

# *Northeast Offroad Vehicle Alliance Bylaws*

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**Approved: January 10, 2010**

**ARTICLE I: NAME**

- A. This organization shall be known as: Northeast Offroad Vehicle Alliance, hereafter NOVA.

**ARTICLE II: OBJECTIVES**

- A. NOVA is organized for the purpose of:
1. Providing and coordinating recreational and educational activities for its membership.
  2. Promoting safe and sensible operation of our Four-Wheel Drive vehicles.
  3. Participating in and supporting civic activities for the betterment of the local area.
  4. Promote conservation, ecology and community events by becoming involved in related projects in the local area as well as on a national level.
  5. Making plans to maintain and develop current trails and OHV areas.
  6. Acquiring land and/or access to land for offroad vehicle recreational opportunity.

**ARTICLE III: MEMBERSHIP & DUES**

- A. Application for new membership of a club may be made by any four wheel drive club at any NOVA meeting with the following conditions:
1. NOVA is an organization for clubs whose members operate full size 4wd road vehicles, not 'quads' or off-road motorcycles or bicycles.
  2. A club may initially join NOVA with a minimum of five (5) members.
  3. To be eligible for full voting rights and to have any of the club's members hold NOVA office:
    - a. The club must have at least ten (10) members.
    - b. The club must be a member club of NOVA for at least 6 months.
  4. A club's annual dues to NOVA will be based upon the club's full roster of members using either the roster at the end of the prior year or renewing clubs, or the current roster for new clubs.
- B. Application for new memberships and annual renewals of all member clubs must include the club's membership roster with each members name, address, phone number, and e-mail address to the NOVA Vice-Chairperson.

1. Membership in NOVA includes the family of the person listed on the roster. For membership purposes a family is defined as:
  - a. Husband, wife, and children under Eighteen (18) years of age or;
  - b. An unmarried couple living together at the same address of residence, and any minor children of this couple under the age of Eighteen (18).
- C. The submitted roster shall indicate the following positions for the club:
  1. President
  2. Vice-President (or other alternate primary officer)
  3. Two Delegates to NOVA.
- D. Membership in NOVA will not be limited by number, and membership will be open to new club membership applications throughout the year.
- E. NOVA is member supported. As well as paying dues, member clubs are encouraged to do their best to contribute time and effort to the overall furthering and benefit of NOVA and its member clubs.
- F. Delegates will ensure the NOVA Vice Chair receives their annual club roster membership paperwork, including each club members name, address, phone number, and e-mail address.
- G. Delegates will also ensure the NOVA Vice Chair is informed of any change of home address, mailing address, phone number, or e-mail address of any club members throughout the year.
- H. The Delegates represent his or her club at NOVA meetings. He or she brings to these meetings their club's suggestions and opinions.
- I. Dues of NOVA shall be determined by the Board of Directors with the approval of the Executive Committee. Dues will be due by December First of each year. If membership dues are not received by January First of each year, the club's membership will be terminated and the club's name will be dropped from the roster of member clubs of NOVA. If a club has been dropped from the roster, they forfeit all rights and privileges of membership.
- J. A member is considered a Member in Good Standing if:
  1. Their club has properly paid its annual NOVA dues.
  2. The Member's club has at least 10 members and has been in NOVA for at least six (6) months.
  3. They are not involved in any pending ARTICLE X Challenges.

## **ARTICLE IV: MEETINGS**

- A.** NOVA Meetings shall be held at least four (4) times per year, approximately quarterly, with one in January, which is the Annual Meeting.
- B.** At any regularly scheduled meetings, in order to conduct the business of NOVA, a quorum will consist of:
  - 1.** At least Thirty Percent (30%) of Club Delegates.
  - 2.** At least two (2) members of the Board of Directors in attendance. One of which must be the Chairperson, the Vice-Chairperson can fill in for the Chairperson only if the Chairperson cannot make the meeting.
  - 3.** If, for whatever reason, only one member of the Board of Directors remains on the Board at the time of the meeting, that Board member must be present at the meeting in order to conduct NOVA business.
- C.** The Executive Committee will do the voting on all matters except the elections of NOVA officers (see Article IX), whereas all NOVA members in good standing present at the meeting do the voting for NOVA officers.
- D.** Each meeting agenda shall include:
  - 1.** A report from all committees.
  - 2.** A report from all NOVA officers.
  - 3.** Treasurer's financial statement.
  - 4.** Elections and results (if any).
- E.** When necessary the Board of Directors may hold additional meetings during the year as needed. These meetings will be open to the general membership and will be announced to the general membership as much in advance as possible. In order for the Board of Directors to conduct business or hold a meeting, there must be at least two (2) board members present.
- F.** Only two delegates per club are allowed. If for whatever reason a club's delegate or delegates cannot attend a NOVA meeting, the name and/or names of the substitute delegate or delegates must be provided to NOVA Chairperson or Recording Officer.
- G.** Minutes will be taken at each meeting.

