

MOUNTAIN BIKE ASSOCIATION OF ARIZONA BYLAWS
(effective 9/16/04)

ARTICLE I: NAME AND ORGANIZATION

The name of this non-profit organization is Mountain Bike Association of Arizona (hereinafter MBAA).

ARTICLE II: GOALS AND OBJECTIVES

MBAA has the following goals and objectives:

1. To promote membership in all categories and classes.
2. To promote a yearly State Championship Racing Series. This statewide series to include all categories and all classes of riders set forth in the MBAA Racing Rules as they may be amended from time to time.
3. To educate mountain bicyclists in riding safety, trail etiquette, and increased understanding of other user groups.
4. To promote the presence and rights of mountain bikes.
5. To advocate keeping trails open to mountain bikes.
6. To engage in regular trail maintenance statewide.
7. To educate the general public on the positive aspects of multi-user trails.
8. To conduct recreational rides, clinics, and recreational events.
9. To promote individual rider development.
10. To publish a monthly newsletter.

ARTICLE III: MEMBERSHIP

1. MBAA membership shall be open to all individuals. MBAA shall have no limit on the number of members admitted.
2. MBAA shall offer three (3) types of membership: Individual, Business and Sponsor. An Individual Membership provides an assigned rider number, the right to earn and accumulate points during the MBAA points series, subject to any exception in the MBAA Racing Rules, and the MBAA newsletter. Such a membership shall have free admittance to other selected MBAA events. A Business Membership is an advertising membership only. A defined advertisement shall appear in each monthly newsletter. The business shall receive the monthly newsletter.
3. All individual members must pay annual membership dues of \$20.00 a year.

4. All Business memberships must pay annual membership dues of \$50.00 a year, or such other annual dues as may be established by the Board of Directors.
5. Memberships shall last for twelve (12) months i.e., on a calendar year January 1 to December 31.
6. Failure to meet the requirements of the membership section or any other section of these ByLaws may result in the termination of a membership, as directed by a majority vote of the Board of Directors or a 2/3 vote by a quorum of the general membership. Should a membership be terminated, no refund will be made of dues paid.
7. Individual Members in good standing shall be entitled to One (1) vote at MBAA annual, general, and special meetings. [See Article VII: Meetings for definitions.] Each Business Member shall have One (1) vote at all annual, general, and special meetings. Each Sponsor Member, regardless of amount, shall have One (1) vote at all annual, general and special meetings.
8. The general membership shall have no vote at MBAA Board meetings. If so announced, the general membership may vote at committee/subcommittee meetings.

ARTICLE IV: BOARD OF DIRECTORS

The business, property, and affairs of MBAA shall be administrated by the Board of Directors. The Board shall consist of the following officers, each with one equal vote at all annual, general, special and Board Meetings. Specification of "annual, general, special, and board meetings" will allow committees, which may or may not consist of Board members the right to vote without outside influence if they so desire.

1. Chairperson
2. Administration Director
3. Competition Director
4. Marketing Director
5. Membership Director
6. Recreation Director
7. Trails and Land Access Director

In order to implement staggered terms for officers, three officers will be elected for two (2) year terms and four officers will be elected for one (1) year terms for 1994. Thereafter all Board members shall be elected for two year terms on a staggered schedule dependent upon the expiration of their

term of office. The term of office shall commence on January 1, and end on December 31 of the applicable year. All members of the Board of Directors shall be elected by and from the general membership. All Board members shall be active members as described by all provisions of these Bylaws. The Board shall be responsible for carrying out the following duties on behalf of the MBAA:

1. To work in the best interests of the membership in all matters.

2. To add, alter, or amend provisions of these ByLaws, subject to Article XI.

3. To fill vacancies by appointment to the Board of Directors, subject to Article VII.

4. To meet at least six (6) times each year to review the goals and activities of MBAA and the Board. The first such meeting shall be thirty (30) days after the annual meeting.

5. Conduct MBAA business on a continuing basis in the best interests of the general members, such that MBAA needs are met between general meetings and throughout the year.

6. Hear grievances by the general membership, decisions to be made by a majority of a quorum of Board members.

7. Forward to MBAA's Administration Director a copy of all MBAA correspondence with which a Board member is involved.

8. Establish committees when necessary. Each Board member shall chair his/her committee(s), hold regular committee meetings, record or have recorded committee minutes, produce a hard copy of said minutes within seven (7) days after the committee meeting, and ensure a copy of these minutes reaches both the Chairperson and the Administration Director.

