

Organization

Black Rock Mountain Bike Association (BRMBA)

Status

non-profit (registered with Oregon - May 2006)

Mission

dedicated to sustaining and enhancing the Black Rock Mountain Bike trails and other local trails as well as providing education about, advocacy for, and progression of the sport of mountain biking.

Fiscal year

Calendar year

Members

- * Class: all one class (nobody gets more than one vote)
- * Types: General (thru trail volunteer work) or Charter (thru paid membership fee)
- * Dividends, Earnings. No dividends or earnings of BRMBA shall be payable to members, nor shall members have any interest in the assets of BRMBA by virtue of being members.

Dissolution

Upon dissolution or liquidation of BRMBA, all assets remaining after payment of the debts and liabilities of BRMBA shall be distributed to such other organization exempt from tax under section 501 (c) (3) of the Internal Revenue code. Charter members who have loaned money to BRMBA, as evidenced by a promissory note, shall have the right to receive payment for the unpaid balance due, payable from the assets of BRMBA first after other debts and liabilities have been paid.

Annual membership meeting

- * scheduled no later than January 31st
- * special member items may be placed on agenda upon petition of 5 or more members presenting to secretary no later than 30 days prior
- * notice of membership meeting shall be delivered via e-mail OR may be posted on local electronic messageboards (2 weeks prior to meeting)
- * quorum: all members physically present at meeting or by absentee ballot

Board of directors

"The activities, affairs and property of BRMBA shall be managed and directed, and its powers exercised by and vested in, the Board of Directors. The Board is authorized to perform whatever acts appear reasonably necessary or convenient to further the interest of BRMBA. Such powers include, but are not limited to, creating committees, appointing coordinators for committees, entering into contracts; the purchase, lease and other acquisition of real and personal property, borrowing money, hiring employees and consultants, investing funds and promulgating and enforcing rules of the corporation."

- * 3 regular directors - President, Treasurer, Secretary
- * 2 alternate directors - one to be elected at the Annual Membership meeting in even numbered years, the other to be elected at the Annual Membership meeting in odd numbered years.

SUMMARY OF BRMBA BYLAWS

- * "director" shall include alternate directors
- * Election: The Board of Directors shall be elected by the membership at the annual membership meeting. Candidates for the Board must be eligible to vote in the election.
- * Term: Each director shall serve for two years, or until his or her resignation or removal; and is eligible for re-election for unlimited consecutive terms
- * Removal of directors: 2/3 vote by board
- * Committees and Coordinators. The Board may appoint committees and delegate such authority to the committees as the Board deems necessary, proper or convenient for the effective, lawful and beneficial to the Black Rock trails.

Board meetings

- * Annual Board meeting within 30 days of the Annual Membership meeting
- * Regular business meeting every 3rd Friday of the month (or as deemed necessary)
- * Special meetings - may be called by the president or by board resolution
- * Meeting notice. via email at least 7 days prior to current members of the board
- * Quorum. A majority of the directors (never fewer than 3)
- * Voting. 2/3 majority vote of all directors present which has a quorum. NO ACTION shall be taken by Board of Directors without a meeting. Absentee voting does not count.
- * All meetings are open to members of BRMBA (even special meetings with exception of Closed Sessions)
- * Closed Sessions. President plus 2 on board or 5 board members may call closed session. No voting may take place.
- * Conflict of interest. board members must fully disclose the conflict. member not counted for purposes of quorum but may vote unless involving Article X of bylaws.

Officers

President. The President shall be the principal executive officer of BRMBA, subject to the control of the directors. (S)He shall, when present, preside at meetings of the members, or make provision for a facilitator to preside at said meetings. The President may sign, with the Secretary or Treasurer, or any other person so authorized by the Board of Directors, certificates for memberships, deeds, mortgages, contracts or other instruments which the Directors have authorized to be executed, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Secretary. The responsibilities of the Secretary shall be as follows: to keep a current record containing the minutes of all meetings of BRMBA, a copy of the Certificate and Articles of Incorporation, a copy of the bylaws, the names and addresses of the Board of Directors, and a roll of the members; to make such book of records accessible to the members upon reasonable notice; to act as a proxy for members electing to appoint a proxy in accordance with Article VI, Section 7, to select a date for the Director's meeting and to give notice for all meetings as required by the bylaws; to be responsible for the recording of minutes and to provide each Director with a copy thereof; to maintain a current post office box in the name of BRMBA; and to work with the registration coordinator prior to special events in order to assure accurate membership records. The powers of the Secretary shall be such as are consistent with the duties enumerated above.

Treasurer. The responsibilities of the Treasurer shall be as follows: to keep accurate and complete records of the receipts and disbursements of BRMBA; to make such records accessible to the members upon reasonable notice; to supervise and effectuate an annual BRMBA budget; to supervise a public accountant for the preparation and filing of corporate tax returns; and to prepare a financial report for the annual membership meeting. The powers of the Treasurer shall be such as are consistent with the performance of the above enumerated duties.