

**BY-LAWS
OF
CHIPPEWA OFF ROAD BIKE ASSOCIATION, INC.
Approved 3-6-2006**

Article I - NONPROFIT CORPORATION

Section 1 - The name of the organization shall be Chippewa Off Road Bike Association, Inc. (hereafter referred to as CORBA) and shall have its principal offices at 4869 Shellamie Drive Eau Claire, WI 54701.

Article II - MEMBERSHIP AND MEETINGS

Section 1 - Membership in CORBA shall be open to anyone. Each member shall have one vote at any annual or special meetings of the club.

Section 2 - The annual meeting of the membership shall be held during the month of February of each year for the purpose of electing officers and for the transaction of such business as may come before the meeting.

Section 3 - Special meetings of the members, for any purpose or purposes, may be called by the President or the Executive Board. The place of the meetings shall be as the President or Executive Board designates from time to time. Notice of the place, day and hour of the meeting and the purpose for which the meeting is called, shall be transmitted to members at least three days in advance before such meeting, either in writing, or in such other manner as the President or Executive Board shall designate.

Section 4 - A minimum of one officer and three members in attendance at a scheduled meeting shall constitute a quorum, and a simple majority of votes cast at any meeting shall be decisive of any motion or election. If less than a quorum of members is present at any meeting, the meeting will be cancelled.

Article III - EXECUTIVE BOARD

Section 1 - The business and affairs of the corporation shall be managed by the Executive Board.

Section 2 - The Executive Board shall consist of President, Vice President, Secretary / Treasurer, Trail Marshall, and a Board Member at Large. Each member of the Executive Board shall have one vote.

Section 3 - A regular meeting of the Executive Board may be held at any time, by call from the President or any Executive Board member, without notice to the membership. Notice of Executive Board meetings shall be given at least twenty-four hours prior to the meeting by written notice of by other notice as the Executive Board or President may authorize.

Section 4 - One-third of the Executive Board shall constitute a quorum for the transaction of business. The act of a majority of the Executive Board present at a meeting at which a quorum is present shall be the act of the Executive Board.

Section 5 - Any vacancy occurring on the Executive Board, including a vacancy created by an increase in the number of Board Members, may be filled until the next succeeding annual election by appointment by the President subject to confirmation by the affirmative vote of one-third of the Executive Board then in office.

Section 6 - The President may designate committees of the Executive Board and / or committees consisting of members headed by a Board Member to assist in conducting the affairs of the corporation.

ARTICLE IV - BOARD MEMBERS

Section 1 - Each Board Member shall hold office for a term of one year and until his/her successor shall have been elected, or until his/her death, or until he/she shall resign. There will be no limit on the number of terms which a Board Member may serve. Each Board Member shall be elected by a majority of the votes cast by the membership at the annual meeting.

ARTICLE V - OFFICERS

Section 1- The principal officers of the corporation shall be a President, a Vice President, a Secretary-Treasurer, a Trail Marshall, and a Board Member-at-Large, each of who shall be elected by a majority of the votes cast by the membership at the annual meeting. The Executive Board may create additional offices, and those offices shall be filled in the identical manner. All officers and Board Members shall be selected from the corporate membership.

Section 2 - The officers of the corporation shall be elected for one-year terms, commencing after the election. Each officer shall hold office until his/her successor shall have been duly elected, or until his/her death or resignation. Terms of the officers shall be indefinite.

Section 3- The President shall:

The President shall be the principal executive officer of the corporation and shall supervise and control all the business and affairs of the corporation. He/She shall, when present, preside at all meetings of the members and of the Executive Board. He/She shall have authority to appoint such agents and representatives of the corporation as he/she shall deem necessary, and to delegate authority to them. He/She shall have authority to sign all checks and other documents on behalf of the corporation in the course of its regular business, and he/she may authorize the Vice President or any officer or agent of the corporation to sign such checks or other documents in his/her place.

Section 4 - The Vice President shall:

In the absence of the President, or in the event of his/her death or inability or refusal to act, the Vice President shall perform the duties of the President, and when so doing shall have all the powers of, and be subject to, all the restrictions upon the President.

Section 5 - The Secretary - Treasurer shall:

- a. Keep all minutes of the membership and Executive Board Meetings
- b. See that all notices are given to members and to members of the Executive Board as required by these by-laws, or by resolution of the Executive Board
- c. Be custodian of the records of the corporation
- d. Keep a register of the post office address of each member of the corporation
- e. In general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be delegated or assigned to said Secretary-Treasurer by the President or the Executive Board.
- f. Have charge and custody of, and be responsible for, all funds of the corporation, receive and give receipts for all moneys due and payable to the corporation from all sources, deposit all such moneys in the name of the corporation in such banks or

other depositories as shall be selected by the Executive Board, make expenditures and sign all checks as the Executive Board shall indicate. All checks over \$500 must be signed by the Secretary-Treasurer and the President.

- g. The Treasurer shall be bonded at the discretion of the Executive Board.
- h. All an audit committee to examine the financial records within thirty days of the annual meeting.

Section 6 - The Trail Marshall shall:

- a. Establish trail layout and work with land managers on approval.
- b. Establish trail work days and notify general membership of such.
- c. Conduct trail development and maintenance following construction guidelines from the International Mountain Bike Association (IMBA).

ARTICLE VI - MEMBERSHIP DISMISSAL

Section 1 - Any member may be dismissed by simple majority of the Executive Board as defined under Article III for conduct that may be detrimental or a disgrace to the function of the corporation. Any such member must be notified by the officers of the corporation of their intent of dismissal.

Section 2 - Any member dismissed from membership will be notified, as soon as possible, by the Executive Board that he/she has been dismissed from membership in the corporation.

ARTICLE VII - AMENDMENTS

Section 1 - These by-laws may be altered, amended, or repealed and new by-laws may be adopted by a simply majority of the membership present at any annual or special meeting of the membership where a quorum is present, or by a simple majority of the Executive Board where a quorum is present, provided, however that no by-laws adopted by the membership shall be amended or repealed by the Executive Board.

ARTICLE VIII - FISCAL YEAR

Section 1 - The fiscal year of the corporation shall be from January 1 - December 31st.

ARTICLE IX - DUES

Section 1 - Dues, if any, shall be established at the corporation's annual meeting or a special meeting.

Section 2 - All dues, if any, shall be paid on an annual basis concurrent with the fiscal year.

Section 3 - All dues shall be paid on individual/family or business basis.

Section 4 - At the discretion of the Executive Board, a policy may be established allowing members to exchange volunteer time at trail work days for the cost of membership.

ARTICLE X - RULES OF ORDER

Section 1 - Roberts Rules of Order shall prevail where there is not a conflict with these by-laws.

ARTICLE XI - DISSOLUTION

Section 1 - Upon dissolution of the organization, assets shall be distributed for one or more purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 , or corresponding section of any future Federal tax code, or shall be distributed to the federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the organization is then located, exclusively for such purposes.