



CONSTITUTION AND BY-LAWS

Approved 08-13-2024

to go into effect January 1, 2025.

ARTICLE 1- NAME

The name of this organization shall be known as the Black Hills 4-Wheelers and shall be abbreviated BH4W.

ARTICLE 2 - OBJECTIVES

SECTION 1: The BH4W is organized as a non-profit organization for the purpose of:

- a. Providing social, recreational, and educational activities for the membership.
- b. Providing a public service to the community.
- c. Preserving and promoting the multiple uses of public lands.

ARTICLE 3 - MEMBERSHIP

SECTION 1: A membership consists of one adult.

SECTION 2: Prospective member

- a. Shall attend two meetings and two club scheduled events, as a minimum. This shall exclude Dakota Territory Challenge.
- b. Shall be at least 18 years of age.
- c. Shall possess a valid driver's license. See membership application.
- d. Shall drive on a scheduled BH4W run from trailhead to trailhead.
- e. Shall be voted upon by the members present at a general meeting.

SECTION 3: Active Membership requires the following:

- a. Shall own/have access to a four-wheel drive vehicle.
- b. Shall attend four BH4W events where attendance is taken per year. This shall exclude any club holiday parties, and all Dakota Territory Challenge functions. If these requirements are not met, the membership level will be changed to an Associate Membership.
- c. Shall include a signed annual member liability waiver.
- d. Shall remove the BH4W decal when selling or disposing of a vehicle.
- e. Failure to adhere to the rules and regulations pertaining to OHV travel as defined by the governing land management agency or property owner is cause for immediate revocation of all privileges of membership. Upon examination of evidence of same, subsequent termination or reinstatement of membership will be at the discretion of the Board of Directors.

SECTION 4: A second household membership is optional.

- a. Shall meet all Active Membership requirements (see By-Laws Article 3. Section 3)
- b. Shall reside at the same address as the primary membership.

SECTION 5: Life membership

- a. Shall include a signed annual member liability waiver.
- b. Member that has 25 consecutive years as an ACTIVE member.
- c. Membership dues will be waived by the club permanently.
- d. Life members will be voted on at a Board meeting by the Board of Directors present.

SECTION 6: Associate Membership

- a. Shall be at least 18 years of age.
- b. Shall include a signed annual member liability waiver.
- c. A person who is not eligible for active membership may apply for an associate membership. Associate members receive club publications, have no voting rights, and may not hold office. They shall pay their way at all club functions.
- d. Shall have entrance to the Dakota Territory Challenge and other club events at their expense.

SECTION 7: Membership Termination

- a. Upon termination of membership, all displayed decals shall be removed.
- b. Involuntary termination can occur by two thirds (2/3) vote of the Board of Directors.
- c. There may be no refund of dues upon voluntary or involuntary termination, by the discretion of the Board of Directors.

ARTICLE 4 – CLUB EVENTS

SECTION 1: Club Events

- a. Shall include any gathering organized by a member including but not limited to: trail runs, general meetings, Board meetings, trail work days.

SECTION 2: Requirements for Club Events

- a. Shall have written attendance
- b. Shall be posted via media and open to all members with a minimum of 24 hour advanced notice.
- c. Shall include a signed guest waiver for any event involving driving or manual labor.

ARTICLE 5 – OFFICERS

SECTION 1: The BH4W Officers are:

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer

ARTICLE 6 - DUTIES AND TERMS OF OFFICERS

SECTION 1: General Officer Information

- a. Newly elected officers shall take office at the January general meeting and serve for one year.
- b. All officers will be present at all meetings, when possible.
- c. Vacancies, except for the Office of the President and Treasurer, will be filled by appointment by the Board of Directors. The new officer will hold that position through the current term of office.
- d. Officers shall relinquish all documents, files, and resources to the incoming officers at the January general meeting or at the time of resignation.

