

The Over The Hills Gang ATV Club

BY-LAWS

ARTICLE I - Name and Purpose

Section 1. The name of this club shall be The Over The Hills Gang ATV Club. All references to the club within this document shall include the Board of Directors and members. ATV is an abbreviation for All-Terrain Vehicle.

Section 2. The purposes of this club are:

- To stimulate and advance the general welfare and safety of ATV recreation
- To provide a medium for the exchange of ATV recreation information;
- To develop a fraternal spirit among local ATVers and other recreational enthusiasts;
- To serve the interests of ATV Riders
- To promote ATV Safety
- To support member ATV owners and Riders against discriminatory legislation, regulations and burdensome taxation
- To own or lease property for club uses
- To perform all desirable and lawful functions for the successful operation of the club and in the public interest
- To have fun
- To support the use and assist in the development of ATV trails.
- To apply for credit, or loans, to support the purchase of trail equipment, or temporary payment of invoices while grant request for reimbursements are processed

ARTICLE II - Membership

Section 1. Membership in the club shall consist of the following class(es):

- a) Active Members, including individual and family. Active membership is available to all ATV owners and enthusiasts, without regard to race, ethnicity, national origin, sex, sexual orientation, gender identity and expression, religion, or disability. An active member must be at least eighteen years old. A family membership includes up to two adults and children under the age of 18 residing in the same house. Children under the age of 18 are encouraged to participate in club activities but are not allowed to vote or hold office.
- b) Associate Members. Associate membership is available to any business. An associate membership may delegate one person to represent that membership. That person then becomes an Active Member, gets one vote and can run for office. Any other individual employed by an associate membership may join the club as an active member and receive all the rights established for that membership.

Section 2. Applications for membership shall be made in writing delivered to the club on the appropriate membership application form, or through the Over The Hills Gang website using the online membership application or renewal forms.

Section 3. A member may resign from the club at any time upon written notice to the club.

Section 4. Membership in the club may be terminated in the event of action not consistent with the By-Laws of the club, or delinquent member dues of 12-months or greater. Termination proceedings will require a majority vote of those members in attendance at a club meeting.

ARTICLE III - Dues

Section 1. Club dues, as well as the time for dues payment shall be determined from time to time by action of the Board of Directors. Any suggested increase in dues shall be brought up and voted on by the club at a membership meeting.

Section 2. The dues payable to this club shall be sufficient to include membership only in The Over The Hills Gang ATV Club. Annual Membership period runs from March 1st to February 28.

Section 3. Payment of dues is required before May 1st, to remain in active member status. Membership dues paid after September 1st will be applied for the following year's membership period. Only those active members with current dues paid are allowed to vote on any club issue, or hold Board of Director or Committee positions

Section 4. The Over The Hills Gang ATV Club supports the All-Terrain Vehicle Association of Minnesota, (ATV MN), but does not require membership in this organization to be a member of this club. Club membership dues do not include membership in ATV MN. A minimum of one Executive Board Officer is required to be a member of ATV MN to maintain credentials as an ATV MN Club.

ARTICLE IV -Fiscal Year

Section 1. The fiscal year of the club shall commence on the first day of August and end on the thirty-first day of July.

ARTICLE V - Management

Section 1. The management of the club is vested in the Board of Directors

Section 2. The Board of Directors shall discuss overall direction and operation of the club. All decisions of the Board of Directors shall be brought to the club members to be voted upon at the next meeting.

ARTICLE VI – Board of Directors

Section 1. The Board of Directors is made up of Executive Board Officers consisting of President, Vice-President, Treasurer, Secretary, Grant Manager and Directors consisting of Trail Coordinator #1, Trail Coordinator #2, Trail Coordinator #3 and Director-at-Large. The number of Trail Coordinators is determined by every 25-miles of trail maintained by the club.

Section 2. The Board of Directors shall be elected from the club membership by plurality vote of qualified voters who attend the annual meeting held in the month of October. Vacancies occurring between such elections shall be filled for the unexpired term by the Board of Directors at any meeting. The Board of Directors shall appoint a member to replace the leaving Officer or Director until the following election for that position is held.

Section 3. All Officers and Directors shall take office immediately upon election and hold office for a term of two years or until their successors are elected and qualified. The terms of President, Secretary, Grant Manager, and Trail Coordinator #1 end in years ending in an even number. The term of the Vice-President, Trail Coordinators #2 & #3, Treasurer, and Director At-Large end in years ending in an odd number.

Section 4. The President shall preside at all meetings of the club, Chair of the Board of Directors, unless designated to another officer. He or She shall be a member ex-officio of all committees except the nominating committee and have oversight of the Media & Communications Committee. President shall provide a secure location for the retention of all club records necessary for the on-going operations of the club. The President shall be the club contact for the public and external organizations or may designate a club member(s) to fill club contact roles.

Section 5. The Vice-President, during the absence, temporary incapacity, or vacancy of the President, shall perform the duties and have the powers of the President. The Vice President shall have oversight of the Marketing & Events Committee's.

