

Article I Legal

The name of the organization shall be the Idaho State Offroad Association Inc.

DBA: Idaho State 4x4 association

The Idaho State Offroad Association shall be registered as a nonprofit entity with the Idaho Secretary of State.

Idaho State Offroad Association shall be registered as a 501c3.

Article II Purpose

- A. The purpose of this association is to promote constructive interaction with local, state, and federal public land agencies towards continued and expanded opportunities for off-road recreation within our state.
- B. To promote new and existing club involvement in Idaho State 4x4 Association activities as well as creating and maintaining a positive influence within their local communities.

Article III Membership

SECTION 1 – COMPOSITION

- A. Membership shall consist of clubs in the state of Idaho, and non-club associated individuals.
- B. Membership in this association shall be determined on a non-discriminatory basis.

SECTION 2 - TERM OF MEMBERSHIP

- A. The term of membership shall be annually per year beginning at the annual Association meeting on the first Saturday of March or upon payment of dues.

SECTION 3 – REQUIREMENTS FOR AFFILIATION/DUES

- A. Annual dues shall be payable to the Association at the annual Association meeting, the first Saturday of March or upon joining the Association. In addition to dues each club must provide a current members list as well as a copy of their current bylaws. Each club should be sending a quarterly statement and check for new members' dues. Failure to pay dues, and/or provide information within 30 days of the annual meeting will result in a suspension of voting power, after 60 days removal from the association.
- B. Club dues shall be based upon a count of individual memberships within each Club multiplied by \$10.00 as set by the association's Executive Board and Council of Presidents.
- C. Non-Club (Individual) associated dues shall be \$15.00 as set by the associations Executive Board and Council of Presidents.

ARTICLE IV. COUNCIL OF PRESIDENTS AND OFFICERS

SECTION 1 – COUNCIL of PRESIDENTS

The Council of Presidents shall consist of each associated club's current president or their appointed representative.

SECTION 2 – OFFICERS

The officers of the Association shall consist of the Director, Assistant Director, Second Assistant Director, Secretary and Treasurer and shall be known as the Executive Board.

SECTION 3 - TERM OF OFFICE

- A. The officers shall be elected at the annual meeting the first Saturday of March. Officers may be eligible for election to additional terms should they be willing to serve.

SECTION 4 - METHOD OF ELECTION

- A. The Secretary shall read aloud the duties of each officer position prior to accepting nominations to familiarize nominees with the responsibilities of the office.
- B. Nominations may be made from the floor.
- C. The officers shall be elected at the first regular meeting held on the 1st weekend in March and assume office at the end of the general meeting.
- D. Officers shall serve until their successors have been elected and duly installed.

SECTION 5 – DUTIES

Director shall be the chief executive officer of the Association.

- a) They shall preside at all meetings of the Association and shall be chairman and preside at the meeting of the Council of Presidents.
- b) They shall have the authority to appoint such committees as may be necessary to carry on the activities of the Association, a committee must be comprised of at least 4 members and have no more than 2 from one associated club, sign all documents requiring an official signature, they shall maintain contact with all officers regarding any association business and will ensure that the Association is being represented in accordance with the current bylaws.
- c) It is also the duty of the Director to represent the interests of the association with respect to the annual Ride and Rally fundraiser. They shall work closely with the hosting club(s), assuring that all State and County requirements are met. The Director may delegate any portion of these duties to another officer of the Association or an appointed representative.

First Assistant Director shall perform the duties of the Director in their absence.

- a) In the event the Director is unable to continue to fulfil their duties be it by resignation, death, or incapacitation, the First Assistant assumes the Director position.

- b) The First Assistant Director shall assist the Director in the management of the Association, with assignments in line with current strategic needs as well as represent the State Association on land use issues.
- c) In the event the First Assistant Director becomes the Director, the second Assistant Director becomes the new First Assistant Director, the executive board and council shall elect a new Second Assistant Director to fill the vacancy.

The Second Assistant shall oversee committees formed by the Association Director and assist with land use.

- a) In the event the First assistant is unable to continue their position they will become the new First Assistant Director.
- b) In the event the Executive Board is divided on a vote the Second Assistant will be the deciding factor.

The Secretary shall keep an accurate record of the activities of the Association.

- a) The Secretary shall issue all notices of the association meetings, shall be responsible for the correspondence of the association, shall prepare and keep a listing of all chair and members of special/standing committees for the current and two previous years.
- b) Shall be present at the Council of Presidents meeting to prepare, execute and retain minutes.

