

CORVA COMPLETED BYLAW REVIEWS

This list only contains the portions of the current bylaws that are recommended for change. Deletions are in **red** and have a ~~strikeout~~. Additions are in **Bold** and are underlined. Numbering and locations may change in the final version.

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 CORVA.

ARTICLE III OBJECTIVES AND GOALS OF CORVA

Section 2 Objectives

B. Educational Programs – To promote among CORVA members, ~~and~~ the Off-Road Vehicle (ORV) enthusiast community at large **and political decision makers**, awareness on matters concerning safety, sound conservation practices, appropriate trail etiquette, and methods to effectively participate and interact in the formulation of public policy.

ARTICLE IV 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.~~

A. Qualified membership application shall be submitted by mail, electronically, or to an officer of CORVA or to an individual authorized by the Board to accept such application or otherwise determined by the Board. Application shall be accompanied by annual dues and/or any applicable fees.

- B. Any member may resign, provided that written notice with such intention is given to the Secretary of CORVA. Any paid dues will be forfeited.

- **Section 4 Member in Good Standing:**

A member in good standing is an individual or a business who has submitted a membership application, has met all other requirements to become a member and dues are current. A member in good standing shall not have previously been removed from membership, unless their membership has been reinstated, either by payment of outstanding dues or as otherwise been determined by the Board. **Members with delinquent dues shall not retain their voting rights.**

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~~ a hearing held in Executive Session ~~be to held~~ by the Board within thirty (30) days of notification of all involved parties.

ARTICLE V

DUES

Section 1

A. 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.

B. Members who have not paid dues by 30 days after their renewal date shall be notified by email of delinquent payment. Members with dues delinquent for 60 days shall be notified by email that their membership has been forfeited and will be removed from the membership list.

Section 2

A. Minimum donation (Dues) for Business Sponsors shall be established by the Board of Directors from time to time but no more often than once a calendar year. The Business Sponsors must be given thirty (30) days notice before the meeting at which a change in dues will be voted upon. At least two-thirds (2/3) of the Board must approve the change.

~~**B. Dues for Business Sponsors shall be a minimum donation of \$365.00 per year. Dues for Business Sponsors shall be payable no later than within sixty (60) days after of expiration renewal date.**~~

B. Payment requirements for dues for Business Sponsors shall be generated and then approved by the Board of Directors and be documented in a SOP or P & P.

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 1 Board of Directors

The Board of Directors shall be:

Association Officers: President; Vice President -Administration; Vice President - Land Resources and Public Policy; Vice President – Education; Vice President - Sales & Marketing; Secretary; Treasurer; and Immediate Past President.

Regional Officers: 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. **No Board member that has been removed from office may be appointed or elected to any Board of Directors position.**

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 may appoint a Board member to preside over any meeting.** 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-trails concepts, etc. Interface and be the contact with outside agencies, businesses, 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 Business Sponsors. Responsible for brand building/co branding with target organizations and Business Sponsors. Interface with all other CORVA departments to steer CORVA toward increased income and membership. Build relationships with ~~manufactures and distributors~~ businesses 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 or Board of Directors approval, may~~ authorize one of the Vice Presidents or Secretary to sign for him/her ~~in his/her stdea. Two different signatures are required at all times.~~ He/she shall arrange for an annual audit of the books of this Association. and He/she shall turn all books and properties in his/her possession over to his/her successor or the Board within ~~six~~ two months. ~~following the close of the Annual Meeting.~~ He/She shall prepare and present to the Board of Directors at least quarterly, an income and expense statement.

G. Secretary

(Insert the following between Secretary and Regional Director)

(?). Immediate Past President

The Immediate Past President shall act as an advisor to the Board of Directors and shall remain a member of the Board for a term of one year. He/She shall retain their voting privilege for the term of office. A vacancy in this position shall not be filled until a new President takes office.

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. 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.

ARTICLE VI

OFFICERS OF THE ASSOCIATION AND THEIR DUTIES

Section 4 Vacancy of Regional Officers

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

~~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.~~

ARTICLE VII

NOMINATION AND ELECTION OF OFFICERS

Section 1 Association Officers

A ~~majority~~ **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. **When an election is held with electronic balloting, all ballot counts must be verified by 3 supporting members other than nominees.** All **written** ballots shall be held in a sealed envelope for thirty (30) days after the election by the Secretary. **All ballots submitted electronically will be retained for thirty (30) days after the election. At the direction of the Board of Directors, all voting may be by**

electronic submission and may take place at a time other than the annual meeting.
When electronic submission of ballots is available, there will be no proxy voting.

