

TRI-COUNTY MOUNTAIN BIKE ASSOCIATION

Amended Bylaws

ARTICLE I - NAME

The name of this organization shall be the Tri-County Mountain Bike Association (TCMBA).

ARTICLE II - PURPOSE

TCMBA is a Club devoted to the promotion of the sport of mountain bicycling and community service. The Club views the sport as a vehicle to promote low impact outdoor recreation, conservation and mountain bicycling opportunities that are environmentally and socially responsible.

TCMBA is dedicated to protecting and enhancing mountain bicycling opportunities through:

1. Providing enjoyable mountain bicycling experiences and social events for the mountain bicycling community, and at the same time using these events as an opportunity to educate and encourage riders.
2. Promoting responsible riding and ethical behavior among the mountain bicycling community.
3. Working in concert with land managers and owners to improve trails and facilities;
4. Working with other user groups to ensure a quality trail experience for all users,
5. Efforts to increase the diversity of the mountain bicycling community, and
6. Any other endeavor consistent with the purposes stated herein.

ARTICLE III - MEMBERSHIP

SECTION 1. MEMBERS. TCMBA shall be comprised of no fewer than three (3) members.

SECTION 2. NEW MEMBERS. New members shall be admitted upon signing an application form and waiver, and paying annual membership dues.

SECTION 3. TERM OF MEMBERSHIP. Membership shall continue so long as a member is current with annual dues, or until they choose to resign, or until removed from membership under the terms of Article III, Section 4 of the Bylaws.

SECTION 4. REMOVAL FROM MEMBERSHIP.

- A. Members may be removed for the failure to renew their annual membership dues.

B. Members wishing to resign may do so through written or oral communication to an officer or director of TCMBA. Unless the Board of Directors determines special circumstances warrant a refund, membership dues are not refundable.

C. Members whose actions and/or public utterances conflict with the Purpose (Article II) of TCMBA may be removed from membership by a majority vote of the Board of Directors. The reason or reasons for the proposed removal shall be made available to all members and shall be recorded in the minutes of the meetings.

ARTICLE IV. DIRECTORS

The Board of Directors shall be elected by the members. Board members should represent a diversity of age and ethnicity; gender; and the spectrum of cycling ability from beginner to racer. The number of Directors shall be no fewer than three (3) and no more than nine (9) . Duties of the Directors shall include:

1. To provide guidance and direction to the officers and members in ensuring that the Bylaws and Purpose of TCMBA are being carried out.

2. To serve as liaison between TCMBA and their respective community components, informing TCMBA of the needs of those components as they apply to the Purpose of TCMBA.

3. To serve on at least one TCMBA committee each year.

4. To serve as a visible representative of TCMBA and its Purpose.

A. Elections. Directors shall be elected by the members at the Annual Meeting. To be elected, a Director must receive a majority of those voting. Each Director shall serve for one year or until replaced.

B. Removal of Directors. If the meeting notice listed “removal of a director” as one of the agenda items, any Director may be removed at any time by a 75% vote of those present at a meeting of the members of TCMBA. The reason or reasons for the proposed removal shall be made available to all members present, and shall be recorded in the minutes of the meetings.

ARTICLE V. OFFICERS

Officers of TCMBA shall also be directors, and shall be chosen by the membership of TCMBA. The terms of office shall be one year, beginning on the date of the Annual Meeting. Officers will include a President, a Vice-President, a Treasurer and a Secretary. Their responsibilities are:

President and Vice-President: The President and Vice-President shall be the principal spokespersons and chief elected officers of the organization, but may delegate such functions to other members or committees as deemed appropriate. The President shall exercise general supervision over the business and affairs of TCMBA and shall perform all duties incident to the

office of and such other duties as may be prescribed by TCMBA. The President shall be an ex-officio member of all committees. The Vice-President shall fulfill the duties of the President in the absence of the President, or should the President resign from office.

Treasurer: The Treasurer shall be the chief financial officer of TCMBA and will serve as a member of the Budget Committee. The Treasurer shall be responsible for the funds and securities of TCMBA; maintain accurate records of all receipts and disbursements; disburse funds for the purpose of and in the amounts authorized by TCMBA; and ensure that TCMBA maintains compliance with Mississippi and federal statutes concerning raising and spending funds and reporting income and expenditures.

