

BYLAWS

CENTRAL MOUNTAINS ALL-TERRAIN VEHICLE ASSOCIATION INC.

PO Box 4
Lock Haven, PA 17745

ARTICLE I: NAME

The name of this organization shall be

Central Mountains All-Terrain Vehicle Association Inc. ("Association")

The Association was incorporated under the
Pennsylvania Non-profit Corporation Law of 1988.

ARTICLE II: MISSION AND PURPOSE

SECTION 1. Mission Statement

- Central Mountains All-Terrain Vehicle Association, Inc. consists of a group of members from a wide area joined together and operating for the good and the general well-being of the state of Pennsylvania.

SECTION 2. Purpose and Goals

- The Central Mountains All-Terrain Vehicle Association, Inc. is a volunteer and membership driven organization of Off Highway Vehicle (OHV) enthusiasts committed to:
 - Abiding by Federal, State, Local Laws and Ordinances.
 - Making donations to and supporting local area causes/charities as deemed appropriate.
 - Growing and developing of all types and forms of recreational OHV activities.
 - Sponsored OHV events, safety forums and training.
 - Equal freedom for responsible OHV recreation activities on public and private lands, including but not limited to the state of Pennsylvania.
 - Creating and encouraging outdoor recreational OHV events that are fun and safe for the entire family.
 - Enhancing, developing and promoting recreational OHV activities for the benefit of participants, spectators, organizers and industry participants.
 - Ensuring stability, growth and social and political acceptance of OHV activities.
 - Working with local, regional, state and federal government agencies and private land owners to better implement, maintain and develop standards for responsible recreational OHV activities and opportunities on public and private lands.
 - To generally promote charitable health, scientific, social and educational purposes.

ARTICLE III: MEMBERSHIP

SECTION 1. Eligibility

- Any individual or family, who subscribes to the purposes and policies of Central Mountains All-Terrain Vehicle Association Inc. (CMATVA Inc.) as stated herein, shall be eligible for membership. The final step in obtaining membership following the completion and signing of the Associations Membership Application is the vote for acceptance by the majority of the Board of Directors. Membership approval shall be determined on a non-discriminatory basis, without regard to age, sex, sexual orientation, race, color, religion or national origin.
- Application for membership requires that the appropriate membership application form be filled out correctly and then signed and dated by the applicant. A new application must be filled out each year regardless of any previous application. This is to assure availability of the most current information.

SECTION 2. Membership Classes and Criteria

- **Individual Membership:** An individual membership shall allow only the registered person to attend CMATVA Inc. meetings, ride in scheduled CMATVA Inc. rides and participate in or attend CMATVA Inc. sponsored functions. Only those individuals age eighteen (18) and over shall have a voting right at meetings and functions. Each individual member shall be entitled to one (1) vote on each matter submitted to a vote of the membership.
- **Family Membership:** A family membership allows the spouse or significant other and children under 18 years old, or if a full time student, up to age 23, to attend CMATVA Inc. meetings, to ride in scheduled CMATVA Inc. rides and participate in or attend CMATVA Inc. sponsored functions. Family members other than the registered head of the household must be eighteen (18) years of age to have voting rights at CMATVA Inc. meetings and/or functions. Each family member over age eighteen (18) shall be entitled to one vote on each matter submitted to a vote of the membership.
 - **Note:** Guests of either type of membership may participate in one (1) scheduled CMATVA Inc. ride and attend one (1) CMATVA Inc. meeting. With these exceptions, a membership will be required to participate in all CMATVA Inc. activities and functions.

SECTION 3. Membership Fees

- Individual and Family Membership fees will be voted upon and set by the Board of Directors as deemed fitting and necessary, from time to time.

SECTION 4. Membership Year

- Association Membership will run from January 1 through December 31 of the same year.
- Applications received after October 1 of each year will become effective immediately and allow the new member the benefit of the balance of the current year plus the entire next year.
- A member may resign from the Association at any time but dues paid are non-refundable.

SECTION 5. Membership Termination

- Membership in the Association may be terminated by a majority vote of the Board of Directors present to discuss activity, actions and or behavior that are deemed by the Board of Directors to be detrimental or harmful to the welfare of the Association or if the member is in default in the payment of their dues.

SECTION 6. Membership Reinstatement

- A Terminated Membership in the Association can be reinstated by the member writing a request for reinstatement and filing it with the Secretary. The Board of Directors may, reinstate the former member upon the stipulation that certain conditions be met.

