

## BHMBA Membership Bylaws Amendment

December 12, 2013

By Laws hereby reflect a change in the definition of Associate Member, Voting Member, and Board Member under Article TWO Roles, Version 2.1 dated January 5, 2012.

Henceforth from this date, 12/12/13, there will be One (1) classification of "Member" of the Association.

Member: Any person who pays the annual membership dues or annual fee for a BHMBA Membership for an individual or family or corporate membership by paying dues and completing a BHMBA Membership Form (online or otherwise) will hereby have the rights and privileges afforded to them by the Association including the right to nominate Board Members, hold office as a Board of Director position if nominated and elected, and vote for any nominee from the slate of candidates nominated for Board of Director positions in the annual meeting held each year for the purpose of establishing the Board of Directors for the coming calendar year. These persons, family members, and corporate members will be Members of BHMBA. The previous distinction of Associate Member and Voting Member hereafter no longer exists. Hereafter, anywhere in the ByLaws Version 2.1 dated January 5, 2012 where the term Associate Member and/or Voting Member is used, this will now be Member.

There is a classification of membership called "Board Member" (aka Board of Director) that has all the rights and privileges afforded to the Member with the right to vote on general business issues during Board Member (Board of Director) meetings. Board Members are elected by a favorable vote from the Member pool in attendance at the annual Voting meeting each year.



BYLAWS  
OF  
BLACK HILLS MOUNTAIN BIKE ASSOCIATION  
Version 2.1  
January 5, 2012

ARTICLE ONE

Corporation:

The principal address of the corporation shall be located at P.O. Box 9351 Rapid City, SD 57709-9351. The Board of Directors shall have the power and authority to establish and maintain branch or subordinate offices at any other locations within the State of South Dakota.

ARTICLE TWO

Roles:

There shall be two classifications of "member" of the Association, "Associate Member" and "Voting Member". Associate Member shall be a classification of membership established by the annual payment of BH MBA membership fees that has all the rights and privileges afforded to them by the Association except the right of voting or to hold office. Voting Member is a member in good standing and with all rights and privileges afforded to the Associate Member including the right to vote and run for the Board of Directors. To become a Voting Member, an application for membership must be filled out and a favorable vote by the majority of the Board of Directors must be received. There shall be a classification of membership "Board Member" that has all rights and privileges afforded to the Associate Member and Voting Member with the right to vote on general business issues during Board Member Meetings added. Board Members are elected by a favorable vote from the Voting Member pool at the annual Voting Meeting. There shall be a group of "Officers" that is a classification of membership that has all rights and privileges afforded to the Associate Member, Voting Member and Board Members with the responsibilities of each role added. The Association formally recognizes the role of Offices of President, Vice President, Secretary and Treasurer. Officers are elected by a favorable vote from the Board of Directors at the first Board of Directors meeting following the annual Voting meeting each year.

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Reference~

Associate Member:

A classification of membership that has all the rights and privileges afforded to them by the Association except the right of voting or to hold office. This classification of member is established by the annual payment of BH MBA membership fees.

Voting Member:

A classification of membership that has all rights and privileges afforded to the Associate Member with the right to vote for and run for the Board of Directors added. Voting members privileges are limited to nominating and voting for Board Positions at the annual voting meeting. For an Associate Member to become a Voting Member an application for Voting Member must be filled out and a favorable vote by the majority of the Board of Directors must be received.

Board Member:

A classification of membership that has all rights and privileges afforded to the Associate Member and Voting Member with the right to vote on general business during Board Member Meetings added. Board Members are elected by a favorable vote from the Voting Member pool at the annual Voting Meeting.

Officer:

A classification of membership that has all rights and privileges afforded to the Associate Member, Voting Member and Board Members with the responsibilities of each role added. The Association formally recognizes the role of Officers of President, Vice President, Secretary and Treasurer. Officers are elected by a favorable vote from the Board of Directors at the first Board of Directors meeting following the annual Voting meeting each year.

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## ARTICLE THREE

### Meetings:

**Annual Voting Meeting.** The annual meeting of Voting Members shall be held in the first Quarter of each year preceding the Annual Meeting, for the purpose of designating the Board of Directors for the fiscal year.

**Annual Meeting.** The annual meeting of all members shall be held in the first Quarter of each year following the annual Voting Meeting, for the purpose of any business as may come before the Association.

If these meetings are not held in the quarter designated herein for such meeting of the members, the Board of Directors shall cause the annual meetings to be held as soon thereafter as is convenient.

**Place of Meetings.** The Board of Directors may designate a place within or without the State of South Dakota, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by all members entitled to vote at the meeting may designate anyplace, either within or without the State of South Dakota, as the place for the holding of such meeting. If no designation is made, or if a special meeting is otherwise called, the place of meeting shall be the principal office of the corporation.

**Notice of Meetings.** Written or printed notice setting the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be sent by first class mail, electronic mail (email) or delivered not less than five (5) nor more than fifteen (15) days before the date of the meeting, either personally at the direction of the President, or the Secretary, or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, if emailed it shall be deemed to be delivered when sent, addressed to the member at his or her physical or email address as it appears in the current membership books of the Association

**Quorum.** The majority of the members entitled to vote present and no less than three (3) total shall constitute a quorum for the purpose of transacting any business of the corporation.

**Proxies.** No proxies shall be allowed.

**Voting.** Subject to the provisions of any applicable law of the State of South Dakota, each member present and entitled to vote, shall be entitled to one vote on each matter submitted to a vote at a meeting of members.

## ARTICLE FOUR

### Board of Directors:

**General Powers.** The business and property of the Association shall be managed by the Board of Directors.

The Board of Directors shall be composed of no less than five and no more than 15 Voting Members. The number will be established by the Board every year before the annual meeting.

