

# **Hoosier Mountain Bike Association, Inc.**

## **HMBA**

### **Bylaws**

#### **ARTICLE 1. MISSION AND PURPOSE**

The Hoosier Mountain Bike Association, Inc. (HMBA) is a central Indiana-based, nonprofit educational organization with the mission to promote responsible mountain biking and to work toward the goals of common land access and natural resource protection in Indiana through interaction with policy makers, the cycling industry, race promoters, mountain bikers and other natural surface trail users. HMBA also provides support to other Indiana mountain bike organizations, when appropriate, including but not limited to training, funding, advocacy, and equipment.

HMBA is a public charitable organization under Section 501(c)(3) of the Internal Revenue Code. This status affords donors the maximum tax deductions under law for income tax and estate tax purposes.

#### **ARTICLE 2. MEMBERSHIP**

Membership shall be open to all.

New members shall be admitted upon registration and payment of the combined annual membership dues to HMBA and it's national partner, IMBA, which is provided a share of HMBA membership dues to underwrite IMBA services such as database management, dues renewal mailings, training, and other benefits.

Members shall support the mission and purpose of the HMBA, although members may choose to not participate in or publically support a particular action of HMBA without relinquishing membership privileges. Existing members shall have their membership renewed upon payment of annual dues. Members shall be entitled to all rights and privileges associated with the HMBA and IMBA.

Membership is automatically terminated for failure to pay annual dues. Members wishing to resign membership may also do so in writing to any officer or director of the HMBA. Any dues paid are not refundable.

Members whose actions and or public statements are determined by the Board of Directors to be in conflict with ARTICLE 1, or any other code of ethics or policies adopted by the HMBA, may be removed from membership by a majority vote of a quorum at any meeting of the Board of Directors. Reasons for removal shall be recorded in the minutes.

#### **ARTICLE 3. BOARD OF DIRECTORS**

The HMBA shall be governed by a Board of Directors elected by the membership. Board members should represent a broad and diverse segment of cyclists and community interests.

The duty of the Board of Directors shall be to provide guidance and direction to the officers and members of the HMBA ensuring that ARTICLE 1 is being carried out. The Board of Directors shall create policy,

participate in committees, assist with raising funds and awareness among stakeholders, and be accountable to the membership as it relates to ARTICLE 1.

The number of Directors shall be no fewer than five (5) and no more than fifteen (15). Elected Board members shall serve for a term of two years (2) and may succeed themselves if there is no other candidate for the positions in question, with a limit of three (3) consecutive terms. The service of a board member filling an unexpired term of less than one year shall not count toward the maximum allowed consecutive terms in office.

A sincere attempt will be made to ensure that board terms are staggered so that one-third to one-half of the board members' terms shall expire each year.

Board vacancies shall be filled by action of the board from a list of nominees prepared by the Nominating Committee.

Any member of the board may be removed for cause by a two-thirds vote of the full Board taken at a regular or special meeting, provided that the director in question has been given written notice prior to the meeting involved and only after the director in question has had an opportunity to be heard by the Board.

The unexcused absence of a board member from any two consecutive meetings, or three meetings during a year, shall constitute grounds for removal from the board by the President at his or her discretion. Reasons for the dismissal shall be noted in the meeting minutes.

#### **ARTICLE 4. OFFICERS**

Officers of the chapter shall be elected annually by the Board of Directors. Officers may succeed themselves per restrictions outlined in Article 3.

**PRESIDENT:** The President shall be the principal spokesperson of the organization, but may delegate such function to other officers, committee persons, or members as deemed appropriate. He or she will be the primary contact for all HMBA contractual relationships. The President shall have the responsibility to supervise all activities of the HMBA, and to call and preside over meetings of the Board of Directors.

**VICE PRESIDENT:** The Vice President shall assist the President and perform the duties of the President as may be necessary from time to time in the President's absence. Additionally, the Vice President will be the principal steward of the HMBA strategic plan, providing progress reports and counsel on the plan's ongoing revisions.

**SECRETARY:** The Secretary is responsible for the proper handling of correspondence, the maintenance of records, notifications, meeting minutes, and any state or federally required filings.

**TREASURER:** The Treasurer, as fiscal manager of the chapter, is responsible for the proper handling of chapter finances, financial records, donations, grants and financial filings required of the HMBA.

**EXECUTIVE COMMITTEE:** Officers comprising the Executive Committee shall consist of a President, Vice President, Secretary, and Treasurer. They may meet between board meetings to discuss sensitive or urgent operational matters. The Executive Committee may not vote to change policy during these meetings. The Executive Committee will act as a liaison with the Executive Director.

## **ARTICLE 5: ADVISORY COUNCIL**

The board shall be assisted by an Advisory Council of members in good standing as appointed through a simple majority of the board. Advisors may attend board meetings although they are *ex officio* or nonvoting. Advisory Council members should represent a spectrum of stakeholders such as government, industry, media and other categories as approved by the Board. Advisors shall be encouraged to populate standing committees whenever possible.