## **ARTICLE V: ADMINISTRATION**

- A.** The Board of Directors shall consist of five (5) officers:
1. Chairperson  
Vice-Chairperson  
Treasurer  
Recording Officer  
Communications Officer
  2. Each of these offices will be filled with qualified Members in Good Standing through the voting process as described in Article IX, Elections. It will be their duty to draw up an agenda for all Board of Directors Meetings, and all other NOVA meetings. Further duties of the Board of Directors shall be to conduct the day-to-day business and to take such actions as might best fulfill the aims of this organization.
- B.** The two Delegates from each member club and the Board of Directors will collectively be referred to as the Executive Committee.
- C.** Other than meetings, the primary form of formal communication with the Participating Clubs and the Board of Directors will be via the NOVA web site, <http://nova4x4.org/> and/or with e-mail as appropriate.
- D.** Any Officer on the Board of Directors that resigns from their position, or is removed from office shall not refill that office or any other NOVA Board of Directors position, for one calendar year from the day that they leave that position.
- E.** A NOVA Board of Director member may also be designated as Delegate for his/her club. If so designated, that person will have two votes.
- F.** Any Board of Directors or officer positions added, modified, or deleted will require a by-laws change.

## **ARTICLE VI: DUTIES AND POWERS OF OFFICERS**

- A.** The Chairperson's duties shall be as follows:
1. Preside over all meetings.
  2. Be present at all NOVA events when possible.
  3. Shall, as the executive officer, have the duty to carry out the policies and decisions of the entire membership and the Board of Directors.
  4. Shall keep an accurate record and file of all items (and their location) that belong to NOVA.
  5. Shall be responsible to audit the NOVA treasury.

6. Work as a liaison to introduce new clubs membership to NOVA.
7. Ensure that volunteer groups are designated for any NOVA events and/or promotions.
8. Develop ideas for increasing member body and marketing the NOVA.

**B.** The Vice-Chairperson's duties shall be as follows:

1. Shall become acting Chairperson and shall assume the duties of the Chairperson in the event of the Chairperson's absence, resignation, or disability; and shall perform such duties as shall be assigned by the Chairperson or Board of Directors.
2. The Vice-Chairperson shall be the Chairperson of the budget and audit committees.
3. The Vice-Chairperson shall assist the Chairperson in the completion of his duties whenever necessary.
4. Arrange and run any Community related event such as Food Drives, Toys for Tots and other related programs. Shall distribute and accept all applications for membership at each of the meetings.
5. Collect all dues and fees connected with membership to NOVA from the Clubs.
6. Shall distribute membership dues and fees to the NOVA Treasurer in the month the monies were collected.
7. Shall inform the NOVA Board of Directors of any member club reaching status of "Good Standing" at the club level (per Article III, Section J).
8. Provides to the NOVA Board of Directors as needed all the names and e-mail address of NOVA members and their individual Good Standing status.

**C.** The Treasurer's duties shall be as follows:

1. Keep accurate and complete records of the funds and accounts of this organization and maintain a record thereof.
2. Make disbursements from the funds of the organization as directed by the Board of Directors or the membership.
3. Ensure that all NOVA debts are paid in a timely manner.
4. The signature of the Treasurer is mandatory on any check to be disbursed by the NOVA for the payment of bills.
5. To enable the Treasurer to maintain an audit trail, as required by the CPA, he or she shall set up and/or approve all record keeping systems and forms used for the receipt or disbursement of funds at any club money making event.

6. Shall direct all activities associated with the collection, counting and deposit of funds at any NOVA moneymaking events.
7. All NOVA funds will be kept in a separate account, and under no circumstances should NOVA funds be commingled with personal funds.

**D.** The Recording Officer's duties shall be as follows:

1. Keep and preserve all records and minutes of NOVA meetings.
2. Prepare and provide to the Communications Officer the minutes of each NOVA meeting within 30 days of the meeting.

**E.** The Communications Officer's duties shall be as follows.

1. Shall maintain the operation and availability of the NOVA web site, <http://nova4x4.org/>.
2. Provide the Treasurer any and all expense information related to the NOVA web site.
3. Provide the Recording Officer with domain ownership and hosting information and all on-line access information such that all NOVA documentation is maintained in one place.
4. Ensure that information provided by the NOVA Board of Directors is displayed on the NOVA web site in a timely manner.

