

**OFFICIAL BY-LAWS OF THE  
ATV CLUB OF EASTERN ONTARIO INC. /  
CLUB DE VTT DE L'EST ONTARIO INC.**

**Article I      Purpose and Name**

Section 1.      The name of the Club shall be "ATV Club of Eastern Ontario Inc. / Club de VTT de l'Est Ontario Inc." (the "Club").

Section 2.      The purpose of the "ATV Club of Eastern Ontario Inc. / Club de VTT de l'Est Ontario Inc." is to stimulate and advance the general welfare and safety of ATV riding; to serve the interests of ATV owners and riders; to defend such owners and riders against discriminatory legislation, regulations and burdensome taxation; to develop a fraternal spirit among local ATV and other sport enthusiasts; to provide a medium for the exchange of ATV information; to own or lease property for the use of the Club and to perform all desirable and lawful functions for the successful operation of the Club and in the general public interest.

**Article II      Membership**

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

- a. Active members;
- b. Associate and honorary members.

Section 2.      Active membership is available to all ATV owners and riders in Eastern Ontario, part of District 1 as defined by the Ontario Federation of All Terrain Vehicle Clubs (OFATV). District 1 currently includes the following counties in Eastern Ontario:

- Prescott and Russell;
- Stormont Dundas and Glengarry;
- Part of ex-Ottawa Carleton (east of the 416 provincial highway).

Geographically, the outer boundaries can be summarily described as follows: the Ottawa River as the north, the province of Québec as the east, the St-Lawrence River as the south and the 416 provincial highway as the west.

Active membership (i.e., active member) means a person (owner or rider) who has paid the required annual membership fee to the Club. There can be only one active member per ATV.

Associate membership (i.e., associate member) means a person who is not an active member who provides significant volunteer assistance and/or work for the running of the Club. At its own discretion, the Board may name a person as an associate member following such a request by that person.

Section 3.      Each active and associate member shall be entitled to one vote.

Section 4.      The Board of Directors may establish the qualifications and rights of associate and honorary members.

Section 5. A member may resign from the Club at any time preferably by providing written notice to the Secretary.

Section 6. Membership in the Club may be terminated by a majority vote by the Board of Directors in the event of non-payment of dues or for other reasons consistent with the Club's best interests. Termination of the membership of any member shall not release said members from the obligation to pay all dues and other amounts owed to the end of the period of membership.

### **Article III Management**

The management of the Club shall be voted in by the Board of Directors.

### **Article IV Board of Directors**

Section 1. The Board of Directors shall consist of Directors, each of whom shall be an active member of the Club or an associate member *and may comprise up to 20 directors (adopted July 17, 2007)*. Directors shall be elected prior to the annual meeting of the membership and shall take office at the close of the annual meeting for a term of two years. There are no limits as to the number of successive terms a Director may be elected to serve. At the election of the initial Board of Directors, all the directors were elected for a two-year term.

Section 2. If vacancies on the Board of Directors should occur by reason of death, resignation or otherwise, the remaining Directors may, at their option, by majority vote, elect a successor for each unexpired term.

Section 3. A majority of the members of the Board of Directors shall constitute a quorum for the transactions of Club's business. *Quorum for any board meeting requires at least 6-4 directors, one of which should be either the President or the Vice-President from the Executive Committee (adopted November 2011). Each director's vote counts for one, including the President's vote, at board meetings. The simple majority of the votes makes that a motion is whether adopted or rejected; when there is equality in the votes, then the motion is to be carried to the next board meeting for another vote (adopted July 17, 2007)*

Section 4. Meetings of the Board of Directors shall be held at such time and place as may be fixed from time to time by resolution of the Board of Directors, or by call of the President. The Board of Directors shall hold its regular annual meeting in conjunction with and at the place of the annual meeting of the membership. Upon the written request of a quorum of Board members, the secretary shall call a special meeting of the Board of Directors.

Section 5. The Board of Directors may, at its discretion, by the affirmative vote of a majority of the whole Board of Directors, appoint an executive committee of the Board that may act in cases of emergencies. The Board of Directors may appoint Club committees, fill any vacancies or change the membership in Club committees. The Board may, by resolution,

delegate such authority to the Club President. The Board of Directors shall have power at all times to abolish any committee.

Section 6. The Board of Directors may employ whatever personnel it deems necessary, and for which funds are available, to aid in the management and programs of the Club and may authorize the expenditure of Club's funds in any other manner provided such actions are in the proper furtherance of the purpose of the Club.

## **Article V Dues**

The amount of dues (i.e., annual membership fees) as well as the time for their payment shall be determined from time to time by the action of the Board of Directors of the OFATV. Fees will be determined yearly at the annual general meeting (AGM). The portion of the membership fee that remains with the Club will also be decided at the AGM, and ratified by Club delegates.

## **Article VI Officers**

Section 1. The officers of the Club shall be the President, Vice President, Secretary and Treasurer. ~~The same person may hold the office of Secretary and Treasurer; the position of Treasurer can also be held by either the Vice-President or by the Secretary".~~ (adopted November 14, 2007).

