

HILLTOWN RIDERS, INC.
CONSTITUTION AND BY-LAWS

CONSTITUTION

ARTICLE 1 – TITLE AND PURPOSES

Section 1. This Corporation is designated, and shall be known as, “The Hilltown Riders, Inc.”

Section 2. This Corporation is formed for these purposes:

1. Promote all legal and safe All Terrain Vehicle (ATV) and Off Highway Motorcycle (OHM) usage.
2. Develop and maintain membership to the maximum allowed by the by-laws;
3. Conduct this corporation as a nonprofit organization operated to achieve the following;
 - a. To help foster ATV and OHM usage, awareness, for educational, athletic, safety and recreational purposes;
 - b. To educate citizens regarding ATV and OHM usage.
4. To engage in any lawful activity.

ARTICLE II – OFFICERS and ELECTIONS

Section 1. The Officers of this Club shall consist of a President, Vice President, Secretary, Treasurer, and three Directors.

Section 2. All Officers shall be elected annually.

Section 3. If more than two candidates for a specific office receive votes, but none receives a majority of the votes cast, the two candidates who received the highest number of votes shall be retained on the ballot for a second vote, in which votes cast for other than the two candidates shall be null and void.

Section 4. Election of Officers shall take place at the January members meeting. The secretary shall cause to be communicated to every member listed on the membership roll a notice stating the time and place of the meeting and elections.

Section 5. Should a Club Office become vacant, the President shall appoint an interim Officer. In the next scheduled members meeting nominations to that office may be made by any member and a special election shall be held at the following members meeting. If the vacancy would exist for less than 120 days, the interim appointment shall remain valid thru the next general election.

Section 6. All elections of Club Officers shall be by secret ballot, except when a candidate is unopposed.

Section 7. The President shall appoint three members to serve as election tellers, who shall receive and count all ballots in the presence of the members in attendance. There shall not be "Absentee Ballots."

Section 8. Newly elected officers shall take office as of the February meeting.

Section 9. Any board member who fails to attend more than three meetings in a calendar year may be removed from office.

Section 10. Voting privileges are available to any member 18 years or older.

ARTICLE III – COMMITTEE

Section 1. Special Committees shall be appointed by the President as needed.

ARTICLE IV – THE PRESIDENT

The President shall preside at all Officers and Members Meetings, and at Special Meetings called as provided in the By-Laws. The President shall enforce observance of the Club's Constitution, By-Laws, and Rules. The President shall be an ex-officio member of all committees.

ARTICLE V – THE VICE PRESIDENT

The Vice President shall, in the absence of the President, preside at scheduled and special meetings, and perform such other duties of the President as may be necessary at the time. The Vice President shall have such powers and perform such duties as may be delegated thereunto by the President or prescribed by the Board of Directors.

ARTICLE VI - THE SECRETARY

The Secretary shall:

- Keep the minutes of all meetings.
- Communicate the date, time and location of all meetings to the members.
- Communicate notices required by the Constitution and By-Laws to the members.
- Maintain corporate books and records.

ARTICLE VII – THE TREASURER

The Treasurer shall deposit to the proper accounts all funds received, draw on those accounts for routine expenditures and those directed by the members, keep accurate records of all receipts and expenditures, and submit a report of the same in each officers and members meeting, and in such special meetings as concern finances. The Treasurer shall submit the books annually to the Auditing Committee, and deliver the books and attendant materials, in good order, to a duly elected or appointed successor.

ARTICLE VIII – DIRECTORS

The Directors shall oversee the general management of Club affairs.

ARTICLE IX – AUDITING COMMITTEE

An Auditing Committee, consisting of two members, shall be appointed by the President to annually audit the clubs financial accounts.

ARTICLE X – MEMBERSHIP and DUES

Section 1. Application for membership may be made by any person of good character who has attained 18 years of age.

Section 2. Memberships shall include privileges for the members spouse and children providing they live in the same household.

Section 3. Any member of this club being called in or enlisting in the armed forces of this country, which causes such person to be prohibited from enjoying the benefits of the club, shall be carried on the club rolls, dues and assessment free, for the period of such service.

Section 4. Special assessments on the Club membership must be for a stated purpose and must be proposed in a scheduled members meeting. Such assessments shall be communicated to the members and must be approved by majority vote in the next scheduled members meeting or advertised special meeting. The assessed funds must be used for the stated purpose.

Section 5. Club Officers, meeting in special confidential session, shall have the power to seek reimbursement/repair of damages, work assignments, suspension of privileges, and/or expulsion from membership as provided by the By-Laws, as penalty for violation of the Club's Constitution, By-Laws, rules or unsportsmanlike conduct.

Section 6. All members shall be required to provide the Secretary with proof of insurance for all ATVs, or OHM's. Registration may be required based on usage.

