

# Utah 4 Wheel Drive Association Bylaws

Accepted 12/27/2007

v 2.2

## ARTICLE I: Association Name

The name of this organization shall be Utah 4 Wheel Drive Association; hereafter referred to as the Association and/or the U4WDA.

## ARTICLE II: Association Objective

U4WDA shall be a non-profit organization comprised of clubs, individuals, businesses, and other conservation minded groups, united to protect trails and byways, education of the public in the proper use there of, and to protect our right and heritage of backcountry travel.

## ARTICLE III: Individual Membership

Section 1: Any person that has a desire to work toward the betterment of four wheeling may become a member of the Association.

Section 2: There will be no limit to the number of Individual Members in the Association.

Section 3: Application for Individual Membership shall be submitted to the Membership Director of the Association. Such applications shall include the following:

1. Individual name
2. Club affiliation (if applicable)
3. Mailing address
4. Contact phone number(s)
5. Email address

Section 4: Annual dues for Individual Members are \$10.00 for an individual who is an active member of a 4x4 club which is a member of the Association, or \$15.00 for an individual not affiliated with a member 4x4 club. Dues are to be submitted to the Membership Director annually.

Section 5: Current Individual Members in good standing will be entitled to 1 (one) vote regarding Association matters. Members must be present to vote. No proxy votes will be allowed.

Section 5: Current Individual Members in good standing are entitled to hold elected office as defined in Article VII

Section 6: Current Individual Members in good standing are entitled to the following benefits:

1. 1 (one) U4WDA membership card
2. 2 (two) U4WDA stickers
3. 1 (one) year subscription to the Association's publication

Section 7: Individual Memberships expire 1 (one) calendar year after the submission of annual

dues. Individual Members who do not renew their membership within 30 (thirty) days following expiration will be removed from the Association roster. Members who have been removed from the Association roster due to expiration of membership will be reinstated according to the application process of a new member.

#### **ARTICLE IV: Club/Organization Membership**

Section 1: Any organization or four wheel drive club that has a desire to work toward the betterment of four wheel drive recreation may become members of the Association.

Section 2: There will be no limit to the number of clubs in the Association.

Section 3: Any club, within or outside the state of Utah will be considered for membership in the Association.

Section 4: Application for membership of a club shall be submitted to the Membership Director. Such applications shall include the following:

1. Club or organization name
2. Current mailing address
3. Number of current members
4. Date of organization
5. Current names and contact information of officers
6. Signature of officers or trustees.

Section 5: Submitted applications will be accompanied by a set of bylaws which are used to govern the club or organization making the application. The Membership Director has the discretion to waive this requirement.

Section 6: All prospective club/organization membership applications to the Membership Director will be voted upon at the next Board of Directors meeting. A majority vote cast by the “active” Board Members as defined in ARTICLE VI, Section 4 present will determine membership acceptance.

Section 7: Upon the withdrawal of a member club/organization from the Association for any reason, all Association identification and property being used by the club will be returned to the Quartermaster immediately. The president of the withdrawing club/organization will be responsible for returning said property.

Section 8: All clubs, to maintain their membership in good standing, will abide by any and all Association bylaws and directives. Failure to abide by these bylaws and directives shall be cause for immediate dismissal upon majority vote of the “active” Board Members as defined in ARTICLE VI, Section 4 present at any regular or special meeting.

Section 9: No annual dues are required assuming majority of said club/organization has current “Club Member Individual Memberships”. If the majority of said club/organization members do NOT have current “Club Member Individual Memberships”, annual dues shall be \$50.00 and due annually based on the date last paid.

#### **ARTICLE V: Business Membership**

Section 1: Any local, statewide, national, or international business firm or association that has a desire to work toward the betterment of four wheel drive recreation may be eligible to become a Business Member of the Association.

Section 2: There will be no limit to the number of Business Members in the Association.

