

AUSTIN RIDGE RIDERS MOUNTAIN BIKE CLUB BYLAWS

ARTICLE I - Purposes of the Corporation

Section 1.01 Purposes. As set forth in the Articles of Incorporation, the Austin Ridge Riders Mountain Bike Club (hereafter referenced as ARR or “the Club”) is organized exclusively for charitable, educational and scientific purposes. These purposes include:

- researching and developing public bike trails,
- promoting knowledge and understanding of the proper usage of bicycles,
- promoting bicycling as a legitimate form of transportation,
- promoting bicycling as a healthful and safe form of recreation and sport, and
- educating the public in general as to bicycle usage and safety.

ARTICLE II - Offices

Section 2.01 Location. The principal office of the ARR shall be located in Austin, Texas at such place as the Board of Directors shall from time to time designate.

ARTICLE III – Membership

Section 3.01 Members. Membership in the ARR is open to interested parties who have paid the annual membership fee.

Section 3.02 Membership Fees. The fee structure is determined by the ARR Board of Directors and may be modified periodically as necessary.

Section 3.03 Membership Privileges. Members in good standing are eligible to participate in the club’s programs and activities.

Section 3.04 Membership Restrictions. The ARR Board may censure or expel any member who violates the purposes, bylaws, or policies of the Club.

ARTICLE IV - Board of Directors

Section 4.01. Board of Directors. The Board of Directors shall consist of officers and at-large members elected by the ARR membership. The board of Directors shall determine the goals, activities and programs of the ARR.

Section 4.02. Officers. The Board of Directors shall include a President, Vice-President, Secretary, and Treasurer. Any two offices may be held by the same person, except that the President may not also be the Secretary.

Section 4.03. Term of Office. Directors and officers are elected by the general membership on an annual basis and serve a term of one year.

Section 4.04 Qualifications. ARR members who have been a member in good standing for a minimum of one year prior to the voting period are eligible for nomination for the Board of Directors. ARR members in good standing who have previously served on the Board of Directors are eligible for nomination as an officer on the Board.

Section 4.05 Resignation. A director may resign from the Board at any time by giving notice in writing to the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Section 4.06. Removal of Directors. A director may be removed by the Board of Directors, at any regularly scheduled or special meeting of the Board of Directors, whenever in its judgment the best interests of the ARR would be served thereby.

Section 4.07. Vacancies. Vacancies may be filled by majority vote of the remaining members of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 4.08 Quorum of Directors and Action by the Board. A majority of the Directors then in office shall constitute a quorum for the transaction of business. The act of the majority of Directors attending a meeting of which a quorum is present shall be the act of the Board.

Section 4.9 Meetings of the Board. Meetings of the Board of Directors, regular or special, may be held at such place and upon such notice as may be determined by the Board. Meetings shall be conducted in accordance with Robert's Rules of Order. Board members may attend meetings of the board and vote on actions by the Board via use of electronic media.

Section 4.10 Informal Action by Directors. Action required or permitted to be taken by the Board may be taken via the use of electronic media. Documentation of the action shall be filed with the minutes of the Board.

Section 4.11 Voting. Each Director shall have one vote. No proxy vote shall be allowed.

Section 4.12 Compensation. Directors shall not receive any compensation from the ARR for services rendered to the Club as members of the Board, except that directors may be reimbursed for expenses incurred in the performance of their duties to the Club, in reasonable amounts as determined by policies approved by the Board.

ARTICLE V – Powers and Duties of Officers and Directors. The powers and duties of the officers and directors of the ARR shall be as follows:

(a) President. The President shall:

- preside at the meetings of the Board of Directors
- serve as an ex-officio member of all committees
- coordinate resource development efforts
- enforce the provisions of the bylaws and policies of the ARR
- guide the Board and committees in planning and accomplishing the objectives of the ARR
- function as a liaison with governmental, community and other organizations related to the programs and activities of the Club
- sign or co-sign contracts or other agreements necessary to carry out the programs and activities of the ARR

(b) Vice President. The Vice President shall:

- assist the president in conducting the programs and activities of the ARR
- at the request of or in the absence of, perform the duties of the President
- oversee special projects and events

(c) Secretary. The Secretary shall:

- keep an accurate record of all meetings of the Board of Directors
- ensure that all notices are duly given in accordance with these Bylaws or as required by law
- maintain the official records of the Club, including contracts, MOUs and other formal agreements and operational documents
- ensure that calendars, social media outlets, newsletters and other information resources for the membership are kept up to date
- oversee administration and functioning of the Club website

(d) Treasurer. The Treasurer shall be responsible for financial management, to include:

- working with the Board to develop an annual budget
- monitoring expenditures and deposits
- maintaining receipts, spreadsheets, and other financial records and documentation
- providing regular financial reports to the board
- paying bills, making deposits, reimbursing board and club members as appropriate

(e) Directors. Directors shall be responsible for organizing the programs and activities of the ARR, to include:

- scheduling, advertising and leading events
- collecting and transporting supplies and equipment
- recruiting, training and supervising volunteers
- coordinating with landowners and community organizations related to the program
- keeping the Board apprised of the status and results of activities, as well as any problems or resources needed to ensure success

ARTICLE VI - Committees

Section 6.01 Executive Committee. Between meetings of the Board of Directors, on-going oversight of the affairs of the ARR may be conducted by an Executive Committee, the membership of which shall include the officers of the Board.

Section 6.02. Other Committees and Task Forces. The Board of Directors may create and appoint members to such other committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board.

Section 6.03. Term of Service. Committee members shall serve until the specified task is completed, or for a period otherwise determined by the Board.

ARTICLE VII – Miscellaneous

Section 7.01. Fiscal Year. The ARR fiscal year shall be January 1 - December 31 of each year.

Section 7.02. Contracts and Other Documents. Contracts, MOUs, or any other agreement requiring a financial or other commitment from ARR must be approved by the Board prior to entering into the agreement. The Board of Directors may authorize the President or other officer to sign an approved agreement on behalf of the ARR.

Section 7.03 Amendment of Articles and Bylaws. The Articles of Incorporation and the Bylaws of the Club may be amended by a two-thirds vote of the directors then in office, provided that at least ten days' written notice has been given each member of the Board of the proposed action.

These bylaws approved by the Austin Ridge Riders Mountain Bike Club Board of Directors on February 4, 2015 as confirmed by the signatures below.