9. Create individual Board position files covering contracts made while in office (i.e., names, addresses, phone numbers, who to contact for specific situations).

10. Be chaired by Competition Director should the Chairperson be absent from a Board meeting. Should the Competition Director also be absent, the Marketing Director shall chair the meeting.

11. Work with newly elected Board members to assure a smooth transition and continuity of Board functions.

12. When leaving office, provide the incoming Board member with documentation, contact files, and other records maintained during terms of office.

13. Appoint an Election Committee of three (3) MBAA members, this committee is to ensure verbally or in writing that each Board member nominee is willing to serve if elected and to collect and count ballots as prescribed within Article VI: Elections. The Administrative Director shall oversee the Election committee.

ARTICLE V: OFFICERS

MBAA shall have the following officers. All officers shall be elected by and from the general membership and shall be active members as described by all provisions of these Bylaws. All officers shall serve for a period of two (2) years with the exception of those officers elected for 1994 who were designated to serve a one year term.

SECTION I: The Chairperson will:

1. Coordinate the work of all other Board members.
2. Ensure all orders, resolutions, and provisions herein are put into effect.
3. Call for and preside over the Board meetings.
4. Preside over the general meetings, special meetings.
5. Ensure all legal matters are addressed promptly.
6. Call for, organize, and supervise nominations and elections.
7. Provide assistance to the Competition Director in obtaining sponsorships.
8. Oversee committees and subcommittees. "Oversee" does not imply the Chairperson presides over these meetings, but rather that the Chairperson ensures committees are successful in a general way.

SECTION 2: The Administration Director will:

1. Act as secretary and treasurer.
2. Keep the minutes of all general, annual, special, and Board meetings, and shall have a hard copy available within seven (7) days of the meeting so that individual members may read it upon request.
3. Maintain a file of correspondence, including copies of MBAA-related correspondence received from Board members.
4. Maintain official club membership lists.
5. Record in the minutes all dates, times, and locations of all meetings. The Administration Director shall ensure the meeting site is secured.

6. Maintain MBAA's financial records and bank accounts.
7. File all necessary forms with governmental authorities, including but not limited to IRS Form #990 or #990EZ (Return of Organization Exempt Form Income Tax).
8. Collect all membership dues.
9. Present itemized written reports of financial status at each Board meeting.
10. Submit an annual financial report at the annual meeting including but not limited to an Income Statement, a projected Cash Flow Report for the coming year, and a current Balance Sheet.
11. Submit a written list of monthly expenditures at general meetings.
12. Be familiar with Article X: Financial Expenditures, and enforce said article.
13. Oversee the Election Committee as described in Article VI.
14. Be responsible for the supervision of the activities of the contracted Administrative Aide.
15. Bring to each annual, general, special and Board meeting hard copies of the following: Rules of incorporation, non-profit status filing, MBAA's LAW (or equivalent), membership and/or insurance documentation, MBAA Bylaws, MBAA racing rules, MBAA's promoter contracts, MBAA's sponsorship contracts, corporate minute book and financial records. These shall, at the meetings noted, be made available for viewing by the general membership upon request.

SECTION 3: The Competition Director will:

1. During his/her term of office, administer a statewide racing series. For instance, the Competition Director elected in September 1991 shall administer the racing series that begins in January 1992.
2. During his/her term of office, organize a statewide racing series to be held during the season following said term of office. This shall include dealing with race promoters and race locations. The Competition Director elected in September 1991 shall organize or contract for the series that begins in January 1993, and successive directors shall organize successive series.

3. Have all race or series promoters sign a Contract in a form approved by the Board.
4. Supervise the activities of the contracted race promoter or Series Promoter. If a Series Promoter is used the following items (Section 3-5 through Section 3-12) may be assigned to the series promoter.
5. Be responsible for the development of sponsorship for the upcoming season.
6. Present events and sponsorship packages to the Board for approval.
7. Present an MBAA board-approved racing series package.
8. Establish and maintain a consistent scoring system for all races.
9. Provide race results to the MBAA newsletter staff within three (3) days after the race.
10. Ensure race results are postmarked to all Business members within three (3) days after the race.
11. Provide race results to metro area media.
12. Ensure MBAA upholds its part of the contract and the racing event proceeds in proper fashion.
13. Chair Board meetings in the absence of the Chairperson.

