

Ozark Off Road Cyclists

oorc.org

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Ozark Off Road Cyclists

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Approved/Revised: August 7, 2023

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Article 1

Name

The name of the Organization shall be the Ozark Off Road Cyclists.

Article 2

Objectives and Purpose

- A. To promote the general interest of Mountain Biking, Sustainable trail Building and Continual trail maintenance necessities.
- B. To Educate mountain bikers and other user groups in:
 - 1. Safe riding habits;
 - 2. Sustainable trail building; and
 - 3. Maintenance of sustainable trail systems.
- C. Building, maintaining, and improving acquired new sustainable trails in Arkansas and all of the Ozark region.
- D. To encourage the allocation of facilities for cycling on public and private land.
- E. To promote the recognition of the bicycle as a means for pleasure, health, and transportation.
- F. No commercial use can be made of the name or logo of the Ozark Off-Road Cyclists.
- G. No member shall use the name or logo of the Ozark Off-Road Cyclists to exploit personal views.
- H. No member shall use the roster of members for personal, commercial, or professional services.
- I. The club is organized and operated as a non-profit Social Welfare organization with the Internal revenue Service 501(c)(3). As such the primary purpose is to promote the general interest of cycling relative to education, safety, transportation, and recreation.
- J. If this Organization holds any event(s) which the members of the general public are invited to participate in for a fee, the income from the general public, less a proportional share of the expenses which will not benefit members, will be allocated to the general funds of the Ozark Off-Road Cyclists.

Article 3

Dedication of Assets

- A. The properties and assets of the club are irrevocably dedicated to the fulfillment of the aim of this club set forth in Article 2.
- B. No part of the earnings, properties, or assets of this club, upon dissolution or otherwise, shall inure to the exclusive benefit of any private person, individual, member, or director of this club except in the fulfillment of said aims.
- C. On liquidation or dissolution, all properties and assets shall be utilized in fulfillment of outstanding obligations. The balance of obligations outstanding for all properties and assets have been exhausted shall be distributed equally between the membership. The balance of properties and assets remaining shall be distributed to a non-profit organization, chosen by the Board, consistent with OORC's Objectives and Purpose as set forth in Article 2.

Article 4

Membership

- A. Classes of membership shall be:
 - 1. Individual Supporting
 - 2. Individual Active
 - 3. Family Supporting
 - 4. Family Active
 - 5. Honorary Free due to Cycling Advocacy or long term support
- B. Anyone interested in bicycling is eligible for membership
 - 1. Upon acceptance by the Board by application, and
 - 2. Payment of dues as set by the Board.
- C. Any person eligible for membership together with spouse and/or dependents shall be eligible for family membership upon payment of dues set by the Board for that class of membership.
- D. Honorary membership may be given to an individual subject to the following conditions:
 - 1. Contribution to bicycling has been outstanding over an extended period of time;
 - 2. Two-thirds affirmative vote of members present at a scheduled meeting; and
 - 3. Shall be exempt from payment of dues.
- E. Membership dues to be determined by the Board.
- F. Active Member
 - 1. Members of any class will be deemed an Active Member if the following conditions are met:
 - 1. Current payment of any required dues as determined by the Board; and

2. Documentation of at least twenty (20) hours of service per individual member in a calendar year which promotes the club objectives and purposes, through any of the following programs:
 1. Ozark Off-Road Cyclists Trail Work Days;
 2. Volunteering at Ozark Off-Road Cyclists organized events; or
 3. Volunteering at any other Ozark Off-Road Cyclist board-approved event, with independent submission and verification of service hours to the Board of Directors.
- G. A copy of the bylaws shall be available for inspection by any member at any meeting and on OORC website.

