

**CONSTITUTION AND BYLAWS
OF
THE PENNSYLVANIA OFF-HIGHWAY VEHICLE ASSOCIATION
4-18-2007**

Article I Name, Purpose, and Mission

Section 1. The name of this not-for-profit association shall be the Pennsylvania Off-Highway Vehicle Association. (PaOHV)

Section 2. The PaOHV shall be identified as an association composed of off-highway vehicle clubs and coalitions, individuals, agencies, companies, and corporations. The PaOHV represents those entities that envision, endorse, and provide for environmentally compatible off-highway vehicle (OHV) recreational activities in such a manner that is deemed responsible, acceptable, and safe within the Commonwealth of Pennsylvania. The PaOHV shall actively, collectively, and professionally support and promote such attitudes, behaviors, and regulations that will ensure the positive future for the OHV community and the well being of our environmental resources.

Section 3. The mission of the PaOHV can be realized by those partners demonstrating the will to:

- a) Promote legislation with the purpose of developing and maintaining trails and open space favorably and legally accessible to OHV recreation.
- b) Become instrumental and influential in interactions with the public and private land managers.
- c) Defend the OHV community against discriminating legislation and regulation.
- d) Provide assistance for legislation favorable to trail and open space recreation.
- e) Inspire and foster camaraderie among motorized OHV users as well as all recreational trail user groups.
- f) Provide a medium for the dissemination of information and knowledge relating to the OHV industry.
- g) Seek and provide educational and programming opportunities for the proper riding procedures, intelligent safety choices, and the execution of appropriate environmental decisions.
- h) Promote research pertaining to the most desirable maintenance and trail construction techniques that are sustainable and compatible with the environmental resources.
- i) Own and/or lease property for association uses.

Article II Membership

Section 1. Membership categories in the Association are:

- a) Participating Club Membership.
- b) Individual Membership.
- c) Corporate Membership.
- d) Honorary Membership.

Section 2. Description of membership categories and dues are:

- a) Participating Club Membership:** Shall be offered to any local, regional, or statewide user clubs that is incorporated in the Commonwealth of Pennsylvania as a non-profit organization. It will be the responsibility of each Participating Club to elect and provide a single representative to attend the Business Meetings of PaOHV. Participating Club Representatives are encouraged to attend the Business Meetings, express their opinions during the open discussion periods, and will be permitted a single vote on actions taken by the PaOHV at the Business Meetings. Dues to be submitted on an annual basis will be in the amount to be established by the majority vote of the Voting Body. The Participating Club will need to provide proof of incorporation, a roster of registered club members consisting of, as a minimum, the name and mailing address for each registered member.
- b) Individual Membership:** Shall be offered to any individual person, sixteen (16) years of age or older, who supports the mission of the PaOHV. Individual Members are invited to attend the Business Meetings, but are not permitted to express their opinions during the open discussions periods unless they submit a topic request prior to the start of the business meeting. Individual Members will not have voting privileges on actions taken by the PaOHV at the Business Meetings. Dues to be submitted on an annual basis will be in an amount to be established by the majority vote of the Voting Body. The Voting Body shall have the right to establish, by the majority vote of the Voting Body, a reduced rate for individual members who are also registered members in good standing with a Participating Club.
- c) Corporate Membership:** Shall be offered any company, corporation, agency, or group that supports the mission of the PaOHV. Corporate Members are invited to attend the Business Meetings, but are not permitted to express their opinions during the open discussions periods unless they submit a topic request prior to the start of the business meeting. Corporate Members will not have voting privileges on actions taken by the PaOHV at the Business meetings. Dues to be submitted on an annual basis will be in an amount to be established by the majority vote of the Voting Body. The Voting Body shall have the right to establish a tiered membership level for Corporate Members that is graduated by the level of support.
- d) Honorary Membership:** Shall be awarded to individual persons, companies, corporations, agencies, groups, or other clubs who support the mission of the PaOHV. Candidates may be nominated by any PaOHV member but must be elected by a majority vote of the Voting Body. Honorary members will not have voting privileges on actions taken by the PaOHV at the Business meetings. There are no dues "required" for Honorary Memberships however donations will be gratefully accepted.