## **ARTICLE VII: EXPENDITURES AND FINANCE**

- A.** All monies received from all sources shall be immediately turned over to the Treasurer to be deposited into the NOVA bank account.
- B.** All expenditures must be approved by at least one member of the Board of Directors.
- C.** Any expenditure over Five Hundred Dollars (\$500.00) must be considered by the Executive Committee at any meeting and be voted upon and carry a majority vote of those in attendance.
- D.** All expenditures must be in the best interest of NOVA.

## **ARTICLE VIII: COMMITTEES**

- A.** Committees shall be appointed by the Chairperson and answer to the Executive Committee.
- B.** All committees and sub-committees will turn all reports pertaining to their charter, for permanent filing and future reference. Short term committees and sub-committees will do so

within thirty-days (30) days after the completion of the chartered event or events. Ongoing committees and sub-committees will submit a report at the Annual Meeting.

- C. Any committees making recommendations for expenditures will do so without regard to race, religion, or personal affiliations. All committee recommendations for expenditures will be based on the best available competitive costs.

## **ARTICLE IX: ELECTIONS**

- A. In order to be eligible for nomination to an office on the Board of Directors, the person must be in Good Standing have attended and signed in to at least Two (2) of the regular meetings throughout the dues year when he/she is nominated. This stipulation can be waived by the Board of Directors, if need be, by a majority vote on a case-by-case need.
- B. Elections will be held once each year at the Annual Meeting.
- C. Newly elected officers will take office at the end of the Annual Meeting, following the election, and just before the meeting is closed. The newly elected officer will preside over and hold office for one (1) year.
- D. Voting will be done in person at the Annual Meeting, not by proxy or through the mail or e-mail.
- E. Voting will be by secret ballot.
- F. All ballots must be counted and checked by three (3) members other than nominees.
- G. A majority of votes cast by NOVA members in good standing is necessary for the election to any office.
- H. In the event of a vacancy in any office, the Board of Directors shall appoint a Member in Good Standing to fulfill the unexpired term. Fulfilling an unexpired term will not be considered as serving a full term.

## **ARTICLE X: CHALLENGE**

- A. A written challenge of any individual member may be filed by a member in good standing. This challenge will be filed to the attention of the Board of Directors. The written challenge should include all allegations that are to be brought up.
- B. Upon receipt of a written challenge, a challenge meeting will be held no earlier than two (2) weeks or later than eight (8) weeks after the time of the formal written challenge is received by the Board of Directors.

- C. The challenged member will be sent, by certified mail (return receipt requested) a photocopy of the challenge letter, notice of the time and place of the meeting and a copy of the procedure to be followed.
- D. The challenger will be sent, by certified mail (return receipt requested) a notice of the time and place of the meeting and a copy of the procedure to be followed.
- E. Those in attendance at the challenge meeting shall be the Board of Directors, the challenger and the challenged member; however, witnesses may be called in as needed. Following the challenge meeting procedure, after presentation of both sides, the Board of Directors will make their decision and inform both parties.
- F. If either the challenger or the challenged member disagrees with the decision of the Board of Directors, he/she must then request, in writing, a hearing before the general membership. This written request must be made at least one week before the next regular meeting. If the next regular meeting is more than thirty-days (30) from the date of receipt of the request for a hearing, a meeting will be scheduled within thirty-days (30). The other party involved must then be notified that there will be another hearing, whether at the general meeting, or a specially scheduled meeting. Each party, the challenger and the challenged member will be allowed fifteen (15) minutes on the floor to present his/her side of the story and any witnesses. Three fourths (3/4<sup>th</sup>'s) of the members in attendance, presenting a quorum, must vote in favor of the challenged member losing his/her membership.
- G. The member who brought the challenge against another member may not challenge the same person for at least one year after the challenged member has regained his/her membership. However, another Member in Good Standing may bring another challenge against the same individual as long as the facts of the challenge are different than that which has already been before the Board of Directors.

#### **ARTICLE XI: PROCEDURE FOR CHALLENGE MEETING**

- A. The Chairperson shall be the presiding officer at the Challenge Meeting.
- B. Before beginning the meeting, he/she shall:
  - 1. Inquire of both parties as to whether all procedures outlined in Article X have been complied with.
  - 2. Inquire of the challenger if he/she wishes to proceed or rescind the challenge.
  - 3. Verify that all five (5) members of the Board of Directors are in attendance.
  - 4. Advise the parties that it will require three (3) of the Board of Directors to vote for expulsion in order for the challenged to lose his/her membership.
  - 5. Read the challenge letter to all in attendance.

