

By-Laws  
of  
Hudson Valley 4 Wheelers, Inc.



Approved and Accepted: August 10, 2009

**I: GENERAL INFORMATION**

- A: This organization shall be known as Hudson Valley 4 Wheelers, Inc. (HV4W).
- B: HV4W is a private, not-for-profit corporation, incorporated under the laws of the State of New York.
- C: The fiscal year for HV4W shall be from January 1 through December 31.
- D: The official website is [www.hv4w.org](http://www.hv4w.org)
- E: All official communication will be posted on the website.

**II: OBJECTIVES**

- A: Providing social, recreational, and educational activities for its membership.
- B: Participating in and supporting civic activities for the betterment of the local area.
- C: Promoting safe and sensible operation of 4-wheel drive vehicles.
- D: Promoting conservation and ecology by becoming involved in related projects in the local area as well as on a national level.
- E: Help to develop Off Highway Vehicle Areas and maintain access to roads appropriate for use by four wheel drive vehicles.
- F: Working towards resolution of legislative issues that relate to use of certain land(s).

**III: MEMBERSHIP AND DUES**

- A: Owners of four-wheel drive vehicles and other interested parties age are eligible for membership in HV4W.
- B: Application for membership in HV4W is done through the HV4W Secretary. Applications for membership will be accepted at any time during the year; however, membership dues will not be prorated for partial years.
- C: All members must conduct themselves in a respectable and orderly fashion, in or out of HV4W activities. Any member disgracing HV4W in the public eye will be immediately subject to expulsion from HV4W per Article XII:.
- D: Membership in HV4W will not be limited by number and will be open to new membership applications throughout the year.
- E: HV4W does not discriminate as to sex, color, race, national origin or religion.
- F: Dues of this organization shall be determined by the Board of Directors and approved by the membership. Dues are due by January 1 of each year. If membership dues are not received by January 1 of each year, the membership will be terminated and the member's name will be dropped from the roster.
- G: In the event that HV4W elects to become affiliated with another organization, and that organization requires that the members of it's affiliates pay dues to the organization, those dues will be collected as an addition to the dues for membership in HV4W.
- H: It is the Member's responsibility to ensure their address, phone number, and e-mail address is kept accurate on the HV4W web site.
- I: To gain initial membership into HV4W a person must:
  - 1: Be at least 18 years of age.
  - 2: Attended a minimum of two (2) regular HV4W meetings.
  - 3: Participate in two (2) HV4W events as a driver.

- 4: Be approved by the general membership by a majority vote at a regularly scheduled meeting.
- 5: Be accepted by the Board of Directors.
- J: A Member of HV4W will have the following rights and duties:
  - 1: Have full and complete voting rights on HV4W issues.
  - 2: Be eligible to be nominated for and hold office on the Board of Directors.
  - 3: Be allowed to display HV4W emblems, decals, and patches.
  - 4: Be permitted to chair a committee.
  - 5: Be permitted to participate in all HV4W events and activities.
  - 6: Allowed access to the Member Area of official the website.
- K: All Members must sign a copy of the official Event Agreement (Appendix A).
- L: Members whose membership has lapsed shall be allowed to rejoin HV4W as a renewing member at the discretion of the Board of Directors.
- M: The requirements of Article III I: may be waived at the discretion of the Board of Directors.

#### **IV: ADMINISTRATION**

- A: The powers, business and control of the property of HV4W shall be exercised, conducted and controlled by a Board of Directors.
- B: The Board of Directors shall consist of four (4) officers: President, Treasurer, Trail Coordinator, and Secretary.
- C: Each of these offices will be filled by a Member through the voting process as described in Article X:
- D: Duties of the Board of Directors shall be to conduct the day-to-day business and to take such actions as might best fulfill the Objectives of HV4W.

