

**ISLAND FALLS**

FREE-WHEELERS

**ATV CLUB**

# By-Laws

Revised July 9, 2017



**BY-LAWS**  
**Island Falls Free-Wheelers A.T.V. Club**  
**“Revised: July 9, 2017”**

**ARTICLE I**  
**Name and Location**

The name of this corporation is Island Falls Free-Wheelers A.T.V. Club, hereinafter I.F.F.W. Its principal office shall be in the Town of Island Falls in the County of Aroostook in the State of Maine.

**ARTICLE II**  
**Purposes and Powers**

**Section 1.** The purpose of the I.F.F.W. shall be social in nature, to wit: A) To own, maintain and operate social and recreational facilities, including but not limited to a clubhouse and A.T.V. Trails, for the use and benefit of its members; B) To encourage good fellowship among its members; to conduct A.T.V. Trail rides and A.T.V. Races in accordance with applicable laws and regulations; and ; D) To encourage safety and courtesy in A.T.V riding and to advance and improve the great outdoor sport of A.T.V riding in all its forms.

To these ends the I.F.F.W shall be empowered:

To acquire by gift or purchase, whether in trust or otherwise, to hold, sell, convey, assign, mortgage, or lease any property, real or personal, necessary or incidental to the accomplishment of any of its purposes to borrow such funds and issue evidence of indebtedness, and to secure loans by mortgage, pledge or other lien, all in the furtherance of its said purposes; to apply for, obtain and contract with any governmental agency or private foundation for grants, direct loans or other financial aid and to make any other contract in the furtherance of its said purposes; and to take such other actions as may be necessary for the accomplishments of its said purposes and not inconsistent with the specific limitations of its power hereinafter recorded.

Provided however, that the I.F.F.W. shall not be operated for profit and no part of the net earnings of the I.F.F.W. shall insure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, partnerships, or corporations; except that the I.F.F.W. shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of its purposes as set forth

in these articles. The I.F.F.W. shall not carry on any activities not permitted by a corporation exempt from Federal income tax under Section 501-C-7 of the Internal Revenue Code of 1954, or a corporation, contributions to which are deductible under Section 170-C-2 of the Internal Revenue code of 1954. Provided further, that upon the dissolution of the I.F.F.W, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the I.F.F.W, shall dispose of all its assets to such organizations operated exclusively for charitable, educational, religious, or scientific purposes that qualify as an exempt organization under Section 501-C-7 of the internal Revenue Code of 1954. Any not so disposed of shall be disposed of by the Superior Court of Aroostook County in which the principal office of the I.F.F.W. is located as said court shall determine which meet the requirements aforementioned.

### **ARTICLE III**

#### **Membership-Classes-Elections-Qualifications and Rights**

**1. Initial members:** Membership in the I.F.F.W. shall consist initially of the incorporators whose signatures appear on the certificate of organization.

**2.** Membership is open to any person of good character and in agreement with the purposes of the I.F.F.W. upon application to the secretary and payment of one year's dues.

**3.** Membership shall consist of three classes, effective annually, April 1st through March 31st of the following year.

A. Primary membership: Shall be an individual, domiciled couple, guardian(s) and any dependent children living with them under eighteen years of age. Upon attaining their 18<sup>th</sup> birthday a dependent child shall be required to obtain their own primary membership.

B. Associate Membership: A member with primary membership in another A.T.V Maine affiliated club.

C. Supporting Business Membership

**4. Powers:** Members eighteen years of age and older and in good standing may vote and hold an elected or appointed position in the I.F.F.W.

**5.** At any club function IE: BBQ, Parade, club ride etc., all children under the age of eighteen shall be under the direct supervision of a parent, guardian, or other responsible adult relative.

**6. Resignation Removal:** Membership may be revoked for violation of Island Falls Free Wheelers A.T.V. Club by-laws, unruly conduct, unlawful conduct, or for violation of the conditions on the application upon which the member had previously placed his/her signature. This may be done after a hearing by the full Board of Directors and a two thirds vote by the full Board of Directors in the affirmative.

The respondent may request an open hearing at a membership meeting.

**7. Dues:** The annual dues for membership shall be set and may be subject to change annually by the Board of Directors.

## **ARTICLE IV**

### **Meetings of Membership**

**1. Annual Meeting:** The annual meeting of the I.F.F.W shall be held at Island Falls, Maine on the second Sunday of May or at such time and place as the Board of Directors may determine. Reasonable notice of the meeting, written, e-mailed, posted on the website or in person shall be given by the secretary. Failure to hold an annual meeting shall not in any way invalidate the actions of the Board of Directors or officers, each of whom shall retain office and power to act until his/her successor shall have been duly elected. At the annual meeting there will be heard and acted upon the reports of the officers and transaction of such other business as may properly come before the meeting.