Secretary. The secretary shall be responsible for correspondence; notification of Directors when terms are expiring; recording, preparing and making available minutes of all meetings; and sending announcements of meetings. The Secretary also shall be responsible for assembly and distribution of appropriate written material to newly-elected Directors.

A. **Nominating Committee.** The President and Treasurer, and two members of the Club selected by the President and Treasurer, shall be the Nominating Committee to put before the members a slate of officers and directors. The Nominating Committee will meet two weeks before the date selected for the Annual Meeting to recommend a slate of officers to the general membership. However, at the Annual Meeting, twenty-five (25) percent of the members in attendance who are in good standing with the Club may also make floor nominations for officers, provided such nominee is in good standing with the Club .

B. **Election of Officers.** Officers shall be elected by the members at the Annual Meeting. To be elected, an officer must receive a majority of those voting.

C. **Removal of Officers.** Any officer may be removed at any time by a majority vote of those present at a Special Meeting of the members of TCMBA where the Board of Directors, following the same protocol as the Annual Meeting, calls for a Special Meeting and notifies the membership of the purpose of the meeting. The reason or reasons for the proposed removal shall be made available to all members present, and shall be recorded in the minutes of the meetings.

ARTICLE VI - MEETINGS OF MEMBERS

A. TCMBA shall hold one Annual Meeting, at a date and time determined by the Board of Directors, and such other meetings during the year as determined by the Board of Directors. Meetings shall be called by the Secretary by notifying each member at least seven (7) days in advance of the time and place of a meeting by electronic posting on the Club website and social media page, and, if a mail list has been prepared by the Secretary, by a mass email to the membership.

B. At least seven (7) members must be in attendance for there to be a quorum for the transaction of business at any meeting of the members of TCMBA. If a quorum is present, then the affirmative vote of a majority of members present is the act of the members.

The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of member(s) from the meeting, provided that any action thereafter taken must be approved by at least four members.

ARTICLE VII - MEETINGS OF THE BOARD OF DIRECTORS

- A. The Board of Directors shall meet as needed to conduct business of the board.
- B. All meetings of the Board of Directors shall be open to the full membership.

ARTICLE VIII - COMMITTEES

Committees shall be constituted and dissolved by The Board of Directors as needed and defined with a specific taskS as noted in the Minutes of the meeting of the Board of Directors establishing said Committee. Membership of any Committee shall consist of at least one officer of the Club and the other members shall be determined by appointment by vote of the Board of Directors. Standing committees hereby established are as follows:

1. Budget Committee.
2. Membership Committee.
3. Nominating Committee.
4. Trail Maintenance Committee.
5. Event Committee.

ARTICLE IX - OPERATING POLICIES

- A. The day-to-day operation of TCMBA shall be determined by these bylaws, decisions of the Board of Directors as recorded in the Club Minutes, and policies adopted by a majority vote of the members at a duly called meeting.

ARTICLE X - AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed by a two-thirds vote of the members present at a duly-called TCMBA meeting, provided that notice of the proposed bylaw changes shall be in writing and shall be mailed or transmitted electronically to the members at least two weeks prior to the meeting at which they will be considered.

ARTICLE XI - DISSOLUTION

TCMBA may be dissolved by the vote of two-thirds of the members present at a duly called meeting. Upon such dissolution, TCMBA members shall vote on how to dispose of the organization's remaining assets. Such disposal shall be consistent with the purpose (Article II) of TCMBA.

WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF TCMBA
TO AMENDMENT OF BYLAWS

The undersigned, being all of the Directors of the Club, hereby unanimously consent to the actions taken as set forth in the following resolutions:

RESOLVED that the Board of Directors hereby adopt the Amended Bylaws of the Club as set forth in the attached Exhibit "A".

RESOLVED that this Consent shall be effective on the __ day of _____, 2017.

The signing of this Consent by the director shall constitute full ratification of the actions taken as set forth in the foregoing resolutions.

DATE: _____, 2017

DIRECTOR

DATE: _____, 2017

DIRECTOR

DATE: _____, 2017

DIRECTOR

DATE: _____, 2017

DIRECTOR

DATE: _____, 2017

DIRECTOR

DATE: _____, 2017

DIRECTOR

DATE: _____, 2017

DIRECTOR

DATE: _____, 2017

DIRECTOR