



A Chapter of



MORCA Bylaws

Ratified July 6th 2009; last amended November 5, 2018

(Modified: June 2nd, 2011; October 7th, 2013; November 5, 2018)

ARTICLE 1. Purpose of Club

The main purpose of the Monterey Off Road Cycling Association (MORCA) is to be an organized voice for responsible mountain biking in Monterey County. This is accomplished by:

- 1.1** Advocating for mountain bike trail access, maintaining area trails at all levels of the community, and sharing good will with other trail users.

- 1.2** Creating fun and safe off-road cycling opportunities throughout Monterey County.

- 1.3** Encourage more people to ride on legal trails and to work with local community landowners and managers to reach these goals.

- 1.4** Expand the many different areas of interest to cyclists to include, group rides, racing events, mountain bike riding, trail maintenance and bicycle related advocacy

ARTICLE 2. Membership

2.1 Categories: There shall be the following categories of members:

- a) Active Adult – Open to individuals 18 years of age or older.

- b) Active Junior - Open to individuals who are under 18 years of age.

- c) Active Family - Open to any adult and their spouse and children under the age of 18.

- d) Honorary - Open to individuals of any age upon special appointment by a two-thirds (2/3) vote of the eligible voting members at any regular business meeting.

2.2 Admission, Qualifications, and Application for Membership: Any person interested in any phase of off-road cycling shall be eligible for membership in MORCA. Application for membership is open to all persons in keeping with the non-discrimination policy provided in Section 9. Membership runs 12 months and is renewed for a rolling 12-month period.

MORCA is a Chapter of the International Mountain Biking Association (IMBA). Membership of MORCA is linked with IMBA membership. Joining MORCA is accomplished by becoming a member of IMBA, selecting MORCA as the local Chapter, and payment of the appropriate dues to IMBA (See Section 2.4 below).

2.3 Voting Rights: Members entitled to vote shall have the right to vote in person, in writing, or by email, so long as they are members in good standing as of September 30 of that calendar year. Voting rights are as follows:

- a) Active Adult members have one vote .
- b) Active Junior members have no voting rights.
- c) Family membership shall have one vote per membership.
- d) Honorary members shall have no voting rights.

2.4 Dues: The membership year is 12 months. As a chapter of IMBA annual dues are specified by IMBA and shall be paid to IMBA as spelled out in their website (www.imba.com). For more information and for links to the MORCA/IMBA membership page go to this link: (<http://www.morcamtb.org/member>)

2.5 Non-liability: The members of MORCA shall not be personally liable for the debts, liabilities, or obligations of MORCA.

2.6 Assessment: Membership in MORCA shall be non-assessable, i.e. taxable.

2.7 Transferability of Membership: Membership rights are not transferable.

2.8 Termination of Membership: A membership shall terminate on occurrence of the following events:

- a) Resignation of the member (which should be tendered in writing to the Secretary, President or Vice-President);
- b) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board of Directors (Board);
- c) The member's failure to pay dues, fees or assessments as set by the Board within one month after they are due and payable;
- d) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications;
- e) Termination of membership based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has engaged in conduct materially and seriously prejudicial to the MORCA's purposes and interests. In such cases a verbal and subsequent written notice must be given to the member so removed with the intent of keeping the member as part of the organization if at all possible.

- f) All rights of the member in MORCA and in its property shall cease on the termination of such member's membership. Termination shall not relieve the member of any obligation for charges incurred, services or benefits actually rendered, dues, assessment or fees, or arising from contract or otherwise. MORCA shall retain the right to enforce any such obligation or obtain damages for its breach.
- g) Termination of membership in MORCA in no way impacts membership in IMBA except in such case as reason for termination in MORCA also is considered a reason for termination of membership in IMBA.

ARTICLE 3. Meetings of Members

- 3.1 Place:** All meetings of the members shall be held at such places in the County of Monterey as may be designated by the Board.
- 3.2 Annual Meeting:** An annual meeting of members to elect the Board and for the transaction of such business as may properly come before the general membership shall be held every year in November. The Board shall designate the time and place for this meeting no later than the October monthly meeting. If the annual meeting is not held on the designated date the Board shall cause the meeting to be held as soon thereafter as is reasonable.
- 3.3 Regular Meetings:** Regular meetings for the general membership shall be held sometime during the first week of each month. No business shall be conducted, unless placed on the agenda by the Board. The Board shall determine time and place of these meetings.
- 3.4 Special Meetings:** The Board may call special meetings of members for any purpose at any time. Any member with a concern requiring a special meeting may request that the Board set a meeting to address the issue. The decision to set a meeting rests with the Board.
- 3.5 Notice:** Notice of the place, date and hour of all meetings of members shall be posted on the MORCA website (www.morcambt.org). Special meetings shall be announced on the MORCA website and emailed to the membership via the MORCA mailing list. In the case of special meeting, notice of the general nature of the business to be transacted shall be included in the notice.
- 3.6 Voting of Absentees:** All transactions of any meeting of members are valid if a quorum, as hereinafter defined, is present either in person or in writing.
- 3.7 Quorum:** For all regular meetings a quorum shall consist of 10% of the qualified voting members, or 10 qualified voting members, whichever is less.
- 3.8 Conduct of Member Meetings:** The President, or in his/her absence the Vice-President, or in the absence of both, a chairperson chosen by a majority of the Directors present, shall preside at all member meetings. Such meetings shall be conducted in a civil and respectful manner. When conducting business, members should stand when possible, and be recognized by the President or

designated chairperson before speaking.

