

BY-LAWS OF THE TBQ SPORT CLUB, INC. **/D.B.A. NEBRASKA OFF HIGHWAY VEHICLE ASSOCIATION**

As Approved By Those In Attendance At The Formal Organizational Meeting Held November 18, 1987.

Including Approved Amendments and Revision on the following dates:

March 1, 1989, January 1991, November 1993, December 1993, April 1997, February 2000, January 2003, February 2004, major revision January 2006

ARTICLE I – Name and Purpose

SECTION 1. The name of this organization shall be the TBQ Sport Club, Inc., D.B.A. Nebraska Off Highway Vehicle Association. For day to day business, the organization shall be known as the Nebraska Off Highway Vehicle Association or NOHVA.

SECTION 2. The purpose of the TBQ Sport Club, Inc. D.B.A. Nebraska Off Highway Vehicle Association includes:

- a) To stimulate and advance the general welfare and safety of ATV and dirtbike (off road motorcycle) recreation.
- b) Organize, promote and hold recreational and competitive ATV and Dirtbike events.
- c) To represent members of NOHVA and the ATV and dirtbike public in matters that involve public agencies, public and private projects, and serve on committees and other groups who are involved in recreational ATV and dirtbike riders activities and projects.
- d) To serve in the interest of ATV and Dirtbike owners to defend such owners against discriminatory legislation, regulations and burdensome taxation.
- e) To develop a fraternal spirit among ATV, dirtbike and other outdoor enthusiasts.
- f) To provide a medium for the exchange of ATV and Dirtbike information.
- g) To own, manage or lease property to benefit Association members and benefit the general public.
- h) To perform all desirable and lawful functions for the successful operation of the Association and in the general public interest.

ARTICLE II - Membership

SECTION 1. Membership in the Association and approved chapters are available to ATV and Dirtbike owners or those with an interest to promote, preserve and further the personal ownership and use ATVs and Dirtbikes.

- a) Members are required to conduct themselves in a responsible manner and in a manner that is harmonious with the direction and goals of the Association.

SECTION 2. Membership in the Association shall consist of the following classes:

- a) Single Year Membership – This is a dues paying membership, limited to one person. This membership shall expire after the term of the membership unless renewed and the member remains in good standing with the goals of the organization. Goods or services may be bartered in lieu of dues.
- b) Family Year Membership – This is a dues paying membership, limited to those who live in the immediate household under one address. This membership shall expire after the term of the membership unless renewed and the member remains in good standing with the goals of the organization. Goods or services may be bartered in lieu of dues.
- c) Advertising Business Year Membership – This is a dues paying membership, and is limited to terms as set forth by the Board of Directors or the Business Manager. This membership shall expire after the term of the membership unless renewed and the member remains in good standing with the goals of the organization. Affiliate memberships are available to employees. Goods or services may be bartered in lieu of dues.

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- d) Complimentary Single, Family and Business memberships - These are free memberships and are limited to terms as set forth by the Board of Directors or the Business Manager. This membership can be extended to non-members or terminated at any time as determined by the Board of Directors or Business Manager.
- e) Affiliate Single or Family Membership – An affiliate membership is a membership class that is either a single or family membership for one year but at a reduced price. Qualifications for this class shall be determined by the Board of Directors.
- f) Lifetime Single and Family Memberships – This is a dues paying membership for single and family members. The term for the membership with no further charge to the member shall be at least 10 years, or as determined by the Board of Directors. Goods or services may be bartered in lieu of dues.
- g) Supporting Business – This is a class of membership a business to support our organization. A supporting business membership shall be either an advertising business membership or a supporting business membership. The qualifications and benefits for advertising business memberships and the supporting business memberships shall be determined by the Board of Directors.
- h) Supporting Club or Association Membership – This class of membership allows another organization to support our organization. One family membership is included and no further members of the supporting organization or business are covered as a member of this organization. The qualifications and benefits for Supporting Club or Association memberships shall be determined by the Board of Directors.

SECTION 3. Each active single year, lifetime or affiliate membership shall be entitled to one vote in chapter and Association business and elections. Each active year, lifetime or affiliate family membership shall be entitled to two votes in chapter and Association business and elections. Each Business membership is entitled to two votes in chapter and Association business and elections.