Article 5 Branches

- A. The Board shall provide for the organization and support of Branches within the Organization. Branches shall be responsible for carrying out the Objectives and Purpose of the Organization as set forth in Article 2.
- B. All Branches must have approval of the Board of Directors prior to formation.
- C. Branches shall have at least three officers, elected independently by Branch members.
 1. The elected officers shall be:
 - a. Chair;
 - b. Secretary; and
 - c. Treasurer.
- D. Branches may not enact any policy or procedure which contradicts these Bylaws.
- E. Branches may allocate Branch funds as they deem necessary to carry out the Objectives and Purposes of the Organization as set forth in Article 2, so long as they maintain a record of all expenditures, losses, liabilities, and assets.

Article 6 Membership Dues

- A. Dues shall be paid annually on or before the member's anniversary date in the amounts set by the International Mountain Bicycling Association ("IMBA").
- B. All dues for prospective or renewing members shall be paid via the IMBA website.
- C. Club newsletters shall be distributed monthly to members via email.

Article 7 Termination of Membership

- A. Causes of termination:
 - 1. Resignation of Member; or
 - 2. Failure to pay dues in the amount and within the times set forth in Article 6.
- B. Procedure for expulsion:
 - 1. Notice shall be sent by via e-mail and certified mail to most recent address of the member as shown in the club records
 - a. Shall set forth the expulsion and the reasons therefore
 - b. Shall be sent at least fifteen (15) days prior to the effective date of expulsion
 - 2. Member shall be given the opportunity to be heard, orally or in writing at the hearing
 - a. Hearing to be held not fewer than five (5) days prior to the effective date of the proposed expulsion
 - b. A special member expulsion committee composed of not less than three (3) directors appointed by the president shall hold the hearing.
 - c. Notice to the member shall state date, time, and place of the hearing for the proposed expulsion.
 - 3. Following the meeting, the expulsion committee shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some way. Decision to expel shall be subject to a two-thirds affirmative vote by secret ballot of members present at a meeting of the members. The decision of the meeting is final.
 - 4. Any person expelled shall receive the pro-rata refund of dues paid from the date of the expulsion to the end of the dues period.

Article 8

Meetings of members

A. Place of meetings

1. Any place designated by the Board of Directors.

B. Frequency of Meetings

1. Meetings to be held at least six (6) times per year, but not more than monthly and with a maximum interval of two (2) months.

C. Notice of Meetings of Members

1. Notice of meetings of members shall be given in the club newsletter, website, and or members current email address on file specifying place, date, time, location, and in case of special agenda items, nature of the business to be conducted.

D. Notice of Certain Agenda Items

1. If action on any of the following proposals, written notice or waiver of notice stating the general nature of the proposals shall be given, or any member action on such proposals is invalid:
 - a. Removing a director and officer;
 - b. Amending the bylaws or articles of incorporation;
 - c. Approving a contract or transaction in which a director has material financial interest;
 - d. Expulsion of member; or
 - e. Matters that the Board of Directors intends to present for action by the members.

E. Quorum

1. A quorum shall consist of at least ten (10) members.

F. Voting

1. Persons eligible to vote shall have been Active members, unless an Honorary Member, as defined in Article 4, as of the first of the month of the date of the meeting.
2. Voting shall be by ballot at a specific location, as noticed in accordance with Article 8(D).
3. If a quorum is present, an affirmative vote of the majority of the present members, entitled to vote and voting on any manner, shall be the act of the members, unless the vote of a greater number is required by the bylaws or articles of incorporation, if any.
4. In case of changes to the bylaws and/or articles of incorporation, if any, a quorum must be present and an affirmative vote of two-thirds (2/3) of the members eligible to vote at the meeting.

G. Proxies

1. There shall be no voting by proxy.

H. Voting of Classes

1. Each Active member and honorary member shall be entitled to cast one vote on all matters submitted to a vote of members.

2. Each family membership is allowed to cast up to two (2) votes provided each voter is an Active Member.
- I. Annual Meeting
 1. The club shall hold an annual meeting during the final two months of the calendar year at the time and place to be determined by the Board. Notification for the annual meeting shall occur in the newsletter, website, and/or members current on file email address at least thirty (30) days prior.
 - J. Parliamentary Procedure
 1. Robert's Rules of Order, most recent edition, shall be authority on questions of parliamentary procedure.

