

CLUB RULES  
OF  
MORE (THE MID-ATLANTIC OFF-ROAD ENTHUSIASTS), INC.

**ARTICLE I. Goals**

1.1 To educate cyclists and non-cyclists about the sport of mountain biking, specifically its pleasures, risks and responsibilities, and health benefits -- mental and physical.

1.2 To serve mountain bikers and other recreational trail users through regular trail maintenance, repair, and building activities on public or publicly accessible lands in conjunction with proper authorities.

1.3 To advocate on behalf of responsible mountain bikers for increased trail access and riding opportunities where appropriate, within the limits of Section 501(c)(3) of the Internal Revenue Code.

1.4 To facilitate communication and encourage cooperation between various groups of legitimate trail users, principally mountain bikers, hikers, and equestrians.

1.5 To develop and encourage responsible trail use behavior among all mountain bikers.

1.6 To arrange, coordinate, and lead regular mountain bike rides, trips and other events in the Mid-Atlantic region.

1.7 To promote safety in the sport of mountain biking.

1.8 To build a large and effective membership of mountain bikers of all skill levels in the pursuit of the above goals.

**ARTICLE II. Limitations of Purpose**

2.1 Neither MORE nor its representative(s) shall engage in any activity inconsistent with the purposes expressed in our Articles for Incorporation, Bylaws or these Rules.

2.2 The Articles of Incorporation and Bylaws shall supersede the Club Rules of MORE in the event of any inconsistency or conflict.

**ARTICLE III. Membership**

3.1 Memberships. Any person, business, family, or organization may become a regular member by completing the membership process outlined at [www.more-](http://www.more-)

mtb.org and remitting the required dues. Printed membership applications may also be utilized when appropriate.

3.2 Sponsoring Memberships. The Board may establish various levels of sponsoring memberships, as it deems appropriate. Any individual, business, or organization that wishes to support MORE may become a sponsoring member. Sponsoring members will have the same voting rights as regular members.

3.3 Expiration. The Board may establish and set the rate for membership terms in increments, as it deems appropriate.

3.4 Suspension of Membership. The Board may pass a resolution to suspend or expel a member for any valid reason, as determined in the Board's sole discretion. Such resolution will not take effect until affirmed by a majority vote of the Board of Directors.

3.5 Dues. Membership dues will be established by the Board of Directors. The Board of Directors may not increase or decrease membership dues more frequently than once each calendar year. Any change in membership dues adopted by the Board of Directors will take effect on a date no earlier than 6 months following the vote.

3.6 Voting Rights. Each regular member will have one vote on all MORE business presented at any meeting of the members under Article IV. Only one adult member (age 18 or over) in a family membership will be entitled to vote. Each sponsoring membership will have the same voting rights as a regular member.

3.7 Voting and Elections. All members will be entitled to vote for the election of Directors and on any other matters properly brought to a vote at any annual, special, or regular meeting of members. Votes shall be decided by a simple majority of votes cast, or by such higher proportion as may be required by law or our Bylaws.

3.8 Additional Benefits. Any additional benefits or conditions of membership will be determined by action of the Board.

#### **ARTICLE IV. Meetings of Members**

4.1 Annual Meeting. The annual meeting of MORE shall be held in the first calendar quarter each year. The time and location of the annual meeting will be determined by the Board of Directors no less than 30 days in advance.

4.2 Notice of Annual Meeting. Notice of the annual meeting shall be sent electronically to the address of each member, as recorded in MORE's records, no less than 30 and no more than 60 days prior to the meeting date. Notice of the

annual meeting must include a listing of the matters that may be brought to a vote at the annual meeting.

4.3 Special Meetings. The Board of Directors may call special meetings of the regular members of MORE for any purpose allowed by law, our Bylaws, or Club Rules. Special meetings will be held at the time and location designated by the Board of Directors

4.4 Notice of Special Meetings. Notice of special meetings will be given no less than 10 and no more than 60 days prior to the meeting. Notice of meetings where members will be asked to vote on amendments to the Articles of Incorporation must be given no less than 30 and no more than 60 days prior to the meeting. Notice of the meeting shall be sent electronically to the address of each member, as recorded in MORE's records.

4.5 Regular Meetings. The Board of Directors may hold regular membership meetings on a schedule to be determined in the Board's discretion. Regular membership meetings will be for the purpose of conducting routine club business or acting on any other matters as directed by the Board. Regular meetings will be held at the time and location designated by the Board of Directors.

4.6 Notice of Regular Meetings. Notice of regular meetings will be given no less than 10 and no more than 60 days prior to the meeting. Notice of the meetings shall be sent electronically to the address of each member, as recorded in MORE's records.

## **ARTICLE V. Board of Directors**

5.1 Duties. The Board of Directors shall have and exercise the corporate powers prescribed by law. Its primary functions shall be to make policy and manage the resources of MORE in a sound manner. The Board of Directors will further determine the general, program, and financial policies and shall have the power to carry out any other functions permitted by law, our Bylaws, or Club Rules.