Section 3: Application for membership of a Business Member shall be submitted to the Membership Director. Such applications shall include the following: (NOTE: Just fixed numbering)

1. Business name
2. Location of business
3. Contact person
4. Contact phone number(s)
5. Date of application.
6. Signature of contact person

Section 4: All prospective Business Membership applications sent to the Membership Director will be voted upon at the next Board of Directors meeting. A majority vote cast by the “active” Board Members as defined in ARTICLE VI, Section 4 present will determine membership acceptance.

Section 5: Each paid Business Member shall be entitled to 1 (one) vote regarding Association matters. Members must be present to vote. No proxy votes will be allowed.

Section 6: Upon the withdrawal of a Business Member from the Association for any reason, all Association identification and property being used by the Business Member will be returned to the Quartermaster immediately. The contact person of the Business Member will be responsible for returning said property and removing all official Association name(s) and or logo(s).

Section 7: All Business Members, to maintain their membership in good standing, will abide by any and all Association bylaws and directives. Failure to abide by these bylaws and directives shall be cause for immediate dismissal upon majority vote of the “active” Board Members as defined in ARTICLE VI, Section 4 present at any regular or special meeting.

Section 8: Annual dues are to be submitted to the Membership Director or paid directly to the Treasurer via invoicing. Amounts for various levels of Business Membership are defined as follows:

Standard Business Member:	Cash \$150 or “In Kind” Donation of \$300
Silver Business Member:	Cash \$250 or “In Kind” Donation of \$500
Gold Business Member:	Cash \$500 or “In Kind” Donation of \$1000
Platinum Business Member:	Cash \$1000 & Up or ”In Kind” Donation of \$2000 & Up

Section 9: Current Business Members in good standing are entitled to the following benefits:

1. Business Members may display Association decal, plaque, or certificates at place of business.
2. Business Members are entitled to advertising space in the Association’s publication. Advertising specifications, rates, and duration are set by the current Magazine Editor.
3. Business Members will be listed as such on the Association’s website.

4. Upon written approval from the Board of Directors, the Business Member may be allowed to use the name and/or official logo(s) of the Association in other mediums of advertising or display.
5. Other benefits as determined by the Board of Directors.

## **ARTICLE VI: Board of Directors**

Section 1: The Board of Directors shall consist of those Individual Members of the Association elected or assigned to serve on the Board.

Section 2: The Board of Directors shall manage the property, affairs and business of the Association, and conduct any matters necessary for the good of the Association.

Section 3: Each member club/organization of the Association is entitled to designate a member of their club/organization to the Board of Directors.

Section 4: A Board Member (elected or appointed) shall be considered an "active" Board Member based upon his/her attendance at U4WDA functions. Each BOD member must attend (either in person or via official teleconference) at least 1 (one) Board of Directors meeting each quarter unless excused by a majority of the "active" Board Members present. Failure to comply with these stipulations will result in a status of "inactive".

Section 5: A Board Member that has become "inactive" as per ARTICLE VI, Section 4 must participate in a minimum of 2 meetings in consecutive quarters and one other U4WDA event during the same time period in order to be considered returned to "active" status.

Section 6: Board Members can be added to the Board of Directors by one of two methods.

1. Any "active" Board Member as defined in ARTICLE VI, Section 4 can nominate a U4WDA member to serve on the Board of Directors by announcing such nomination at any regularly scheduled meeting of the Board of Directors. Following this nomination, a vote by the "active" Board Members (as defined in ARTICLE VI, Section 4) present is to be conducted to approve or reject the nomination.
2. The President of the Association may appoint any U4WDA member to the Board of Directors at any time. However, this appointment must be voted on and approved by the "active" Board Members (as defined in ARTICLE VI, Section 4) present at the next regularly scheduled Board of Directors meeting to approve or reject the appointment.

Section 7: Board Member terms will last 2 (two) years. Any individual can be voted to the Board of Directors for an unlimited number of terms as long as the Board Member is voted on at least once every 2 (two) years.