SECTION 4. Applications for membership shall be made in writing and forwarded to an officer or to the address as determined by the Business Manager or Board of Directors of the Association. All applications shall be legibly completed on the official membership form and signed by the applicant. The membership application shall contain a hold-harmless agreement and disclaimer and an agreement by which the applicant promises to abide by the by-laws of the Association.

SECTION 5. Applicants under the Nebraska legal age of consent nineteen (19) will be required to have written authorization and permission to join the Association from the minor's parents or guardian. This consent must be signed by the parent or guardian in the presence of a Notary Public and documented at the appropriate location on the application for membership.

SECTION 6. A member may resign from the Association at any time upon written notice to the Secretary. Dues shall not be refunded upon resignation unless approved by the Board of Directors or Business Manager.

SECTION 7. Membership in the Association may be terminated by majority vote of the Board of Directors in the event of reasons not consistent with the Association's best interest. Termination of membership of any member shall not release said member from the obligation to pay dues and other amounts owed to the end of the period of membership.

SECTION 8. There shall be at least fifteen (15) people comprising the total membership for the association to continue.

SECTION 9. All chapters must possess and use approved association membership application forms and association hold-harmless releases and disclaimers. No chapter individually can make amendments, changes, or exceptions to membership forms or releases.

ARTICLE III - Chapters of the Association

SECTION 1. Chapters of the Nebraska Off Highway Vehicle Association shall be allowed at the approval of the Board of Directors.

- a) The status of each chapter of the Nebraska Off Highway Vehicle Association shall be reviewed and determined at least annually by the Board of Directors.

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- b) The Board of Directors can assess a non-refundable yearly chapter administration fee upon each chapter.
- c) Memberships in each chapter shall also constitute a membership in the Association. Dues collected from chapter memberships shall be the property of the Association.
- d) The Board of Directors will require that a portion of dues from each paid (cash) membership be refunded back to each chapter's treasury. Bartered or complimentary memberships will not constitute a refund to the chapter. The use of these funds by the chapters are to be determined by the NOHVA Board of Directors. None of the refunded dues shall be used to purchase NOHVA memberships.
- e) Accounting records of NOHVA dues refunded back to the chapters shall be kept track of accurately and reported to the Board of Directors for inspection as requested. The failure of the chapter to not forward a copy of the accounting of refunded dues will result in the halt of further refunds.
- f) All members of the chapter shall be current members of NOHVA unless special circumstances exist that are addressed by the Board of Directors. If a chapter collects dues from non-NOHVA members in order to be a member of the chapter or considers non-NOHVA members to be members of the local chapter, the Board of Directors may dissolve the chapter.
- g) The President of the Board of Directors or the Business Manager shall be informed of all meeting dates, times and locations within seven days prior to the meeting. The failure of the chapter to not report meeting prior to their occurrence will result in the dissolution of the chapter.
- h) All meetings of the chapter including chapter committees will be documented and minutes written in an legible and understandable manner. A meeting attendance rooster shall be documented. A copy of meeting minutes and meeting attendance shall be forwarded to the President of the Board of Directors or the Business Manager within seven days. The failure of the chapter to not forward a copy of the minutes and meeting attendance will result in the dissolution of the chapter.
- i) In the event of dissolution of a chapter by the Board of Directors, the President of the Board of Directors will send a written notice of the Boards actions via mail.

SECTION 2. Additional chapters may be added to the state Association upon written request of an organized group of at least 10 (ten) current NOHVA members and exhibit a similar interest as described in ARTICLE I, SECTION 2 of these by-laws. Each new chapter must abide by these by-laws.

SECTION 3. Approved chapters shall have officers consisting of a Chapter President, Chapter Vice President, Chapter Secretary and Chapter Treasurer. The position of Secretary/Treasurer can be combined. Each chapter can have it's own treasury and petty cash fund.

SECTION 4. Chapters of NOHVA can be dissolved, terminated or recognized as "inactive" by majority vote of the NOHVA Board of Directors at an announced regular, special or annual meeting of the Board. Cause for terminating dissolving the chapter shall include non-payment of dues by chapter members, non-payment of chapter assessments, behavior not in the best interest of the Association, lack of meetings or a violation of any of these by-laws. Un-refunded membership dues and chapter administration fees will not be refunded.

