

By-Laws of the Maine ATV Coalition

Article 1 - Name, Offices

Section 1. Name. The name of this Corporation is **Maine ATV Coalition**.

Section 2. Offices. The principal office of the Corporation shall be located in the Town of Oakland, Kennebec County, Maine, or as the affairs of the Corporation may require from time to time.

Article 2 - Purpose and Powers

Section 1. Purpose. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Without limiting the generality of the foregoing, and at all times within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, the Corporation exists to promote the safe, responsible and fun use of Maine's ATV trails by working with local Maine ATV clubs:

- A. To raise public awareness and support of the economic and recreational benefits of All Terrain Vehicle use in Maine
- B. To unite all ATV Clubs in the state of Maine and provide a means by which all clubs can communicate and collaborate statewide;
- C. To provide advocacy for ATV Clubs in Maine;
- D. To allow ATV riders from anywhere to connect with ATV Clubs in the state of Maine;
- E. To make affordable liability insurance available for all clubs in the State of Maine;
- F. To educate clubs, riders, landowners and the general public on topics relating to ATV use in the State of Maine;
- G. To ensure ecologically sound and fiscally sustainable trails are in use throughout the State
- H. To participate as a representative of matters related to All Terrain Vehicles and trails to the local, state and federal government.

Section 2. Powers. To affect the foregoing purposes of this Corporation, the Corporation shall have such powers as are conferred upon non-profit Corporations by the Maine Non-Profit Corporations Act, provided that:

- A. no part of the net earnings of the Corporation shall inure to the benefit of any member, Director, officer of the Corporation or private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes). No member, Director, officer of the Corporation or private individual shall be entitled to share in the distribution of any corporate assets upon dissolution of the Corporation; and

- B. no substantial part of the activities of the Corporation shall be carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office; and
- C. the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder as they now exist or as they may hereafter be amended.
- D. Upon the dissolution of the Corporation or the termination of its activities, the assets of the Corporation remaining after the payment of all its liabilities shall be distributed exclusively to one or more organizations, to be identified in the sole discretion of the Board of Directors of the Corporation, which are organized and operated exclusively for such purposes as shall then qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and as a charitable, religious, eleemosynary, benevolent or educational corporation within the meaning of the Maine Nonprofit Corporation Act, as amended

Article 3 - Membership

- Section 1. Any ATV Club, duly organized and incorporated within the State of Maine as a nonprofit corporation, with compatible intents and purposes, is eligible for membership. Membership in MAC shall be open to all incorporated ATV clubs in Maine. Each Club shall count as one member of MAC.
- Section 2. **Voting Rights.** Members may attend any general meeting of the Corporation with one vote per member.

Article 4 - General Meetings

- Section 1. **Annual Meetings.** The annual meeting of the Corporation shall be held in January or February every year at such time and place within the Town of Oakland as may be determined by the Board of Directors. Actions and policies adopted by the Board of Directors, the Executive Committee, or officers shall be reported to the membership at the Annual General Meeting.
- Section 2. **Notice and Agenda.** At least fifteen (15) calendar days before the annual meeting, the secretary shall give public notice of the meeting to the members.
- Section 3. **Quorum.** A quorum shall be determined according to the quorum requirements for the Board of Directors.

- Section 4. **Voting.** All decisions may be accomplished by a simple majority vote of those members in good standing. The method of voting shall be at the discretion of the presiding officer, or a simple majority may require a secret ballot vote. Proxy voting shall not be allowed. Any questions or disputes concerning the validity or results of any vote shall be submitted to the incumbent Board of Directors for a determination, and the decision of a majority of a quorum of them shall be conclusive, final and binding on all parties.
- Section 5. **Procedure.** The proceedings of the Corporation shall be governed by Robert's Rules of Order except as modified by these by-laws.
- Section 6. **Special Meetings.** A special meeting of the Corporation shall be called at the discretion of the president or at the request of a majority of the Board of Directors. A quorum of six members shall be necessary for a meeting.
- Section 7. **Quorum and Voting.** The quorum and voting procedures for the annual meeting shall also apply for all special meetings.
- Section 8. **Notice.** The notice of special meeting shall be provided by public notice to the members not less than seven (7) calendar days before the meeting. The notice shall state the reasons for the calling of the meeting, the business to be transacted and by whom the meeting was called. No other business except that described in the notice may be transacted at the meeting without the unanimous consent of all members in good standing who are present and represented at the meeting.