5.2 Election. Any regular member may become a nominee for board service. Prior to each annual meeting, the names of all nominees to the Board of Directors shall be sent electronically to the address of each member, as recorded in MORE's records. The notice will include a ballot for members to vote by electronic means for the nominees. The Board of Directors shall be elected by a plurality vote. A plurality shall be defined as the greatest percentage of the ballots cast for each office.

5.3 Offices. The Board shall comprise the following Directors and a representative from each authorized chapter. Their titles, authority, and minimum duties are as follows:

President: Presides at all meetings of the members and the Board of Directors; has general and active management of the business of MORE in accordance with MORE's governance documents, vision and mission statements; and sees that orders and resolutions of the Board are carried into effect.

Vice President: Performs the duties of President in the President's absence. The Vice President shall have all of the responsibilities and powers of other members of the Board. Leads MORE developmental efforts and coordinates local sponsorships, partnerships, and chairs the standing developmental committee. Manages the bike shop liaisons program and works to build and strengthen local bike shop partnerships

Treasurer: Serves as the chief financial officer of MORE. Has custody of MORE's funds and financial records, and shall keep full and accurate accounts of receipts and disbursements in books belonging to MORE. The Treasurer shall deposit all moneys and other valuables in the name of MORE in such depositories as the Board may designate. The Treasurer shall have all of the responsibilities and powers of other members of the Board.

The Treasurer shall collect all moneys due MORE and shall be responsible for the dispersal of all club funds as the Board may authorize. The Treasurer shall render to the Board at its regular meetings, or whenever the Board may require it, an account of all transactions and the financial condition of MORE in the form that shows a comparison of the full year budget amount in the same line item format as the board approved budget to assist board members in the performance of their duties.

The Treasurer shall prepare or cause to be prepared annually

- in the next to last month of the fiscal year, a budget for the following fiscal year for approval of the board in the last month of MORE's fiscal year.
- a full and correct statement of MORE's financial condition, including a balance sheet and a statement of operations for the preceding fiscal year, which shall be submitted at the annual meeting of the membership.

The Treasurer shall serve as the corporate Secretary to ensure MORE's compliance with statutory and regulatory requirements as well as maintaining copies of the Articles of Incorporation and all amendments in effect, the Bylaws and all amendments in effect, and the Club Rules. The Treasurer also chairs the standing finance committee.

Members Representative: Represents all members from the Commonwealth of Virginia, the State of Maryland, and the District of Columbia. The Members Representative is responsible for building and leading a team of regionally selected membership representatives with the purpose of providing feedback to the BOD. The Members Representative chairs standing members committee. The Members Representative shall have all of the responsibilities and powers of other members of the Board.

Trails Director: Oversees advocacy, trail building and maintenance efforts of MORE in support of the MORE vision and mission statements, including the complete life cycle of all trail projects from funding through maintenance via formalized processes as directed by the BOD. Serves as the primary contact for negotiations with land management agencies. The Trails Director is responsible for MORE's advocacy, trail building and maintenance efforts including, but not limited to, the coordination and execution of official trail access initiatives; trail projects; and the trail liaison program, to include maintaining the work day calendar and coordinating the trail maintenance activities of MORE. The Trails Director is also responsible for trail planning activities, grant application and/or grant administration functions, and contracting with and scheduling vendors to perform trail construction when applicable. The Trails Director chairs the Trails Committee and shall have all of the responsibilities and powers of other members of the Board. The Trails Director is supported by one or more Officers, including but not limited to, the Trail Boss.

Activities Director: Oversees critical volunteer, youth, ride, and event activities of MORE. Manages MORE's social and youth program activities and the MORE-organized rides program, which is to address the needs of all ages and ability types. Coordinates and publishes the youth programs, event, and ride schedules. The Activities Director chairs the standing activities committee and shall have all of the responsibilities and powers of other members of the Board.

Operations Director: Responsible for managing the day-to-day operational functions of the club to include: 1) building and maintaining MORE's online presence, both on the web and in social media; 2) maintaining the official membership records of MORE, including all membership information and the membership fulfillment process, including data exchange with IMBA as part of the chapter program; 3) maintaining club records and documents not elsewhere assigned; 4) capturing BOD meeting minutes; and 5) taking responsibility for membership communications and managing the club's P.O. box and storage facilities. The Operations Director chairs the standing operational committee and shall have all of the responsibilities and powers of other members of the Board.

#### 5.4 Terms of Office.

5.4.1 The President, Vice President, and Operations Director each shall serve a two-year term and until their successors are elected and qualified. If reelected, these persons may succeed themselves in office for an indefinite time period.