6. Read the following procedure to all in attendance.
  - a. The challenger shall be given one half (1/2) hour to present all information to the Board of Directors as to why the challenged should lose his/her membership. All facts presented shall be made by the challenger or through witnesses other than the challenger. The challenger shall be permitted to ask questions of all witnesses called and permit the witness to address the Board of Directors.
  - b. After the challenger has completed his/her side, the challenged shall be given one half (1/2) hour to give his/her presentation by making his/her own statements to the board and/or by calling witnesses for his/her own defense. These witnesses may address the Board of Directors and/or answer questions of the challenged. Further, the challenged may cross-examine the challenger or any of the challenger's witnesses.
  - c. After the challenged member completes his/her defense, the challenger may post questions to the challenged member and/or call any witness to rebut the challenged defense. This part of the inquiry shall take no longer than fifteen (15) minutes.
  - d. During any presentation, any member of the Board of Directors may ask questions of anyone giving testimony.
7. The Chairperson shall be responsible for the conduct of the meeting and the behavior of all in attendance.
8. After a discussion between the Board of Directors. In private. The vote shall be taken. Only the decision of the Board of Directors shall be given to the parties and not how each member voted.
9. The decision shall be given to the parties the same day or as reasonably soon thereafter as possible. Any appeal shall be governed by Article X.

## **ARTICLE XII: PROCEDURE FOR CHALLENGING AN OFFICER**

- A. Any member in good standing may challenge an officer of NOVA by submitting to the Board of Directors a written challenge setting forth all facts as to why the officer in question should be impeached. The written challenge must not only be signed by the challenger, but must also contain five (5) signatures of members in good standing who agree with the challenger that the officer should be impeached.
- B. The officer challenged must be given at least a three (3) week notice that the challenge will be heard at the next regularly scheduled meeting, or at a specially scheduled meeting, and will be given a copy of the written challenge.
- C. The Chairperson shall be the presiding officer for the hearing unless the Chairperson is being challenged; if the Chairperson is being challenged, the remaining Board of Directors members will elect a Board of Directors member to preside over the hearing.

- D.** The written challenge shall be read to all members in attendance.
- E.** The presiding officer will read the following procedure to all members in attendance.
- 1.** The challenger shall be given one half (1/2) hour to present all information to the members as to why the officer should be impeached. All facts presented shall be made by the challenger or through witnesses other than the challenger. The challenger shall be permitted to ask questions of all witnesses called and permit the witnesses to address the members.
  - 2.** After the challenger has completed his/her side, the challenged officer shall be given one half hour to give his/her presentation by making his/her own statements to the members and/or by calling witnesses for his/her own defense. These witnesses may address the membership and/or answer questions posed by the challenged officer. Further, the challenged officer may cross-examine the challenger or any of the challenger's witnesses.
  - 3.** After the challenged officer complete his/her defense, the challenger may post questions to the challenged and/or call any witnesses to rebut the challenged defense. This part of the inquiry shall take no longer than fifteen (15) minutes.
  - 4.** Only the challenger, the officer challenged and their witnesses may address the members. Any questions that a member may have of either the challenger or the challenger's witnesses, the officer challenged, or the officer's witnesses must be presented in writing to the presiding officer who in turn will ask the question posed.
- F.** The presiding officer shall be responsible for the conduct of the meeting and the behavior of all in attendance. After the presentation of all sides to the issues, the members shall vote by means of a secret written ballot indicating on their written ballot whether the officer should be impeached or not impeached. In order for an officer to be impeached, it shall take three fourth (3/4<sup>th</sup>s) vote of the membership, being a quorum present.
- G.** Either the challenger or the impeached officer may appeal the decision of the membership. The same procedure as outlined in this Article shall be followed, however, the appeal may only be based on new facts that were not presented at the first challenge meeting. The Board of Directors shall determine by vote whether or not the appeal states new facts not previously heard by the membership. At least three (3) members of the Board of Directors must vote for the allowance of an appeal.
- H.** If, by vote of the membership, an officer is in fact impeached, the membership shall immediately elect a new officer by means of a secret ballot.

### **ARTICLE XIII: EVENTS**

- A.** The Board of Directors and the local and state law enforcement agencies have set up strict rules and policies concerning trail riding and the use of the properties we trail ride on with the

permission of the owner. Infractions of these rules and policies could cause us to lose our right to use these properties; therefore, they will be strictly enforced. Any club or individual violators of the established policies will be warned once at a general meeting and if the infraction is committed again a second time, the member or club will be immediately removed from the membership roll and will not under any circumstances be given another opportunity to apply for membership to NOVA. Guilt will be determined by a preponderance of evidence. If the accused denies the infraction, the member(s) will be suspended pending a challenge meeting.

