

By-Laws of the Gwinnett Area Trail Riders (GATR) Chapter of the Southern Off-Road Bicycle Association, Inc. (SORBA)

I. NAME, PURPOSE, AND MISSION STATEMENT

- A. The name of the Chapter is “Gwinnett Area Trail Riders”, hereafter referred to as “GATR” or “SORBA-GATR”. The chapter shall be affiliated with the Southern Off-Road Bicycle Association.
- B. The purpose of this SORBA Chapter is to complement the goals and purpose of the SORBA itself. SORBA is a 501-C non-profit organization dedicated to promoting and maintaining sustainable trails and trail access for off-road bicyclists. SORBA supports the conservation of open spaces and is committed to educating mountain bicyclists to ride sensitively and responsibly in order to protect the natural environment and the experience of other trail users.
- C. The GATR Mission Statement is as follows: The Gwinnett Area Trail Riders Chapter of the Southern Off Road Biking Association (SORBA) is a volunteer organization dedicated to:
 - Improving off road biking recreational opportunities through advocacy for quality trail systems, primarily but not limited to Gwinnett County Georgia.
 - Fostering positive relationships with County Government and community leaders to affect public policy and perception of the mountain biking community.
 - Promoting volunteerism, and outdoor recreation that is consistent with environmental protection, thereby strengthening the community and quality of life.
 - Conducting activities that enhance the public’s opinion of mountain bikers.

Toward these ends, SORBA-GATR has the following goals:

1. *Activities and Programs*

Provide members and the general public with opportunities to steward, care for, and create trails on the Southeast's open spaces through trail maintenance work days

To Promote a positive perception of mountain biking through bicycle courtesy patrols, group rides, educational programs and family activities designed to promote the responsible use of public trails by mountain bikers.

2. *Environmental Protection*

Provide leadership in protection and preservation of the environment by advocating the development of informed public policy.

Encourage the establishment and management of protected land and water areas within SORBA's geographical area.

3. *Organization*

Provide an organization of volunteers and professionals who will manage SORBA's facilities and programs, encourage public respect for the environment and mountain biking, offer SORBA's expertise to others, and support individual contributions in realizing SORBA's goals.

II. CHAPTER MEETING FACILITIES

The GATR Board of Directors will identify a location for monthly meetings

III. CHAPTER RESPONSIBILITIES

- A. The chapter shall not have the power to take any action that is in violation of the charter or by laws of the SORBA.
- B. The chapter shall be responsible for carrying out at the local level the purposes of SORBA as set forth in these Bylaws.
- C. The chapter must host a minimum of two work parties per year. This obligation may be met by organizing work parties on any trail within their chapter's responsibility or on any trail not stewarded by a particular chapter.
- D. The chapter must lead a minimum of two rides per year.
- E. The membership of each chapter must perform a cumulative total of 80 hours, or more, of trail maintenance on approved trails per year.
- F. Chapter Financial statements must be presented to the SORBA Treasurer at each regularly scheduled meeting of the Executive Board of Directors.
- G. The part of the SORBA membership dues which shall be payable to the separate treasury of fund for the chapter shall not exceed 50% of the members' dues.
- H. Fat Tire Times participation is expected in each issue. Minimum participation includes the submission of one article or chapter report.
- I. Suspension of a chapter will result if the standards stated in section III A-B. Chapter Responsibilities are not met. Suspension results in that chapter losing its right to vote on the SORBA Executives.
- J. The chapter shall have its own Chapter Board of Directors empowered with the management of chapter affairs and programs consistent with Article I.B and I.C. of the Bylaws describing SORBA's and SORBA-GATR's mission and purpose.
- K. The chapter shall have the following officers elected by the Chapter Board of Directors or by two-thirds vote of the membership: President, Vice President, Secretary, Treasurer, Trail Director(s), Membership Director, Ride Coordinator and Webmaster.
- L. The chapter, at its own discretion, shall attempt to provide at least one representative to the SORBA Board of Directors. Such representatives will also sit on the GATR Board of Directors.
- M. The chapter may pursue programs and activities consistent with the SORBA Bylaws, but must obtain consent from the Executive Director prior to initiating any new program or category of activities.
- N. The chapter may allocate Chapter Funds as deemed necessary according to these Bylaws. Chapter Funds shall be those funds that the chapter receives as a rebate from SORBA and those funds obtained by the chapter itself. The rebate shall be membership dues from the Chapter less the cost of newsletter publishing and other services provided by SORBA. These funds shall be made available at the regularly scheduled meetings of the Board of Directors.

IV. MEMBERSHIP

GATR membership shall follow all rules as prescribed in Section III of the SORBA By-Laws

V. VOTING BY MEMBERS

On all matters upon which the members of GATR are entitled to vote, each membership shall be entitled to one vote.

VI. NOTIFICATIONS AND MAILINGS TO MEMBERS

Any mailings, of ballots or otherwise, and all notices of the Chapter to any member(s) shall be deemed to have been received by said member(s) if a mailing is made according to the roll of members in the usual manner, in good faith. This is regardless of the fact that any one or more members do not receive such mailing, or that such failure is due to negligence of the Chapter or its agents, unless such failure shall be due to the willful misconduct of the Chapter or its officers.