SECTION 4: The Marketing Director will:

1. Ensure the timely publication and delivery of the monthly newsletter.
2. Act as MBAA's link to the general public, promoting MBAA through published materials (e.g., brochures) and other media.
3. Provide news releases to the local press of upcoming events and results of previous events.
4. Maintain a historic record of the season's events, including photographs.
5. Post the dates, times, and locations of all meetings in the MBAA newsletter, and through other media means (e.g., community calendars in metro papers, if applicable).
6. Chair Board meetings in the absence of both the Chairperson and the Competition Director.
7. Act as Administration Director at Board meetings in the absence of the Administration Director and the Membership Director.

SECTION 5: The Membership Director will:

1. Procure and actively seek new membership, both Individual and Business.
2. Ensure that a membership table is set up at all MBAA events and at such events that would be in the best interests of the organization.
3. Assist the Administration Director in the maintenance of the membership roster.
4. Produce application forms.
5. Ensure Business Members receive applications on a regular basis.
6. Track "interests" and "volunteering" noted on applications.
7. Provide new members with their membership cards within one (1) month of receipt of applications.
8. Provide an updated hard copy membership list to each Board member at each Board meeting, as well as at least one (1) updated hard copy to the computer scorer prior to each race, plus several additional copies on race day (e.g., for MBAA table).
9. Produce, in addition to the hard copy membership list arranged alphabetically, two (2) other membership rosters, one arranged by racer number and one arranged by category. All three (3) lists are to be available to any Board member by request. At least two (2) updated copies of all three (3) lists shall be provided to the MBAA table on race day.
10. Ensure production of labels for monthly newsletter mailing.
11. Act in the capacity of Administration Director at Board meeting, in absence of the Administration Director.

SECTION 6: The Recreation Director will:

1. Obtain LAB(League of American Bicyclists) or equivalent insurance for non-racing events, indemnifying MBAA officers, and be familiar with governing rules instituted by insurance carrier.
2. Organize a recreational riding program (i.e., fun rider, clinics, fund-raisers) of interest to the general membership.

3. Initiate fund-raisers to promote the organization, and/or related cause (e.g., a park in which MBAA does regular trail work).
4. Present organized events for approval by the Board.
5. Obtain any required authorization from authorities and/or property owners.
6. Head committee(s) to obtain any merchandise to be offered or awarded during MBAA's recreational events.

SECTION 7: The Trails and Land Access Director will:

1. Promote general public awareness of MBAA's trail programs.
2. Be a liaison with park officials, government offices, and non-biking user groups (e.g., hikers, equestrians). This is to be done either personally or through area representatives or other MBAA members. An "area representative" (area rep) is defined as an MBAA member who forms a close tie with a particular park or region. This person shall make contact with the appropriate authorities and MBAA trail workers, establish trail programs within the area in question, and provide the newsletter staff with information concerning said area.
3. Ensure action is being taken on trail and access issues statewide.
4. Oversee a maintenance schedule for the trails adopted and/or worked by this organization. "Oversee" does not imply the Director shall set the schedules, but rather that the Director shall be aware of the general trail work being done by MBAA. (Each area rep must have the authority to deal with park issues on the spot, as work and schedules often depend on the ranger's approval and convenience, not MBAA's).
5. Develop, prepare, and/or maintain a comprehensive map of mountain bike trails throughout Arizona.
6. Prepare a guidance package to aid area reps and land access advocates in their work.
7. Act as trail and land access advocate for MBAA.

ARTICLE VI: ELECTIONS

1. Any individual member who has paid the required

annual dues and is 18 years of age, may hold an office.

