

BYLAWS

MOUNTAIN BIKE ASSOCIATION OF ARIZONA (MBAA)

The Board of Directors by Corporate Resolution dated this 21 day of December 2016 hereby adopts the following Bylaws for the Mountain Bike Association of Arizona (MBAA).

Article I: Name and Organization

1.1 The MBAA is a nonprofit organization known as the Mountain Bike Association of Arizona (hereinafter "MBAA").

Article II: Purpose, Goals, and Objectives

2.1 The MBAA is organized exclusively for charitable, religious, educational, or scientific purposes. More specifically, the purpose of the MBAA is to promote the advancement of amateur mountain biking competitions. The character of affairs of the MBAA will be to foster the advancement of mountain bike riding and racing through but not limited to:

- a. The creation and promotion of mountain bike race events;
- b. Encouraging bicycle riding;
- c. Promoting rider education, trail etiquette, and safety;
- d. Advocating mountain bike trail use;
- e. Maintaining mountain bike trails state-wide;
- f. Promoting community awareness and acceptance of bicycles.

Article III: Membership

3.1 MBAA membership shall be open to all individuals. MBAA shall have no limit on the number of members admitted. There shall be only one category of membership.

3.2 Annual membership dues shall be determined by the Board of Directors and established by Corporate Resolution.

3.3 The term of membership shall last from November 1 to December 31 of the following year.

3.4 A membership may be terminated by a majority vote of the Board of Directors, or a 2/3 vote of those holding a membership for the terminated member’s failure to abide by the terms of these Bylaws. No refund shall issue to a terminated member.

Article IV: Board of Directors and the Office of Executive Director

4.1 The business, property, and affairs of MBAA shall be administrated by the Board of Directors (sometimes referred to as the “Board”). The Board shall consist of five (5) members. Each Board member shall have one (1) vote. Each Board Member shall serve a two (2) year term. The term ending dates of the Board Members shall be staggered. Three (3) Board Members’ terms shall end on the same date beginning in the year 2017, and the remaining two (2) Board Members’ terms will end on the same date in the year 2018. Board Members may be re-elected.

4.2 The Board shall be responsible for carrying out the following:

- a.** Working and conducting business in the best interest of the Members at all times;
- b.** Amending these Bylaws as provided herein;
- c.** Filling vacancies by appointment when necessary;
- d.** Holding regular meetings at intervals as determined by the Board;
- e.** Holding one Annual Meeting for which the Members are invited to attend and vote;
- f.** Establishing a committee when necessary;
- g.** When leaving office, providing the Board members with documents, contact files, and other records created and maintained during office.

4.3 The Board may hire an individual to the Office of Executive Director, who shall work at the will of the Board. The Executive Director shall not be an elected position. The Executive Director shall not be a Board Member and shall not have a

Board of Directors' vote. No Board Member shall hold the Office of Executive Director.

4.4 The Executive Director shall be entitled to a reasonable salary determined by the Board which must be adopted by the MBAA through Corporate Resolution.

4.5 The Executive Director's responsibilities include:

- a.** Produce monthly financial summary of MBAA;
- b.** Ensure the timely publication and delivery of the monthly newsletter;
- c.** Act as MBAA's liaison with the general public, promoting MBAA through published media;
- d.** Provide news releases in all media of upcoming events and event results;
- e.** Maintain a historic record of past events, including photographs;
- f.** Post dates, times, and locations of meetings in the MBAA newsletter and other media;
- g.** Conduct Board meetings in the absence of both the Chairperson and the Competition Director;
- h.** Act as Secretary and Treasurer;
- i.** Keep the Minutes of all Board meetings and make copies of Minutes available upon request from Members;
- j.** Maintain official club membership lists;
- k.** Record meeting minutes;
- l.** Maintain financial records and bank accounts;
- m.** File necessary forms with all government agencies as may be required;
- n.** Collect membership dues;
- o.** Present financial status records at each Board meeting upon request from Board Members;

- p. At the Annual Meeting, present annual financial reports including income statement, statement of cash flows, and a current balance sheet;
- q. Enforce financial expenditures obligations and responsibilities;
- r. Maintain corporate records and make them available to Members upon request;
- s. Coordinate race events including but not limited to registration, timing, permits, medical arrangements;
- t. Obtain and arrange for sponsorships;
- u. Oversee merchandising, all shipping and receiving;
- v. Keep MBAA.net website up to date and create regular engaging posts to social media (e.g., Facebook, Twitter, Instagram) accounts.

Article V: Elected Board Officers

5.1 All Officers shall be elected by the General Membership and shall be active members of the MBAA. All Officers shall serve for a two (2) year term. The MBAA shall have the following Officers.

- a. Chairperson;
- b. Competition Director;
- c. Membership Director;
- d. Recreation Director;
- e. Trails and Land Access Director.

5.2 Chairperson Responsibilities:

- a. Coordinate the work of the Board;
- b. Ensure all orders, resolutions, and provisions herein are enforced;
- c. Call for and preside over all MBAA meetings;
- d. Call for, organize, and supervise nominations and elections;
- e. Oversee committees and subcommittees to ensure that they are generally successful;

f. Act in the capacity of Executive Director in the absence of the Executive Director;

g. Address all legal matters promptly.