**2. Monthly Meeting:** The monthly meetings of the IFFW shall be held in Island Falls on the second Sunday of the month at 4:00pm or at such time and place as the Board of Directors may determine. Reasonable meeting notice including seasonal suspension shall be given as noted in section 5 of this article.

**3. Special Meetings:** On request by the President, majority vote by the Full Board of Directors or petition of seven members from general membership, a special meeting shall be called at such a time and place designated by the President or the Board of Directors, and agreed upon by the requesting party, and will require a quorum at such time as the meeting is convened. The secretary shall give due notice thereof in the same manner as for the annual meeting.

**4. Proxies:** There shall be no voting by proxy permitted by general membership or Board of Directors at any meeting of the I.F.F.W.

**5. Notice:** Written notice of every meeting of membership shall be included with each paid membership, sent via card (to members who do not have an email address listed with

the club, posted on web site, letter, and e-mail by the secretary to every member at his/her last known email address.

6. Seven members shall constitute a quorum for the transaction of business.

7. Robert's Rules of Order shall govern all meetings.

## **ARTICLE V Board of Directors**

1 A. The management of the I.F.F.W. shall be vested in a Board of Directors composed of the four elected officers during their terms, appointed standing committee Chairmen while serving and three others serving rotating terms: one member serving three years, one member serving two years, and one member serving one year respectively. Attendance at all Board meetings is expected of Board members.

2. The Board shall meet monthly prior to the general membership meeting. The Board shall also meet prior to the first seasonal membership meeting for a planning session. The Board shall also meet after the close of the season for an overall season evaluation. Minutes shall be kept of all Board meetings and reported on at general membership meetings.

3. Three unexcused absences may lead to Board action.

4. A Board member may be removed for cause following a hearing and vote of general membership for removal by a simple majority in the affirmative. See Article VI section 8.

5. Four(4) Board of Director members present shall constitute a quorum for conduction business.

## **ARTICLE VI Officers**

**1. Number and Designation:** The management and administration of the affairs of the I.F.F.W shall be entrusted to four officers; President, Vice President, Secretary, and Treasurer. They shall be on the Board of Directors during their term of office. Attendance at all Board and general membership meetings is expected of club officers. Three unexcused absences may lead to Board action.

**2. President:** The president shall be the chief executive and administrative officer of the I.F.F.W and shall serve as Chairperson of the Board of Directors. He/she shall be the official spokesperson for the I.F.F.W and shall sign all contracts and documents on behalf of the organization.

**3. Vice-President:** The Vice- President shall, in the absence of or disability of the President “being incommunicado”, have and exercise all the powers of the President. He/she shall have such other and further duties as the President may from time to time prescribe.

**4. Secretary:** The Secretary shall keep an accurate written record of the meetings of the I.F.F.W. He/she shall give the notice required by these by-laws of all such meetings. He/she shall notify persons of their acceptance to, or removal from membership. He/she shall have custody of the minutes book and other appropriate records, excluding financial records of the I.F.F.W.

**5. Treasurer:** The Treasurer shall keep the accounts and have charge of the funds of the I.F.F.W. He/she shall make deposits and pay bills as required and appropriate, and shall render a written report of the financial condition of the I.F.F.W to the membership at its Annual and all other business meetings. Funds may not be released without an invoice, receipt or the prior approval of membership. In all cases a final invoice or receipt must be presented for the record of all released funds.

**6. Committees:** The President may, from time to time, appoint from the membership such committees and chairpersons as, in his/her judgment, shall be necessary to further the purpose of the I.F.F.W.

**7. Standing Committees:** Chairmen of the following Committees shall be appointed by the President and ratified by a majority vote of the B.O.D. no later than the last B.O.D. meeting prior to the beginning of the next fiscal year of the I.F.F.W. The President shall announce the Committee appointments at the July general membership meeting.

