

**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.” (referred to as 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 / SxS & UTV (referred to as ATV) riding; to serve the interests of ATV owners and riders; to defend such owners and riders against discriminatory legislation, regulations and to develop a fraternal spirit among local ATV and other sport enthusiasts; to provide a medium for the exchange of ATV information; to own, obtain designated By-Laws 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 may consist of the following classes:
- a. Member(s)
 - b. Associate member(s)
 - c. Advisory member(s)
- Section 2. Membership is available to all ATV owners in Eastern Ontario, part of District 1 (East) as defined by the Ontario Federation of All Terrain Vehicle Clubs (OFATV). District 1 (East) currently includes the following counties in Eastern Ontario:
- Prescott and Russell, (UCPR)
 - Stormont Dundas and Glengarry, (SDG)
 - 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.

- a) Member: means a person who is named on the OFATV permit, has paid the required permit fee, and has selected ATVCEO / CVTTEO as their Club of choice. There can be only one member per ATV, that being the person named on the ATV permit and which permit is still valid.
- b) Associate member: means a person who is not a member but who provides purposeful, frequent, and significant volunteer assistance through support and / or work in the operation of the Club. At its own discretion, the Board of Directors (Board) may name a person as an associate member or name a candidate following a request submitted by a Club member. This

position will not be entitled to a vote.

- c) Advisory member: means a person who may or may not be an active member or a member who has completed their term as a Director and would be a benefit to the club's activities. The new candidate or former member may be nominated to the Board in an advisory capacity in order to provide continuity of the former duties and responsibilities to their successor. If the person is a nonmember, the position will be valid for a period of not more than one (1) year unless renewed by the Board. This position will not be entitled to a vote.

Section 3. All members are entitled to one vote for each motion calling for a vote at the annual general meeting (AGM). However, to vote, the member needs to be attending in person at the AGM.

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

Section 5. A Director or Associate member may resign from the Board at any time, preferably by providing written notice to the Secretary of the Board. All associated duties, positions, or authority the member may have held shall be terminated and any items belonging to the club shall be returned at the time of resignation.

Section 6. A Member's termination of their ATVCEO membership shall not release said members from the obligation to return any items (tools, equipment, vest) that are property of the club. This also entails the relinquishment of any roles or duties they may have held.

Article III Management

The management of the Club shall be voted in by the Board as follows:

Article IV Board of Directors

Section 1. The Board of Directors shall consist of Directors, each of whom shall be a member of the Club and may comprise up to 15 directors. Directors shall be elected at the AGM and shall take office at the close of the AGM. There are no limits as to the number of successive terms an incumbent director may be elected to serve. Ideally, each Director should have a specific task and title. Any Director who misses a minimum of three (3) consecutive meetings, without notification or credible reason may be considered to have resigned from the Board, subject to confirmation by the said Board. However, election at the AGM does not come into force unless the elected director signs in a timely fashion the director's consent as required by *Section 24(8) of the Not-for-Profit Corporations Act of Ontario (ONCA)*.

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

Section 3. A majority of the members of the Board shall constitute a quorum for the transactions of the Club's business. A quorum for any board meeting shall require at least 4 directors, two of which must be from the Executive (ref Article V). Each director's vote counts as one, including the President's vote, at board meetings. The simple majority of the vote determines whether a motion is 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.

Section 4. Meetings of the Board shall be held at such time and place as may be fixed from time to time by resolution of the Board or by call of the President. The Board shall hold its regular meeting as stated in Article VIII, section 2.

Section 5. The Board, at its discretion and by affirmative vote, 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 the power at any time to abolish any committee.

Section 6. The Board 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 The Executive

Section 1. The Executive 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 the Secretary.

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

Section 3. The Executive shall take office immediately upon election. All members of the Executive: President, Vice President, Secretary and Treasurer will hold office for a two (2) year period and may hold office for successive terms or until their successor is elected.