SECTION 2: Office of the President

- a. Shall follow Article 5, Section 1, as applicable.
- b. Shall have been an active member for a minimum of three years.
- c. Shall have held a position on the Board of Directors.
- d. Shall preside over the BH4W general and Board meetings.
- e. Shall not vote at the BH4W general or Board meetings except in the case of a tie vote.
- f. Shall call special meetings, as required.
- g. Shall serve as the registered agent for the BH4W.
- h. Shall perform other duties as assigned by the BH4W Board of Directors.
- i. Shall ensure that all incoming Board members are oriented to their new positions.

SECTION 3: Office of the Vice President

- a. Shall follow Article 5, Section 1, as applicable.
- b. Shall have been an active member for a minimum of three years.
- c. Shall assume the duties of the President in the President's absence in accordance with Article 5, Sections 1 and 2.
- d. Shall take minutes when Secretary is not present at a meeting.
- e. Shall, upon the resignation of the President, immediately assume all rights and responsibilities of the President until a special election is held.
- f. Shall be responsible for BH4W inventory.
- g. Shall be responsible for planning programs for the general meeting, Christmas/Holiday party, picnic meetings, and other activities as designated by the Board.
- h. Shall perform other duties as assigned by the Board of Directors.

SECTION 4: Office of the Secretary

- a. Shall follow Article 5, Section 1, as applicable.
- b. Shall take minutes of all Board and special meetings to be presented and approved at the next Board meeting. Shall take minutes of all general meetings to be presented and approved at the next general meeting.
- c. Shall file and preserve all minutes and other applicable documentation for historical purposes.
- d. Shall take attendance at all Board, general, and special meetings.
- e. Shall keep a roster of all assigned directors and coordinators.
- f. Shall maintain a participation record of active members.
- g. Shall perform other duties as assigned by the Board of Directors.

SECTION 5: Office of the Treasurer

- a. Shall follow Article 5, Section 1, as applicable.
- b. Shall have been an active member for at least three years.
- c. Shall keep a complete and accurate record of all funds.
- d. Shall provide a report of current account balances at Board meetings.
- e. Shall collect dues and other revenues.
- f. Shall provide the financial records for review upon request of any active member.
- g. Shall not serve more than two consecutive terms.
- h. Shall maintain an updated roster of members in good standing, and make the roster available to Board members upon request.
- i. Shall distribute the new member packet and associate member BH4W Member Information packet.
- j. Shall perform other duties as assigned by the Board of Directors.
- k. Shall update all financial records at the bank and government entities, where needed, at the beginning of the new term, or see that the records are updated.
- l. Upon the resignation of the Treasurer, a former President, as agreed upon by the Board of Directors, will immediately assume all rights and responsibilities of the Treasurer until a special election is held.
- m. Shall perform any required comptroller duties if the comptroller position is not filled.

ARTICLE 7 - BOARD OF DIRECTORS

SECTION 1: The BH4W Board of Directors are:

- a. The Officers identified in Article 4, Section I.
- b. The Immediate Past President
- c. Members at Large. Four members at large elected from the active membership to serve a two year term; two of which shall be alternating year terms.

ARTICLE 8 - DUTIES AND TERMS OF THE BOARD OF DIRECTORS

SECTION 1: The Board of Directors

- a. Newly elected members of the Board of Directors will take office at the January general meeting and serve for one year, with the exception of the members at large which shall serve for two years.
- b. Shall meet prior to general meetings.
- c. Shall prepare an agenda for general meetings.
- d. Shall provide a schedule of general and Board meetings to the Media coordinator.
- e. Shall review Constitution and By-laws on even years to ensure they remain relevant and effective.

ARTICLE 9 – COORDINATORS

SECTION 1: Appointments

- a. Shall be appointed by the Board of Directors.

SECTION 2: The BH4W Coordinators include, but not limited to:

- a. Comptroller
- b. Media coordinator(s)
- c. Land Use coordinator(s)
- d. Challenge Director(s)
- e. Go Fast Fun coordinator(s)
- f. Trail Master coordinator(s)
- g. Historian(s)
- h. Membership coordinator(s)
- i. Merchandise coordinator(s)

ARTICLE 10 – DUTIES AND TERMS OF THE COORDINATORS

SECTION 1: The Coordinators

- a. Upon accepting the appointment, shall perform duties as assigned by the Board of Directors.
- b. Shall be present at Board meetings to present information for the general meeting agenda, at the discretion of the coordinator.
- c. Do not have voting rights at Board meetings.