#### **V: DUTIES AND POWERS OF OFFICERS**

- A: The President shall:
  - 1: Preside over all meetings.
  - 2: Be present at all events when possible.
  - 3: Carry out the policies and decisions of the entire membership and the Board of Directors.
  - 4: Be responsible for annually auditing the HV4W treasury.
- B: The Treasurer shall:
  - 1: Preside at General Membership Meetings in the absence of the President.
  - 2: Be present at all events when possible.
  - 3: Keep accurate and complete records of the funds and accounts of this organization, maintain accurate records of all financial activity, and keep an accurate record of all tangible items, including their location, that belong to the HV4W.
  - 4: Keep all HV4W funds separate from all other funds.
  - 5: Make disbursements from the funds of the organization as directed by the Board of Directors.

- 6: Ensure that all HV4W debts are paid in a timely manner.
- 7: Sign any check to be disbursed by HV4W for the payment of bills.
- 8: Direct all activities associated with the collection, counting and deposit of funds at any HV4W money-making events.
- 9: File all necessary corporate paperwork, forms, and tax records with appropriate state and federal agencies.

C: The Trail Coordinator shall:

- 1: Preside at General Membership Meetings in the absence of the President and Treasurer.
- 2: Be present at all events when possible.
- 3: Organize approximately monthly HV4W events open to the membership.
- 4: Assure that a designated HV4W representative is assigned to oversee each event.
- 5: Maintain General event participation records.
- 6: Recruit volunteers to participate in any construction and/or maintenance projects.

D: The Secretary shall:

- 1: Be present at all events when possible.
- 2: Keep and preserve all official HV4W records and correspondence.
- 3: Prepare and post minutes of each meeting at least 1 week prior to the next scheduled meeting.
- 4: Maintain General Meeting attendance records.

## **VI: MEETINGS**

- A: General Membership Meetings shall be held at least 6 times per year, including one in the month of October.
- B: Unless otherwise specified in the By-Laws, Roberts Rules of Order, revised edition, shall govern parliamentary procedure.
- C: At any General Membership Meeting, in order to conduct business of HV4W, a quorum will be set at the Active Members in attendance and at least two (2) officers.
- D: At each meeting, the following items will be on the agenda:
- 1: Acceptance or change minutes of last meeting as posted.
  - 2: A report from all committees.
  - 3: A report from all HV4W officers.
  - 4: Treasurer's financial statement.
  - 5: Old Business.
  - 6: New Business.
- E: Voting on any issue, other than elections, by the membership at a regular membership meeting will be by hand vote. A motion may be called for a secret ballot when deemed necessary.
- F: At any General Membership Meeting, in order for a motion to pass, it must have a majority vote of the quorum.

- G: The October General Membership Meeting will be designated as the Annual Meeting, which will include the election of officers for the following year.
- H: Necessary additional General Membership or Board of Directors meetings during the year may be held as needed. All Board of Directors meetings will be open to the general membership and will be announced as much in advance as possible to the general membership.

**VII: EVENTS and ACTIVITIES**

- A: HV4W events and activities may only be conducted with the approval of the Board of Directors.
- B: All events and activities must be conducted in an orderly manner with safety as the prime consideration.
- C: All event participants must sign and adhere to HV4W Event Agreement.

**VIII: EXPENDITURES AND FINANCE**

- A: All monies received on behalf of HV4W from all sources shall be immediately turned over to the Treasurer.
- B: Any expenditure over \$100 will be presented at a General Membership Meeting and must be approved by a majority vote of the quorum.
- C: Any expenditure of \$100 or less must have the approval of two (2) members of the Board of Directors.
- D: Expenditures will be made without regard to race, religion, or personal affiliations.
- E: All expenditures must be in the best interest of HV4W.

**IX: COMMITTEES**

- A: Committees shall be appointed by and answer to the Board of Directors.
- B: All committees and sub-committees will turn in all reports pertaining to their task, for permanent filing and future reference, to the Secretary, within 30 days after completing the task.
- C: All committee recommendations for expenditures will be based on the best available competitive costs.

**X: ELECTIONS**

- A: Elections of all Officers will be held once every year at the Annual Meeting.
- B: Newly elected officers will take office on January 1 and will preside over and hold office for 1 year.
- C: Voting will be done by paper ballot.
- D: It is the responsibility of each member to ensure that their vote is received at the annual meeting.
- E: All ballots must be counted and checked by three (3) members other than nominees.
- F: Candidates receiving the most votes for their office will be elected to that office.
- G: In the event of a tie in election of the President, the exiting Treasurer will cast a deciding vote. In the event of a tie in any other office, the exiting President will cast a deciding vote.
- H: In the event of a vacancy in any office, the Board of Directors shall appoint a Member to fulfill the unexpired term. Fulfilling an unexpired term will not be considered as serving a full term.