SECTION 7. Transfer of membership

- Membership in the Association is not transferrable or assignable.

ARTICLE IV: MEMBERSHIP VOTING

SECTION 1. Voting

- In the course of the normal process of Membership meetings, it may be deemed necessary for a vote of the Membership to be taken on events, activities, or other issues as they arise. The majority vote of the Membership present at said meeting(s) shall constitute the act of the Membership.

ARTICLE V: MANAGEMENT

SECTION 1. Management

- Management of the Association shall be vested in the powers of the Board of Directors.

SECTION 2. Quorum

- A majority of the Board of Directors currently in office shall constitute a Quorum for the conduct of business.
- Attendance by conference call or virtual meeting application(s) whereby all members physically present at a board meeting can hear any participant not physically present and vice-versa shall constitute being present for purposes of determining whether a quorum is present.

SECTION 3. Self-Dealing

- No director shall use confidential information gained by reason of being a member of the board of directors for personal gain to the detriment of the corporation.

ARTICLE VI: BOARD OF DIRECTORS AND OFFICERS

SECTION 1. Board of Directors

- The Board of Directors shall consist of 8 people from the Associations Membership. They shall be as follows:
 - President
 - VicePresident
 - Secretary
 - Treasurer
 - Director #1
 - Director #2
 - Director #3
 - Past President
- *The Past President would remain in office as a Board Member, until he/she resigns or is replaced by the current president leaving office.*

SECTION 2. Executive Committee

- Board meetings may occur at regular intervals, but issues may arise in the interim that demand immediate attention.
- The Executive Committee, comprised of the President, Vice-President, Secretary, and Treasurer, may take legally legitimate actions in the absence of board meetings.
- The Executive Committee has all of the power and authority of the full board with the Following three (3) exceptions:
 - The Executive committee cannot fill vacancies on the Board of Directors
 - The Executive committee cannot adopt, amend, or repeal Bylaws.
 - The Executive committee cannot have powers inconsistent with the resolutions passed by the Board establishing it.

SECTION 3. Terms of Office

- The Board of Directors shall hold their offices for one (1) year except in the case of Directors #1, #2 and #3, who will hold office for the length of the term for which they were elected. See Directors in ARTICLE IX, SECTION 5.

SECTION 4. Vacancies

- Vacancies occurring on the Board of Directors due to death, resignation or other reasons, may be filled by a two-thirds (2/3) majority vote of all remaining members of the Board of Directors, at their option, for the balance of the elected term or terms.

SECTION 5. Removal

- Any officer may be removed from their elected position by two-thirds majority vote of all remaining members of the Board of Directors, for activity deemed detrimental or harmful to the welfare of the Association.

ARTICLE VII: ELECTIONS

SECTION 1. Election of Board Members

- During the January membership meeting, nominations will be held for all Open Officer and Director Positions. The nominated candidates will be recorded in the minutes.
 - Any eligible member who is nominated or wants to run for an open office must have attended at least twenty-five percent (25%) of the regular membership meetings during the past fiscal year.
 - Any eligible member who is unable to attend the January Meeting may submit a written statement requesting to be nominated for a specific office, prior to that meeting.

SECTION 2. Voting

- Voting by the Membership for the annual election of Officers and Directors will take place at the February Meeting. Ballots with candidates' names on will be supplied by the Secretary.

SECTION 3. Assuming Duties

- Newly elected Officers and Directors will assume their duties at the March meeting.

SECTION 4. Succession & Records

- Pertinent Association records and files should be turned over to the successful candidates by all outgoing Officers and Directors at the March meeting.

ARTICLE VIII: TERMS OF OFFICERS AND DIRECTORS

SECTION 1. Terms for Officers

- The office of the President, Vice President, Secretary and Treasurer shall be filled for one (1) year with no limits on re-election.

SECTION 2. Terms for Directors

- The Directors shall be elected for specific terms. See ARTICLE IX, SECTION 5. There are no limits on re-election

SECTION 3. Vacancy

- An office shall be considered vacant when an Officer or Director resigns or does not attend four (4) consecutive regular membership meetings, unless he/she has contacted the President or Secretary by letter, phone or e-mail with valid reasons, such as, but not limited to, sickness, vacation or work

ARTICLE IX: DUTIES OF THE OFFICERS AND DIRECTORS

SECTION 1. President

- The President shall preside at all meetings of the Association and of the Board of Directors.
- The President is a member of and shall preside over the Executive Committee.
- The President shall appoint committees as needed and may be a member Ex-Officio of all committees.
- The President shall carry on those responsibilities as directed and authorized by the Bylaws and by the Board of Directors.
- The President shall have general powers and duties of supervision and management as is vested in the office of a president.
- The President shall appoint an Auditing Committee at the end of each fiscal year, to audit the financial activities of the Association during the past year.

