

CORVA Annual Meeting and Elections

by Jim Colln

The time is almost here, our Annual Meeting where we hold our elections and take care of business. This years meeting will be held again in Bakersfield, CA. We have 3 board positions open this year. As you might remember, we changed the bylaws a few years ago so that not all positions would be up at once. This year we have; VP - Administration, VP - Education, and Treasurer . If you are interested in any of these positions please let me know.

The Annual meeting will take place on Saturday, May 15th 2010 at the California State University Bakersfield located at 9001 Stockdale Hwy Building 44B Room BDC 153, Bakersfield, CA 93311 (parking lot J) Elections for the Association Board (3) will take place at this meeting. Registration of members and clubs will begin at 9:30am followed by the Annual Meeting starting at 11:00am.

On the following pages are the suggested changes to our bylaws. A committee was formed last March and reviewed the bylaws one section at a time. What started out to be just a few revisions quickly turned into a complete review. Please take a look at the suggested changes and let us know your feedback. I would like to thank those on the committee; Jim Arbogast, Bob Barada, Wayne Berg, Dan Eger, Rick Fisher, Amy Granat, Bob Ham, Katherine Kelsey, Scott O'Connell, Bruce Whitcher, and Jim Woods.

One of the most changed words found is "Supporting". This replaces the word "Family" in many places and better suits our membership in general. There are also some gender related changes, grammar and misspellings corrected.

A few tips to the suggested changes:

Underlined = word that changed or were added.

Italics = New word or words added.

Strike Thru = words that will be removed

For the complete current bylaws please see our web site. The last revision was in 2007. Hope to see you at the meeting.

Thanks Jim Colln

Contact me at: jim.colln@corva.org or 800-42-CORVA ext. 509

Section 1

Membership shall be of three types as defined herein. *In addition, the Board of Directors may establish an additional class or classes of members upon such qualifications as the Directors may deem advisable in the best interests of the Association; provided, however, that no such additional class of members shall have any voting rights in the Association.*

A. Family Supporting Membership

Active Supporting Members are individuals or families of individuals who are current in their dues and are interested in off-road vehicles.

B. Associate Membership

Associate Members are representatives of manufacturers, wholesalers and dealers of vehicles, accessory equipment, services and/or parts for off-road vehicles who are current in their dues. *Associate Members shall be recognized as Supporting Members of the Association.*

C. Lifetime Membership

Lifetime members are individuals or families of individuals who have paid a one-time membership fee as provided for in Article V, Section 3, and shall be recognized as ~~paid up~~ a Supporting Member for the life of the ~~Association~~ member.

Section 2 Membership Duration and Limitations:

A. Supporting Membership shall be on an annual basis.

B. Any member may resign, provided written notice of such intention is given to the ~~State~~ Secretary of CORVA.

- C. Any member may be suspended or expelled by the 2/3 vote of the Board of Directors for violation of these by-laws or any other rule or practice properly adopted by CORVA, or any conduct prejudicial to the interest of CORVA, after an open hearing to be held by the BOD within thirty (30) days of notification of all involved parties.
- D. Any Supporting Member who has not paid his dues within 60 days of expiration date shall automatically forfeit membership.

Section 3 Membership Application:

- B. Application shall be approved forms or facsimiles thereof. Supporting Membership application shall be accompanied by annual dues and or any applicable fees.

DUES

Section 1

Dues for Family Supporting Membership shall be established by the Board of Directors from time to time but no more often than once a calendar year. The membership must be given ~~sixty~~ thirty (30) days notice before the meeting at which the change will be voted upon in the manner specified in Article X, Section 1. At least two-thirds (2/3) of the Board must approve the change.

Section 2

Dues for Associate Membership shall be a minimum donation of \$365.00 per year. Dues shall be payable within sixty (60) days of expiration date.

ARTICLE VI

OFFICERS OF THE ASSOCIATION AND THEIR DUTIES

Section 1

The elected officers of CORVA shall be: President; Vice President - Administration; Vice President - Land Resources and Public Policy; Vice President - Education; Vice President - Sales & Marketing; Secretary; Treasurer; and ten (10) Regional officers, five (5) from each region as follows: Regional Director, three (3) Assistant Directors and Regional Secretary.

Section 2

The officers shall be active Supporting Members in good standing of CORVA.

