

ROC - RTP Offroad Club By-Laws

Article I

1. This organization shall be known as the ROC - RTP Offroad Club.

Article II

Objectives

1. The ROC - RTP Offroad Club is organized as a non-profit organization for the purpose of:
 - a. Providing social, educational, and recreational activities for its membership.
 - b. Participating in and supporting civic and environmental activities for the betterment of the community.

Article III

Membership and Dues

1. Owners of all make and models of street legal four-wheel drive vehicles are eligible for membership in the ROC - RTP Offroad Club.
2. Each membership includes the immediate family, however, voting power is restricted to one vote per dues paying member eighteen years of age and over.
3. All members must conduct themselves in a respectable and orderly fashion whether in or out of Club activities. Any members disgracing themselves in the public eye will be subject to immediate expulsion from the Club, subject to decision by the club at a Quarterly Meeting.
4. Applicants for membership must be at least eighteen years of age (exceptions may be made by decision of the Board of Directors), must hold a valid driver's license, and must have property liability (PL) & property damage (PD) insurance coverage on their vehicles.
5. An application form and liability waiver must be completed and sent to the Board of Directors along with remittance for the current year's dues before membership may be granted. Following screening of each application by the Board of Directors, the applicant will be notified as to their acceptance or rejection.
6. Dues for this organization shall be paid per membership, per fiscal year, in an amount established by the membership, payable in advance. Any member whose dues are one month in arrears shall be dropped from the rolls of this organization.
7. All personal expenses such as uniforms, decals, insignia, etc., shall be borne by each individual. The club may choose to provide such items for individual purchase.
8. Members shall immediately notify the Secretary of any change of address, mailing address, or telephone number.
9. Resignation of any member shall be in writing and submitted to the Secretary.
10. When a member no longer possesses a four-wheel drive vehicle, their membership in this organization shall terminate if they do not plan to obtain another four-wheel drive vehicle. The Board of Directors may grant temporary exemptions.
11. Incorporating Members will not pay dues for a minimum of 2 years.

Article IV

Business Meetings

1. Meetings of the membership of the ROC - RTP Offroad Club shall be held at least quarterly at such times and places as designated and announced by the Board of Directors. Additional meetings may be scheduled at the discretion of the Board of Directors and announced to the membership at least 4 weeks in advance.
2. There shall be no quorum requirement for regularly scheduled quarterly business meetings. For any other non-quarterly or emergency meeting, thirty-three percent (33%) of the membership shall constitute quorum.

Article V

Administration of Officers

1. The officers of the ROC - RTP Offroad Club shall consist of a President, Vice President, Secretary, and Treasurer, and shall be known as the Executive Committee. It shall be their duty to draw up agenda for all board and business meetings, and it shall be their further duty to assume the functions of the Board of Directors in cases of emergency.
2. The Board of Directors shall at a minimum consist of the members of the Executive Committee, the immediate past president, and two directors. Additional Directors may be added to the BOD through volunteering up to a maximum of 15 percent of membership, rounded down to a whole person. Each director may be assigned one or more committees and it shall be their duty to represent such committees on the board. Further duties of the Directors shall be to oversee club business, and to audit the books of the previous administration. The Board of Directors shall meet regularly, at a minimum of once each quarter, with fifty-one percent (51%) constituting quorum for the body.
3. The Board of Directors shall have the authority to take any action necessary to fulfill the aims of this organization without first obtaining the agreement of the membership. However, any action taken in this manner must be approved by a majority of the membership present and voting at the next scheduled quarterly meeting.
4. The President, Vice President, Secretary, and Treasurer may succeed themselves in office. No Director may serve more than two successive terms. Serving as a Director for part of a term due to a vacancy shall not constitute a term.
5. No Office shall be added to the club except by the vote of the majority of the attending membership at a Quarterly Meeting.
6. Special posts may be provided, as needed to advise and support the administration, based on membership consent (33% quorum vote) and Board approval.
7. Officers will initially be the incorporating members and will remain the incorporating members until membership reaches a minimum of 20 paid members, at that point this line will no longer be valid.

Article VII

Duties and Powers of Officers

1. The PRESIDENT shall preside over all membership and Quarterly meetings and be present at all events when possible. He/She shall be the executive officer and shall have the duty to carry out all the policies and decisions of the Board of Directors. He/She shall be without right of vote on the Board of Directors except in the event of a tie. He/She shall have the authority to sign checks in absence of the Treasurer.
2. The VICE PRESIDENT shall, in the absence of the President, serve in that capacity. He/She shall also serve as a Parliamentarian and perform such other duties as may be assigned by the Board of Directors. The Vice President shall preside over all BOD Meetings.

3. The SECRETARY shall keep and preserve all records and minutes of the meetings of the regular membership and the ledger roll call to determine the number of voting members present so it may be known if a quorum is in attendance, shall keep a file system of membership.
4. The TREASURER shall keep accurate and complete records of the funds and accounts of this organization, and shall collect all dues and maintain a record thereof. He shall make only such disbursements from the funds of the organization as are directed by the Board of Directors and Article VIII hereof. The outgoing Treasurer shall be responsible for preparing the up and coming fiscal year budget to be voted on at the first Quarterly Meeting.
5. Indemnification Against Liability. The organization shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the organization from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the organization, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability. The rights accruing to any person under the foregoing provisions of this section shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the organization to indemnify or reimburse such person in any proper case even though not specifically herein provided for. The organization, it's directors, officers, employees, and agents shall be fully protected in taking any action or making any payment, or in refusing so to do, in reliance upon the advice of counsel. The Board of Directors shall, within its sound business judgment and discretion, have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the organization, or is or was serving at the request of the organization as a director, officer, employee, or agent of another organization, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the organization would have the power to indemnify him against such liability.

