

# Bylaws

## of the

### Moscow Area Mountain Bike Association, Inc.

#### A nonprofit corporation doing business in the State of Idaho

### Mission Statement

The Moscow Area Mountain Bike Association, Inc., (hereinafter, “MAMBA” “the Club” or “the Corporation”) is an Idaho nonprofit corporation with the purpose of creating, enhancing, and preserving a sustainable, publicly-accessible ~~mountain bike~~ trail system on the Palouse.

~~A fundamental component of MAMBA’s mission is respect for private land and the desires of the private landowners that allow us to recreate on their lands.~~ MAMBA is committed to being good stewards of the land, to respect the wishes of ~~our~~ landowners, and to strive in all activities to leave the land in better condition than we found it.

#### A. Board of Directors

**Section A.1 – Powers of the Board of Directors.** The Board possesses all powers consistent with these Bylaws and the Mission identified herein, the Club’s Articles of Incorporation, and Idaho Law. The MAMBA Board may not engage in activities inconsistent with the Mission of the Club, nor may it engage in any activities that would endanger the Club’s ability to satisfy the requirements of Section 501(c)(3) of the Internal Revenue Code.

**Section A.2 – Organization of the Board of Directors.** The MAMBA Board shall contain at least three **members** with the option of expansion of the Board through a two-thirds vote of the current **board members**. The Board will elect the officers of the corporation by simple majority consisting of at least a President, Treasurer, and Secretary. Board ~~position~~ officer elections will occur at the first board meeting of each calendar year. **Board members** may resign by stating so, in writing to at least two current **board members** or may be removed by a 75% supermajority of the Board.

A **Board member** may not simultaneously hold more than one board officer position and ~~must be able to physically attend the board and general meetings.~~ Board positions shall be either one, two or three year terms, ~~with not more than two positions changing in any one calendar year.~~ **Board members** are appointed by current **board members** by simple majority.

~~Active members~~ Interested persons may submit their interests in writing to a current **board member** for open **board member** consideration.

- a) **The Board President** will be the Club's chief executive who will be responsible for the overall direction of the Club's activities, for maintaining the quality of all programs and for ensuring that the membership's aspirations for the Club are attained. The Board President attends Board and General meetings and participate as member of the team. Delegation of duties are allowed with board approval.
- b) **The Secretary** will keep records and record the essences of all proceedings of the meetings of the Club and the Board, and will preserve all documents, correspondence, reports and communications of the Club. The Secretary's specific duties will include maintaining the official membership roster, compiling minutes of all official meetings; giving all notices required by law, the Articles of Incorporation, or these Bylaws; and maintaining these Bylaws and any amendments thereto. The Secretary attends Board and General meetings and participate as member of the team. Delegation of duties are allowed with board approval.
- c) **The Treasurer** will be the chief financial officer of the Club and will be responsible for the security of the Club's funds and other assets. The Treasurer's specific duties will include receiving, depositing, accounting for and disbursing all Club funds, or authorizing others to do so, as provided for by these Bylaws and the Executive Committee; maintaining all financial records; making all legally-required filings; notifying the membership when dues payments are due and collection of same; presenting a brief financial report at each Executive Committee meeting; and filing with the Executive Committee a written Annual Financial Report for each fiscal year outlining the financial condition of the Club and summarizing the previous year's transactions and events. The Treasurer attends Board and General meetings and participate as member of the team. Delegation of duties are allowed with board approval.
- d) **Other Board Members at Large** are expected to attend Board and General meetings and participate as member of the team.

**Section A.3 Advisory Positions** The Board may designate other advisory positions, as it deems appropriate, and delegate to those positions specific tasks in order to carry out the Club's mission. The Board retains ultimate decision-making authority over all matters and may eliminate an advisory position at any time and for any reason with two-thirds vote of the Board.

- a) ~~The Trails Chairperson shall organize and oversee the Trails Committee and bring their recommendations to the board for discussion and approval. The Trails Chairperson will oversee all trail work, maintain the Club's tool inventory, coordinate activities, ensure regular maintenance is completed on all trails, keep a file of volunteers and volunteer organizations to contact to assist in work, organize groups to survey potential trails or properties, serve as the focal point to propose, plan and develop new trails or re-builds, request and coordinate use of resources. Any proposed changes to trails will be approved by the Board in advance of the work being performed. The Trails Committee Chair attends Board meetings and participate as member of the team.~~
  
- b) ~~The Director of Communications shall collect information on activities, events, and other items of interest or concern to the membership and general community and distribute the information to the membership, and where appropriate, to the media, other organizations and individuals; periodically write or coordinate feature, news, or human interest stories for publication in area newspapers, or for use in other media; prepare and distribute an annual update to the general membership. The Director of Communications attends board meetings and participate as member of the team.~~
  
- c) ~~The Immediate Past President shall act as an advisory person to assist in the long term vision and direction of the club. The Immediate Past President may attend board meetings and participate as a member of the team.~~
  
- d) ~~The Landowner Liaison shall be the person granted the authority to communicate with landowners on behalf of the Organization unless other agreements have been established and approved by the Board. It is intended that this person hold this position indefinitely so as to build continuity, trust and respect with each individual landowner. The Landowner Liaison attends board meetings and participate as member of the team.~~

### **Section A.4 – Membership.**

Membership in the club is considered non-voting. The Board shall establish rules for membership in the club, and will determine the rights and opportunities of the members as it finds appropriate.

