

## **Pisgah Area SORBA (PAS) Chapter By-Laws**

### **1. NAME, PURPOSE, AND MISSION STATEMENT**

1. The name of the Chapter is Pisgah Area SORBA, hereafter referred to as PAS. The chapter shall be affiliated with the Southern Off-Road Bicycling Association, hereafter referred to as SORBA.
2. PAS is a non-profit organization and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States tax code.
3. The PAS Mission Statement is as follows: PAS is dedicated to preserving mountain biking opportunities by maintaining and improving trail systems in the Pisgah Ranger District and surrounding region. Expanding on this Mission Statement, PAS will normally undertake the following activities:
  1. Activities and Programs. Provide its members and the general public with opportunities to steward, care for, and create trails in the PAS region. Offer trail maintenance workdays, educational programs and family activities designed to promote the responsible use of public trails by mountain bikers.
  2. Environmental Protection. Provide leadership in protection and preservation of the environment by advocating the development of informed public policy and by encouraging the establishment and management of protected land and water areas within PAS region.
  3. Organization. Provide an organization of volunteers and professionals who will manage PAS facilities and programs, encourage public respect for the environment and mountain biking, offer PAS expertise to others, and support individual contributions in realizing PAS goals.

### **1. PRINCIPAL OFFICE**

The principal office of the Chapter shall be at a location to be determined by the Chapter Board of Directors.

## **III. CHAPTER RESPONSIBILITIES**

1. The chapter shall not have the power to take any action that is in violation of the charter or by-laws of SORBA.
2. The chapter shall be responsible for carrying out at the local level the purposes of SORBA and as set forth in these Bylaws.
3. The chapter must host a minimum of two work parties per year. This obligation may be met by organizing work parties on any trail within their chapter's responsibility or on any trail not stewarded by a particular chapter.
4. The membership must perform a minimum of 80 hours of trail maintenance on approved trails per year.

5. Chapter Financial statements must be presented to the SORBA Treasurer at each regularly scheduled meeting of the SORBA Executive Board of Directors.
6. The PAS Chapter shall have its own Chapter Board of Directors empowered with the management of chapter affairs and programs consistent with PAS and SORBA Bylaws.
7. The chapter shall attempt to provide at least one representative to the SORBA Board of Directors. Such representatives should also be on the PAS Board of Directors.
8. The chapter may pursue programs and activities consistent with the SORBA Bylaws, but must obtain consent from the Executive Director prior to initiating any new program or category of activities.
9. The chapter may allocate Chapter Funds as deemed necessary according to these Bylaws. Chapter Funds shall be those funds that the chapter receives as a rebate from SORBA and those funds obtained by the chapter itself. The rebate shall be membership dues from the Chapter less the cost of newsletter publishing and other services provided by SORBA.

1. **MEMBERSHIP**

1. PAS memberships are annual and shall expire twelve months after the membership is acquired. Memberships may be renewed by the payment of the appropriate dues. Memberships are non-transferable.
2. PAS shall maintain a roll of all current members. The roll shall include the name of the member, address, type of membership, and the month and year in which the membership expires.
3. Application forms for membership shall contain, at least, the following information:
  1. Name of member making application
  2. E-mail address of member
  3. Type of membership desired (if applicable)
  4. Date of application
  5. A statement confirming that the applicant supports the Mission Statement of PAS and will comply with all PAS rules as may be contained in the Charter, Bylaws, Operational Manual and Code of Conduct.
  6. A statement confirming the applicant's consent to receive any notice from PAS via the applicant's e-mail address provided in the application and that the applicant is responsible to notify PAS of any change to their e-mail address.

1. **CHAPTER BOARD OF DIRECTORS AND OFFICERS**

1. Board of Directors
  1. Chapter Board of Directors: The Board of Directors shall serve as the governing body for the Chapter and shall be responsible to set all policies of the Chapter and shall make decisions regarding the Chapter's operation. Board members should be actively engaged in PAS business, attend and prepare for all meetings (as practicable), volunteer at activities and on committees, and make an appropriate financial contribution to PAS.

