

BYLAWS OF THE WHITE MOUNTAIN OPEN TRAILS ASSOCIATION, INC.

ARTICLE I – NAME

Section 1. Name: The name of this organization shall be the White Mountain Open Trails Association, Inc. (WMOTA)

ARTICLE II – PURPOSE

Section 1. White Mountain Open Trails Association, Inc. Mission Statement: The purpose of this adult, not-for-profit social club (501C7) shall be to promote fun, safe and responsible riding of ATVs and UTVs (Quads and Side-by-Sides) in Arizona’s White Mountains and surrounding area. To this end the club commits itself:

1. To provide opportunities for members and guests to enjoy fun, safe and responsible rides on a monthly basis (except in winter), generally within 60 miles of Show Low but occasionally to locations beyond.
2. To partner with the U.S. Forest Service and Arizona State Parks in the development and maintenance of the Maverick Trail, with the goal of eventually extending it east to Springerville or Eager, and west to Heber.
3. To promote access to and shared use of public lands by cooperating with federal, state and local authorities as well as private groups with similar goals. These include hiking, mountain biking, and horseback riding groups.
4. To promote responsible riding etiquette, preservation of the natural environment, and to insure that our members follow all vehicle rules and regulations wherever we ride.
5. To insure that any ATV or UTV operated on a club-sponsored event is properly insured, registered as street legal, and displays an OHV decal recognized by the State of Arizona. Due to trail limits, UTVs may be restricted on some WMOTA rides to those not exceeding 66” in width.
6. To organize volunteer groups to support the U.S. Forest Service in the clearing and maintenance of public trails, to include removal of fallen trees, installing signs and markers, cleaning erosion control devices and removal of litter.

7. To organize camping opportunities associated with ride events that afford members and guests extra trail riding opportunities and promote their enjoyment of the outdoors.

ARTICLE III – SERVICE AREA

Section 1. Service Area: The service area of this organization shall be primarily the State of Arizona with emphasis on public lands in Navajo and Apache Counties. But, upon occasion, it may also include public lands where off-highway trails exist in contiguous states.

ARTICLE IV – MEMBERSHIP

Section 1. Member Eligibility: Any person over the age of 21 who supports the purpose/mission statement may become a member of this organization in accordance with such provisions as may be established by the Executive Committee of the Board of Directors. This organization is not appropriate for young families as most members are middle-aged or seniors.

Section 2. Voting Members: Single and couple members shall be entitled to cast one vote per person on certain items of business as determined by the Executive Committee. Business members are non-voting.

Section 3. Removal From Good Standing: All members shall be considered in good standing unless they are two or more months behind on payment of their membership dues. Any member not in good standing shall give up all voting rights and privileges of membership. Any member may be expelled from membership for poor behavior unbecoming a member of the organization by a unanimous vote of the Executive Committee of the Board of Directors. Any expelled member may request reconsideration by the Executive Committee at the next monthly meeting. The attending Executive Committee members will consider their request. A quorum is required and a unanimous vote is needed to reinstate the previously expelled member.

Section 4. Membership Dues and Fees: The Executive Committee shall establish dues and any special fees for membership in this organization. The term of the membership shall be for one year, from April 1 through March 31. Dues once paid are not refundable unless directed by the Executive Committee.