ARTICLE IV - Management

SECTION 1. The management of the Association shall be vested on the Board of Directors.

SECTION 2. The day to day management of the Association business and funds and will be administered by the Business Manager if so directed by the Board of Directors.

SECTION 3. The management of each chapter is allowed by the chapter's officers and supervised by the Board of Directors and Business Manager. Decisions, contracts, agreements and policies made by any chapter or chapter officer may be rescinded by vote of the NOHVA Board of Directors.

ARTICLE V - Board of Directors

SECTION 1. The Board of Directors shall oversee the state wide operation of the Association and approved chapters.

SECTION 2. The Board of Directors shall consist of chapter officers, the business manager, the membership manager, and seven (7) members of the Association.

SECTION 3. Terms served by Board of Directors will be three years for at large directors. Chapter officers that are automatically placed on the Board of Directors will remain on the Board as long as they remain officers of the chapter or for one year. The business manager and membership manager shall automatically serve on the Board of Directors as long as they remain in their Board approved position. If a director should resign, the appointed director will remain in office until the next annual meeting.

SECTION 4. If vacancies of the Board of Directors should occur by reason of resignation or otherwise, the successor will be nominated by the Board of Directors and voted upon at a special or regular meeting of Board. This successor will be elected to fill the term until the next Annual meeting.

SECTION 5. Any Director on the Board may be removed from office by the affirmative vote of two-thirds of the whole Board of Directors.

SECTION 6. Meetings of the Board of Directors shall be held at a time and place as determined by resolution of the Board of Directors, or by call of the President of the Board. Notice of meetings shall be executed as described by Article XIII of these by-laws.

SECTION 7. The Board of Directors may, at its discretion, by the affirmative vote of a majority if the whole Board of Directors, appoint an Executive Committee of the Board of Directors. The Executive Committee can conduct day to day business of the Association under guidelines as set forth by and with approval of the Board of Directors.

SECTION 8. The Board of Directors may employ whatever personnel they deem necessary, and for which funds are available, to aid in the management and programs of the Association and may authorize the expenditure of Association funds in any other manner provided such actions are in the proper furtherance of the purposes of the Association.

SECTION 9. In order to effectively execute the business of the association, the President of the Board of Directors with the assistance of the Business Manager may solicit proxy votes in lieu of personal attendance at a meeting from the Board of Directors to conduct the efficient operation of the organization.

SECTION 10. Meetings of the Board of Directors may be conducted electronically via a conference call as determined necessary by the President of the Board.

ARTICLE VI - Duties of Officers of the Board of Directors

SECTION 1. The officers of Board of Directors shall be: President, Vice President, Secretary and Treasurer. The offices of Secretary and Treasurer may be held by the same person.

SECTION 2. The President of the Board of Directors shall preside at all meetings of the Board of Directors, shall oversee and coordinate actions of committees as are authorized by the Board of Directors.

SECTION 3. The Vice President of the Board of Directors, during the absence or temporary incapacity of the President of the Board of Directors, shall perform the duties and have the powers of the President of the Board of Directors.

SECTION 4. The Secretary of the Board of Directors shall record all minutes of the meetings held by the Board of Directors. Unless otherwise directed by the Board of Directors to be executed by a Business Manager, the Secretary will keep all Association records, except financial records, including minutes of meetings, roster of members, and lists of committees of the Association and their members. He or she shall also send out notices of meetings, receive applications for membership, and discharge all of the usual secretarial functions of the office required herein or by the Board of Directors. At the desecration of the Board of Directors, the Secretary of the Board of Directors shall also maintain a permanent mailing address, for Association and direct incoming correspondence to the appropriate Association official. Unless otherwise directed by the Board of Directors to be executed by a Business Manager or Membership Manager, the Secretary shall refer each application for membership to the Board of Directors for consideration along with payment of

required dues. Unless otherwise directed by the Board of Directors to be executed by a Business Manager or Membership Manager, a favorable vote of the majority of the Board shall be required to elect applicants to membership.