## **XI: AMENDMENTS**

- A: A proposed Rule amendment or a proposed By-Laws amendment must, in the following order, be:
- 1: Presented at a General Membership Meeting prior to the voting meeting.
  - 2: Detailed in the minutes of the meeting where presented.
  - 3: Approved at a General Membership Meeting by a two-thirds majority vote of attending Active Members.
  - 4: Become effective on a date included in the change proposal, which may be immediate, or at any future date.
  - 5: Have the text of the approved change incorporated into this document.
- B: A historical summary of changes will be maintained as Appendix B to these by-laws.

## **XII: MEMBER CHALLENGE**

- A: A written challenge for the expulsion of any individual member (Challenge) may be filed by another member. The Challenge must include all allegations that are to be considered in determining the expulsion.
- B: Upon receipt of the Challenge, the board will send to the challenged member by certified mail, return receipt requested, a photocopy of the Challenge. The challenged member will be offered the opportunity to resign his or her membership or to present a defense at a challenge hearing.
- C: In the event that the challenged member is a member of the Board, the member is relieved of all Board related responsibilities in regard to the challenge.
- D: Should the challenged member decide to resign from HV4W, the Challenge and resignation letter will be made part of the official file. No further action will be taken by HV4W and no mention of the Challenge will appear in any official HV4W publication, or correspondence.
- E: Should the challenged member decide to contest the Challenge, the Board will post a copy of the Challenge in the members area of the website and place the challenge hearing on the agenda of the first regularly scheduled meeting.
- F: The Board will send a notice of intent to hold a formal challenge hearing to both the Challenger and the Challenged along with conformation of the date, time, and place of the regularly scheduled meeting which will address the Challenge. This notice will be sent certified mail, return receipt requested.
- G: The challenge hearing will be conducted in accordance with the procedures specified in Article XIV.

## **XIII: PROCEDURE FOR IMPEACHMENT OF AN OFFICER**

- A: Any member may commence impeachment proceedings against an officer of HV4W by submitting to the Board of Directors a written accusation (Challenge) setting forth all facts as to why the officer in question should be impeached. The Challenge must be signed by "The Accuser" and must contain five additional members signatures who agree that the officer" should be impeached.
- B: Upon receipt of the Challenge the Board will send a copy of the Challenge to the Officer, certified mail, return receipt requested. The Officer will be offered the opportunity to resign his or her office or to present a defense at an impeachment hearing.
- C: Should the Officer decide to resign from office, the Challenge and resignation letter will be made part of the official file. No further action will be taken by HV4W and no mention of the Challenge will appear in any official HV4W publication, or correspondence.

- D: Should the Officer decide to contest the Challenge, the Board will post a copy the Challenge, complete with signatures, in the members area of the website and place the formal impeachment hearing on the agenda of the first regularly scheduled meeting.
- E: The Board will send a notice of intent to hold a formal impeachment hearing to all members who's signatures appear on the Challenge and to the officer who's impeachment is pending. This notice will be sent certified mail, return receipt requested and will present information regarding the date, time, and place of the regularly scheduled meeting that will floor the impeachment hearing.
- F: The impeachment hearing will be conducted in accordance with the procedures specified in Article XIV.

