

**Vermont Mountain Bike Association**

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**VMBA BYLAWS**

**Article I: General**

1.1 The Corporation shall be called the Vermont Mountain Bike Association, Inc. (referred to hereinafter as "VMBA").

1.2 The fiscal year of VMBA shall commence on the first day of January and end on the last day of December.

**Article II: Purpose**

2.1 The Vermont Mountain Bike Association is a non-profit organization whose mission is to provide its members and the general public with opportunities to steward, and recreate on, Vermont's open spaces through education, planning, funding and establishing and maintaining multi-use trails throughout Vermont. We endorse responsible, environmentally sensible trail use and the creation of community recreation trail networks for the health and benefit of local citizens and visitors.

**Article III: Membership**

3.1 Regular Membership. Any person who joins VMBA, using the membership process developed by VMBA, is a member of VMBA.

3.2 Chapter. Any local mountain biking club that pays the membership dues set by VMBA, and agrees to adhere to VMBA policies for chapters, is a chapter of VMBA.

3.3 Corporate Membership. A corporation that pays corporate membership dues set by VMBA is a corporate member of VMBA.

## **Article IV: Meetings of Members**

4.1 General. All meetings of the members of VMBA shall be held at such time and place as shall be stated in the notice of the meeting, which written notice and agenda shall be mailed, e-mailed or published in a VMBA publication or website at least fourteen (14) days before the date set for the meeting. No business other than that listed in the notice sent to members or published shall be transacted at any meeting of the members. No quorum is required in order to transact any business at any meeting of the members.

4.2 Annual Meeting. The Annual Meeting of VMBA shall be held annually in the First Quarter unless a different date is determined by the Board of Directors and stated in the written notice of the meeting. The purposes for which the Annual Meeting is to be held, in addition to those prescribed by law or by these Bylaws, shall include the election of Directors of VMBA (as described in Article V of these Bylaws) and the conduct of any other business which may properly be brought before the meeting.

4.3 Special Meetings. Subject to the provisions of Section 8.2 of the Bylaws, special meetings of the members of VMBA, for any purpose or purposes allowed by law or by these Bylaws, may be called by the Chair or by a majority vote of the Board of Directors, and shall be called as otherwise required by law. Furthermore, upon receipt by the Secretary of a petition calling for such a meeting, stating the purpose or purposes for the meeting, and signed by at least 10 percent of the members of VMBA, the Secretary shall call a special meeting of the members of VMBA by notice given as specified in Section 4.1.

## **Article V: Membership on the Board of Directors**

5.1 Number. The Board of Directors shall consist of not less than seven (7) people nor more than eleven (11) people. Two members shall represent chapters and shall be known as Chapter Representatives. The Executive Director shall be an ex officio non-voting member of the Board of Directors and shall not be included within the determined number of Directors.

5.2 Terms. Directors shall serve three-year terms. A Director may serve no more than 2 full consecutive terms after being elected by the Membership at an Annual Meeting. If the date of an Annual Meeting is moved or scheduled such that it would result in a Director serving nominally more or less than a full three-year term, said Director's term shall expire on the date of that Annual Meeting.

## **Article VI: Voting and Elections**

6.1 Directors: Except for the Chapter Representatives, Directors shall be elected by VMBA members present at the annual meeting, or in an electronic/virtual vote held no more than two (2) weeks prior to the Annual Meeting. Each member shall be entitled to one vote. The Board of Directors shall publish and make available to all members the names of its nominees for election as Directors at least two (2) weeks prior to the Annual Meeting. If at any meeting there is no contest for a position as Director, election shall be by the Secretary casting one (1) vote at the meeting.

6.1.1 Alternative Slates of Directors: Alternative slates of one or more candidates for positions as Directors shall be placed on the ballot if a petition signed by at least 10 percent of members is submitted to and verified by the Secretary at the Annual Meeting of the members. Each such petition must be accompanied by a letter from each alternative candidate, consenting to his or her nomination and agreeing to serve in the position for which he or she is nominated if elected. Upon receipt and verification of such petition(s), the names of those nominees shall be placed on the ballot for the election of Directors at the Annual Meeting, together with the statement from the individual(s).

6.1.2 Director Vacancies Mid-Term. A vacancy in any Director position prior to the expiration of their term shall be filled by a two-thirds majority vote of the Board of Directors. The new Director's term shall run until the next Annual Meeting.

