

BYLAWS OF THE  
MONTANA TRAIL VEHICLE RIDERS ASSOCIATION

ARTICLE I. NAME AND PURPOSE

Section 1. The name of this organization shall be the Montana Trail Vehicles Riders Association, Inc., here after referred to as MTVRA.

Section 2. The purposes of MTVRA are:

A. To promote, perpetuate, and protect the collective interests of off-highway vehicle riders in Montana including but not limited to motorcycles, all-terrain vehicle (ATV), and snowmobiles.

B. To serve as a statewide organization of off-highway vehicle sportsman - recreationalists; assist in creating, restoring, and maintaining a system of recreational opportunities within the State of Montana; and to cooperate with private land owners in obtaining their permission for appropriate recreational use of off-highway vehicle's on private property in the State of Montana.

C. To promote and protect the rights of Montana residents and non-resident sportsmen and recreationalists whose use of off-highway vehicle's in both natural and developed off-road environments provides them personal, aesthetic, spiritual, scientific, and economic opportunities in their lives.

D. To provide a means whereby individuals, regardless of race, color, creed, sex or national origin, with like interests can coordinate their efforts to enjoy the above referenced activities while operating these off-highway vehicles in keeping with their right to enjoy, share, protect, preserve, and enhance their own relationship with nature while protecting and promoting the various renewable values of natural resources and the physical environment in general.

Section 3. The principal office for the MTVRA shall be the residence of the President or as designated by the Board of Directors.

Section 4. The properties and assets of this corporation are dedicated to the activities of MTVRA. No part of the net earnings, properties, or assets of MTVRA, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Director of this corporation.

Section 5. Upon dissolution of the corporation, its assets remaining after payment or provision for payment of all debts and liabilities of this corporation shall be distributed to other organizations which primarily work for the same purposes as MTVRA, as determined by the Directors and as defined in the Montana Nonprofit Corporation Act.

## ARTICLE II. DEFINITIONS

Section 1. General Membership shall be defined as the aggregate of all MTVRA members, irrespective of membership type.

Section 2. A Chartered Club shall be defined as an organization of at least five (5) individuals who supports the purposes of MTVRA, meets one of the following conditions and has submitted appropriate information to the Board of Directors for approval and acceptance:

A. The Association club dues are paid in full for the current year. The organizations conduct is becoming of the Association and off-highway vehicle recreation and its purpose includes promoting and preserving off-highway vehicle recreation.

B. An organization requiring mandatory MTVRA membership.

Section 3. The Board shall be defined as the Board of Directors consisting of a representative of each chartered club, the duly elected President, the duly elected Vice President, the immediate past President and three (3) Directors elected from the membership at large.

## ARTICLE III. MEMBERSHIP

Section 1. Application for membership.

A. Any individual or organization may apply for membership by completing an application form available from MTVRA or other members and returning it with applicable fees.

Section 2. Membership types.

A. MTVRA shall have five (5) types of membership:

1. Individual; one person.
2. Family; a couple, couple and children, individual and child/children
3. Sustaining; a chartered club
4. Business; a commercial enterprise.
5. Honorary; granted by Board.

B. Individual, Family, Business and Sustaining membership may be granted by application and payment of dues to MTVRA. Honorary membership may be granted to individuals or organizations by a majority vote of the Board of Directors following a recommendation by any member or petition by individual or organization. Honorary membership may be granted for reasons deemed appropriate by the Board. The length of time for honorary membership shall be determined at the time of granting.

Section 3. Dues.

A. Dues for the membership types shall be established by the Board of Directors. They may be changed from time to time by the Board without modification to the Bylaws. Dues shall be paid on an annual basis on anniversary date. Honorary members shall not be

required to pay dues.

#### Section 4. Qualifications for membership

A. Membership in the corporation shall be open only to those individuals and organizations who have paid their annual dues and in good conscience agree with the purpose of MTVRA. The Board of Directors shall retain right to refuse membership status by a majority vote and by returning any membership application fees.

#### Section 5. Membership Removal and Resignation.

A. Any member of this corporation may be removed or expelled from membership by a two thirds (2/3) majority vote of the Board of Directors after finding a lack of sympathy with, or covert acts contrary to the purpose and objectives of this corporation. Provided however, that no member shall be removed or expelled until furnished with a written statement of reasons for proposed expulsion and the opportunity for an informal hearing before the Board of Directors to rebut the stated reasons for expulsion.

B. Non payment of dues shall cause membership to lapse, without prejudice to future application.

C. Any member may resign by filing a notice of resignation with the Secretary of the Corporation.

D. Membership in this corporation shall be neither transferable nor assignable.

#### Section 6. Member Rights and Duties

A. Without prior authorization by the Board, no member shall have the right, duty or obligation to represent the official position of MTVRA.