Article 5 - Board of Directors

- Section 1.1 **General Powers and Number of Directors.** The affairs of the Corporation shall be managed by its Board of Directors.
- Section 1.2 **Number of Directors.** The number of Directors shall not be less than five (5), and not more than seven (7) and shall consist of the officers of the corporation plus members-at-large.
- Section 2. **Election and Term of Office.** The members at the annual general meeting shall elect Directors to succeed those whose terms are expiring. President and Vice President shall hold office for two years after their election or until their successors shall have been elected and qualified provided. Other Board of directors, Treasurer and Secretary shall hold office for one year after their election or until their successors shall have been elected and qualified provided. Each term shall begin immediately upon election.
- Section 3. **Meetings.** A majority of the Directors shall constitute a quorum for any meeting of the Board of Directors, provided that a lesser number, if present, may adjourn a meeting from time to time without further notice.

- Section 4. **Decision Making.** Each Director shall have one vote. The act of a simple majority of the Directors present and voting in the meeting at which a quorum is present shall be the act of the Board of Directors except where the by-laws or the laws of Maine require a greater majority. The Board of Directors may also act by unanimous written consent. The Board of Directors may also make such rules and regulations concerning the conduct of its business as it may, in its discretion, determine appropriate.
- Section 5. **Annual Meeting.** The annual meeting of the Board of Directors shall be held immediately after and at the same location as the annual meeting of the Corporation, and no notice, other than this by-law, shall be required for this annual meeting.
- Section 6. **Regular Meetings.** A majority of the Directors may by resolution establish a time and place for regular meetings of the Board of Directors, and no notice other than this resolution shall be required before these meetings.
- Section 7. **Special Meetings.** A special meeting of the Board of Directors may be called by the President at the request of any three (3) Directors. Time and place for the meeting shall be established by the President or by the Directors who cause the meeting to be called. Each Director shall be given notice of the time, place and purpose of the meeting by written notification delivered, mailed to him or her at his or her business or home address, by telegram or any form of electronic communication. Any Director may waive notice of any meeting, and the attendance of a Director at a meeting shall constitute a waiver of such notice unless the Director attends only for the purpose of objecting to a lack of notice. If notice is mailed, it shall be deemed to have been delivered three (3) days after it is deposited in the United States mail so addressed with postage prepaid. Neither the business to be transacted at, nor the purpose of, a regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting unless specifically required by law.
- Section 8. **Vacancies.** Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors or, at their discretion, a special meeting of the Corporation may be convened to fill a vacancy. A person elected or appointed to fill a vacant position shall serve as a director in that position for the balance of the unexpired term of his or her predecessor in office. A directorship to be filled by reason of an increase in the number of Directors shall be filled by affirmative vote of the member clubs and member leagues at a general meeting of the Corporation.
- Section 9. **Removal.** Directors may be removed in the same manner as officers may be removed in accordance with the provisions of these by-laws.
- Section 10. **Compensation.** Directors as such shall not receive any stated salaries for their services.

- Section 11. **Meeting by Telecommunications.** Regular or special meetings of the Board of Directors or any committees of the Directors may be held by means of a conference, telephone or similar communications equipment enabling all persons participating in such a meeting to hear each other. Participation at such a meeting shall constitute presence of that person at such meeting.
- Section 12. **Informal Action by Board of Directors or Committees.** Any action required or permitted by law to be taken at a meeting of Directors or any committee may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all members of the Board of Directors or committee, as the case may be.

Article 6 - Officers

- Section 1. **Officers.** The officers of the Corporation shall consist of; a President; a Vice President; a Secretary; a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. Officers shall serve until their successors are duly elected. No persons shall hold more than one (1) office at any time. The officers shall be ex officio members of the Board of Directors and shall constitute the executive committee of the Corporation.
- Section 2. **Election and Term of Office.** The Board of Directors of the Corporation shall be elected by simple majority vote of the members in good standing represented and voting at the annual general meeting. The other officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. If the election of the officers shall not be held at such annual meeting, such election shall be held as soon thereafter as is conveniently possible. New officers may be created at the annual meeting of the Corporation and may be filled by a majority vote of the members at an annual general meeting or at a special general meeting of the Corporation called for that purpose.
- Section 3. **Vacancies.** Any vacancy in any office because of death, resignation, disqualification or otherwise may be filled, except as otherwise provided by these by-laws, by the election of a member of the Board of Directors by a majority vote of the Board of Directors for the unexpired portion of the term.
- Section 4. **Removal.** Any officer elected by the Board of Directors may be removed by a two-thirds majority vote of the Board of Directors whenever, in its judgment, the best interest of the corporation would be served thereby.

