

# CONSTITUTION AND BY-LAWS OF THE BLACK HILLS VOLKSSPORT ASSOCIATION

## ARTICLE I. NAME OF ORGANIZATION

The name of the organization shall be the Black Hills Volkssport Association (BHVA)

## ARTICLE II. PURPOSE

This organization will be promoting, and conducting scheduled programs of noncompetitive, family-oriented, participatory lifetime sports including, but not limited to walking, bicycling, swimming, cross-country skiing and such other events as may be sanctioned by AVA and IVV. The Organization has been organized to operate exclusively for charitable, religious, educational or scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the internal Revenue Code, or corresponding section of any future federal tax code.

**Mission Statement:** The mission of the black Hills Volkssport Association, a nonprofit organization, is to provide our club members and our guests with as safe and enjoyable an atmosphere as is possible where they may participate in noncompetitive walking and biking events. Furthermore, we will be good stewards of the club's assets and will share our financial gains with worthy charitable causes and organizations through our annual contributions.

## ARTICLE III. LOCATION

The principal office of the Organization, at which the general business of the Organization will be transacted and where the documents of the Organization shall be kept, will be at such place in the State of South Dakota where the President of the Organization shall reside.

## ARTICLE IV. MEMBERS

Section 1- Members of the Organization will consist of the individuals "in good standing" and promoting the goals of the American Volkssport Association. Membership in the BHVA shall be for all interested persons who pay dues and is automatic upon payment of dues. Membership will not be refused on a basis of race, age, color, sex, or religious affiliations.

Section 2- Membership entitles the member to attend regular and special meeting and to cast one vote on any item of business or in an election.

Section 3- Membership shall run from October 1 through September 30.

Section 4- Annual dues shall be determined by a majority vote of the membership.

Section 5 – Honorary membership in BHVA would be allowed for individuals who meet the following requirements; 80 years old and/or has a medical condition that limits his/her walking, and is an active or previous member of the club. He/she will submit to the Board for approval a request for this status. Honorary membership would include all the benefits of regular member status, such as receiving the newsletter. No further yearly dues would be required.

## ARTICLE V. BOARD OF DIRECTORS

Section 1 - The Board of Directors shall consist of the Organization Officers, the past President and four elected Board member at large from the club membership. It shall be the responsibility of each Board Member to notify the Secretary of that Members name, address and phone number. The board serves as the central planning and advisory group.

Section 2 - Board Members shall represent the membership and will share the mission and goals of the Organization. The Organization is committed to a policy of fair representation on the Board of

Directors, which does not discriminate on the basis of race, physical handicap, sex, religion, sexual orientation, or age.

Section 3 - The term of office for each Board Member shall be two (2) years and not to exceed two (2) consecutive term, commencing the first day of October following the close of the annual meeting at which he/she was elected unless he/she resigns or is removed from office.

Section 4 - When the Board Member dies, resigns, or is removed, the President will be required to appoint a replacement in a timely manner with the consent of the remaining Board Members.

Section 5 - Any Board Member may be removed from the Board of Directors for just cause by an affirmative vote of the majority of membership present at an official meeting of the Board. Notice of the proposed removal will be given to the Members with the notice of meeting. The Board Member involved will be given an opportunity to be present and to be heard at the meeting at which the Board Member's removal is considered.

Section 6 – All property, funds, and assets of any nature received or acquired by BHVA shall be taken, held, disposed of, or expended as deemed necessary by the Board of Directors.

Section 7 - No compensation will be paid to any member of the Board for services as a member of the Board. Verified "out-of-pocket" expenses as a result of being on the Board or representing the best interests of the Organization will be reimbursed, excluding expenses incurred for attendance at meetings. Reimbursements for a non-budgeted "out-of-pocket" expense must have prior approval by the President and Treasurer.

#### **ARTICLE VI. MEETINGS OF THE MEMBERSHIP**

Section 1 - Annual meeting of the membership shall be held in October for the purpose of electing officers and/or conducting the business of the Organization. Location of such meeting will be designated in the notice of the meeting.

Section 2 - Regular meeting of the membership shall be held at least once in a calendar year at such place as may be designated in the notice of meetings.