ARTICLE 4. Board of Directors and Club Officers

4.1 Number: MORCA shall have seven (7) Directors consisting of a President, Vice-President, Secretary, Treasurer, plus three “Members at Large”. They shall be known collectively as the Board.

4.2 Qualifications: Any voting member of MORCA in good standing is eligible to be elected to a seat on the Board or appointed to a MORCA office.

4.3 Authority: The Board shall exercise the authority of MORCA, control its property, and conduct its affairs, except as otherwise provided by law, or by these Bylaws.

4.4 Compensation: Directors shall serve without compensation, but any Director or member may receive reimbursement for costs and expenses in the pursuit of the MORCA’s business, upon resolution for reimbursement by the Board.

4.5 Term of Office: The Board shall be elected at the annual meeting of members in November to serve for one full year and until their successors are elected and have qualified, or until her/his resignation or removal. The term of office shall begin January 1st.

4.6 Nominations: On the first regular member meeting in September of each year, a call to the general membership shall be made for nominations for the succeeding year. Nominations will be closed at the close of the member meeting in October. The Board shall consider all nominations of members in good standing.

4.7 Election - Ballots will be prepared, with notice posted on the MORCA website and/or Facebook page, and sent by email to members in good standing. Members will select seven of the names from the ballot or write in a name or names for a total of no more than seven votes (votes are NOT cumulative). The seven names from the ballots with the most votes will be elected to the Board of Directors. The Board of Directors will decide amongst themselves who will hold the office of President. The President (in collaboration with the Board of Directors) will decide which positions are held by the rest of the Board. In the event there are insufficient nominations, that seat (or seats) shall remain vacant until filled pursuant to Article 4.8.

4.8 Vacancies: Vacancies on the Board shall be filled by election at the next regular member meeting. Directors elected in this manner will hold their position until replaced or re-instated through the next regular election at the annual meeting of members.

4.9 Board Meetings: Meetings of the Board shall be held at such place in the County of Monterey as may be designated by the Board.

4.10 Special Board Meetings: A special meeting of the Board may be held whenever called by any Director. A quorum of the board as defined in section 4.13 must be present for the meeting to

proceed.

4.11 Membership Participation in Board Meetings: All Board meetings shall be open to the general membership. General members of MORCA or members of the public who may attend any Board Meeting shall be limited to answering questions or addressing specific issues as outlined by the meeting chairperson. Guests shall not participate in the discussion of agenda items and they will have no vote on issues.

4.12 Notice: Notice of meetings of the Board shall be given pursuant to Article 3.5. The Secretary or President can give notice of special meetings by telephone or e-mail to each Director.

4.13 Quorum: A quorum of the a Board shall consist of a two-thirds (2/3) majority and, unless a greater number is expressly required by statute or these Bylaws, every act or decision done or made by a majority of the Directors present at a meeting at which a quorum is present shall be an act of the Board. Any transaction of any meeting however called shall be valid provided a quorum is present and provided that either before or after the meeting each of the Directors not present signs a consent to the holding of the meeting or an approval of the minutes thereof. All such consent or approvals shall be filed with the MORCA records or made a part of the minutes of the meeting. The Secretary shall maintain a hard copy.

4.14 Conduct of Board Meetings: The President, or in his/her absence the Vice-President, or in the absence of both, a chairperson chosen by a majority of the Directors present, shall preside at all meetings of the Board. Such meetings shall be conducted in a civil and respectful manner with one person speaking at a time as recognized by the President or designated chairperson.

4.15 Non-liability of Directors: The Board shall not be personally liable for the debts, liabilities, or other obligations of MORCA.

4.16 Removal of Directors: – A majority of the Board of Directors may remove any Director for good cause. In case of such cause a verbal and subsequent written notice must be given to the director so removed.

ARTICLE 5. Duties of the Board of Directors and Club Officers

5.1 Duties of the President: The President shall be the representative of MORCA. He/she shall have general control and management of the affairs, property, and business of MORCA, subject to the control of the Board and the provisions of these Bylaws. He/she shall preside at all meetings of the members and of the Board. He/she may, if necessary, sign and execute in the name of MORCA deeds, assignments, mortgages, bonds, contracts, and other instruments duly authorized by the Board. Generally he/she shall perform all duties incident to the office of President and such other duties as deemed necessary to the smooth running of MORCA. He/she shall, whenever it may be necessary in the opinion of the Board, prescribe the duties of officers and employees of MORCA whose duties are not otherwise defined in these Bylaws or by the Board pursuant to the authority contained in the Bylaws.

