

**Bylaws of  
FORC/FRIENDS OF OFF-ROAD CYCLING  
A Non-Profit Corporation**

ARTICLE I: NAME AND PURPOSE

1.01 NAME:

This organization is named "Friends of Off-Road Cycling". The short title is "FORC"

1.02 PURPOSE:

The primary purposes for which the corporation is formed are:

- a. To build, improve, and maintain the mountain bike trails in the Quad Cities area.
- b. To take appropriate actions to prevent the ecological degradation of the lands touched by the trail and the trail users, including influencing trail closure decisions and enforcement of trail closures, subject to the authority of the land manager.
- c. To organize competitive events and group rides.
- d. To promote mountain biking in general and open access to other trail systems wherever they may be found, with particular emphasis on developing the mountain bike trail system in the immediate Quad Cities area.

1.03 NON-PROFIT PURPOSE:

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

The property of this corporation is irrevocably dedicated to purposes exempt under section 501.3c of the internal Revenue Code and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment of all debts and liabilities of this corporation shall be contributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for exempt purposes and which has established its tax exempt status under Section 501.3c of the Internal Revenue Code.

ARTICLE II  
OFFICE

2.01 MAILING ADDRESS AND TELEPHONE NUMBER

The mailing address shall be:           FORC

1008 West 59<sup>th</sup> Street  
Davenport, IA 52806

The telephone number shall be:

563-529-1831

### ARTICLE III MEMBERS

#### 3.01 MEMBERS

Any individual or family may join FORC by paying the requisite membership fee, and agreeing to abide by the International Mountain Biking Association trail rules. The membership fee will be determined annually by the members. The membership may make exceptions to the membership fee requirement on an individual basis by majority vote.

#### 3.02 RIGHTS AND PRIVILEGES

Members are entitled to vote at regularly scheduled membership meetings. Members are entitled to attend any membership meeting and speak on any issue. Each Member is entitled to receive all regular communications, discounts and other benefits provided to the general membership.

#### 3.03 MEMBER REMOVAL

Any member may be removed from the club for “conduct unbecoming” by a majority vote of members whenever in its judgment the best interests of the corporation would be served. The board will hear evidence and vote whether to take the issue to the general membership. A majority vote for removal by the membership shall be final, and shall not be re-heard by the membership for a period of one year unless the Board finds that the circumstances have significantly changed.

### ARTICLE IV BOARD OF DIRECTORS

#### 4.01 PURPOSE

The Board of Directors provides direction to the general membership in order to ensure the core purposes of the corporation are met. The responsibilities of the Board of Directors include the following:

##### 4.01.1 TRUSTEESHIP

This includes safeguarding, managing and maintaining the resources, image and good name of the organization. It signifies good stewardship and accountability to the community and the donors.

##### 4.01.2 POLICY

The directors determine overall policy and direction that the organization carries out. Such considerations as budget, services rendered, major event emphasis, and membership practices all fall within the scope of policy.

##### 4.01.3 FUNDING

The Board of Directors is responsible for the continued funding and the financial health of the organization.

#### 4.01.4 PLANNING

The Board of Directors is responsible to identify the need and the role of Friends of Off-Road Cycling three to five years in the future.

#### 4.02 ATTENDEES

The Board of Directors consists of the Elected Officers and the Trail Stewards.

#### 4.03 AGENDA

Any club member or person of the general public may request the Board of directors consider a proposal for a new FORC project. A request to add the proposal to the agenda must be received at least a week before the next Board meeting, though it may be tabled if the agenda is full. The Board will discuss the proposal and may put it to a vote to advance to the general membership if determining the proposal has merit. The President has the deciding vote in the event of a tie.

### ARTICLE V OFFICERS

#### 5.01 ELECTED OFFICERS

The elected officers of the corporations shall be the President, Vice President, Secretary, Treasurer, Web Director, Race Director, Insurance Manager, and Public Relations Manager. The membership may elect or appoint such other officers, as it shall deem desirable, such officers to have the authority and, perform the duties prescribed, from time to time, by the membership. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

##### 5.01.1 PRESIDENT

The President's duties include organizing and setting the agenda for board and general membership meetings, promoting trails and other land use issues, trail maintenance, race promotion and other responsibilities determined by agreement with the other officers.

##### 5.01.2 VICE PRESIDENT

The Vice President's duties include membership issues, fundraising, and other responsibilities determined by agreement with the other officers. The Vice President will also support the duties of the president.

##### 5.01.3 TREASURER

The Treasurer's duties include bookkeeping, making payments and deposits, keeping an updated list of members, their addresses and email addresses and other responsibilities determined by agreement with the other officers.