SECTION 5. Unless these duties are otherwise directed by the Board of Directors to be executed by a Business Manager, the Treasurer of the Board of Directors shall keep all financial records of the Association, and maintain Association funds in a bank approved by the Board of Directors and in the name of the Association. He or she shall disburse such funds of the Association and its chapters under the direction of the Board of Directors. A Financial report shall be prepared and submitted at each regular meeting and annual meeting. The Treasurer of the Board of Directors is responsible to see that approved expenses with receipts are properly and accurately submitted by those who spend any of the Association's cash or wish to be reimbursed, if so directed by the Board of Directors.

SECTION 6. All Officers of the Board of Directors shall have other powers and duties as are required by law.

ARTICLE VII - Chapter Officers

SECTION 1. The officers of approved chapters of the Association shall be: Chapter President, Chapter Vice President, Chapter Secretary and Chapter Treasurer. The offices of Chapter Secretary and Chapter Treasurer may be held by the same person. All chapter officers are automatically selected to serve on Board of Directors.

SECTION 2. The Chapter officers shall be elected from the membership of the chapter by the vote of members at a chapter regular meeting, or annual meeting. Vacancies occurring between such elections may be filled for the unexpired term by the chapter membership at a regular meeting or special meeting. Any Chapter officer may be removed from office by the affirmative vote of two-thirds of the chapter membership, in a method approved by the Board of Directors.

SECTION 3. All chapter officers shall take office immediately upon election and hold office for one year or until their successors have been elected and qualified by the Board of Directors.

SECTION 4. The chapter President shall preside at all meetings of the chapter, and shall oversee and coordinate such committees as are authorized by the Board of Directors, and carry on those other responsibilities assigned to him (her) by these by-laws. Upon election as President of the chapter, the Chapter President shall automatically become a member of the Association's Board of Directors.

SECTION 5. The Chapter Vice President, during the absence or temporary incapacity of the Chapter President, shall perform the duties and have the powers of the chapter President. The Chapter Vice President shall automatically become a member of the Association's Board of Directors.

SECTION 6. The Chapter Secretary shall keep all chapter records, except financial records, including minutes of meetings, roster of members, lists of committees and their members. He or she shall may send out notices of meetings, receive applications for membership, and discharge all of the usual secretarial functions of the office required herein or by the Board of Directors. The Chapter Secretary shall automatically become a member of the Association's Board of Directors.

SECTION 7. The Chapter Treasurer shall keep all financial records of the chapter funds in a bank approved by the Chapter President and in the name of the chapter. He or she shall disburse such funds of the chapter by vote of the chapter membership. The chapter Treasurer shall be responsible for signing checks for dispersal of chapter funds. A Treasurer's report may be prepared and submitted at each regular meeting and annual meeting. The Chapter Treasurer is responsible to see that approved expense reports with receipts are properly and accurately submitted by those who spend any of the chapter's funds or wish to be reimbursed. If funds are to be released from the chapter's bank account, the treasurer shall submit reports and receipts to the chapter President. The chapter president shall then submit the reports to the Association's Board of Directors. The Chapter Treasurer shall automatically become a member of the Association's Board of Directors.

SECTION 8. In the event of the dissolving the chapter, all remaining funds in the chapter treasury shall be dispersed to pay remaining debts. If any funds remain after all debts are paid, then all remaining funds shall become the property of the Nebraska Off Highway Vehicle Association.

SECTION 9. All chapter officers shall have other powers and duties as are required by law.

ARTICLE VIII - Dues

SECTION 1. The amount of dues as well as the time for their payment shall be determined from time to time by action of the Board of Directors.

SECTION 2. All membership dues paid by members of each chapter will be paid to the Board of Directors Treasurer or as directed by the Board of Directors, to the Business Manger or Membership Manager.

SECTION 3. Each chapter can assess additional dues in addition to Association dues upon its members at the approval of the chapter membership with the approval of the Board of Directors. Additional chapter dues will be paid to the Association and then refunded back to the treasurer of the chapter(s).

ARTICLE IX - Policy

SECTION 1. The Association and it's chapters may take positions on various issues, proposals, developments, ballot questions, and other issues affecting the general welfare and safety of ATV and Dirtbike recreation.

SECTION 2. Positions of the Association and its chapters may not be taken with out the consent of the President of the Board of Directors.

SECTION 3. The President of the Board, chapter President or a designated Association member may represent approved positions to the general public, governmental bodies and other interested parties, if prior approval is made by the President of the Board. The chapter president will consult the President of the Board on important issues.

