

# **United Four Wheel Drive Associations**

## **BYLAWS**

Revised July 20, 2005

### **Article 1 NAME**

The name of the Association shall be: UNITED FOUR WHEEL DRIVE ASSOCIATIONS, INC. hereinafter referred to as United.

### **Article 2 PURPOSE**

United shall be a non-profit association organized primarily to assist and represent member Organizations in issues as they relate to the use of motorized vehicles on public and private lands. No financial obligation is intended by this declaration.

### **Article 3 OBJECTIVES**

Section 1. Engage in legislative advocacy regarding any and all legislation that would affect the activities of the members.

Section 2. Establish and maintain an interchange of information relating to four wheel drive Organizations problems and possible solutions.

Section 3. Cooperate with Organizations on land use and related problems. Develop guidelines and procedures for effective solutions to land use problems.

Section 4. Promote, develop and coordinate educational and scientific programs pertaining to safe and responsible use of motorized vehicles.

Section 5. Implement programs in cooperation with industry, wherein mutual assistance and support can be generated.

Section 6. Explore methods by which funds, grants, etc., can be obtained to conduct studies, surveys, public polls and other data relating to four wheel drive vehicle use on public and private lands.

Section 7. Inform and coordinate the input of members of United and other interested parties regarding pending and/or proposed legislation, land use planning or other action that would affect their activities.

Section 8. Assist government agencies in formulating policy concerning the development of areas and trails for four wheel drive vehicle use and related activities.

Section 9. Improve recreation, friendship, and unity of the four wheel drive groups through closer communication and organized activities.

#### **Article 4 FISCAL YEAR**

The fiscal year shall be the calendar year.

#### **Article 5 MEMBERSHIP**

Section 1. There shall be four (4) classes of membership: Organization, Individual, Associate, and Supporting.

Section 2. Organizations are the voting membership. An Organization is defined as an association, club, group, or similar entity that exists to serve the needs of four wheel drive enthusiasts. Businesses are not considered an Organization for these purposes.

Section 3. Associate memberships shall include those organizations identified in the Standard Operating Procedures as hereinafter set forth. They shall be nonvoting and may not hold elective office.

Section 4. Supporting memberships shall include those organizations identified in the Standard Operating Procedures as hereinafter set forth. They shall be nonvoting and not hold elective office.

Section 5. Individual Membership shall be unlimited. Individual memberships are non-voting except for Class 5 Ambassador members which shall be entitled to one (1) vote at meeting of the membership provided that the Ambassador Member attends the meeting in person and is properly credentialed.

#### **Article 6 DUES**

All membership dues are to be determined by the delegates and covered in the Standard Operating Procedures.

## **Article 7 DELEGATES**

Section 1. Each Organization in good standing shall be entitled to two (2) votes at meetings of the membership. Each Organization shall be entitled to additional votes tabulated on a scale that relates to the number of Organization members paying dues to United. Such additional votes shall be based on a sliding scale pursuant to Article 1 of the membership provisions of the standard operating procedures as hereinafter set forth. Such votes may be cast by a single delegate or cast by splitting the votes amongst 2 delegates of the Organization provided that the delegate(s) attends the meeting in person and are properly credentialed and seated at the meeting. Credentials can be proceedings from formal Organization meetings, written confirmation by the member Organization as to authority to represent, or other credentials as may be approved by United's Board of Directors. For these purposes an Organization in good standing is one which has paid its dues to date.

Section 2. Non-credentialed delegates may be seated by the United presiding officer after confirming with such delegate(s)' member Organization.

Section 3. Each Ambassador Member shall be considered a "delegate" for the purpose of casting one (1) vote at all meetings of the delegates, for the purposes of these by-laws.

## **Article 8 DELEGATES MEETINGS**

Section 1. One meeting shall be held each year. Notice shall be sent to all members not less than sixty (60) days prior to the meeting.

Section 2. Special meetings may be called upon approval of two-thirds (2/3) of the Board of Directors or by petition signed by five (5) member Organizations provided all member Organizations are notified not less than twenty-five (25) days prior to the meeting.

Section 3. The Delegates present from the member Organizations in good standing shall constitute a quorum at all Delegates meetings.

Section 4. The delegates must approve the budget for fiscal year following the date of the Annual Meeting and review for approval and modification the current year's budget. This does not prevent the Board from revising the budget if required.

Section 5. Any Organization may petition for removal of an officer, either elected or appointed, from office. The request shall be made in writing to the United President. If removing the President, request shall be made to the Vice-President. Said President or Vice-president shall facilitate a vote of the Delegates on said petition within 60 days after receipt. Removal of an officer will require a two-thirds (2/3) majority vote of the delegates. Vote may be taken by certified mail if necessary.

