

# REVISED AND RESTATED BY-LAWS OF THE ARIZONA ATV RIDERS, INC.

## ARTICLE I

- The name of the organization shall be the “Arizona ATV Riders, Inc.” (“AAR”).
- AAR has an official “logo” and club merchandise. The copyright of the logo shall be the sole property of AAR.
- AAR is registered with the Arizona Corporation Commission as a Non-Profit Corporation.

## ARTICLE II

### Mission Statement

To enhance the Off-Highway Vehicle (OHV) experience through the use of ATVs and UTVs in a safe manner through a membership support system and fellowship. AAR goals shall be consistent with those contained in the AAR Articles of Organization and shall include the following to:

- Provide a means of sharing the enjoyment of riding OHVs.
- Organize and promote activities appropriate for our membership and its families.
- Promote safe riding habits.
- Promote public acceptance and positive attitudes towards OHV usage.
- Assist various State and Federal Agencies as needed to maintain trails, post signage and closures.
- Promote and support environmental matters.
- Support governmental agencies when needed in emergency situations.

## ARTICLE III

### General Organization

**Board of Directors:** The Board of Directors shall consist of three (3) to seven (7) members provided it is an odd number of Board members.

A prospective Board member, prior to being nominated to hold a position on the Board, should show significant interest in the activities of AAR and the Board of Directors.

To serve on the Board, one must be able to attend a majority of Board and General Meetings.

A Board member that is absent for three consecutive meetings may be asked to step down by the Board president.

The Board of Directors reserves the right to reject or revoke the membership of any Member after a single written warning, if that Member's conduct is inconsistent with the objectives and purposes of AAR or is disrespectful to other Members and/or law enforcement. A majority vote of the Board would be required for membership revocation. The Board also may reject the membership of any individual whose attitude and demeanor are inconsistent with AAR's General Mission Statement.

**Meetings:** Regular meetings of the Board of Directors may be held monthly, as needed. The meeting date, time, and place must be posted or announced at least 48 hours in advance of the meeting. Special meetings of the Board may be called by the President, as needed.

A General Membership Meeting shall be held monthly.

The Annual Meeting shall be held each year in January. The purpose of the Annual Meeting shall be to elect members as officers and members of the Board of Directors.

**Records:** Minutes of the proceedings of each Board and General Meeting shall be maintained. The minutes of the Board meeting shall be distributed to the Board members for approval at the next following Board meeting. The minutes of the General Meeting will be posted for membership review prior to the next following monthly meeting where the membership may vote to approve or revise. Minutes of Executive Sessions of the Board shall only be reviewed and approved by the Board of Directors. The Secretary shall be responsible for keeping a permanent record of all proceedings and meetings of AAR. A copy of all meeting proceedings shall be presented to the President within 10 days of any meeting.

**Membership Dues:** Membership dues shall be assessed in December of each year for the following calendar year. The annual dues shall be based on the budget for the year as prepared by the Treasurer and as approved by the Board.

The Board will determine the amount of the annual dues. Should a new member elect to join the club after the month of June but before the month of October, he/she shall pay one-half of the annual dues for the remainder of the year. After October, the new Member will pay the full annual dues which will include the following year's membership.

The Board of Directors, prior to the November meeting, shall determine the membership dues for the following year.

**Voting:** Family membership shall be the only class of membership. You must be a Member in good standing to vote. Only one vote per family shall be permitted at any meeting where Member voting is solicited. In an uncontested election, a show of hands will constitute a legal vote of the membership. When necessary, ballots will be prepared by the Elections Committee. In the event of a tie during an election of Board members, a runoff vote shall be held. Completed ballots shall be retained by the Secretary for a period of one (1) year.

Prior to any election, the Board shall appoint an Election Committee to gather nominees, prepare for the election and notify the membership of the upcoming election date and the corresponding candidates. The election Committee shall be independent of the Board of Directors.

## **ARTICLE IV**

### **Board of Directors**

Section 1. The Board of Directors shall consist of a President, Vice President, Secretary, Treasurer, and other Board members at large. Each Board member is entitled to one vote on all issues.

Section 2. The term of each Board member shall be one (1) year. Each Board member may serve in the position for which they are elected until their replacement is nominated and elected to the Board. All Board members must be in good standing with AAR.

Section 3. If a Board position is vacated prior to the end of the term, the Board may appoint a replacement to complete the original term. A partial Board term is not to be considered as a complete term.

Section 4. If it is not possible to fill all seven (7) Board positions at the Annual Meeting, the office of Vice President, Secretary and Treasurer may be combined and filled by one person until the Board is able to fill the vacant position.

## **ARTICLE V**

### **Duties of the Board of Directors**

AAR membership shall be represented by the Board of Directors. The Board shall address issues and concerns brought before them by the membership, review the direction of AAR and the efforts of each AAR committee.

Section 1. The President shall oversee AAR activities and prepare the agenda for the monthly Board and General Meetings. He/she shall preside at all meetings of AAR. The President shall address all issues brought before the Board and work with the Board to find a solution in the best interests of AAR and its membership. The President shall maintain order at all meetings and shall conduct meetings in accordance with the rules contained in “Roberts Rules of Order, Revised” (as necessary).