The Treasurer shall keep an accurate record of all monies allocated to the Association.

- a) Shall supervise the disbursement of the funds subject to the direction of the bylaws and approval of the Executive board and Council of Presidents.

The Executive Board will maintain an Operations Policy Manual approved by the Counsel of Presidents. The Operations Policy Manual will contain a more detailed description of procedures for the Executive Board as well as the everyday operation of the association. The operations policy manual will be made available to the public on request.

ARTICLE V. MEETINGS

SECTION 1 – ANNUAL MEMBERSHIP MEETING

- A. An annual meeting of the membership shall be held on the 1st weekend in March of each year.
- B. The members present at the annual meeting shall constitute a quorum for the transaction of association business, each membership shall be entitled to one vote.
- C. This meeting will be in person.

SECTION 2 – MONTHLY EXECUTIVE BOARD MEETING

- A. A monthly meeting of the Executive board shall be held at a time, date and location designated by the board and posted at least 2 weeks ahead of time, so Association members who wish to attend may plan accordingly, the agenda shall be posted 7 days in advance. Every associated club may have representatives on the monthly call to participate in discussions and vote on issues presented, but no club may have more than two votes on any issue.
- B.

SECTION 3- Counsel of Presidents

- A. The Counsel of Presidents shall convene not less than 3 times a year, to vote on Association business requiring a quorum. This meeting shall be in virtual format.
- B. Each President from the association member club, will have a single vote. A quorum of one half of the member clubs must be present to vote on association business.

ARTICLE VI. COMMITTEES

- A. Committees deemed necessary shall be appointed by the Association Director. The members of all standing committees shall serve for a period of one year, such period to be concurrent with the fiscal year of the

Association. All committee members shall serve in accordance with the charge to that committee.

ARTICLE VII. ALLOCATION OF FUNDS

- A. 50% to Land use for signage, trail maintenance, educational materials, stickers, and supplies needed. Use of these funds must be approved by the Executive Board with a simple majority for approval. Any transaction over \$500.00 must have a two-thirds majority vote from the Counsel of Presidents at their next meeting.
- B. 25% to Associated Club Support to assist with fundraising, insurance costs, expansion, permits and fees. Use of these funds must be approved by the Executive Board with a simple majority for approval. Any amount greater than \$500.00 must have a two-thirds majority vote from the Counsel of Presidents at their next meeting.
- C. 25% For Association operating cost, activities, meeting costs, and dues to other organizations that are in line with the Associations core beliefs.

ARTICLE VIII. BYLAWS

- A. Amendments may be made at any annual Association Meeting by a two-thirds vote of the members present, constituting a quorum.
- B. In the event a member of the Executive Board or Council of Presidents determines there is need to amend or change the Bylaws prior to the next annual association meeting, they may propose the amendment or change at a meeting of the Executive Board and Council of President for discussion and a vote by the Council of Presidents. A quorum of at least two-thirds of the members of the Council of presidents must be present for the vote and it requires a two-thirds approval of those present to pass the amendment or change. These Bylaw amendments or changes must be re-affirmed at the next Annual Association meeting.

ARTICLE IX CONFLICT OF INTEREST

- A. Officers for the association are not permitted to hold a leadership position in their club while they serve the association. All officers of the executive

committee represent all the associated clubs and will operate with all the associated clubs' best interest in the for front.

- B. A policy on conflicts of interest should (a) require those with a conflict (or who think they may have a conflict) to disclose the conflict/potential conflict, and (b) prohibit interested board members from voting on any matter in which there is a conflict.

ARTICLE X. REMOVAL OF MEMBERS

A. Possible reasons for membership termination

- a. Any action that reflects adversely on the Association.
- b. Violation of rules set up by the Association Bylaws and Operations Procedures manual.

B. Procedure for membership termination

- a) A written request for termination can be submitted by any member to the Associations Executive board.
- b) Officers shall inform the designated member of the complaint and schedule a time to meet with the officers to review the complaint.
- c) In this meeting the officers shall provide situational mediation to help resolve the complaint.

If the officers find reasonable grounds for possible membership termination, then:

- a. Designated members shall be informed.
- b. Consideration for termination shall be announced at the following meeting.

Following a brief discussion, a vote of the members in attendance will be taken, a 2/3rd majority vote is required for termination.

ARTICLE XI. PARLIAMENTARY AUTHORITY

Roberts Rules of Order shall govern the official proceedings of the association not otherwise specified in the Bylaws