Article VIII

Expenditures and Finance

1. All monies received from all sources shall immediately be turned over to the Treasurer to be deposited in the checking account of the ROC - RTP Offroad Club.
2. The Treasurer is authorized to pay non-budgeted expenditures up to fifty dollars (\$50) without the prior approval of the Board of Directors or the membership. The treasurer may pay single non-budgeted expenditures over fifty dollars (\$50) and up to one hundred dollars (\$100) with the prior approval of a majority of the Board of Directors. Single non-budgeted expenditures in excess of one hundred dollars (\$100) must have prior approval of a majority of the membership present and voting at a scheduled quarterly meeting. All expenditures shall be made by check or debit card, and all checks must indicate purchase.

Article IX

Committees

1. The Board of Directors shall designate committees. The President shall assign each committee to a director who shall be responsible for its activities and who, with the approval of the Board of Directors, will appoint a committee chairperson.

Article X

Election of Officers

1. The membership shall meet and elect officers and directors for each upcoming fiscal year at the last quarterly business meeting. The newly elected officers shall take office at the start of the next quarter. Voting shall be in person, and not by proxy or mail.
2. The candidates for the office of Director must be regular members in good standing. The candidates for the offices of the Executive Committee consisting of the President, Vice President, Treasurer, and Secretary must be members in good standing for a minimum of one fiscal year. Nominations may be announced prior to the election by mail, to each member who is in good standing, at least two weeks prior to the general election. At all elections, nominations for each and every office of this organization may be made from the floor.
3. Balloting for each office shall be in separate successive sequence and will be held by secret ballot. All ballots for offices must be counted and checked by two members other than nominees.
4. A majority of votes cast is necessary for election to an office or position on the Board of Directors.
5. In the event of a vacancy in the office of Vice President, Secretary, or Treasurer, an election shall be called to elect a successor. In the event of a vacancy on the Board of Directors, the Board shall elect a successor.

Article XI

Recall

1. Any officer or director of the ROC - RTP Offroad Club may be recalled by a two third majority vote of the entire membership.

Article XII

Events

1. All events shall be subject to the approval by the Board of Directors. Events will be under the direction of a Trip Leader.
2. All events must be conducted in an orderly manner and with safety as the prime factor.
3. Anyone determined to be under the influence of alcohol or mind-altering drugs during any club event or violates any of the club rules or local rules set forth by the property owner is subject to immediate dismissal from the club by the Board of Directors.
4. All members, including the President, Vice President, Secretary, and Treasurer, are responsible to the direction of the Trip Leader and his/her assistants throughout the determined duration of an event.
5. No provisions are to be made to permit any member to join an event at any time or location if that provision decidedly interrupts the designated time schedule or plan for the event.
6. Any events held on private property must have property owner permission, and will be subject to liability releases.
7. Any guest under the age of eighteen (18) must be accompanied by or have written permission of a parent or guardian to drive in any club event. Members must take full responsibility for their guests.
8. All participants of a club sponsored trail ride whether a member or guest are subject to a tech inspection to verify compliance with the mandatory equipment list as outlined on the club website in order to participate in the said trail ride.

9. All members and guests participating in an event shall abide by the Motor Vehicle Code of the State concerned, and by the laws and regulations of the city, the county, or the circumstances involved.

10. During club sponsored trail rides, members in good standing may invite as many guests as their vehicle will carry, but no more than one guest driving an additional off-road vehicle that has passed our technical inspection. Exceptions to this will only be made in unusual circumstances with approval of the Trip Leader. This will assure that no club sponsored trail ride has too many participants, which affects the convenience and safety of those participating. Additionally, members inviting a guest driving his/her vehicle shall notify the Trip Leader of this guest prior to the trail ride. When a given trail ride is particularly popular (i.e. Many vehicles are expected) the Trip Leader may ask members to refrain from inviting additional guests with their own vehicles. Note: waivers obtained from all guests should be covered elsewhere in the by-laws.

11. All members and guests participating in an event shall sign a waiver of liability.

Article XIII

Rules and Procedures

1. Unless otherwise specified, Robert's Rules of Order (Revised) shall govern parliamentary procedure.

Article XIV

Amendments

1. These By-Laws may be amended by a two-thirds majority vote at a regular business meeting. Any proposed amendment to the By-Laws must be presented to the membership by electronic mail at least four (4) weeks prior to the regular membership meeting in which the vote is taken.

Article XV

Distribution of assets.

The assets shall be applied and distributed as follows:

(1) All liabilities and obligations of the corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;

(2) Assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements;

(3) Assets received and held by the corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational or similar purposes, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies or organizations engaged in activities substantially similar to those of the dissolving corporation, pursuant to a plan of distribution adopted as provided in this chapter;

(4) Other assets, if any, shall be distributed in accordance with the provisions of the articles of incorporation or the bylaws to the extent that the articles of incorporation or bylaws determine the distributive rights of members, or any class or classes of members, or provide for distribution to others;

(5) Any remaining assets may be distributed to such persons, societies, organizations or domestic or foreign corporations, whether for profit or not for profit, as may be specified in a plan of distribution.

Article XVI

Incorporating Members

1. Timothy Shawn Conver
2. Robert Thibodeau
3. Jimmy Smith
4. Anthony Kriaris Jr

Elected and effective as of the 27th day of February in the year 2019.