6.2 Voting. For all matters requiring the vote of the members, including elections of Directors, proposals for change or amendment to these Bylaws (other than membership Referendums as described in Section 6.5 below), notification shall be provided as specified in Section 4.1 at least fourteen (14) days before the deadline date set for the vote by the Board of Directors in accordance with these Bylaws. All votes must be made in person or electronically/virtually, orally or by secret ballot. Results of the vote shall be made available to any member on request within five (5) business days after the deadline date and reported promptly as specified in Section 4.1. Votes shall be decided by simple majority of the votes cast or by such higher proportion as may be required by law or by these Bylaws.

6.3 Chapter Representatives: Chapter Representatives shall be elected by VMBA chapters. Each chapter shall be entitled to one vote, cast by the chapter president. The

Board of Directors shall publish and make available to all chapters the names of its nominees for election as Chapter Representatives at least two (2) weeks prior to the Annual Meeting. If at any meeting there is no contest for a position as Chapter Representative, election shall be by the Secretary casting one (1) vote at the meeting.

6.3.1 Alternative Slates of Chapter Representatives: Alternative slates of one or more candidates for positions as Chapter Representatives shall be placed on the ballot if a petition signed by at least 10 percent of members is submitted to and verified by the Secretary at least two (2) weeks before the Annual Meeting of the members. Each such petition must be accompanied by a letter from each alternative candidate, consenting to his or her nomination and agreeing to serve in the position for which he or she is nominated if elected.

6.3.2 Chapter Representative Vacancies Mid-Term. A vacancy in any Chapter Representative position prior to the expiration of their term shall be filled by a two-thirds majority vote of the Board of Directors. The Board of Directors shall publish and make available to the Advisory Council the names of its nominees at least two weeks prior to its vote. The notice will include an invitation for Advisory Council members to comment on or object to any person as a candidate. The new Chapter Representative's term shall run until the next Annual Meeting.

6.4 Voting: For all matters requiring the vote of the chapters, including elections of Chapter Representatives, notification shall be provided as specified in Section 4.1 at least fourteen (14) days before the deadline date set for the vote by the Board of Directors in accordance with these Bylaws. All votes may be made in person, orally or by secret ballot, or by electronic means. Ballots must be received at the announced location by 5:00 p.m. on the deadline date, and the results of the vote shall be made available to any member on request within five (5) business days after the deadline date and reported promptly as specified in Section 4.1. Votes shall be decided by simple majority of the votes cast or by such higher proportion as may be required by law or by these Bylaws.

6.5 Referendums. A referendum of all the individual members of VMBA will be held after receipt by the Secretary of a petition signed by at least 10% members. Such referendum is to be furnished to members in a form that can be returned by mail or by e-mail or other electronic format. Any such referendum proposal shall be a non-binding resolution of the members presented to the officers and Directors for their guidance. The results of a referendum must be made available to the general membership as specified in Section 4.1. In addition, the results must immediately be made available to the Board of Directors for their guidance in all future discussions and votes.

6.6 Officers. Officers of the Board shall be elected by the Board immediately following

the annual meeting.

## **Article VII: Board of Directors**

7.1 Responsibilities. The Board of Directors shall have and exercise the corporate powers prescribed by law. Its primary functions shall be to make policy and to manage the resources of VMBA in a sound manner. The Board of Directors shall further determine the general, program and financial policies and shall have the power to carry out any other functions which are permitted by law or by these Bylaws. These powers shall include, but shall not be limited to, the following:

7.1.1 Periodically review the goals and objectives of VMBA consistent with the purpose of VMBA as stated in Article II;

7.1.2 Establish, review and approve changes in the programs of VMBA consistent with its mission;

7.1.3 Oversee and approve the budget of VMBA and establish policy guidelines for management of endowments, grants, membership dues, all investments and major fund-raising efforts;

7.1.4 Authorize the purchase, management and sale of all assets and material possessions and equipment for use by VMBA;

7.1.5 Authorize the construction of kiosks, buildings and major renovation of existing buildings;

7.1.6 Authorize on behalf of VMBA the incurring of debts and securing thereof by mortgage and pledge of real and personal property both tangible and intangible;

7.1.7 Authorize any changes in membership fees;

7.1.8 Authorize officers or agents of VMBA to solicit and/or accept gifts or bequests on behalf of VMBA;

7.1.9 Appoint or remove the Executive Director on such terms and conditions, including without limitation, terms relating to compensation and performance as the Board may deem advisable.