Article 9 Election of Officers

- A. Nominations
 1. Any member may place names in nomination, either in person at a meeting, by mail or e-mail one (1) month prior to annual meeting, provided each nominee is also an Active Member.
- B. Officers and Election
 1. The elected officers shall be President, Vice-President, Treasurer, Secretary, Event Coordinator, Trail Maintenance Coordinator, and Rides Coordinator
 2. The election of officers shall be held at the annual meeting. A plurality of the vote of the members voting constitutes an election.
 3. Officer elections where Service begins in an even numbered year are: Vice President, Secretary, Treasurer, and Events Coordinator.
 4. Officer elections where Service begins in an odd numbered year are: President, Rides Coordinator, and Trails Coordinator.
 5. No mail-in ballots will be accepted.
 6. In the event that one candidate is nominated for each office, the entire slate may be elected by a simple majority vote of the annual meeting members
 7. The term of office will be two (2) years.
 8. No person can serve more than three (3) consecutive terms in any office.
 9. Installation of officers select shall take place during the period between the annual meeting and February 1.
 10. Newly elected officers shall assume duties on January 1st of the following year.
 11. A person must be an Active member of the club for one (1) year to be eligible for office.

C. Duties of Officers

1. President

- a. Serves as chair of the Board of Directors;
- b. Presides at all meetings of members and of the Board of Directors;
- c. Appoints all committee chairpersons and makes all special assignments, subject to approval of the board;
- d. Has general supervision of all club activities; and
- e. Executes club policy and acts as liaison to other organizations.

2. Vice President

- a. To assist President in the activities of the club;
- b. To preside over meeting when President is unavailable to attend; and
- c. To act as Interim President when President is absent for extended period of time.

3. Treasurer

- a. Acts as chief financial officer of club;
- b. Receives all funds due to the club and pays club bills in accordance to the budget;
- c. Sets up savings and checking accounts that honor any of the following officer's signatures: President, Vice President, Treasurer, or Secretary;
- d. Maintains and controls all accounts of the club;
- e. Maintains the books of the club and presents them for audit to the Board at least seven (7) days prior to the expiration of term of office;
- f. Prepares an annual financial report and presents it to the board prior to the annual meeting;
- g. Presents a synopsis of the annual financial report to members at the annual meeting;
- h. Presents current financial reports at each annual meeting; and
- i. Acts as liaison with the club and insurance provider for any club events.

4. Secretary

- a. Records and maintains the minutes of Board Meetings, Member meetings, and special meetings of the Board of Directors;
- b. Provides members with a list of unfinished business to be conducted at each meeting;

- a. Gives notice of the meetings to all members as required by the bylaws; and
 - b. Keeps all legal documents of the club in safe custody.
- 5. Trail Maintenance Coordinator
 - a. Schedules and notifies all members of all trail work days
 - b. Maintains and stores all trail tools belonging to the club
 - c. Maintains an inventory of club tools and replaces tools as needed with approval of the Board.
- 6. Event Coordinator
 - a. Schedules and notifies all members of club related events;
 - b. Responsible for securing sponsors for club event(s);
 - c. Maintains accurate records of event(s) expenses and provides a budget for event(s); and
 - a. Completes all paperwork for any governing body that sanctions the event(s).
- 7. Rides-Coordinator
 - a. Organizes and Coordinates Club Rides;
 - b. Uses the website as a tool to organize and track ride participation and history; and
 - c. Serves as liaison between individuals and groups in communications about trails and riding opportunities.

Article 10 Directors

A. Number of Directors

- 1. All elected officers are members of the board of directors.
- 2. Each Branch organized under Article 5 will have one seat on the Board of Directors. Each Branch representative on the Board of Directors will be selected by independent Branch elections.
- 3. One At-Large Director who:
 - a. Is an Active Member for at least one (1) month prior to election;
 - b. Represents the interests of other trails users aligned with OORC's Objectives and Purpose as set forth in Article 2;
 - c. Serves a one-year (1) term of office; and
 - d. Will have all voting powers vested in other members of the Board of Directors.

