

BYLAWS OF
SOUTHERN OREGON MOUNTAIN BIKE ASSOCIATION
An Oregon Non-Profit Corporation

ARTICLE I

NAME AND PURPOSE

Section 1. NAME

The name of the corporation shall be the Southern Oregon Mountain Bike Association (hereinafter the "Corporation" or "SOMBA") and the same is hereby incorporated as an Oregon non-profit corporation with members.

Section 2. PURPOSE

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

SOMBA is dedicated to protecting and enhancing mountain bicycling opportunities through the following specific means:

- (1) Providing enjoyable mountain bicycling experiences through the promotion of sporting events 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; and
- (5) Efforts to increase the diversity of the mountain bicycling community.

ARTICLE II

MEMBERSHIP

Section 1. QUALIFICATIONS FOR MEMBERSHIP

Membership shall be open to any person, partnership or corporation who pays the annual dues to the Corporation as established by the board of directors. New members shall be admitted upon signing a registration form and waiver, and paying the annual dues.

Section 2. TERM OF MEMBERSHIP; RESIGNATION

Members shall serve until their dues expire, which is one year from the date of receipt of their membership application, until the member resigns, or until removed from membership in accordance with the terms of these Bylaws. A member's resignation is effective upon notifying any officer or other board member of SOMBA of the member's desire to resign. Unless the officers determine special circumstances warrant a refund, membership dues are not refundable.

Section 3. REMOVAL FROM MEMBERSHIP

A member whose actions conflict with the purposes of SOMBA as set forth above, may be removed by the majority vote of the member's present at an annual or quarterly membership meeting. The notice for such meeting must state the name of the member to be removed, and the reasons for proposing the removal of the member.

ARTICLE III

MEMBERSHIP MEETING AND VOTING

Section 1. PLACE OF MEETINGS

Annual and special meetings of the members shall be held at such place as may be designated by the board of directors.

Section 2. ANNUAL MEETINGS

The annual meeting of the members shall be held in the month of November of each year, on such date and at such time as may be prescribed by the Board of Directors and specified in the notice of the meeting.

At the annual meeting, the members present at the meeting shall elect by vote the board of directors, consider reports of the affairs of the Corporation and transact such other business as may properly be brought before the meeting.

Section 3. QUARTERLY MEETINGS

In addition to the annual meeting of members, the Corporation shall also hold no less than three (3) quarterly meetings of members periodically throughout the year.

Section 4. SPECIAL MEETINGS

Special meetings of the members may be called at any time by either Co-Chair or any two or more directors, by delivering notice to the members at least seven (7) calendar days prior to the meeting.

Section 5. NOTICE OF MEETINGS

Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days before the date of the meeting, either personally, faxed, e-mailed, or by mail, by or at the directions of either Co-Chair or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Corporation, with postage thereon prepaid. When a meeting is adjourned without all business being consummated, notice of the follow-up meeting shall be given as for an original meeting.

Section 6. VOTING RIGHTS; QUORUM

The persons entitled to receive notice of and to vote at any members' meeting shall be determined from the records of the Corporation on the date of mailing of the notice. The presence, in person or by proxy, of at least seven (7) members of the Corporation, shall constitute a quorum for the purposes of conducting business at any annual, quarterly or special meeting of members. If a quorum is present, the majority vote of those present at the meeting shall constitute the act of the membership.

In the event that a special vote is conducted by US Mail or by email, a minimum of seven (7) returned ballots shall constitute a voting quorum and the affirmative vote of a majority of ballots returned shall be the act of the membership.

Section 7. PROXIES

Every member entitled to vote or to execute any waiver or consent may do so either in person or by written proxy duly executed and filed with the Secretary of the Corporation. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

ARTICLE IV

DIRECTORS: MANAGEMENT

Section 1. POWERS

The business and affairs of the Corporation shall be managed by a Board of Directors who shall exercise or direct the exercise of all corporate powers except to the extent member authorization is required by law, the Articles of Incorporation of the Corporation or these Bylaws.

Section 2. NUMBER

The Board of Directors shall consist of not less than three (3) members.