7.1.10 Provide support to the Executive Director and VMBA office staff with respect to

fundraising, marketing, and any other area of need.

## **Article VIII. Meetings of the Board of Directors**

8.1 Regular Meetings. There shall be at least four (4) regular meetings of the Board of Directors in each fiscal year on such dates and at such places as may be designated by the Board. A Board meeting shall be held immediately following the Annual Meeting of members to elect officers.

8.2 Special Meetings. The Board of Directors shall hold special meetings at the call of any two (2) of the Chair, Executive Director or other officer of the Board, or at the call of the Secretary alone upon the request of five (5) Directors, which request shall set forth the purpose of the meeting.

8.3 Notice. Notice of all meetings of the Board of Directors shall be sent by the Secretary or Executive Director to each Director at least seven (7) days before the date of the meeting. In the case of special meetings, the notice shall state the purpose(s) of the meeting; no business shall be transacted at such meeting that does not relate to the purposes(s) stated.

8.4 Waiver. Whenever notice is required to be given under the provisions of law or by these Bylaws, a written waiver signed by the persons entitled to said notice, whether before or after the time stated therein shall be deemed equivalent thereto. Attendance at any meeting by a Director shall be conclusively deemed a waiver of notice of that meeting unless objection is made at the outset of such meeting to the failure to give proper notice.

8.5 Quorum. A majority of the Directors shall be necessary to constitute a quorum for the transaction of business, and 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 or by these Bylaws. 8.6 Minutes. Records of the proceedings of each meeting of the Board of Directors shall be kept by the Secretary, or in the absence of the Secretary, by an assistant or temporary secretary. Copies of records of such proceedings shall be made available on request within 30 days.

8.6 Action by Written Consent. Any action required or permitted to be taken by the Board of Directors may be taken by a written consent setting forth the action so taken and signed by all members of the Board. Any such written consent shall be filed with the minutes of the proceedings of the Board of Directors.

## **Article IX: Officers**

9.1 Number Terms and Qualifications. At the time of their election, all Elected Officers of VMBA shall already be or shall concurrently be elected as members of the Board of Directors. The Elected Officers shall be the Chair, Vice Chair, Secretary, Treasurer, and such additional officers as the Board of Directors shall designate. Each of the Elected Officers shall serve for a term of two (2) years.

9.2 Vacancy. A vacancy in any Elected Officer may be filled by two-thirds vote of the Board of Directors at any time. The new officer's term shall run until the next Annual Meeting.

9.3 Chair. The Chair shall preside at all meetings of the Board of Directors and of VMBA and shall have the right to vote on all questions. The Chair shall be an ex officio voting member of all Board committees, except as otherwise provided in these Bylaws.

9.4 Vice Chair. There shall be at least one Vice Chair, who shall preside at meetings of the Board of Directors and of VMBA in the absence of the Chair.

9.5 Secretary. The Secretary shall be the Clerk of the Corporation with custody of the seal of VMBA and shall attest to and affix said seal to such documents as are required in the business of VMBA, including, but not limited to deeds, bonds, mortgages, agreement contracts, abstracts of resolution, certificates, minutes, and bylaws issued pursuant to the authority of VMBA. The Secretary also shall have custody of all records of VMBA except such records as shall be kept by the Treasurer as herein provided. The Secretary shall give proper notice of all meetings of the Board Directors and of the members. Furthermore, the Secretary shall keep or cause to be kept record of the official policies of the organization and the minutes of all meetings, the Board of Directors, Executive Committee, and VMBA-wide meetings of the members and shall distribute such minutes promptly within thirty (30) calendar days.

9.6 Treasurer. The Treasurer shall be responsible for carrying out the mandates of the Board of Directors in overseeing the financial resources of VMBA, including, but not limited to, cash, securities, stocks and bonds owned by VMBA. The Treasurer shall assure that all books and accounts of VMBA are accurately kept and, furthermore, shall at least annually present to the Board a full and detailed financial statement. Such statement shall be available to any VMBA member on request. The Treasurer shall monitor the investments of VMBA including all funds and endowments.

9.7 Executive Director. The Executive Director of VMBA shall be the Chief Executive Officer and the official adviser to and executive agent of the Board of Directors and its Executive Committee.

