

NON-PROFIT CORPORATE BYLAWS

ARTICLE I

NAME

1.01 NAME

The name of this corporation shall be Indian River ATV Club, Inc. The business of the corporation may be conducted as IRATV Club or IRATV Club, Inc.

ARTICLE II

PURPOSE AND POWERS

2.01 PURPOSE

Indian River ATV Club, Inc. is a non-profit corporation and is organized exclusively for charitable purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Indian River ATV Club Corporation's purpose is to promote ATV (All-Terrain Vehicle) use through public awareness, respect for the environment, and safe riding. Indian River ATV Club, Inc. is a family orientated organization that enjoys ATV riding and strives toward the goal of "shared" trails to expand the present trails throughout the North Country.

We promote our awareness and respect for the environment through hosting trail clean up functions and fundraising events to help keep the environment clean and trash free along with repairing trail hazards to continue safety for those riding along the trail system. We encourage volunteers to help attend during these functions to provide opportunities of involvement in order to help impact awareness and support change for the better of the environment and safety.

To maximize our impact and efforts, we require all ATV's are legally registered and insured in order to attend functions and fundraisers. We expect all members and those attending functions to obey all New York State Laws, Rules and Regulations which govern ATV use.

2.02 POWERS

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purpose, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall distribute to the federal government, or to a state or local government, for a public purpose or to a charitable organization the club deems qualified and can agree upon.

ARTICLE III

MEMBERSHIP

3.01 MEMBERSHIP

Membership shall consist of riders and passengers of and including ATV's, UTV's, Dirt Bikes, etc....., persons actively concerned with the future of ATV's and ATV & Outdoor enthusiasts.

3.02 DUES

Membership dues is required annually at the first monthly meeting in January of each fiscal year. The fiscal year runs from January to December. Single membership, over the age 18, is required to pay \$15 a fiscal year. Family membership, to include immediate family household (spouse and children under 18, living in the same house) are required to pay \$25 a fiscal year.

Changes in dues amounts may be determined by the executive officers and by unanimous vote of present members of monthly meeting without notice to unattended members but will be subject to new fiscal year.

3.03 MEMBERSHIP RIGHTS AND RESPONSIBILITIES

All prospective members must fill out a Membership Application with the payment of dues.

- a. Each member is entitled to one vote, in case of family membership; anyone over the age of 18 has one vote.
- b. Members under the age 18 must have written parental consent and be supervised at all Indian River ATV Club functions.
- c. Membership in this organization shall be determined on a non-discriminatory basis, without regard for age, sex, race, color, religion, or national origin.
- d. A member of the club can resign from the membership at any time by submitting a signed written Letter of Resignation to the Club's Board of Directors, in the event membership refunds will not be owed to the resigning member.
- e. Membership in the Club may be terminated/ revoked by the Board of Directors and/ or a unanimous vote of other club members brought before a General Membership Meeting, or for other reasons consistent with the Club's best interest, in the event membership refunds will not be owed to that or any member. Membership access may be ongoing, subject to termination for good cause, as determined by the Board of Directors and/ or a unanimous vote of other club members and the established code of ethics listed in these Bylaws of the organization. Just cause for termination included but is not limited to failure to abide by club terms.
- f. Behaviors for which a member can be removed include but are not limited to:
 1. Endangering themselves and/or others with unsafe behavior.
 2. Refusal to follow instructions of the trip leader.
 3. Riding in/on illegal areas or trails.
 4. Damaging natural resources.
 5. Riding while under the influence of alcohol or drugs.
 6. Repeated rowdy or disruptive behavior at club events, functions, and meetings.
 - a. This will include, but limited to any defamation (action of damaging the good reputation of someone; slander or libel) of the club, its members, or its officers either written, verbal, or electronical. All access will be revoked from social media community the club hosts.

ARTICLE III; 3.03 MEMBERSHIP RIGHTS AND RESPOSABILITIES CONT'D:

Each member will be responsible for the behavior of any guests that member may introduce to the club and club premises. Any guest or member who causes trouble within or outside the club will no longer be allowed at meetings or on club property again. The member's membership eligibility will be reviewed by the Board of Directors and will make decision to terminate that member.

ARTICLE IV

BOARD OF DIRECTORS

4.01 NUMBER OF DIRECTORS

Indian River ATV Club, Inc. shall have a board of directors consisting of at least four and no more than eight directors. Within these limits the board may increase or decrease the number of directors serving on the board. Those previously holding positions as directors or executive officers, if not active in or with the club, will be withdrawn from accountable responsibilities and/or will not be held liable for any present and future actions and/or decisions within six months of held office, to include the "off season".