ARTICLE 11 - RULES OF ORDER

Robert's Rules of Order, most current version, will be the guide on all questions of procedure for meetings not specifically stated in the BH4W Constitution and By-Laws.

ARTICLE 12 - NOMINATIONS AND ELECTIONS

SECTION 1: Nomination and Elections of Officers and Board Members

- a. The process of nominations and elections of Board members shall start in October.
- b. At least one qualified member for each officer position, for each of the two members at large positions, and for each required Board position shall be nominated.
- c. Further nominations shall be taken from the floor at the November general meeting.
- d. Notification of the election and the nominees shall be made by December 1st with the date of the voting specified via electronic communication, i.e. email.
- e. The voting shall be officiated and run by secret ballot at the December general meeting.
- f. The election shall be conducted sequentially beginning with the Office of the President.
- g. A motion shall be made and voted on by the members present for three active members who are not on the ballot to collect and tally ballots.
- h. A majority vote of two thirds (2/3) of the members present at the general meeting is necessary to elect an officer or a member of the Board of Directors. The results of the election will be given to the President to be announced at the December general meeting and posted in the minutes.
- i. In the event that a majority vote is not achieved by the members present, the previous officers who are present and not currently on the ballot shall sequester to vote among themselves.

ARTICLE 13 – VOTING AT GENERAL MEETING

SECTION 1: Voting Eligibility

- a. Shall be an active member.
- b. Absentee voting is permitted for officer elections. Absentee voters are responsible to cast their votes to any officers prior to the election via written correspondence. Proxy voting is prohibited.
- c. One vote per active member.
- d. Quorum of one fourth (1/4) of the active members needs to be present at the general meeting for a vote to take place.

ARTICLE 14 – VOTING AT BOARD OF DIRECTORS MEETING

SECTION 1: Voting Eligibility

- a. Quorum of five (5) officers must be present for a vote to take place.

ARTICLE 15 - MEETINGS

SECTION 1: There shall be a monthly BH4W general membership meeting.

- a. The time and place shall be set by the Board of Directors.
- b. The President will preside over general meetings. In the president's absence, refer to Duties and Terms of Officers (Article 5).
- c. Any time a meeting cannot be held due to weather, illness, etc. as decided by the Board, the change shall be published via media.

SECTION 2: There shall be a minimum of ten (10) Board of Directors meetings per year.

- a. The Board of Directors meeting will prepare the agenda for the general meeting.
- b. The time and place of Board of Directors meetings will be determined by the Board of Directors.
- c. All Board of Directors meetings are open to active members. Active members attending shall be there to observe with limited discussion, may not make any proposals or motions, nor participate in voting.
- d. Non-club members attending by invitation by Board Member only.
- e. Any time a meeting cannot be held due to weather, illness, etc. as decided by the Board, the change shall be published via media.

SECTION 3: Special meetings and/or executive session shall be called by the President or elected officer. A minimum of 24 hours' notice is required to all voting Board members.

ARTICLE 16 - ADHOC COMMITTEES

SECTION 1: Auditing Committee

- a. Shall consist of a minimum of one elected officer and two active members not including the current and/or outgoing Treasurer.
- b. Shall complete, at a minimum, a yearly audit.
- c. Current and/or outgoing treasurer shall be available for questions.
- d. A special audit can be initiated by any active member with a majority vote of the members present at a general meeting. Results of the audit will be reported at the next Board and general meeting immediately following the completion of the audit.
- e. Any member of an auditing committee must report any discrepancy to an elected officer. That report will be taken to the Board of Directors.

SECTION 2: Additional Committee(s) may be developed as determined by the Board of Directors

ARTICLE 17 - DUES

SECTION 1: Membership Dues Requirements

- a. The dues year will be from January 1 through December 31.
- b. Annual dues for the new year are due on or before the January general meeting.
- c. Membership dues not received on or before January 31st will accrue a \$5.00 fee per month up to the March general meeting. Dues and fees not paid by the March Board meeting result in the membership process starting over as a new member.