SECTION 4. Members of the Association and chapters when acting in behalf of the Association or chapter are required to conduct themselves in a responsible manner and in a manner that is harmonious with the direction set forth by the Board of Directors.

SECTION 5. Any contracts, leases, agreements, and legal settlements must be signed and negotiated in the presence of another Association director with prior approval from the Board of Directors and chapter members.

ARTICLE X – Committees and Subgroups of the Association

SECTION 1. Committees can be formed to perform specialized tasks of the Board of Directors or of Chapters.

- a) Committees deemed necessary by the Board of Directors shall be appointed by the President of the Board.
- b) Committees deemed necessary by a chapter shall be appointed by the President of the chapter.
- c) The Board President or chapter President can fill any committee vacancies or change the membership in respective Association or chapter committees.
- d) All committees will have a chairman elected by the committee.
- e) The Board of Directors shall have the power at all times to abolish any Association or chapter committee or remove any member of any committee.
- f) The members of all standing committees shall serve for a period of one year, or such a period to be concurrent with the next annual meeting of the organization.
- g) Ad hoc committee members shall serve in accordance with the charge to that committee.
- h) Committee members are required to conduct themselves in a responsible manner and in a manner that is harmonious with the direction set forth by the NOHVA Board of Directors.

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- i) Decisions, contracts, agreements and policies made by any committee may be rescinded by vote of the NOHVA Board of Directors.

SECTION 2. The Board of Directors may approve or create a subgroup of the Association to aid in the furtherance of the goals of the Association.

- a) Subgroups shall be managed by a group of advisors appointed by the Board of Directors. Voting advisors on the subgroup do not have to be NOHVA members, but a majority of the advisors must be NOHVA members.
- b) Sub groups shall have a chairman selected by the NOHVA Board of Directors.
- c) Subgroups of the association will not be chapters and will not solicit members.
- c) Advisors of subgroups are required to conduct themselves in a responsible manner and in a manner that is harmonious with the direction set forth by the NOHVA Board of Directors.
- d) Subgroup advisors who do not conduct themselves in a responsible manner or in a manner that is not harmonious with the direction set forth by the NOHVA Board of Directors are subject to removal at the discretion of the Board of Directors.
- e) Decisions, contracts, agreements and policies made by any subgroups may be rescinded by vote of the NOHVA Board of Directors.

ARTICLE XI - Quorum

SECTION 1. At least five members must be present at any chapter meeting or Board of Directors meeting to constitute a quorum.

SECTION 2. Proxy votes may be solicited from other members of the Board and used at a Board of Directors meeting to meet a quorum but not at a chapter meeting.

SECTION 3. At committee meetings, at least one-half of the committee members must be present to constitute a quorum. Proxy votes will not be allowed.

SECTION 4. At subgroup meetings, at least one-half of the advisors must be present to constitute a quorum, the majority of the voting advisors must be NOHVA members. Proxy votes will not be allowed.

ARTICLE XII - Fiscal year

SECTION 1. The fiscal year of the Association shall commence on the first day of January and end on the thirty first day of December.

ARTICLE XIII – Meetings

SECTION 1. All meetings of the Association will be documented and minutes written in a legible and understandable manner. A meeting attendance rooster shall be documented. This includes Board of Director, Chapter, Committee and Subgroup meetings. A copy of all meeting minutes shall be forwarded to the President of the Board of Directors or the Business Manager within seven days.

SECTION 2. The Annual Meeting of the Association shall be held at a time and place as designated by the President of the Board of Directors.

SECTION 3. Regular meetings of the members of Association chapters shall be held monthly or at a time and place fixed by resolution at the previous meeting, or as designated by the President of the chapter or by the President of the Board of Directors. The President of the Board of Directors or the Business Manager shall be informed of the meeting date, time

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and location within two business days prior to the meeting.

SECTION 4. Special meetings of the Association or Board of Directors are called by the President of the Board of Directors. All members of the Association shall be informed of the meeting as described in Section 6.

SECTION 5. Special meetings of any Chapter are called by the Chapter President or the President of the Board of Directors. All members of the chapter shall be informed of the meeting as described in Section 6. The President of the Board of Directors or the Business Manager shall be informed of the meeting date, time and location within two business days prior to the meeting.