Section 3. ELECTION AND TENURE OF OFFICE

The directors shall be elected by ballot at the annual meeting of the members, to serve for three (3) years or until qualified successors are elected and accept office. Their term of office shall begin immediately after election. At the organizational meeting of the members, Directors shall be elected to terms of 1, 2, and 3 years so that the replacement of retiring Board members will be staggered. Directors may serve an unlimited number of consecutive terms.

Section 4. VACANCIES

(a) A vacancy in the Board of Directors shall exist upon the death, resignation or removal of any directors. A director shall be considered to have resigned if absent from three consecutive meetings without prior notice to the secretary.

(b) Vacancies in the Board of Directors may be filled by a majority of the remaining directors though less than a quorum, or by a sole remaining director. Each director so elected shall hold office for the balance of the unexpired term of the director's predecessor and until a qualified successor is elected and accepts office.

(c) The members may at any time elect a director to fill any vacancy not filled by the directors.

(d) If the board of directors accepts the resignation of a director tendered to take effect at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 5. REMOVAL OF DIRECTORS

Any director of the Corporation may be removed at any meeting of the board by majority vote of the directors, provided, however, that such proposed action is stated in the notice of the meeting.

Section 6. MEETINGS

(a) Meetings of the board of directors shall be held at such place as may be designated from time to time by the board of directors.

(b) Annual meetings of the board of directors shall be held without notice immediately following the adjournment of the annual meetings of the members.

(c) Special meetings of the board of directors for any purpose or purposes may be called at any time by any director.

Section 7. NOTICE OF SPECIAL MEETINGS

(a) Notice of the time of special meetings shall be given orally or delivered in writing, personally or by mail, email or fax at least seventy-two (72) hours before the meeting. Notice mailed or faxed shall be directed to the address shown in the corporate records, or to the director's actual address ascertained by the person giving the notice.

(b) Attendance of the directors shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 8. QUORUM AND VOTE

(a) A majority of the directors shall constitute a quorum for the transaction of business. A minority of the directors, in the absence of a quorum, may adjourn from time to time but may not transact any other business.

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(b) The action of a majority of the directors present at any meeting at which there is a quorum shall be the act of the board of directors and of the Corporation, except that an affirmative vote of two-thirds (2/3) of the directors present shall be required for the sale or disposition of substantially all of the assets of the Corporation.

ARTICLE V

OFFICERS

Section 1. DESIGNATION: ELECTION: QUALIFICATION

(a) The officers shall be a Trail Advocacy Co-Chair, Ride Co-Chair, Secretary, Treasurer, and such other subordinate officers as the board of directors shall from time to time appoint, and all must be members of the board of directors. The officers shall be elected by, and hold office at the pleasure of, the board of directors. Any two or more offices may be held by the same person.

(b) A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by election of the board of directors.

Section 2. TERM OF OFFICE

(a) Term of office of all the officers of the Corporation shall be fixed by the board of directors.

(b) Any officer may be removed, either with or without cause, by a majority vote of the board of directors.

(c) Any officer may resign at any time by giving written notice to the board of directors, either Co-Chair, or the Secretary of the Corporation. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective, provided that the board of directors may reject any post-dated resignation by notice in writing to the resigning officer.

Section 3. CO-CHAIRS

The Co-Chairs shall jointly preside at all meetings of the board of directors and members and shall be ex-officio members of all committees. In addition to the following particular duties, the Co-Chairs shall form the various committees of the board and shall perform such other duties as the board of directors may, from time to time, authorize.

(a) Trail Advocacy Co-Chair. The Trail Advocacy Co-Chair shall be the principal spokesperson and director for advocacy and trail building issues, but may delegate such functions to other members or committees as deemed appropriate. He or she shall exercise general supervision over the business and affairs of SOMBA's trail building seminars, events and advocacy, shall act as SOMBA's liaison with IMBA and local land managers and agencies.

(b) Ride Co-Chair. The Ride Co-Chair shall be the principal spokesperson, organizer and scheduler of all non-event club rides and social events, but may delegate such functions to other members or committees as deemed appropriate.