## **Article 9 VOTING**

Section 1. Votes may only be cast if the delegate(s) attend the meeting in person. Organizations are permitted to cast their votes by a single delegate representing such Organization or by two (2) delegates representing such Organization, provided that said Delegate(s) attend the meeting in person. No Organization may seat more than two (2) delegates at any meeting of the membership.

A delegate may only represent one Organization at any meeting of the membership except that Ambassador Members may cast their vote allocated to them as well as the votes they may carry as a representative of an Organization, provided that such delegates attend the meeting in person.

Proxy votes shall be permitted for International Associations outside North America. Such proxy shall be carried by the International Vice President.

Section 2. The President may cast one (1) vote in case of a tie.

## **Article 10 OFFICERS**

The officers shall be: President, Vice-president, International Vice President, Secretary, Treasurer, Immediate Past President and three (3) Directors-at Large.

## **Article 11 ELECTION OF OFFICERS**

Section 1. Nominees for office shall be members in good standing of good standing member Organizations.

Section 2. The President, Directors-at-Large and the Secretary, shall be elected on the even numbered years by a majority vote of the delegates.

Section 3. The Vice-presidents, and the Treasurer shall be elected on the odd numbered years by a majority vote of the Delegates.

Section 4. Elections shall be held at the first scheduled delegates meeting of the fiscal year.

Section 5. All terms of office shall be two (2) years.

**Article 12**  
**BOARD OF DIRECTORS**

Section 1. The Board of Directors shall consist of the elected officers.

Section 2. The Board of Directors shall manage the property, affairs and business of United.

Section 3. The Board of Directors shall meet at least two times per year at times and places agreed upon by the Board members. The Board shall also meet before and after each annual meeting of the delegates.

Section 4. The Board of Directors may conduct telephone conferences in lieu of physical meetings. Decisions reached by telephone meetings shall require a two-thirds (2/3) majority vote. A record of the teleconference shall be maintained by the Secretary and shall be distributed to the Board of Directors and the Delegates.

Section 5. Two-thirds (2/3) of the members of the Board of Directors shall constitute a quorum at all Board of Directors meetings.

Section 6. Any vacancy occurring in the Board of Directors caused by death, resignation, or removal shall be filled by a majority vote of the remaining Directors, though less than a quorum. The successor shall hold office until the next annual meeting at which time the Delegates shall elect a successor who shall hold office for the unexpired term of the Officer so replaced.

Section 7. Removal for Cause: Any Director or Officer may be removed at any time by the affirmative vote of a 2/3 majority of the Delegates voting, or by the affirmative vote of a 2/3 majority of the Board of Directors with opportunity to appeal to the general membership.

Section 8. If a Board member misses two consecutive board meetings without excuse by the majority of the Board of Directors, that member shall be considered as tendering a de facto resignation. Such resignation shall constitute a vacancy in the board to be filled according to Article 12, Section 6 of the by-laws.

Section 9. No officer shall receive compensation for any services he/she may render to the association as an officer; however, any officer may be reimbursed for his/her expenses. All expenditures over \$200.00, other than Board meetings, must have prior approval by the treasurer and vice-president.

**Article 13**  
**OFFICIAL PUBLICATION**

United's official publication shall be United's Voice.

**Article 14  
UNITED OFFICE**

The United Four Wheel Drive Associations Office will be supervised by the Secretary.

**Article 15  
AUTHORITY**

All proceedings shall be governed by these Bylaws, Standard operating Procedures promulgated by two-thirds (2/3) majority vote of the Delegates or by Robert's Rules of Order, Revised.

**Article 16  
AMENDMENTS**

Section 1. These Bylaws may be amended by two-thirds (2/3) majority vote of the Delegates present at any scheduled meeting of the Delegates. The delegates present from the member Organizations in good standing shall constitute a quorum for the purposes of this section.

Section 2. The Standard Operating Procedures may be amended by two-thirds (2/3) majority vote of the Delegates present at any scheduled meeting of the Delegates or two-thirds (2/3) majority vote of the Board of Directors at any Board meeting.

Section 3. All members shall be advised of proposed amendments to the Bylaws in writing no less than sixty (60) days prior to any scheduled meeting.

**Article 17  
DISSOLUTION**

Upon Resolution to dissolve voluntarily or decree ordering involuntary liquidation, the assets of United shall be distributed in accordance with the state laws governing such actions, in the state in which United is incorporated.