9.7.1 Subject to the approval of the Board of Directors, the Executive Director shall have the authority to manage and direct the operations of VMBA, including the power to sign such papers as may be required by their office or as instructed by the Board of Directors, and the power to appoint and discharge the professional staff and all employees of VMBA.

9.7.2 In this connection, the Executive Director shall manage the affairs and direct the work and employees of VMBA, subject to, and in accordance with the instructions of the Board of Directors; shall be authorized to incur expenses in accordance with the approved budget or as otherwise instructed by the Board of Directors; shall make such reports and recommendations to Board of Directors and to the members of VMBA at the Annual Meeting or at any special meeting concerning the work; and shall perform such other duties which are incident to the office of Executive Director.

9.7.3 The Executive Director shall be an ex officio, non-voting member of all Board committees except as otherwise provided in these Bylaws.

9.7.4 If the Executive Director is unable to perform the duties of the office for any reason, then the Board of Directors may appoint an interim Executive Director until the Executive Director is once again able to perform the duties of the office or until another Executive Director has been appointed.

## **Article X: Committees**

10.1 Formation of Committees. The Board of Directors may from time to time establish or dissolve special or ad hoc committees for the discharge of particular duties.

10.2 Standing Board Committees. Standing Board Committee members shall be appointed annually. Members are appointed by the Chair with the advice and consent from the Board of Directors. Except as provided in these Bylaws, the Chair shall be an ex officio voting member and the Executive Director shall be an ex officio non-voting member of all Board committees, and each Board committee shall include at least two (2) additional Directors. Except where otherwise provided in this Article, additional members, including persons who



are not on the Board of Directors, may be appointed to committees. Except where otherwise provided in these Bylaws, the chair of each Board committee shall be a Director.

10.3 Advisory Committee. The Board of Directors may appoint an advisory committee which shall act as non-voting members of the Board of Directors.

## **Article XI: Chapters**

11.1 Organization. The Board of Directors shall provide for the organization and support of Chapters within the membership of VMBA. The Chapters shall be responsible for carrying out at the local level the purposes of VMBA as set forth in Article II of these Bylaws.

11.2 Chapter Organization. Each Chapter shall have its own Chapter structure charged with the management of chapter affairs and programs consistent with Article II of the Bylaws describing VMBA's mission and purpose.

11.3 Chapter Elections. As described in Section 5.1 of these Bylaws, two members of the VMBA Board shall be Chapter Representatives. Chapter Representatives shall be elected according to the process outlined in Section 6.3 of these Bylaws.

11.4 Chapter Funds. Chapters may allocate Chapter funds as they deem necessary.

## **Article XII: Amendment of Bylaws**

12 Amendments. These Bylaws may be amended by a two-thirds vote of the Board of Directors or by a vote at the Annual Meeting of Members or Special Meeting by the general membership. A Special Meeting may be called to amend the Bylaws by a petition of 10 percent of the members of VMBA and submitted to the Secretary of VMBA. The proposal shall then be voted on by the members according to the procedure described in Section 6.2 of these Bylaws.

## **Article XIII: Indemnification**

13 Indemnification. VMBA shall indemnify, each of its officers, Directors and members of Committees and any persons serving at its request as directors, officers, employees or other agents of another organization or in any capacity with respect to any employee

benefit plan (each such person being referred to as an "Indemnified Person") against all liabilities and expenses, including counsel fees and amounts reasonably paid in settlement, imposed upon or reasonably incurred by such Indemnified Person in connection with any action or proceeding, whether civil or criminal, to which they may be made a party or with which they may be involved by reason of such Indemnified Person's having been an officer, Director, Committee member or other such person for VMBA. However, no indemnification shall be provided for any person with respect to any matter to which they shall have been adjudicated in any action or proceeding, not to have acted in good faith in the reasonable belief that their action was in the best interests of VMBA or of participants in an employee benefit plan.

Such indemnification may include payment by VMBA of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the Indemnified Person to repay such payment if (i) such person shall be finally adjudicated or determined by the Board of Directors not to have acted in good faith in the reasonable belief that their action was in the best interests of VMBA or of participants in an employee benefit plan, or (ii) VMBA has received a written opinion of legal counsel to the same effect. Such undertaking to repay may be accepted without reference to the financial ability of such Indemnified Person to make repayment.