SECTION 2: Membership Fees

- a. The new member fee is \$45.00. A prorated fee of \$22.50 becomes effective on October 1st.
- b. The annual active membership renewal fee is \$35.00 due on or before January 31st.
- c. The annual active second household membership renewal fee is \$15.00 due on or before January 31st and must be paid at the same time as the first active membership.
- d. Dues not paid by January 31st will accrue fees per Article 17 Section 1. c.
- e. The annual associate membership fee is \$25.00 due on or before January 31st.

ARTICLE 18 - FINANCES AND DISBURSEMENTS

SECTION 1: Revenues

- a. The Treasurer is authorized to collect dues. If the treasurer is not at a meeting an officer will collect dues.
- b. All other revenue will be handled on a case-by-case basis.

SECTION 2: Expenditures

- a. Single expenditures up to \$100 can be authorized by the President.
- b. Single expenditures up to and including \$500 can be authorized by a majority vote of members present at any official BH4W meeting.
- c. Expenditures over \$500 shall be handled in the following manner:
 - 1. The proposed expenditure will be presented at a general meeting and then continued to the next general meeting.
 - 2. The second reading of the proposed expenditure shall be at the next general meeting at which time a majority vote of the members present will determine if the expenditure shall be approved.

SECTION 3: BH4W Hosted Events with financial risk

- a. BH4W hosted event Director(s)/Coordinator(s) shall submit an event cost proposal to the Board of Directors prior to obligating funds.
- b. After event, the Director(s)/Coordinator(s) and Treasurer will submit an itemized report of income and expenditures to be audited by the Board of Directors.

SECTION 4: Procedures

- a. The President shall be responsible for signing checks unless he/she is in the same family as the Treasurer or is the recipient of the check; in which case, the Vice President will sign the check.
- b. The Treasurer will be the second signature on all checks.

ARTICLE 19 – AMENDMENTS TO BY-LAWS

SECTION 1: Amendment Procedures

- a. Shall be introduced by an active member at a general meeting.
- b. Shall be discussed and continued to the next Board meeting.
- c. Shall be published/written notice i.e. social media, email with the general meeting vote date specified.
- d. Shall be presented for a first vote at the next general meeting.
- e. Shall receive a two-thirds vote of members present to approve the amendment.
- f. Shall be presented for a second vote at the next general meeting.
- g. Shall receive a two-thirds vote of members present to approve the amendment.

ARTICLE 20 – RECALL OF ELECTED AND APPOINTED POSITIONS

SECTION I: Recall Procedures

- a. Shall be introduced by an active member at a general meeting.
- b. Shall be discussed and continued at the next general meeting.
- c. Shall receive a second reading and be voted upon at the next general meeting.
- d. Shall receive a two-thirds vote of members present to approve the recall.

ARTICLE 21 - DISSOLUTION

SECTION 1: Dissolution Procedures

- a. Shall be introduced by an active member at a general meeting.
- b. Shall be discussed and continued to the next general meeting.
- c. Shall be announced via media with the general meeting vote date specified.
- d. Shall receive a second reading and be voted upon at the next general meeting.
- e. Shall receive a three quarter (3/4) vote of members present to approve the dissolution.

SECTION 2: Dissolution Responsibilities

- a. If the BH4W dissolves as an organization for any reason, 50 percent of the assets shall go to a national off road organization such as Tread Lightly, Blue Ribbon Coalition, etc. and 50 percent - shall go to a local non-profit charity determined by the Board.
- b. The Board of Directors shall:
 - 1. Act as executor.
 - 2. Liquidate all assets at a fair market value.
 - 3. Provide public notification of the dissolution in appropriate publications.
 - 4. Ensure all liabilities are concluded.
 - 5. Distribute assets to the organization and charity determined by the Board.
 - 6. File appropriate dissolution documents with appropriate federal and government institutions.
 - 7. Terminate all financial and other accounts, including but not limited to: post office box, Adopt-A-Highway, Adopt-A-Trail.