- Section 5. Monthly General Membership Meeting: General membership meetings will normally be held on the second Thursday of the month, but with seven days advance e-mail notice to all members the Executive Committee of the Board of Directors may set another date. Meetings will be at a location determined by the Executive Committee. General membership meetings will normally be held April through November. At its discretion and with seven days prior notice, the Executive Committee may also conduct general membership meetings or Board of Directors meetings as needed during the winter months.
- Section 6. Notice of Meeting: Notice of a meeting of the voting members of the organization shall be posted on the association website at least seven days prior to the date scheduled for the meeting and an announcement shall also be e-mailed to all members who have provided an e-mail address.
- Section 7. Procedure of Business: Robert's Rules of Order shall govern the procedure employed at any meeting. Any voting member in good standing may propose new business for the membership meeting agenda by submitting a request to the organization's President seven days or more prior to the meeting. This request must be submitted by e-mail or in writing, accompanied by an agenda title and a brief explanation of the issue proposed for discussion, so it can be reflected in the upcoming meeting agenda.
- Section 8. Quorum: At a meeting of the voting members of the organization, the voting members present shall constitute a quorum so long as at least 25 voting members are present. Votes on specific issues may also be accomplished by e-mail ballot provided that the ballot is sent to all members who furnished e-mail addresses. All e-mail responses must be returned within two weeks, unless otherwise specified, from the date the e-mail ballot is sent out. Twenty-five e-mailed responses returned shall constitute a quorum.
- Section 9. Special Meeting: Except as otherwise provided by law, special meetings of the members of this organization shall be held whenever called by the President; by a majority of the Executive Committee of the Board of Directors; or by the written petition by 20% of the voting members, stating the issues to be considered, and delivered to the President or Secretary.
- Section 10. Guests: Members in good standing may sponsor guests at WMOTA rides and social events. Ride guests must, however, sign a liability waiver before the ride

event begins. Any minor guest must present a completed waiver form signed by their parent or legal guardian, before joining any ride. Grandparents or other relatives may not sign such a form for minors unless they have a written power of attorney. No WMOTA member shall invite any outside group to participate in WMOTA activities as guests without the prior approval of the ride leader and Executive Committee, which must be requested at least seven days in advance.

Section 11. Electronic Communications: All communication with members beyond the monthly meetings will be conducted via e-mail and the organization's website. This includes balloting, meeting notifications, ride locations and schedules, etc. It is incumbent on any member without internet access to utilize community internet access or find another way of staying informed.

ARTICLE V – GOVERNANCE

Section 1. Board of Directors: The Board shall consist of four elected officers who comprise the Executive Committee plus special officers appointed by them.

Section 2. Executive Committee: The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer elected by vote of the members at large. Not more than one member residing in any one household shall be nominated or elected to the Executive Committee at the same time. The President of the organization shall also serve as chairman of the Executive Committee. The Executive Committee shall govern the business and affairs of the organization. It may adopt such rules and regulations for the conduct of their meetings and the business affairs of the organization, as it may deem proper, consistent with the laws of the State of Arizona, the Articles of Incorporation of this organization and these Bylaws. The Executive Committee shall have the authority to oversee all of the assets of the organization and to set organization policy. All actions during meetings or taken by the Executive Committee between such meetings shall be reported at the next General Membership Meeting. Three members of the Executive Committee shall constitute a quorum. In such a case, all three present must vote "yes" to approve any proposal. If all four elected officers are present, three "yes" votes will be required to pass a measure. There shall be no ties and no abstentions.

- Section 3: Contracts: No contract, debt or obligation shall be binding unless contracted with the prior approval of the Executive Committee.
- Section 4: Donations: As a general rule, funds originating from members' dues shall be spent on things directly benefitting the members themselves. Organization funds will not be spent on donations to charities, nor used to purchase advertising where money is paid to an outside organization (this does not apply to WMOTA logo clothing or other promotional materials developed by the organization itself).
- Section 5: Audits: The Executive Committee shall appoint an audit committee of not less than two members to conduct an annual review of all fiscal transactions by the organization. This committee shall then report its findings at the general membership meeting and post a summary on the members-only section of the WMOTA website.
- Section 6: Appointment of Other Officers: The Executive Committee may appoint other officers as needed to perform special functions for the organization. Appointed Officers serve as non-voting members of the Board of Directors. It is their duty to manage specific functions assigned and advise the Executive Committee on matters within their area of responsibility. Because Appointed Officers serve at the discretion of the Executive Committee, they have no set term of office.
- Section 7: Property: The organization, through the elected Executive Committee of the Board of Directors, may hold or dispose of such other property, real or personal, as may be given, devised or bequeathed to it or entrusted to its care and keeping; and may purchase, acquire and dispose of such property as may be necessary to carry out the purposes and program of the organization.
- Section 8: Board Meetings: The Executive Committee, together with appointed officers, as needed, shall meet monthly or as otherwise established by the Executive Committee. A special meeting of the Board of Directors may be called upon the request of three Executive Committee Directors. The call for a special meeting shall specify the purpose of the meeting. Between meetings the Executive Committee may meet via telephone or e-mail to take actions needed. Quorum requirements and votes required for special or electronic meetings are the same as listed in Article V, Section 2, above. Any actions taken and issues voted upon shall be reported at the next scheduled membership meeting.