##### 5.01.4 SECRETARY

The Secretary's duties include keeping minutes of the monthly meetings, and other responsibilities by agreement with the other officers.

#### 5.01.5 WEB DIRECTOR

The Web Director's duties include website maintenance and design, and other responsibilities by agreement with the other officers.

#### 5.01.6 RACE DIRECTOR

The Race Director is responsible for race promotion, schedule, timing, general awards, and other responsibilities. The Race Director will work with the appropriate Trail Steward to set up the race course. The race purse will be determined by the Board of Directors and distributed by the Treasurer.

#### 5.01.7 PUBLIC RELATIONS MANAGER

The Public Relations Manager is responsible for new member promotion, media contacts, press releases, and other responsibilities by agreement with the other officers.

#### 5.01.8 INSURANCE MANAGER

The Insurance Manager is responsible for all aspects of club liability and insurance issues, and other responsibilities by agreement with the other officers.

### 5.02 ELECTION

The officers of the corporation shall be elected annually by the membership at the January meeting.

#### 5.02.1 RACE DIRECTOR ELECTION

The Race Director will be elected annually by the membership in October by the Membership.

### 5.03 TERM OF OFFICE

Elected officers, if re-nominated and re-elected, may serve an indefinite number of terms.

### 5.04 REMOVAL

Any officer elected by members may be removed from office by a majority vote of members whenever in its judgment the best interests of the corporation would be served thereby.

### 5.05 VACANCIES

A vacancy in any office because of death, disqualification, removal, resignation, or otherwise may be filled by the membership for the unexpired portion of the term.

### 5.06 APPOINTED OFFICERS

The Appointed Officers consist of one Trail Steward for each trail system. The Trail Stewards are appointed by the President with approval by the Board of Directors.

#### 5.06.1 TRAIL STEWARDS

The Trail Stewards are the liaison to the land manager for the appropriate trail system and are responsible for direction, coordination, and implementation of all trail related activities. The Trail Stewards are also the primary contacts for the public or general membership regarding trail issues. To promote a continuous and harmonious relationship with the land managers, Trail Stewards are appointed by

the president only when there is a vacancy, removal or resignation, and are not replaced upon election of a new president.

#### 5.06.2 TRAIL CREW MEMBERS

Each trail system has a Trail Crew consisting of a Trail Steward and four appointed Trail Crew Members. The Trail Crew is responsible for new trail layout, closure, and reroutes using IMBA standards where terrain allows, and existing trail maintenance. Four Trail Crew Members for each trail system are appointed by the appropriate Trail Steward with Board of Directors approval.

#### 5.06.3 REMOVAL

Any Trail Crew Member may be removed a majority vote of the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

#### 5.07 POWERS & RESTRICTIONS

The Officers shall have responsibility for making decisions on all routine issues within the scope of their duties as determined by the Bylaws and modified by agreement with the Board of Directors. Any issue that requires significant expenditure of FORC money or materially affects the members' rights and privileges must be made with the agreement of the Board of Directors. Any Officer may challenge the decision of any other officer on any issue and request approval of the Board of Directors. No officer can act independent on behalf of FORC on an issue that has been so challenged.

### ARTICLE VI PROJECTS

#### 6.01 GENERALLY

All members of the corporation shall serve on one or more of the Projects established by the leadership. The Project Directors shall be selected by an Officer, subject to the approval of the Board of Directors. Any member may serve as leader of more than one project.

#### 6.02 STANDING PROJECTS

The following projects are permanent: Land Access Issues, Trail Maintenance, Group Rides, Race Promotion and Administration, Community Service Events, and Fund Raising.

#### 6.03 OTHER PROJECTS

The Board of Directors shall have the authority to establish other projects for the accomplishment of a specific task and shall appoint a leader and members of the project.

### ARTICLE VII CONTACTS, CHECKS, DEPOSITS, AND FUNDS

#### 7.01 CONTRACTS

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter

into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

7.02 CHECKS AND DRAFTS

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agents or agents of the corporation as shall from time to time be determined by resolution of the Board of Directors.

7.03 DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or their depositories as the President select.

ARTICLE VIII  
BOOKS AND RECORDS

8.01 BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its monthly meetings.

ARTICLE IX  
AMENDMENTS TO THE BYLAWS

9.01 AMENDMENTS

The Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds (2/3) majority of the members present at any regular meeting or at any special meeting, if at least seven (7) days written notice is given of an intention to alter, amend, or repeal these Bylaws or to adopt new Bylaws at such meeting.