Section 3. All members shall be extended the right to address and provide sole and personal representation to any and all functions, meetings, or committees, outside of the PaOHV Association. However, no members, except the elected Directors, shall be entitled to represent the interests or speak on behalf of the PaOHV without the express consent of the Board of Directors. By election to the Board of Directors, each Director will be entitled to represent the PaOHV on official business within the Director's realm of responsibilities as defined herein. Each Director will be held accountable for statements and actions taken on behalf of the PaOHV and may be subject to reprimand or removal should such actions be judged by the majority of the Directors to conflict with the scope and purpose of the PaOHV.

Section 4. The Board of Directors may establish the qualifications and rights of its members within the confines of the PaOHV.

Section 5. Applications for membership should be made in writing, or submitted on the appropriate form, and shall contain a statement of agreement to these by-laws by the applicant.

Section 6. A member may resign from the association at any given time by providing written notice to the Board of Directors.

Section 7. Membership in the Association may be terminated, with do cause, by action of the Board of Directors.

Article III Management

Section 1. The management of the Association shall be vested in the Board of Directors and operate in conjunction with the Participating Club Representatives. All Officers and Board Members shall have such other powers and duties as required by law.

Section 2. The Board of Directors will consist of Directors elected by a majority vote of the general "registered" members of the Participating Clubs and those Individual Members who are not members of a Participating club for a term of three (3) years in an annual election.

With the term beginning on January 1, 2007, the terms of the Executive Director and the Assistant Director will be three year terms. All subsequent terms for the Executive Director and Assistant Director shall be three year terms beginning on January 1, 2010. With the term beginning on January 1, 2007, the terms of the Public Information Director and the Administrative Director shall be two year terms. All subsequent terms for the Public Information Director and Administrative Director shall be three year terms beginning on January 1, 2009. With the term beginning on January 1, 2007, the terms of the Legislative Director, the Research

Director, and the Finance Director shall be a one year term. All subsequent terms for the Legislative Director, the Research Director, and the Finance Director shall be three year terms beginning on January 1, 2008. The purpose of this paragraph is to establish and maintain staggered terms on the Board of Directors.

Each elected Director, with the exception of the Executive Director, will chair a committee within the PaOHV. In the case of a vacancy, resignation or removal of a Director; the Board of Directors and the Participating Club Representatives, at their option and by a majority vote, will be responsible to elect a successor for the remaining length of that term.

Section 3. Each Participating Club will be responsible for selecting a representative to act and cast votes on their behalf at the Business Meetings. The PaOHV shall not dictate term limitations nor identify a selection process by which the Participating Clubs shall appoint their representatives. In the case of a vacancy, resignation, or removal of a Participating Club Representative, the Participating Club will be responsible to identify a new Club Representative.

Section 4. The Directors along with the Participating Club Representatives will form the "Voting Body". A majority of the elected Directors will constitute a quorum. A quorum of Directors, or their Designees, must be present to conduct a Formal Business meeting. No official business can take place without a quorum among the Board of Directors. There shall be no quorum requirement for Club Representatives. Directors, Participating Club Representatives, and/or their Designees, not in attendance at a scheduled Business Meeting, automatically waive their rights to vote on any action called to a vote in said Business Meeting.

Section 5. Majority Vote, as it pertains to Business Meeting actions and Annual Elections, is herein defined as the Majority of votes cast and does not pertain to the majority of Directors, Representative, or Members at large.

Section 6. Each Director and Participating Club Representative will be given one vote on actions taken by the PaOHV at the Business Meetings with the majority vote ruling. Absentee voting privileges will not be granted, however, any member of the Voting Board can temporarily assign their voting privileges to a third party Designee. Said Designee must be identified prior to the start of the Business Meeting and must not be another active member of the Voting Board. No one person, sitting on the Voting Board for any Business Meeting, is permitted to cast more than one vote.

Section 7. Having one, or more, club members serving on the Board of Directors does not constitute a viable reason to eliminate a Participating Club's right to identify a Club Representative. However, a sitting Director is not permitted to also serve as a Club Representative nor are they permitted to act as a Designee for an absent Director or Club Representative.

Section 8. The Executive Director may place strict but fair time limitations on any individual addressing the Board and assembled Club Representatives at a Business meeting.

Section 9. All Directors are expected to attend and participate in all of the scheduled meetings. Directors missing an excessive amount of meetings may be subject to removal from the board.