## **ARTICLE VII: The Election and Assignment of Officers**

Section 1: Officers will be elected from the "active" Board Members as defined in ARTICLE VI, Section 4. A majority vote from the "active" Board Members present at any meeting constitutes the authority to assign Board Members to any Officer position. The President of the Association can also assign "active" Board Members to an Officer position in the event of an emergency or vacancy.

Section 2: Only “active” Board of Director Members as defined in ARTICLE VI, Section 4 are eligible to serve as Officers of the Association.

Section 3: Board Members assigned to an Officer position will be replaced by the President or Board of Directors vote upon becoming “inactive” as defined in ARTICLE VI, Section 4.

Section 4: Any elected or appointed Officer will be issued a written “Warning of Dereliction of Duties” upon failing to complete his or her duties during any time period. The “Warning of Dereliction of Duties” will be issued at the discretion of the President, or by a majority vote of the “active” Board Members as defined by ARTICLE VI, Section 4 present at any meeting.

Section 5: Any elected or appointed Officer who continues to neglect his or her assigned duties after a written “Warning of Dereliction of Duties” has been submitted per ARTICLE VI, Section 4 will be removed from their Officer position 3 (three weeks) following the written notice.

Section 6: Terms of each Officer will be for 2 (two) years and there shall be a 2 (two) term limit on the number of times an officer may succeed him or herself in that Officer position.

Section 7: The Board of Directors reserves the right to make changes as necessary for the good, preservation, strength and well being of the Association as needed.

### **ARTICLE VIII: Officer Positions and Duties**

Section 1: Temporary Officer positions can be created at the discretion of the President or Board of Directors in the event that the need for such a position arises.

Section 2: The President of the Association shall be responsible for the following duties:

3. Shall exercise general supervision of the Association.
4. Shall conduct membership and Board of Directors meetings.
5. Appoint all committees and committee members to serve under the supervision of the President.
6. Sign checks in the absence of the Treasurer.
7. Shall count and record the results of all Association votes.
8. If an Officer position becomes vacant, the President shall temporarily assign their duties to other Officers or Volunteers until a replacement Officer can be elected.
9. All other duties as required by the Board of Directors.

Section 3: The Vice President(s) of the Association shall be responsible for the following duties:

1. Shall work with club representatives to help organize their events and clean-ups when necessary.
2. Act as President in the absence of the President.
3. Maintain contact and communication with all member clubs.
4. Report on each member club’s activity at each Board of Directors meeting.
5. All other duties as required by the Board of Directors.

Section 4: The Treasurer of the Association shall be responsible for the following duties:

1. Sign checks as necessary.
2. Handles all Association finances using a financial ledger.
3. Shall provide a monthly financial report at the Board of Directors meetings.

4. Prepare and provide end of year financial summary.
5. Prepare and pay all required tax documents and liabilities.
6. All other duties as required by the Board of Directors.

Section 5: The Membership Director of the Association shall be responsible for the following duties:

1. Shall accept and record all membership applications, and maintain a current and accurate Membership Roster.
2. Provide the updated Membership Roster to the President and Vice President(s) at each Board of Directors meeting.
3. Notify members if annual dues are overdue.
4. Issue membership cards to all active members.
5. All other duties as required by the Board of Directors.

Section 6: The Administrative Secretary of the Association shall be responsible for the following duties:

1. Handles and documents all Association communications.
2. Maintains a schedule of all Association events including but not limited to trail rides, conventions, service projects, and meetings.
3. Records Association event attendance.
4. Records and maintains Board of Directors meeting minutes, and publishes these minutes to the Board of Directors.
5. Maintains the list of Board of Directors members, their respective election and expiration dates, and active or inactive status.
6. Maintains Association records such as tax documents, bank account information, website account documentation, list of past events, and any other documents needing to be maintained by the Association.
7. All other duties as required by the Board of Directors.

Section 7: The Magazine Editor of the Association shall be responsible for the following duties:

1. Shall coordinate and manage the production of the Association's official publication.
2. Reports to the Board of Directors the costs associated with magazine production and delivery at each Board of Directors meeting following the printing of any issue.
3. All other duties as required by the Board of Directors.

