



VASA By-Laws

Ratified 7/11/22

Article I: Name and Objectives

Section 1: Name

The Name of this non-profit corporation, hereinafter, called the Association, shall be the Vermont ATV Sportsman's Association, Inc., (VASA).

Section 2: Objectives

The Corporation is organized exclusively for charitable and educational purposes including, for such purposes, the following:

- A.) The marking of distributions to organizations that qualify as Section 501c3 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- B.) To foster a close relationship with, appreciation for, and recognition of the landowner's of the State of Vermont.
- C.) To develop and maintain a statewide network of ATV trails.
- D.) To teach and encourage the safe, courteous, lawful and responsible use of ATVs.
- E.) To actively seek and support the preservation and protection of our natural environment.
- F.) To promote the development of recreational areas for the use of ATVs within the state.
- G.) To render public service in case of emergency or disaster.

Section 3: Definition

"All terrain vehicle" or "ATV" means any non-highway recreational vehicle, except snowmobiles, having no less than two low pressure tires (10 pounds per square inch, or less), not wider than 64 inches with two-wheel ATVs having permanent, full-time power to both wheels, and having a dry weight of less than 2500 pounds, when used for cross-country travel on trails or on any one of the following or a combination thereof: land, water, snow, ice, marsh swampland, and natural terrain. An ATV on a public highway shall be considered a motor vehicle, as defined in section 4 of this title, only for the purposes of those offenses listed in subdivisions 2502(A)(1)(H), (N), (R), (U), (Y), (FF), (GG), (II), and (AAA); (2)(A) and (B); (3)(A), (B), (C), and (D); (4)(A) and (B) and (5) of this title and as provided in section 1201 of this title. An ATV shall not include an electric personal assistive mobility device.

Article II: Membership

Section 1: Composition:

Any person who has an interest in all-terrain vehicle recreation may become a member of VASA.

Section 2: Minimum Number:

Should the total membership drop to fewer than 50 members, this organization shall cease to exist.

Upon dissolution any and all assets, monetary and otherwise, shall be donated to one or more charitable organizations of the membership's and/or Board of Director's choice. (See Article XI).

Section 3: Fee and Terms of Membership/TAD

The fee for membership/TAD in the organization shall be set annually by the membership at the Annual Meeting for the following membership year. The term of membership shall be from January 1st to the following December 31st. Club fees shall be reviewed annually by the BoD at the November regular meeting.

Commented [DH1]: Clarification on when club fee is decided

Article III: Officers

Section 1: Officers

The Officers of the organization shall be the President, Vice President, Secretary, Treasurer and Board Member At Large.

Section 2: Terms of Office

The Officers shall be elected at the Annual Meeting as set forth in Article III, Section 3(C) for two year, overlapping terms and shall serve in that capacity until such time as they are removed from office (See Article III, section 4(F), or a successor has been duly elected. The Board Member at Large serves only a single year term of office.

No affiliated club shall have more than two of its members serving as Officers at the same time. The Board of Directors may make exceptions to this rule on a case-by-case basis.

Section 3: Method of Election

- A.) A nominating committee shall be appointed by the President for the purpose of recommending a candidate for each office to be filled after having acquainted the nominees with the responsibilities of the office and securing their willingness to serve.
- B.) Additional nominations may be made from the floor.
- C.) The President and Secretary shall be elected on the odd years and the Vice President and Treasurer shall be elected on the even years, thereby providing for overlapping terms. Board Member At Large is elected each year. Officers may serve multiple consecutive terms, except the Board Member At Large may serve multiple terms, but not consecutively.
- D.) The Officers who have been elected at the Annual Meeting shall assume office promptly at the end of the Annual Meeting.
- E.) Vacancies occurring in any of the offices due to illness, death or other incapacity to comply with assumed duties shall be filled by the Board of Directors, except in case of the President, when the Vice President shall succeed to Chair, as noted in Article III, Section 4(B). Such Officers shall serve only until the next regular election.

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Section 4: Duties and Responsibilities:

- A.) The President shall be the Chief Executive Officer of the organization. He/she shall be the Chair and shall preside at all meetings of the organization including those of the Board of Directors. The President shall appoint the members of all committees. He/she shall sign all documents requiring an official signature and shall perform all other duties incidental to the office.

- B.) The Vice President shall perform the duties of the President in the absence or incapacity of the President. The Vice President shall automatically become President of the organization upon the resignation or death of the President. The Vice President will serve as Chair of the Trails Committee.
- C.) The Secretary shall keep an accurate record of the activities of the organization. He/she is responsible for recording minutes of the Board of Directors and casting final vote in the event of any election.
- D.) The Treasurer shall keep an accurate record of all monies allocated to the organization shall supervise the disbursement of the funds subject to the direction and approval of the Board of Directors and shall serve as the Chair of the Finance Committee.
- E.) The Board Member At Large shall serve as special liaison between the Board and the Executive Board. The Board Member at Large will Chair the Nominating Committee.
- F.) No Officer of VASA shall hold more than one office concurrently within VASA at the state level, be it paid or volunteer during the elected term.
- G.) Removal from Office: Any Officer elected or appointed may be removed by the Board of Directors, whenever, in its judgement, the best interests of the Association would be served.
- H.) Absent Officers: Any Officer who misses three consecutive regular meetings without just cause shall be deemed removed and that office shall be declared vacant.

Section 5: Executive Board:

The Executive Board shall consist of the four (4) elected Officers and one Board of Director at Large.