B. When authorized by the Board, members may present statements or documentation representing the official position of MTVRA providing that such statements or documentation is consistent with the official position of MTVRA as stated in its position papers as amended from time to time.

C. Members are encouraged to represent their individual points of view on off-highway vehicle related issues but shall not represent membership in MTVRA as authorizing them to speak for the organization.

### ARTICLE IV. MEMBER VOTING RIGHTS

#### Section 1. Voting by membership type.

A. Individual, Sustaining and Business members shall have one vote each at meetings of the general membership or on items presented them by the Board of Directors.

B. Family memberships shall be allowed two votes by two different members of the same

family, at meetings of the general membership or on items presented by the Board of Directors.

C. Honorary membership shall have no voting rights.

Section 2. Membership voting rights.

A. Members shall be entitled to vote on changes to these bylaws in accordance with Article VII. Section 5.J.3. after the first bylaws have been established by the initial Board of Directors of the corporation.

B. Members shall be entitled to vote on the election of officers to the corporation.

C. Members shall be entitled to vote at meetings of the general membership on proclamations or resolutions that may be issued from time to time. Such proclamations or resolutions may be presented by the members of the Board of Directors.

D. Members shall have the right to vote by mail ballot on items specified and presented to them by the Board of Directors.

#### ARTICLE V. QUORUM OF MEMBERS

Section 1. The act of the majority of members present at a meeting of the Directors or the general membership, plus the presence of a quorum of the Board of Directors, shall be the act of the general membership, provided that notification of such meeting is provided no less than twenty (20) days prior.

Section 2. The act of the majority of members responding to a mail ballot vote presented and specified by the Board of Directors shall be an act of the general membership.

#### ARTICLE VI. OFFICERS

Section 1. Officers of the Corporation

A. The officers of this corporation shall consist of a President, one (1) Vice President, a Secretary/Treasurer and other officers and assistant officers as may be deemed necessary.

B. The office of President will be a one (1) year term. The office of Vice President will be a one (1) year term. The election of officers shall be at the annual meeting of the general membership from a slate of candidates submitted by the Board or solicited from the floor at the meeting. The new officers will assume office immediately following the conclusion of the annual meeting in which they were elected.

C. The office of Secretary/Treasurer and other such offices as may be created from time to time by the Board shall be filled by appointment of the Board.

D. Three Directors from the Board shall be elected by the Board to assist the elected officers in the day to day business of MTVRA. These representatives and the President shall constitute the Executive Committee.

E. The Executive Committee and officers shall be in good standing of MTVRA.

Section 2. Vacancies and removal.

A. Vacancies occurring in any of the offices may be filled by appointment by the Executive Committee.

B. Officers may be removed from office in the same manner as members, as specified in Article III, Section 5A. C. In addition officers may be removed from office for inaction, disruption, or incompetence that renders the Board incapable of exercising its duties

Section 3. Duties and powers.

A. The officers of the corporation shall have only those duties and powers specifically stated in these bylaws or so delegated by the Board.

B. The Executive Committee shall implement and conduct the day to day activities of the Board and act as spokesmen for the organization.

C. The President, or Vice President in the President's absence, shall conduct all Board meetings and the annual meeting of the general membership. The President and Secretary/Treasurer shall prepare an agenda for the annual meeting, an annual report of the corporation's financial status and proposed budget for the next year.

D. The new President and Secretary/Treasurer shall prepare and submit to the Board an annual budget within ninety (90) days following the annual meeting. For the purposes of MTVRA, the fiscal year shall be the same as the calendar year.

E. The President, Vice President, Secretary/Treasurer or any other person so designated by the Board shall be authorized to sign checks for the corporation, provided the payee and signatory person are not the same on any single check.

F. The Secretary/Treasurer shall be responsible for the record of any meeting requiring a record.

G. The Secretary/Treasurer shall maintain the financial statements of the corporation in a manner such that within fifteen (15) days notice he/she can provide an accurate report as to the financial condition of the corporation. Any officer or member of the Board may request such financial statement.

H. The Secretary/Treasurer shall notify the Executive Committee of pending shortfalls in

cash reserves to cover approved expenditures. Expenditures over \$500 shall be approved by the Executive Committee.

I. The President shall be responsible for filing all documents and information necessary to keep the Corporation in good standing with the various government agencies.

J. All current officers shall have the right and duty to present statements or documentation representing the official position of MTVRA providing that such statements or documentation is consistent with the official position of MTVRA in its position papers as amended from time to time.

## ARTICLE VII. BOARD OF DIRECTORS

### Section 1. Number of Directors.

A. MTVRA shall have a Board of Directors, hereafter referred to as the Board, consisting of a Director representing each chartered club, the immediate past president, the duly elected President, the duly elected Vice President and three (3) Directors elected from the membership at large.