Section 10. Annual elections, for the purpose of selecting vacant positions on the Board of Directors or to decide referendum issues suggested by the Board of Directors, may be held (or votes tallied) during the final Business Meeting of the year. Only Individual Members in good standing (with dues paid in full) will be permitted to vote. Participating Clubs will be entitled to cast a number of votes, in an annual election, equal to the number of registered (individual) members paid in full for the current year. Club votes can be cast in-block or individually. Individual Members that are not members of a Participating Club are permitted to cast a single vote in an annual election. Honorary Members will be entitled to cast a single vote in an annual election. Corporate Members will be entitled to cast a single vote in an annual election.

Nominations for elected positions and referendum issues will be taken no later than the close of the business meeting immediately preceding the business meeting in which the votes for the annual elections are to be tallied. All nominations must have a second. Absentee voting is permitted but will be subject to verification before final results are tallied. Club Representatives shall be authorized to vote for all individual members of a Participating Club.

Section 11. Members of the Board of Directors and any Club Representative can receive a "no-confidence" vote and will be removed from their position upon a motion and a second from any of the Directors, and the casting of a three-fourths (3/4) majority vote of the Voting Body in residence at the following Business Meeting. To do so, a minimum time of two (2) months must elapse between the accepted motion and the casting of the vote.

Section 12. The Finance Director shall be bonded, the amount being determined by the Board of Directors.

Section 13. In the event that the Association should dissolve, the funds and assets of the Association shall be donated to a non-profit organization selected by the Board.

Section 14. In the event that the number of Participating Club Representatives exceeds a manageable number, as determined by the Board of Directors, the Directors will be permitted to dissolve the Participating Club Representative format and initiate a district or regional representation. To do so, a minimum time of two

(2) months must elapse between the accepted motion and the casting of the vote. Said vote must carry by a simple majority of the Directors.

Article IV Calendar Year

Section 1. The calendar year of the Association shall commence on the first day of January and end on the 31st day of December.

Article V Meetings

Section 1. Business Meetings will be held four times every year at a time and place designated by the Board.

Section 2. The Executive Director shall be responsible to moderate and preside at the meetings. The Executive Director is also responsible to ensure that agenda items are received and distributed to the members of the Board of Directors in advance of each Business Meeting. The Business Meeting agenda should comply with the following format.

- a. Order/Role call
- b. Reading and acceptance of the minutes
- c. Committee Reports
- d. Old Business
- e. New Business
- f. Public Comment Period
- g. Call for Vote
- h. Date, Time and Place of next meeting
- i. Adjournment

Article VI Corporate Officers

Section 1. The Officers are individuals identified for the purpose of incorporation. An Officer may act as an advisor but the position carries no voting or representative privileges. An Officer may resign from the association at any given time by providing written notice to the Board of Directors. An Officer can be removed from their position upon a motion and a second from any of the Directors, and the casting of a three-fourths (3/4) majority vote of the Voting Body in residence at the following Business Meeting. In the case of a vacancy, resignation, or removal of an Officer; the Board of Directors, at their option and by a majority vote, will be responsible to elect a successor.

Section 2. President: The President will be selected by nomination and majority vote of the Board of Directors. This position may be filled by any Member at large.

Section 3. Treasurer: The Treasurer will be an advisory position and will not have voting privileges. The Treasurer will be selected by nomination and majority vote of the Board of Directors. This position may be filled by any Member at large.

Section 4. Executive Secretary: The Executive Secretary will be an advisory position and will not have voting privileges. The Executive Secretary will be selected by nomination and majority vote of the Board of Directors. This position may be filled by any Member at large.

Article VII Board of Directors

Section 1: The purpose of the Board is to advise or make policy for the Association on Program, Image, Advocacy, Resource Generation, and Membership Renewal.

EXECUTIVE DIRECTOR

Purpose of the Position: The Executive Director is ultimately responsible for the conduct and representation of the PaOHV.

