

By-Laws of CORVA

The California Off-Road Vehicle Association

As Amended at Annual Meeting

Hollister Hills SVRA
May 21, 2016

ARTICLE I **NAME**

Section 1 Name

The name of the organization shall be "California Off-Road Vehicle Association." It shall be a voluntary membership association and shall have no capital stock. The Association shall not be conducted for profit and no part of the revenue shall inure to the benefit of any members as such. Hereinafter the Association shall be referred to as CORVA.

Section 2 Mutual Benefit Corporation

This corporation is a non-profit MUTUAL BENEFIT CORPORATION organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

ARTICLE II **HEADQUARTERS**

The principle office of CORVA shall be in the County of Sacramento, State of California. Secondary offices shall be established by the President.

ARTICLE III **OBJECTIVES & GOALS OF CORVA**

Section 1 Basic Goal

This is a social organization, as outlined under Section 23701 of the Revenue and Taxation Code of the State of California and Section 501(c)7 of the Internal Revenue Code, to unite off-road vehicle enthusiasts and to provide programs of benefit for their and society's good.

Section 2 Objectives

- A. Communication – To collect and disseminate information of interest to CORVA members.
- B. Educational Programs – To promote among CORVA members and the Off-Road Vehicle (ORV) enthusiast community at large, awareness on matters concerning safety; sound conservation practices; appropriate trail etiquette; and methods to effectively participate and interact in the formulation of public policy.
- C. Public Relations – To educate the public at large about the activities of the Association and to instill a favorable image with respect to the positive aspects and societal benefits derived from off-road recreation in general and the activities of CORVA in particular.
- D. Representation – To provide effective representation for CORVA members and the ORV recreating community at large in the public policy development and implementation forums of government at the local, state, and federal level.
- E. Politics – CORVA shall be non-partisan.

ARTICLE IV MEMBERSHIP

Section 1

Membership shall be of four 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. Supporting Membership

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

B. Affiliate Membership

Affiliate 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. Affiliate 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 a Supporting Members for the life of the member.

D. CORVA Sponsored Club Membership

CORVA Sponsored Club Members are any club that has applied and been accepted to participate in the CORVA Sponsorship Program will become a CORVA Sponsored Club on receipt of yearly dues to be determined by the Board of Directors. A CORVA Sponsored Club shall have 1 vote on behalf of said club.

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 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/her dues within sixty (60) days of expiration date shall automatically forfeit membership.

Section 3 Membership Application:

- A. Qualified membership application shall be made to an officer of CORVA or to an individual or organization authorized by the Board to accept such application.
- B. Application shall be approved forms or facsimiles thereof. Supporting Membership application shall be accompanied by annual dues and/or any applicable fees.

ARTICLE V DUES

Section 1

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

Section 3

Life Membership shall be a one-time payment of an amount equal to ten (10) times the annual dues as provided for in Section 1.

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.

B. Vice President - Administration

The Vice President - Administration shall be the chief operating officer of the Association. He/She shall, in the absence of the President, preside at all meetings and assume the responsibilities of the President. He/She shall be responsible for administering the day to day operations of the Association. He/She shall, in consultation with the President prepare all reports (except those reports which are assigned to the Secretary and Treasurer); facilitate communication between officers and committees; supervise the timely production of newsletters; and otherwise ensure the orderly transaction of Association business. He/She shall assume all duties assigned to him/her by the Board of Directors, and in the event the President can no longer serve, shall succeed him/her as President.

C. Vice President - Land Resources and Public Policy

The Vice President - Land Resources and Public Policy shall be responsible for the public policy initiatives for the Association. He/She shall serve as Chair of the Land Access Committee, and shall direct the development of CORVA positions before the Administrative and Legislative bodies that are responsible for creating and carrying out the public policies that affect the sport of off-roading or the Association. He/She shall with consultation with the President and the Board, serve as the principal spokesperson before public agencies in articulating the Association position on matters of public policy. He/She shall work in conjunction and be responsible for coordinating the efforts of CORVA and other allied organizations when appropriate to develop consensus positions on issues of importance to the community.

D. Vice President - Education

The Vice President – Education shall promote education including wise-use of natural resources, safety awareness, trail etiquette, stay-on-trails³ concepts, etc. Interface and be the contact with

outside agencies and organizations that may be involved in other education programs and activities.