#### **XIV: PROCEDURE FOR CHALLENGE OR IMPEACHMENT HEARING**

- A: The President or highest-ranking Board member not directly involved with the hearing shall be the presiding officer at the hearing.
- B: Before beginning the hearing, the Presiding Officer shall:
  - 1: Inquire of the challenger if he/she wishes to proceed or rescind the challenge.
  - 2: Proceed with the hearing only if a quorum of at least seven Active Members is present. For the purpose of a hearing any witnesses are excluded from the quorum.
  - 3: Advise the parties that it will require only a simple majority vote of the quorum to decide the outcome of the hearing.
  - 4: Read the Challenge to all in attendance.
  - 5: Read procedures of Article XIV C - J: to all in attendance.
- C: The challenger shall be given one half hour to present all information to the Board of Directors as to why the challenged should lose his or her membership or office. All facts presented shall be made by the challenger or through witnesses other than the challenger. The challenger shall be permitted to ask questions of all witnesses called and permit the witness to address the Board.
- D: After the challenger has presented his case, the challenged shall be given one half hour to give his presentation by making his own statements to the board and/or by calling witnesses for his own defense. These witnesses may address the Board and/or answer questions of the challenged. Further, the challenged may cross-examine the challenger or any of the challenger's witnesses.
- E: After the challenged member completes his defense, the challenger may post questions to the challenged member and/or call any witness to rebut the challenged defense. This part of the inquiry shall take no longer than 15 minutes.
- F: During any presentation, any member of the Board may ask questions of anyone giving testimony.
- G: Any questions that a member of The Quorum may have must be presented in writing, to The Presiding Officer, who in turn will ask the question posed.
- H: The Presiding Officer shall be responsible for the conduct of the meeting and the behavior of all in attendance.
- I: After presentation of information and cross-examination, the vote on the Challenged shall be taken. This vote will be by secret ballot.
- J: If the results of the vote are in favor of the Challenged, the case will be immediately dismissed and the record will reflect this decision. The member who brought the Challenge against another member may not challenge the same person for a period of one year commencing on the date the challenge was dismissed. However, another Member may bring another challenge against the same individual as long as the facts of the challenge are different from that which has already been before the Board.
- K: If the results of the vote are in favor of the Challenger and:

- 1: An individual's membership was being challenged, the Challenged membership will be immediately revoked. The revoked member may not apply for readmission to HV4W for a period of one year.
- 2: The hearing was an impeachment hearing the Officer will be immediately removed from office but may retain his or her membership in HV4W.

**XV: SALE OF PROPERTY**

- A: With the exception of promotional materials, in order to sell any property, real or otherwise, owned by HV4W, the details of the proposed sale must be:
- 1: Presented at a General Membership Meeting prior to the voting meeting.
  - 2: Detailed in the minutes of the meeting where presented.
  - 3: Approved at a General Membership Meeting by a two-thirds majority vote of attending Active Members.
- B: All sales must be in the best interest of HV4W.

**XVI: DISSOLUTION OF HV4W**

- A: If for any just reason HV4W must dissolve, it will require a 90% vote of the total membership in favor of dissolution.
- B: A motion should first be made on the floor of a General Membership Meeting, seconded and then voted on, a quorum being present and a majority being in favor of carrying out the following procedure.
- 1: The voting for dissolution will take place through the US Mail. Notification, ballots and pre-addressed return envelopes will be sent to all members by registered mail. A ballot not returned within 30 days will be considered a resignation from HV4W. Ballots will be returned by registered mail to a designated representative, or if necessary, to a lawyer retained by HV4W.
  - 2: The results will be read by the designated representative, or the lawyer, at the next regularly scheduled meeting following the 30-day period. If it is necessary to schedule a special meeting to read the voting results, all members will be notified of the time and place of the meeting by registered mail. The announcement of a special meeting time and place will be mailed along with the ballot. Any special meetings will be held following the 30-day period.
- C: If the Membership is in favor of dissolution:
- 1: A Certificate of Dissolution will be filed under Section 1003 of New York State Not-for-Profit Corporation Law must be filed along with the consent of the State Tax Commission.
  - 2: After all liabilities are met, any remaining assets would be donated to charity or a non-profit organization of the organizations choice. The vote on the choice of charity or non-profit organization will require a simple majority vote of the quorum.

**XVII: LEGAL**

Shall any portion of this document become in conflict with any Federal, State, or Local statute, the offending portion shall be deemed non-existent. The remainder of the document will remain in effect.

Appendix A

Hudson Valley 4 Wheelers  
Event Agreement

Appendix B

Hudson Valley 4 Wheelers  
By Laws and Event Agreement  
Change History