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. **Additional requirements may be established by the Board of Directors.** ~~All candidates will be nominated from the floor at the beginning of the election process during the Annual Meeting.~~

C. A plurality of votes cast is necessary for election to an office. All **written** ballots for officers must be counted and checked by three (3) Supporting Members other than the nominees. All **written** ballots shall be held in a sealed envelope for thirty (30) days after the election by the Secretary.

D. When an election is held via electronic balloting, all ballot counts must be verified by 3 supporting members other than nominees. All ballots submitted electronically will be retained for thirty (30) days after the election. When electronic submission of ballots is available, there will be no proxy / delegate voting.

~~D. Installation of Officers will be at the Annual Meeting.~~

Section 2 Regional Officers

C. A plurality of votes cast by Supporting Members in that Region is necessary for election to an office. All **written** ballots for officers must be counted and checked by three (3) Supporting Members other than the nominees. All **written** ballots shall be held in a sealed envelope for thirty (30) days after the election by the Regional Secretary.

D. When an election is held via electronic balloting, all ballot counts must be verified by 3 supporting members other than nominees. All ballots submitted electronically will be retained for thirty (30) days after the election. When electronic submission of ballots is available, there will be no proxy / delegate voting.

E. Elections of Regional Officers shall be held in even years. ~~Installation of Regional Officers will be at the Annual Regional Meeting.~~ **Term of office for all elected Regional Officers shall be for a period of two (2) years.**

ARTICLE VIII

BOARD OF DIRECTORS AND THEIR DUTIES

Section 2

In the event of vacancy of any Association Officer, the remaining Board of Directors shall ~~appoint~~ **elect** a successor to the vacant office. ~~within thirty (30) days~~. The ~~appointee~~ **electee** 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 **unless otherwise noted in the bylaws.** ~~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 continue until the election of a new President creates a new immediate past President~~

ARTICLE X

VOTING AND DELEGATES

Section 1

Supporting Memberships and Business Sponsors shall be allowed one (1) vote per membership. **When electronic submission of ballots is available, there will be no proxy / delegate voting.**

Section 4 Registration of Voting Members

A. All Supporting Members wishing to vote 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

C. All Supporting Members and delegates must be **physically** present to cast their votes **at the meeting when voting is in person only.** **A Supporting Member shall be considered present if their attendance is by way of electronic media for virtual or mixed meetings.**

D. Voting shall be by roll call ~~or by~~, secret ballot, **or electronic submission**, 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)~~ **twenty-one (21)** days in advance of all meetings **unless otherwise stated in the bylaws.** Notification shall be by publication on the web site and by email. ~~to these Supporting Members who do not receive~~

~~the newsletter by US Mail.—US Mail and email.~~ Email notifications of Regional Meetings need be sent only to the members of that region.

Section 4 Special Meetings

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

C. The Special Meetings shall be called not less than three (3) days nor more than 14 days when called by the President or Regional Director.

D. The Special Meetings shall be called not less than ~~thirty (30)~~ **seven (7)** days nor more than ~~sixty (60)~~ **thirty (30)** days of receipt of the written request from the Supporting Membership.

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 except Executive Sessions, and testify or add input, but shall not be permitted to vote on any matter except elections and By-Law changes.*

~~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.~~

B. The Board may meet in an Executive Session during a regular or special meeting to consider the appointment, employment, evaluation of performance, or dismissal of an employee, contractor, or to hear complaints or charges brought against that employee or contractor by another person or employee unless the employee or contractor requests a public hearing.

The Board may hold an Executive Session to confer with, or receive advice from, its legal counsel regarding pending litigation when discussion in open session concerning those matters would prejudice the position of the organization in the litigation.

The Board may meet in an Executive Session upon a motion with a 2/3 majority vote of the Board members present at the meeting.

After meeting in an Executive Session, the Board shall reconvene in open session prior to adjournment and report that an Executive Session was held, the general nature of the matters considered, and whether any action was taken in an Executive Session.

**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 4

Disbursement of funds is to be **with approval of the Board of Directors.** ~~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.~~
The Board of Directors may adopt an annual budget.

**ARTICLE XVII
BY-LAWS AMENDMENTS**

Section 1

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)~~ **forty-five (45)** 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 **and/or emailed to the Supporting Members** 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 **email** 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 M~~meeting to ~~go into effect~~ pass.

E. The by-law changes will go into effect when the new by-laws are posted on the CORVA website.