



Clinton River Area Mountain Bike Association Bylaws - Operating Guidelines

Article I

NAME AND TERRITORY

- Sec. 1 **NAME**. The name of the organization shall be the Clinton River Area Mountain Bike Association (CRAMBA), a CHAPTER of the International Mountain Bicycling Association (IMBA).
- Sec. 2 **TERRITORY**. CRAMBA shall operate within the general geographic territory of Clinton River watershed area of Macomb, St. Clair, and Oakland counties in Southeast Michigan.
- Sec. 3 **ORGANIZATION AND STRUCTURE**. Upon acceptance of its application, CRAMBA shall operate as an IMBA chartered CHAPTER and enjoy the benefits of IMBA's IRS 501(c)3 tax exempt status. CRAMBA may decide to form a local corporation or operate as a unit of IMBA's California Corporation.

Article II

MISSION AND PURPOSE

- Sec. 1 **MISSION**. The Clinton River Mountain Bike Association (CRAMBA), a chapter of the International Mountain Bicycling Association (IMBA), exists to maintain and develop mountain biking trail access, support relationships with land managers, and promote responsible mountain biking in Southeast Michigan.

Article III

MEMBERSHIP

- Sec. 1 **PRIVILEGES AND RESPONSIBILITIES**. Membership may be established, from time to time, by CRAMBA and provide both voting and nonvoting privileges. Members shall support the mission and purpose of CRAMBA. Members may choose to not participate in or publicly support a particular action of CRAMBA without relinquishing membership privileges. CRAMBA members are also members of IMBA.

Membership categories may include:

- A. **SUPPORTING MEMBERS**: Shall consist of such organizations, agencies and individuals as are interested in furthering the purpose of CRAMBA. Supporting members are nonvoting members of CRAMBA.
- B. **BOARD MEMBERS**: CRAMBA voting members.



Sec. 2 DUES. CRAMBA may, from time to time, establish annual dues for membership.

Sec. 3 SERVICES TO NONMEMBERS. CRAMBA may charge additional fees to non-members for CHAPTER events; fees which may be more than those charged to members.

Article IV
BOARD MEMBERS:

Sec. 1 DUTIES. CRAMBA Board will develop, and oversee the implementation of CHAPTER policies and program goals. Board responsibilities shall include:

- A. Formation and adoption of an annual advocacy platform.
- B. Approval of trail stewardship projects.
- C. Planning and execution of events.
- D. Approval of new supporting members.
- E. Recruitment and election of board members.
- F. Approval of the annual budget and financial reporting.
- G. Approval and modification of CRAMBA Operating Guidelines.
- H. Contractual authority.

Sec. 2 NUMBER AND QUALIFICATIONS. CRAMBA board shall be made up of not less than 5 members and not more than 12.

Sec. 3 FIRST MEMBERS. The first board members or current board members shall be the organizing committee members duly elected at CRAMBA's first meeting of interested supporters.

Sec. 4 TERMS OF OFFICE. Terms of office will be 1 year, renewable for not more than 4 consecutive terms.

Sec. 5 VACANCIES. Board vacancies shall be filled by action of the board from a list of nominees prepared by a Nominating Committee. The person or persons chosen shall hold office until such time as the unexpired term(s) caused by the vacancy are filled by election. The service of a Committee member filling an unexpired term of less than one year shall not count toward the maximum allowed consecutive years of service.

Sec. 6 REMOVAL FOR CAUSE. Any member of the Board may be removed for cause by a two-thirds



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vote of the full Board taken at any Regular or Special meeting, provided the member in question has been given written notice that such action is to be considered at the meeting involved and only after the member in question has been given an opportunity to be heard.

In addition, the unexcused absence of a board member from any two consecutive meetings, or any three meetings in any year, shall constitute grounds for removal from the board, which removal may be effected by the Chair in his/her discretion after due notice to the Member in question. Removal of a Board Member in accordance with the provisions of this section shall create a vacancy to be filled as provided in Section 5 of this Article.

Article V **OFFICERS**

Sec. 1 **OFFICERS**. The principal officers of CRAMBA shall be: Chair, Vice-Chair, Secretary and Treasurer.

