

# **By-Laws of CORVA**

## **The California Off-Road Vehicle Association**

### **By-Laws As Amended in Convention**

**California City, CA**

**March 31, 2007**

#### **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.

**ARTICLE IV  
MEMBERSHIP**

**Section 1**

**Membership shall be of three types as defined herein.**

**A. Family Membership**

Active members are individuals or families of individuals who are current in their dues and are interested in off-road vehicles.

**B. Associate Membership**

Associate members are representatives of manufacturers, wholesalers and dealers of vehicles, accessory equipment, services and/or parts for off-road vehicles who are current in their dues.

**C. Lifetime Membership**

Lifetime members are individuals or families of individuals who have paid a one-time membership fee as provided for in Article V, Section 4, and shall be recognized as paid-up members for the life of the Association.

**Section 2 Membership duration and limitations:**

- A. Membership shall be on an annual basis
- B. Any member may resign, provided written notice of such intention is given to the State Secretary of CORVA.
- 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 to be held within 30 days of notification of all involved parties.
- D. Any member who has not paid his dues within 60 days of expiration date shall automatically forfeit 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. Application shall be accompanied by annual dues and any applicable fees.

**ARTICLE V  
DUES**

**Section 1**

Dues for Family Membership shall be \$30.00.

**Section 2**

Dues for Associate Membership shall be a minimum donation of \$365.00 per year. Dues shall be payable within 60 days of expiration date.

**Section 3**

Dues may be raised or lowered by a 2/3 vote of the membership as represented by themselves or delegates present and voting at an Annual General Membership meeting, providing written notice of such intent is given to the entire membership.

**Section 4**

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 Regional officers, five from each region as follows: Regional Director, three Assistant Directors and Regional Secretary.

**Section 2**

The officers shall be active 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 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 may authorize one of the Vice Presidents to sign in his 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 except for the Nominating Committee. He/She shall also act as an advisor for the Board of Directors for one 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 administrating 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**

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 and organizations that may be involved in other education programs and activities. Provide coordination and communication between the CORVA Board of Directors and the CORVA/N2Dirt Board.

**E. Vice President, Sales & Marketing**

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 associate memberships. Responsible for brand building/co branding with target organizations and associate 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 Chairman 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 paid-up 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 has so authorized. If the Treasurer is unable to sign checks, he may, with the President's approval, authorize one of the Vice Presidents to sign in his stead. Two different signatures are required at all times. He/she shall at the discretion of the Board, arrange for 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.

**G. Secretary**

The Secretary shall take minutes at all General Membership and Board of Director Meetings, and shall write any required correspondence. 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 region, past and present. He/She shall forward all moneys to the State Treasurer promptly.

**Section 4 Vacancy of Regional Officers**

In the event of vacancy of any Regional Officer, the remaining officers 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**

Any officer may be recalled by a 2/3 majority vote of the membership as represented by themselves or delegates present, providing 75 percent of the recognized delegates are present and providing further that written notice of recall hearing is given to the membership 30 calendar days prior to said hearing.

**Section 6 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. Any 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, 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) 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 years except as follows: In 2008, the president, secretary, and vice-president of land use will serve for one year.

**Section 2                      Regional Officers**

- A.            Any 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, space and time permitting.
  
- C.            A plurality of votes cast is necessary for election to an office. All ballots must be counted and checked by three (3) 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.            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**

The Board of Directors, in the event of vacancy of any Association office shall meet within fifteen (15) days after such vacancy occurs and shall appoint an Acting Officer to hold office until the next annual meeting at which time the membership shall elect a successor as defined in Article X. The appointees shall meet all requirements for the office as defined by these by-laws.

**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 last term, but shall be denied to all chairpersons, News Editor, Delegate to National Outdoor Coalition, and subsequent past presidents who will act in an advisory capacity only. The voting privilege of the immediate past Association President shall only be granted for the year immediately following his 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, or by plurality vote of the membership represented at any Association meeting.

**Section 2**

All regional Committees shall be appointed or dissolved by the Regional Director or by plurality vote of the membership represented at any regional meeting.

**ARTICLE X  
VOTING AND DELEGATES**

**Section 1**

Family 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 family membership in their club who is a 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 an Association vote, and the letter shall stay on file until superceded.

**Section 3                      Qualifications for Non-Club Delegates**

- A. Any group of ten (10) or more Non-Club members may be represented by one (1) delegate and/or one (1) alternate.
- B. Each Non-Club delegate will have one (1) vote for each member they represent who is a member in good standing in CORVA.
- C. Each Non-Club delegate must present to the CORVA Secretary, prior to the close of registration to an Association vote, a petition signed by all members they represent. This signed petition is to be valid for that session only.