Section 4. SECRETARY

(a) The Secretary shall keep or cause to be kept at the principal office or such other place as the board of directors may order, a book of minutes of all meetings of directors and members showing the time and place of the meeting, whether it was regular or special, and if special, how authorized, the notice given and the names of those present at directors' meetings.

(b) The Secretary shall give or cause to be given such notice of the meetings of the members and of the board of directors as is required by these Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or these Bylaws.

Section 5. TREASURER

The Treasurer shall be responsible for the funds of the Corporation, and pay them out only on the check of the Corporation signed in the manner authorized by the Board of Directors. The Treasurer shall be the chief financial officer of the corporation, responsible for maintaining accurate receipts and disbursements, disburse funds for the purpose of and in the amounts authorized by a vote of members, and ensure that the Corporation maintains compliance with Oregon and federal statutes concerning raising and spending funds and reporting income and expenditures. The treasurer shall provide an accurate report at every quarterly meeting stating expenditures and income for the preceding quarter, as well as a profit/loss report for any special events held during that quarter. The Treasurer shall also provide an annual report for the preceding year at the first quarterly meeting of the new year. The management of corporate funds shall be governed by the following rules:

(a) Budgets and expenditures for the general operation of SOMBA and special events shall be submitted to the membership by the officers or event directors at quarterly meetings to be voted on by those present.

(b) All disbursements of SOMBA funds will be made by check only and no reimbursements will

be made without a written receipt. SOMBA will not maintain a petty cash fund for general operation but a temporary petty cash fund may be created for the purpose of providing change at a special event.

(c) There shall be at least two legal signers of SOMBA checks consisting of a minimum of the Secretary and Treasurer. If the Secretary and Treasurer offices are combined, a Co-Chair will act as the second signer.

(d) Expenditures up to \$50 may be made by an officer of SOMBA for purchases related to regular club maintenance without a vote of the membership. Expenditures over \$50 must have approval by a vote of the general membership. This vote can be facilitated via postal mail, email, or at a quarterly meeting, providing a quorum is present.

(e) Expenditures of \$500 or more, with the exception of event directors and paid staff wages, must be preceded by at least three (3) written competitive bids which are then voted on by the membership in the manner provided in these Bylaws.

Section 6. SPECIAL EVENT AND PROJECT DIRECTORS

The directors may also appoint special event and/or project director positions necessary for the production of special events, newsletters, the creation and maintenance of websites, and other such tasks that are consistent with the stated purpose of the Corporation. Such directors shall be appointed annually by a majority vote of directors present at any meeting of directors in which there is a quorum present. A tie in voting shall be broken by a vote of the membership. Available openings for such positions must be announced to the membership at least two weeks prior to the vote, and all qualified SOMBA members in good standing are eligible for consideration.

ARTICLE VI

CORPORATE RECORDS AND REPORTS -- INSPECTION

Section 1. RECORDS

The Corporation shall maintain adequate and correct books, records and accounts of its business and properties. All of such books, records and accounts shall be kept at its place of business as fixed by the board of directors from time to time, except as otherwise provided by law.

Section 2. INSPECTION OF BOOKS AND RECORDS

All books, records and accounts of the Corporation shall be open to the inspection by the

members at reasonable times in the manner and to the extent required by law.

Section 3. CERTIFICATION AND INSPECTION OF BYLAWS

The original or a copy of these Bylaws and any amendments thereto certified by the Secretary, shall be open to inspection by the members and directors in the manner and to the extent required by law.

Section 4. CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the board of directors.

Section 5. EXECUTION OF DOCUMENTS

The board of directors may authorize any officer or agent to enter into any contract or execute any instruments in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the board of directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

ARTICLE VI

GENERAL PROVISIONS

Section 1. AMENDMENT OF BYLAWS AND ARTICLES OF INCORPORATION

(a) Neither these Bylaws nor the Articles of Incorporation may be amended except upon an affirmative vote of the majority vote of the Board.

(b) Whenever an amendment or new bylaw is adopted, it shall be copied in the minute book with these original Bylaws in the appropriate place. If any bylaw is repealed, the fact of repeal and the date on which the repeal occurred shall be stated in such book and place.

Section 2. WAIVER OF NOTICE

Whenever any notice to any member or director is required by law, the Articles of