4.02 POWERS

All corporate powers shall be exercised by or under the authority of the board and the affairs of the Indian River ATV Club, Inc. Also, shall be managed under the direction of the board, except as otherwise provided by law. The primary responsibility will be to oversee all club related matters including membership, financial matters, and fundraising.

4.03 TERMS

Board members will be elected to a two year term, to be elected on opposite years of Executive Officers, but may be extended until a successor has been elected. The Directors may also serve terms in succession. The terms begin January 1 and end December 31 on the second year.

4.04 QUALIFICATIONS AND ELECTION OF DIRCTORS

In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age. Directors may be elected at any board meeting by the majority vote of the existing board of directors. The election of directors to replace those who have fulfilled their term of office shall take place in January of the second year.

4.05 VACANCIES

The board of directors may fill any vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws. Any unexpected vacancy may be filled for the remainder balance of the director's term being replaced.

4.06 REMOVAL OF DIRECTORS

A director may be removed by two-thirds vote of the board of directors then in office if the director is unexcused or absent from two or more meetings in a twelve month period. The president is empowered to excuse the director from an attendance for any reason deemed adequate. The president may not excuse him/herself; in this case, the vice president may follow such reason if adequate. Additionally, for cause or no cause, a vote of removal will be made of the director in question and is given electronic and written notice of the board's intention and will be discussed and given the opportunity to be heard at board of director meetings.

4.07 BOARD OF DIRECTOR MEETINGS

The board of directors may have meetings via electronically throughout the year. These meetings will be to discuss matters essential for the promotion and benefit of the club. The club will receive such information as deemed necessary which then will be recorded with regular meeting minutes.

- a. General Membership Meeting. The meetings will be held monthly, on every third Monday, except in November and December, unless otherwise specified by a majority of the club officers. Notice of meetings should not be less than four days and must be delivered electronically, via social media, club website, text messaging, and phone conversation. Notice of meetings shall specify day, place, and time. Purpose of the meeting is not needed.
- b. Special Meetings. Special meetings of the board may be called by the president, vice president, secretary, treasurer, or any two other directors of the board. A special meeting must have a notice of two days to each director of day, place, and time.

ARTICLE V

OFFICERS

5.01 EXECUTIVE OFFICERS

The officers of the corporation shall be president, vice president, secretary, and treasurer, all of whom will be chosen by member election of unanimous vote. Each officer shall have the authority and shall perform the duties set forth in these Bylaws and act on behalf of the Indian River ATV Club, Inc. Expenditures extending over \$100 will only be exercised after a majority vote brought before a general membership meeting.

5.02 TERMS OF OFFICE

Each officer shall serve a term of two years with nomination and elections conducted during the January General Membership Meeting. All elected officers must be 18 years of age and hold a current membership. Terms may be extended dependent of organizational need and vote, in which terms must be held for another two year term.

5.03 PRESIDENT

The president will be chief volunteer officer of the corporation. The president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings, and shall perform all duties incident to the office, and assist in the promotional interest of Indian River ATV Club, Inc. The president shall have the primary responsibility for the legal and financial affairs of the club.

5.04 VICE PRESIDENT

In the absence or disability of the president, the ranking vice president shall perform the duties of the president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the president. The vice-president shall have such other powers to perform such other duties prescribed for him/her. It is the responsibility to keep current the affairs of the Indian River ATV Club, Inc. and to assist the president when asked to do so.

5.05 SECRETARY

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and officers. The minutes shall state the day, time, and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall have such powers and perform such other duties as may be prescribed by the directors and president. The secretary primary responsibility is to perform all record keeping, correspondence, mailings, advertising, and other related duties which fall under this office.

5.06 TREASURER

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the officers informed of the financial condition of the corporation and the audit or financial review results. In conjunction with other officers, the treasurer shall oversee budget preparation and shall ensure the appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the officers on a timely basis or as may be required by the officers. The primary responsibility of the treasurer shall be the financial records, collection and record of monetary payments of in's or out's, financial reports for monthly General Membership Meeting.

ARTICLE VI

CONTRACTS, CHECKS, AND RELATED MATTERS

6.01 CONTRACTS AND OTHER WRITINGS

Upon resolution and acceptance of unanimous vote, all contracts and writings must be agreed upon by the officers and board of directors. Delegating authority to execute such documents may be established by the officers and must be finalized with approval of the offices and/ or board of directors.

6.02 CHECKS, DRAFTS

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers of the corporation and in such a manner.

6.03 DEPOSITS

All funds of the corporation must be turned into the treasurer for deposit in a timely manner to credit the corporation's bank account and to ensure accurate checks and balances for monthly financial reports.