Section 8: The Land Use Director of the Association shall be responsible for the following duties:

1. Coordinates and communicates with local and national land use advocates.
2. Communicates with state and local land managers monthly to discuss needs, issues, and opportunities for U4WDA.
3. Reports activity at each Board of Directors meeting.
4. Informs Activities Committee Director (or the appointed Activities Committee Member) of service project opportunities.
5. Coordinates efforts of the Activities Committee Director (or the appointed Activities Committee Member) and land managers for service projects.
6. All other duties as required by the Board of Directors.

Section 9: The Activities Committee Director of the Association shall be responsible for the following duties:

1. Coordinating the efforts of the Activities Committee.
2. Organizing service projects, conventions, trail rides, and other activities for the Association with the assistance of the Activities Committee Members.

3. Report on the progress and status of the Activities Committee at each Board of Directors meeting.
4. All other duties as required by the Board of Directors.

Section 10: The Activities Committee Member(s) of the Association shall be responsible for the following duties:

1. Shall assist the duties of the Activities Committee Director.
2. Shall accept and complete assignments from the Activities Committee Director.
3. All other duties as required by the Board of Directors.

Section 11: The USA-ALL Delegate of the Association shall be responsible for the following duties:

1. Stay in contact with USA-ALL.
2. Coordinate efforts with USA-ALL.
3. Report the condition, plans, and needs of USA-ALL at each Board of Directors meeting.
4. All other duties as required by the Board of Directors.

Section 14: The Blue Ribbon Coalition Delegate of the Association shall be responsible for the following duties:

1. Stay in contact with BRC.
2. Coordinate efforts with BRC.
3. Report the condition, plans, and needs of BRC at each Board of Directors meeting.
4. All other duties as required by the Board of Directors.

Section 15: The United Four Wheel Drive Association Delegate of the Association shall be responsible for the following duties:

1. Stay in contact with UFWDA.
2. Coordinate efforts with UFWDA.
3. Report the condition, plans, and needs of UFWDA at each Board of Directors meeting.
4. All other duties as required by the Board of Directors.

Section 16: The Quartermaster of the Association shall be responsible for the following duties:

1. Maintains and stores Association property not already assigned to another Board Member.
2. Makes arrangements to provide Association property or supplies to Board Members in need of such items.
3. All other duties as required by the Board of Directors.

Section 17: The Webmaster of the Association shall be responsible for the following duties:

1. Maintains and administrates the U4WDA website, u4wda.org email, and the U4WDA BOD Forum.
2. Updates the U4WDA website with the latest event schedule and information.
3. Maintains U4WDA domain names and online accounts.
4. Reports website traffic statistics at each Board of Directors meeting.
5. All other duties as required by the Board of Directors.

Section 18: The Public Relations and Communications Officer of the Association shall be responsible for the following duties:

1. Work with other Board Members to communicate with members regarding upcoming events, service projects, “calls to action”, and meetings
2. Uses community forums, emails, phone calls, and mailings to communicate with members.
3. Works with local and national media to increase exposure for the Association.
4. All other duties as required by the Board of Directors.

Section 19: The Marketing Director of the Association shall be responsible for the following duties:

1. Works with the Magazine Editor to develop “house ads” promoting U4WDA for placement in the Association’s publication.
2. Develops marketing messages and campaigns for the Association.
3. Manages the production of brochures, business cards, flyers, posters, leave-behind cards, advertisements and any other marketing materials for the Association.
4. All other duties as required by the Board of Directors.

Section 20: The Historian of the Association shall be responsible for the following duties:

1. Maintain a historical record of the Association.
2. Maintain physical storage of media clippings, historical maps, publications, marketing materials, and any other printed material produced by, for or in relation to the Association.
3. All other duties as required by the Board of Directors.