ARTICLE XI – APPROPRIATIONS AND EXPENDITURES

1. All appropriations or expenditures of Club monies shall require a majority vote of members present in a scheduled members meeting, or a special meeting called as provided in the By-Laws. A written explanation of the expense, or invoice, shall be provided to the Treasurer. All payments shall be made from the clubs checkbook. However, unanticipated expenses not exceeding \$100 per occurrence or aggregating to maximum of \$200 between meetings shall be permitted.
2. The clubs checking account shall be set up to require two signatures for all checks.
3. Persons given authority to sign club checks shall be limited to the following officers: Treasurer, President, Vice President and one of the Directors, who shall be selected by the President.

ARTICLE XII – MEANING OR INTENT

If the meaning or intent of any part of this Constitution or By-Laws is questioned, the Club Officers, after due deliberation shall, by consensus, provide the official interpretation.

ARTICLE XIII – AMENDMENT

This Constitution may be amended through the following procedure only.

1. Any proposed amendment shall be presented as "New Business" at a Members Meeting. A draft of the proposal shall be communicated to the members.

2. In the next scheduled Members Meeting, the Secretary shall again read the proposed amendment as “Unfinished Business.” The proposal shall then be discussed and revised as required by majority vote. This version shall be considered to be the final form. The revised proposal shall be communicated to the members together with notice that it will be voted on in the next Members Meeting.
3. In the next Members Meeting, the revised proposed amendment shall again be read, discussed, and revised as required by majority vote, as “Unfinished Business.” A two-thirds majority of members present and voting shall be required for adoption of the proposed amendment.

BY- LAWS

ARTICLE I – MEETINGS

Section 1. The regular meetings of this club shall be held on the second Wednesday of each month at 7:00 P.M. unless otherwise scheduled at a meeting. In such instances the alternate date shall be communicated to the members. The members shall be notified at least one week prior to the meeting as to the location of the meeting.

Section 2. The order of business in regular meetings shall be as follows:

1. Call to order
2. Roll call of officers
3. Reading of the minutes of the preceding meeting
4. Applications for membership
5. Treasurers report
6. Reports of special committees
7. Reading of Communications
8. Unfinished business
9. New business
10. Verify time and location of the next meeting

11. Adjournment

Section 3. The order of business in special or Board meetings is as follows:

1. Call to order
2. Roll call of officers
3. Transaction of business for which the meeting was called
4. Adjournment

Section 4. Meetings of the Board of Directors shall require that at least three of the board members be present.

ARTICLE II – DUES DEADLINE

Annual dues, fines, and assessments which do not have their own due dates, are payable before May 1 of the due's year. Yearly membership shall be from the first day of May to the last day of April. Members in arrears on June 1 shall be removed from the roles and have all membership privileges revoked. A new member shall pay one year of dues upon joining the club regardless of the time of year the member joins. The member's second years dues shall be appropriately pro-rated.

ARTICLE III – MEMBERSHIP

Section 1. All applications for membership shall be approved on a probationary basis upon receipt of a completed application, proof of insurance and payment of one year of dues. The membership shall be voted on at the following member meeting at which such applicants may not attend. Applicants shall be notified of approval or rejection by the secretary. Applicants who are denied shall have their payment returned by the secretary.

Section 2. Readmission to membership shall only be permitted for members who left in good standing. Good standing shall be defined by the Board of Directors.

Section 3. A former member who left in good standing shall be given preference over a new member for membership. If the former member had completed the workday requirement, and was off the member roles no more than one year, the workday credit shall apply.

Section 4. Voting privileges shall be as defined in the constitution.

Section 5. There shall be a maximum of 100 members enrolled in the Club at any one time. Applicants who would exceed this number shall be kept "on file" awaiting an opening on the rolls.

Section 6. All members shall be required to abide by the following code of ethics:

MEMBER CODE OF ETHICS

- I recognize that people will judge all motorized trail users by my actions.
- I will ride only on designated, signed or mapped trails and areas.
- I will respect and preserve the public and private property that I ride on.
- I will slow down, use caution and be courteous when I encounter other trail users.
- I will ensure my equipment meets New York State safety, insurance, registration, emission and noise standards.
- DOT approved helmets must be worn by any rider(s) when ATV or OHM is in motion.
- The maximum number of riders shall be determined by manufacturer's specifications.
- I will not endanger myself and other trail users by riding beyond my ability or while impaired by drugs or alcohol.
- I will not attempt to disturb or directly pursue wildlife with my recreational vehicle.
- I will not construct jumps or obstacles anywhere on the trail or riding areas.

Section 7.

All new members must agree to and sign the following:

ASSUMPTION OF RISK, RELEASE AND WAIVER OF LIABILITY, HOLD-HARMLESS AND INDEMNITY AGREEMENT

In exchange for participating in the activities and events of the "Club" and New York State Off Road Vehicle Association (NYSORVA), and, also in exchange for being permitted to operate off-highway recreational vehicles ("ORVs") upon designated trails and areas located on property of landowners whose permission has been obtained by the club and NYSORVA, for one year from the date of this application and waiver. I understand and agree as follows Acknowledgement and Assumption of Risk: I understand and acknowledge the risk of accident or injury to my person or property and to others while riding ORV's. I accept and assume all risks and dangers and all responsibility for any such accident or injury no matter how, or by whom, it may be

caused. Release, Waiver, Hold-Harmless and Indemnity: To the fullest extent permissible by law, I hereby release, waive, discharge, and covenant not to sue the Club, NYSORVA and the landowners, from all liability, and further agree to indemnify and hold them harmless for accident or injury whether caused by the negligence or by the Club, NYSORVA and the landowners, or otherwise.

