

**PROPOSED CHANGES IN THE BY-LAWS**  
**October 12, 2019**

**BY-LAWS**  
**BLACK HILLS VOLKSSPORT ASSOCIATION**

**ARTICLE I - NAME OF ORGANIZATON**

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

**ARTICLE II - PURPOSE**

This organization will promote and conduct scheduled programs of noncompetitive, family-oriented, participatory lifetime sports including, but not limited to, walking, bicycling, swimming, snowshoe, cross-country skiing and such other events as may be sanctioned by the AVA and IVV. This Organization has been organized to operate for recreational, educational, social and health purposes.

**ARTICLE III - LOCATION**

The principal office of the Organization, at which the general business of the Organization is transacted, shall be at such place where the President of the Organization resides. The official legal address, banking institution, and archive storage facility will be in Rapid City, South Dakota.

**ARTICLE IV - MEMBERS**

Section 1 - Members of the Organization will consist of the individuals who promote the goals of the American Volkssport Association. Membership in the BHVA shall be for all interested persons and is automatic upon payment of dues. Membership will not be refused on a basis of age, race, religion, sex, sexual orientation, or physical disability.

Section 2 – Membership entitles the Member to attend regular and special meetings of the General Membership and to cast one vote on any item of business or in an election.

Section 3 – Membership shall run from January 1 through December 31.

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

Section 5 - Honorary membership in the BHVA is allowed for individuals who are at least 80 years old and active in the club. No yearly dues are required.

**ARTICLE V - BOARD OF DIRECTORS**

Section 1 – The Board of Directors shall consist of the Organization Officers, the most recent Past President and four elected Board Members at large from the club membership.

Section 2 – The board serves as the central planning and advisory group.

Section 3 – The number of meetings held each year and when they are held will be at the President’s discretion with a minimum of one (1) meeting per quarter.

Section 4 – A quorum present at a meeting to carry on official business shall consist of five (5) members of the Board of directors.

Section 5 – Each Member of the Board of Directors shall be entitled to vote at any official business meeting.

Section 6 – Board Members shall represent the Membership and shall share the mission and goals of the Organization. The Organization is committed to a policy of fair representation on the Board of Directors, which shall not discriminate on the basis of age, race, religion, sex, sexual orientation, or physical disability.

Section 7 – The term of office for each Board Member shall be two (2) years and not to exceed two (2) consecutive terms, commencing on the first day following the close of the annual meeting at which he/she was elected.

Section 8 – 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 shall be given an opportunity to be present and to be heard at the meeting at which the Board Member’s removal is considered.

Section 9 – If a Board Member dies, resigns, or is removed from office the President shall recommend a replacement to finish that Board Member’s term. This shall be done in a timely manner with the consent of the remaining Board Members.

Section 10 – 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 11 - 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 Board meetings.

## **ARTICLE VI – OFFICERS**

Section 1 – The Officers of the Organization shall be 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 – 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 4 – The Vice President shall act in the absence of the President.

Section 5 – The Secretary shall be responsible for keeping accurate minutes for all official Board and General Membership meetings. These minutes shall be made available to all Board Members and approved with corrections at the next scheduled meeting of the Board or General Membership.

Section 6 – 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 be responsible for submitting annual IRS reports. The Treasurer shall present a Treasurer's report showing the financial status of the Organization at all General Membership meetings and at all Board meetings. 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 audit to a representative not responsible for the financial transactions of the organization at any time the President or Board may request such an audit.

Section 7 – Any Officer may be removed from office by a majority vote of the Board of Directors. The matter of removal may be acted upon at any meeting of the Board of Directors, provided that notice of such intention of removal has been given to each Member and to the Officer affected at least 30 day previous. The Officer involved shall be given an opportunity to be present and to be heard at the meeting at which the Officer's removal is considered.

Section 8 – A vacancy in the office of President shall be filled with the current Vice-President who will serve for the remainder of the term.

Section 9 – A vacancy in the office of Vice-President, Secretary, or Treasurer shall be filled by anyone chosen by the remaining Board of Directors for the remainder of the term of such office.

#### **ARTICLE VII – MEETINGS OF THE MEMBERSHIP**

Section 1 – A meeting of the membership shall be held in October of each year 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 – A meeting of the membership shall also be held in March or April 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 from a majority of the Board of Directors.

Section 4 – Notice of meetings shall be given at least seven (7) days prior to the day of such meeting.

Section 5 – A majority vote of the Members present shall be required to pass any motion or elect any candidate.

#### **ARTICLE VIII – MANAGEMENT TEAM & COMMITTEES**

Section 1 – Committees and Management Team Members as deemed necessary to carry on the club work shall be appointed by the President with approval of the Board.

Section 2 – Committees and the Management Team shall report to the Board of Directors as necessary and the Board of Directors shall have final say on any questioned issues.

#### **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 – Robert’s Rules of Order shall be the authority for all questions of procedure not covered by the By-Laws.

Section 3 – 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 of those present.

Section 4 – Dissolution of the Organization – In case of dissolution of the organization, funds in the treasure 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.