

775 Offroad & Recovery

BY-LAWS

Adopted 1/11/2022. 775 Offroad and Recovery, a non-profit community Organization.

ARTICLE I

NAME, OBJECT & PRINCIPLE OFFICE

Section 1. The name of the Organization shall be 775 OFFROAD & RECOVERY, hereafter referred to as the Organization.

Section 2. a) 775 OFFROAD & RECOVERY is a not for profit Organization comprise of individual members and business firms united to promote cooperation, friendship and for the betterment of vehicle oriented outdoor recreation. b) To improve the safety on public lands, trails and other offroad destinations by developing club reputation and community engagement.

Section 3. The fiscal year shall be January 1 thought December 31. Principle place of administrative duties related to the Organization is located in Lyon County, State of Nevada. The Board of Directors may change the location of the principle office at any time. The nature of this Organization will allow events, transactions, training, and activities to take place in the United States and the Organization is authorized to do so when approved by the Board of Directors.

Section 4. Distributions of Assets upon Dissolution: Upon the dissolution of the Organization, monetary assets shall be distributed to any non-profit Organization decided upon by the Board of Directors.

Section 5. The Board of Directors have the authority to change bylaws with unanimous approval vote.

ARTICLE II

PURPOSE

The purpose of this Organization is to provide community services by improving the condition and safety of BLM, USFS, other government lands and offroad destinations in Nevada and neighboring states. The Organization may generate revenue from membership dues, sponsorships, fundraisers, events and other methods approved by the Board of Directors.

ARTICLE III LIMITATIONS

This Organization does not allow stock to be issued.

775 OFFROAD & RECOVERY is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501 (c)(3) of the Internal Revenue code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or 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.

ARTICLE IV CLUB MEMBERSHIP

Section 1. There will be no limit to the number of members in the Organization.

Section 2. Membership signup to occur through the Club Express membership portal or other mechanism as approved by the Board of Directors which will gather information from the applicant. Memberships are automatically approved, however, any director may object to any membership signup. Revocation of membership requires a 2/3 vote of the Board of Directors.

Section 3. All vehicles participating in a recovery, including OHV need to be in legal order, registered, as appropriate, with valid insurance as appropriate and legal ability to operate the vehicle or OHV.

Section 4. All members, to maintain their membership in good standing, must abide by all Organization BY-LAWS, CODE OF CONDUCT, CONFLICT OF INTEREST POLICY and all SOPS. Failure to abide the by the BY-LAWS, CODE OF CONDUCT, CONFLICT OF INTEREST POLICY and all SOPS shall be cause for dismissal upon a 2/3 vote of the Board of Directors

Section 5. All members must pay their renewal dues at their renewal date to remain a member of the organization. Members are granted a 30 day grace period for renewal.

Section 6. Upon withdrawal or separation of a club member from the Organization for any reason, all Organization benefits will cease for that club member.

ARTICLE V
AFFILIATE MEMBERSHIP

Section 1. Any local, statewide or national business firm that has a desire to work toward the betterment of vehicle recreation may be eligible to become an affiliate member of the Organization.

Section 2. There will be no limit to the number of affiliate members in the Organization.

Section 3. Application for affiliate membership will be submitted through the Club Express Membership Portal or other mechanism as approved by the Board of Directors.

Section 4. Memberships are automatically approved, however, any director may object any affiliate membership signup they find inappropriate. Revocation of membership requires a 2/3 vote of the Board of Directors.

Section 5. Upon being accepted as an affiliate member in the Organization, the business is authorized to display the Organization decal, plaque or certificate in their businesses; and upon written approval of the Organization signed by the Secretary, may be allowed to use the name and logo of the Organization in other mediums of advertising. The affiliate member will be duly notified of this privilege after approved by the Organization.

Section 6. Affiliate members will be entitled to all privileges of membership except voting, holding office and coverage under the Organizations insurance policy.