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

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, which is currently maintained by the OFATV under a system commonly known as the "membership system", lists of committees and their members. The Secretary also sends out notices of meetings, receives applications for membership, and discharges all of the usual secretarial functions of the office required herein or by the Board. 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. The Treasurer shall keep the Club's funds in a Financial Institution approved by the Board and in the name of the Club. The Treasurer shall disburse such funds of the Club under the direction of the Board. Withdrawals shall be made by cheques signed in such a manner as approved by the Board, which currently requires two signatories of which; the Treasurer must be one of the signatories with the other signatory being either the President or the Vice-President, except as follows:

- checks payable to the President shall be signed by the Vice-President and Treasurer;
- checks payable to the Vice-President shall be signed by the President and Treasurer;
- checks payable to the Treasurer shall be signed by the President and Vice-President.

Section 8. The Treasurer shall prepare an annual report to be submitted, in conjunction with the Club's annual financial statements prepared under relevant Canadian generally accepted accounting principles. The Board will then be required to approve the annual financial statements before tabling them at the Club's AGM.

Section 9. All Executive members shall have such other powers and duties as law requires.

Article VI Membership Fees (Trail Permit)

The annual membership fees, as well as the time for their payment shall be determined by the OFATV and are currently payable at the time of purchasing a permit. Fees are determined yearly at the OFATV's AGM. The portion of the membership fees coming back to the Club is decided at the OFATV's AGM, ratified by attending Club delegates.

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 Club's AGM of the members shall be held at the time and place designated by the Board. However, the AGM should be held not later than 15 months after holding the preceding AGM.

Section 2. Regular meetings of the Board of the Club shall be held monthly, the second 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. Any member and associate member may attend any such meeting.

Section 3 Postings will be on the Club's Website and other forms of acceptable Social Media of the time and place of all meetings (AGM, monthly and all other ones) and shall constitute written notices to the membership. Regarding the AGM, the posting on the Club's Website should be a minimum of 7 days prior to the AGM.

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

Section 5. Members in attendance at such a special meeting make the quorum. Any formal action taken at any special meeting of the membership shall require a majority vote of those members present. Any formal motions shall be presented and voted upon at the next Board Meeting.

Article IX Amendments

These By-Laws should be reviewed on an as needed basis or at least once every five (5) years. Any amendments to these by-laws will only need to be approved by the Board. Any future amendment to these by-laws will be submitted for approval by the affirmative vote of a majority of the Board of the Club at the (AGM), or as required and in such other form as may be approved by the Board of Directors.

This document supersedes all previous versions.

Approved by ATVCEO / CVTTEO Board of Directors,

Signed: _____, President Date: _____

Signed: _____, Secretary Date: _____

Original prepared, reviewed and approved by the Board of Directors:
August 16, 2006

Updated - August 2008
Updated - November 2011
Updated - November 2017
Updated - April 2024
Updated - August 2026

Annex A: Board Position Descriptions

Annex B: Wardens

Annex A
Role Descriptions

ATVCEO ROLE DESCRIPTION

ATVCEO By Laws, dated April 10, 2024, Article V, The Executive.
“The Executive” of the Club will consist of 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 the Secretary*”.