- A.) The responsibilities of the Executive Board are to provide management, direction and oversight in all matters regarding the administration of VASA, including but not limited to personnel decisions and employment and compensation of the Executive Director. They are responsible to communicate to the Board of Directors and see their approval in matters that the majority of the Executive Board feels is of significant consequence, and it is in the best interest of VASA to delay decision making until the next Board of Directors meeting.
- B.) The Executive Board will meet as often as deemed necessary, to include conference call set up if needed.
- C.) The Executive Board can make decisions on the day to day operations of VASA without prior approval of the Board of Directors, as long as the Executive Board is acting on the best interest of VASA.

Article IV: Board of Directors

Section 1: Composition

The Board of Directors shall be composed of the Executive Board, a representative and an alternate representative from each individual club who has been selected by that club.

Section 2: Functions

The function of the Board of Directors shall be:

- A.) To perform the essential organization activities that must be acted upon for the good of the clubs between meetings of the membership.
- B.) To formulate and recommend programs and activities to the members of the organization for their consideration and approval.

- C.) To identify and help formulate other Committees necessary to further the purposes and functions of the organization.
- D.) To carry on such other business as may be delegated to it by the organization's membership.

Article V: Fiscal Year

The fiscal year of the organization shall be from July 1 to June 30, inclusive.

Article VI: Meetings

Section 1: Board of Directors Meetings

Monthly meetings of the Board of Directors shall be held on the second Monday of each month at 6:00 pm at the VASA HQ building.

- A.) The regular monthly meetings of the Board of Directors shall be to conduct the monthly business of the organization as outlined in Article IV. More specifically, the monthly meetings shall be for the following:
 - 1.) To approve, reject, amend or refer back to the Committees for further study of reports from special or standing Committees.
 - 2.) To introduce new ideas with requests for the President to appoint Committees to make further studies and report back their recommendations to the organization.
 - 3.) To evaluate reports of completed activities, projects or programs and make suggestions for improvement.
 - 4.) To provide members with information concerning programs helpful to them in their efforts to address needs.
- B.) Written notice shall be sent by email to all members of the Board of Directors in advance of all meetings, giving the date, time and place of the meeting. Exception: Amendment of the By-laws shall require a 30 day notice.
- C.) Unapproved meeting minutes, the agenda, Treasurer's, Executive Director's, Trails and Lobbyist/Consultant reports will be distributed by email to all Board members and one alternate one week prior to each meeting to be reviewed before the meeting.
- D.) A minimum of 51% of the eligible Board of Directors must be present at regular or special meetings to constitute a quorum for the transaction of business.
- E.) One Board member per club in attendance shall be entitled to one vote per ballot. The Officers shall not vote with the exception of the President, who will break any ties.
- F.) Absent Board members: Any local club whose duly recognized representative to the Board of Directors has been absent for three or more consecutive regular monthly meetings will be notified that their club is not being represented at those meeting.

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Section 2: Annual Meetings

- A.) An annual meeting of the membership shall be held each year at the central location in the State. The specific date and location shall be determined by the Board of Directors.

- B.) Each VASA member, in good standing as the previous December 31, shall be entitled to one vote per ballot. Multiple memberships do not allow for multiple votes.
- C.) Proxy voting will not be allowed.

Article VII: Committees

The President shall appoint Committees as deemed necessary by the Board of Directors. The members of all Standing Committees shall serve for a period of one year, such period to be concurrent with the fiscal year of the organization. Ad hoc Committee members shall serve in accordance with the charge to that Committee.

Article VIII: Registration and Membership

Section 1: State Registration:

All ATVs that are ridden on any VASA trail or ridden by participants in any VASA or local VASA club sponsored events must be registered with the State of Vermont, or with another State or Province.

Section 2: Trail Access Decals:

In addition to valid state registration, all ATVs that are ridden on any VASA trail or ridden by participants in any VASA or local VASA club sponsored events shall display a valid Trail Access Decal on the front and rear of the vehicle.

Article IX: Rules and Regulations

Section 1: Helmets:

Helmets are required to ride all VASA trails and participate in all VASA events. This includes all drivers and passengers for both traditional ATV's and UTVs.

Section 2: Landowner Agreements:

Any and all Club originated Landowner Agreements beyond the VASA Landowner Permission Form must be approved by the Executive Board.

Section 3: Member Privileges Revocation:

Any member involved in any violations of any sort, against any club, landowner, land manager or VASA, or whom receives one or more written warnings from the Board of Directors can have their membership and Trail Access Decal revoked via a majority vote at the Board of Directors for a time period decided at the Board of Directors. Petition for reinstatement can be considered at the discretion of the Board of Directors.

Section 4: Clubs:

All VASA affiliated clubs must abide by the rules of our agreement with the State of Vermont (Agency of Natural Resources) grant program. Clubs will not receive State funds until all requirements have been met.

Section 5: Commercial Trail Access Decals:

All commercial endeavors must adhere to the Commercial Use Policy implemented by the Board of Directors.

Article X: By-Laws

Section 1: Amendments

These By-Laws may be amended by the Board of Directors for the purpose of conducting the business of VASA.

- A.) All proposed changes to these By-Laws must be presented to the Board of Directors in writing no less than thirty days before the requested change is to be voted upon. By-Law amendments must be approved by no less than 60% of the Board of Directors in attendance at a regular or special meeting at which a quorum exists for the transaction of business.
- B.) Amended By-Laws must be made available to all members in writing and posted on the VASA website.

Section 2: Appeals:

Appeals to the newly adopted amendments to the By-Laws must be presented to the Board of Directors in writing at least thirty days prior to the next monthly Board of Directors meeting to be considered for review at that meeting.

Article XI: Liquidation

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501c3 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 of by a court of competent jurisdiction of the country in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

President

Vice President

Treasurer

Secretary

BOD Member at Large

Date