

BYLAWS OF THE SARATOGA MOUNTAIN BIKE ASSOCIATION

ARTICLE I

NAME

The name of this organization shall be the "Saratoga Mountain Bike Association", abbreviated "SMBA" or the "association".

ARTICLE II

PURPOSE/OBJECTIVE

SMBA shall be a non profit organization dedicated to fostering and protecting the mountain biking resources in the New York State Capital-Saratoga-Adirondack region. These purposes shall be promoted by means including, but not limited to trail building and maintenance, development of good neighbor relations near to or adjacent to riding areas, educating the public on the availability of established biking trails and the promotion of ethical and responsible mountain biking. It is the further intent of this association to encourage the development of riding skills, as well as to promote good fellowship.

ARTICLE III

EMBLEM

The emblem or logo shall be:



ARTICLE IV

POLICIES

Section 1. Policies. This association shall be non sectarian, non partisan and non-profit.

§2. Code of conduct. A. Every member shall consider the image and welfare of the association when governing his or her conduct on or near the trails to present a responsible and positive image of the association and its members.

B. No member shall use his or her association with SMBA for political, financial or business purposes or for any purposes which does not directly benefit the association or further its objectives.

C. No member shall act on behalf of the association, or represent the association, without the explicit permission of an association officer.

D. Association members are allowed to have one non-member guest with them while on SMBA leased property.

E. All members shall follow the International Mountain Biking Association (IMBA) "Rules of the Trail" when riding on all trails. All members must heed and obey all posted signs, rules or other regulations or restrictions that apply to the area that they are riding in.

H. Any member who observes others whose actions do not comply with these code of conduct rules should attempt to bring to the attention of the fellow rider(s), in a polite and courteous manner, that their actions are do not comply with known rules and/or restrictions in an effort to educate the rider(s).

§3. Equipment. Any member who borrows equipment or tools from SMBA or another individual must be prepared to replace or compensate the owner if the equipment is lost, damaged or stolen.

ARTICLE V

MEMBERSHIP

Only members currently in good standing, by paying their annual dues and complying with these bylaws or directives of the executive committee, shall be

considered “active members”. Active members are entitled to vote at regular business meetings and they shall receive all publications and general mailings.

ARTICLE VI

ORGANIZATION REQUIREMENTS

§1. Minimum number of members. This association, to remain in good standing shall maintain a membership of at least ten active members.

§2. Membership below ten members. Should membership fall below ten active members for twelve consecutive months, this association shall cease to exist at the end of that fiscal year and the provisions of article sixteen of these bylaws shall take effect.

ARTICLE VII

DUES

§1. Annual dues. Dues are payable upon acceptance to membership and, thereafter, annually beginning the first day of October.

§2. Annual amount. The executive committee shall determine the amount of the annual dues for the following fiscal year.

§3. Reinstatement to membership. A person who has been removed from the association membership list for non payment of dues may be reinstated, pursuant to a directive of the executive committee, upon payment of annual dues to the association.

ARTICLE VIII

FISCAL RESPONSIBILITY

§1. Fiscal year. The fiscal year shall commence on the first day of October and shall end on the thirtieth day of September of the following calendar year.

§2. Fiscal reports. A. The Treasurer shall construct monthly reports of the organization’s financial activity for each calendar month and report thereon at the next meeting of the organization.

B. The Treasurer shall also construct annual fiscal year end summary reports of the organizations financial activities within thirty days of the close of the fiscal year and after the close of the Treasurer's term of office and shall report thereon to the organization at the next regular meeting. The Treasurer will make all reports available for review to any member who makes such a request.

ARTICLE IX

ADMINISTRATION

§1. Executive committee. The administration of the association shall be governed and carried out by the executive committee. The executive committee shall consist of the following officers: President, Vice President, Treasurer, Secretary, Membership Director and one Regional Vice President for each region SMBA maintains pursuant to article eleven-A of these bylaws. In addition, the immediate past president may serve as ex officio, non-voting member of the executive committee.

§2. Term of office. All elected positions shall be for a one year term of office. Officers shall assume their duties immediately following the annual business meeting and shall serve for one year and/or until successors are duly chosen.

§3. Term limits. Officers shall serve no more than four consecutive terms in any single elected position and shall assist incoming officers during their transition.

ARTICLE X

NOMINATIONS AND ELECTIONS

§1. Executive committee officers elected. Executive committee officers shall be elected at the organization's annual business meeting in November.

