

NEW HAMPSHIRE OFF HIGHWAY VEHICLE ASSOCIATION, INC.

CONSTITUTION AND BY-LAWS

ARTICLE I - NAME

The name of the organization shall be the New Hampshire Off Highway Vehicle Association Incorporated (NHOHVA) and shall be a registered non-profit corporation.

ARTICLE II - PURPOSE

- A. To promote and foster OHRVing equitably and purposefully as a sport and recreation for its diverse members.
- B. To aid and guide in the enacting of sensible legislation governing OHRVing and related activities.
- C. To exchange ideas, trail information, group activities, and information pertinent to the welfare of OHRVing.
- D. To educate its members on good conduct, sportsmanship, safety, and conservation practices.
- E. To educate and communicate the members and the public of the positive attributes of OHRVing; community involvement, trail development and maintenance, healthy family activity, etc.
- F. To promote off-highway vehicle tourism in New Hampshire.
- G. NHOHVA will operate and maintain an online membership program and provide access to a voucher for NHOHVA Affiliated Club's members.

ARTICLE III – MEMBERSHIP

- A. Any off-highway vehicle club, duly organized and incorporated within the State of New Hampshire as a nonprofit corporation, with compatible intents and purposes, is eligible for membership, upon acceptance of its By-Laws and dues structure annually by NHOHVA's Board of Directors.
 - 1. **Standard Club Membership-** any club accepted after October 30, 2013 must have a trail system that is recognized by the New Hampshire Trails Bureau as a viable club eligible for GIA and RTP grants.
 - a. Club Membership Dues- \$ 50.00 per year plus a dollar amount per membership as derived from the "Tiered Fee Calculation" for each membership voucher issued from the NHOHVA Club Membership Program.
 - b. Tiered Contribution Calculator – The Executive Committee will present to the Annual Meeting a financial budget for the coming year. The proposed budget may be amended. The Board of Directors will approve the budget. The approved budget will be divided by the total number of NHOHVA Club's members, of record as of December 31 (rounded down to thousands) of the previous year, into the agreed upon budget. The resulting whole dollar value, per club member,

plus the \$50 club fee will be the contribution in the coming year to NHOHVA in support of the Association. See Exhibit A “Tiered Contribution Calculator” sheet

c. **NHOHVA Individual/Family Membership** –NHOHVA member Clubs agree to offer the following NHOHVA memberships to all club members at no charge; joining NHOHVA must be indicated by a check box or other mechanism that shows joining NHOHVA was by the member’s choice:

- i. Single membership (One adult 18 years of age and older) - .
- ii. Family Membership (Up to two adults in the same household, including children less than 18 years of age)

2. **Affiliate Club Membership**- Must be recognized by the New Hampshire Trails Bureau as a viable club eligible for RTP grants. Memberships and Club Dues to follow the same as stated above for Standard Club Membership.

3. **Associate Membership** – Open to any business or organization having an interest in outdoor activities. Offering three levels of membership benefits based on amount of dues paid. No voucher will be provided. Membership term to be 1 year from date joined.

- B. Any member, or applicant for membership, shall not be discriminated against for reasons of race, color, creed, age, or sex.
- C. No member or employee shall contract any debts for or against the NHOHVA without first being authorized to do so by the majority vote of the Board of Directors at any regular meeting or by the Executive Committee acting on behalf of the Board of Directors.
- D. No member shall speak publicly or privately on behalf of NHOHVA without prior approval of the Executive Committee.
- E. No member shall disparage NHOHVA, Clubs, or Members.

ARTICLE IV – ORGANIZATION

A. **GENERAL** - The Association shall be governed by a Board of Directors and the Executive Committee, acting on behalf of the Board of Directors. The Executive Committee, upon election, shall be members of the Board of Directors. It shall be the duty of the Board of Directors to carry out the wishes of the majority of the Membership. All Board of Directors members shall be members in good standing of NHOHVA as defined in Article VI section A. Daily office operations of NHOHVA shall be governed by a separate document called the Rules of Business. NHOHVA fiscal year shall be defined as January 1st to December 31st.

1. Conflict of Interest - Any possible conflict of interest on the part of any member of the Board, officer, or employee of the Corporation, shall be disclosed in writing to the Board and made a matter of record through an annual procedure and when the interest involves a specific issue before the Board. When the transaction involving a board member, trustee or officer exceeds five hundred (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote of the disinterested directors is required. Where the transaction involved exceeds five thousand dollars (\$5,000) in a fiscal year, then a two-thirds vote of the disinterested directors and publication in a statewide newspaper is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself. Every new member of the Board will be advised of this policy upon entering into the duties of his or her office and shall sign a statement acknowledging understanding of and agreement to this policy. The Board will comply with all

requirements of New Hampshire law in this area and the New Hampshire requirements are incorporated into and made part of this policy statement.