5.4.2 The Members Representative, Activities Director, and Trails Director shall serve a two-year term beginning in 2015 and until his or her successor is elected and qualified. If re-elected, this person may succeed himself or herself in office for an indefinite time period. For 2014, the Members Representative, Activities Director, and Trails Director shall serve a one-year term until his or her successor is elected and qualified and if re-elected, this person may succeed himself or herself in office for an indefinite time period. This sentence, and the preceding one, are to be automatically removed from the Club Rules on January 1, 2015.

5.4.3 The Treasurer shall serve a three-year term and until his/her successor is elected and qualified. If reelected, he/she may succeed him/herself in office for an indefinite time period.

5.4.4 Directors may hold only one office at a time. A Director whose term is not expiring may become a nominee for election to another office; if elected to the new office, the Director must resign his/her existing office per Section 5.6 prior to assuming the duties of his/her new office. This vacant office shall be filled per Section 5.5.

5.5 Vacancies. Vacancies on the Board occurring prior to the annual ballot (Section 5.2) shall be filled by a regular member after an affirmative vote of a majority of the remaining Directors.

5.6 Resignations and Removal. All resignations of Directors must be in writing and sent to the Secretary. The Board will take action on all resignations. An affirmative vote of two-thirds of the Directors then in office will result in the removal, with or without cause, of any Director. Any Director missing two consecutive Board of Directors meetings without delivering a satisfactory explanation may be removed by the remaining Directors on the Board.

### **ARTICLE VI. Meetings of the Board of Directors**

6.1 Regular Meetings. The Board shall convene on a schedule deemed appropriate by the Board. Meetings may be conducted in person or via other telecommunication or electronic means, as allowed by law and as determined by the Board.

6.2 Special Meetings. The Board shall hold special meetings at the call of any two of the President, Vice President or Secretary, or at the call of the Secretary alone upon the request of at least five Directors. Any request for a special meeting, and

any notice of a special meeting, must state the purpose of the meeting. Meetings may be conducted in person or via other telecommunication or electronic means, as allowed by law and as determined by the Board.

6.3 Notice. The President or the Secretary shall provide notice to each Director at least seven days before the date of any Board meeting. Notice shall be sent electronically to the address of each Director, as recorded in MORE's records.

6.4 Quorum. A majority of the Directors holding office shall be necessary to constitute a quorum for the transaction of business. The act of a majority of the Directors present and voting at a duly called meeting of the Board when a quorum is present shall be the act of the Board of Directors, except as may be provided by law, our Bylaws, or Club Rules.

6.5 Minutes. The Operations Director shall keep records of the proceedings of each meeting of the Board of Directors. In the absence of the Operations Director, the Operation Director's designee, who must be a member of the Board, shall keep the records. The Operations Director shall distribute a copy of the records of each meeting to the Board by electronic means in a manner determined by the Board. In keeping with our Bylaws, these minutes shall be maintained on the MORE website, in a manner determined by the Board.

6.6 Action by Written Consent. Any action required or permitted to be taken by the Board may be taken by written consent. Any written consent must set forth the action so taken and must be signed by all members of the Board. Any such written consent must be filed with the records of the proceedings of the Board of Directors. Consent may be by electronic means sent or made available to the President and the Secretary. Consents by electronic means will be deemed signed by the sender if that person's name is typed at the end of the electronic message or the email address or user ID matches the information in MORE's records. A record of such electronic communications must be maintained with the records of the proceedings of the Board of Directors.

## **ARTICLE VII. Executive Officers**

7.1 Designation. The Board of Directors may appoint officers of MORE, with the powers to perform the acts and duties as the Board may see fit, consistent with the Bylaws, Club Rules, and to the extent authorized or permitted by law.

7.2 Duties and Term. Each officer will have such duties as defined by the Board of Directors and will serve at the pleasure of the Board of Directors.

## **ARTICLE VIII. Contracts and Payments**

8.1 Contracts. The Board, except as our Bylaws or Club Rules otherwise provide, may authorize any officer or agent to enter into any contract or execute and

deliver any instrument in the name of and on behalf of MORE, and such authority may be general or confined to a specific instance. Unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind MORE by any contract, or engagement, or pledge its credit, or render it liable for any purpose or amount.

8.2 Payments. All checks, drafts, and orders for the payment of money, notes and other evidence of indebtedness, issued in the name of MORE shall be signed by such officer or officers as the Board may from time to time designate.

## **ARTICLE IX. Amendments**

These Rules may be amended at any time by Board Resolution affirmed by a majority vote of the Board of Directors.

## **ARTICLE X. Conflicts of Interest**

Any person or entity with a financial interest in a contract with MORE is prohibited from serving as an Officer or Director of MORE. In addition, MORE is prohibited from entering into a contract with any entity with which any Officer or Director has a financial interest, unless 2/3 of all Board members (excluding any Board member with a financial interest in the entity) vote in favor of an exemption. This exemption must be for a specific contract and may not be of a duration greater than one year. For avoidance of doubt, if a contract exemption is approved, the Officer or Director with the financial interest in the contract may continue to serve in their capacity and will be required to recuse him/herself when appropriate.