2. Each member (individual, business, sponsor) who has met annual dues or sponsorship requirements, shall be entitled to one (1) vote.
3. Nominations shall be called for in a timely manner in the fall of the year. Nominees must meet office position requirements described within the corporate by-laws. Such requirements will be set forth in a timely manner and a deadline shall be established for the nominations to be submitted.
4. A concise description of each officer's duties, as well as a mail-in nomination form will be published in the appropriate TRAX as well as being available on the MBAA website. The nomination form shall carry the following: "Please nominate only one person per position. If more than one name is listed per position, only the first name will be considered a nominee."
5. The completed nomination form shall be mailed to the attention of election committee at the address stated at that time. All internet submissions shall be sent to the election committee at the address stated at that time. All mail so addressed is to be collected by the administration director and handled as described within this article.
6. A Board appointed election committee consisting of three (3) MBAA members shall, under the direction of the Administration Director, contact each nominee and assure either verbally or in writing that the nominee meets officer position requirements described within this article and is willing to serve if elected. A nominee may accept nomination to only one position. Should any nominee be unable to serve or decline to serve, the following shall be printed on the candidate's list within the appropriate office positions: "nominee _____ (name) declines to run for this office and is, therefore, not included as a candidate."
7. Candidates will be asked three (3) questions when accepting nominations. These questions and the candidates' answers will be limited to a total of 200 words. The questions: "Why do you want this particular board position?" "What is the future of the MBAA?" "What would you like to change about

the MBAA or its goals and objectives as stated in article II?"

8. If a member perceives that a candidate has a conflict of interest with the goals and objectives of the MBAA (as stated in article II), he may submit a statement to this effect to be included with the candidates' statements. The candidate in question will have the opportunity to provide a written response. Each statement will be limited to 100 words.
9. A complete candidates list and a ballot shall appear in the TRAX and on the MBAA web site.
10. The candidates shall be introduced in print. The candidates shall also be introduced to the general membership during the scheduled annual meeting in the fall. Any candidate who wishes to speak to those attending the annual meeting shall have a maximum of five (5) minutes to present said talk and answer questions posed by the general membership.
11. The election committee's ballot box shall be available to those who wish to cast their ballot at the annual meeting, rather than mail it to MBAA.
12. The ballot shall contain the names of the candidates and the office for which they are nominated. The reverse side of the ballot shall contain a place for the member's name and MBAA number. The ballot shall be returned to the election committee at the address selected and within the time deadline established.
13. The election committee shall, prior to counting the ballots, insure that all those voting are current MBAA members.
14. The election committee, at a publicized predetermined time and place shall count the ballots cast. The counting of the ballots is open to the general membership.
15. The candidate with the most votes, regardless of majority or not, shall be declared the winner.
16. All officers of the Board shall be elected on the day ballots are counted.
17. The newly elected Board shall assume duties on January 1, following the election. Each outgoing Board member is responsible for contacting the appropriate incoming Board member and work with the incoming Board member for the balance of the

outgoing member's term in accordance with article IV Board of Directors.

18. All ballots shall be retained at least until the first general meeting to occur after the election process is complete.
19. In the event there are no nominations for open directorship positions, no election process will be conducted. If the Board members who are up for re-election agree to continue in their positions, they will continue for another two year term as if re-elected.

ARTICLE VII: RECALL, RESIGNATION, AND REPLACEMENT

1. The Board shall remain in office at the pleasure of MBAA members. An officer shall be subject to recall. A special recall election shall be held when required by a petition signed by a minimum of 20% of the membership and approved by one (1) Board member. A special election shall be called in a newsletter. A two thirds (2/3) majority of members present is required to recall an officer. An officer who is recalled may not serve again for one (1) year. Any Board member may resign by providing written notice of resignation to the Chairperson or Administration Director. A vacant position shall be filled by an appointee of the Board. Said appointee shall meet officer requirements stipulated in Article IV, and shall be confirmed or a replacement selected at the next general meeting.
2. Any Board member convicted of a felony shall be automatically removed from the Board. The remaining Board members shall appoint an acting Board member to fill this position, said person to meet officer requirements outlined in Article IV. The interim Board member shall be brought before the general membership for confirmation as outlined in number one (1) above.
3. As area representatives and committee/subcommittee members are volunteers, no special appointment procedure is required should such a person step down from said position voluntarily. A request for another volunteer is sufficient.
4. Any volunteer within the MBAA membership e.g. (area representatives, committee member, event worker, newsletter staff member) may be asked to step down from

said position upon a majority vote of the Board.
General members may approach the Board with a proposal
to remove any volunteer.