VII. MEDIA

The Board of Directors shall approve, by the simple majority vote, the nomination of a Board of Directors Member to represent SORBA-GATR at media events. Removal of persons in those positions should be under the same conditions. There shall be no definite length of term.

The selected Board of Director Member shall be responsible for sending submissions to the Fat Tire Times Editor, minimum of one submission per issue, and for supporting the production of the Fat Tire Times.

VIII. OFFICERS OF THE CHAPTER BOARD OF DIRECTORS

A. Officers and Duties

The officers of the / GATR Chapter Board of Directors shall be comprised, at a minimum, of the following four (7) positions:

1. *President:*

The president shall be responsible for carrying out the directives of the Chapter Board of Directors. Duties include strategic planning, ensuring GATR goals are consistent with the members' desires, ensuring that important action items are accomplished, researching and pursuing funding, attending SORBA meetings, and supporting all board members and club activities.

2. *Vice President:*

The vice president shall be responsible for assisting the president in administrative tasks and shall represent GATR in the absence of the President. Additionally the VP shall be responsible for establishing monthly meetings, location, content, and will maintain and report the financial records to the SORBA Treasurer.

3. *Secretary:*

The secretary shall be responsible for writing; assisting, or reviewing important club documents including board meeting minutes, Fat Tire Times articles, grant proposals,

outreach materials, club messages, maintaining the by-laws, GATR archives, and providing information to members and others from these resources.

4. *Treasurer:*

The treasurer shall report on the status of all money and property of SORBA-GATR and shall maintain records of all financial transactions. The treasurer shall also communicate financial matters to SORBA BOD as needed.

5. *At-Large-Positions:*

There will be three At-Large BOD positions. These members have full board voting rights and will be assigned one of the optional positions as described below.

B. *Optional Positions*

As determined necessary by the majority vote of the Primary BOD. These positions may be assigned either to a BOD member or a non-BOD GATR member.

1. *Trail Director:*

The trail director shall coordinate and plan the dates of work parties along with the trail coordinators for all trails under the care of GATR.

2. *Trail Coordinator:*

The trail coordinator shall coordinate trail activities for individual park trails under his charge, including pursuing access to new lands for trail building, planning maintenance of existing trails, obtaining and directing volunteers at work parties, developing relationships with local officials, and promoting proper trail etiquette.

3. *Ride Coordinator:*

The ride coordinator shall coordinate dates and times to lead bike rides and skill improvement classes at any SORBA maintained trail or other trail legally open to MTB riding activities. Responsibilities include sending out communications (via www.SORBA.org or other media) listing meeting place, time, date and type of function.

4. *Membership Director:*

The membership director shall create and manage a marketing plan to increase and sustain active members. Duties include developing outreach materials and distribution mechanisms, arranging technical sessions/speakers/activities at monthly meetings, and overseeing “fun” (referring to strategic plan) activities. Duties also include solicitations to prospective vendors, and GATR members; as well as, organizing volunteer and donation campaigns at GATR events.

5. *Webmaster:*

The webmaster shall be responsible for designing and maintaining the GATR web site under the approval of the Board of Directors. This responsibility includes managing the chapter’s presence on the internet by communicating chapter activities, and providing area mountain biking information to the members and non-members.

6. *PR and Communications Director:*

Shall manage and direct GATR communications and marketing campaigns

7. *The Events Coordinator:*

Shall be responsible for organizing chapter events such as The Yellow River Festival, fund raisers, races and other events to promote GATR outside of regular chapter activities.

8. *Land Manager Liaison:*

The position of Liaison will be assigned to whichever GATR member or members has the most consistent contact with the Gwinnett County Parks and Recreation officials so that there can be consistency in our relationship with those officials. The Liaison may or may not be a GATR BOD member.

C. *Chapter Board of Directors*

The Board of Directors shall serve as the governing body for the Chapter and shall be responsible to set all policies of the Chapter and shall make decisions regarding the Chapter's operation.

D. *Election and Tenure of Officers*

1. *Qualifications*

- a) Any active SORBA-GATR member of the Chapter may hold any office.
- b) No one member may occupy more than one position on the Chapter Board of Directors.

2. *Nomination of Officers*

a) *Nominations by Board of Directors*

The Board of Directors shall, at its regular October meeting, each year, nominate officers for the term beginning January 1 of the following year. A person shall be deemed nominated if, upon the nominations for that office, s/he receives at least two votes by board members.

b) *Nominations by Membership*

Any member not nominated by the board of directors may be nominated for any office upon the request of at least 5 members, other than officers, of the Chapter. Such request may be made orally at the nominations meeting or in writing at any time before the nominations are closed.

3. *Notification of Membership*

The membership shall be notified each year, prior to the October meeting, of the nominations process and on the date of the meeting

4. *Closing of Nominations*

The board of directors shall fix a date for the closing of nominations for the members no earlier than the first day of January.

5. Election of the Chapter Board of Directors

Officers shall be elected by a simple majority vote of the active members of the Chapter present at the next regularly scheduled meeting following nominations.

