

DIRT BIKE CLUB OF SAN ANTONIO

BYLAWS

ARTICLE I – NAME

The name of the Club is Dirt Bikers of San Antonio, Inc. doing business as DBSA, Inc.

ARTICLE II – PURPOSE

Purposes of the Club are:

To organize motorcycle/dirt riders into a single body for the purpose of promoting their common recreational and social interests, activities, events, programs, and to secure riding areas.

To develop such programs and events that will afford members the opportunity to engage in their chosen recreational activities.

ARTICLE III – MEMBERS

Section 1: Classification

The members of the Club shall be classified as follows:

1. SINGLE – Those members over the age of 18 years.
2. FAMILY – For the purposes of establishing membership limits, a family group is counted as a single member, (children 18 years or younger and living at home).
3. HONORARY – Those members appointed by the Board to the membership. Such appointments shall be for a period determined by the Board. A two-thirds vote of the Board is required.
4. GUEST RIDER – Those riders who have an approved Guest Rider Form and are accompanied by a Club member at all times. The sponsoring member is responsible for the conduct of the guest rider(s) while on Club property.

Section 2: Membership Numbers

The number of members shall be limited to 250 members, (a family group is counted as a single member) until otherwise authorized by an Amendment of the Bylaws. It is further

set forth that, in order to protect the identity of the Club as a Dirt Bike Club, that 90% of the membership shall be owners of and/or ride dirt bikes.

Section 3: Membership Requirements

1. Persons desiring to join the Club shall be required to complete an application and follow Club policies. In most cases, new Membership Applications shall be completed and executed at a regular monthly meeting.
2. If such attendance is not possible or practical, a Board Officer at his or her discretion may accept and execute a Membership Application on the grounds of the Club property or other designated areas. New Member Orientation, referred to elsewhere in these Bylaws, must also be completed at that time.
3. No person shall be denied membership because of race, color, creed, gender, disability, or national origin.
4. Each member will be required to complete 16 service hours in the calendar year or pay \$200, non-refundable, before rejoining the following year.
5. Members may not lend, loan, duplicate, or give their key or membership card to other individuals. Those persons riding without authorization and/or membership sponsorship are referred to as "ghost riders". A member who allows a "ghost" rider onto the property will lose his/her membership for the remainder of that calendar year. "Ghost" riders may be denied Club membership for a period of time determined by the Board in each case.
6. Anyone may satisfy the Service Requirement for a Family Membership, or a combination of the Family Group. The Family is entitled to One-Vote in Club elections or proceedings.
7. Riding alone on Club property is prohibited.
8. Prior to having full, unaccompanied access to any Club property, new members will be required to attend a Board approved orientation given by a Board member or his/her designee.
9. No discharging of firearms, bow and arrows, or fireworks will be permitted on Club property.
10. Members are responsible for ensuring the gate is locked upon entry and exit and signing the Day Sheet located in the mailbox at the entrance to the property.
11. No member or former member who stands suspended or whose membership has been terminated because of not fulfilling his/her obligations to the Club shall be permitted on Club premises as a Visitor or as a Guest Rider as long as the respective sanction(s) remain(s) in place.

12. No riding on Club property on the days when Special Events or Workdays are scheduled.
13. Communication of events, policy changes and other important information will be made via one or a combination of the following: Scheduled Meetings, Club Newsletter, Posting on Property, or the Club Website.
14. Members are required to remove their trash when exiting any Club property.
15. The Club has a ZERO tolerance policy for substance abuse. Should there be a cause; refusal to submit for testing shall result in loss of membership in the Club.
16. To protect the Club, DBSA obliges all members to be watchful of and to take appropriate actions when other members and/or their guests are violating Club rules of policies.
17. Helmets shall be worn at all times while operating any Off Road Vehicle on any Club property.

Section 4: Fees

1. The Board shall have the power to change the fees and dues for each class or category of membership not to exceed the sum of \$100.00 dollars per member in a calendar year. The Board may from time to time as shall be necessary and/or in the best interest of the Club, levy upon the active members Special Assessments not to exceed the sum of \$100.00 dollars per member in a calendar year. The Club membership shall have the power to levy assessments in such a manner and amount deemed proper at any Annual, General, or Special Meetings of the Members.
2. Membership Fees, Dues, and other Fees have been removed from the Bylaws and will be placed in the Club membership application Form, or Directory. This change does not alter the function of the Bylaws and will eliminate some of the confusion regarding the Board's ability to establish fees. This will also make it easier for Members to determine accurate and up to date fees.
3. The appropriate membership fees must accompany the Membership Application in order to be considered for membership. A key deposit may be required.
4. The Board shall have the power to expel any member of the Club deemed by the Board as having violated any of the Bylaws or Rules of the Club, or for any offense against the good government of the Club.
5. Past presidents will be granted free memberships subject to board approval.