- A. **CHAIR**. The Chair shall be a voting member in good standing and shall be responsible for determining who presides at all meetings of the board. The Chair shall be the primary contact on behalf of the board for CHAPTER contractual relationships. The Chair shall perform all duties incident to the office of Chair and other duties as may be prescribed by the Board from time to time.
- B. **VICE-CHAIR**. The Vice-Chair shall be a voting member in good standing and shall perform such duties as are assigned from time to time by the Board. In the absence of the Chair, the Vice-chair shall have all of the powers and perform all of the duties of the Chair.
- C. **TREASURER**. The Treasurer shall be a voting member in good standing and shall be responsible for:
 - 1. Serving as the fiscal manager for CRAMBA, accounting for, depositing, disbursing and acknowledging member dues and donations, grants, and other contributions.
 - 2. Prepare and submit CRAMBA financial performance reports to the Board, and annually to IMBA (for independent audit purposes) and in general, perform all duties incident to the office of Treasurer, and other duties from time to time as may be assigned by the Chair or the board.
- D. **SECRETARY**. The Secretary shall be a voting member in good standing and shall perform such duties related to recording keeping, notification of meetings, recording meeting minutes and other such duties as assigned from time to time by the Board.

Sec. 2 **ELECTION OF OFFICERS**. The board shall elect all Officers by simple majority.

Sec. 3 **TERM OF OFFICE**. The term of office for all officers shall be one year. The Chair shall not



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serve for more than two consecutive terms. The Treasurer shall hold office for not more than three consecutive terms. Incumbent officers shall serve until their successors have been duly elected and installed.

Sec. 4 REMOVAL FROM OFFICE. Any officer may be removed for cause only after (1) being given a reasonable notice and an opportunity to be heard by the board and (2) by an affirmative vote of two-thirds of the entire board whenever, in their judgment, the best interests of CRAMBA will be served thereby.

Sec. 5 VACANCY. The unexpired term of a vacancy in an office shall be filled by the Board from a list of nominees prepared by the Board Members that are not officers.

Article VI **MEETINGS**

Sec. 1 REGULAR MEETINGS. The Board shall meet in regular session by whatever means agreed to by the Board and no less than four times a year. The Board may direct that CRAMBA hold an annual meeting for the supporting members, at which time the Board may bring certain information and business to the attention of the members. The Board may also meet in regular session in conjunction with such annual meetings and programs.

Sec. 2 SPECIAL MEETINGS. Special meetings of the Board may be called by, or at the request of, the Chair or by request of at least 50% (fifty percent) of the Board. The person or persons authorized to call special meetings of the Board may fix the time and place for such meetings.

Sec. 3 NOTICE OF MEETINGS. Notice of any regular or special meeting shall be given at least 30 days prior by written notice delivered personally or sent by mail, telegram, or electronic media (including email or facsimile) to each Board Member at their address as shown on the records of CRAMBA. If by mail, such notice shall be deemed to be delivered when deposited in any United States mail depository in a sealed, addressed envelope with postage thereon prepaid. If notice is given by other means, it shall be deemed to be delivered when confirmation can be reasonably determined. The attendance of a Member at any meeting shall constitute a waiver of notice of such meeting. The business to be transacted at, and the purpose of, any special meeting of the Board shall be specified in the notice of such meeting.

Sec. 4 QUORUM AND DECISION MAKING. Consensus is CRAMBA's preferred decision-making method. When decisions require a vote, a simple majority of those board members present will determine the outcome. Voting can be conducted in person or any reasonable and verifiable method determined by the Board Chair. The acts of a majority of the Members present shall constitute the acts of the Board. Any Member who is excused before the meeting is adjourned may present to the recording secretary a written ballot designating their vote on a matter already introduced as business. If less than half of the board is present at a meeting of the Board, a majority of the members present may adjourn the meeting from time to time without further notice.



Article VII
COMMITTEES

Sec. 1 COMMITTEES. The Board may determine from time to time to establish certain committees. Committees may include:

A. EXECUTIVE COMMITTEE. An Executive Committee composed of the officers of CRAMBA. Duties of an Executive Committee shall be:

1. Organize meeting agenda.
2. Prepare business plans.
3. Prepare contracts for Board approval.

B. NOMINATING COMMITTEE. A Nominating Committee consisting of at least five members: the make-up of which may be some current board members and at least one supporting member (that is not a current board member). The board shall appoint members of the Nominating Committee. The duties of the Committee shall be:

1. To assess and identify specific skills and expertise needed for the Board.
2. To solicit and recruit names of Board member nominees from the supporting membership and community at large.
3. To nominate Board members candidates who agree to become members in good standing.
4. To evaluate the performance of existing Board members and Officers and recommend actions to the Board.

