

Constitution and Bylaws – WOHVA

Article I

Name

The name of this organization shall be the Washington Off Highway Vehicle Alliance, hereinafter known as WOHVA or the Alliance.

Article II

Mission-Purpose-Objective

Mission – Washington Off Highway Vehicle Alliance is a not for profit organization that works statewide to protect and enhance safe responsible motorized OHV recreation.

Purpose and Objectives – The purpose and objectives of this Alliance shall be:

To pursue, promote, protect and educate responsible off highway vehicle use; promote proactive interaction with the legislature, government agencies, private landowners and others on sound stewardship.

Off-highway vehicle (OHV) shall be defined as any self-propelled vehicle which is designed primarily for use off of the public highways or for combined use on and off of such highways and which is commonly used to transport persons for recreational purposes.

Article III

Membership

Section 1. Class of membership

a. The corporation shall initially have three (3) classes of membership:

i) OHV Clubs & Organizations – Organized groups of enthusiasts made-up of six (6) or more individuals and whose purpose is directly related OHV recreation.

ii) OHV Related Businesses – Any sole proprietor, partnership or corporation engaged in sales directly to the OHV industry or consumer.

iii) Charter Members – Any individual or organization may be recognized as a charter member.

b. Additional class of membership, the manner of election or appointment of each class of members, qualifications and rights of each class of members may be established by amendment to these Bylaws. In the event a membership class is removed or changed, members of that class shall be transferred or moved to another class at the discretion of the Board.

This is an exact copy of the wording in the original Bylaws. Only the formatting has been changed to make for easier reading.

Section 2. Qualifications for membership

Upon written application on such form as recognized by the Board and payment of annual dues/fees, the Board will vote to accept or reject the membership application at its next regular meeting. Upon acceptance by the board, the applicant's membership shall commence. A member may be elected or appointed to membership by the Board. Members may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

Section 3. Voting Rights

a. Voting rights shall be restricted to OHV related clubs, organizations and OHV related business members. Each voting club, organization or entity shall designate in writing one voting member. Each voting member shall be entitled to one vote upon each such issue.

b. Each member entitled to vote at an election of Directors may cast one vote for as many persons as there are Directors to be elected and for whose election such member has a right to vote.

c. Any person, club, organization or business may apply for non-voting membership to WOHVA. An applicant shall submit with their application the enrollment fee and dues. Upon acceptance by the Board, the applicant's membership shall commence.

Section 4. Waiver of Notice

a. Whenever any notice is required to be given to any member under the provisions of these bylaws, the Articles of Incorporation, or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 5. Dues and Fees

Members shall pay enrollment and/or annual membership fees as set forth by the Board. Annual membership fees shall be due and payable on the first day of each calendar year. The board shall review such dues and fees on an annual basis.

Article IV Officers

Section 1. Membership

The Board of Directors shall consist of at least five (5) and no more than nine (9) Directors chosen from among the members of the Alliance in good standing. All Board members must be at least eighteen (18) years of age.

Section 2. Election of Officers (Amended Nov 20, 2011)

Board of Directors is elected by membership at the annual meeting. Members of the Board of Directors shall serve terms of two (2) years. No member of the Board of Directors shall serve more than ~~three (3)~~ four (4) consecutive terms. In the event there are not enough eligible candidates to fill nine (9) Board of Director positions term limits shall not apply. Interim vacancies on the Board shall be filled by nomination by the Chairperson or acting Chairperson and approved by a majority vote of the sitting Directors and serve until the annual meeting.

Section 3. Board Meetings

Regular meetings of the Board of Directors shall be held every month at a time and place selected by the Chairperson or Acting Chairperson.

Section 4. Voting; Election of Chairperson

The Board of Directors shall elect by majority vote one of the sitting Directors as Chairperson of the Board for that term and other officers as necessary.

Section 5. Removal of a Board Member

A Board member may be removed for cause by two-thirds (2/3) vote of the Board of Directors.

Section 6. Property Management

The conveyance, encumbrance, acquisition or disposition of all corporate property shall be through the Board of Directors.

Section 7. Employees

The Board of Directors may contract for or employ any number of full-time or part-time employees.

Section 8. Quorum – Board Meetings

A majority of the sitting Directors shall constitute a quorum for the purpose of conducting any business, which may come before the Board of Directors at a regular or special meeting. No business of the corporation shall be conducted at a regular or special meeting without a quorum first being established. No quorum shall be required for a poll of Directors where a meeting has not first been called, but a majority of sitting Directors must approve any action for the approval of which the poll is taken.

Section 9. Board Attendance and Resignation

All members may attend regular board meetings, but have no voice or vote. An executive session of the Board may be called if deemed necessary.

Section 10. Electronic Voting

Electronic voting allowed as determined by the Board.

Article V Membership Meetings

Section 1.

The regular meeting shall be known as the annual meeting and shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise. Meetings of members shall be held at such place and time within the state of Washington as may be designated by the Board.

Section 2.

Members in good standing attending a meeting of the Alliance shall constitute a quorum.

Section 3.

Special meetings may be called by the Board or be called by upon by written request of fifteen (15%) percent of the voting membership of the Alliance. The purpose of this meeting shall be stated, and except in cases of emergency, at least thirty (30) days notification by the Secretary of time and place notice shall be given.

Article VI Standing Committees

Standing committees may be determined by the Board. The Chairman shall be ex-officio a member of all committees except the nominating committee.

Article VII Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order shall govern the Alliance in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Alliance may adopt.

Article VIII Amendments of the Bylaws

The Constitution and Bylaws may be amended at any annual meeting of the Alliance by a two-thirds (2/3) vote of the membership in attendance, amendment must be received by the Secretary at least sixty (60) days prior to the meeting and available to the membership no less than thirty (30) days prior.

Article IX
Dissolution

Section 1.

In the event of the dissolution of this organization, all borrowed items shall be returned to lender.

Section 2.

All debts shall be paid.

Section 3.

Any remaining assets shall be distributed appropriately in accordance with applicable law.

Section 4.

The board is the duly authorized agents of the corporation to execute the dissolution.

Motion to approve the conceptual bylaws as presented passed March 5, 2006