Section 9: Committees: The Executive Committee shall have the authority to appoint standing or special committees with appropriate job descriptions as needed, based on membership interest and level of commitment. All such committees shall report their acts and proceedings to the Board of Directors.

Section 10: Vacancies: The Executive Committee shall have the authority to fill, for the unexpired terms, all vacancies occurring in their number between annual elections. Vacancies or new offices may be filled at any meeting of the Board of Directors or between meetings by electronic ballot.

Section 11: Conflicts of Interest: Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the Executive Committee shall ensure that:

1. The interest of such officer or director is fully disclosed to the Board of Directors.
2. The interested officer or director may not vote or lobby on the matter, or be counted in determining the existence of a quorum at the meeting of the Executive Committee at which such matter is voted upon.
3. Any transaction in which a director or officer has a financial or personal interest shall be duly decided by members of the Executive Committee not having such an interest.
4. Payments to the interested officer or director shall be reasonable and shall not exceed fair market value.
5. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

ARTICLE VI – DUTIES OF THE ELECTED OFFICERS

Section 1. Elected Officers: The elected officers of this organization shall be President, Vice President, Secretary, and Treasurer. These members of the Executive Committee shall hold office for a complete term of two years and may be elected for additional terms or until successors are elected.

Section 2. President: The President shall preside as Executive Director at all meetings of the organization. The President and any other member of the Executive Committee shall execute all legal papers, documents, or other instruments as ordered to be executed by the Executive Committee of the Board of Directors. The President,

or his or her designee from the Board, shall be a member ex-officio of all committees of the organization. The President is authorized to approve urgent expenditures not to exceed one hundred dollars (\$100.00). The President will regularly update the membership on material events affecting the organization.

Section 3. Vice President: The Vice President shall act in the absence or disability of the President. The Vice President shall also participate on any committee and/or conduct any special assignment as directed by the President.

Section 4. Secretary: The Secretary shall prepare, publish and keep minutes of all membership meetings and board meetings. The Secretary shall prepare correspondence as directed by the Executive Committee. The Secretary shall be the repository of all the books and records of the organization, except financial records, or as may be otherwise directed by the Executive Committee.

Section 5. Treasurer: The Treasurer shall oversee the fiscal program of the organization. The Treasurer will establish appropriate procedures consistent with current accepted accounting practices, which will be approved by the Executive Committee, to ensure the organization's finances are properly managed. The Treasurer shall insure that all funds of the organization are deposited in depositories approved by the Executive Committee of the Board of Directors. The Treasurer shall see that an accurate record is kept of organization funds and shall see that adequate monthly reports are made to the Board of Directors. The Treasurer shall see that a report is available at all monthly membership meetings. The trailing 12 months of Treasurer reports shall be made available in a members-only section of the association website.

ARTICLE VII – ELECTION OF OFFICERS

Section 1. Method of Election: Elections of Executive Committee members shall be conducted by e-mail ballot. Nominations will close, except at the discretion of the Executive Committee, at noon local time on October 1. The Nominating Committee (see Section 2 below) shall send out e-mail ballots to all members in good standing no later than October 7 and they must be returned electronically before October 21 to be counted. In any case where more than one member is competing for a position, one of them must garner more than 50% of the vote to be elected. If no candidate earns a majority, a runoff will be conducted. If a

nominee is running unopposed, the Executive Committee may simply choose to accept the election of that nominee without calling for a vote by the membership. The results of the election will be communicated to all members via e-mail by October 28. New officers will assume their positions November 1.

