

By-Laws of CORVA

The California Off-Road Vehicle Association

As Amended at Annual Meeting

Bakersfield, CA

May 20, 2017

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.

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.

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

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 7 Bond

Any officer, member of the staff, or contractor of the Association handling funds of the Association will furnish at the discretion of the Board of Directors, and at the expense of the Association, a bond in an amount to be fixed by the Board of Directors.

Section 8 Term Limits

The President may not 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.
- D. Installation of Officers will be at the Annual Meeting.
- E. Term of office for all elected Association Officers shall be for a period of two (2) years. 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.
- 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

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.

**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.

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 any material infraction of the By-laws or State Law be found, the expense of the audit will be borne by CORVA.

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 must be approved by the Board of Directors.

**ARTICLE XV
EXPENSES OF CORVA REPRESENTATIVES**

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 payment.

**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 compensation.

Section 2

The duties of the Managing Director shall be those designated by the Board of Directors.

**ARTICLE XVII
BY-LAWS AMENDMENTS**

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, any member of the Board of Directors, or by a committee established for that purpose. 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 proposed changes will be published on the CORVA website and the newsletter no less than forty-five (45) days prior to the time of the meeting which is to consider the change. Supporting Members will have 30 days from the time of notification to submit their vote by way of email or regular mail. Submission addresses will be included in the notification. Submission of votes may also take place at the location of the Association Annual Meeting if the proposed changes are scheduled to be voted upon at that meeting.

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 XVIII DISSOLUTION

Should the Association be dissolved 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 like non-profit organization of similar goals by the 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 Members to be recognized by the Association.

Section 3

Any club with ten (10) or less members must have one hundred percent (100%) of their membership as Supporting CORVA Members to become a recognized club 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 purposes of this corporation.