ARTICLE IV – MEETINGS

1. A Regular meeting of the Club shall be held on the second Tuesday of the month, unless the Board orders a different date in advance.
2. Each year, the meeting in December shall be known as the annual Meeting and will include elections of officers and board members, Annual and Periodic Reports and other business that may arise.
3. A Special Meeting may be held upon the request of the Board and shall be set forth in the notice.
4. No notice will be required for a Regular meeting except the Annual Meeting. Notice of Special meetings shall be given at least 30 days in advance.
5. One-twentieth (5%) of the membership shall constitute a quorum.

ARTICLE V – BOARD OF DIRECTORS

Section 1: Composition

The administrative body of the organization shall be the Board of directors, which may be referred to as the Board. The affairs of the Club shall be conducted by the Board consisting of the President, Vice-President, Secretary, Membership Coordinator (if designated), Treasurer, Events Chairman (if designated), Land Manager and the three Board Members. All board of Directors will be exempt from membership dues while in that capacity.

Section 2: Officers and Duties

President: Shall preside and open all meetings of the Club. The President shall make sure there is a quorum present and announce the business, put to vote all motions in order, assign the floor to the members and enforce all rules. The President shall preside over the Board, direct the business of the Club and as Chairman of the Board, appoint all members and chairman of all committees with the approval of the Board except as otherwise provided by these Bylaws. The President shall serve as official representative of this Club in its contact with Governmental, Civic, Business, and Professional Organizations for the purpose of advancing the objectives and policies of the Club. The President shall submit an Annual Report to the members at the Annual Meeting, and perform such duties as shall be provided by in these Bylaws.

Vice-President: Shall act in the absence of the President. The Vice-President shall succeed to the office of the President if more than 3 months remain in such term, or in case of removal, resignation, or death of the President. The Vice-President shall act as Club Parliamentarian, provide programs for the General Membership Meetings, and Coordinate all activities with the Club, the Board and the AMA (American Motorcycle Association).

Secretary: Shall take Minutes of Board and General Meetings and provide a copy of the Minutes to the President to be read at each Board meeting for approval by the Board and placed in the Minute book. The Secretary shall distribute all mail, handle all Club correspondence, and be the official record keeper of the Club, including all mailing lists, and membership list, and make sure the Newsletter is ready for sending.

Treasurer: Shall supervise the collection, banking, and disbursement by check of all monies of the Club. The Treasurer shall prepare all the paper work necessary for the Annual Tax Return and make sure it has been filed and recorded. The Treasurer shall obtain approval of the Board for payment of any non-budgeted expense over \$1000.00. Any non-budgeted expense over the amount of \$5000.00 must be submitted by the Board for approval by the Membership at a regular meeting, provided a quorum is present. The Treasurer shall give written Financial Reports at the monthly meeting along with a proposed budget for the operating year, and a year end Profit and Loss Statement at the Annual Meeting. **The Treasurer is an appointed position for an indefinite period approved by Board to allow for continuity in caring out duties.**

Event Chairman (if designated): Shall schedule all events, order all trophies, and provide all directions for running the events. The Events Chairman shall report at the monthly Board Meetings on the current needs for the race program. The Event Chairman shall make sure all flyers and mail outs are correct and all the relevant information goes into the membership's Monthly Newsletter.

Membership Coordinator (if designated): Shall be responsible for the process of membership enrollment, by adhering to respective DBSA Policies in place. These responsibilities include, but are not limited to, maintaining membership forms, enrolling members at monthly meetings, creating and maintaining a Membership Roster, recording Work Hours as reported by the Land Manager, reporting Work Hours Refund Requirements to the Treasurer and such other duties as might be assigned by the Board.

Land Manager: Shall handle all Club supplies and the Storeroom. The Land Manager shall arrange for the Event Chairman to get all supplies necessary to put on any scheduled event. The Land Manager shall control and maintain all Club equipment including the 4-wheeler, chainsaws, staple guns, etc., and shall manage all Club facilities including the maintenance of the grounds, repair of the buildings, and improvements on the Leased properties. The Land Manager shall keep an itemized ledger of all purchases of any capital items and have written reports presented to the Monthly Board meetings with regards to the purchase or sale of any Club items.

Board Members: Board Members shall number three (3). They shall be elected at the annual Meeting serving a term of two (2) years or until his/her successor is duly elected. Board Members will provide continuity in ongoing business of the Club.