§2. Eligible candidates. Only active members who are in good standing and meet the requirements of the office shall be eligible for executive committee office. Active members may hold only one elected office. Elected officers may also serve as a committee chairperson and/or committee member.

§3. Nominations, nominating committee. At a regular business meeting preceding the annual meeting by at least two months, the President shall appoint, subject to approval by the executive committee, a nominating committee of at least three members. The nominating committee shall present to the annual meeting a slate of one or more nominees for each executive committee office. A brief written summary of each nominee's qualifications for each office will be presented to the members for their consideration.

§4. Elections. All executive committee officers shall be elected by ballot at the annual meeting by a majority vote of the members present. The President shall conduct the meeting and appoint three tellers at the time of the election, who shall receive the ballots, poll the votes and announce the results.

§5. Vacancies. In the event of death, resignation or incapacity of the President, the Vice President shall become President for the unexpired portion of the term. Vacancies in offices other than President shall be filled by the executive committee at the next regular meeting of the association for the unexpired term.

§6. Term of office eligibility. Any executive committee officer who misses three consecutive regular meetings (unless due to circumstances excused by the executive committee) will automatically lose the privilege of serving in their capacity.

ARTICLE XI

DUTIES OF EXECUTIVE COMMITTEE OFFICERS

§1. President. The President shall be the principal officer of the association and shall:

A. preside over all regular meetings of the association and the executive committee;

B. serve as association leader and general manager pursuant to the purpose of this association as stated in article two of these bylaws;

C. approve the treasurer's request for disbursement of funds over \$250.00 up to an amount of \$500.00. Disbursements of funds over the amount of \$500.00 require executive committee approval via a majority vote at a regular business meeting;

D. appoint special committees, chairpersons and members of such special committees. The President may also appoint a parliamentarian;

E. sign the lease, insurance, bank account, and other official documents; and

F. renew all memberships.

G. The immediate past president may serve as ex officio, non-voting, member of the executive committee.

§2. Regional Vice Presidents. Each region shall be represented by a Regional Vice President who shall:

A. perform the duties of the President in the absence of the President;

B. after a vote of the remaining executive committee members, become President for the unexpired term in case of death, resignation or incapacity of the President;

C. be responsible for organizing all SMBA-sanctioned events in each Regional Vice President's respective region, including, but not limited to managing any vendor or special guest interactions for involvement in such events and arranging food and beverages for such events; provided, however, that certain responsibilities of this duty may be delegated to a special committee; and

D. oversee trail system representatives, appointed pursuant to paragraph D of section one of this article, who shall, for their respective trail system:

i. lead and coordinate all tasks, staffing requirements and equipment resources for SMBA trail building and maintenance activities;

ii. communicate with land managers and neighbors about trail maintenance and trail building when necessary;

iii. coordinate SMBA's Adopt-A-Trail program, including, but not limited to ensuring that sufficient adopters have been assigned to cover the entire trail network;

iv. compile and archive reports from members of damage to the trails, reporting lesser damage to adopters and scheduling larger damage into the plans for trail maintenance days; and

v. act as point person for all interactions with the media, land owners, and town and state officials;

E. serve in such other capacities as assigned by the President.

§3. Treasurer. The Treasurer shall:

A. have charge of all monies of the organization and shall report thereon at all regular meetings;

B. pay all bills up to an amount of \$250.00 without authorization of the President. Pay all bills up to an amount of \$500.00 with authorization of the President. Pay all bills over an amount of \$500.00 with authorization of the President and approval from the executive committee via majority vote at a regular business meeting;

C. keep an itemized record, in a permanent file, of all receipts and expenditures;

D. preside over the meetings in the absence of the President and the Vice President;

E. maintain inventory of all merchandise and the associated money;

F. maintain inventory of all club property with approximate values and/or purchase price of each item; and

G. ensure compliance with IRS guidelines and requirements for maintaining the Association's tax exempt status.

§4. Secretary. The Secretary shall:

A. take and record accurate minutes of the proceedings of the organization and the executive committee;

B. preserve in a permanent file all records and letters of value to and from the association and its officers;

C. conduct the correspondence of the association;

D. preside over the meetings in the absence of the President, Vice President and Treasurer; and

E. post SMBA news for members on local forums.

§5. Membership Director. The Membership Director shall:

A. serve as the membership chairperson for SMBA;

B. prepare and distribute membership binders to participating shops. This includes:

i. printing annual trail stickers;

ii. updating membership forms; and

iii. updating the trail map.