- B.** All NOVA events are subject to approval by the Board of Directors.
- C.** When feasible, adequate insurance shall be procured at all publicly attended events.
- D.** All NOVA events must be conducted in an orderly manner with safety as the prime factor.
- E.** All members and guests participating in a NOVA event shall abide by the Motor Vehicle Code of the State concerned and by the laws and regulations of the city, county or the circumstances concerned. The welfare and reputation of NOVA depends upon the character it gains with the city, county, state and federal authorities. Any flagrant violation of the code is sufficient cause for removal of any or all membership privileges (Challenge Option, Article X applies).

#### **ARTICLE XIV: RULES & PROCEDURES**

- A.** Unless otherwise specified in the By-Laws, Roberts Rules of Order, revised edition, shall govern parliamentary procedure.
- B.** The Board of Directors shall draw up a set of rules and regulations for the governing of the individual on a personal basis while on any NOVA activity. Each new Board of Directors can change these rules.
- C.** Voting on any issue by the Executive Committee at a regular membership meeting will be by hand vote other than elections. A motion may be called for a secret ballot when deemed necessary.
- D.** Online voting by the Executive Committee may be used if an issue must be resolved on a timely basis.
- E.** Voting on a probationary member to become a member in good standing will take a majority vote of the membership present to accept his or her membership.

#### **ARTICLE XV: AMENDMENTS**

- A.** These By-Laws may be amended by a two-thirds (2/3<sup>rd</sup>s) majority vote of the Executive Committee if there is a quorum of Club Delegates present at a NOVA meeting. Any

amendment to be voted on must be presented to the membership at a regular NOVA meeting and then voted on at the next regular meeting.

- B.** Proposed By-Law changes shall also be published prior to the meeting they are to be voted upon.
- C.** Under special circumstances these bylaws may be temporarily suspended by a unanimous vote of the Board of Directors without prior notification or approval of the membership. Any time this bylaws suspension is voted on, the membership must be notified as soon as possible. Any actions made possible by the bylaws suspension must be ratified by a majority of the attending membership at the next regularly scheduled meeting.

#### **ARTICLE XVI: SALE OF PROPERTY**

- A.** In order to sell any or all property, real or otherwise, owned by NOVA, the same procedure shall be followed as a by-law amendment (Article XV).

#### **ARTICLE XVII: DISSOLUTION OF NOVA**

- A.** If for any just reason the NOVA must disband; it will require a Ninety Percent (90%) vote of the total membership in favor of dissolution.
- B.** A motion should first be made on the floor of a general meeting, seconded and then voted on, a quorum being present and a majority being in favor of carrying out the following procedure.
- C.** The voting for dissolution will take place through the US Mail. Notification, ballots and pre-addressed return envelopes will be sent to all members by registered mail. A ballot not returned within thirty-days (30) will be considered a resignation from the club. Ballots will be returned by registered mail to a designated representative, or if necessary, to a lawyer retained by NOVA. The results will be read by the designated representative, or the lawyer, at the next regularly scheduled meeting following the thirty-day (30) period. If it is necessary to schedule a special meeting to read the voting results, all members will be notified of the time and place of the meeting by registered mail. The announcement of a special meeting time and place will be mailed along with the ballot. Any special meetings will be held following the thirty-day (30) period.
- D.** In the event of dissolution of the Alliance for any reason, after all liabilities are met, any remaining assets would be donated to charity or a non-profit organization of NOVA's choice. The vote on the choice of charity or non-profit organization will require a simple majority vote of the membership present, a quorum present and voting.

**ARTICLE XVIII: INDEMNIFICATION**

- A.** The Alliance shall indemnify every Director, Executive Director, officer or employee and his/her heirs, executors and administrators against all losses, costs and expenses, including solicitor and client fees, reasonably incurred by him/her in connection with any action, suit, or proceeding to which he/she may be made a party by reason of his/her being or having been a director, Executive Director, officer or employee of the Alliance except to the extent that such losses, costs and expenses incurred or suffered by the Alliance by reason of, or arising out of or in connection with the foregoing indemnification provisions shall be treated and handled by the Alliance as an expense of the Alliance.

**ARTICLE XIX: LIABILITY**

- A.** Nothing herein shall constitute the members of NOVA as partners for any purpose. No member, officer, agent or employee of NOVA shall be liable for the acts or failure to act of any other member, officer, agent or employee of NOVA. Nor shall any member, officer, agent of employees be liable for their act or omissions arising out of their willful malfeasance.

**---- Bylaws End ----**