Section 7. All affiliate members, in order to maintain their membership in good standing, will abide by all Organization BY-LAWS and act in the best interest of the Organization. Failure to do so will be cause for dismissal from the Organization upon a 2/3 majority vote be the Board of Directors.

Section 8. Upon withdrawal or dismissal of affiliate member from the Organization for any reason, it is expressly understood by all parties, that further use of the Organization's name, decal, logo, plaque or certificate is expressly forbidden in the business or in any form of advertising or letterheads and all membership privileges cease as the withdrawal date.

ARTICLE VI OFFICERS

Section 1. The Board of Directors are the elected officers of the Organization.

Section 2. Elected officers of this organization will be a President, a Vice President, a Secretary, a Treasurer, a Safety Officer, a Training Officer, a Public Relations Officer, and regional captains as needed. Regional captain positions are opened at the request of the President and voted on by the Board of Directors. A 2/3 majority must be met to open a regional captain position. A person may hold more than one elected office simultaneously. Elected officers may also simultaneously serve on the Board of Directors. A person will only get one vote even if they also simultaneously hold multiple positions.

Section 3. Open officer and Board of Directors positions may be appointed and approved with a 2/3 majority vote by the Board of Directors without the need of an election by the membership. Regional Captains are voted on by the Board of Directors and members in their region.

Section 4. Elections will occur every odd year in the month of December. The next election will be December of 2023. There are no limits on how long a member can serve in officer (or Director) position. The Board of Directors will decide how to manage elections. All members of the organization as defined in Article IV – Club Membership get one vote. All positions are up for election during this time period. Any member in good standing that meets the required qualifications may apply to be included on the ballot.

Section 5. Any Officer or Directors may make a motion during a board meeting. Only an Officer or Director shall vote on any motion or issue. A motion will pass if it receives a majority vote of the officers and directors present.

Section 6. Any member may recommend the removal of an officer on the grounds of detrimental conduct to the office or the Organization. ~~Voting~~ Members may investigate the accusation and present the findings to the Board of Directors.

Section 7. In order to remove an officer from a position, a motion must be made by an officer or director and approved by 2/3 vote by the Board.

Section 8. On the occurrence of a vacancy of an officer or director in mid-term, the remaining Board of Directors will elect a qualified person by a majority vote.

ARTICLE VII DUTIES OF OFFICERS

Section 1. President.

RESPONSIBILITIES: Preside at all regular meetings, Appoint committee chairperson as necessary to carry on activities of the organization for any purpose, Act upon correspondence brought to his attention, Schedule at least four quarterly Board of Director meetings each year, Regular meetings can be scheduled monthly without being labeled a Special Meeting, Has power to call special Board of Director meetings at his discretion, Signer on general operating expense disbursement bank account, Work with Treasurer and Board of annual budget, Maintain & Encourage relations with other organizations with like interests, Maintain communication with all Committees, Prepare a written report to be published quarterly.

SKILLS should include leadership skills and ability, effective communication skills, creative problem solving capabilities.

Section 2. Vice President.

RESPONSIBILITIES: During absence of the President, the VP shall preside at regular meetings, make regular visitations to sponsors, be a liaison between the organization and other clubs, sponsors or affiliates, Solicit and recruit new members to the organization, schedule future Board of Director Meetings, Preside over at least four meetings to plan events, fundraisers, community outreach projects, attend if possible to all organization meetings, special events, maintain contact with Voting Members and promote the organization at local functions.

SKILLS should include leadership ability, effective communication skills, positive public relations ability.

Section 3. Secretary.

RESPONSIBILITIES: Maintain membership records, maintain Organization records and preserve historical documents, Send notice of meetings, prepare meeting agendas, call roll in meetings, maintain records of all meetings and their minutes, Maintain correspondence in regards to applications for club membership, Act upon correspondence brought to his attention, Sign and distribute membership cards, maintain adequate office supplies needed to perform duties.