- Section 5. **President.** The president shall be the Chief Executive Officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the Board of Directors. The President shall serve as an ex officio member on all committees of the Board of Directors. The President may sign any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the Corporation. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. In addition, the President or the President's designate shall represent this Corporation and its member clubs. The President shall have one vote on all matters except in the case of a tie when the President may cast an additional deciding vote.
- Section 6. **Vice President.** In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all of the powers and duties of the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.
- Section 8. **Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors and of any committees of the Board of Directors, having any authority of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records of the Corporation; and in general, have such other powers and perform all duties incident to the office of the secretary and such other duties as from time to time may be assigned to him or her by the President or Board of Directors.
- Section 9. **Treasurer.** The Treasurer shall have charge and custody of all, and be responsible for all, properties, funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever; deposit all such moneys and other valuable property in the name of the Corporation at such banks, trust companies or other depositories as may be designated by the Board of Directors; disburse the funds of the Corporation as may be ordered by the Board of Directors; render to the Board of Directors at the regular meetings, or whenever it may request, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation. In addition, the Treasurer shall perform all of the duties incident to the office of Treasurer and such other duties as, from time to time, may be assigned to him or her by the President or by the Board of Directors.

Article 7 - Committees

- Section 1. **Executive Committee.** The Officers shall comprise the Executive Committee. The Executive Committee shall have the authority of the Board of Directors and management of the Corporation between meetings of the Board of Directors except as limited by these bylaws and except as it may be limited by resolutions of the Board of Directors or by the member clubs and member leagues at a general meeting.
- Section 2. **Committees of Directors.** The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate and appoint from among members one or more committees, other than the Executive Committee. Each Committee is to have one assigned Board of Director or Officer assigned; the Board of Director or Officer does not need to be the committee chair. Such committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors and the management of the Corporation. However, no committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the by-laws; electing, appointing or removing any member of any such committee or any Director or Officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or a plan of consolidation with another Corporation; authorizing the sale, lease, exchange of mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or appealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or such Director by law.
- Section 3. **Other Committees.** Other committees not having the authority of the Board of Directors and the management of the Corporation may be designated by a resolution of the Board of Directors for such terms and purposes as the Board of Directors deems fit. Except as otherwise provided in such resolution, members of such committees shall be members of the Corporation, the President shall appoint the members thereof, and the President shall be an ex officio member of such committees. Any member of any such committee may be removed by the person(s) authorized to appoint such member whenever, in their judgment, the best interests of the Corporation shall be served by such removal.
- Section 4. **Chair.** One member of each committee shall be appointed chair by the President unless the selection of the chair is otherwise provided for by resolution of the Board of Directors or by these by-laws.

Section 5. **Nominating Committee.** The Nominating Committee of the Corporation shall consist of at least three (3) persons, one of whom shall also be a member of the Board of Directors. It shall be the responsibility of this committee to recruit persons to run for positions on the Board of Directors and for appointment on other committees of the Corporation. Prior to any general meeting at which the member clubs and member leagues will be electing persons to the Board of Directors, the committee shall submit to the membership at the Annual Meeting of the Association a recommended slate of candidates for all positions to be elected. Before the period for nominations is closed, the presiding officer shall invite the members clubs in good standing which are represented at the meeting to nominate any additional candidates for any positions. Such nominations from the floor shall require the concurrence of at least two (2) members in good standing which are present and represented at the meeting.

Article 8 - Fiscal Year of the Corporation

Section 1. The fiscal year of the Corporation shall begin on January 1, and end on December 31 of the same year.

Article 9 - Waiver of Notice

Section 1. Whenever any notice (whatever) is required to be given under the provisions of the Articles of Incorporation or under the provisions of the Not-for-Profit Corporation Act of the State of Maine, a waiver thereof in writing, signed by the person(s) entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article 10 - Membership Fees

Section 1. The membership fee for members shall be set by simple majority vote of the Board of Directors of the Corporation. These fees and the annual renewal fees may thereafter be changed by simple majority vote of the Board of Directors of the Corporation.

Article 11 - Member Discipline and Disputes

- Section 1. Membership rights and privileges may be temporarily suspended or revoked by a majority vote of the Executive Committee due to unlawful, disrespectful or unprofessional behavior.
- Section 2. Any member whose rights and privileges are suspended by the Board of Directors of the Corporation shall be entitled to written notice of such action to be mailed by ordinary mail to the residential address of record of the member.
- Section 3. The Board of Directors shall establish an Appeals Committee and shall appoint such members to the Committee to provide any member whose rights and privileges have been suspended or revoked with a reasonable and fair opportunity to present such information and to confront such allegations of misconduct as may be relevant to the issue at hand. The committee shall communicate its decisions in writing to the member and the Board of Directors.

Article 12 - Amendments

- Section 1. The by-laws of the Corporation may be amended, added to or repealed at any general meeting by a two-thirds majority vote of the members in good standing present and voting at a meeting provided that every proposed amendment is first submitted to the Board of Directors which shall vote to either recommend or not recommend the adoption of the proposed amendment by the membership.

Article 13 - Annual Budget

- Section 1. The Annual Budget, as proposed by the Board of Directors of the Corporation, will be put before the member clubs and in good standing to be voted upon for approval at the Annual General Meeting or a Special Meeting as described by these bylaws.

Bylaws adopted: February 7, 2023

Bylaws amended: August 20, 2023