I HAVE READ THIS ASSUMPTION OF RISK, RELEASE AND WAIVER OF LIABILITY, HOLD-HARMLESS AND INDEMNITY AGREEMENT, FULLY UNDERSTAND ITS TERMS, UNDERSTAND THAT I MAY HAVE GIVEN UP SUBSTANTIAL RIGHTS BY SIGNING IT, AND HAVE SIGNED IT, ON BEHALF OF MYSELF AND MY MINOR CHILDREN, FREELY AND VOLUNTARILY WITHOUT ANY INDUCEMENT, ASSURANCE OR GUARANTEE BEING MADE TO ME AND FULLY INTEND MY SIGNATURE TO BE A COMPLETE, CONTINUING AND UNCONDITIONAL RELEASE OF ALL LIABILITY TO THE FULLEST EXTENT ALLOWED BY LAW.

ARTICLE IV – TERMINATION OF MEMBERSHIP

Section 1. Any member-in-good-standing who departs for active duty in a military service of the United States shall be excused from paying Club dues, fees, and assessments until 90 days after honorable discharge from that service.

Section 2. No member shall be expelled, or otherwise punished, for violation of the Club's Constitution, By-Laws, or Rules except through due process, as described in Article V of these By-Laws.

ARTICLE V – DISCIPLINARY ACTIONS

Penalties for violation of the Constitution, By-Laws, or Club Rules may take form of special work assignments, fines, suspension of membership privileges, expulsion from membership, and any combination thereof. The penalties of work assignment, suspension of privileges for up to 90 days, and fines up to the equivalent of one year's dues may be levied by a simple majority vote of the club officers. Club membership may be terminated at any time by a majority vote of the club Board of Directors. Just cause for termination includes but is not limited to failure to abide by the club's code of ethics or a criminal conviction. Any false information on an application shall be grounds for immediate revocation of the membership.

ARTICLE VI – MISCELLANEOUS

Section 1. Guest privileges will only be extended one time per person, excluding special events.

Section 2. A member may have no more than two guests at a time.

Section 3. All guests shall complete and sign a membership application prior to participating in any club activity. The sponsor shall write "Sponsor" at the top of the application and sign next to it. The sponsor shall submit the application to the secretary at or before the following member meeting. Sponsors who fail to have the completed, signed application during the event or who fail to submit the application on time may have their membership terminated.

Section 4. Guests must be accompanied by a sponsoring club member at all times.

Section 5. Annual dues shall be \$200.00

Section 6. Each member with voting privileges is required to participate in a total of 12 work day hours per year. Members meeting this requirement shall receive a \$100 credit toward the following years dues. The amount of credit shall not exceed the members annual dues.

Section 7. Board members shall be exempt from paying any future dues, while holding office, once they are elected. If a board member fails to complete their full term in office, their annual membership dues shall be due immediately.

ARTICLE VII – AMENDMENT

These By-Laws may be amended through the following procedure:

Any member may propose amendment of these By-Laws as "New Business" in any scheduled Members Meeting. A two-thirds majority of members present and voting shall be required for adoption of the proposed amendment.

This Constitution and By-Laws were created on 8/12/08.

Amended by the members on 10/1/08.

Voted and approved by the members on 10/29/08.

Amended by the members on 5/20/09.

Amended by the members on 6/27/09:

The maximum number of riders shall be determined by manufacturer's specifications.

Amended by the members on 7/25/10:

The change of the Constitution was voted and approved. The change is now effective. It will read as:

" Article X, Membership Dues, Section 5 Change: Club Officers, meeting in special confidential session, shall have the power to seek reimbursement/repair of damages, work assignments, suspension of privileges, and/or expulsion from membership as provided by the By-Laws, as penalty for violation of the club's Constitution, By-Laws, rules, "OR UNSPORTMANS LIKE CONDUCT".

Amended by the members on 10/20/10:

BY-LAWS - discussion on changing standard meeting date from 4th Wednesday of each month to 2nd Wednesday of each month - there was no objection - voted on and passed - thus - meeting dates will be 2nd Wednesday of each month - (By-Law stipulation that "unless otherwise scheduled at meeting" still in effect - meaning if Club members in attendance decide that the next meeting should be changed from 2nd Wednesday to another night due to Holidays or other reason - they may do so - and a notification will be sent to all members)

Amended by the members on 2/9/11:

Article VI – Miscellaneous, Section 6. (Each member with voting privileges is required to participate in two work days per year.)

Was changed to: Each member with voting privileges is required to participate in a total of 12 work day hours per year.

Amended by the members on 2/9/11:

The following was added to ARTICLE III – MEMBERSHIP, Section 3.

If the former member had completed the workday requirement, and was off the member roles no more than one year, the workday credit shall apply.