E. Vice President - Sales & Marketing

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 Affiliate Memberships. Responsible for brand building/co branding with target organizations and Affiliate 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 Chairperson 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 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 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 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.

H. Regional Director

The Regional Director shall be the presiding officer of their region and shall be responsible to the Board of Directors for all activities within the region. The Regional Assistant Directors shall assist Regional Directors in all duties pertaining to the activities of the region as directed by the Director.

I. Regional Assistant Director

The Regional Assistant Directors may be assigned duties by the Director under the following titles.

- 1) Grants
Coordinates all representatives of requesting agencies.
- 2) Clubs
Maintains club relations and recruitment
- 3) Legislative Relations
Promotes relations with legislators

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 Association Treasurer promptly.

- 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.
- D. Elections of Regional Officers shall be held in even years. Installation of Regional Officers will be at the Annual Regional Meeting.

**ARTICLE VIII
BOARD OF DIRECTORS AND THEIR DUTIES**

Section 1

The Board of Directors shall consist of the elected Association and Regional Officers as defined under Article VI, Section 1. Voting status shall be granted to all members of the Board of Directors.

Section 2

In the event of vacancy of any Association Officer, the remaining Board of Directors shall appoint a successor to the vacant office within thirty (30) days. The appointee shall meet all requirements for that office 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. 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.

Section 2

All Regional Committees shall be appointed or dissolved by the Regional Director.

**ARTICLE X
VOTING AND DELEGATES**

Section 1

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

Section 2 Qualifications for Club Delegates

- A. Each recognized club may be represented by one (1) delegate and/or one (1) alternate.
- B. Each club delegate shall have one (1) vote for each 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 a vote. The letter shall be valid for that election only.

Section 3 Qualifications for Non-Club Delegates

- A. Any 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 must present to the CORVA Secretary, prior to the close of registration to a vote, a petition signed by all Supporting Members they represent. This signed petition is to be valid for that election 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 Secretary prior to the close of registration for that election.

Section 5 Voting Procedures

- A. The Vice President - Administration shall submit to the 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 2 Annual Meeting

- A. Annual Meetings shall be held between the first of March and the end of May of each year at a location determined by the Board of Directors. When the presidential election is scheduled at an Annual Meeting, the location shall, if feasible, be in the region other than the region where the prior presidential election was held.
- B. The CORVA President, or if he/she so designates, one of the Vice Presidents, shall preside as Chair at all Annual Meetings.

Section 3 Regional Meetings

- 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.
- B. The Regional Director shall preside at all Regional Meetings.

Section 4 Special Meetings

- A. Special Meetings shall be called by the President when deemed necessary or when requested by twenty five percent (25%) of the Supporting Membership by petition .
- B. Special Regional Meetings shall be called by the Regional Director when deemed necessary or when requested by twenty five percent (25%) of the regional Supporting Membership by petition.
- 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.

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

Section 5 Quorum

- A. 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 a simple majority of the regional officers.
- C. Special Meetings shall comply with paragraph A or B of this section.

Section 6 Parliamentary Authority

All meetings of the Association shall be conducted in compliance with “Robert’s Rules of Order”, latest revision.

Section 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. 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.

**ARTICLE XII
REGIONS**

Section 1

The Association shall be divided into two (2) geographical regions. These Regions shall be referred to as the Northern Region and the Southern Region.

Section 2 The Northern Region is to include the Counties of:

Alameda	Kings	Nevada	Siskiyou
Alpine	Lake	Placer	Solano
Amador	Lassen	Plumas	Sonoma
Butte	Madera	Sacramento	Stanislaus
Calaveras	Marin	San Benito	Sutter
Colusa	Mariposa	San Francisco	Tehama
Contra Costa	Mendocino	San Joaquin	Tuolumne
Del Norte	Merced	San Mateo	Trinity
El Dorado	Modoc	Santa Clara	Tulare
Fresno	Mono	Santa Cruz	Yolo
Glenn	Monterey	Shasta	Yuba
Humboldt	Napa	Sierra	

Section 3 The Southern Region is to include the Counties of:

Imperial	Los Angeles	San Bernardino	Santa Barbara
Inyo	Orange	San Diego	Ventura
Kern	Riverside	San Luis Obispo	

Section 4

Any Supporting Member located in a borderline city, 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

