

All Terrain Vehicle Association of Manitoba Inc. Bylaws

ARTICLE 1 – NAME

- 1.1 The name of this Association shall be the “All Terrain Vehicle Association of Manitoba.” (ATVMB) and can be referred to as the Corporation in this document.
- 1.2 The term All Terrain Vehicle (ATV) includes the following: All Terrain Vehicle (ATV) Utility Task Vehicle (UTV), Side by Side (SXS) and Off-Road Motorcycle (ORM).

ARTICLE 2 - PURPOSE

- 2.1. Through education, training, and collaboration:
 - Promote and encourage the safe and responsible use of ATVs
 - Promote environmentally conscious ATV use
 - Represent the interests of the ATV community in Manitoba
 - To develop a viable and designated ATV trail system

ARTICLE 3 – MEMBERSHIP

- 3.1 **Categories of Membership**
The Corporation shall have the following classes of membership:

Full Member Clubs

Full membership will be granted to accredited clubs with 10 or more members who support and promote the work of the All Terrain Vehicle Association of Manitoba. An accredited club may be incorporated and/or have bylaws and/or have been in existence for three years.

For Full Member Clubs to receive ATVMB grants, the Full Member Clubs shall be incorporated.

All individual members of an accredited club will be considered full members of ATVMB.

Corporate and Affiliate Members

Corporate or affiliate membership may be granted to any organization that supports and promotes the work of the All Terrain Vehicle Association of Manitoba but is

neither an ATV enthusiast nor an ATV/OHV rider group. Examples include powersports dealers, other trail users, rural municipalities, etc.

The Board of Directors may, by motion, establish and change from time to time in their absolute discretion policy or policies respecting criteria for membership.

3.2 Membership Dues

Annual membership dues will be set by the Board of Directors, and assessed on an annual basis.

3.3 Member In Good Standing

A member club deemed in good standing is one that conducts themselves in a manner that reflects ATVMB's code of conduct, has neither voluntarily withdrawn membership or been expelled after the appropriate proceedings, and has not defaulted on annual membership fees.

An ATVMB member club must remain in good standing in order to maintain a voice and vote within ATVMB.

If a member club defaults on payment of annual dues, these dues may be paid at any point during the calendar year in order to reinstate a member to good standing.

3.4 Termination of Membership

Termination of individual ATVMB members will be left to the discretion of the member's club in accordance with the policy of said club.

Should a member club demonstrate objectionable behavior and is found to be in direct violation of the ATVMB Code of Conduct and/or the bylaws of the organization, said member club may receive up to 3 warnings to correct behavior prior to a vote to expel membership of said club. An expulsion vote will be held at a regular board meeting as required and, after an appropriate hearing, if there is an affirmative vote of two thirds of board members in attendance a member club may be expelled.

In extreme cases of misconduct, the ATVMB Board of Directors maintains the option to hold an appropriate hearing at any time to suspend or expel a member club for just cause. An affirmation vote of the majority of the directors in attendance must occur in order to expel any member club.

A membership expulsion is valid for one (1) year, after which an expelled member club may apply to reinstate their membership in ATVMB. ATVMB has the authority to deny a club membership if it is felt that said membership would be detrimental to the progress/growth of ATVMB.

Article 4 – MEETINGS OF THE MEMBERS

4.1 Annual General Meeting

- 4.1.1 An annual general meeting will take place once per calendar year within 6 months of the fiscal year end on a day and at a place named by the Board of Directors.
- 4.1.2 The voting members of the Association shall review the financial statements for the preceding fiscal year, appoint an auditor or financial review engagement, conduct elections to the Board of Directors, amend the bylaws on the recommendation of the Board of Directors, and conduct any other such business as may come before it.
- 4.1.3 Member Clubs will provide a list of individual voting members of their clubs which also have voting member status for the ATVMB annual general meeting and Special Meetings of the members. The Member Club will provide the member list of 30 days in advance of a scheduled AGM. For an ATVMB Special meeting of the Members, the Member Clubs will provide the list of their individual voting members 15 days in advance of the Special Meeting of the Members.

4.2 **Special Meeting of the Members**

Special General Assemblies of the Corporation may be called at such time and place as determined by resolution of the Board of Directors or on the written request of at least five (5) Directors or on the written request of twenty-five (25) voting members. The request must state the reason the Special Meeting is requested and the motion(s) intended to be submitted at the Special Meeting.