- Section 2. Nominations: The Executive Committee shall appoint a Nominating Committee no later than September 1 of each year. The members of the Nominating Committee shall not be current officers or candidates for office. The Committee should have a minimum of two members, one of whom will be appointed Chairperson by the President. The Nominating Committee shall manage the election process on behalf of the organization. The duties of the Nominating Committee shall include:
1. Soliciting nominations for the open Executive Committee positions.
 2. Ensuring all nominees are members in good standing.
 3. Ensuring that all nominees are willing to serve in the position and for the term for which they are nominated and that they have the requisite management and technical skills to serve in that position.
 4. Managing the election process as described in Section 1 above.
- Section 3. Terms of Office: Except as otherwise provided herein, each elected Officer shall hold office for a two (2) year term and until the election and qualification of his or her successor. The Executive Committee will determine how to stagger the officer terms based on the availability of persons willing to serve as Officers prior to the election and may, at its discretion, shorten the term of an office to accommodate staggered terms. If possible, the election of the President and Vice President should be staggered and the Secretary and Treasurer terms should also be staggered to start in alternate years.
- Section 4. Removal: Any member of the Executive Committee, or other officer appointed by it, may in the best interests of serving the organization, be removed for cause by a vote of three members of the Executive Committee, excluding the member under review.

ARTICLE VIII – APPOINTED OFFICERS

- Section 1. Appointed Officers: As described in Article 5, Section 6, the Executive Committee, shall, at its option, appoint additional, non-voting officers to the Board of Directors as needed to perform specific functions for the organization. While not more than one member of any household may serve on the Executive Committee, there is no bar to prevent a second member of a household from serving as a appointed, non-voting officer. Such positions will include but are not limited to the Maverick Trail Coordinators, Events Coordinator, Membership Director and the Webmaster. These positions are described in the following Sections.
- Section 2. Maverick Trail Coordinators: The Executive Committee will appoint one or more members to oversee the organization's activities with regard to the maintenance and ongoing development of the Maverick Trail. One coordinator shall serve as the WMOTA primary point of contact with the U.S. Forest Service's Springerville and Lakeside districts; the other coordinator shall serve in the same capacity for the Black Mesa District. Both will work closely with Arizona State Parks on all matters regarding their assigned sections of the Maverick Trail and on grants to support this trail system. The Trail coordinators may, at their option, recommend a committee or committees be appointed by the Executive Committee to support their efforts. They will report regularly to the Board of Directors and the President regarding resources and volunteers needed for these projects. All communications with the U.S. Forest Service and/or Arizona State Parks on matters regarding Maverick Trail grants, maintenance, extensions, signage, or modifications will be restricted to the Maverick Trail Coordinators or their designees.
- Section 3. Events Coordinator: The Events Coordinator shall be responsible for coordinating organization special activities and events. The Coordinator will recommend the establishment of, then oversee committees established to, plan and execute special events. Such events may include meals for organization members in conjunction with trail rides, plus other special events arranged or approved by the Executive Committee, including occasional community-support events and fund-raising activities.

Section 4. Membership Director: The Membership Director will serve as the primary contact for new members seeking to join the organization. The Director will accept application forms and renewals, and insure each application has included a properly executed liability waiver form. The Director will welcome new members when they arrive at their first membership meeting, answer any questions they may have and introduce them to the President. The Director will introduce new members to the general membership when called upon during the meeting. The Director will also chair any committee created to recruit new members, and will maintain a roster of all current members in good standing. The Director will be prepared at Board Meetings to report on the membership status of any individual member as needed. The Director will provide the ride Leader Committee with a complete list of current members and their emergency contacts prior to each ride.