Section 21: The Trail Patrol Coordinator of the Association shall be responsible for the following duties:

1. Define Trail Patrol programs, education materials, and requirements for Association Trail Patrol activities.
2. Organizes Trail Patrol training sessions for the Association and its member clubs.
3. Documents and organizes documentation for Trail Patrol activities conducted by the Association and its member clubs.
4. Presents completed documentation to the Association President and Association Land Use Director for submission to appropriate land managers and governing agencies.
5. All other duties as required by the Board of Directors.

## **ARTICLE IX: Meetings**

Section 1: Board of Directors meetings will be held monthly, and will be held on a specified date and time determined from the previous meeting.

Section 2: General Association member meetings will be called at the request of the President or other Board Members. A minimum of 1 (one) week notice must be given for such a meeting.

Section 3: Under extraordinary circumstances, a ‘Special Meeting’ of the Board of Directors may be called by the President. A minimum of 1 (one) week notice must be given for such a meeting.

Section 4: All meetings of the Association will be open to the general membership.

## **ARTICLE X: Voting**

Section 1: Voting of official Association business will be done only by “active” Board Members as defined in ARTICLE VI, Section 4.

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

Section 3: All voting will be a majority vote from the active Board Members present.

Section 4: Board Members are allowed to vote either in person or via the official teleconference setup for each meeting.

## **ARTICLE XI: Recall of Office**

Any Officer of the Association may be recalled by 2/3 (two-thirds) vote of all the general Association membership OR a 2/3 (two-thirds) vote of “active” Board Members as defined in ARTICLE VI, Section 4 present at any meeting OR by the President in the event of an emergency.

## **ARTICLE XII: Amendments to the Bylaws**

Section 1: Any member in good standing may propose a change in the U4WDA Bylaws. It must be submitted in writing, and signed by the proposing member or members and be submitted to the Board of Directors no later than 2 (two) weeks prior to a regular Board Meeting or upcoming Convention.

Section 2: Bylaws can be changed by a majority vote of all “active” Board Members as defined in ARTICLE VI, section 4 present at a Board of Directors meeting.

Section 3: Bylaw change proposals must be submitted in writing to the President and Administrative Secretary at least 2 (two) weeks prior to voting.

Section 4: Any Bylaw changes will be presented to the membership at the next Association general meeting.

Section 5: Bylaw changes become effective immediately following approval by the Board of Directors.

Section 6: In the event of any change, the Bylaws will be reprinted within 30 (thirty) days of the amendment change, and they will be available to the membership no later than 30 (thirty) days from the amendment change.

## **ARTICLE XIII: Dissolution**

In the event of dissolution of U4WDA, all Association monies shall be donated to the Utah Shared Access Alliance, Blue Ribbon Coalition, United Four Wheel Drive Association, as

determined by the Board Members. All distribution of funds shall be in accordance to the governing tax laws and liabilities.

#### **ARTICLE XIV: U4WDA Open Access Fund**

Section 1: The Association Treasurer will maintain a separate financial account called the U4WDA Open Access Fund. The U4WDA Open Access Fund will be an account in addition to the general operating account of the Association.

Section 2: All general or specific “land use” donations will be transferred into the U4WDA Open Access Fund account.

Section 3: A minimum of twenty-five percent of net receipts from any event, fundraising raffle, or untargeted donation will be deposited into the U4WDA Open Access Fund account. This requirement will be waived if the Board of Directors decides by majority vote of “active” Board Members as defined in ARTICLE VI, Section 4 to forego such deposit.

Section 4: Fund dispersal from the U4WDA Open Access Fund is restricted to land use related expenditures. These expenditures include, but are not limited to:

1. Donations to active legal suits whether through direct payment to attorneys or indirect payment through appropriate land use organizations.
2. Grants for specific volunteer projects executed by the Association, its member clubs, or like-minded organizations.
3. General donations to like-minded land use organizations.

Section 5: If necessary, moneys in the U4WDA Open Access Fund can be used for general Association purposes in the event of a financial emergency that threatens the health or viability of the Association. Such use of the U4WDA Open Access Fund requires a majority vote by “active” Board Members as defined in ARTICLE VI, Section 4.