Section 2. The Vice President shall perform the duties of the President in the absence or incapacity of the President. The Vice President shall automatically become the President upon the President’s resignation or incapacity, to fulfill the duties of the office. The Vice President shall fulfill other organizational duties as assigned by the President.

Section 3. The Secretary shall keep an accurate record in the form of minutes for all meetings. Minutes may be kept in hard copy in the AAR minute book(s) as well as in electronic form. Minutes shall be submitted to the President for final review and then distributed to the Board and Membership in accordance with the respective meeting requirements.

Section 4. The Treasurer shall keep an accurate record of all monies and expenses of AAR. AAR funds shall be deposited into the AAR bank account on a timely basis. The Treasurer shall prepare a financial report for the review of the Board of Directors at each board meeting. After the Board's review, the report shall be presented to the Membership at the General "monthly" Meeting.

In October of each year or as soon thereafter as reasonably possible, the Treasurer shall prepare a proposed budget for the following calendar year. The proposed budget will be reviewed and approved by the Board as soon as practical. After approval by the Board, the Treasurer shall post the approved Budget for the General Membership to review prior to December 31<sup>st</sup>.

Section 5. Members at Large are to represent the membership views when the Board meets. When called upon by the President, Members at Large shall perform such other duties as required to facilitate the mission and activities of AAR.

## **ARTICLE VI**

### **Standard Operational Procedures**

The Standard Operational Procedures (SOP, a separate document) were prepared to provide guidelines regarding the operations of AAR. These procedures are to guide current and future Board members and to help provide continuity from term to term. SOPs shall be consistent with the By-Laws; and SOPs shall not conflict or change the text of the By-Laws. From time to time the Board may edit, delete or add to the SOPs as needed to address specific circumstances. A current copy of the SOPs shall be kept by the Secretary of AAR.

## **ARTICLE VII**

### **Organizational Committees**

The Board of Directors may authorize ad-hoc committees to organize, plan, and oversee AAR activities.

Such committees may be: Membership, Event, Election, etc. The foregoing shall not limit the committees that may be created.

## ARTICLE VIII

### AAR Sponsored Ride Events

Section 1. Each AAR sponsored OHV Ride Event shall be led by a Ride Leader. The Ride Leader shall endeavor to monitor the activities of participating riders. Ride Leaders shall attempt to conduct the ride in a reasonably safe and organized manner.

Section 2. Each AAR Member shall sign a waiver upon registering as a Member. Guest riders shall sign a separate waiver prior to the beginning of each ride.

Section 3. OHV Rides shall be classified as the following:

1. Easy - - **GREEN** (Relatively leveled and graded trails)
2. Intermediate level - - **YELLOW** (Some hills and obstacles with no extreme areas)
3. Advanced or Difficult - - **RED** (May involve steep trails, off camber areas, narrow areas and rocks)

**Further explanation or clarification may be necessary in describing the ride level when posting the ride.**

Section 4. Each Member and Guest agrees and understands that the operation of ATVs and UTVs by them and others is inherently dangerous, and each Member and each Guest agrees to be solely responsible for any and all property damage or injuries incurred by them or others while participating in any AAR Ride or other AAR event. Each rider shall only participate in rides for which he or she believes that he or she is qualified. Each rider is responsible for having his/her own insurance and shall participate in any AAR Ride or other AAR Event **at their own risk.**

Section 5. It is recommended that any participating vehicles in any AAR function shall be registered, licensed and insured in accordance with current Arizona or other applicable State laws and regulations.

Section 6. Safety helmets or equipment are recommended for all riders.

## ARTICLE IX

### Dissolution of the Corporation

Should the club be dissolved, active sponsors who made cash contributions shall receive a refund for their current years donation, then, any remaining monies belonging to the club after the resolution of all other financial obligations of the club, shall be donated to one or more active OHV organizations, or other charitable organization chosen by the Board of Directors.

## **ARTICLE X**

### **Amendments**

The By-Laws may be amended as needed, at any regular monthly General Meeting by a majority vote of the Members present. Notice to the membership of such proposed amendment(s) shall be presented to the Members not later than 30 days prior to the meeting date when the proposed amendment will be voted on. The notice may be communicated to the Membership in electronic form on the AAR website (AZATVRiders.com), via regular mail or other media, which will endeavor to reach the General Membership.

### **ADDENDUM REGARDING INDEMNIFICATION.**

#### **NONPROFIT INDEMNIFICATION PROVISION FOR ARIZONA ATV RIDERS, INC (AAR)**

AAR shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of AAR against all expenses and liabilities, including, without limitation, counsel fees, judgements, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be interests of AAR; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceedings.

The indemnification provided hereunder shall inure to benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this provision shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of this provision which adversely affects the right of an indemnified person under this provision shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This provision constitutes a contract between AAR and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this provision which adversely affects the right of an indemnified officer, or employee under the provision shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

## Revised and Restated By-Laws, Signature page

The above Revised and Restated Arizona ATV Riders By-Laws were approved by a majority affirmative vote of the members in attendance at the May 23, 2018 General Meeting of the membership.

Furthermore, notice of said Amendment vote was noted at the April 25, 2018 General Meeting as well as posted electronically on the Arizona ATV Riders Website at least 30 days in advance of the May 23, 2018 General Meeting.

Revised and Restated By-Laws signed on May 23, 2018

President: 

Vice President: 

Secretary: 

Treasurer: 