B. Powers

- 1. General Powers – Subject to the provision of these bylaws relating to action required to be approved by the members, the business and affairs of the club shall be managed, and all administrative powers shall be exercised by or under the direction of the board of directors.

2. Specific Powers – Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:
 - a. Select committees, and employees of the club; prescribe any duties for them that are consistent with these bylaws;
 - b. Adopt, make, and use a club seal; prescribe the forma of club memberships, and alter the form of the seal and certificate; and
 - c. Remove a director and officer, subject to the concurrence of two-thirds majority at a meeting of members.
- C. Vacancies
1. Vacancies occurring to the Board of Directors due to a death, resignation, or removal shall be filled by appointment of the president with the concurrence of the Board. Vacancy of the President’s office shall be filled by one of the members of the Board. No director may resign when the club would be left without a duly elected director or directors in charge of its affairs.
- D. Place of Meetings
1. Regular meetings of the board may be held at any time. Any meeting, regular or special, may be held by conference call or electronically as long as all Board members can communicate.
- E. Regular meetings
1. Regular meetings of the Board can be held without notice.
- F. Special Meetings
1. Authority to Call – A special meeting may be called by any member of the Board of Directors.
 2. Notice
 - a. Notice of the time and place of the meeting shall be by mail, phone, or email; and
 - b. Notice must be given at least forty-eight (48) hours before any special meeting.
- G. Quorum
1. A majority (four directors) of the authorized number of directors shall constitute a quorum for the transaction of business.
- H. Voting
1. Unless otherwise provided within these bylaws, decisions of the Board shall be made based upon a simple majority of those present
- I. Fees and compensation
1. Directors, and officers, and members of committees may not receive compensation for their services. Reimbursement of expenses is permitted upon approval of the complete board.

Article 11 Committees

- A. The Board of Directors may designate one or more committee(s) to serve at the pleasure of the board.
- B. The Board may adopt rules for the government of any committee not inconsistent with these bylaws.
- C. Any Committee, to the extent provided by the board, shall have all authority of the board, except that no committee may:
 - 1. Take final action on matter that under these bylaws also requires approval of members;
 - 2. Fill vacancies on the Board of Directors or any committee;
 - 3. Amend or repeal bylaws or adopt new bylaws;
 - 4. Amend or repeal any resolution of the Board of Directors that by its express terms is not amendable or repealable;
 - 5. Appoint other committees of the Board of Directors or the members of these committees; or
 - 6. Approve any transaction to which the club is a party and one or more directors have a material financial interest.

Article 12 Indemnification of Directors, Officers, Employees, and other agents

- A. Definitions – for the purpose of this article
 - 1. “Agent” means any person who is or was a director or officer, employees, committee member, or any other agent of the club;
 - 2. “Proceedings” means any threatened, pending, or completed action, whether civil, criminal, administrative, or investigative; and
 - 3. “Expenses” includes, without limitation, all attorney’s fees, costs, and any other expenses incurred in establishing a right to indemnification under this article.
- B. Successful Defense by Agent
 - 1. To the extent that an agent of this club had been successful on the merits of defense of any proceedings referred to in this article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actual and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of 12-C through 12-E shall determine whether the agent is entitled to indemnification.
- C. Action Brought by Persons other than the Club
 - 1. Subject to the required findings to be made pursuant to 12-E, below, this club shall indemnify any person who was or is a party to any proceedings by reason that such person is or was an agent of

this club, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in the proceeding.

2. Exceptions -The club shall not indemnify for:
 - a. An action brought by, or on behalf of, this club, or by an officer, director, or person granted status by the Attorney General;
 - b. An action brought by the Attorney General on the ground that the defendant director was or is engaging in self-dealing; or
 - c. An action brought by the Attorney General for breach of duty relating to assets held by a charitable trust.