ARTICLE VIII: MEETINGS

- A. There shall be five (5) types of MBAA meetings:
annual, Board, general, special and
committee/subcommittee.
- B. A Quorum shall be decided as follows:
 - 1. General, annual, special and
committee/subcommittee meetings. A quorum of
members shall consist of those members present
at any meeting.
 - 2. Board of Directors meetings. A quorum of the
Board shall consist of four (4) Board members
who are present at a meeting.
 - 3. Proxies may be assigned to Board members only.
Proxies must be original and signed by the
MBAA member. Undesignated proxies shall be
assigned to the Chairman.
- C. The annual meeting shall be held on the second
Wednesday of September, or as close thereto as
possible. A majority of a quorum of members present
shall be required to conduct business. All motions
must be stated by a Board member. The order of
business at the annual meeting shall be:
 - 1. Roll Call
 - 2. Reading of minutes of the last annual meeting
 - 3. Report of the Chairperson of the Board of
Directors
 - 4. Reports by other Board members
 - 5. Old Business
 - 6. Setting of annual dues
 - 7. Introduction of Board of Director candidates
 - 8. New business
 - 9. Adjournment
- D. The Board of Directors meetings shall be at least six
(6) times a year. The dates, times, and locations of
Board meetings shall be announced in the newsletter and
shall be open to all MBAA members. Only Board members
shall have a vote at Board meetings. All motions must
be stated by a Board member. General members may make
prior arrangements to be placed on the agenda.

- E. General membership meetings shall be held quarterly at a location that will be published in the monthly newsletter. The focus of these meetings is to exchange suggestions and ideas, inform the membership on new activities, sponsorship and special events, and review MBAA board and committee decisions. All motions must be stated by a Board member. A majority of a quorum of members shall be required to conduct official business.
- F. Special meetings are meetings open to the general membership called at times other than on the usual quarterly schedule. Special meetings may be held as directed by the Board. Special meetings may be called by either a majority of the Board of Directors or by a petition of 10% of MBAA and one Board member. All motions must be stated by a Board member. A majority of a quorum of members shall be required to conduct official business.
- G. Each Board member shall have the right to call a meeting for his/her committee(s) without approval by other board members. Subcommittees shall also have the right to meet and discuss committee business as long as the ideas eventually pass through the proper chain of command.
- H. Notice of all general and special membership meetings shall be contained in the monthly newsletter.

ARTICLE IX: NEWSLETTER

A monthly newsletter shall be published and mailed or hand-delivered to all members. It shall include:

1. Dates, locations, and times of all annual, general, special and Board meetings.
2. Pertinent information of interest to the members from any meetings held during the month.
3. Reports on the Board, racing, recreational riding, and trail issues, as well as other matters of interest.
4. Election announcements and forms as outlined in Article VI.

ARTICLE X: FINANCIAL EXPENDITURES

- A. Checks written on the account of the MBAA shall be signed by either the Administrative Director or the Chairperson.

A third Board member may be designed a signee to sign in the absence of either the Administrative director or the Chairperson. A monthly itemized financial report shall be submitted in writing by the Administration Director to the Board at each Board meeting. A general meeting report may be verbal, as long as one (1) hard copy is available for viewing. No money collected for MBAA from sponsors, sales, dues, etc., shall be held by any member 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.

- B. Total expenditure by any one person in any one month may not exceed fifty dollars (\$50.00) without Board approval. This amount refers to both a single item over fifty dollars (\$50.00) and to several items totaling over fifty dollars (\$50.00). However, the board may approve a monthly budget that includes a regular expense over this amount (e.g., newsletter production and mailing), such that the Board shall not need to approve this expenditure each month.

ARTICLE XI: AMENDMENTS TO BYLAWS

Until December 1, 1991, changes to these bylaws may be made by as majority of a quorum of five (5) Board of Directors at Board meetings. After December 1, 1991, amendments made by the Board of Directors shall be ratified by a vote of the membership; at annual, general, or special meetings before becoming effective. A majority of a quorum of members present shall be required for ratification.

ARTICLE XII: PROCEDURES

This association hereby adopts modern parliamentary procedure to the extent it does not conflict with any provision herein.

ARTICLE XIII: DISCLAIMER

The rules, regulations, and provisions (collectively rules) contained in these bylaws are intended solely to provide governance of MBAA. All participants in this organization are deemed by their participation to have voluntarily complied with these rules. MBAA makes no expressed or implied warranty of safety or guarantee against damage, loss, harm, injury or death to participants of this organization or to any other person as a result of these bylaws and their compliance herewith, or under

any other circumstances, including any events, races, riders, or other activities conducted by MBAA, or with which MBAA is in any way associated.