2. In accepting the position of Director each person agrees to follow the guidelines and requirements set forth in the By-Laws of the New Hampshire Off Highway Vehicle Association, Inc.

B. DUTIES

1. The **President** shall appoint necessary committees. Shall not be a member of the nominating committee but shall be an ex-officio (non-voting) member of all other committees/task forces. Shall have such power, and perform such duties, as may normally be incident to the office of the President of any organization. The President, as the chief elected official, will be responsible for conducting all meetings of the association in a business-like manner. The President may speak on a motion but shall not introduce a motion or second a motion unless relinquishing the chair to another officer. The President may vote in the event of a tie vote or the case of a majority vote of one or vote on a secret ballot of the Association.
2. The **Vice-President** will assist the President in the discharge of duties and shall preside in the absence of the President.
3. The **Secretary** shall submit a copy of the minutes of the previous meeting to all board members. The Secretary will read all matters to be acted upon when requested to do so, call the roll of the Association, when necessary, sign their name to the minutes and authenticate by signature alone, or in connection with that of the presiding officer, all acts, orders and proceedings of the Association. Shall supervise a printed Annual Report for distribution to members at the Annual Meeting. In the absence of the President or Vice-President, it is their duty to call the meeting to order and to occupy the chair until a chairperson protem is elected. Shall collect and maintain NHOHVA documents for historical records and shall forward all records immediately to the next elected Secretary upon end of term.
4. The **Treasurer** shall account for all monies accruing to the Association. Shall pay all obligations as directed by the Board of Directors, keep a true and complete record of all financial transactions, and make reports at all meetings. If the BOD so directs the Treasurer, then a recognized public accountant and a printed report to be distributed to the members at the Annual Meeting shall audit the accounts each year.
5. Each **Club Director** shall carry out the wishes of the group, which they represent, to the best of their ability in keeping with the interests and purposes of the Association. Shall keep their group informed as to the activities of the Association, at least four times a year and will forward to their President all information regarding the sport of OHRVing that may come to their attention.
6. The immediate **Past President** shall be voted in by the Executive Committee and serve as a non-voting member of the EC for one year. The Past President participates in and helps with the transition of leadership to the new President/Executive Committee. The past president shall mentor the current President in proceedings of the association and provides a historical perspective in the decision-making process. Also, shall represent the Association at an appropriate event at the request of the President.

- C. **EXECUTIVE COMMITTEE** – The Executive Committee shall include the President, Vice-President, Secretary, Treasurer, and a Director at Large elected by the Executive Committee. Each Executive Committee member shall be a resident of the State of New Hampshire or own property in

the State of New Hampshire. Shall be a a member in good standing in NHOHVA and a member of the club they represent, and the club shall be a member of NHOHVA.

1. **Requirements** – Any person running for the office of President or Vice President of NHOHVA must be qualified by serving two (2) years, consecutive or non-consecutive terms on the NHOHVA Board of Directors.
2. **Terms** – The Executive Committee’s term of office shall commence upon January 1st after being duly elected at an Annual Meeting. Officers, appointed by the Board of Directors to fill a vacancy, shall serve until December 31st of that position’s term. President and Director at Large one year, Treasurer the following year, then Vice President and Secretary the third year, three-year terms shall be staggered in the sequence as stated. Should the office of President become vacant, the Vice-President shall serve as President for the rest of the unexpired term. An election shall be held by the Board of Directors for a Vice-President to fill the unexpired term of office. If a vacancy occurs due to the resignation of the Secretary or Treasurer, then the President will appoint a secretary or treasurer to fill the unexpired term. No officer except the secretary and/or treasurer may hold the same office for a period of more than two (2) consecutive terms but may be re-elected after one (1) year of non-Executive Committee service.
3. **Elections** - At the Annual Meeting there shall be an election of officer(s) by the delegates present. A nominating committee appointed by the President will present to the membership no later than sixty (60) days prior to the Annual Meeting, a slate of candidate(s) for the Executive Committee. All nominations by petition shall contain twenty-five (25) or more signatures of NHOHVA members, shall be accompanied by a letter of acceptance from the candidate, and shall be filed no later than forty-five (45) days prior to the Annual Meeting. A majority of fifty percent (50%) plus one (1) of the votes cast will be necessary to win. Run-off elections may be necessary to establish a majority. The newly elected officer(s) will be presented to the membership at the Annual Meeting. Then take over duties on January 1st.