Section 2. The officers shall be elected from the membership of the Board of Directors by plurality vote of the Directors at their regular annual meeting. The Board of Directors may fill vacancies occurring between such elections for the unexpired term at any Board meeting or by mail ballot. Any officer may be removed from office by the affirmative voice of two-thirds of the whole Board of Directors.

Section 3. All officers shall take office immediately upon election and hold office for two (2) years or until their successors shall have been elected and qualified. The President may not hold office for more than two successive terms.

Section 4. The President shall preside at all meetings of the Club and of its Board of Directors, shall oversee and coordinate such committees as are authorized by the Board of Directors, shall be a member ex-officio of all such committees and shall carry on those other responsibilities assigned to him or her by the by-laws and by the Board of Directors.

Section 5. The Vice President, during the absence or temporary incapacity of the President, shall perform the duties and have the powers of the President.

Section 6. The Secretary shall keep all Club's records, except financial records, including minutes of meetings, roster of members, lists of committees and their members. He or she also sends out notices of meetings, receive applications for membership, and discharge all of the usual secretarial functions of the office required herein or by the Board of Directors. The Secretary shall also maintain a permanent mailing address, preferably by street address as

opposed to a local post office box, for the Club and direct incoming correspondence to the appropriate Club official.

Section 7. The Treasurer shall keep all financial records of the Club and have charge of its funds. He or she shall keep of the Club's funds in a bank approved by the Board of Directors and in the name of the Club. He or she shall disburse such funds of the Club under the direction of the Board of Directors. Withdrawals shall be made by cheques signed in such a manner as may be approved from time to time by the Board of Directors. At the time of the approval of these general by-laws, all cheques must be signed by two signatories; the Treasurer must be one of the signatory on all cheques with the other signatory being either the President or the Vice-President.

The Treasurer shall prepare an annual report to be submitted, in conjunction with the Club's annual financial statements prepared under Canadian generally accepted accounting principles, at the annual meeting.

Section 8. All officers shall have such other powers and duties as law requires.

#### **Article VII Fiscal Year**

The fiscal year of the Club shall commence on the first day of January and end on the thirty-first day of December.

#### **Article VIII Meetings**

Section 1. The annual meeting of the members of the Club shall be held at the time and place designated by the Board of Directors.

Section 2. Regular meetings of the Board of Directors of the Club shall be held monthly every 2<sup>nd</sup> Wednesday of the month at the time and place fixed by resolution at the previous meeting or as designated by the President or by the Board of Directors. Any active and associate member may attend any such meeting.

Section 3. ~~Written notices of the time and place of the annual and all other meetings of the membership shall be prepared and distributed to the membership by the Secretary.~~ *Postings on the Club's Website of the time and place of all meetings (annual, monthly and all other ones) shall constitute written notices to membership. With regard to the AGM, the posting on the Club's Website should preferably be at least 7 days prior to the AGM (Adopted November 8, 2017).*

Section 4. Special meetings of the Club may be called by the Board of Directors, or by the President or by any group of five (5) active members by giving adequate written notice of the time, place, and purpose of such special meetings.

Section 5. ~~A majority of the active members shall constitute a quorum. A total of twenty-five (25) active members constitute a quorum (adopted December 12, 2007).~~ Members in attendance make the quorum (Adopted November 2011) Any formal action taken at any meeting of the membership shall require a majority vote of those active members present.

## **Article IX Election Procedures**

In the foreseeable future, a period that may or may not exceed five (5) years, any member (active or associate) who wishes to become a member of the Board may be able to do so once there is a vacancy to be filled. The coming into force of the following sections 1, 2 and 3 will only take place once the Board has decided on the appropriate time to do so.

Section 1. The Board of Directors shall appoint a Nominating Committee of at least three persons from the active members.

Section 2. The Nominating Committee shall place in nomination candidates for election to the Board of Directors for each prospective vacancy from among the names of the Club's active members.

Section 3. The Nominating Committee's slate of candidates shall be shown on the official ballot, which also shall provide spaces for write-in candidates, together with the specific terms of years for which each candidate is nominated. The official ballots shall be distributed to the qualified voting members. Ballots must be returned to the Secretary no later than five days prior to the annual meeting. In each instance, a Tally Committee of two or three members shall be appointed to count the ballots and announce the names of those elected to the Board of Directors for the various terms. A run-off ballot will decide all ties.

## **Article X Amendments**

In the foreseeable future, a period that may or may not exceed five (5) years, any amendments to these by-laws will only need to be approved by the Board. At the time that the Board decides that it will now be in the interest of all members and of the Club, then any future amendment to these by-laws will be submitted for approval by the affirmative vote of a majority of the active members of the Club at the annual membership meeting, by mail ballot or in such other form as may be approved by the Board of Directors.

*Original prepared, reviewed and approved by the Board of Directors on August 16<sup>th</sup> 2006*

*Updated version – dated August 2008*

*Updated – November 2011*

*Latest revision – November 2017*