Section 3 Officers' Duties

A. President

The President shall be the chief executive officer of the Association and shall preside over all meetings of the Association, Board of Directors (BOD) meetings and specially called meetings. He/She shall have the duty, with the Board of Directors, to carry out the policies and decisions of the board. He/She shall be without the right to vote at Board of Directors meetings, except in the event of a tie. He/She shall sign all checks with the Treasurer. If the President is unable to sign a check, he/she may authorize one of the Vice Presidents or Secretary to sign in his/her stead. He/She shall appoint all Association committees to perform such duties as are defined in their operation or creation, subject to the approval of the Board of Directors. He/She shall perform such other duties as usually pertain to the office of the President, and he/she shall be ex-officio – a member of all committees. He/She shall also act as an advisor for the Board of Directors for one (1) year after completion of his/her term of office.

D. Vice President - Education

The Vice President – Education shall promote education including wise-use of natural resources, safety awareness, trail etiquette, stay-on-trails concepts, etc. Interface and be the contact with outside agencies and organizations that may be involved in other education programs and activities. ~~Provide coordination and communication between the CORVA Board of Directors and the CORVA N2Dirt Board.~~

The Vice President – Sales & Marketing shall develop and implement sales and marketing plans and strategies. Build, motivate and lead sales and marketing teams to meet the goals of CORVA to increase both individual and associate memberships. Responsible for brand building/co-branding with target organizations and Associate Members. Interface with all other CORVA departments to steer CORVA toward increased income and membership. Build relationships with manufactures and distributors in the OHV industry to increase awareness of CORVA. Chair the marketing committee.

F. Treasurer

The Treasurer shall be Chairman person of the Budget Committee, be responsible for the collection of all dues (either directly or through another office as may be directed by the Board of Directors), and be the custodian of all moneys, securities and deeds belonging to this Association unless otherwise stated, and shall hold the same subject to the direction of the Board of Directors. He/She shall at all times provide the Secretary with a list of ~~paid-up~~ Supporting Members. He/She shall issue checks for all expenditures as described in Article XIV, Funds and Article XV, EXPENSES OF CORVA REPRESENTATIVES which must be countersigned by the President or a Vice President he/she has so authorized. If the Treasurer is unable to sign checks, he/she may, with the President's approval, authorize one of the Vice Presidents or Secretary to sign in his/her stead. Two different signatures are required at all times. He/she shall ~~at the discretion of the Board,~~ arrange for an annual audit of the books of this Association and turn all books and properties in his/her possession over to his/her successor within six months following the close of the Annual Meeting. He/She shall prepare and present to the Board of Directors a quarterly income and expense statement.

The Treasurer will provide regular financial statements either hardcopy or electronically for Board of Directors approval. At least two other Board of Directors will have access to CORVA funds, in case the Treasurer is unable to perform the duties necessary for the association.

G. Secretary

The Secretary shall take minutes at all ~~General~~ Supporting Membership and Board of Director Meetings, and shall write any required correspondence. He/She shall make the minutes of the meetings available to Supporting Members upon request. Minutes of the Executive meeting shall be made available to Board of Directors only. He/She shall be custodian of all records, reports and correspondence of CORVA, past and present. He/She shall forward all moneys to the Treasurer promptly.

J. Regional Secretary

The Regional Secretary shall take minutes at all Regional Meetings and write any required correspondence of his/*her* region, past and present. He/She shall make the minutes of the meetings available to Supporting Members upon request. He/She shall forward all moneys to the State Association Treasurer promptly.

K. Association Property

Any Officer upon leaving office shall turn all records, reports, correspondence and CORVA property in their possession over to the Board of Directors within thirty (30) days.

Section 4 Vacancy of Regional Officers

In the event of vacancy of any Regional Officer, the remaining officers in that region shall appoint a successor to the vacant office. The appointee shall meet all requirements for that office and shall serve until the scheduled election.

Section 5 Recall of Association Officer

~~Any officer may be recalled by a 2/3 majority vote of the membership as represented by themselves or delegates present, providing 75 percent of the recognized delegates are present and providing further that written notice of recall hearing is given to the membership 30 calendar days prior to said hearing.~~ At any meeting of the full Board of Directors any Association Officer may, by a vote of seventy-five percent (75%) of the full Board, be removed from office and another qualified Supporting Member be elected to fill the unexpired term of the officer so removed, provided the Supporting Membership has been notified in the manner specified in Article XI Section 1.

Section 6 Recall of Regional Officer

At any meeting of a Regional Board of Directors any Regional Officer may, by a vote of sixty percent (60%) of the Regional Board, be removed from office and another qualified Supporting Member be elected to fill the unexpired term of the officer so removed, provided the regional Supporting Membership has been notified in the manner specified in Article XI Section 1.