SKILLS should include excellent writing and verbal communication skills, capable computer skills.

Section 4. Treasurer.

RESPONSIBILITIES: Have custody of all Organization funds, Submit financial reports showing income and expenditures for the last period each quarter, Monies received shall be deposited, All expenditures approved or pre-approved by the Board of Directors shall be paid, list all

payments as part of quarterly report, Have payable checks signed by yourself and either the President or Vice President, reconcile bank accounts monthly, sales tax reporting quarterly, prepare annual budget with board input, file income tax forms annually and prepare any requested reporting.

SKILLS: Accounting principles, computer skills, knowledge of Nevada and Federal laws pertaining to non-profit groups.

Section 5. Safety Officer.

RESPONSIBILITIES: Develop, implement and oversee organization safety with all activities, Advise on safety related topics, Prepare educational trainings with the Training Officer, Create review and change policies and procedures as needed, Enforce preventative measures, Investigate prepare and present reports on any accident or liability incident with violations and determined causes.

SKILLS: Excellent knowledge of SOP's, Experience with policies and procedures for health and safety, be the enforcer of safety policies, have a zero accident commitment.

Section 6. Training Officer.

RESPONSIBILITIES: Develop onboarding packets for new members, Provide training of all SOP's, Track and keep records of completed training of members, Provide completion certificates and keep copies available to Board of Directors, Instruct on proper use of equipment, Create required and barred equipment lists.

SKILLS: Effective and engaging verbal and written communication skills, well organized, passionate and energetic.

Section 7. Public Relations Officer.

RESPONSIBILITIES: Develop and maintain strategies and campaigns to build public support, Prepare press releases as needed or as directed by the President or Vice President, Build positive relationships with members, stakeholders, media, public, sponsors and any other entity that would require it, Seek opportunities for partnerships, sponsorships and advertising, Track media coverages and activities of other groups, Manager all PR issues with approvals of the President or Vice President.

SKILLS: Media Relations, researching writing and editing publications, computer skills, Crisis management, Ability to work well under pressure.

Section 8. Regional Captain. **RESPONSIBILITIES:** Represent the designated Region and members in that region. **SKILLS:** Leadership, organization, people skills.

Section 9. It is the further duty and obligation of all the Board of Directors, that upon request during their term, and or at the conclusion, resignation or termination of said position, any and all records, documents, correspondence, inventory, assets and properties be turned over in a timely manner.

ARTICLE VIII ADDITIONS TO THE BY-LAWS

Section 1. Any member in good standing may submit a proposed change to the Bylaws. The proposed change shall be written and shall be submitted to the Secretary with a written explanation of the proposed change. It must be submitted at least 30 days prior to the next scheduled meeting. The Board of Directors shall review the proposed changes. The Secretary will offer an opinion as to either, FOR, AGAINST, or NO OPINION of the proposed change(s) and will provide a brief explanation of any opinion.

Section 2. The Secretary shall periodically review the BY-LAWS.

Section 3. An affirmative unanimous vote by the Board of Directors is necessary for adoption. Amendments adopted shall become effective upon the adjournment of the meeting, unless otherwise stated in the proposed Bylaw change.

Section 4. Changes of "insignificant impact" as defined by the president, generally understood to include spelling, grammar, or of un-impacting effect, will not require any review and approval process to make the designated changes.

ARTICLE IX SOPs

Section 1. The Board of Directors have the authority to create any SOP as needed as long as it does not conflict with the BY-LAWS.

Section 2. The Officer can make an SOP relative to their oversight without approval of the Board of Directors. The completed SOP is to be sent to the President and Secretary to review. The SOP can be enacted by the Officer within 7 days of sending it to the President and Secretary to review. The President can deny the use of the SOP until the next Board Meeting. The Board of Directors can motion to remove the SOP at any meeting by majority vote. If the vote is tied, the President will make the decision.