President	1. The President will, when present, preside at all meetings of the members of the Board of Directors. 2. The President will also be responsible with the general management and supervision of the affairs of the operations of ATVCEO. 3. The President with any other executive appointed by the Board of Directors for the purpose will sign all by-laws and membership certificates. During the absence or inability of the President, those duties and powers may be exercised by the Vice-President and if the Vice-President, or such other Director of the Board may from time to time appoint for the purpose, exercises any such duty or power, the inability of the President will be presumed with reference thereto. 4. The President will accept responsibility for the success and failures of the ATVCEO and be responsible for overall management. 5. The President will be responsible for the strategy and long-range planning of the ATVCEO. 6. The President will preside at the Board of Directors; annual general and special meetings except where otherwise provided for the by-laws. 7. The President will call meetings when required. 8. The President will sign all official documents, contracts and undertakings and affix the corporate seal <u>according</u> to the direction of the Board or the directions of the voting membership at a general or special meeting. 9. The President will conduct an orderly and effective meeting. 10. The President will ensure tasks and responsibilities are assigned to the appropriate Director and will follow up to ensure satisfactory completion. The President will perform other duties and tasks as determined by the Board of Directors from time to time. 11. The President will investigate trespassing complaints by landowners.
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Vice-President / Municipal Affairs	12. The Vice-President will assume and perform the President's duties in the event of their absence or disability. 13. The Vice-President will develop policies and plans for approval. 14. The Vice-President will coordinate the activities of the Directors. 15. The Vice-President will gather and interpret information on individuals or organizations impacting on the ATVCEO. 16. The Vice-President will maintain liaison with such organizations, groups, or individuals as the Board of Directors deem necessary. 17. Liaison between the club, the members, and the municipalities.
Secretary	18. The Secretary will arrange Board of Directors (BOD) meetings and make the appropriate reservations. 19. The Secretary will prepare the agenda for the monthly BOD meetings as well as for the Club's Annual General Meeting (AGM). 20. The Secretary will prepare, record, publish, and distribute minutes of all meetings (BOD and AGM). 21. The Secretary will report to meetings, actions still required on decisions of previous meetings and follow up until the actions have been completed or the results achieved. 22. The Secretary will keep hard copies of all minutes and agendas. 23. The Secretary will keep all Club's records, except financial records, including minutes of meetings, roster of members, lists of committees and their members. 24. The Secretary will be the returning executive for all elections where a ballot is required and will publish the requirements of office and announce the results. Where the Secretary/Treasurer is personally involved in the election another Director may be appointed to conduct this portion of the balloting process. 25. The Secretary will publish major corporate documents and issue them to those authorized. 26. The Secretary will send out notices of meetings, receive applications for membership, and discharge all the usual secretarial functions of the office required herein or by the Board of Directors. 27. The Secretary will 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. 28. The Secretary, in conjunction with the Treasurer will deal with the OFATV regarding their annual information requirements

Treasurer - Membership Director	29. The Treasurer will keep all financial records of the Club and have charge of its funds. 30. The Treasurer will keep the Club's funds in a <u>financial institution</u> approved by the Board of Directors and in the name of the Club. 31. The Treasurer will disburse such funds of the Club under the direction of the Board of Directors. 32. Withdrawals will be made by cheques signed in such a manner as may be approved from time to time by the Board of Directors. 33. At the time of the approval of these general by-laws, all cheques must be signed by two signatories of which; the Treasurer must be one of the signatories on all cheques with the other signatory being either the President or the Vice-President. 34. The Treasurer will prepare an annual report to be submitted, in conjunction with the Club's annual financial statements prepared under <u>the relevant</u> Canadian accepted accounting principles, at the AGM. 35. The Treasurer will make the deposits in a timely fashion. 36. The Treasurer will monitor the day permits issued. 37. The Treasurer will prepare the annual tax return. 38. The Treasurer will prepare and annual budget. 39. The Treasurer will prepare annual grant submission when required. 40. The Treasurer will deal with the OFATV regarding their annual information requirements. 41. The Membership Director Manages any membership inquiries. 42. The Membership Director Manages day permit distribution to various directors/wardens within the club. 43. The Membership Director Manages day permit distribution to various directors/wardens within the club. 44. The Membership Director Coordinates with Treasurer to report permit sales based on own information vs. what is being reported on <u>by the OFATV's</u> system. 45. The Membership Director Investigates permit discrepancy between permit holder and <u>the OFATV</u>

Chief Warden	46. Recruit new wardens as needed. 47. Coordinate with Director of Volunteer to advertise when interested members can apply for upcoming warden training. 48. Ensure proper training and certifications are being maintained as per club standards. 49. Maintain contact with the wardens. 50. Manage all warden activities for events and trail patrols. 51. Manage all comments / complaints about warden activities. 52. Organize and execute patrol rides within ATVCEO trail system. 53. Track volunteer hours performed by wardens and report to Volunteer Director monthly. 54. Keep inventory and log of signed warden's vests.
Event Director	55. Oversight of Event organization with the help of the organization committee. 56. Plan events - select date and what type of event (fundraiser, Christmas Parade, etc.). 57. Organize events. 58. Purchase, rent, contract (hall rental for event and <u>Board</u> meetings, food, drinks, equipment, etc.). 59. Communication with Facebook coordinator to publish event details. 60. Report updates to monthly Board of Directors meetings.
Social Media Director	61. Work with the Board of Directors to inform the members and population on upcoming events/rides, courses, trail maintenance/closure, etc. as deemed appropriate on various mediums such as website, Facebook, newspapers. 62. Share OFATV posts. 63. Share/post any other articles relevant to the ATV community.
Trail Management Director	64. Oversee both short-term and long-term trail maintenance projects. 65. Coordinate with volunteers to plan out work parties. 66. Inspect trails and report back to the board with any new projects or maintenance requirements. 67. Coordinate with contractors to get price quotes for work. 68. Undertake rental agreements with equipment rental companies. 69. Approve all work undertaken by contractors and volunteers to ensure an even quality across the trail system. 70. Create monthly reports for the <u>Board</u> of Directors on work performed as well as plans for any future work. 71. Track volunteer hours performed by volunteers and report to Volunteer Director monthly. 72. Coordinate with Trail Signage Director to ensure proper signage on new and existing trails.

