

**BYLAWS
OF
RICHMOND VIRGINIA AREA TRAILS ASSOCIATION
(d/b/a rvaMORE)**

**(formerly RA-MORE (THE RICHMOND MID-ATLANTIC OFF-ROAD ENTHUSIASTS,
INC.))**

WHEREAS, Bylaws were adopted by the Board of Directors of rvaMORE on May 14, 2007; and

WHEREAS, said Bylaws provide that the same may be amended by a majority of a quorum of the directors present and voting at a meeting of the Board by the affirmative vote of a majority of the directors of the Board of Directors in accordance with the provisions as set forth below; and

NOW, THEREFORE, from the date indicated on this document, unless or until the same is amended and restated in accordance with the provisions contained herein, the following bylaws of the organization shall govern the entity, its members, directors, officers and business activities.

**ARTICLE I
General**

1.1 Name. The name of the organization shall be the Richmond Virginia Area Trails Association (formerly The Richmond Area Mid-Atlantic Off-Road Enthusiasts), a chapter of the International Mountain Bicycling Association (IMBA), hereinafter referred to as “rvaMORE.”

1.2 Fiscal Year. The fiscal year of rvaMORE shall be the calendar year, unless otherwise specified by the Board.

1.3 Website. The bylaws, club rules and other operating details shall be maintained on the rvaMORE website.

1.4 Territory. rvaMORE operates within the general geographic scope of the Greater Richmond area, including (but not limited to) the City of Richmond, as well as the counties of Henrico, Chesterfield, Hanover, Powhatan and Goochland.

**ARTICLE II
Purpose**

2.1 rvaMORE is organized to enhance trail experiences through people, tools, and advocacy and seeks to develop sustainable trails that are accessible by serving the outdoor community in Central Virginia through trail building, education and outreach, as well as to maintain standards familiar to rvaMORE and IMBA, and to do all other things allowed by law and Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III
Board of Directors, Officers and Agents

3.1 Duties. The Board of Directors shall have and exercise the club powers prescribed by law. The business and affairs of the Corporation shall be managed by the Board of Directors, which shall have all voting power including power to vote on electing, appointing, or removing Directors. 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.

3.2 Number of Directors. The Board of Directors shall consist of not fewer than one nor more than seventeen individuals, the number to be determined by the board. The board shall consist of the officers holding position, while any open seats will be elected by the members or the board, or a combination thereof, as the board shall determine. Meetings may be held in any manner determined by the board.

3.3 Election of Directors. Any member can nominate an individual to a position on the board. Prior to each annual meeting, the names of all nominees nominated by regular members and board members shall be sent electronically. 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 of the board. A plurality shall be defined as the greatest percentage of the ballots cast for each office. Failure of the Board of Directors to so notify rvaMORE members or to allow such input shall not affect the absolute power of the Board of Directors to elect, appoint, or remove Directors.

3.4 Resignation of Directors. A Director may resign at any time by delivering written notice to the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

3.5 Removal of Directors. A Director may be removed by such vote of the Board of Directors as would suffice for the Director's election. An affirmative vote of a majority 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.

3.6 Policy Voting. Board members have the right to one vote and must be in attendance for their vote to count, unless the named vote is being done by way of electronics as defined in Bylaws, Article IV, Section 4.6.

3.7 Tie and Even Number Member Voting. In the case of a tie vote, or in the case of an even number voting group, the member or vote attached to a member with the least ranking, will be dismissed from the voting procedure. Ranking is understood by a hierarchy of position held, followed by hierarchy of time spent on the board (based on tenure), followed by hierarchy of club membership. The vote with the least of the described above will be dropped and a new vote will be ordered.

3.8 Voting Matters. Voting will take place for matters of importance such as budgets, large-scale projects, club direction and influence, monetary spending, amendments to Bylaws, Club Rules and other important issues. Any of these issues must be voted on by the board, members, or combination thereof, as the board shall determine.

3.9 Actions Without Meeting. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the actions so to be taken, shall be signed by all of the Directors before or after the action is to become effective. The Directors' consent shall have the same force and effect as a unanimous vote.

3.10 Officers. The Board shall be comprised of the following officers and such other officers as determined by the board. Officers may be nominated by the board or by the members, as the board shall determine. Officers will be elected by a board vote. 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 rvaMORE, and sees that orders and resolutions of the Board are carried into effect. The office of President shall not be a separately elected office, but will be filled by the person that served the previous year as President-Elect or shall be extended as agreed upon by the board.

President-Elect (Vice President): Serves as an apprentice to the President and performs the duties of President in the President's absence. The President-Elect shall have all of the responsibilities and powers of other members of the Board. The President-Elect will serve a two-year term, the first year as President-Elect and the second year as President or whose term shall be extended as agreed upon by the board. The President-Elect shall also actively seek a suitable replacement for the position.