By-Laws Review Trails Membership Hospitality Safety Fundraising/Activities

**A. Trail master, Trails Committee.** The Trail master shall be the Chairperson of the Trails Committee and shall serve on the Board of Directors. The Trail master shall be responsible to recruit an Assistant Trail master and such other committee members from the general membership of the I.F.F.W. as may be required in order to assure a safe and well-kept trail system. The Trail master shall be responsible for the scheduling of trail work to be done and will report to the I.F.F.W, at all meetings, the condition or changing conditions, of the organized trail system. It shall be the duty of the Trail master to request annually, file and keep all landowner permission slips and to produce them to the Board

of Directors upon request. It also shall be the responsibility of the Trail master to work with the President and Board of Directors on the application for, and submission of all proposals for grants. The Trail master shall request any and all assistance from the Board of Directors as may be required from time to time

**B. Fundraising/Activities Committee:** A Chairperson of the Fundraising/Activities Committee may be appointed by the president. The Fundraising/Activities Committee chairperson will lead fundraising, plan and schedule a series of rides, picnics, and other club events which shall be presented to the Board of Directors and general membership for approval. The chairperson may recruit other committee members from the general membership, as needed and will be responsible, once specific events and activities are approved that timely and effective communication ensure all members are notified as to date, time and location of scheduled activities.

**7. Absences:** In the case of absence or inability to act of either the Secretary of the I.F.F.W or Treasurer, The Board of Directors may appoint a Secretary or a Treasurer pro-temp.

**8. Election of officers and Board of Directors:** The officers and Board of Directors of the I.F.F.W shall be elected by the membership at the annual meeting with the exception being the appointed Committee Chairmen. The nominee for each office and Board of Directors receiving the highest number of votes cast shall assume that office. If there is no more than one nominee for each office, the President may waive the requirement of formal balloting and direct the secretary to cast one ballot for the nominee. The terms of the officers and elected Board members shall be until their successors are elected. A nominating committee appointed by the president shall present a slate of officers to the membership one meeting prior to the annual meeting and nominations from the floor will be requested at that time nominations will then be closed by a vote of membership.

Removal of an officer or Director: This shall be for cause after a hearing and recommendation to the membership for a vote on the matter from the Board.

## **ARTICLE VII**

### **Fiscal Year**

The fiscal year of the I.F.F.W shall be corresponding to the A.T.V Maine fiscal year.

## **ARTICLE VIII**

### **Indemnification**

The I.F.F.W. shall have the power and shall indemnify members, Board of Directors or other persons, whether officer, director, employee, agent or other persons acting for or on behalf of and with the authority of the I.F.F.W, in respect to any and all matters or actions performed lawfully within the guidelines of all civil and criminal laws both Federal and, State and these By-Laws for which indemnification is permitted by the laws of the State of Maine. This includes without limitation, liability for expenses incurred in defending against legal action, both active and anticipated.

## **ARTICLE IX**

### **Amendments**

1. These By-Laws and the Corporate Articles of Incorporation may be amended by a majority of the membership present at a monthly meeting. The written notice will contain a description of the proposed action. A first reading of the changes shall take place at a monthly meeting followed by a second reading and vote by membership at the next monthly membership meeting.

2. All monies or funds accrued for the Island Falls Free Wheelers A.T.V Club as a result of, but not limited to, club authorized functions, membership fees, donations or state and federal grants, etc. shall be turned over to the Treasurer who shall deposit said funds within seven days of receipt. All bills for payment must be properly documented, by means of invoice or receipt, and properly recorded for audit. The Secretary's petty cash fund requires all receipts to be turned in monthly to the Treasurer at which time the fund may be replenished.

3. Any club expenditure relative to club functions or operations exceeding two hundred dollars shall be presented by the Board of Directors to the membership with an expenditure recommendation. Any expenditure under two hundred dollars may be approved by the President, with a fiscal year cap of six hundred dollars. The membership must vote to approve any additional amount beyond the cap.

4. Proposals for trail work, materials and/or services must be received by the Trail master and presented to the Board of Directors for a recommendation to the membership, for a vote of authorization to spend up to the proposed sum of money quoted for the project or product. The process of acquiring such cost and time factors shall be through the bidding process, if possible/or through discussion with work proponents or provider relative to cost and time factors. When the work on the project has been completed, or the product delivered, the Chairperson or Board of Directors will reconcile the invoice with the work or product, and upon a final approval, the Treasurer will be authorized to pay the bill.



After payment has been made, all appropriate records pertaining to the transaction shall be filed as corporate records.

**5. NOTE:** Three bids shall be requested if possible and presented to the Board of Directors who shall then present a recommendation to the membership for a vote on awarding a contract or purchasing a product.

6. All other purchases of equipment, products, services and/or supplies etc. not related to and not included as part of a specific one time trail project shall require the Board to follow the procedure as set forth in ARTICLE IX 4 who shall then present a recommendation to the membership for a vote. Exempt from this section shall be the Secretaries monthly authorized purchases of items thru the established petty cash fund for day to day operations.