Section 6. The Secretary shall keep all club records, except financial and grant records, including minutes of meetings, roster of club members, list of committees and their members; shall send out notices of meetings, and discharge all the usual secretarial functions of the office required by these By-Laws. When requested, the Secretary shall provide a membership roster, current By-Laws, and list of all committees to each Officer. The Secretary shall also provide a copy of the By-Laws to any member requesting a copy. The Secretary shall have oversight of the By-Laws and Nominations Committee.

Section 7. The Treasurer shall keep all financial records of the club and have charge of its funds. He or she shall keep all the funds in a bank approved by the club and in the name of the club. Accounts subject to the withdrawal by check shall have two officers sign each check. He or she shall disperse such funds of the club under direction of the club Officers, or by an approved motion during club meeting. Trail expenses shall be paid, and income from grant reimbursements shall be deposited with the approval of the Grant

Manager. A Treasurer's report shall be prepared for each Board of Directors and club meeting, including a financial recap of each Club Event. Membership dues received from the Membership Committee shall be deposited into the bank. Treasurer shall submit financial documents each year for Tax Preparation by a certified public accountant and ensure status of 501(c)4 non-profit designation. Treasurer shall have oversight of Membership and Quartermaster Committee.

Section 8. The Grant Manager shall be the club contact between the Grantor and the Club. They will apply, track expenses, submit requests for reimbursement, update club, and close out all trail grants including, but not exclusive, to the Minnesota Trail Assistance Program, aka Grant-In-Aid, Federal Recreational Trail Program, Manufacturer Grants, Chamber and County grants. Duties include coordination with Treasurer on the approval and payment of contractor and trail invoices, recording of volunteer work logs, and coordination with Trail Coordinators on trail repair or improvement priorities. Incumbent shall ensure Trail Liability insurance meets Grant-In-Aid requirements and is current. They should stay current with all grant policies, manuals, and attend required training by Grantors. Grant balances, with record of receipts and disbursements, shall be communicated at each regular club meeting. Grant Manager shall have oversight of Safety Committee and Trail Coordinators.

Section 9. Trail Coordinators #1, #2, & 3 are Club Directors and part of the Board of Directors. Trail Coordinators shall keep track of trail conditions on the (Emily /Outing /Moose River and Emily Blind Lake ATV Trails), meet with government representatives, the public, and club members, as necessary or requested by Grant Manager to discuss trail issues, and determine, along with other club members and officers, what is needed for the trails to meet Grant-In-Aid program guidelines. They shall submit volunteer work logs and trail expenses in a timely fashion to Grant Manager. They should attend trail workshop training to keep up to date on the latest trail maintenance techniques. They shall meet with Grant Manager at the end of each ATV season to discuss next year's trail needs.

Section 10. Director at Large is a member of the Board of Directors. Director is assigned specific duties or responsibilities by Officers as required.

Section 11. The Board of Directors shall be the governing body of the club except when meetings of the club are in session. All matters affecting the policies, aims and means of accomplishing the purposes of the club not specifically provided for in this constitution or by action of the membership at a regular or special meeting shall be decided by the

Board of Directors. The board shall meet at the call of any Officer. A report on all actions taken by the Board of Directors shall be made to the membership at the next following meeting. A majority of the members of the Board of Directors shall be required for a quorum.

Section 11. All Officers shall have such other powers and duties as are required by law.

Section 12. Removal of Officers and Directors. Any Officer or Director not abiding by these By-Laws may be removed by a majority vote club members at a regular scheduled meeting with 30-day notice to the membership.

ARTICLE VII - Committees

Section 1. The Board of Directors may create standing committees which are permanent committees responsible for ongoing duties, consisting of, but not limited to:

- a) Media & Communications - Keep club website up to date. Post information about club activities on Social Media platforms such as Facebook, YouTube, and Instagram. Create Club Newsletters or special announcements. Committee shall work under oversight of President
- b) Marketing - Create ad campaigns for fund raising events. Chair or designate will be the club contact with Business Sponsors and Chamber. Create and sell club apparel or merchandise. Committee shall work under oversight of Vice-President
- c) Events - Plan calendar and logistics of the annual Club events. Coordinate with Marketing and Media & Communications. Committee shall work under oversight of Vice-President
- d) By-Laws - Keep By-Laws current and periodic update at request of Officers. Answer questions related to by-laws interpretation. Committee shall work under oversight of Secretary.
- e) Nominations - Manage the collection of nominations for outgoing Club officers and Directors and recruit members for committees. Committee shall work under oversight of Secretary.
- f) Membership – Process club membership applications and renewals. Process collection of membership dues monthly, deliver dues payment to Treasurer and update membership roster for member status. Work with Marketing and Media & Communication. to recruit new members. Committee shall work under oversight of Treasurer.
- g) Safety – Committee duties and members include Club Safety Officer contact with ATV MN, coordinate with Media & Communications to communicate safety info to the community, Planning and Facilitation of Annual ATV Safety Training, Certified MN DNR ATV Safety Instructors, Certified MN DNR Volunteer Trail Ambassadors (TA's), keeping club safety brochure current, ordering current year OHV regulation books for members, coordinating Trail Ambassador grant program with MN DNR, coordinating TA grant reimbursements and expenditures with Treasurer. Committee shall work under oversight of Grant Manager.
- h) Quarter Master – (Club Storage) – Committee duties include manage club storage locker, organization, yearly cleaning, coordinating rental payments with Treasurer, researching