Advocacy Director(s): Oversees advocacy activities of rvaMORE. Serve as the primary contacts for negotiations with land management agencies. The Advocacy Directors will be responsible for the coordination and execution of official trail access initiatives and advocacy efforts of rvaMORE. Coordinates with the Trail Boss to ensure all planned trail maintenance activities are conducted. The Advocacy Directors may also perform or assign trail planning activities, perform or assign grant application and/or grant administration functions, and coordinate with the Trail Boss to schedule and contract vendors, as authorized by the Board, to perform trail related work.

Secretary: Maintains the official record of rvaMORE. The Secretary shall attend all Board meetings and record all votes and the minutes of all proceedings. The Secretary shall maintain copies of the Articles of Incorporation and all amendments in effect, the Bylaws and all amendments in effect, the Club Rules, and all correspondence of rvaMORE.

Treasurer: Serves as the chief financial officer of rvaMORE. Maintains funds and financial records and shall keep full and accurate accounts of receipts and disbursements in books belonging to rvaMORE. The Treasurer shall deposit all moneys and other valuables in the name of rvaMORE in such depositories as the Board may designate.

The Treasurer shall collect all moneys due rvaMORE 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 rvaMORE.

The Treasurer shall prepare or cause to be prepared annually a full and correct statement of rvaMORE'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 offices of the Secretary and Treasurer may be combined into one board member position.

At-Large Members: The At-Large members shall have special policy-related responsibilities as determined by the Board as a whole. Each At-Large members shall have all of the responsibilities and powers of other members of the Board. At-Large positions will be created as needed.

Trail Boss: The Trail Boss manages the trail liaison program and coordinates trail maintenance activities of rvaMORE in conjunction with the Advocacy Directors, Land Managers and key volunteers. The Trail Boss coordinates and publishes the trail work schedule. The Trail Boss will direct use of the trail building assets at his discretion.

3.11 Terms of Office.

a. The Advocacy Director, At-Large Members, Trail Boss, Secretary, and Treasurer each shall serve a one-year term and until their successors are elected and qualified. If re-elected, these persons may succeed themselves in office for an indefinite time limit.

b. The President-Elect shall be elected for a term of two years and until a successor is elected and qualified. The first year of the term will be served as President-Elect (Vice President) and the second year will be served as President, or as the board deems fit and appropriate.

3.12 Officers Appointment. The Board of Directors may appoint officers of rvaMORE, 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.

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

3.13 Vacancies. Vacancies on the Board occurring prior to the annual ballot shall be filled by an affirmative vote of a majority of the remaining Directors.

a. In the event rvaMORE finds itself lacking one or more officers, the Board will assume the responsibilities of the position(s) until a replacement officer is found.

3.14 Agents. Such agents as the Board of Directors may deem necessary may be elected, appointed, or chosen in the manner prescribed by the Board of Directors. The authority and duties of each agent shall be those prescribed in the resolution adopted by the Board of Directors establishing the need for the agent.

3.15 Removal of Officers and Agents. Any officer or agent may be removed with or without cause whenever the Board of Directors in its absolute discretion shall consider that the agent's removal will serve the best interests of rvaMORE. Any agent appointed otherwise than by the Board of Directors may be removed with or without cause at any time by any officer having authority to appoint the agent whenever that officer in the exercise of absolute discretion shall consider that the agent's removal will serve the best interests of the Corporation. Election or appointment of an officer or agent shall not of itself create contract rights.

ARTICLE IV

Meetings of the Board of Directors

4.1 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.

4.2 Special Meetings. The Board shall hold special meetings at the call of any two of the President, President-Elect 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.

4.3 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 rvaMORE's records.

4.4 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.

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

4.6 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 userid matches the information in rvaMORE's records. A record of such

electronic communications must be maintained with the records of the proceedings of the Board of Directors.

ARTICLE V

Contracts, Dissolution, and Payments

5.1 Contracts. No officer or agent shall have any power or authority to bind rvaMORE by any contract, or engagement, or pledge its credit, or render it liable for any purpose or amount, unless so authorized by the Board. 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 rvaMORE, and such authority may be general or confined to a specific instance.

5.2 Dissolution Matters. As stated in the Articles of Incorporation, Section F, rvaMORE Board of Directors may determine and decide which entity or entities are to receive the assets in the event of dissolution to those that are organized and operated exclusively for charitable, scientific, literary or educational purposes and described in Sections 170(c)(2) and 501(c)(3) of the Code.

a. In the event of dissolution, certain donation(s), accompanied by a written instrument, to rvaMORE have requested and adjured, that the donation(s) and subsequent asset of the donation are gifted to entities similar to rvaMORE's purpose. (See donors' letters in rvaMORE's records for specific contribution details)

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

ARTICLE VI

Members and Voting Rights

6.1 Membership. Any individual or entity may become a regular individual or family member by completing the membership process outlined at www.imba.com or www.rvamore.org and remitting the required dues. Printed membership applications may also be utilized when appropriate.