Any such indemnification may be provided although the person involved is no longer an officer, Director or Committee member of VMBA, or director, officer or employee of another organization, or no longer serves with respect to such employee benefit plan. In the event of a settlement of an action or proceeding, the indemnification provided herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of VMBA or participants in an employee benefit plan or when VMBA has received a written opinion of legal counsel to the same effect.

The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such person may be entitled. The Board of Directors may authorize indemnification of persons who are not officers, Directors or Committee members or otherwise entitled to indemnification under this section.

#### **Article XIV: Conflicts of Interest**

**14.1** VMBA endeavors to meet high ethical standards in order to merit the trust of its members, landowners, donors, governments, and the public. The integrity of VMBA depends on ethical behavior throughout the organization, and in particular, on fair, well-informed decisionmaking.

The ability to make a decision is sometimes affected by other interests (personal or professional) of individuals in the organization. Such conflict of interest situations are a regular part of organizational and personal life and cannot simply be eliminated. The purpose of this policy is to enable VMBA to manage conflict of interest situations successfully and resolve them fairly. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable Corporations.

**14.2 Scope.** This policy applies to all members of the board of directors, the executive director, and any other employees of VMBA.

### **14.3 Definitions.**

**A. Interested Person:** Members of the VMBA Board of Directors, the Executive Director, and any other employees of VMBA which may exist from time to time.

**B. Conflict of Interest:** A situation in which a person has a private, personal, professional, or direct or indirect financial interest sufficient to appear to influence the decisionmaking or objective exercise of any duties related to VMBA.

**C. Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- i. An ownership or investment interest in any entity with which VMBA has a transaction or arrangement,
- ii. A compensation arrangement with VMBA or with any entity or individual with which VMBA has a transaction or arrangement, or
- iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which VMBA is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the VMBA's Board of Directors decides that a conflict of interest exists.

### **14.4. Procedures.**

**A. Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the conflict of interest and be given the opportunity to disclose all material facts to the directors and members of committees with Board-delegated powers considering the proposed transaction or arrangement.

**B. Determining Whether a Conflict of Interest Exists:** After disclosure of the conflict of interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

### **C. Procedures for Addressing the Conflict of Interest**

- i. An interested person may make a presentation at the Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- ii. The Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the Board or committee shall determine whether VMBA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in VMBA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

### **D. Additional Conflict of Interest Rules with Regards to Contract or Subcontract Awards**

- i. When a Board member or employee of an organization is bidding on a project in their private/personal capacity, that is a per se conflict of interest. The Board member bidding on the project must be screened from (1) the selection, (2) the contract negotiation/award, and (3) the contract administration process. In addition, the board member or employee bidding on the project should be screened from the project development portions of the project to prevent accusations of conflicts going forward.
2. Organizations and employee/board members must review and follow their own conflict policies when a board member/employee is bidding on a contract. The organization should take extra efforts to document what steps were taken to ensure compliance with conflicts procedures so that federal and state agencies can receive this information if an issue arises.
3. Organizations must ensure that trail building bidding processes are competitive; that selection criteria are clear and objective; and that documentation is created to demonstrate how the selected contractor meets the selection criteria.

### **E. Violations of the Conflicts of Interest Policy**

- i. If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the

alleged failure to disclose.

ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **14.5 Conflict of Interest Public Funding Policy for Trail Builders**

- A.** VMBA must develop thorough requests for proposal (RFPs) and broadly publish (VMBA/chapter website, social media, reaching etc.)
- B.** VMBA must provide ample time for builders to develop proposals. Ideally, notice of open RFPs will be no less than 45 days, but cannot be less than 14 days.
- C.** For RFPs over \$100,000, the chapter must host a bidder conference and advertise the location, date, and time no less than 21 days in advance.
- D.** Any board members that benefit as a builder or through a relationship with a builder must recuse themselves from discussion and the decision-making process.
- E.** VMBA must communicate with all builders about decisions made within three business days of choosing a builder.

#### **Article XV: Discrimination Prohibited**

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

#### **Article XVI: Dissolution**

16 Dissolution. VMBA may be dissolved by a vote of two-thirds of the members present at a duly called Meeting of Members. Upon dissolution of VMBA, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government or to a state or local government for a public purpose.

**These Bylaws were adopted this 25th day of October, 2021**  
**Executive Director**

\_\_\_\_\_ **Chair**

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**Secretary**

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