeks of the action that serves as a basis for the vote, a special meeting called for that purpose not less than two weeks after the request must be held. Upon the affirmative vote of 3/4 of the votes cast, the officer or at large Board member shall be removed.
 - 3. Action by membership: If the basis for considering removal was a petition and the member is not removed within 2 weeks, the President must order that a vote of the membership be taken on the removal, and if a majority of the votes cast favor removal, the officer or at large Board member shall be removed.
 - 4. If at any time in the process a Board member being considered for removal resigns, no further action by the Board or membership is required.

Article V. Actions and Meetings of the Board of Directors

- A. The Board of Directors shall meet at least quarterly at a place and time as announced. Notice of meetings of the Board of Directors shall be posted on the Club website and shall be provided to the general club membership via e mail address, if available, at least ten (10) days prior to the meeting date.
- B. A special meeting may be called by the President or at the request of a majority of the Board of Directors. Reasonable effort must be made to provide five (5) days advance notice of any special meeting to the Board members and general club membership via website posting and e mail.

- 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 Board members currently serving shall constitute a quorum for the conduct of any business. A Board member may identify a proxy or substitute for that member for a particular meeting and that proxy shall count toward a quorum. Any current TMBA member not already serving as a Board member may act as a proxy.
- E. At any meeting of the Board of Directors, the order of business shall be as follows:
- Approval of Minutes of previous meeting
 - Old Business
 - New Business
 - Open Discussion
 - Adjournment
- F. The affirmative vote of a majority of the Board members present and voting shall be required for any action of the board of directors, unless otherwise provided in these by-laws. 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 the member's dissent is requested to be recorded in the minutes.
- G. A Board Member may assign his vote by proxy to any 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. If action is necessary by the Board and the issue does not reasonably permit the holding of a meeting, the Board of Directors 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 be explained at the next board of directors meeting and the written consent shall become a part of the minutes of the next board of directors meeting.

Article VI. Expense Reimbursement and Indemnification of Officers and Members

- A. Officers, Board Members and members will be reimbursed for actual expenses when approved by the Board, ahead of time if possible.
- B. SORBA, per its constitution, shall have the power to indemnify any officer or at large Board member against losses that might be sustained in the course of performance duties for the Chapter to the full extent provided by law, and may purchase insurance to provide for such indemnification.

Article VII. SORBA Finances

- A. All property and money belonging to the SORBA, Tallahassee Chapter shall be held in the sole name of the Southern Off-Road Bicycle Association, Tallahassee.

- 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 of Directors.

Article VIII. Records and Financial Reports

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

Article IX. Fiscal Year

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

Article X. Adoption and Amendments of By-Laws

- A. These by laws were adopted by a $\frac{3}{4}$ majority of TMBA members present and voting at the duly noticed and regularly scheduled TMBA annual elections meeting held on November 2, 2014.
- B. These by-laws may be amended by the affirmative vote of at least three quarters 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 ten (10) days prior to such meeting.
- C. 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:
 - a. Changes the rights of a member to vote, to make nominations, including adequate notice of same.
 - b. Affects a member's rights to receive notices or his access to information about SORBA.
 - c. Alters the rights of members to remove officers, or to elect 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.