Newly elected officers shall take office on the 1st day of January, and the members shall be notified as soon as practical of the results of the election.

6. Terms of Officers

All officers shall serve for a term of one year, or until their successor has taken office. There are no consecutive term limitations.

7. Vacancies

- a) A vacancy shall be filled by a simple majority vote of the Board of Directors.
- b) A vacancy occurring by an increase in the number of offices shall be filled by a regular election, a special election called for that purpose, or by a simple majority vote of the Board of Directors. If not a regular election, no more than three individual positions with remaining terms of less than one year may be filled.
- c) In all cases of a special election to fill a vacancy, reasonable opportunity shall be afforded to the membership to make nominations in the manner for regular elections.

E. Removal of Officers

Any officer may be removed from office at any time, with or without cause, either by action of the Board of Directors, or by action of the members.

1. Any officer may request the Board of Directors remove any officer, and such request, if seconded, shall be voted on at the next regular meeting of the Chapter, or at a special meeting called for that purpose not less than two weeks after the request is seconded. Upon the vote of 2/3 of the votes cast by the Board of Directors, the officer shall be removed.
2. Upon the receipt of the written petition signed by at least 10 of the members of the Chapter requesting the removal of any officer, the President shall order that a vote of the membership be taken on the removal of the officer. If a majority of the votes cast favor removal, the officer shall be removed.

IX. ACTIONS AND MEETINGS OF THE BOARD OF DIRECTORS

- A. The board of directors shall meet once per quarter.
- B. A special meeting of the Board of Directors may be called by the President and shall be called by the President upon the request of a majority of the officers, upon 10 days notice to the officers. Such notices shall be deemed complete if in writing, and mailed by at least first class mail, to the officer's address as shown on the roll of members, with adequate postage affixed to it, or if sent electronically and receiving officer responds.
- C. All meetings of the Board of Directors shall be open to any member of the Chapter, and a member in attendance shall have the right to be recognized to participate in any debate or discussion being addressed by the Board of Directors.

D. Voting

1. A majority of the officers present at any meeting shall constitute a quorum for the conduct of any business except in the case of Director elections or bylaw changes. The quorum shall continue until adjournment regardless of the departure of any officer.
 2. The affirmative vote of a majority of the officers present and voting shall be required for any action of the board of directors, unless otherwise provided in these by laws.
 3. Any officer present at the meeting shall be deemed to have waived notice thereof, and to have assented to all actions taken therein unless that officer requests specifically that his/her dissent be recorded in the minutes.
- E. The officers may take any action without a meeting using conventional or electronic mail. This includes such matters as require the assent of more than a simple quorum. The consent of the Board of Directors to use this method and the record of the vote shall become a part of the minutes of the board of directors.
- F. Officers shall have the authority to appoint assistants, deputies, and/or committees, in title only and subject to board approval, to assist with the execution of duties.

X. COMPENSATION OF OFFICERS AND MEMBERS

No officer shall receive any compensation or remuneration for his/her services in official capacity of the office, but the officer may be reimbursed for actual expenses incurred. The Chapter may employ any member, other than an officer, in his/her personal business, or professional capacity to perform services for the Chapter which would, in the normal course of business be contracted for with non members, and the Chapter may pay such member reasonable compensation for such services.

XI. FISCAL YEAR

The fiscal year for the Chapter shall end on December 31st of each year.

XII. GATR FINANCES

- A. All property and money belonging to GATR shall be held in the sole name of GATR.
- B. All money received by GATR shall be promptly deposited in the GATR account, and all payments of money by GATR shall be made by checks or other drafts and recorded appropriately by the Treasurer.
- C. The GATR Board of Directors must approve all spending over \$50, and the GATR Board of Directors should be made aware of any pending expense prior to the spending.
- D. On a quarterly basis, the GATR treasurer will provide financial statements to the chapter president, who will then present the statements to the SORBA Board of Directors at their quarterly meeting. The format of these reports will be in accordance with SORBA guidelines.

These financial statements will be made available to Chapter members.

XIII. DISCRIMINATION PROHIBITED

In administering its affairs, GATR shall not discriminate against any person on the basis of race, creed, color, national or ethnic origin, gender, sexual preference, marital status, age or physical disability.

XIV. AMENDMENTS OF BY LAWS

- A. These by laws may be amended by the affirmative vote of at least two thirds of the Chapter Board of Directors at any regular meeting of the board of directors, or any special meeting called for that purpose, provided that all officers have been notified, at least 10 days prior to such meeting. The notice may be included in the notice for the special meeting.
- B. Notwithstanding the above any amendment which substantially alters the rights of members shall take effect only upon the vote of a majority of the members in a referendum. An amendment shall be deemed to substantially affect the rights of a member only if:
 - 1. Changes the rights of a member to vote, or to make nominations, including adequate notice of same.
 - 2. Affects a member's right to receive notices or his/her access to information about the Chapter.
 - 3. Alter the rights of members to remove officers or to elect officers to fill vacancies.

All members shall be notified of any amendments of the bylaws as soon as possible.