Section 6 7 Bond

Section 8 Term Limits

No Officer may serve more than three (3) consecutive terms in the same position.

ARTICLE VII NOMINATION AND ELECTION OF OFFICERS

Section 1 Association Officers

- A. Any Supporting Member of CORVA in good standing may run for any office. All candidates will be nominated from the floor at the beginning of the election process during the annual meeting.
- B. Potential candidates may submit a short biography to be published in the newsletter, and/or CORVA web site, space and time permitting.
- C. A plurality of votes cast is necessary for election to an office. All ballots for officers must be counted and checked by three (3) Supporting Members other than the nominees. All ballots shall be held in a sealed envelope for thirty (30) days after the election by the Secretary.
- E. Term of office for all elected Association Officers shall be for a period of two (2) years. ~~except as follows: In 2008, the president, secretary, and vice president of land use will serve for one year.~~ The President, Secretary, Vice President - Land Resources and Public Policy, and Vice President - Sales and Marketing will have elections in odd years. The Vice President - Administration, Vice President - Education and Treasurer will have elections in even years.

Section 2 Regional Officers

- A. Any Supporting Member of CORVA in good standing and resident in that region may run for any regional office.
- B. Potential candidates may submit a short biography to be published in the newsletter, and/or CORVA web site, space and time permitting.
- C. A plurality of votes cast by Supporting Members in that Region is necessary for election to an office. All ballots for officers must be counted and checked by three (3) Supporting Members other than the nominees. All ballots shall be held in a sealed envelope for thirty (30) days after the election by the Regional Secretary.

ARTICLE VIII BOARD OF DIRECTORS AND THEIR DUTIES

Section 2

~~The Board of Directors, In the event of vacancy of any Association Officer, shall meet within fifteen (15) days after such vacancy occurs and shall appoint an Acting Officer to hold office until the next annual meeting at which time the membership shall elect a successor as defined in Article X.~~ the remaining Board of Directors shall appoint a successor to the vacant office within thirty (30) days. The appointees shall meet all requirements for ~~the that~~ office ~~as defined by these by-laws.~~ and shall serve for the remainder of that term.

Section 3

Voting status shall be granted to all members of the Board of Directors including the immediate past Association President, unless that person was removed from that office during his/*her* last term, ~~but shall be denied to all chairpersons, News Editor, Delegate to National Outdoor Coalition, and subsequent past presidents who will act in an advisory capacity only.~~ The voting privilege of the immediate past Association President shall only be granted for the year immediately following his/*her* active presidency.

ARTICLE IX COMMITTEES

Section 1

All Association Committees shall be appointed or dissolved by the President, with approval of the Board of Directors. ~~or by plurality vote of the membership represented at any Association meeting.~~

Section 2

All regional Committees shall be appointed or dissolved by the Regional Director. ~~or by plurality vote of the membership represented at any regional meeting.~~

ARTICLE X VOTING AND DELEGATES

Section 1

Family Supporting Memberships and Associate Memberships shall be allowed one (1) vote per membership.

Section 2 Qualifications for Club Delegates

B. Each club delegate shall have one (1) vote for each family Supporting Membership in their club who is a Supporting Member in good standing in CORVA.

C. Each club delegate must have a letter of identification from the Club President on file with the CORVA Secretary prior to the close of registration to an Association vote, ~~and the letter shall stay on file until superseded.~~ The letter shall be valid for that election only.

Section 3 Qualifications for Non-Club Delegates

A. Any group of ten (10) or more number of Non-Club Supporting Members may be represented by one (1) delegate and/or one (1) alternate. and each delegate will have one (1) vote for that Supporting Member. Delegates and alternates must be Supporting Members of CORVA.

B. Each Non-Club delegate will have one (1) vote for each member must present to the CORVA Secretary, prior to the close of registration to a vote, a petition signed by all Supporting Members they represent. ~~who is a member in good standing in CORVA.~~ This signed petition is to be valid for that election only.

C. ~~Each Non-Club delegate must present to the CORVA Secretary, prior to the close of registration to an Association vote, a petition signed by all members they represent. This signed petition is to be valid for that session only.~~

Section 4 Registration of Voting Members

A. All Supporting Members wishing to vote in person at the Annual Membership Meeting or Special Meetings must register with the ~~State~~ Secretary prior to the close of registration for that session election.

B. ~~A registration table shall be provided for proper registration of members at the Annual Meeting and special meetings.~~

Section 5 Voting Procedures

A. The ~~Membership Chairperson~~ Vice President - Administration shall submit to the ~~State~~ Secretary a current Supporting Membership roster for voting eligibility certification.

