

NORTH IDAHO ATV ASSOCIATION, INC.

By-laws

Established March 2003

Amended 4-8-08

ARTICLE 1 NAME

Section 1

The name of this organization shall be the North Idaho ATV Association, Inc. known here after as the Association.

ARTICLE 2 PURPOSE

Section 1

To encourage and promote good sportsmanship, and the safe and responsible use of ATV's, UTV's and Motorcycles.

Section 2

To promote the enactment of the best possible laws and regulations conducive to year round recreation activities, while observing Idaho State laws and regulations.

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ARTICLE 3 MEMBERSHIP

Section 1

Membership may be extended to any person owning, or interested in owning an ATV, UTV, Motorcycle or any person interested in the sport in general.

Section 1a

Membership may be denied by a majority vote of the board of directors and agreed upon by the general membership to any person deemed to be prejudicial to the best interest of the association.

Section 2

Membership in the association shall be terminated for non-payment of the dues on June 1st of each year.

Section 3

Membership valid from day paid through end of the fiscal year.

Section 4

Membership in the Association shall entitle three different kinds of paid memberships.

- A. Family membership, which receives two (2) adults votes
- B. Individual membership, which receives one (1) adult vote.
- C. Children of family members over the age of 18 shall be required to have individual membership.
- D. Business Sponsors Receive 2 voting memberships.

ARTICLE 4 DUES

Section 1

Business, Individual and Family membership fees shall be determined by a majority vote of the Association members present at a General Meeting. If a vote is not taken the dues remain unchanged. Fees are \$35 for Business sponsorships, \$20 for Family and \$15 for Individual memberships.

ARTICLE 5 FISCAL YEAR

Section 1

Fiscal year shall be defined as the period of one year beginning April 1 and ending March 31 of the following year.

ARTICLE 6 MANAGEMENT

Section 1

Management shall be vested in the officers and the Board of Directors.

Section 2

Any action taken by the officers and the Board of Directors may be overruled by a majority vote of the attending members at the next general membership meeting following the Board of Directors action in question.

Section 3

All expenditures over \$300 by any club officer must be approved by the board of directors at the following board meeting.

ARTICLE 7 BOARD OF DIRECTORS

Section 1

The directors shall include five (5) duly elected members of the Association plus the President and Vice President.

Section 2

The Secretary and Treasurer will be nominated by the President and elected by the Board of Directors. These two positions may be combined if circumstances warrant it.

Section 3

The term of office of the five (5) duly elected members of the Association shall be no more than three (3) consecutive terms. Any board member who resigns their position shall be replaced by a member appointed by the President and approved by the board and the general membership. The appointed member shall only serve for the remaining time of the person replaced.

Section 4

The Association President shall preside at each Board of Directors meeting. In the absence of the President, the Vice President shall preside, in the absence of both; the Senior Board Member shall preside.

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Section 5

An individual Board member may be removed by a majority of the Board and or general members if they are deemed prejudicial to the best interests of the Association.

Section 6

Staggered Term of Office:

The initial term of office of the five (5) duly elected members of the Board of Directors shall be staggered. Two of the positions shall serve via a two year term. Two of the positions shall serve via a three year term. One position shall serve a one year term.

An Annual General Membership Meeting shall occur during the Month of April. At each annual meeting, the general members shall elect the directors to fill the positions of those directors whose terms have expired.

Section 7 -

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Conflict of Interest

Board of Directors have a primary commitment and a clear obligation to conduct the affairs of the Association in a manner to promote the best interests of the Association.

A board member is considered to have a conflict of interest when he or she or any of their family has an existing or potential financial or material interest which impairs, or might appear to impair the individual's independence and objectivity of judgement in the discharge of their responsibilities and duties.

Regarding the business affairs of the Association, a board member shall report all gifts given to them in excess of \$100.00, by other members of the Association or individuals and businesses working with the association

ARTICLE 8 BOARD OF DIRECTORS MEETING

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Section 1

Annual Board of Directors meeting shall be before the April meeting.

Section 2

~~The President or a quorum of the Board members upon at least seven (7) days notice to each director of the time, place and purpose of the meeting may call special meetings of the Board of Directors.~~

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Section 2

The President, Vice President or a quorum of the Board members which consists of 5 Directors upon at least seven (7) days notice to each director of the time, place and purpose of the meeting may call special meetings of the Board of Directors.

Section 3

Any director who is absent from two (2) consecutive Board meetings may have his/hers office declared vacant by the Board of Directors unless absence is excused. The Board of Directors will determine what is considered an excused absence.

ARTICLE 9 OFFICERS

Section 1

Officers of the Association shall consist of: President, Vice President, Secretary, and Treasurer.

Section 2

Terms of Officers shall be Two (2) years following election by a majority of the general membership.

Section 3

Officers shall be a member of the North Idaho ATV Association, Inc. for one (1) year prior to running for office unless waived by the membership.

ARTICLE 10 DUTIES

Section 1

President: The President shall preside at all association meetings and Board of Directors meetings. The President shall make committee appointments or changes, and may be a member of all committees. The President, with the approval of the Board, may appoint an auditor and shall have the books ready to turn over to the new administration at the annual meeting.

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Section 2

Vice President: The Vice President shall perform the duties of the President in his or her absence and perform other duties as may be prescribed by the President.

Section 3

Secretary: The Secretary shall take minutes of each membership and Board of Directors meetings and keep records of those minutes, and be responsible for association correspondence as directed by the President.

Section 4

Treasurer: The Treasurer shall be responsible for all financial records of the Association and for the purpose of disbursement of funds and shall be required as deemed by the President to give financial reports to the general membership or to the Board of Directors.

ARTICLE 11 NOMINATION AND ELECTIONS

Section 1

Nominations for Officers and Board of director's positions will be received during and up to thirty (30) days in advance of the Annual Membership meeting.

Section 2

Officers and Directors will be elected by a simple majority of the general membership present at the annual membership meeting.

ARTICLE 12 MEETINGS

Section 1

Annual Meeting shall be defined as the regular scheduled meeting in April each year. The new officers are to be installed at the annual meeting.

ARTICLE 13 AMENDMENTS

Section 1

These By-laws may be amended by a majority vote of the members present at any general, special or annual meeting of the Association, provided the membership has been notified at least thirty (30) days in advance of the By-law Changes.

ARTICLE 14 INDEMNIFICATIONS

Section 1

The association shall indemnify and hold each director and officer harmless against any Loss except for Losses arising out of: (a) the Indemnitees's acts or omissions judged to be intentional misconduct or a knowing violation of the law. A Loss shall be defined as the obligation to pay a judgment, settlement, penalty or fine, or reasonable expense incurred with respect to a Proceeding. A Proceeding shall be defined as any threatened, pending or completed action, suit or proceeding whether civil, administrative or investigative.

The right to indemnification conferred in this Article shall include the right to be paid by the Association all expenses (including attorney's fees) incurred in defending any Proceeding in advance of its final disposition by an Indemnitee.

These By-laws replace any and all By-laws ratified at any date prior to this date by the Board of Directors or members of the Association.

Date: _____

Signed by: _____
President

Signed by: _____
Vice President

Signed by: _____
Board of Director

Signed by: _____
Board of Director

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Board of Director

Signed by: _____
Board of Director

Signed by: _____
Board of Director