4.3 **Notice of Annual or Special Meetings**

The notice of the Annual General Meeting or Special Meeting shall be issued no less than thirty (30) days prior to the event and shall be delivered to every voting member by whatever means is necessary.

Every notice of an Annual or Special General Meeting shall state the nature of the business of the meeting and will include sufficient information to enable members to form reasoned judgments on the decisions to be taken.

4.4 **Quorum**

Quorum for any Annual General Meeting or Special General Meeting shall consist of 15 members present at the event.

4.5 **Voting**

4.5.1 Each member shall be entitled to one vote at a meeting of the members.

No member shall vote by proxy.

4.5.2 Voting is limited to members of Full Member Clubs. Affiliate/corporate members can actively enter into discussions, however, are not entitled to a vote.

- 4.5.3 Voting on a motion or an election may be conducted using technology such as email or polling when necessary and as deemed appropriate by the Board of Directors and a policy will be recommended from the Board and approved by the members at any ATVMB Annual General Meeting or Special Meeting.
- 4.6 **Conduct of Annual General Meetings and Special Meetings**
Annual General Meetings and Special Meetings shall be chaired in a manner that allows for general consensus to be achieved. Should consensus be elusive, the Assembly will invoke Robert's Rules of Order, and resolutions shall require a simple majority to pass unless otherwise specified in these by-laws.
- 4.7 **Use of Technology**
Meetings of members including, but not limited to, the Annual General Meeting and Special Meetings may be conducted using technology where and when deemed appropriate by the Board of Directors
- 4.8 Robert's Rules of Order shall govern the procedure for conducting the business of a meeting of the Corporation (Member meeting and Director Meetings), where inconsistent with these bylaws.
- 4.9 Policies and Procedures for the Corporation shall by resolution establish operating policies and procedures for the Corporation that will complement the ATVMB Bylaws.

ARTICLE 5 – BOARD OF DIRECTORS

5.1 Composition

The property and business of the Corporation shall be managed by a Board of Directors consisting of not less than three or more than twelve such Directors.

Any Director who fails to attend three consecutive meetings of the Board of Directors may be removed from the Board by a majority vote of the Board of Directors.

5.2 Qualifications of a Board Member

Any member of the Association may be appointed or elected as a Board member provided they are:

- a) a member in good standing of ATVMB
- b) not in a state of undischarged bankruptcy
- c) not an employee of the Association
- d) not related by a primary relationship (spouse, child, parent) to an employee of the Association
- e) not related by a primary relationship (spouse, child, parent) to another member of the Board of Directors
- f) a resident of Manitoba
- g) at least 18 years of age

The ATVMB Board of Directors at their discretion may allow a person with a primary relationship to another board member to serve on the ATVMB Board of Directors.

5.3 **Election of Board members**

The Board of Directors shall establish a Nominating Committee for the purpose of overseeing the orderly election of members to fill the Board of Directors.

The Nominating Committee shall prepare a slate of candidates to be considered by the voting members at the Annual General Meeting. Nominations to the ATVMB Board of Directors must be forwarded to the Governance Committee at least 30 days prior to the AGM for consideration.

The election of Board Directors shall be by ordinary resolution of the members in attendance.

5.4 **Terms of Office**

Directors of the Board take office immediately following the Annual General Meeting at which they were elected.

Board members will be elected for a two-year term and may serve for a total of three (3) consecutive terms. After serving three consecutive terms, a director shall stand down for a full year before being re-elected to the board .

Board terms shall be staggered so that not all terms expire in the same year and the Board shall do their best to have approximately half of the directors expiring in any given year.

5.5 **Termination, Resignation and Vacancy**

In the event that an Officer is unable to fulfill the term of office, members of the Board shall appoint a replacement to complete the term if the Board deems it appropriate and needed.

A Board Director may resign his/her position at any time by providing written notice to the Board. The Board may, by resolution of 2/3 of the Board Directors, remove a Director for cause, including but not limited to, criminal conduct or conduct that is contrary to the best interests of the Association.

A Director position on the Board shall be deemed vacant and may be removed by a majority of the board if:

- (a) A Director ceases to be qualified as a member of the ATVMB;
- (b) A Director ceases to be qualified in accordance with Article 5.2;
- (c) A Director has missed three (3) consecutive board meetings without notice.