## **ARTICLE 6: COMMITTEES**

The President may appoint standing or *ad hoc* committees and task forces, including chairs of said groups, at his or her discretion and with the approval of a majority of the board. Examples of such committees follow.

**NOMINATING AND BYLAWS COMMITTEE:** The Nominating and Bylaws Committee shall consist of no less than three (3) and no more than five (5) members, one of which may not be a current director. Its purpose is to present suitable candidates for board elections and to propose bylaw changes as circumstances require. The Committee will also oversee and advise on policies and procedures for the organization.

**FINANCE COMMITTEE:** Chaired by the Treasurer, the Finance Committee is responsible for the fiscal stewardship of the organization, assisting the Executive Director in preparing a budget, overseeing audits, devising systems for keeping full and accurate financial records, and making sure all grant responsibilities are fulfilled.

**FUNDRAISING COMMITTEE:** The Fundraising Committee develops and evaluates the Annual Fundraising Plan, which includes Membership, Grants, Corporate Donors, Foundations and Fundraising Events. The Fundraising Committee shall advise the board and relevant committees on the pursuit of fundraising events, grants, bequests and other forms of financial support. There may be sub-committees within the Fundraising Committee to work on individual strategies.

**TRAIL MANAGEMENT COMMITTEE:** The Trail Management Committee is responsible for overseeing trail building and maintenance at sites approved by the board. Chair of the committee may, at his or her discretion, create trail-specific volunteer groups to monitor volunteer trail work as needed.

**MARKETING COMMITTEE:** The Marketing Committee is responsible for enhancing communications with members and stakeholders, and building awareness of the HMBA chapter. Such communications vehicles as the website, forums, e-newsletters, social media outlets, and events are within the purview of this committee.

## **ARTICLE 7. GENERAL MEETINGS**

A general membership meeting shall be held at least once a year, open to all members in good standing, with at least a 14-day notice of such an opportunity, at which a slate of directors is approved. Meetings may be called more frequently at the discretion of and approval by the Board of Directors.

In order for a quorum to exist at any general meeting, there shall be present at least twice the number of current Board members. If a quorum is present, an affirmative vote of a simple majority of members shall be considered the act of all members.

## **ARTICLE 8. BOARD MEETINGS**

The Board of Directors shall meet as needed to conduct the business of the HMBA, but no less than twice a calendar year. A quorum of a simple majority of currently elected Directors must be present physically or by phone for the transaction of business of the HMBA. The Executive Committee may meet at any time between board meetings to discuss sensitive or time-bound matters, although it may not vote on any policy matter at that time. All board meetings are open to the public. The Board may, if needed, retire to executive session to discuss sensitive matters as it sees fit.

## **ARTICLE 9. AMENDMENTS TO BYLAWS**

These bylaws may be altered, amended or repealed by a two-thirds vote of a quorum of the board present at any duly called meeting. The proposed changes shall be in writing and shall be made available to the members for review at least 14 days prior to the board meeting called for purposes, in whole or in part, of amending the bylaws.

## **ARTICLE 10. CONFLICT OF INTEREST**

**CONFLICT OF INTEREST.** Any member, officer, contract employee or committee member having an existing or potential interest in a contract or other transaction presented to the Board or a committee for deliberation, authorization, approval, or ratification, or any such person who reasonably believes such an interest exists in another such person, shall make a prompt, full, and frank disclosure of the interest to the Board or committee prior to its acting on such contract or transaction. The interested party shall disclose the nature and extent of the interest and any relevant and material facts, known to him or her, about the contract or transaction, which might reasonably be construed to be adverse to HMBA's interests.

**REFRAINING FROM ACTION.** The body to which such disclosure is made shall determine, by majority vote of disinterested members, whether the disclosure shows that the non-voting and non-participation provisions below must be observed. If so, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract or transaction, and such person shall not be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. If not, such person may participate normally in the discussions, deliberations and voting on the matter. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation and whether a quorum was present.

**DEFINITION OF INTEREST.** For the purposes of this Article, a person shall be deemed to have an "interest" in a contract or other transaction if such person is the party (or one of the parties) contracting or dealing with HMBA or is a Director, trustee or officer of, or has a significant financial or influential interest in, the entity contracting or dealing with HMBA or is otherwise reasonably likely to gain a significant financial or other personal benefit if the contract or transaction is approved.

## **ARTICLE 11. DISSOLUTION OF CHAPTER**

The Board may by a two-thirds vote dissolve HMBA when it is satisfied that HMBA is inactive and that there is no reasonable hope of its immediate revival, or when it is satisfied that such action is in the best interests of HMBA. HMBA dissolution shall not affect IMBA membership status of the members assigned to HMBA. Members of HMBA, if dissolved, shall be assigned unaffiliated status or reassigned to another CHAPTER if such exists in this general region and if they so choose. Upon dissolution, all HMBA funds shall revert to IMBA, and use of the IMBA name as an HMBA chapter shall cease.