**Section 4                      Registration of Voting Members**

- A. All members wishing to vote in person at the Annual Membership Meeting or special meetings must register with the State Secretary prior to the close of registration for that session.
- B. A registration table shall be provided for proper registration of members at the Annual Meeting and special meetings.

**Section 5                      Voting Procedures**

- A. The Membership Chairperson shall submit to the State Secretary a current membership roster for voting eligibility certification.
- B. Votes may be cast only by properly registered members or properly credentialed delegates.
- C. All 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.

## **ARTICLE XI MEETINGS**

### **Section 1 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 so designates, one of the Vice Presidents, shall preside at all Annual meetings.

### **Section 2 Regional Meetings**

- A. An Annual Regional meeting shall be held within 45 days of the Annual State Meeting at a central location within the region which is to be determined by the regional director.
- B. 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.
- C. The Regional Director shall preside at all Regional meetings.

### **Section 3 Special Meetings**

- A. Special meetings shall be called by the President when deemed necessary or when requested by 25 percent of the general membership.
- B. Special Regional Meetings shall be called by the Regional Director when deemed necessary or when requested by 25 percent of the regional general membership.
- C. The membership shall be notified in writing, by mail at the last recorded address, not less than ten (10) days prior to said meetings.
- D. The Special Meetings shall be called not less than thirty (30) days after receipt of the written request.
- E. No business may be conducted at special meetings other than that for which the meeting was called.

### **Section 4 Quorum**

- A. Annual meetings shall require a quorum consisting of 2/3 of the CORVA officers.
- B. Regional Meetings shall require a quorum consisting of 2/3 of the regional officers.
- C. Special meetings shall comply with paragraph A or B of this section.

### **Section 5 Parliamentary Authority**

All meetings of the Association shall be conducted in compliance with "Robert's Rules of Order", latest revision.

### **Section 6 Board of Directors Meetings**

- A. The Board of Directors shall meet quarterly.
- B. A special Board of Directors meeting may be called by President provided notice of such meeting shall have been sent to all Board members not less than ten (10) days prior to said meeting.
- C. All Board of Directors meetings shall require a quorum of 50 percent of the elected board.
- D. General members shall be permitted to attend all Board of Directors meetings and testify or add input, but shall not be permitted to vote on any matter.

**ARTICLE XII  
REGIONS**

**Section 1**

The Association shall be divided into two (2) geographical regions. Each region is to be composed of such counties or parts thereof as are assigned it by the Board of Directors. 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	Toulumne
Del Norte	Merced	San Mateo	Trinity
El Dorado	Modoc	Santa Clara	Tulare
Fresno	Mono	Santa Cruz	Yolo
Glenn	Monterey	Shasta	Yuba
Humbolt	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 member located in a borderline city or county 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**

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 members of CORVA in good standing 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 subject to the direction of the Board of Directors.

**Section 2**

The annual audit is to be prepared by a licensed, certified public accountant firm which is registered with the State of California. This audit shall be at CORVA's expense.

**Section 3**

Additional audits may be requested by any member in good standing of CORVA. These audits are to be at the requester's expense, which is to be paid in advance. Should an infraction of the By-laws or State Law be found, the expense of the audit will be borne by CORVA and a finder's fee of ten (10) percent of the amount of discrepancy will be paid the requester.

**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. Additional disbursements may be allocated by the 2/3 majority vote of the Board of Directors.

**ARTICLE XV  
EXPENSES OF CORVA REPRESENTATIVES**

**Section 1**

The expenses of CORVA Officers and Representatives shall be paid. Payment is subject to the direction of the Board of Directors.

**Section 2**

All 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 approval by the President for the Board of Directors.

**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 or her compensation.

**Section 2**

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

**ARTICLE XVII  
BY-LAWS AMENDMENTS**

These by-laws may be amended or repealed by a 2/3 majority vote of the members represented at any Annual Meeting, provided a copy of the proposed change is mailed to each member at his last recorded address no less than forty-five (45) days prior to the time of the meeting which is to consider the change.

If a member has elected to forgo a mailed copy of the newsletter, the proposed changes will be posted on the CORVA web site and an email notification made to that member's last known email address. It is the member's responsibility to notify CORVA of his/her current email address.

**ARTICLE XVIII  
DISSOLUTION**

Should the Association be dissolved or become bankrupt, 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 national charity by the popular vote of the membership.

**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 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 membership to be recognized with the State Association.

**Section 3**

Any club with ten (10) or less members must have one hundred percent of their membership as paid-up CORVA members to become a recognized club within the State 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 specific purposes of this corporation.