local storage options, keeping an inventory of club assets, including safety training equipment, trail equipment, and assets stored remote of storage locker. Committee shall work under oversight of Treasurer.

Section 2. Each Committee shall elect a chairperson, responsible for updating the club on committee actions /or lack thereof during regular club meetings

Section 3. The Board of Directors may create temporary committees for the purpose of a task(s) or function(s) for a specified time or until its purpose is accomplished

ARTICLE VIII – CLUB MEETINGS

Section 1. The Annual Meeting of the members of the club is held in October at the time and place designated by the Board of Directors. The major business of this meeting shall be the election of Officers and Directors.

Section 2. Regular meetings of the members of the club shall be held the first Saturday of the month at a time and place fixed by resolution or changed by resolution at previous meeting. The date and place of the next meeting will be announced at the current meeting. It is understood that normal monthly meetings will not be held in November, December, January, of each year.

Section 3. Special meetings of the club may be called by any Officer, or by any group of 15 active members by giving adequate notice of the time, place, and purpose of such special meetings.

Section 4. The active members present at any duly called meeting shall constitute a quorum. Any formal action taken at any meeting of the membership shall require a majority vote of these active members present. Each active member who is current in his or her dues shall be entitled to one vote.

Section 5. The Board of Directors shall meet at the call of any Officer. A majority of members of the Board of Directors is required for a quorum. Club members may override decisions of the Board.

ARTICLE IX - Election Procedures

Section 1. A "qualified voter" is an active member whose dues are current. Associate members may not vote or hold office in the club except for the one delegated representative of the Associate Member as outlined in ARTICLE II Section 1. b).

Section 2. To be eligible to hold office a member must be a qualified voter.

Section 3. Officers and Directors elected by Motion to Nominate - Popular Vote Wins Whether Written or Verbal.

Section 4. On or before July club meeting, the nominating committee should be formed to begin asking incumbents, or recruit members for end of term board positions. Any interested candidate for office should contact the committee chair. At the September meeting, the Chair will announce nominations for each position. At the annual meeting in October, the members present shall vote in the new officers either in writing or by verbal vote at the nominating committee's choice.

ARTICLE X - Miscellaneous Provisions

Section 1. Roberts Rules of Order revised shall be the guide in all cases to which they are applicable and in which they are not consistent with these By-Laws.

Section 2 – Conflict of Interest

Grant Related: Club Leadership (officers and those making decisions on expenditures) must avoid actual or potential / perceived conflicts of interest when conducting club business and managing GIA funds. Club leadership with an actual or potential / perceived conflict must disclose it to the club's officers, ensure the disclosure is recorded in meeting minutes and abstain from related decisions. Failure to do so may result in disciplinary action or affect the club's eligibility for reimbursements and future grant funding.

Club Related: If any member of the Over the Hills Gang ATV Club, its Board of Directors, which includes club officer positions of the President, Vice-President, Treasurer, Secretary, Grant Manager, and Directors including Director at Large, and Trail Coordinators #1, #2, and #3, have a financial or personal interest, that may in any matter coming before the Board, shall disclose the nature of that interest prior to discussion or vote. The interested person shall not participate in the vote on the matter, and the remaining club and/or board members shall determine whether the transaction or arrangement is fair, reasonable, and in the best interest of The Over the Hills Gang ATV Club. The disclosure and action taken shall be recorded in the club meeting minutes.

ARTICLE XI - Amendments

Section 1. These By-laws may be amended by the affirmative vote of a majority of the active members attending the annual meeting or at any club meeting provided 30 days' notice of intent to amend is given.

ARTICLE XII- Splitting of the Club

Section 1. If the club should split, the assets and liabilities shall be distributed in proportion to the continuing and splitting members. The Board of Directors shall determine the value of the current assets and shall determine which assets shall remain with the current club and which shall be transferred to the splitting club.

ARTICLE XIII - Dissolution

Section 1. If this club shall disband, all assets shall be disbursed as determined by the Board of Directors and approved by the club.

The foregoing bylaws were approved by a majority of the active members present at a meeting of the membership of the above organization.

Revised: March 4, 2023, by Perry May (By-Laws Committee Chair)

Revised April 28, 2026, by Perry May (By-Laws Committee Chair)

Revised June 6, 2026, by Perry May (By-Laws Committee Chair)