5.3 Competition Director Responsibilities:

a. Administer a state wide racing series to be held each year;

b. Ensure all race series promoters sign a Contract in form approved by the board;

c. Be available on race day to oversee events;

d. Supervise the activities of all race promoters.

5.4 Membership Director Responsibilities:

a. Procure and actively seek new membership;

b. Ensure that a membership table is set up at all MBAA events and other events that would foster new membership;

c. Assist the Executive Director in the maintenance of a Membership Roster;

d. Produce membership application forms;

e. Track “interests” and “volunteering” noted on membership applications;

f. Provide a membership list to each member at the Annual Meeting.

5.5 Recreation Director Responsibilities:

a. Organize a recreational riding program of interest to members;

b. Initiate fundraisers to promote the MBAA;

c. Present organized events for approval by the Board;

d. Obtain all required authorizations from authorities and/or property owners for all MBAA events;

e. Head committee(s) to obtain any merchandise to be offered or awarded during the MBAA recreational events.

5.6 Trails Director Responsibilities:

- a.** Manage trail work;
- b.** Promote general public awareness of MBAA's trail programs;
- c.** Be a liaison with park officials, government office and non-biking user groups personally or through other representatives;
- d.** Oversee a maintenance schedule for the trails adopted and worked by the MBAA. "Oversee" does not mean that the Trails Director shall set schedules, but that he or she shall maintain awareness of all trail work undertaken by the MBAA;
- e.** Develop, prepare, or maintain a comprehensive map of mountain bike trails through the State of Arizona;
- f.** Prepare a guidance package to aid area reps and land access advocates in their trail work;
- g.** Advocate for trail and land access for the MBAA.

Article VI: Elections

- 6.1** Any member who is over the age of eighteen (18) years old may hold office, subject to the terms of the Bylaws.
- 6.2** Each Member who has paid annual dues is entitled to one (1) vote.
- 6.3** Elections shall take place at the Annual Meeting.
- 6.4** Nominations for Board Members shall be called for not later than fourteen (14) days before the Annual Meeting.
- 6.5** Nominations shall be delivered to the Chairperson.
- 6.6** Candidates will provide answers to three (3) questions to help the members cast an informed vote. The questions shall be (1) Why do you want this particular board position? (2) What is the future of the MBAA? and (3) What would you change about the MBAA or its goals and objectives?
- 6.7** If any member objects to a nominated candidate for a Board position, he or she shall deliver the objection to the Chairperson.

6.8 The candidates for election shall be presented to the Members at least seven (7) days before the Election.

6.9 Any ballot cast shall include the Member's name and current, active telephone number.

6.10 At the Annual Meeting, the MBAA shall make available a hard copy blank form ballot and a ballot box available for the deposit of votes of Board Members.

6.11 The candidates with the most votes, regardless of majority or not, shall win the election.

6.12 Any newly elected Board member shall take office on January 1 of the following year.

6.13 In the event there are no nominations for open positions, no election will be conducted and the current Board members' offices will continue for an ordinary, renewed term.

Article VII: Recall, Resignation, and Replacement

7.1 Any officer is subject to a recall vote. A special recall election shall be held upon presentation of a petition signed by a minimum of twenty percent (20%) of all members and approved by one (1) Board Member. The date and time of the recall election shall be set by the Chairperson or the Executive Director if the Chairperson is the office subject to potential recall.

7.2 Any Board member convicted of a felony has an obligation to inform the Board of the conviction and shall be automatically removed from the Board. A

7.3 Any vacancy created by recall shall be filled by Board appointment.

Article VIII: Meetings

8.1 The Board shall hold at least one (1) meeting per month at date and times as it determines will foster the most productive Board involvement.

8.2 The Annual Meeting shall be held on the last Saturday of September each year or as close thereto as possible, at a location and time as the Board determines will foster the most productive meeting.

8.3 Notice of the Annual Meeting shall be published in the Newsletter and other media as determined by the Board.

Article IX: Newsletter

9.1 A monthly newsletter shall be published and delivered to all Members. It shall include:

- a.** Dates, locations, and times of all meetings;
- b.** Information and Reports on the Board, racing, recreational riding, trail issues, and all other matters that are or may be of interest to the Members;
- c.** Announcements of all upcoming events and meetings.

Article X: Financial Expenditures

10.1 Checks written on the MBAA account shall be signed by the Executive Director. A Board Member shall also be designated as a signor to the MBAA account.

10.2 No money collected from sponsors, sales, dues, etc., shall be held by any Board Member for longer than seven (7) days without being deposited into the MBAA bank account or being turned over to the Board Member for which it is intended.

10.3 The Executive Director may write checks for all MBAA related expenses including the Executive Director salary and mileage compensation to Board Members travel to Board meetings.

Article XI: Amendments to Bylaws

11.1 The Board may adopt any amendment to these Bylaws. Any Amendment shall be ratified by vote of the majority of Members entitled to vote at the Annual Meeting.

Article XII: Choice of Law

12.1 These Bylaws shall be interpreted and enforced according to the laws of the State of Arizona.

Article XIII: Severability

13.1 If any provision herein is determined to be unenforceable in any way, the unenforceable term shall be stricken and the not-stricken terms remain in full force and effect.

MBAA

Tim Racette

12-21-16

By: Tim Racette

Date

Its: Chairperson