ARTICLE VII

MISCELLANEOUS

7.01 BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall keep monthly meeting minutes of the proceedings of all meetings. In addition the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

7.02 FISCAL YEAR

The fiscal year of the corporation shall be from January 1 to December 31 of each year

7.03 CONFLICT OF INTEREST

The corporation shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director or officer of any authorizing powers.

7.04 NONDISCRINATION POLICY

The officers, directors of this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of Indian River ATV Club, Inc. not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

7.05 BYLAW AMENDEMNT

These Bylaws may be amended, altered, repealed, or restated by unanimous vote in General That no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under the Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code; and,

- a. That an amendment does not affect the voting right of directors and officers.

ARTICLE VIII

DOCUMENT RETENTION POLICY

8.01 PURPOSE

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of Indian River ATV Club, Inc. records.

8.02 POLICY

Section 1 General Guidelines. Records should not be kept if they are no longer needed for the operation of the corporation or required by law. Unnecessary records should be eliminated from the files. The cost of maintain records is an expense which can grow unreasonable if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records. In order to stay in compliance, officers may order retention or destruction policies for specific categories of records.

Section 2 Exception for Relevant Documents. Officers and directors are expected to comply fully with any published records for retention or destruction policies. Preservation of any important documents must be stored in a plastic sleeve in a binder labeled for easy access, dated accordingly.

- a. Monthly Minutes. Meeting minutes should be retained for no less than three years.
- b. Tax Records. Tax records should be retained for at least seven years from the date of filing.
- c. Corporate Documents. Bylaws, Conflict of Interest, Articles of Incorporation, IRS Form 1023 should be retained permanently. IRS regulations require the Form 1023 be available for public inspection upon request.
- d. Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years.
- e. Development/ Intellectual Property and Trade Secrets. Developmental documents are often subject to intellectual property protection in their final form. The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation derives independent economic value from the secrecy of the information; and has taken affirmative steps to keep the information confidential. These specific documents should be kept for the life of the secret.
- f. Insurance. Expired insurance policies, records, reports, claims should be kept permanently.
- g. Audit Records. External audit reports should be kept permanently. Internal audit records should be kept for three years.
- h. Electronic Records. Should be saved and kept in a separate file. Retention is dependent upon the subject matter and as covered elsewhere in this policy.

ARTICLE IX

CODE OF ETHICS AND WHISTLEBLOWER POLICY

9.01 PUPOSE

Indian River ATV Club, Inc. requires and encourages directors, officers, and members to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The board officers and members of the corporation must practice honesty and integrity in fulling their responsibilities and comply with all applicable laws and regulations. It is the intent of Indian River ATV Club, Inc. to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporation members, to include directors and officers, is necessary to achieving compliance with various laws and regulations.

9.02 REPORTING VIOLATIONS

If any director, officer, member reasonably believes that some policy, practice, or activity of Indian River ATV Club, Inc. is in violation of law, a written complain must be filed by that person with vice president or president.

9.03 ACTING IN GOOD FAITH

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

9.04 RETALIATION

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Indian River ATV Club, Inc. and provide the corporation with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

Indian River ATV Club, Inc. shall not retaliate against any director, officer, or member who in good faith, has made a protest or raised a complaint against some practice of Indian River ATV Club, Inc. or of another individual or entity with whom Indian River ATV Club, Inc. has a relationship, on the basis of a reasonable belief that he practice is in violation of law, or a clear mandate of public property.

Indian River ATV Club, Inc. shall not retaliate against any director, officer, or member who disclose or threaten to disclose to a superior or public body, any activity, policy, or practice of Indian River ATV Club, Inc. that the individual reasonably believes is in violation of law, or rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

9.05 CONFIDENTIALITY

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to extent possible, consistent with the need to conduct an adequate investigations.

9.06 HANDLING OF REPORTED VIOLATIONS

The president and vice president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five days. All reports shall be promptly investigated by the board and officers and corrective action shall be taken in warranted by the investigation.

This policy shall be made available to all directors, officers, and members, including new memberships and they shall have the opportunity to ask questions about the policy.

ARTICLE X

AMENDMENT OF ARTICLES OF INCORPORATION

13.01 AMENDMENT

Any amendments to the Articles of Incorporation may be adopted by approval. These Bylaws may be amended by a majority vote brought to a General Membership Meeting.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above state Bylaws of Indian River ATV Club, Inc. were approved by the Indian River ATV Club, Inc. board of directors on Saturday, February 24th 2018 and constitute a complete copy of the Bylaws of the corporation.

Secretary _____


Shelley Aldrich

Date _____

3/27/18