B. Votes may be cast only by properly registered Supporting Members or properly credentialed delegates.

C. All Supporting Members and delegates must be present to cast their votes.

D. Voting shall be by roll call or by secret ballot, at the discretion of the Chair of the meeting.

ARTICLE XI MEETINGS

Section 1 Notification

The Supporting Membership shall be notified at least thirty (30) days in advance of all meetings. Notification shall be by publication on the web site and newsletter, and by e-mail to those Supporting Members who do not receive the newsletter by US Mail. US Mail and e-mail notifications of Regional Meetings need be sent only to the members of that region.

Section 4-2 Annual Meeting

B. The CORVA President, or if he/she so designates, one of the Vice Presidents, shall preside as Chair at all Annual Meetings.

Section 2-3 Regional Meetings

A. ~~An Annual Regional meeting shall be held within 45 days of the Annual State Meeting at a central location within the region which is to be determined by the regional director.~~

~~B.~~ A. Regional Meetings shall be held quarterly each year at a regional central location which is to be determined by the Regional Director. The Annual Regional Meeting shall be one of the quarterly meetings at which the elections will be held.

~~C.~~ B. The Regional Director shall preside at all Regional Meetings.

Section 3-4 Special Meetings

A. Special meetings shall be called by the President when deemed necessary or when requested by ~~25~~ twenty five percent (25%) of the ~~general~~ Supporting Membership by petition.

B. Special Regional Meetings shall be called by the Regional Director when deemed necessary or when requested by ~~25~~ twenty five percent of the regional Supporting ~~general~~ Membership by petition.

C. ~~_____~~ The membership shall be notified in writing, by mail at the last recorded address, not less than ten (10) days prior to said meeting.

~~D.C.~~ The Special Meetings shall be called not less than thirty (30) days nor more than sixty (60) days after receipt of the written request.

~~E.D.~~ No business may be conducted at Special Meetings other than that for which the meeting was called.

Section 4-5 Quorum

A. ~~Annual~~ Association Meetings shall require a quorum consisting of two-thirds (2/3) of the CORVA officers.

B. Regional Meetings shall require a quorum consisting of ~~2/3~~ of a simple majority of the regional officers.

Section 5-6 Parliamentary Authority

Section 6-7 Board of Directors Meetings

A. The Board of Directors shall meet at least quarterly. Supporting Members shall be permitted to attend all quarterly Board of Directors meetings and testify or add input, but shall not be permitted to vote on any matter.

~~B. _____ A special Board of Directors meeting may be called by President provided notice of such meeting shall have been sent to all Board members not less than ten (10) days prior to said meeting.~~

B. The Board of Directors may meet in Executive Session to discuss and decide on confidential legal proceedings and personnel matters. The minutes of the meeting shall remain confidential to the Board of Directors only. The Executive Session is restricted to Board of Directors and invitees only. Notice of such meeting shall be sent to all Board of Directors not less than ten (10) days prior to said meeting.

~~C. _____ All Board of Directors meetings shall require a quorum of 50 percent of the elected board.~~

~~D. _____ General members shall be permitted to attend all Board of Directors meetings and testify or add input, but shall not be permitted to vote on any matter.~~

ARTICLE XII REGIONS

Section 1

The Association shall be divided into two (2) geographical regions. ~~Each region is to be composed of such counties or parts thereof as are assigned it by the Board of Directors.~~ These Regions shall be referred to as the Northern Region and the Southern Region.

Section 4

Any Supporting Member located in a borderline city or county or outside of California, desiring to be included in a region other than the one designated for him/her, may petition the Board of Directors for reassignment to the Region of his/her choice.

ARTICLE XIII CORVA INSIGNIA AND INTELLECTUAL PROPERTY

Section 1

The California Off-Road Vehicle Association will not allow its name, initials or insignia to be used in any manner, commercial or otherwise, except to indicate membership. Only Supporting Members of CORVA in good standing or with expressed permission from the Board of Directors will be permitted to display the CORVA insignia.

Section 2

All intellectual property including but not limited to logos, forms, procedures, policies, advertisements, documents and etc. whether copyrighted or trademarked by CORVA or not, that were developed specifically for CORVA, become the property of CORVA for its exclusive use.

ARTICLE XIV FUNDS

Section 1

The collection, deposit, disbursement, and all matters pertaining to the funds of CORVA shall be the responsibility of the Treasurer and is subject to the direction of the Board of Directors.