	73. Coordinate with Trail Map Director on any updates or closures that need to be reflected on QuadON (App and website). 74. Advise board of any trail closures due to maintenance and verify its safety before re-opening. 75. Keep inventory of <u>the</u> club's equipment. 76. Keep inventory and log of signed maintenance vests.
Trail Mapping and Signage Director	77. Mapping - Track and maintain list of ATVCEO trails. 78. Mapping - Coordinate with OFATV for trail closures or detours. 79. Mapping - Coordinate with OFATV to update QuadON app/website of any updates. 80. Mapping - Ensure landowner agreements are up to date on ATVCEO trails. 81. Mapping - Maintain list of trail numbers. 82. Mapping - Maintain list of point of interests (POIs) on ATVCEO trails. 83. Signage - Maintain trail signs as per the OFATV Sign Guide. 84. Signage - Replace or repair signs as needed. 85. Signage - Coordinate with Trail Maintenance Director on trail closure signs and detours. 86. Signage - Keep inventory of available signage and order new signs as needed. 87. Signage - Coordinate with sign vendors for any new signs that need to be ordered or created. 88. Signage - Maintain trail numbering system.
Volunteer Director	89. Recruit volunteers. 90. Keep a log of volunteers. 91. Help to assign volunteers with a role/task based on their preferences. 92. Ensure that volunteers have the proper skills for tasks they are being assigned. 93. Disseminate information for upcoming work parties or events that may require their help. 94. Encourage suggestions for improving <u>efficiency</u> or new work methods. 95. When possible, in coordination with Maintenance director, track hours worked by volunteers.

Annex B Wardens Guidelines

1. All wardens must hold an annual, valid OFATV Trail Permit and be Members of the ATVCEO / CVTTEO.
2. All wardens shall wear the authorized Warden's vest when on patrol. Wearing of any other vest while patrolling negates any authority associated with the position and responsibilities.
3. All wardens must requalify every two (2) years by participating in an authorized ATVCEO / CVTTEO training course.
4. Passengers may accompany wardens when patrolling on an ATV (two-up), in a SxS / UTV or riding using an alternate machine. The accompanying person(s) shall wear a High Visibility Safety vest. While these people are not authorized representatives of the club, they may assist the Warden where or if required and also serve as witness in case of a dispute.
5. Members are authorized to assist and participate with Wardens in associated club and special events when requested.
6. While on patrol, wardens should assist in trail maintenance by removing and / or clearing potential hazards / obstacles from the trails. If the obstacle is beyond immediate removal, report the situation to the Director of Maintenance and / or Director of Signage if the situation requires trail closure until the situation is rectified.
7. The Warden is also a liaison with the community and as such, should be able to provide information regarding the club and trail system.
8. Wardens shall actively patrol a minimum of two (2) times per month period. Wardens who have not been active within a one (1) year period, shall be asked to return their vests.
9. ATVCEO / CVTTEO wardens are only authorized to patrol within the ATVCEO trail system; they are not authorized to patrol in areas outside the club's system unless specifically requested by another club.
10. Wardens from other clubs, likewise, are not authorized to patrol within the ATVCEO system unless specifically asked to do so by the ATVCEO / CVTTEO Chief Warden.

11. VIDEOGRAPHY CAMERAS

11.1 The use of body cameras with audio recording capabilities is authorized and is optional, at the discretion of each warden as a personal choice.

11.2 The use of Dash-Cameras is authorized and is optional, at the discretion of each Warden as a personal choice.”