The Board is authorized to appoint a replacement for a Director who has resigned, whose position has been deemed vacant or who has been removed by resolution. The replacement will be a member in good standing under 5.2. Such an appointment shall be in effect until the next Annual General Meeting. A Director appointed as a replacement shall be eligible to be elected by the members at the next Annual General Meeting for two (2) year terms at the completion of the replacement term.

5.6 Powers and Responsibility of the Board

The Board of Directors may exercise all the powers of the Association, including the authorization of expenditures, the borrowing of money, and the execution of legal documents. In exercising these powers, Directors and Officers of ATVMB shall act honestly and in good faith with a view to the best interests of the Association, and will exercise care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

The Board of Directors will adhere to a conflict of interest policy and a confidentiality policy and Directors will conduct themselves in accordance with the policies. In addition, the Board will adhere to a Board Director expectations document, which Directors will sign on appointment or election to the Board.

5.7 Indemnification

Board members and agents (this includes volunteers, staff, consultants) acting in good faith on behalf of the Association shall be indemnified for any costs, expenses, or liabilities necessarily incurred in connection with the defense of any action, suit, or proceeding in which they are made a part by reason of being or having been a member serving in an elected or an appointed capacity. No member shall be indemnified when adjudged in the action or suit to be liable for negligence or misconduct in the performance of duty.

ARTICLE 6 – MEETINGS OF THE BOARD OF DIRECTORS

6.1 Frequency and Location of Meetings

6.1.1 The Board of Directors shall meet regularly, no less than quarterly and more frequently if required, at a date, time and location determined by the Board of Directors.

6.1.2 Board meetings may be conducted in person or by other means, and minutes will be taken by the Secretary/Treasurer or the Executive Director.

6.2 Notice of Meetings

A meeting of the Board may be called by the Chairperson or by a majority of the sitting directors. Notice of board meetings shall be sent to all directors no less than seven (7) days prior to the meeting.

6.3 Voting Rights and Procedures

6.3.1 Each voting Board Director is entitled to one (1) vote and voting by proxy is not permitted.

6.3.2 The Board of Directors will adopt a policy and protocol for conducting Board meetings by electronic means.

6.4 **Quorum**

6.4.1 Quorum for meeting of the Board shall be a simple majority of the number of sitting directors. Quorum is only constituted by voting Directors on the Board.

ARTICLE 7 – OFFICERS AND COMMITTEES

7.1 The Officers of the Board shall be the President, Vice President, Secretary/Treasurer (and this position may be split into 2 officer positions).

The President, Vice-President, the Secretary/Treasurer and any other position created shall be elected by the Board of Directors at their first Board meeting following the Annual General Meeting.

An officer position cannot be vacant for more than 3 months; following the 3 month vacancy the position will be deemed vacant and the Board of Directors will hold an election to fill the officer position.

Committees shall be appointed by the Board and a Director shall be on each Committee at a minimum.

ARTICLE 8 – GENERAL PROVISIONS

8.1 **Fiscal Year**

The fiscal year will be from January 1 to December 31 inclusive.

8.2 **Registered Office**

The registered office of the Corporation shall be at such place in the Province of Manitoba as the Board of Directors may decide.

8.3 **Books and Records**

The books and records of ATVMB shall be stored at the registered office. The Bylaws are available on the ATVMB website and members shall have access to the financial statements annually. On vacating a position on the Board for whatever reason, a Board Director will return any books, papers, vouchers, money and other property of any kind to the Association.

8.4 **Annual Financial Review**

The Association accounts shall be subject to a financial review annually by an independent accountant.

8.5 Provisions for Amending By-Laws

These by-laws may be amended, added to, altered or repealed at any Annual General Meeting or Special General Meeting of the Members by a resolution passed by a two-thirds (2/3) majority of the voting members, provided that the notice for this meeting also gave notice of the intent to change the by-laws.

8.6 Agreements and Grants

ATVMB board may enter into funding Agreements.

8.7 Disposition of Assets upon Dissolution

A motion to the general membership to dissolve the Association may come only from the Board of Directors, which motion will have been previously considered and carried by 2/3 vote of said Board. The motion must be carried by two thirds written ballot by the general membership.

Upon the dissolution, disbanding, or other termination of the Association, all the remaining assets of the Association, after final expenses, as determined by the Board of Directors, shall be distributed to such organization(s) as may qualify as charitable deductions for income tax purposes and that has similar aims and objectives to ATVMB. In no event shall any part of the assets be returned to or distributed among any officers, directors, members, or any other individual connected with the Association directly or indirectly.