

## **ARTICLE I – NAME**

The name of this organization shall be the Laurel Highlands On and Off Road Bicycling Association (LHORBA).

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## **ARTICLE II – PURPOSE**

The Laurel Highlands On and Off Road Bicycling Association (LHORBA) is an all volunteer non-profit organization devoted to the promotion of the sport of non-motorized bicycling. The club's definition of a non-motorized bicycle is 100% human powered without pedal assist and without a motor of any type. This will supersede any federal, state or local definition of a bicycle. LHORBA views the sport as a vehicle to promote low impact outdoor recreation, conservation, bicycling opportunities that are environmentally and socially responsible and economic benefits for local businesses. LHORBA is dedicated to protecting and enhancing bicycling opportunities through:

- Providing fun, safe bicycling experiences and social events for the bicycling community, and at the same time using these events as an opportunity to educate and encourage riders
- Promoting responsible riding and ethical behavior among the bicycling community
- Working in concert with land managers and owners to improve trails and facilities
- Working with other user groups to ensure a quality trail and road experience for all users
- Striving to increase the diversity of the bicycling community.

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## **ARTICLE III – MEMBERSHIP**

### **SECTION 1. MEMBERS.**

LHORBA shall be comprised of no fewer than seven (7) members.

### **SECTION 2. NEW MEMBERS.**

New members shall be admitted upon signing a registration form and waiver, and paying annual membership.

### **SECTION 3. TERM OF MEMBERSHIP.**

All memberships will be on an annual basis, from May 1 to April 30. Membership shall remain in effect until their dues expire, until they choose to resign

or until removed from membership under the terms of Article III, Section 4 of the Bylaws.

## **SECTION 4. REMOVAL FROM MEMBERSHIP.**

1. Members automatically will be removed if they do not renew their annual membership dues.
2. Members wishing to resign may do so through written communication to a current member of the Board of Directors (the Board) of LHORBA. Written communication includes but is not limited to email, posting on [www.LHORBA.org](http://www.LHORBA.org), and/or letter. Unless the Board determines special circumstances warrant, membership dues are not refundable.
3. Members whose actions and/or public utterances conflict with the Purpose (Article II) of LHORBA, with the Code of Ethics (as promulgated at <http://www.lhorba.org/ethics.html>), or with other official policies adopted by the Board may be removed from membership by a majority vote of the Directors. The reason(s) for the proposed removal shall be recorded in by the Board and made available to the membership at-large by request.

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# **ARTICLE IV. BOARD OF DIRECTORS (THE BOARD).**

## **SECTION 1. OFFICERS**

Officers of LHORBA must be members in good standing and are also considered to be Directors. Officers shall be chosen by the membership at-large. The terms of office shall be two years, beginning April 1st and ending March 31st, two years later.

### **Officers are defined to be:**

- President
- Vice-President
- Treasurer
- Secretary

### **Responsibilities of the Officers are:**

**President:** The President shall be the principal spokesperson and chief elected officer of the organization, but may delegate such functions to other members or committees as deemed appropriate. The President shall exercise general supervision over the business and affairs of LHORBA and shall perform all duties incident to the office of President and other duties as may be prescribed by the Directors of LHORBA. The President shall be an ex-officio member of all committees.

**Vice-President:** The Vice-President shall work closely with the President on all LHORBA business, and in the absence of the President assume the duties as

appointed by of the President or the Board. The Vice-President shall be an ex-officio member of all committees.

**Treasurer:** The Treasurer shall be the Chief Financial Officer of LHORBA and will serve as the Chair of the Budget Committee. The Treasurer shall be responsible for the security of LHORBA funds; maintain accurate records of all receipts and disbursements; disburse funds for the purpose of and in the amounts authorized by the Board; and ensure that LHORBA maintains compliance with Pennsylvania, Federal, and local statutes concerning raising and spending funds and the reporting of income and expenditures.

**Secretary:** The secretary shall be responsible for correspondence, the recording of, preparing and making available minutes of all meetings of the Board and sending meeting announcements. The Secretary shall also be responsible for assembly and distribution of appropriate written material to newly-elected Directors.

## **SECTION 2. DIRECTORS**

Directors must be members in good standing and serve as chairpersons of established standing Areas Of Responsibility (AOR). Directors shall be chosen by the membership at-large. The terms of office shall be two years, beginning April 1st and ending March 31st, two years later.

### **Directors are defined to be:**

- Assistant to the President/Vice President
- Assistant to the Treasurer
- Director of Marketing and Club Events

Duties of the Directors include but are not limited to:

- To provide guidance and direction to the organization in ensuring that the Bylaws and Purpose of LHORBA are being carried out.
- To represent a defined Area of Responsibility.
- To serve as liaison between LHORBA and their respective community partners, as they apply to the Purpose of LHORBA.
- To be a visible representative of LHORBA and embody its Purpose.