Section 5. Webmaster: A Webmaster will be appointed who has the special knowledge and skills needed to originate and maintain the organization's primary website, www.WMOTA.org. The Webmaster will be charged with maintaining the website which will have two sections. The first section shall provide potential members with general information on the organization and its recent activities. The second section shall be limited to members only and will include additional information on upcoming rides, and contact information for those members who have approved the release of their personal information to other organization members. The Webmaster function may also include the management of a WMOTA Facebook page, or alternately, the Executive Committee may choose to assign that function to a separate individual.

ARTICLE IX – INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Indemnification Against Liability: The organization shall purchase and maintain insurance to indemnify any and all current and future Directors, Officers, and Committee Members, against liability incurred by them after January 1, 2017, at which time WMOTA's policy became effective, and continuing during the time they were acting within the scope of their term of office. This indemnification includes legal fees, judgments or penalties rendered or levied against any such person in a legal proceeding brought for actions or omissions alleged to have been

committed while acting within the scope of such person's term of office as a Director, Officer or Committee Member of the organization, provided that such person did not act, fail or refuse to act, demonstrating gross negligence, or act with fraudulent or criminal intent in the matter involved in the action or omission.

ARTICLE X – COMMITTEES

Section 1. Committees: Standing committees, consisting of two or more members, may be appointed by the President or the Executive Committee to meet and conduct specific functions as charged. Their actions are to be reported to the Board of Directors and at the membership meetings. The following standing committees shall be appointed, but are not limited to:

1. Ride Leader Committee: The Executive Committee shall appoint members experienced in leading rides to a Ride Leader Committee. Leaders and Assistant Ride Leaders (commonly known as “tail-gunners”) for each month's ride will be selected from this cadre. The ride leader assigned by the Executive Committee to take charge of a given month will then plan their ride and, after securing Executive Committee approval for their selection of ride and campsite, will be responsible for managing every aspect of the ride. This would include providing ride details to the Webmaster and also for conducting a full briefing for members at the general membership meeting held before the ride. This leader will choose an Assistant Ride Leader from among the other committee members. If the ride leader wishes to appoint an assistant not already a member of the committee, the Executive Committee may add that person to the committee upon request. The committee shall be expected to seek out and train additional organization members in good standing to lead rides, and such members will be added to their committee upon their recommendation.
2. Nominating Committee: The Executive Committee shall appoint a Nominating Committee no later than September 1 of each year as previously described in Article VII, Section 2 above. This committee will recommend to the general membership persons in good standing who have the requisite management and technical skills to serve as President, Vice President,

Secretary and Treasurer when the terms of those incumbents are about to expire.

3. Audit Committee: The President shall appoint an annual Audit Committee consisting of not less than two members who have experience overseeing funds and budgets. The Treasurer shall assist this committee by providing access to all WMOTA books, financial records and receipts, at a location of the Treasurer's choosing. While any member may examine the organization's financial records, giving sufficient notice, the Treasurer will maintain control of all records and will determine the time and place for such a member's review.

ARTICLE XI – AMENDMENTS TO THESE BYLAWS

- Section 1. Who My Amend: These bylaws may be amended by vote by three or more members of the Executive Committee, followed by a simple majority approval by the voting members present at any regularly-constituted meeting of the membership or by electronic ballot, using quorum requirements listed earlier.

ARTICLE XII – DISSOLUTION OF THE ASSOCIATION

- Section 1. Distribution of Funds: Upon final dissolution of the association through any means, all funds and assets shall be donated to one or more similar organizations that share the same open trails goals as WMOTA. The organization(s) to receive the assets and funds from WMOTA shall be determined by the Executive Committee by 3/4ths vote. None of the assets or funds from WMOTA will be distributed to its members.

CERTIFICATION

The undersigned hereby certify that the attached is a true and correct copy of the Bylaws of the White Mountain Open Trails Association, Inc.

Dated at Show Low, Arizona, this day of , 2017.

Jack R. Dyer, President

John Taylor, Vice President

Wendy Call, Secretary

Karen Smith, Treasurer

Revised – August 29, 2017