5.2 Duties of the Vice-President: The Vice-President shall assume the duties and powers of the President in the President's absence or disability to act and shall perform such other duties and possess such other powers as shall be prescribed and conferred by the Board or by the President.

5.3 Duties of the Secretary: The Secretary shall:

- a) Certify and keep at such place as the Board may order the original or a copy of these Bylaws as amended or otherwise altered to date.
- b) Keep at such place as the Board may order a book of minutes of all meetings of the Directors, recording therein the time and place of meeting, whether regular or special, and if special, how authorized, the names of those present and proceedings thereof.
- c) See that all notices are duly given in accordance with provisions of the Bylaws or as required by law.
- d) In general, perform all duties incident to the office of Secretary, and such other duties as may be required by MORCA, these Bylaws, the law, or which may be assigned to him/her from time to time by the Board.

5.4 Duties of Treasurer: The Treasurer shall receive and have charge of all funds of MORCA and shall disburse such funds only as directed by the Board. He/she shall, in general, perform all duties incident to the office of Treasurer and such other duties as may be assigned to him/her by the Board. He/she shall keep at such place as the Board may order all records of funds as well as tax records.

5.5 Duties of the Members at Large: The Members at Large shall be the voice of the general membership and represent the interests and concerns of the general membership at regular and special meetings. The Members at Large should be active members of MORCA and regularly attend MORCA events such as trail rides, trail days and special events.

5.6 Power to appoint other officers and agents, and establish committees: The Board shall have the power to appoint and subsequently remove such agents as the Board of Directors may deem necessary for the transaction of the business of MORCA. The Board shall have the power to establish and disband committees as necessary.

5.7 Action without a meeting. Action may be taken by the Board without a meeting of all members if the Board, either severally or collectively, consent thereto verbally or by email. The consent shall be noted within the minutes of the proceedings of the Board and shall be filed with the book of minutes by the Secretary. All such action of the Board shall be subject to rejection by the membership present at the next regularly held membership meeting. By majority vote members present shall make null and void any Board action taken without a meeting.

5.8 Conflict of Interest. No Director shall participate or vote on any matter that will involve a conflict of interest. Whenever a Director or committee member has cause to believe that a matter to be

voted upon would involve them in a conflict or a possible conflict, he/she shall announce the conflict and shall abstain from both participating in and voting on such a matter. The Board shall decide by majority vote whether a Board member is in conflict when the member in question refuses to abstain from voting or participation in such a matter.

ARTICLE 6. Corporate Records, Reports, Seals, Checks, Drafts, etc.

6.1 Minutes of Meetings: MORCA shall keep at such place as the Board may order, a book of the minutes of all meetings of Directors and of all members, where minutes are taken, with the information prescribed in Article 5.3.

6.2 Books of Account: MORCA shall keep and maintain adequate and correct accounts of its properties and business transactions including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

6.3 Fiscal Year: The fiscal year of MORCA shall be January 1st through December 31st.

6.4 Checks and Drafts: All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of or payable to MORCA, shall be signed or endorsed by such person or persons and in such manner as shall be determined by resolution of the Board.

6.5 Transparency: To promote transparency, the President must endorse all checks drawn on the MORCA account and written to the order of the Treasurer and vice versa.

6.6 Reimbursement: A bona-fide receipt must be presented to the Treasurer in order to receive reimbursement or payment for services and/or goods.

ARTICLE 7. Annual Budget

7.1 An annual budget shall be prepared and voted on by the Board, then presented to the MORCA membership for a vote. Any budget turned down by the MORCA membership will be re-sent to the Board for modification and subsequent re-voting. The vote shall take place at any regularly scheduled monthly meeting prior to the beginning of the new calendar year and will be passed by a simple majority vote of members present.

7.2 Expenditures proposed by the membership which have no funding from the annual budget shall be handled as follows: Any single project or item that is not funded from MORCA's budget will be limited to \$500 or 10% of the average daily balance of MORCA's bank account, whichever is less. The membership must vote on the item and may approve it based on a simple majority of those present at any regularly scheduled monthly meeting. The other option if the vote fails is to fund the project/item through fund-raising activities as determined by volunteers.

ARTICLE 8. Discrimination

8.1 MORCA shall not discriminate against any potential member, or members based on race, color, religion, sex, national origin, age, marital status, sexual orientation or disability, unless such a

member has received discipline as noted in Article 2.8 e. MORCA shall not discriminate on any of the above grounds when hiring, contracting or engaging any business outside MORCA.

ARTICLE 9. Standard Operating Procedures

9.1 MORCA Standard Operating Procedures (SOP) will be documented separately from the Bylaws. The purpose of the SOP document is to provide additional clarification and details, where needed, of how the Bylaws will be implemented and the club will operate. All SOP and policies shall be modified as needed by a majority vote of the Board.

Disclaimer: Bicycle riding is an inherently dangerous sport. The weekly rides are open to the public and MORCA does not organize, sponsor, nor assume any liability for your participation in these rides.