ARTICLE X
BOARD OF DIRECTORS

Section 1. Without prejudice, the Board shall have the power to do the following;

- a) Appoint and remove, at the discretion of the Board, all Organization members, officers, agents, instructors, contractors and employees.
- b) Change the principle office or the principle business office from one location to another; cause the Organization to be qualified to conduct its activities in any other state, territory, dependency, or country; and designate a place in any location for the holding of any meeting of the Board.
- c) Borrow money and incur indebtedness on the organizations behalf and cause to be executed and delivered for the organizations purposes, in the organizations name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidence of debt and securities.
- d) Make any decision to further the purpose of the organizations, mission statement, vision and sustainability.

Section 2. **Powers.** The Organization shall act by and through its Board of Directors. The Board of directors may delegate its power as it sees fit, subject to the restrictions imposed by the Certificate of Incorporation, the Bylaws, Nevada State Statues, and Section 501 (c) (3) of the Internal Revenue Service Code of 1986, as amended (hereinafter, the “code”)

The Board of Directors shall have control of and be responsible for the management of the affairs and property of the organization. The Board may delegate responsibility of day-to-day operations to officers, the staff and committees.

Section 3. **Number of Directors.** The Board shall consist of at least 3 and no more than 21 members. All members of the Board must be a member in good standing.

Section 4. **Nomination and Election of Board Candidates.** Potential candidates for Board positions may be presented to any current Director, who shall present a brief description of their qualifications. Incumbent directors are assumed to have nominated themselves to stand for reelection unless they have provided notice in writing of an intent not to serve. Directors of the Organization shall be elected by a vote of 2/3 majority of the directors present and voting at the meeting.

Section 5. **Attendance.** A director who is absent without permission from two consecutive board meetings may be considered to have tendered his/her resignation.

ARTICLE XI
COMPENSATION AND REIMBURSEMENT

Section 1. Officers and Directors shall serve as volunteers and shall not be compensated for being on the board. Officers may be reimbursed for expenses, as the Board may establish by resolution to be just and reasonable to the Organization at the time that the resolution is adopted. The Board, by vote, may approve past expenses if they were reasonable and needed for the Organizations operation.

Section 2. In cases where a spending decision needs to be approved outside of a meeting, approvals are needed by the President or Vice President, Treasurer and a third board member.

Section 3. This Article does not prevent the Board of Directors to authorize payments for services to Members, Officers, Directors or otherwise, with majority 2/3 approval.

ARTICLE XII
INDEMNIFICATION AND INSURANCE

Section 1: Indemnification To the fullest extent permitted by law, this corporation shall indemnify its Board of Directors and Voting Members, and may indemnify employees and other persons described in the Corporations Code, including persons formerly occupying such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in the Corporations Code, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in the Corporations Code. "Expenses," as used in these BY-LAWS, shall have the same meaning as in the Corporations Code. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these BY-LAWS in defending any proceeding covered by these Bylaws shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

Section 2: Insurance. This corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, employees, contractors and other agents, to cover any liability asserted against or incurred by any officer, employee, contractor, or agent in such capacity or arising from the officer's Director's, employee's, contractor's or agent's status as such.

ByLaws Acknowledgement

I acknowledge that I have received a copy of 775 Offroad & Recovery Bylaws and have read it in its entirety. I understand these Bylaws that are included in the manual and I will ask questions if I need more information, details or understanding of the contents. I further acknowledge that 775 Offroad & Recovery reserves the right to change, modify, suspend, interpret or cancel in whole or in part, any benefits, policies, procedures, or practices, at anytime with or without advance notice. In consideration of my membership, I agree to follow the policies and procedures, including those regarding equal opportunity, non-discrimination, sexual and other types of harassment, of 775 Offroad & Recovery.

Member's Signature

Print Name

Date

Member Number

Scan and email to memberships@775ofr.com or

Make a copy and mail original to

775 Offroad & Recovery
Memberships
PO Box 4604
Carson City, NV 89702