

Bylaws
of the
International Mountain Bicycling Association
Southern Off-Road Bicycle Association (IMBA-SORBA)
West Georgia Chapter, Inc.
(Effective January 1, 2016)

- I. The name of the organization shall be the *West Georgia Chapter Southern Off-Road Bicycle Association, Inc.*, referred to herein as “SORBA West Georgia” or “Chapter”.
- II. SORBA West Georgia is a 501(c)(3) organization partnered with the International Mountain Bicycling Association and the Southern Off-Road Bicycle Association (IMBA-SORBA), both of which are dedicated to promoting sustainable trail access for mountain bicyclists and to maintain the trails on which mountain bikers ride. The purpose/ mission of SORBA West Georgia is to build, enhance, and preserve natural tread trails for the enjoyment of cyclists, walkers, and runners in Cobb, Douglas, and Paulding counties.
- III. Membership:
 - a. Membership of SORBA West Georgia is open to anyone willing and able to pay annual membership dues set by IMBA-SORBA.
 - b. All rules governing membership shall be set by action of the IMBA-SORBA Main Board of Directors or as outlined in their Bylaws.
 - c. Membership meetings will be held at least twice annually with one meeting taking place in November. The meeting days and times will be set by the SORBA West Georgia Board of Directors.
- IV. Chapter Officers:
 - a. Chapter Board of Directors: The SORBA West Georgia Board of Directors shall be made up of current SORBA West Georgia members in good standing and serve as the governing body for the Chapter. It shall set policies and make decisions regarding the Chapter’s operation as long as there is no conflict with IMBA-SORBA’s bylaws and policy.
 - b. Officers and Duties: The Board shall be made up of five (5) officers elected from the membership by the membership.
 - i. President: The President shall be responsible for;
 1. Carrying out the directives of the Chapter board,
 2. Having sole signing authority on all Chapter contracts/agreements, which have been entered into with the approval of the BOD,
 3. Presiding over meetings,
 4. Representing the Chapter as a member of IMBA-SORBA’s Board of Directors,

5. Sending all approved Chapter financial reports to the SORBA Executive Board Treasurer,
 6. Sending all approved Chapter meeting minutes to the SORBA Executive Board Secretary, and
 7. Ensuring the chapter's current bylaws and state certificate (proving 501c3 status) are provided to the Secretary of the SORBA Executive Board
- ii. Three Vice Presidents; Cobb Douglas and Paulding counties shall each have a Vice President. Chapter Vice Presidents shall be responsible for the following:
1. Forming a local Advisory Group to provide input on, and assistance with, county activities,
 2. Authorizing all expenditures of Chapter funds in their county subject to a \$500.00 per transaction maximum. Expenditures exceeding \$500.00 require presidential approval.
 3. Reporting all county financial transactions to the Chapter's Certified Public Accountant within 24 hours,
 4. Leading county trail development and maintenance
 5. Ensuring all Chapter related trail construction and maintenance activities adhere to standard IMBA practices,
 6. Communicating regularly with appropriate government land managers,
 7. Securing and keeping current all Memorandums of Understanding with appropriate county land managers.
 8. Tracking county volunteer hours and reporting them monthly to the Secretary/Membership Director
 9. Coordinating county fundraising events, and
 10. Attending all Chapter Board meetings.
- iii. Secretary/Membership Director: The Secretary/Membership Director shall be responsible for the following:
1. Maintaining and ensuring compliance with the Chapter bylaws,
 2. Recording the minutes of all Chapter Board of Directors and General Membership meetings,
 3. Tracking Chapter volunteer hours,
 4. Maintaining other Chapter administrative papers,
 5. Maintaining membership records,
 6. Membership recruitment/renewals, and
 7. Communicating monthly with all members regarding upcoming work days, fund raising events, and other Chapter news using IMBA's Communication Tools.
- c. Elections and Tenure:
- i. Qualifications: Any current member of SORBA West Georgia may hold a board member position.
 - ii. Nomination of Officers: During October, the current members of SORBA West Georgia shall nominate officers for the next term.
 - iii. Elections:

