

**Cannon River Offroad Cycling & Trails (CROCT)
Bylaws - Operating Guidelines**

Article I NAME AND TERRITORY

Sec. 1 NAME: The name of the organization shall be the Cannon River Offroad Cycling & Trails (CROCT), a CHAPTER of the International Mountain Bicycling Association (IMBA).

Sec. 2 TERRITORY: CROCT shall operate within the general geographic territory of the Minnesota Cannon River and the surrounding area.

Sec. 3 ORGANIZATION AND STRUCTURE: Upon acceptance of its application, CROCT shall operate as an IMBA chartered CHAPTER and enjoy the benefits of IMBA's IRS 501(c)3 tax exempt status. CROCT 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 mission of CROCT is to advocate for, build, maintain and enjoy sustainable trails for offroad cycling and other recreational use in the Cannon River region of Rice County.

Sec. 2 VISION:

CROCT is a non-profit, volunteer organization dedicated to promoting offroad bicycling. CROCT does this 1) by establishing and maintaining mountain biking trails and bike parks; 2) by helping to preserve the natural resources of the area; and 3) by promoting responsible offroad riding.

Article III MEMBERSHIP

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

Membership categories may include:

1. Supporting Members – shall consist of such organizations, agencies and individuals as are interested in furthering the purpose of CROCT. Supporting members are nonvoting members of CROCT.
2. Board Members – are CROCT voting members.

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

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

Article IV BOARD MEMBERS

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

1. Formation and adoption of an annual advocacy platform
2. Approval of trails stewardship projects
3. Planning and execution of events
4. Approval of new supporting members
5. Recruitment and election of board members
6. Approval of the annual budget and financial reporting
7. Approval and modification of CROCT Operating Guidelines
8. Contractual authority

Sec. 2 NUMBER AND QUALIFICATIONS: CROCT 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 CROCT's first meeting of interested supporters.

Sec. 4 TERMS OF OFFICE: Terms of office will be 2 years, renewable for not more than 3 consecutive terms. Board member terms may be staggered so that one-third to one half of Board member's terms shall expire each year.

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 person's 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 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 CROCT 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 CROCT, accounting for, depositing, disbursing and acknowledging member dues and donations, grants, and other contributions.
2. Prepare and submit CROCT 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 two years. The Chair shall not 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 CROCT 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 CROCT 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 50% 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 facsimile) to each Board Member at their address as shown on the records of CROCT. 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:. The Minnesota Statutory minimum for a quorum (Minnesota Statute 317A.235) is one-third of the Board. CROCT adopts this for its quorum requirement. In the absence of a quorum, a majority of the Board members present may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the Board members present may continue to transact business until adjournment, even though the withdrawal of Board members originally present leaves less than one-third of the Board.

Consensus is CROCT's preferred decision-making method. When decisions require a vote, a simple majority of those board members present (as long as there is a quorum) 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.

Article VII COMMITTEES

Sec. 1 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 CROCT. 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. One-third 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 CROCT to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, CROCT, and such authority may be general or confined to specific instances.

Sec. 2 DEPOSITS. All funds shall be deposited promptly to the credit of CROCT 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 CROCT, any unconditional contributions, gifts, bequests or devises of cash or marketable securities for the general purposes, or for any special purpose, of CROCT. Conditional or restricted gifts, bequests or devises or gifts of other types of property shall first be approved by the Board before final acceptance.

A. CROCT 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 CROCT's territory

Sec. 4 DISBURSEMENTS. CROCT shall operate under a financial budget approved by the Board. The Treasurer is responsible for all disbursements; disbursements must be authorized in writing and checks signed by the treasurer AND either the Chair or the Vice-Chair.

Article IX BOOKS AND RECORDS

Sec. 1 BOOKS AND RECORDS. CROCT 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 CROCT'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 CROCT, or is a Director, trustee or officer of, or has a significant financial or influential interest in, the entity contracting or dealing with CROCT, 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 CROCT. The Board may by a two-thirds vote dissolve CROCT when it is satisfied that CROCT 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 CROCT AND IMBA. CROCT dissolution shall not affect IMBA membership status of the members assigned to CROCT. Members of CROCT, 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.