2. Elected Board of Directors: Shall consist of a minimum of six (6) and a maximum of twelve (12) members. The number of Chapter Board of Directors may be increased or decreased periodically as determined by a two-thirds vote of the Chapter Board of Directors. To the extent practicable, the board shall have regional and demographic diversity.
3. The Executive Director (if applicable) and Past President are ex-officio, non-voting Board Members.
4. Qualifications: Any active member of the Chapter may hold any PAS office. No one member may occupy more than one position on the Chapter Board of Directors.
5. Nomination:
  1. Each year, the Governance Committee shall nominate new Board Members and Officers, for a term beginning 1st of the year.
  2. Notification of Membership: The membership shall be notified each year, a minimum of 30 days prior to the nomination meeting.
  3. Any member not nominated by the Governance Committee may be nominated for any office upon the request of at least five (5) members of the Chapter. Such request may be made in writing at any time before the nominations are closed.
  4. Closing of Nominations: The board of directors shall fix a date for the closing of nominations for the members no earlier than the first day of September.
6. The Chapter Board of Directors and Officers shall be elected by a simple majority vote of the PAS Chapter membership attending the annual meeting. Elections shall take place at the next regularly scheduled meeting, following the closing of the nominations.
7. Newly elected Board Members shall take office on the 1st day of January, and the Chapter membership shall be notified as soon as practical of the results of the election.
8. Terms of Board Members: All Board Members shall serve for a term of one (1) year, or until their successor has taken office. There are no consecutive term limitations.
9. Vacancies: A vacancy on the Board of Directors may be filled by a simple majority vote of the chapter Board of Directors.
10. Removal of a Board of Directors Member:
  1. Any member of the Board of Directors 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.
  2. Any Board of Directors Member may request the Board of Directors to remove any Board Member, and such request, if seconded, shall be voted on at the next regular meeting of the Board, or at a special meeting called for that purpose not less than two weeks after the request is seconded. Upon a vote of two-thirds of the votes cast by the Board of Directors, the Board Member shall be removed.

3. Upon the receipt of the written petition signed by at least ten (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 Board Member. If a majority of the votes cast favor removal, the Board Member shall be removed.
1. The Elected Officers shall be the President, First Vice President, Second Vice President, Secretary, Treasurer, and such additional officers, as the Board of Directors shall designate. Each of the Elected Officers shall normally serve for a term of one (1) year or until a successor is elected. A vacancy in any of these Elected Officers shall be filled by two-thirds vote of the Board of Directors at any time. At the time of their election, all Elected Officers shall already be or shall concurrently be elected as members of the Board of Directors.
  1. President: The President shall be responsible for carrying out the directives of the Chapter Board of Directors. Duties include strategic planning, ensuring PAS goals are consistent with SORBA and with the chapter member's desires, ensuring that important action items are accomplished, researching and pursuing funding, attending SORBA meetings, and supporting all board members and club activities. Additionally the President shall be responsible for establishing monthly meetings, location, content, and will maintain and report the financial records to the SORBA Treasurer. The President shall be an ex-officio member of all Committees.
  2. First Vice President: The First Vice President will be responsible for assisting the president in administrative tasks and shall represent PAS in the absence of the President. The First Vice President shall be Chairperson of the Governance Committee. Normally, the First Vice President shall move up to the President position when the President's tenure is complete.
  3. Second Vice President: The Second Vice President will perform duties and administrative tasks as directed by the President and assist with operations of the organization.
  4. Secretary: The Secretary shall keep or cause to be kept record of the official policies of the organization and the minutes of all meetings and shall distribute such minutes promptly. The Secretary shall also maintain the chapter by-laws and PAS archives.
  5. Treasurer: The Treasurer will manage the financial resources of PAS, and shall assure that all books and accounts of PAS are accurately kept and shall provide a full and detailed financial report, monthly to the PAS Board of Directors. The Treasurer will also be responsible for providing monthly and yearly financial reports to the Treasurer of SORBA
  1. **Executive Director (if applicable)**

The Executive Director shall be the chief executive officer of PAS and shall be responsible for carrying out the directives of the Board of Directors.