1. Elections for Chapter officer positions shall take place every two years in November.
2. Each individual Chapter member shall be entitled to one vote.
3. Each Chapter family membership shall be entitled to two votes, which need not be the same.
4. Chapter Retailer Members shall be entitled to one vote.
- iv. Terms of Officers: All officers shall serve a term of two years, beginning January 1. Officers cannot serve more than 2 consecutive terms.
- v. Vacancies: A vacancy shall be filled by a simple majority vote of the remaining officers until the next regular election. In the case of a tie, the President casts the deciding vote.
- vi. Removal of Board Members:
 1. Any officer may be removed from office at any time, with or without cause, either by action of Chapter Board of Directors, or by action of the members.
 2. Any officer may request the Chapter Board of Directors remove any officer, and such request, if seconded, shall be voted on at the next regular meeting of the Chapter Board of Directors, or at a special meeting called for that purpose not less than two weeks after the request is seconded. Upon the vote of two-thirds of the votes cast by the Chapter Board of Directors, the officer shall be removed.
 3. Upon the receipt of the written petition signed by at least 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. If a majority of the votes cast favor removal, the officer shall be removed.

V. Board Meetings:

- a. Board meetings will be held at least twice each year (possibly in conjunction with membership meetings), with at least one taking place in November for elections.
- b. The meeting days and times will be set by the Board.
- c. Three (3) officers shall constitute a quorum.
- d. Officers can be in person or linked to the meeting electronically if necessary.
- e. If a Board vote is needed outside of the monthly meeting, it can only be conducted through an e-mail or conference call from the President. Three affirmative votes are needed for passage of such a vote. These votes must be documented and ratified at the next full Board meeting.

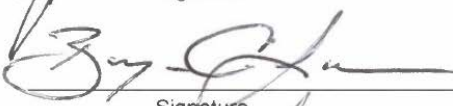
VI. Finances:

- a. The fiscal year for the Chapter shall begin and end during a normal calendar year.
- b. The Board shall secure the services of an impartial Certified Public

Accountant (CPA) to maintain the Chapter's financial records. The CPA shall maintain records of all financial transactions for the Chapter, and present a financial report monthly to all officers. This report will include at minimum;

- i. detailed breakdown of all Chapter transactions,
 - ii. summary of the overall Chapter's financial status, and
 - iii. summary of each County's financial status.
 - c. Each Board member will be responsible for reviewing these reports and confirming in writing to the CPA within seven (7) days that to the best of their knowledge, all reported financial transactions are legal, ethical, and in the best interest of the Chapter's members.
 - d. All financial transactions must be reported to the Chapter's Certified Public Accountant (CPA) within 24 hours.
 - e. The CPA is also responsible for the organization's banking relationships and signature cards.
 - f. All property and money belonging to the Chapter shall be held in the sole name of SORBA West Georgia but allocated to the county that generated it. All money received by the Chapter shall be promptly deposited in the SORBA West Georgia account (tagged for the appropriate County).
 - g. The President and each County Vice President shall be provided a SORBA West Georgia debit card to purchase items needed for Chapter/County operations. Vice President expenditures are restricted to the amount available in each county's designated funds. Presidential expenditures are restricted to the amount available in the general Chapter account. (Refer to Section IV. b ii 2.)
 - h. All records and financial reports shall be made available to any person within the membership of SORBA West Georgia.
- VII. Compensation of Officers or Members: No Chapter officer or member shall receive any compensation or remuneration for services in an official capacity but may be reimbursed for actual expenses incurred.
- VIII. Principal Office: The principal office of the Chapter will be in West Georgia, or the vicinity, at a location determined by the SORBA West Georgia Board of Directors.
- IX. Discrimination Prohibited: In administering its affairs, SORBA West Georgia 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.
- X. Amendments to By-Laws: These bylaws may be amended by the majority vote of the SORBA West Georgia Board of Directors at any regular meeting of the Board, or any special meeting called for that purpose, provided that Chapter members have been notified, at least 10 days prior to such meeting.

The above bylaws were adopted by SORBA West Georgia on November 8, 2015.

| | | |
|------------------------------------|--|-------------------------|
| President: |  Signature | <u>11-08-15</u> Date |
| Vice President: Cobb County |  Signature | <u>11/8/15</u> Date |
| Vice President: Douglas County |  Signature | <u>11/8/15</u> Date |
| Vice President: Paulding County |  Signature | <u>11/8/15</u> Date |
| Treasurer: |  Signature | <u>11/8/15</u> Date |
| Secretary: |  Signature | <u>11/8/15</u> Date |
| Sponsorship Director: |  Signature | <u>11/8/15</u> Date |
| Membership Director: | _____ Signature | _____ Date |