Section 3 - Special meetings of the membership may be called at any time by the President of the Organization or by request for same from a majority of the membership or Board of Directors.

Section 4 – Notice of annual or regular meetings shall be mailed at least 7 days prior to the day of such meeting.

Section 5 - A majority vote of the membership present shall be required to pass any motion/candidate.

Section 6 - Proxy voting will be permitted for written proxies only.

Section 7 - Robert's Rules of Order will be the authority for all questions of procedure at any meeting.

#### **ARTICLE VII. OFFICERS**

Section 1 - The Officers of the Organization shall be a President, Vice President, Secretary, and Treasurer.

Section 2 -With the exception of the treasurer, each officer will serve no more than two full consecutive terms unless no one comes forward to run for that office. In that case, the incumbent officer can serve again.

Section 3 - Any officer may be removed by a majority vote of members The matter of removal may be acted upon at any meeting of the membership, provided that notice of such intention of removal has been given to each member and to the officer affected at least 30 days previous.

Section 4 - A vacancy in any office shall be filled by anyone chosen by the President with the consent of the remaining Board Members for the unexpired term of such office.

Section 5 - The President shall be the chief executive officer of the organization. It will be the duty of the President to preside at all meetings of the Board and to have general supervision of the affairs of

the Organization. The President shall execute on behalf of the Organization all contracts, deeds, conveyances, and other instruments in writing that may be required or authorized by the Board for the proper and necessary transaction of the business of the Organization.

Section 6 - The Vice President shall act in the absence of the President. The Vice President will act as the parliamentarian at all meetings, in accordance with Article VI, Section 7 of these By-Laws.

Section 7 - The Secretary shall be responsible for keeping the Organization records, copies of the President's documents, and reports of the Treasurer. The Secretary will give or cause to be given all notices of the meetings of the membership and all other notices required by law or by these By-Laws. The secretary will be the custodian of all books, correspondence, and papers relating to the business of the Organization, except those of the President and Treasurer.

Section 8 - The Treasurer will have the general charge of the finances of the Organization. When necessary and proper, the Treasurer will endorse on behalf of the Organization all checks, drafts, notes, and other obligations and evidences of payment of money to the Organization or coming into the Treasurer's possession and will deposit the same, together with all other funds of the Organization, in such bank as may be selected by the Board. The Treasurer will keep full and accurate account of all receipts and disbursements in the Organization's books, which will be open at all times to the inspection of the Board. The Treasurer shall present to the membership all annual and regular meetings a Treasurer's report showing the financial status of the Organization. The Treasurer will be required to make such other reports to the President or Board as may be requested. The Treasurer will present the financial books and records for an annual audit to a representative not responsible for the financial transactions of the organization.

#### **ARTICLE VIII. COMMITTEES**

Committees as deemed necessary to carry on the club work shall be appointed by the President with the advice and approval of the Board. All committees, except the Nominating Committee, shall consist of at least one member of the Board. A majority of the members shall be from the general club membership. The President shall be a member ex-officio of all committees, serving only as an advisor.

#### **ARTICLE IX. MISCELLANEOUS**

Section 1 - The Organization shall have the power to indemnify and hold harmless any director, officer, or volunteer from any suit, damage, claim, judgment, or liability arising out of, or asserted to arise out of, conduct of such person in their capacity as a director, officer, or volunteer (except in cases involving willful misconduct). The Organization shall have the power to purchase or procure insurance for such purposes.

Section 2 - The fiscal year of the Organization shall be July 1 through June 30.

Section 3 - Any Member or Member's agent or attorney may inspect section 3 - All books and records of the Organization for any proper purpose at any reasonable time.

Section 4 - Any member of the Board of Directors may request to amend these By-Laws. Upon written notice of at least 30 days previous, any number of amendments or an entire revision may be submitted and voted upon at any meeting of the membership, and will be so adopted upon receiving a majority vote.

Section 5 - Dissolution of the Organization – In case of dissolution of the organization, funds in the treasury at the time will be used to satisfy any outstanding debts, liabilities, or obligations. The balance of the assets will be disposed of as determined by the membership.

Dated: September 23, 2013

As updated: September 2013

Approved:

Karen Elverud  
President