The Executive Director shall be nominated by the Governance Committee and appointed by the Board of Directors by an affirmative vote of the majority of the Directors then in office and

shall act the official adviser to and executive agent of the Board of Directors and the Governance Committee. The Executive Director shall also be a non-voting member of the Governance Committee.

Upon their appointment by the Board of Directors, the Executive Director shall have the authority to manage and direct the operation of PAS, including the power to sign such paper as may be required by their office or as instructed by the Board of Directors, and the power to appoint, manage and discharge any professional staff, employees and contractors of PAS. IN this connection, the Executive Director shall, subject to, and in accordance with the instructions of the Board of Directors; be authorized to incur expenses in accordance with the approved budget; shall make such reports and recommendations to the Board of Directors concerning the work or affairs of PAS which in their judgment, are desirable for their information and guidance, and shall perform such other duties as are incident to the office of the Executive Director.

The Executive Director shall be an e-officio, non-voting member of all Board Committees except as otherwise provided in these by-laws. If the Executive Director is unable to perform the duties of the office for any reason, then the Governance Committee may appoint an interim Executive Director until the Executive Director is once again able to perform the duties of the office, or until another Executive Director has been duly appointed.

## **VII. STANDING COMMITTEES**

1. There will normally be five standing committees to perform the duties listed below as described below and other duties as directed by the Board. Additional committees, task forces and project teams may be established by the Board to perform other duties or projects.
2. **Governance.** Responsible for strategic planning; employment, supervision and evaluation of Executive Director (if applicable); nomination of new Officers and Board members. The Governance Committee can set interim policies that are time-sensitive or as necessary that will be reviewed by the full Board at the next regularly call meeting. The Past President shall normally be a member of this committee. Current and former Officers and Board Members are recommended for this committee although others can also be members.
3. **Trail Maintenance.** Responsible for leading the efforts of PAS to help maintain public mountain biking trails in the region using a combination of volunteer and contracted resources. Work on new public trails or new bike parks may be conducted on a case by case basis, but should not detract from existing trail maintenance.
4. **Events.** Responsible for planning and execution of PAS sponsored events. Planning and oversight of PAS participation in events sponsored by others, such as: Dales and Trails, ROAM, Pisgah Pride Day, Dupont Forest Festival, etc.

5. **Fundraising.** Responsible for planning and execution of annual and special (such as trail or project-specific) fundraising. Coordinate with Events and Communications Committees to raise funds at special events and through social media or other communications vehicles.
6. **Communications/Advocacy.** Responsible for communications through PAS website, social media, newsletters, and other vehicles. The purposes for communications are: inform membership of PAS information and activities; educate and promote PAS and safe, responsible mountain biking to public, governments, and other organizations; assist other committees in communications to achieve their responsibilities. The Committee also leads the advocacy and liaison efforts to governments and other external groups.
7. Chairpersons of each committee shall be assigned by the President, except the First Vice President shall be chairperson of the Governance Committee. Each Standing Committee shall have a Board representative. Committee members shall be assigned and may be removed by the Committee Chairperson.
8. Each Standing Committee shall prepare written updates at least one week prior to each Board meeting.

#### **VIII. ACTIONS AND MEETINGS OF THE BOARD OF DIRECTORS**

1. The Board of Directors shall meet at least once per year.
2. A special meeting of the Board of Directors may be called by the President and shall be called by the President upon the request of a majority of the Board of Directors. All reasonable effort shall be made in contacting all members of the board for such a meeting.
3. 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 to participate in any debate or discussion being addressed by the Board of Directors.
4. Voting
  1. A quorum for the conduct of any business of the Board is defined as fifty percent of the Board of Directors present at any meeting except in the case of special Director elections (Section V) or bylaw changes (Section XV). The quorum shall continue until adjournment regardless of the departure of any member.
  2. 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.
  3. 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 that officer requests specifically that his/her dissent be recorded in the minutes.
5. Board Members may take any action without a meeting using conventional or electronic mail. This includes such matters as require the assent of more than a

simple quorum. The consent of the Board of Directors to use this method and the record of the vote shall become a part of the minutes of the board of directors.