C. maintain membership binders throughout the season and collect paid memberships on a timely basis;

D. maintain relationships with designated shop employees in case of questions;

E. pick up memberships and related money from supporting shops;

F. develop strategies to increase annual memberships and membership retention;

G. oversee and coordinate online and/or mail-in memberships; and

H. serve in such other capacities as assigned by the President.

§6. Officers return of documents and property. Each officer shall deliver to the successor immediately after retiring from office all accounts, records, books, papers and other property related to the office belonging to the association.

ARTICLE XI-A

REGIONS AND TRAIL SYSTEMS

§1. Organization. The executive committee shall provide for the organization and support of regions and trail systems within New York State's Capital-Saratoga-

Adirondack area. The management of the regions and trail systems shall be established and may from time to time be changed by the executive committee.

§2. Regions. Each region, as established and from time to time changed by the executive committee, shall be represented by one Regional Vice President, elected pursuant to the provisions of article ten of these bylaws.

§3. Trail systems. Each trail system as established and from time to time changed by the executive committee, shall have its own appointed Trail System Representative.

ARTICLE XII

MEETINGS

§1. Regular business meetings. Regular business meetings shall be held throughout each fiscal year. The time and location of the meetings may be changed by the President or executive committee.

§2. Annual meetings. The regular November business meeting of each year shall be designated the annual meeting, at which time reports summarizing the year's activities shall be given and elections will be held.

§3. Special Meetings. Special meetings may be called by the President or by any five members, provided all executive committee officers are notified of time, place and purpose of such meeting. Only matters stated in the meeting notice shall be considered at a special meeting.

§4. Quorum. A minimum of five members, of which a minimum of three shall be executive committee members, of SMBA shall constitute a quorum at any business meeting.

ARTICLE XIII

EXECUTIVE COMMITTEE

§1. Elected officers shall constitute the executive committee. The President, Regional Vice Presidents, Treasurer, Secretary and Membership Director shall constitute the executive committee.

§2. Executive committee guidelines. The executive committee shall:

A. supervise the affairs of SMBA and make directives as needed to implement decisions of the executive committee. Directives will expire per section six of article fifteen of these bylaws.

B. make recommendations for the association's growth and prosperity pursuant to the purpose of this association as stated in article two of these bylaws.

C. transact any business of SMBA between regular business meetings and report thereon at the next regular business meeting of the association.

§3. Voting. No member shall have more than one vote, and no voting by proxy shall be allowed.

§4. Authority. The executive committee is the highest governing body of SMBA. Final decision on all disputed issues or questions shall be resolved by the executive committee unless any section of these bylaws requires a majority vote by the membership on the action.

ARTICLE XIV

DISCIPLINE

The discipline of the association member shall be a responsibility of the executive committee who may, for cause shown, suspend or revoke the membership of an association member or impose other sanctions it deems appropriate.

ARTICLE XV

GOVERNING DOCUMENTS

§1. Amendments proposed by. Amendments to these bylaws may be proposed by any SMBA member in good standing.

§2. Presented to executive committee. All proposed amendments to these bylaws shall be presented to the executive committee prior to distribution.

§3. Distributed to members. All proposed amendments shall be provided to every member at least ten days before they are to be voted upon.

§4. Vote requirement. These bylaws may be amended by a two-thirds favorable vote of the members present and voting at any regular business meeting.

§5. Effective date; repealer. Amendments to the bylaws shall become effective immediately upon their adoption by the association and all previous bylaws shall be repealed.

§6. Directives. The executive committee is empowered to make directives for the organization. Directives will expire the next time these bylaws are amended. Directives can be incorporated into these bylaws via the formal amending procedure described elsewhere in this article.

§7. Severability. If any article, section, subdivision, paragraph, sentence, clause or provision of these bylaws shall be unconstitutional or be ineffective, in whole or in part, to the extent that is not unconstitutional or ineffective, it shall be valid or effective, and

no other article, section, subdivision, paragraph, sentence, clause or provision shall, on account thereof, be deemed invalid or ineffective.

ARTICLE XVI

DISSOLUTION

Upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under section 501 (c) (3) of the Internal Revenue Code, or to the Federal government, or to a State or local government, for the public purpose, and none of the assets will be distributed to any member, officer or trustee of this organization.

SIGNATURES

The signatures below authenticate that this document is the Official Bylaws of the Saratoga Mountain Bike Association.

THIS IS THE SOLE GOVERNING DOCUMENT OF SMBA.

X
President

X
Secretary

X
Vice President

X
Membership Director

X
Treasurer