Section 3: Time of Election

Nominations of Officers and Board Members shall take place at the Regular meeting in November and the Election shall take place at the Annual Meeting. No one may run for

election to the Board or Officer's position unless nominated at the November meeting. Proxy votes or write-in ballots will not be allowed.

Section 4: Ballot Election

1. All elected positions shall be elected by a plurality of votes cast by the voting membership present.
2. The President, Vice-President, Secretary, Event Chairman, Membership Coordinator, and Land Manager shall serve one (1) year or until their respective successors are elected.
3. The Board Members shall serve a term of two (2) years or until their respective successors are elected. The terms of the Board Members shall overlap, one (1) Board Member elected in one (1) year and the other two (2) in the following year.

Section 5: Powers

1. The Board shall conduct, manage, and direct the business of the Club, and shall have the power to borrow money in the name of the Club necessary for the management and operation of the Club and its facilities. The Board shall have the power to propose rules, regulations, and policies consistent with the Articles of Incorporation of this Club and its Bylaws for consideration by the membership of the Club. It shall determine the date and place for convening each Annual Meeting.
2. The Board shall have the power to expel any member of the Club guilty of any violation of the Bylaws, rules of the Club, or Principles of Ethics. Expulsion and other disciplinary actions will follow the guidelines in Article IV.

Section 6: Board Meetings

1. Regular board meetings will be held in conjunction with regular Monthly Meetings. Special Board meetings may be called by the president. Any member of the Board who is absent from more than three (3) consecutive meetings, or more than 50% of the scheduled meetings during the year may be removed from the Board and replaced by a member with a majority vote of the remaining members of the Board.
2. Board meetings shall be documented by Minutes. Members may attend board Meetings, but any participation in the board proceedings is at the express request of the board. The Board may conduct especially sensitive proceedings in Executive session at the request of any Board Member. The Board shall control attendance and participation in an Executive Session. Minutes taken during Executive Session may not be made public except by a specific request from the General membership, requiring two-thirds (2/3) vote of the voting membership present.

3. Quorum: A majority of the Board shall be necessary to constitute a quorum and any action receiving a majority approval shall be binding. There shall be no vote by Proxy or by Absentee Ballot at the Board meeting.

ARTICLE VI – COMMITTEES

The Committees of the Club shall be the Elected Standing Committees, and/or Special Committees. The President shall, with the approval of the board, appoint Special Committees as seemed necessary to carry out the objectives and functions of the Club. Such Committees shall serve until completion of their assigned task. All committees shall be composed of Active Members in Good Standing and shall remain in Good Standing while serving on a committee. All Committees shall keep the Board informed of their activities and make Monthly Reports to the Board. The President shall appoint the Chairman of all Committees. A majority of all members, of a Committee shall constitute a quorum.

ARTICLE VII – RULES OF ORDER

The current edition of Robert's Rule of Order shall govern deliberations of this Club in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any other special rules the Club may adopt.

ARTICLE VIII – AMENDMENTS

The proposed amendments shall be submitted in writing to the board for consideration. The proposed amendment shall be voted on by the membership at a regular, special, or annual meeting, provided a quorum is present (Article IV, paragraph 5) and provided further, that such amendment was read stating the contemplated changes at a Regular meeting at least 20 days prior to the voting date.

ARTICLE IX – PRICIPLES OF ETHICS

A General Code of Ethics and Code of Professional Conduct shall govern the conduct of all members of the Club.

1. Members shall not knowingly misappropriate, divert or use monies, personnel, property, or equipment committed to his/her charge for personal gain or advantage.

2. Members shall not submit fraudulent requests for reimbursement, expenses or pay.
3. Members shall neither accept nor offer gratuities, gifts, or favors that impair professional judgment or to obtain special advantage. This does not restrict the acceptance of gifts or tokens offered and accepted openly in recognitions of service.
4. Members shall not falsify records, or direct, or coerce others to do so.
5. Members shall not harm others by knowingly making false statements about a DBSA Member(s).
6. The Board of DBSA shall not discriminate against or coerce a colleague on the basis of race, color, religion, national origin, age, sex, disability, or family status.

ARTICLE X – ENDEMNIFICATION

The Club shall have the power to purchase liability insurance for the Officers, Board Members, Committee Members, and any other Agents of the Club. For the purpose of this section, the Board of the Corporation is equivalent of the Board of Directors under the Texas Business Corporation Act, Article 1396 – 2.22a.

ARTICLE XI – DISSOLUTION

In the event that the Club dissolves, such dissolution will be done as required by the IRS for all Tax-Exempt Organizations. From IRS Publication 557 (2207), an organization's assets must be permanently dedicated to an exempt purpose. The Net Assets of the Club, upon dissolution of the Organization, will therefore be dedicated to the purposes in Article II of these Bylaws.