D. Actions Brought By or On Behalf of the Club

1. Claims settled out of court. If any agent settles an action brought by this club, with or without court approval, the agent shall receive no indemnification for either amount paid pursuant to the terms of the settlement or any expenses incurred in defending against the proceedings.
2. Claims and suits awarded against the agent. This club shall indemnify any person who was or is a party to any action brought by this club by reason of the fact that the person is or was an agent of this club, for all expenses incurred in the defense of that action, provided that both of the following is met:
 - a. The determination of good faith conduct required by 12-E, below, must be made in the manner provided for in that section; and
 - b. Upon application, the court in which the action was brought must determine that in view of all circumstances of the case, the agent should be entitled to indemnity. If the agent is found to be so entitled, the court shall determine the appropriate expenses to be reimbursed.

E. Determination of Agent's Good Faith conduct. Indemnification granted to an agent in 12-C and 12-D, above is the condition on the following:

1. Requires standard of good conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith in a manner he believed to be best interest of this club, and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use in similar circumstances. The termination of any proceedings by judgment, order, settlement, conviction, or a plea of nolo contendere or its equivalent shall not itself create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of this club or that he had reasonable cause or believe that his conduct was unlawful.

2. Manner of determination of good faith conduct. The determination that the agent did act in a manner complying with paragraph 12-E-1 above shall be made by:
 - a. The Board of Directors by a majority vote of quorum consisting of directors who are not parties to the proceedings; or
 - b. The affirmative vote of the majority at a meeting of the members; or
 - c. The court in which the proceeding is or was pending.
- F. Limitations. No indemnification or advance shall be made under this article, except as provided in 12-B or 12-E-2c, in any circumstances when it appears that:
 1. The indemnification or advance would be inconsistent with a provision of these bylaws, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceedings.
 2. The indemnification would be inconsistent with any condition expressly imposed by the court in approving a settlement.
- G. Advance of Expenses – Expenses incurred in defending any proceeding may be advanced by this club before the final disposition of the proceeding on receipt of an undertaking by the agent to repay the amount of the advance, unless it is determined ultimately that the agent is entitled to be indemnified as authorized by this article.
- H. Contractual Rights of Non-directors and Non-officers – Nothing contained in this article shall affect any right to indemnification to which persons other than directors or officers of this club may be entitled by contract or otherwise.
- I. Insurance – The Board of Directors may authorize the purchase of insurance on behalf of any agent of this club against liability incurred by the agent arising out of the agent’s status as such, whether or not this club would have power to indemnify the agent against liability under the provision of this section.

Article 13 Records and Reports

- A. Inspection rights – Any member of the club may upon five (5) days prior to notice to the club’s secretary, inspect and copy:
 1. Names and addresses of the members, and determine their voting rights.
 2. The minutes of meeting members, meetings of Board of Directors, and of committees.
 3. The bylaws as amended to date.
- B. Inspection by Directors – Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every

kind and the physical properties of the club. This inspection by a director may be made in person or by an agent or attorney, and includes the right to copy and make extracts of documents.

- C. Annual report – The issuance of an annual report or other periodic reports by the Board of Directors shall be made at the discretion of the Board as they see appropriate. However, the treasurer shall provide to the Board if so requested and to those members who request in writing, within One Hundred and Twenty (120) days of the close of the fiscal year, a report containing the following information in reasonable detail:
1. The assets and liabilities of the club as of the end of the fiscal year;
 2. The principal changes in assets and liabilities during the fiscal year; and
 3. The revenue or receipts, and the expenses or disbursements of the club during the fiscal year.

Article 14 Amendments

- A. The bylaws may be amended at a scheduled meeting of members, or special meeting, by an affirmative vote of two-thirds of the members present and voting, providing that the proposed amendments shall have been presented in writing at one of the previous meeting of members and have appeared in one edition of the club newsletter or posted on club website one month in advance. Complete printed copies can be made available upon request of any proposed changes.