C. OTHER STANDING AND SPECIAL COMMITTEES. The Board may, from time to time, establish other standing and special committees, as it deems necessary, such as but not limited to a Budget and Finance Committee, Audit Committee, Fund Raising Committee, and Programs Committee.

Sec. 2 COMMITTEE CHAIRS AND MEMBERSHIP. The Chair and Vice-chair shall appoint chairs of all committees where not provided in these Operating Guidelines, subject to the approval of the Board. At least two additional committee members shall be appointed, as needed, by each committee chair, with appointments also subject to approval by the Board.

Sec. 3 QUORUM. A majority of a committee's membership shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall constitute the act of the committee.

Sec. 4 EX-OFFICIO MEMBERS. The Officers of the Board shall serve as ex-officio (non-voting)



members of all committees except the Nominating Committee.

Article VIII

CONTRACTS, CHECKS, DEPOSITS, GIFTS

Sec. 1 CONTRACTS. The Board shall authorize any officer or officers, agent or agents of CRAMBA to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, CRAMBA, and such authority may be general or confined to specific instances.

Sec. 2 DEPOSITS. All funds shall be deposited promptly to the credit of CRAMBA in such federally insured banks, trust companies or other depositories as the Board may select.

Sec. 3 GIFTS. Any officer may accept, on behalf of CRAMBA, any unconditional contributions, gifts, bequests, or devices of cash or marketable securities for the general purposes, or for any special purpose, of CRAMBA. Conditional or restricted gifts, bequests or devices or gifts of other types of property shall first be approved by the Board before final acceptance.

- A. CRAMBA agrees to coordinate major donor and corporate membership solicitations to any person or organization with whom IMBA may have an existing agreement or pending ask with IMBA prior to making an ask.
- B. IMBA agrees to coordinate a shared fundraising model for specified fundraising campaigns conducted within CRAMBA's territory.

Sec. 4 DISBURSEMENTS. CRAMBA shall operate under a financial budget approved by the Board. The Treasurer is responsible for all disbursements; disbursements must be authorized in writing.

Article IX

BOOKS AND RECORDS

Sec. 1 BOOKS AND RECORDS. CRAMBA shall keep correct and complete records of accounts, disbursements, minutes of the proceedings of meetings, program accomplishments, and volunteer stewardship project records.

Article X

DUALITY OF INTEREST

Sec. 1 DUALITY 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 CRAMBA's interests.

Sec. 2 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.

Sec. 3 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 CRAMBA, or is a Director, trustee or officer of, or has a significant financial or influential interest in, the entity contracting or dealing with CRAMBA, or is otherwise reasonably likely to gain a significant financial or other personal benefit if the contract or transaction is approved.

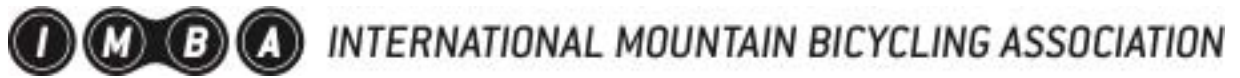
Article XI **DISSOLUTION**

Sec. 1 DISSOLUTION OF CRAMBA. The Board may by a two-thirds vote dissolve CRAMBA when it is satisfied that CRAMBA 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 CRAMBA and IMBA. CRAMBA dissolution shall not affect IMBA membership status of the members assigned to CRAMBA. Members of CRAMBA, 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 CHAPTER funds shall revert to IMBA, and use of the IMBA name as a CHAPTER shall cease.

Article XII **AMENDMENTS TO BYLAWS/OPERATING GUIDELINES**

Sec. 1 AMENDMENTS TO BYLAWS/OPERATING GUIDELINES. These Bylaws/Operating Guidelines may be amended pursuant to the following procedures:

- A. An amendment may be proposed by the joint action of any three or more Board Members at any regular or special meeting of the Board.
- B. The Secretary shall send a copy of the proposed amendment to each member of the Board and the Executive Director of IMBA a reasonable time in advance of its next meeting.
- C. Upon IMBA's approval, and approval of at least two thirds of the members of the Board present



at such meeting, such proposed amendment shall be adopted.

END.