SECTION 6. Notice of meetings:

- a) Written notices of all meetings of the association and its chapters shall be prepared and distributed to the membership by newsletter, by mail, or by email or any method that insures that a notice of the meeting is provided to the member in a timely manner.
- b) Understandable written notice of a meeting must be allowed to arrive to a membership registered address at least two business days prior to any official meeting.
- c) Notices shall include an understandable description of where the meeting is to be held, the time of the meeting, and other information of interest to those who wish to attend the meeting.
- d) It is the responsibility of the chapter or association Secretary or the Business Manager to distribute the notices.

SECTION 7. Committee meetings and Sub-group meetings:

Members of committees and sub-groups will be informed by the committee or sub-group chairman via mail, phone or newsletter in a timely manner as to the committee meeting place and time. All members of any committee must be informed of any meeting at least two working days in advance. This may be accomplished by mail, email or telephone. The President of the Board of Directors or the Business Manager shall be informed of the meeting date, time and location within two business days prior to the meeting.

ARTICLE VX - Election Procedures - Board of Directors

SECTION 1. The Board of Directors shall consist of no less than seven (7) members in good standing. The Board of Directors shall consist of the President, the Vice President and Secretary of each chapter, the Business Manager, the Membership Manager, and seven members at large. The number of directors to be elected shall be determined as to the number of expected vacancies and expired terms.

SECTION 2. The nominations and election of directors shall take place at an Annual Meeting.

SECTION 3. At the Annual Meeting, the out-going President of the Board will select two people to oversee the collection of written ballots for tabulation of the votes. If there is only one nomination for a position, the President of the Board may forego the collection of written ballots and may ask for a hand and voice vote. Elected directors will be announced after votes are tabulated. Ties will be decided by run off ballot at the meeting where the ballots are tabulated.

SECTION 4. The President, Vice President, Secretary and Treasurer of the Board of Directors shall be elected from the Board immediately after they have been elected from the membership.

ARTICLE XV - Election Procedures - Association Chapters

SECTION 1. A Chapter President, Chapter Vice President, Chapter Secretary and Chapter Treasurer shall be elected from the membership of each chapter prior to the Annual Meeting. Chapter election meetings will be held as described in Article XIII. Chapter elections may be held at the Annual Meeting prior to the Board of Directors election.

SECTION 2. Nominations for chapter officers will occur at the same meeting that the officers are elected. Members can nominate themselves for an office if they desire. If they cannot attend the chapter meeting, they need to inform a current chapter officer that they want to run for an office so that their name can be included in the chapter vote.

SECTION 3. The out going chapter President will select two people to oversee the collection of written ballots tabulation

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of the votes. If there is only one nomination for a position, the President of the Board may forego the collection of written ballots and may ask for a hand and voice vote. Elected officers will be announced after tabulation. Ties will be immediately decided by run off ballot.

ARTICLE XVI - Distribution of Association Funds is the Event of Dissolution

SECTION 1. In the event of the dissolving the Association, all remaining funds in the treasury shall be dispersed to pay remaining debts. If any funds remain after all debts are paid, then all remaining funds shall be donated to state or national organization that serves in the best interest of ATV and dirtbike recreation.

SECTION 2. In the event of the dissolving a chapter, all remaining funds in the chapter treasury shall be dispersed to pay remaining debts. If any funds remain after all debts are paid, then all remaining funds shall become the property of the Nebraska Off Highway Vehicle Association.

ARTICLE XVII - Parliamentary Authority

SECTION 1. Roberts Rules of Order shall govern the official proceedings of all Board, chapter, committee and subgroup meetings of the organization.

ARTICLE XVIII – Amendments to the Association By-Laws

SECTION 1. These by-laws may be amended by the affirmative vote of a majority of the active members of the Association at the Annual Meeting, or at meetings of all Association chapters. Proposed amendments must be published or distributed to the Board of Directors and membership at least one week before being voted upon.

SECTION 2. All proposed amendments must be consistent with the Articles of Incorporation. If any amendment is not consistent with the Articles of Incorporation, then the Association's corporate attorney must be contacted and the Articles of Incorporation updated in a manner consistent with state law.

SECTION 3. All chapters must have and use the same by-laws. No chapter individually can make amendments, changes, or exceptions to the by-laws.