SECTION 2. Vice President

- The Vice President, during the absence or temporary incapacity of the President, shall perform the duties and have the powers of the President.
- The Vice-President is a member of the Executive Committee.
- The Vice President shall perform other duties as needed, to assist the President in the management of the Association.

SECTION 3. Secretary

- The Secretary shall take and retain minutes of the regular monthly meetings.
- The Secretary is a member of the Executive Committee.
- The Secretary shall keep a separate record of all funds and bills received and a record of all money paid out each month. This file should be maintained independent of the minutes of the meeting to accommodate auditing of the books.
- The Secretary shall pick up the association's mail from the Post Office as frequently as deemed necessary.
- The Secretary shall receive all applications submitted for membership into the Association and process them as expeditiously as is feasible.
- The Secretary shall maintain a roster of the members of the Association, including name, address, phone number and e-mail address. A copy of this roster will be supplied to both the President and Vice President and kept updated as necessary.

- The Secretary shall maintain a list of all committees that have been created or appointed.
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- The Secretary shall work with the other officers as needed, in the performance of their duties.

SECTION 4. Treasurer

- The Treasurer is a member of the Executive Committee.
- The Treasurer shall keep the accounts of the Association and have charge of its funds.
- ***The accounts shall be approved by the Board of Directors and kept*** in the name of Central Mountains All-Terrain Vehicle Association, Inc.
- The Treasurer shall disburse funds, pay bills, etc. by writing checks against the Association's accounts upon proper approval. All checks will require the signature of two (2) officers prior to being issued.
- The Treasurer shall give a financial report to the membership at each regular meeting.
- The Treasurer shall participate in an Annual Audit of the Association's financial activities at the end of each fiscal year. The Auditing Committee will be appointed by the President.

SECTION 5. Directors

- Directors, # 1, #2 and #3, shall each hold a position on the Board of Directors and will therefore perform duties as required of the Board of Directors. See ARTICLE V, SECTION 1.
- Directors, #1, #2 and #3, shall assist the Officers with Association matters as deemed necessary.
- Directortermswillbeasfollows:
 - Director #1 One (1) year
 - Director #2 Two (2) years
 - Director #3 Three (3) years

SECTION 6. Past President

- The Past President shall hold a position on the Board of Directors and will therefore perform duties as required of the Board of Directors (*see ARTICLE IV IX, SECTION 1.*)
- The Past President would remain in office as a Board Member, until he/she resigns or is replaced by the current president leaving office.

SECTION 7. Powers

- All Officers and Directors shall have such powers and duties as authorized by law.

SECTION 8. Personal Liability of Directors

- A Director of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless the Director has breached or failed to perform the duties of his or her office under Subchapter B of Chapter 17 of the Pennsylvania Business Corporation Law of 1998, as it may be amended, and such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the foregoing provision shall not eliminate or limit: (i.) the responsibility or liability of a director any under criminal statute; or (ii.) the liability of a director for the payment of taxes according to local, state or federal law. Any repeal, modification, or adoption of any provision inconsistent with this section shall be perspective only, and neither the repeal or modification of this Bylaw nor the adoption of any provision inconsistent with this Bylaw shall adversely affect any limitation on the personal liability of the director of the Association existing at the time of such repeal or modification or the adoption of such inconsistent provision.

SECTION 9. Indemnification

- The Association shall indemnify to the fullest extent required by law, and may indemnify and agree to indemnify to the fullest extent permitted by law, any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of that person's being or having been a director, officer, employee or agent of the Association or any other enterprise at the request of the Association. Notwithstanding the foregoing, the Association has no obligation to purchase insurance on behalf of any person who is or was a director, officer, employee or agent of the Association against any liability asserted against or incurred by him in any such capacity, or rising out of his standing as such. Such insurance may be provided by the Association at the sole discretion of the Board of Directors.

ARTICLE X: OPERATIONS

SECTION 1. Fiscal Year

- The Fiscal Year of the Association shall end on the last day of February and begin on the first day of March. This will coincide with new Officers and Directors taking office.