D. **BOARD OF DIRECTORS** - The Board of Directors shall consist of the Executive Committee, Standard Club Directors, and Affiliate Club Directors: one for each NHOHVA club; and one Associate Member Director (any business, dealer or organization having an interest in furthering the sport of OHRVing).

1. **CLUB DIRECTOR**

Each Club Director shall be a resident of the state of New Hampshire, or own property in the State of New Hampshire, a member in good standing in NHOHVA and a member of the club he represents, and the club shall be a member of NHOHVA.

- a. The members shall elect a club director from their respective clubs for a two-year term at a club meeting held no later than thirty (30) days prior to the Annual Meeting of NHOHVA.
- b. Vacancies of the Club Directors will be filled by election by NHOHVA members in their respective clubs. All elections of Club Directors to fill vacancies will be for the unexpired term of said Club Director. This is to be done within sixty (60) days after the vacancy of the Club Director. After sixty (60) days, if no election has been held, the Board of Directors of NHOHVA will appoint a club director to fill said vacancy.

2. **ASSISTANT DIRECTORS** – (Standard Clubs)

Assistant Directors shall be voted for or selected by the Club Director or the respective Club.

- a. They shall be a member in good standing in the NHOHVA. The Assistant’s term shall run concurrently with the Directors' term. The Assistant Director shall assume all duties of the Director in his absence regardless of residency.

- b. If a director of any segment of NHOHVA has not appointed an
 - c. Assistant Director for his club by January first of the calendar year, to the respective club will have the authority to appoint an assistant to fill the unexpired term of this vacancy.
 - d. Assistant Director has only debate powers except when the Director is unable to fulfill and meet the obligations and responsibilities. At this time, they will fully represent the Director's respective club.
3. **Affiliate Club Director (no assistant director) –**
 - a. The Affiliate Club Director shall serve a two (2) year term. They shall be a member in good standing in the NHOHVA. They will be elected every two (2) years in even years.
 - b. All vacancies will be filled by appointment by the Board of Directors until the next Annual meeting. At this time, a director will be elected to fill the remaining unexpired term.
 4. **ASSOCIATE MEMBER DIRECTOR –** One shall be elected by the delegates at the Annual Meeting from a slate of candidates presented by the nominating committee.
 - a. The Associate Member Director shall serve a two (2) year term. They shall be a member in good standing in the NHOHVA. They will be elected every two (2) years in even years.
 - b. All vacancies will be filled by appointment by the Board of Directors until the next Annual meeting. At this time, a director will be elected to fill the remaining unexpired term.
 5. **Removal –** Any Director may at any time be removed from office for any cause deemed sufficient by the Board of Directors by the affirmative vote of two-thirds of the full number of Directors then in office acting at a meeting of the Board, the notice of which has specified the proposed removal. In addition, three consecutive absences from regular meetings of the Board shall constitute an automatic resignation without any further action of the Board of Directors, unless the President of the Board has excused the absences.
 6. **Management by the Board of Directors and the Executive Committee -** The Board of Directors (also referred to as the "Board" or "Board of Directors") shall have all of the powers, rights, responsibilities and duties of directors under the laws of the State of New Hampshire. The Board shall be responsible for the control and management of the affairs of the Corporation. No expenditure of money shall be made, acceptance of new clubs, and no contracts or other obligations shall be entered into unless previously authorized by vote of the Board. In the absence of the Board, the Executive Committee shall have full authority of the Board, however; it will be the responsibility of the Executive Committee to keep the Board fully apprised of all of its actions.
 - a. **Executive Committee Meetings –** Shall meet as needed to discuss preparations for all Board of Directors meetings and to discuss operational and other issues that may come before them. A quorum would be at least three people. Will report any action within 72 hours.
 - b. **Digital Meetings –** Any one or more Directors may participate in a meeting of the Board of Directors by conference telephone or other electronic means by which all people participating in the meeting can communicate with each other. Participation by telephone shall be equivalent to presence in person at a meeting to determine if a quorum is present.
 7. **BOARD MEETING ATTENDANCE –** Standard Clubs shall be represented by their NHOHVA Director or Assistant Director at no less than three out of four regular scheduled meetings per calendar year. Lack of compliance of this rule shall be considered a voluntary resignation from the NHOHVA Board of Directors and the Club will be notified and if they miss the next meeting it will be considered a voluntary resignation and will require no further action by the Board and will be removed from the Club Membership Program.