Membership in MAMBA is open to all individuals who support the Club's purpose and mission, without regard to race, color, creed, national origin, marital status, ethnicity, ancestry, religious affiliation, gender identification, sexual orientation, disability, or age. All member will comply with the applicable rules contain wherein.

### **Section A.5 – Voluntary Board.**

The MAMBA Board of Directors will always be voluntary, with no Director receiving compensation or other monetary benefits of any kind in exchange for his or her service on the Board.

### **Section A.6 – Indemnification**

The Directors, Officers, and members will not be personally liable for any of the Corporation's legal, monetary, or other obligations. The Corporation will indemnify any Directors, Officers, or members who incur any personal legal, monetary, or other obligations or liabilities while acting on behalf of the Corporation and consistent with the Corporation's mission and purposes stated herein.

## **B. Meetings**

### **Section B.1 – Annual Membership Meeting**

An annual meeting of the membership will be held each year on a date set by the Board. The annual meeting will include reports from Advisory Positions and Directors as appropriate.

### **Section B.2 – Special Membership Meetings**

Special Meetings of the membership may be called by a majority of the Board. The purpose of the special meeting will be stated in the notice, and no other business will be addressed other than that stated purpose.

### **Section B.3 – Board Meetings**

Meetings of the Board will be held at a minimum once a year, with additional meetings called by the Board President as appropriate. It will be the duty of the Directors and Advisors to attend all Board meetings. The meetings ~~will~~ may follow Robert's Rules of Order ~~and members are encouraged to attend.~~ Non-board Members, although non-voting, may be called upon for comment at the discretion of the Board.

A director planned meeting can be called without consent from president but must be approved by 1/2 plus 1 of directors with 2 days notice to all board directors.

Upon direction of the presiding individual, any person not a Director may be excluded from the deliberations when deemed necessary.

#### **Section B.4 – Notice of Meetings**

Notice of meetings will be provided in whatever manner the Board determines most likely to reach the greatest number of Directors and members. Notice provided consistent with this provision will be presumed adequate unless demonstrated by a preponderance of the evidence to be inadequate. Any other methods of providing notice will be presumed inadequate until demonstrated otherwise.

Except as provided elsewhere in these bylaws, all voting meetings of the Board require at least two days notice. Meetings of the Club Membership require at least seven days notice.

Any Director or member who attends a meeting waives the right to object to the meeting on the grounds of a failure to provide adequate notice, unless the Director or member attends for the sole purpose of objecting for failure to provide adequate notice.

#### **Section B.5 – Quorum for Meetings**

The Board shall obtain a quorum when one-half plus one ( $\frac{1}{2} + 1$ ) of the total number of Directors are present. In the event where only three directors are present at the meeting, a unanimous vote is required.

### **C. Financial Disclosures**

The Board will make available to the members at the Annual Meeting a report of the Club's financial condition, including all income and expenses from the preceding calendar year, as well as any significant proposed expenses for the upcoming calendar year.

### **D. Sponsorship and Fundraising**

The Club will actively pursue donations to the Club businesses whose practices reflect the mission statement of the Club.

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Club members will be encouraged to engage in fundraising activities, as allowed by law, to help achieve the Club's mission. All monies raised with the use of the name of the Club will be turned over to the treasurer. Members Individuals will be allowed to engage in other money making activities without the need to turn over funds so long as no language is used implying the funds are for the Club.

#### **E. Disposal of Assets**

Upon dissolution of the Corporation, all of its assets and property of every nature and description remaining after the payment of all liabilities and obligations of the Corporation (but not including assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of such dissolution) will be distributed to any another 501(c)(3) organization, as determined by the Board, with a purpose consistent with the purposes of this Corporation.

#### **F. Date of Enactment**

These Bylaws will become effective upon approval of the initial Board of Directors.

#### **G. Amendments**

Both the Club's Articles of Incorporation or these Bylaws may be amended by a vote of at least three-fourths of the entire Board of Directors, provided that written notice of any proposed amendment, including the text of the proposed amendment, is made available to both the Board and all members at least fifteen (15) days prior to the Board meeting at which the vote will occur. All amendments will be published on the Club's website.

These Bylaws were approved by the Board of Directors of the Moscow Area Mountain Bike Association, Inc. on July 15, 2018.

Signed by the full board:

*Bylaws of the Moscow Area Mountain Bike Association, Inc.*

Treasure: Anthony Matson \_\_\_\_\_  
Secretary: Matthew Pollard \_\_\_\_\_