Section 2

The annual audit is to be prepared and presented by the CORVA Treasurer to the Board of Directors. The CORVA annual tax return will then be completed by a licensed, certified public accountant firm which is registered with the State of California. ~~This audit shall be at CORVA's expense.~~

Section 3

Additional audits may be requested by any Supporting Member in good standing of CORVA. These audits are to be at the requester's expense, which is to be paid in advance. Should an any material infraction of the By-laws or State Law be found, the expense of the audit will be borne by CORVA. ~~and a finder's fee of ten (10) percent of the amount of discrepancy will be paid the requester.~~

Section 4

Disbursement of funds is to be in accordance with the annual budget, which is to be prepared by the Budget committee and approved by the Board of Directors. Any additional disbursements may must be allocated approved by the ~~2/3 majority vote of the~~ Board of Directors.

ARTICLE XV EXPENSES OF CORVA REPRESENTATIVES

Section 1

~~The expenses of CORVA Officers and Representatives shall be paid. Payment is subject to the direction of the Board of Directors.~~

Section 1

All pre-approved expenses shall be listed on approved Expense Report Forms with written justification for and documentation of said expenses attached thereto, and shall be submitted to the Treasurer for review and approval by the President for the Board of Directors payment.

Section 2

All expenses shall be listed on approved Expense Report Forms with written justification for and documentation of said expenses attached thereto, and shall be submitted to the Treasurer for review and approval by the President for the Board of Directors.

ARTICLE XVI MANAGING DIRECTOR

Section 1

The Board of Directors may designate a Managing Director to be employed by the Association and shall fix his/her or her compensation.

ARTICLE XVII BY-LAWS AMENDMENTS

~~These by-laws may be amended or repealed by a 2/3 majority vote of the members represented at any Annual Meeting, provided a copy of the proposed change is mailed to each member at his last recorded address no less than forty five (45) days prior to the time of the meeting which is to consider the change.~~

~~If a member has elected to forgo a mailed copy of the newsletter, the proposed changes will be posted on the CORVA web site and an email notification made to that member's last known email address. It is the member's responsibility to notify CORVA of his/her current email address.~~

~~A. Bylaws changes will be reviewed by Board of Directors before being submitted to the Supporting Membership for final approval.~~

~~B. Suggested by-law change(s) may be submitted to the Board of Directors by any Supporting Member or by a committee established for that purpose at least one hundred twenty (120) days prior to the next Association Annual Meeting. The Board of Directors will convene within sixty (60) days upon receipt of requested by-law changes. The Board will either:~~

- ~~1. recommend approval of the suggested change(s); or,~~
- ~~2. remain neutral on the suggested change(s); or,~~
- ~~3. recommend rejection of the suggested change(s).~~

~~In either case, the suggested change(s) to the by-laws will be submitted to the Supporting Membership for final approval. The Board of Directors will append a summary to the suggested change(s) summarizing any action the Board has taken regarding those changes.~~

~~C. The approved proposed changes will be published on the CORVA web site and the newsletter no less than forty-five (45) days prior to the time of the meeting which is to consider the change. If a Supporting Member has elected to forgo a mailed copy of the newsletter, an email notification containing the suggested changes will be made to that Supporting Member's last known email address no less than forty-five (45) days prior to the time of the meeting which is to consider the change. It is the member's responsibility to notify CORVA of his/her current email address.~~

~~D. Those by-laws changes require a two thirds (2/3) majority vote of the Supporting Members represented at that Annual Meeting to go into effect.~~

~~ARTICLE~~ ARTICLE XVIII DISSOLUTION

~~Should the Association be dissolved or become bankrupt, all outstanding debts are to be cleared in compliance with State and Federal laws and any remaining funds are to be donated to a recognized national charity like non-profit organization of similar goals by the popular vote of the membership Board of Directors.~~

ARTICLE XIX CORVA CLUBS

Section 1

CORVA recognizes the value of local clubs as a means of providing safety; companionship; and a means of facilitating the rapid dissemination of time-sensitive information from CORVA to its members through communication through its club network. Therefore CORVA officially encourages the formation of clubs of like minded members wherever feasible, and provides special recognition to Supporting Members of CORVA Clubs or otherwise allied members.

Section 2

Any club with ten (10) or more members must have at least ten (10) CORVA Supporting Membership to be recognized ~~with~~ by the State Association.

Section 3

Any club with ten (10) or less members must have one hundred percent (100%) of their membership as ~~paid up~~ Supporting CORVA Members to become a recognized club ~~within the State~~ by the Association.

ARTICLE XX ACTIVITIES

Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise powers that are not in furtherance of the ~~specific~~ purposes of this corporation.