8. **Fund for Incidentals** - Treasurer shall maintain a sum not to exceed Two Hundred Fifty Dollars (\$ 250) known as a “Incidental” fund.
9. **OHRV Definition** – An OHRV is as defined in the New Hampshire Revised Statutes Annotated

ARTICLE V – Board of Directors MEETING

- A. A minimum of five (5) members of the Board of Directors shall constitute a quorum at any meeting.
- B. The Annual Meeting shall be held on a Saturday in October at a time and place selected by the Officers and Board of Directors with sixty (60) days' written notice given to the membership.
- C. Board of Directors meetings shall be held quarterly, including the Annual Meeting, unless voted otherwise by the Board at a regular meeting of the Board.
- D. No alcoholic beverage will be permitted to be consumed during any business meeting.
- E. A parliamentarian may be appointed at the discretion of the presiding officer at the Annual Meeting or on motion duly made and seconded by any member of the Association. Duties of said parliamentarian shall be advisory only; the President shall rule.
- F. Robert’s Rules of Parliamentary Law will prevail when not in conflict with the Constitution and By-Laws. Robert's Rules of Parliamentary Law shall be the guideline for conducting all meetings of the Association.
- G. The President may call special meetings of the Board of Directors. All Executive Officers, Directors, and the Associate Director shall be notified of the time, place, and purpose of the meeting at least twenty-four (24) hours before the Special Meeting. Emergency meetings may be called at the request of seven (7) or more Directors when deemed necessary due to legislation, provided the President or Vice-President is available to conduct it without prior notice being given.
- H. Voting at the annual meeting of the NHOHVA shall be done by the following guidelines:
 1. Delegates from the Standard member clubs of the NHOHVA shall be based upon the number of memberships belonging to NHOHVA from each club as of December 31 of the previous year.
 2. Delegates shall be elected by Standard Clubs as follows:
 - a. Two delegates for the first 500 NHOHVA memberships
 - b. One additional delegate for NHOHVA memberships over 500.
 3. All Directors and Officers will have the same voting privileges as delegates.
 4. No proxy voting will be allowed at any meetings of NHOHVA.
 5. Delegates shall be in good standing as a member of NHOHVA.

ARTICLE VI – CLUB DUES

- A. All Club dues for membership shall be paid quarterly with a fiscal year reconciliation completed prior to January 31 annually and said dues, when paid, will constitute a NHOHVA member club in good standing. Any Club not having paid dues by January 10th will be declared delinquent and club membership terminated.
- B. Only NHOHVA members in good standing by the first quarterly meeting will be eligible to hold any office or be appointed to serve on any committee when duly elected or appointed.
- C. The Corporation shall operate on a fiscal year ending December 31st of each year.

ARTICLE VII - AMENDMENTS

- A. Amendments to these By-Laws may be submitted to the Association membership on a vote of the Board of Directors or on a petition signed by at least ten (10) members in five (5) clubs respectfully that are all in good standing with NHOHVA and then submitted to the Standing By-Laws Committee ninety (90) days prior to the Annual meeting or special meeting.
- B. Proposed changes shall be submitted to the members in writing at least sixty (60) days prior to the Annual Meeting or at least thirty (30) days before any special meeting of the general membership at which a vote is to be taken.
- C. A 2/3 majority of delegates present at any annual or special meeting shall be required to amend the By-Laws.
- D. Proposed changes to the Rules of Business shall be submitted to the members in writing at least thirty (30) days prior to the Quarterly or Special Meetings of the general membership at which a majority vote is to be taken.

ARTICLE VIII – DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of the Corporation's liabilities and obligations, distribute all of the Corporation's assets for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the Probate Court of Merrimack County, New Hampshire, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. No Director, officer, employee, or person connected with the Corporation shall be entitled to share in the distribution of any of the Corporation's assets or property upon its dissolution.

ARTICLE IX - INDEMNIFICATION

The Corporation may indemnify a person who is or was a Director, officer, employee or agent of the Corporation or who is or was serving in another capacity at the request of the Corporation, to the extent authorized by law, and will purchase and maintain insurance to protect itself and such persons against liability.

Established July 2001, Amended October 2002, October 2003, October 2005, October 2013, April 2016, April 2018, April 2019 and October 2024