B. The President shall be chairman and a voting member of the Board.

C. The Vice President shall act as chairman of the Board in the absence of the President and shall be a voting member of the Board.

### Section 2. Election of Directors.

A. All Directors shall be members in good standing of MTVRA.

B. Each Chartered Club of MTVRA shall have one (1) Director elected or appointed by the Chartered Club. The terms served by the Director shall be established by the Chartered Club.

C. The Directors at Large shall be elected at the annual meeting of the general membership from a slate presented by the Board or solicited from the floor at the meeting. The term for the Director at Large shall be for two (2) years.

### Section 3. Vacancies and Removals.

A. Directors may be removed or expelled from office in the same manner as members. In addition Directors may be removed from office for inaction, disruption, or incompetence that renders the Board incapable of exercising its duties. Such action by the Board shall require the same provisions as in Article III. Section 5.A. . The secretary of the corporation will give written notice to the Attorney General if the corporation commences a proceeding to remove any director by judicial proceeding.

Section 4. Quorum Of Directors.

A. A majority of Directors present plus the presence of the President or his designated representative, shall constitute a quorum for the transaction of business by the Board. The act of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless otherwise provided by these Bylaws or by law.

B. On mail, email, or phone ballot items, the act of the majority of the Directors shall be the act of the Board, unless otherwise provided by these Bylaws or by law.

Section 5. Duties and powers of the Board.

A. The general duties of the Board shall be to adopt operational procedures and to establish policy positions and courses of action to carry out these policies. The Board shall be allowed to exercise its duties in any appropriate manner not inconsistent with Bylaws, the Articles of Incorporation, or other laws.

B. The Board shall hold an annual meeting of the general membership at least once a year, at which time the officers of the Board shall be elected. The length of time from one annual meeting to the next shall not exceed fifteen (15) months. Notification of the annual meeting shall be provided to the general membership no less than twenty (20) days prior.

C. The Board may hold meetings from time to time as it deems necessary. These do not require notification of the general membership. MTVRA members shall be allowed to attend such meetings and address the Board.

D. The Board shall have the authority to establish committees, create positions or officers, appoint or employ individuals or groups, for which funds are available, to assist in the conduct of its business and purpose.

E. The Board shall not be authorized to make deficit expenditures beyond those which can be paid in any calendar year.

F. The Board may delegate authority to individuals or officers to spend MTVRA funds for certain projects and endeavors providing that it may reserve the right to put a cap on the amount of total expenditures.

G. The Board shall have the authority to enter into contractual agreements with individuals, corporations, or businesses to carry out its duties and policies.

H. Record keeping.

1. The Board shall keep a record of all meetings of the general membership and a record of all Board meetings in which action is taken that affects MTVRA policies, amends the bylaws, or authorizes the expenditure of funds.

2. The Board shall maintain a record of the membership; such record shall be made available to any member at cost, pending a legitimate reason for requesting it.
- I. The Board shall have the authority to cause to be published a periodical newsletter known as the "Montana Trail Rider", providing nothing in the periodical is contrary to the purpose of the organization.
- J. The Board shall have the authority to amend these bylaws, provided that:
1. The general membership is advised of the proposed changes no less than twenty (20) days prior to any action; and
  2. The proposed amendments shall receive a two thirds (2/3) vote of all Directors. Such votes may be conducted at a meeting or by mail ballot.
  3. The Directors may, at their discretion and as set forth in MCA 35-2-230, choose to have the general membership vote on proposed changes to the Bylaws. Such votes may be conducted at a meeting, by electronic or computerized technology, or by mail ballot.
- K. The Board shall have the authority to conduct its business by mail, email, or phone.
- L. All current Directors and Board Members shall have the right and duty to present statements or documentation representing the official position of MTVRA providing that such statements or documentation is consistent with the official position of MTVRA as stated in its position papers as amended from time to time.
- M. The Board shall have the right to appoint or contract with individuals or organizations to present statements or documentation representing the official position of MTVRA providing that such statements or documentation is consistent with the official position of MTVRA as stated in its position papers as amended from time to time.
- N. The Board shall create a series of position papers stating the official position of MTVRA on OHV management issues. The Board shall determine the subjects of the position papers and update and maintain them as necessary.
- O. The Board or authorized individuals may respond to and present the MTVRA position on local issues and circumstances relating to OHV opportunities only when:
1. Requested by local chapters or individuals; or
  2. Time is of the essence and there is no other option; or
  3. When there is no local presence that can respond and present comment or documentation; or
  4. By special invitation other than local representatives; and
  5. The representation must be in compliance with the official position of MTVRA.