6. Board Members shall have the authority to appoint assistants, deputies, and/or committees, in title only and subject to board approval, to assist with the execution of duties.

#### **1. COMPENSATION OF OFFICERS AND MEMBERS**

No Board Member shall receive any compensation or remuneration for his/her services in official capacity of the office, but the officer may be reimbursed for actual expenses incurred. The Chapter may employ any member, other than a Board Member, in his/her personal business, or professional capacity to perform services for the Chapter, which would, in the normal course of business be contracted for with non-members, and the Chapter may pay such member reasonable compensation for such services.

#### **1. INDEMNIFICATION**

PAS shall indemnify, each of its Officers, Directors, their delegates and employees (referred to as "Indemnified Person") against all liabilities and expenses, including counsel fees and amounts reasonably paid in settlement, imposed upon or reasonably incurred by such Indemnified Person in connection with any action or proceeding, whether civil or criminal, to which they may be make a party or with which they may be involved by reason of such indemnified Person having been an Officer, Director, Committee member or other such person for PAS. However, no indemnification shall be provided for any person with respect to any matter to which they shall have been adjudicated in any action or proceeding, not to have a ted in good faith in the reasonable belief that their action was in the best interests of PAS. Such indemnification may include payment by PAS of expenses incurred in defending a civil or criminal action pr proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the Indemnified Person to repay such payment if (i) such person shall be finally adjudicated or determined by the Board not to have acted in good faith in the reasonable belief that their action was in the best interests of PAS, or (ii) PAS has received a written opinion of legal counsel to the same effect. Such undertaking to repay maybe accepted without reference to the financial ability of such Indemnified Person to make repayment. In the event of a settlement of an action or proceeding, the indemnification provided herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of PAS or when PAS has received a written opinion of legal counsel to the same effect. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such person may be entitled.

The Board of Directors may purchase and maintain insurance on behalf of the person who is or was a Director, Officer, employee or agent of the Organization against any liability asserted against them and incurred by them in any such capacity, or arising out of their

status as such, whether or not the Organization would have the power to indemnify them against such liability.

## **1. CONFLICTS OF INTEREST**

A director shall be considered to have a conflict of interest if (a) such director has existing or potential financial or other interests which impair or might reasonably appear to impair such director's independent, unbiased judgment in the discharge of their responsibilities to PAS; or (b) such Director is aware that a member of their family (which for the purposes of this paragraph shall be a spouse, parent, sibling, children and any other relative if the latter resides in the same household as the Director) or any organization in which such director )or member of their family( is an officer, director, employee, member, partner, trustee, or controlling stockholder has such existing or potential financial or other interests. All Directors shall disclose to the Board any possible conflict of interest at the earliest practicable time. No Director shall vote on any matter under consideration at a Board or Committee meeting in which such Director has a conflict of interest. The minutes of such meeting shall reflect that a disclosure was made and that the Director having a conflict of interest abstained from voting. Any Director who is uncertain whether a conflict of interest may exist in any matter may request the Board or Committee to address the question by a majority vote.

## **XII. DISCRIMINATION PROHIBITED**

In administering its affairs, PAS 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.

## **XIII. NOTIFICATIONS AND MAILINGS TO MEMBERS**

Any mailings, of ballots or otherwise, and all notices of the Chapter to any member(s) shall be deemed to have been received by said member if a mailing or notice is made according to the roll of members in the usual manner.

## **XIV. FISCAL YEAR**

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

### **1. AMENDMENTS OF BY-LAWS**

1. These by-laws may be amended by the affirmative vote of at least two-thirds of the Chapter Board of Directors at any regular meeting of the board of directors, or any special meeting called for that purpose, provided that all Board Members have been notified, at least 10 days prior to such meeting. The notice may be included in the notice for the special meeting.



2. Notwithstanding the above any amendment, which substantially alters the rights of members, shall take effect only upon the 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 the same.
  2. Affects a member's right to receive notices or his/her access to information about the Chapter.
  3. Alter the rights of members to remove Board Members, or to elect Board Members to fill vacancies. All members shall be notified of any amendments of the by-laws as soon as possible.