



**CENTRAL
OSWEGO COUNTY
RIDERS, INC.**

A New York Nonprofit Corporation

Established April 28, 2025

BYLAWS

Adopted May 2, 2025

Central Oswego County Riders, Inc.

BY-LAWS

Adopted May 2, 2025

ARTICLE I – NAME AND PURPOSE

1. The name of the organization is Central Oswego County Riders, Inc. referred to as “the Club” in this document.
2. Purpose

Our purpose is to promote safe and responsible ATV riding by fostering a community of enthusiasts dedicated to rider education, trail preservation, and environmental stewardship.

To advocate for local businesses and the economy by promoting tourism and community partnerships.

Ensure a thriving and sustainable future for both riders and local communities through organized rides, stewardship, and economic support.

Coordinate resources to maintain the trail system to standards for which the trails are intended.

Organize and conduct events that will benefit members, economy, tourism, and community.

Ride safe. Support local. Explore together!

ARTICLE II – MEMBERSHIP

1. Membership is open to individuals and families who support the purpose of the organization and agree to abide by the Club’s Code of Ethics.
2. An applicant will be enrolled as a member upon submission of a completed application form and payment of dues. Any individual applicant under the age of eighteen (18) must have written consent from a parent or guardian.
3. Membership shall be for one year beginning on January 1. Memberships purchased after October 31st, or trail closing date whichever is later, shall be effective for the next fiscal year and shall not become effective until January 1st.

4. The Board of Directors shall set the annual membership dues and policy prior to opening membership to the public each year.
5. A Membership Coordinator shall be appointed by the Board of Directors and chairs the membership committee.
6. Current landowners who grant trail access across their properties shall receive membership at no cost.
7. Members' Code of Ethics will be reviewed and revised annually as needed, by the Board of Directors. Changes will be adopted by a majority vote of all present at the annual membership meeting.

ARTICLE III –BOARD OF DIRECTORS

1. The Club shall be managed by the Board of Directors, which shall consist of President, Vice President, Secretary, Treasurer and 3 to 5 Directors.
2. The Club Executive Committee shall consist of President, Vice President, Secretary, Treasurer and one Director. The Executive Committee shall have all the authority of the board between meetings.
3. Members in good standing who are at least 18 years of age are eligible to serve as Officers or Directors.
4. Officers and Directors shall be elected at the annual membership meeting. Election shall be by majority of votes cast.
5. Nominations shall be overseen by the Nominating Committee consisting of Vice President or a board member designated by the President and at least one member in good standing.
6. If the office of President becomes vacant, the Vice President shall fill that office for the remainder of the President's term. In the event the Vice President declines the position or the position is vacated, the Board of Directors shall appoint a current board member to serve for the remainder of the term until the next election.
7. In the event of a vacancy on the Board of Directors, with exception of Vice President, the Board of Directors may appoint a person to serve.

ARTICLE IV- OFFICERS

President

1. Shall be the chief executive officer of the Club, serve as chairperson of the Board of Directors and preside over all meetings.
2. Shall not carry a vote in any club business unless a tie has been established in an eligible simple majority vote. At which time, the president shall cast the tie-breaking vote.

3. Shall be the designated club ambassador for all business related to the club.
4. Shall create committees and appoint chairs as deemed necessary for the betterment of the organization.

Vice President

1. Shall have all the powers and duties of the President during the absence or disability of the President.
2. Shall fill the office of President for the remainder of the term should that office become vacant or shall follow the terms of Article III Section 6.
3. Shall have other such duties as the Board of Directors prescribe.

Secretary

1. Shall record the minutes of all meetings of the Club and the Board of Directors and shall perform such duties as may be delegated by the Club president.

Treasurer

1. Shall record all financial transactions using the Club approved method.
2. Shall present a report of all transactions prior to the Board of Directors, annual and general membership meetings.
3. Shall be responsible for overseeing the filings of any required government forms.
4. Shall make payments according to the Club policy.