SECTION 2. Books and Financial Records

- The Association shall keep correct and complete books and records of accounts and also shall keep minutes of the proceedings of its members, directors and committees having and exercising any of the authority of the Association and shall keep at the principal office a record giving the names and addresses of the members of the Association entitled to vote
- All books and records of the Association may be inspected by any voting member or his or her agent or attorney for any purpose at any reasonable time, upon advance reasonable notice.

SECTION 3. Loans to Management

- This Association will make no loans to any of its Directors or Officers.

SECTION 4. Conflict of Interest and Whistleblower Policies.

- This Association shall have a conflict of interest policy consistent with the sample Conflict of Interest policy of the Internal Revenue Service and a Whistleblower policy.

SECTION 5. Execution of Documents

- Contracts, promissory notes, leases, or other instruments executed in the name of and on behalf of the Association shall be signed by one or more persons who have been authorized and directed to do so by the Board of Directors. No contract shall be valid unless it is authorized or ratified by a properly adopted Resolution of the Board of Directors.

ARTICLE XI: PUBLIC STATEMENTS

SECTION 1. Authority to make Statements

- No person, except for the President or other authorized by the Board of Directors to do so are authorized to make public statements, whether written or oral, purporting to represent the official policy, position, or opinion of this Association, without first having obtained the approval of the Board of Directors.

SECTION 2. Limitation on Statements

- Any person who is authorized to make any public statement, whether written or oral, purporting to represent the official policy, position, recommendation or opinion of the Association, shall first make it clear that he or she is representing the Association. Thereafter, throughout the entire presentation, he or she shall confine his/her presentation only to those matters which have been properly approved by the Association. He or she shall not at the same time present any statement purporting to represent any other firm, group, or organization or purporting to represent his or her own personal views.

ARTICLE XII: MEETINGS

SECTION 1. Meetings

- Monthly meetings will be held at 7:00 PM on the third (3rd) Tuesday of each month. The Board of Directors may change or adjust the location and time of the meetings as necessary.
 - Meetings will be run using Modern Rules of Order.
 - All checks that are written for bills and donations must be motioned, approved and then recorded in the minutes.
 - The membership shall be kept abreast of activities of the Association by e-mail, newsletters, letters, phone calls and the monthly meetings
 - All members of the Board of Directors are to be contacted on special or emergency issues that either must be addressed or paid before the regular monthly meeting. This type of

contact can be accomplished by phone, e-mail, fax, virtual meeting application(s) or in-person and shall be reported at the next regular meeting. It shall also be recorded in the next monthly meeting minutes.

- The Executive Board is authorized to spend up to \$500 if needed.

ARTICLE XIII: DISSOLUTION OF CMATVA INC.

SECTION 1. Dissolution

- CMATVA Inc. - Consists of a group of members from a wide area joined together and operating as a Non-Profit Organization for the good and the general wellbeing of the Association and the community. If circumstances arise where the Association becomes defunct and fails to remain active, the Board of Directors by a two-thirds (2/3) majority vote may dissolve the Association. The property and assets of the Association are irrevocably dedicated to charitable purposes and on dissolution, none of the assets shall accrue to the benefit of any individual but shall be distributed to a fund, foundation or organizations whose assets are dedicated to purposes similar to those of CMATVA, Inc. or, in the absence thereof, to any other fund, foundation or organization whose assets are dedicated to charitable purposes and exempt purposes as specified in Section 501C3 of the Internal Revenue Code or similar provision of any subsequent Act. Any dissolution shall be in accordance with Pennsylvania law governing non-profit corporations.

ARTICLE XIV: AMENDMENTS

SECTION 1.

- These Bylaws may be amended by a vote of the majority of the members present at a regularly scheduled meeting or meetings specially called for that purpose; provided, however, that notice of the proposed change to the Bylaws, along with a copy of the current Bylaw to be changed, shall be provided to all members not less than ten (10) days prior to the date upon which such proposed amendment to the Bylaws is to be acted upon.

SECTION 2.

- These Bylaws may only be amended by the members, subject to the limitations set forth in the Pennsylvania Non-Profit Corporation Law.

ARTICLE XV:

SECTION 1.

- Except as otherwise set forth herein, the provision of the Pennsylvania Non-Profit Corporation Law shall apply.

Stephanie McDermott, President

Kevin Berguson, Vice President

Jody Ritter, Treasurer

Jody Ritter, Secretary

Wade Pry, Director #1

Steve Stevenson, Director #2

Wayne Roush, Director #3

Henry Sorgen, IV, Past President