All members of the Board shall be Voting Members.

The Directors' terms shall be for three years. The terms of the Directors shall be staggered so that one-third of the Directors is elected at each annual Voting Meeting. The number of terms that a Director may serve successively is two terms.

Directors shall be residents of the area served and eighteen years or older.

Regular meetings of the Board of Directors shall be held quarterly. Quarterly meetings may be cancelled in the event of no business. The Board of Directors may adopt a fixed time and place for regular meetings.

A special meeting of the Board of Directors may be called at any time or place by any two members of the Board. All notices of special meetings shall state the purpose thereof and the time and place where the meeting is to be held.

A quorum for the transaction of business at any meeting of the Board of Directors shall consist of the majority of the members of the Board.

The minutes of annual, regular or special meetings shall be kept by the secretary.

Resignations of Directors or Officers shall be in writing and shall take effect upon receipt by the Board of Directors. Whenever a vacancy shall occur on the Board of Directors by death, resignation, or otherwise, the same shall be filled without undue delay by a majority vote of the Board of Directors of the Association.

Any Director may be removed upon a vote of two-thirds of the MEMBERS of the Board of Directors of the Association present at any regular or special meeting thereof, when seven days written notice of such proposed removal, meeting time and place has been given.

Notice. Notice of any special meeting shall be given at least twenty-four (24) hours before the time fixed for the meeting, by written notice delivered personally or mailed to each Director at his business address, or by email. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid, not less than five (5) days prior to the commencement of the above stated notice period. If notice is given by email, such notice shall be deemed to be delivered, when the email is sent. -Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the lawfully called or convened.

Board Decisions. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors except that vote of not less than one-half of all the members of the Board shall be required for the amendment of or addition to these bylaws.

Compensation. By resolution of the board of Directors, the Directors may be paid their expenses, if any, for attendance at each meeting of the board of Directors.

Presumption of Assent. A Director of the corporation who is present at a meeting of the board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

## ARTICLE FIVE

### Officers:

Number. The Directors of the corporation shall be elected by the Board Members. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Vice-President.

Election and Term of Office. The officers shall be chosen from among the Directors. All officers shall be chosen by the Board of Directors of the Association at the annual meeting of such Board, or at such other meeting of said Board as may be called for that purpose. The president and vice-president shall hold office until the next annual meeting of the Board of Directors and until their respective successors are elected and qualified. The President and Vice-President may serve no more than two consecutive terms. All other officers of the Association shall hold office at the pleasure of the Board of Directors.

Removal. Any officer or agent elected or appointed by the members may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. Powers and Duties. The powers and duties of the several officers shall be as provided

from time to time by resolution or other directive of the Board of Directors. In the absence of such provisions, the respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers of corporations similar in organization and businesses purposes to this corporation.

President. The president shall preside at all meeting of the Board of Directors and shall have general supervision of the affairs of the Association and shall see that all orders and resolutions of the Board are carried into effect.

Vice-President. In the absence, disability or under the direction of the president, the Vice President shall be vested with all the powers and perform all the duties of the President, and shall have such additional powers and perform such additional duties as shall be ordered by the Board of Directors.

Secretary. The secretary shall give or cause to be given all required notices of meetings of the Board of Directors, except as otherwise provided in these bylaws; shall record all proceedings at the meetings of the Board of Directors in a book to be kept for that purpose; and shall perform such other duties as may be assigned by the president or Board of Directors. The Secretary shall have custody of the seal shall affix the same to all instruments when duly authorized to do so and attest to same, and do and perform such additional duties as may be ordered by the Board of Directors.

Treasurer. The treasurer shall have the custody of all monies, valuable papers and documents of the Association, and place the same for safekeeping in such depositories as may be designated by the Board of Directors. The treasurer shall expend the funds of the Association as directed by the Board of Directors, taking proper vouchers for such expenditures, shall keep or cause to be kept, a book or books setting forth a true record of the receipts, expenditures, assets, liabilities, losses and gains of the Association and shall, when and as required by the president of the Board of Directors, render a statement of the financial condition of the Association and cause to be filed appropriate tax returns. As a requirement to serve as treasurer of the Association, the treasurer may be required to procure an appropriate bond in an amount to be determined by the Board of Directors, from an insurer authorized to transact business in this state.

Salaries. The officers of the corporation shall not receive any compensation for holding their respective offices.

## ARTICLE SIX

### Contracts, Loans, Checks and Deposits

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

Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Checks, Drafts, or Orders. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such bank, trust company, or other depositories as the Board of Directors may select.

## ARTICLE SEVEN

### Fiscal Year

The fiscal year of the corporation shall be the calendar year.

## ARTICLE EIGHT

### Seal

The Board of Directors may provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the corporation and the State of incorporation\* If the corporation should provide a corporate seal, the seal shall be stamped or affixed to such documents as may be prescribed by law or custom or by the Board of Directors.

ARTICLE NINE

Waiver of Notice

Whenever any notice is required to be given to any member or Directors of the corporation under the provisions of these bylaws or under the provisions of the Articles of Incorporation or under the provisions of law, a waiver thereof in writing, signed by the person or persons entitled such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE TEN

Amendments

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board; provided, however that the number of Directors shall not be increased or decreased nor shall the provisions of Article Two, concerning the members, be substantially altered, without the prior approval of the majority of Voting Members at a regular or special meeting of the Voting Members, or by written consent. Changes in the additions to the bylaws by the Board of Directors shall be reported to all members at their next regular meeting and shall be subject to the approval or disapproval of the members at such meeting. If no action is then taken by the members on a change in or addition to the bylaws, such change or additions shall be deemed to be fully approved and ratified by the Board.

Dated this 12<sup>th</sup> day of January, 2012

President \_\_\_\_\_

Secretary \_\_\_\_\_