ARTICLE V- ELECTIONS and TERMS

1. Elections will be held at the annual membership meeting beginning in September 2026.
2. Elected Officers and Directors will assume positions on November 1 (first) following the election.
3. If a candidate runs unopposed, the secretary shall cast and record a single vote in affirmation of the candidate.
4. Terms

President

- Term 2 years
- Even year election

Vice President

- Term 2 years
- Odd year election

Secretary

- Term 2 years
- Even year election

Treasurer

- Term 2 years
- Odd Year election

Directors

- Shall serve a staggered 2-year term.
- Directors shall be elected to numerical positions 1-5.
- In 2026 and thereafter, 2-year terms shall be in effect for all directors.
- Odd numbered director positions are open to re-election in odd years. Even numbered director positions open to re-election in even years.

ARTICLE VI – MEETINGS & VOTING

1. Unless governance procedures are unanimously voted on to another procedure, all meetings of the Club shall follow Robert’s Rules of Order parliamentary procedure.
2. General membership meetings will be held monthly March through September.
3. There shall be an annual membership meeting and elections held in September of each year.
4. The Board of Directors shall notify all members of good standing of date, time, and place of all membership meetings.
5. The Board of Directors may call for additional board membership or special meetings as needed.
6. A member in good standing may request in writing that the Board of Directors reserve time on the agenda of the next meeting to address their issue.
7. The Board of Directors shall meet as needed or a minimum of quarterly. A simple majority will constitute a quorum for the transaction of business.
8. A quorum for club business at any regular membership meeting requires a majority of the Board of Directors and one non-position member.
9. The meeting location and method shall be determined by the Board of Directors.
10. Meetings of the Board, members, or committees may be held by electronic means (e.g., teleconference, videoconference), if all participants can communicate simultaneously.
 - a) Participants attending electronically shall be counted for quorum and voting purposes.

- b) Notice of electronic meetings must include instructions for access (e.g., platform details, phone numbers).
- c) Voting may be conducted electronically (e.g., via email or secure online platforms).
- d) A quorum must participate.
- e) Voting must be secure, and members must have at least 48 hours to vote (unless a shorter time is approved).
- f) Electronic voting results shall be announced at the next meeting or communicated to members promptly.
- g) If technical issues arise, the meeting may be rescheduled or continued if a quorum can still participate.
- h) All electronic meetings and votes must comply with New York Not-for-Profit Corporation Law and other applicable regulations.

ARTICLE VII – COMMITTEES

1. It is recognized that for the Club to function and be successful, committees need to be established to achieve the goals of the Club.
2. The Club shall have the following standing committees: Membership, Bylaw, and Nominating, which will operate in accordance with Roberts Rules and the Club's established policies.
3. The President may establish ad hoc committees as needed.

ARTICLE VIII -INDEMNIFICATION

1. The Club and its officials shall not be held liable for any injury or damage to persons or property belonging to its members or guests.
2. No officers or members shall be personally liable for any bills or obligations of the Club, past or present, except for payment of his own dues or fees.
3. The Club shall fully indemnify its officers and directors as permitted by law.

ARTICLE IX - DISSOLUTION

1. Process of Dissolution

In the event there is a significant movement toward dissolution the following shall occur:

- a) The Board of Directors must vote in favor of dissolution with vote of 5/7, or greater.

- b) Announce to the general membership a date and time that is no less than 30 days prior to a meeting for a vote of dissolution.
- c) General membership must vote in favor of a two-thirds majority to commence the dissolution process.

2. Assets and Liabilities

- a) All assets shall be liquidated at fair market value with a list of items and sale prices provided to the membership. A third-party auction service may be enlisted to expedite sales and ensure fair value achieved.
- b) All liabilities shall be settled in their entirety provided funds are available.
- c) In the event of a fund shortfall the Club shall enter the legal process for bankruptcy.
- d) In the event of excess funds, the Club shall donate all capital to a registered 501(c)3 of the Board of Directors choosing.

ARTICLE X- Construction

- 1. The adopted Bylaws shall have precedence in the event of conflict.
- 2. The Club may only have one version of Bylaws active at a given time.
- 3. If there is any conflict between the provisions of the Certificate of Incorporation and these by-laws, the provisions of the Certificate of Incorporation shall govern.

ARTICLE XI- AMENDMENTS

- 1. These bylaws may be adopted, amended, or repealed by membership.
- 2. Any amendments to these bylaws must first be presented to the members a minimum of thirty days before the vote and voted on at the next membership meeting.
- 3. Passage of bylaw amendment requires vote of two thirds of members in attendance.