6.2 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.

6.3 Voting Rights. Each rvaMORE member will have one vote on all rvaMORE business presented at any meeting of the members under Article VII. Members entitled to vote at any meeting of members by written ballot, or for exercising any right shall be members in good standing as of the record date of the written ballot. Only one adult member (age 18 or over) in a family membership will be entitled to vote. Each sponsoring member will have the same voting rights as a regular member. Unless otherwise provided by law or these rules, an affirmative vote of a majority of such members present and constituting a quorum shall be the act of the members.

6.3.1 Electronic Voting. Voting may occur electronically as described in the Bylaws, Article IV, Section 4.6. Electronic voting can be allowed over the period from the time of the ballot's publication to the day prior to the meeting at which the matter being voted upon will be considered by the membership, but in no event will be less than the actual period of written notice of the meeting. Members who vote electronically will not be permitted to vote again if they appear in person at the meeting, and because of the inability to determine which electronic vote was cast, a member who voted electronically may not withdraw that vote by appearing at the meeting in person. Members casting votes electronically shall be counted as present at the meeting for purposes of establishing a quorum.

6.4 Voting and Elections. All members will be entitled to vote for 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. In the event of a tie, the vote of the board shall be the tie breaker.

ARTICLE VII

Meetings of Members

7.1 Annual Meeting. The annual meeting of rvaMORE shall be held in the last 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.

7.2 Notice of Annual Meeting. Notice of the annual meeting shall be sent electronically to the address of each member, as recorded in rvaMORE'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.

7.3 Special Meetings. The Board of Directors may call special meetings of the regular members of rvaMORE 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.

7.4 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 meetings shall be sent electronically to the address of each member, as recorded in rvaMORE's records.

7.5 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.

7.6 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 rvaMORE's records.

ARTICLE VIII
Committees

8.1 Generally. The Board of Directors may create such committees as it may deem appropriate and appoint to membership any persons, whether they be members of the Board of Directors or not, and may fix and prescribe their rights, duties, power, authority, and terms of office.

8.2 Actions Without Meeting. Any action that may be taken at a meeting of a committee may be taken without a meeting, if a consent in writing setting forth the action so to be taken, shall be signed by all of the members of the committee before or after the action is to become effective. The committee members' consent shall have the same force and effect as a unanimous vote.

ARTICLE IX
Non-Discrimination

9.1 The Corporation shall not discriminate against any person on the basis of race, religion, color, gender, age, ancestry, creed, marital status, mental or physical disability, national origin, belief or opinion, sexual orientation, or any other non-merit factor.

ARTICLE X
Amendments to the Bylaws

10.1 Amendment. The power to alter, amend or repeal the bylaws of the Corporation or to adopt new bylaws shall be vested exclusively in the Board of Directors. These bylaws may be amended by a majority of a quorum of the directors present and voting at a meeting of the Board. Notice of amendment shall be given in the manner prescribed by the board.

10.2 Directors' Agreement. These bylaws are intended to constitute a directors' agreement as permitted by Section 13.1-852.1 of the Virginia Nonstock Corporation Act. Adopted by a unanimous written consent of the initial Directors dated January ____, 2017.

These By-Laws have been executed in the name of the rvaMORE by:

President

Secretary

ADOPTED: May 14, 2007
AMENDED: February ____, 2017

**RULES OF THE
RICHMOND VIRGINIA AREA TRAILS ASSOCIATION
(rvaMORE)**

**ARTICLE I
Goals**

- 1.1 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 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 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 Facilitate communication and encourage cooperation between various groups of legitimate trail users, principally mountain bikers, hikers, and equestrians.
- 1.5 Develop and encourage responsible trail use behavior among all mountain bikers.
- 1.6 Arrange, coordinate, and lead regular mountain bike rides, trips and other events in Richmond, Virginia and surrounding areas.
- 1.7 Promote safety in the sport of mountain biking.
- 1.8 Build a large and effective membership of mountain bikers and trail users of all skill levels in the pursuit of the above goals.

**ARTICLE II
Limitations of Purpose**

- 2.1 Neither rvaMORE nor its representative(s) shall engage in any activity inconsistent with the purposes expressed in our Articles of Incorporation, Bylaws or these Rules.
- 2.2 The Articles of Incorporation and Bylaws shall supersede the Club Rules of rvaMORE in the event of any inconsistency or conflict.

ARTICLE III
Amendments

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

These Rules have been executed in the name of the rvaMORE by:

Date