## **SECTION 3. ELECTION OF MEMBERS OF THE BOARD**

1. Nominations Committee. The Board shall establish a Nominations Committee to put before the members at-large a slate of Officers and Directors by the end of January every other year. The Nominations Committee will be formed between September 1st and November 1st of the year preceding the election. Nominations for Officers and Directors will be sought from the membership over a specified two week period, and may be made by any member on behalf of another member, or self-nomination. The Committee will confer with each nominee and make the final decision as to the candidates to be placed on the ballot. The Nominating Committee will submit

a slate of nominees to the general membership by February 1st. The Nominations Committee may only consider candidates for Officers and Directors who are members in good standing in the preceding year.

2. Election of the Board. The Board shall be elected by the membership by means of an electronic on-line vote, moderated by the Nominations Committee. The voting period shall be open for a two to four week period on or about February 1 and conclude on or about February 28th (and shall be no later than February 28th). Members not having internet access will be provided the opportunity to vote by signed proxy. To be elected, Officers and Directors must receive a majority from the votes cast for the balloted position. Votes for write in candidates are not to be accepted.
3. An election will not be necessary for any board or director position in the case where the qualified nominated candidate is unopposed.

#### **SECTION 4. REMOVAL OF MEMBERS OF THE BOARD**

1. Removal of Officers and Directors. Any Officer or Director may be removed by a majority vote of those present at a Special Meeting of the LHORBA membership. The Special Meeting must be called by a majority vote of a quorum of Board members during a regular meeting and announced and advertised to the membership by normal channels. Notice must be given at least 24 hours in advance of the Special Meeting and must specify the proposed removal as an agenda item. The reason(s) for the proposed removal shall be made available to all members present at the Special Meeting, and shall be recorded in the minutes of the meetings.
2. Resignation of an Officer or Director. By providing written notice to the Board (as specified in Article III, Section 4-B) any member of the Board may resign. Should such an event occur, the duties of the resigning position will be re-assigned to current Officers and/or Directors. The replacement of the resigning Officer or Director shall take place in the next election cycle. A resigning Officer or Director cannot be reinstated until the next election cycle, pending nomination and election as described in Section 4-2.

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### **ARTICLE V – MEETINGS OF THE BOARD**

1. The Board shall hold at least four (4) regular meetings during the year. It may meet more frequently. Meetings shall be called by the President or his/her designee by notifying members of the board through normal channels at least seven (7) days in advance. Notice must contain the time and place of the meeting, and provide an agenda if any action is to be taken.
2. A majority of the Board must be in attendance for there to be a quorum. For the transaction of business to occur a quorum must be present. Business may be discussed by all members at any LHORBA board meeting but can

only be enacted by affirmative majority vote of a quorum of the Board members present.

3. The membership present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of member(s) from the meeting, provided that any action thereafter taken is approved by a majority of the remaining board members.
4. The meeting shall be concluded once all published agenda items have been discussed and the President or his/her designate motions for conclusion and the motion is properly seconded and approved.

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## **ARTICLE VI – MEETINGS OF THE EXECUTIVE COMMITTEE**

1. The Executive Committee consists of the President, the Vice President, the Treasurer and the Secretary (the Officers) and shall meet as needed to plan the business of the Board.
2. Meetings of the Executive Committee need not be open to the full membership or public.

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## **ARTICLE VII – COMMITTEES**

Committees shall be created to address specific tasks as directed by the actions of the Board. All committees must have a designated chair or key person which shall represent the committee to the Board. A committee chair may be an existing Officer and/or Director, an Associate, or a LHORBA member in good standing. Committees may be dissolved at will by the Board.

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## **ARTICLE V III – OPERATING POLICIES**

The day-to-day operation of LHORBA shall be determined by these bylaws and policies adopted by a majority vote of a quorum of the Board members present at a duly called meeting.

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## **ARTICLE IX – AMENDMENTS TO BYLAWS**

These bylaws may be altered, amended or repealed by a majority vote of the Board.

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## **ARTICLE X – DISSOLUTION**

LHORBA may be dissolved by the vote of the majority of a quorum of the Board at a duly-called meeting, provided that notice of the proposed dissolution shall be in writing and shall be communicated via normal channels to the membership at least two weeks prior to the meeting at which the issue will be considered. Upon such dissolution, the LHORBA Board shall vote on how to dispose of the organization's remaining assets.. Such disposal shall be consistent with the Purpose (Article II) of LHORBA.