Responsibilities

1. Advocate for the needs of the OHV community.
2. Advocate for the needs of members and the Association as a whole.
3. Assume responsibility of staying informed about the Association, its activities, and community concerns.
4. Seek ideas from others involved in the Association about their interests and ideas for future directions of programs and policies.
5. Help plan efficient and effective program directions that are relevant to the needs to all members and the sport.
6. Represent the Association to the community and provide positive linkages between OHV enthusiasts and supporters and the community as a whole.
7. Provides a forum for competing viewpoints and opinions.
8. Coordinates pre- and post-meeting logistics.
9. Gives the group direction and assists it in setting goals, objectives, and plans.
10. Assigns tasks and responsibilities to members and committees.
11. Conducts all meetings.
12. Ex Officio officer for all committees

ASSISTANT EXECUTIVE DIRECTOR

Purpose of the Position: To actively recruit club, individual, and corporate members, and to offer counsel and assistance to new clubs at the local level in order to help them learn about the PaOHV organization and become active in it. To identify areas in the community where there are needs and assist OHV organization members in developing programs to meet those needs.

Responsibilities:

1. Solicit new members and supporters
2. Maintain regular contact with new members
3. Be "on-call" to advise and assist a new member with any questions, concerns and/or problems that the member may have.
4. Document the kinds of help new members needed in order to help future new member advocates.
5. Assist members of the PaOHV community in making special programs available in the target community.
6. Chair the Membership Committee

FINANCE DIRECTOR

Purpose of the Position: To operate and manage the financial affairs and generate outside resources in support of the association.

Responsibilities:

1. Manage the treasury.
2. Coordinate fund raising efforts.
3. Develop an annual operating budget for PaOHV.
4. Collect Dues.
5. Process expense reports.
6. Conduct financial audit of Committee activities.
7. Chair the Finance Committee

ADMINISTRATIVE DIRECTOR

Purpose of the Position: To collect, record, disseminate and distribute information pertaining to the management of the Association.

Responsibilities:

1. With input from Executive Director and Committee Directors, develop and distribute meeting agendas.
2. Record and distribute minutes at each meeting.
3. Develop and maintain the PaOHV website.
4. Develop and maintain the PaOHV newsletter.
5. Develop a meeting schedule and identify meeting locations.
6. Maintain a membership list that includes the residential addresses, email addresses, and phone numbers for all members.
8. Maintain mailing list for non-members such as legislators, dealers, manufacturers, environmental organizations, etc.
9. Make membership list available to all members.
10. Send out meeting notices and internal mailings.

11. Distribute and route incoming mail.
12. Chair the Administrative Committee.

LEGISLATIVE AFFAIRS DIRECTOR

Purpose of the Position: Keep the Board updated and informed of current legislative activities and direct lobbying activities.

Responsibilities:

1. Coordinate Legislative actions among members.
2. Monitor state and federal legislation relating to OHV issues.
3. Act as a Liaison between PaOHV and Lobbyists.
4. Testify at public hearings.
5. Identify OHV friendly candidates.
6. Coordinate work with legislators statewide to introduce OHV friendly legislation.
7. Identify current legislative initiatives supported by PaOHV.
8. Chair the Legislative Committee.

PUBLIC INFORMATION AND EDUCATION DIRECTOR

Purpose of the Position: To promote a positive image of the OHV sport, trail and open space recreation and the efforts of the PaOHV to the general public. To expand and enhance the use of teaching and training enrichment programs on OHV safety for riders of all ages, the importance of the proper protective equipment, and responsible use of the environment.

Responsibilities:

1. Interact with committee directors and the Executive Director to issue necessary press releases.
2. Develop educational programs to encourage safe and responsible OHV riding for:
3. Responsible for all public statements and press releases.
4. Organize PaOHV representation at public events.
5. Coordinate with Research committee to develop public awareness literature.
6. Chair the Public Information and Education Committee.

RESEARCH DIRECTOR

Purpose of the Position: To investigate environmental concerns and issues and to assess and develop an environmental policy for PaOHV.

Responsibilities:

1. To collect and develop a library of related documents.

2. To identify areas of research need and to identify specific research topics.
3. To prepare grant applications for the purpose of securing funds for research.
4. To develop and maintain a relationship with environmental research organization and to stay current on technical topics related to the environmental impacts of Off Highway vehicle use.
5. Chair the Research Committee.

Article VIII Amendments

Section 1. The bylaws may be amended by the majority vote of the Voting Body.

Section 2. Any proposal for a bylaw change must be presented to the Voting Body at least one (1) Business Meeting prior to a voting Meeting.