

**NONPROFIT BYLAWS
OF
STILLWATER TRAILRIDERS, INC.**

Article 1 Name and Location

Section 1. **Name.** The name of the nonprofit corporation shall be the Stillwater Trailriders, Inc. The Oklahoma Secretary of State approved the Certificate of Incorporation recognizing the Stillwater Trailriders, Inc. as a nonprofit corporation effective January 10, 2018.

Section 2. **Location.** All Stillwater Trailriders, Inc. meetings may be held at such places within the City of Stillwater, Oklahoma, as may be determined by the officers. The Stillwater 500 Motorcycle and ATV Riding Park is located at 6500 W. 56th, Stillwater, OK.

Article 2 Mission, Activities, Purposes, and Structure

Section 1. **Mission.** The Mission of the Stillwater Trailriders, Inc. is to promote the fun, safe, and family-oriented trail riding activities for off-road motorcycle and ATV's at the Stillwater 500 Riding Park.

Section 2. **Activities.** The activities of the organization include: Managing trails, events, advertising, grants, and contributions in order to: Lessen the burden of the City of Stillwater, by being responsible for the management and maintenance of the Stillwater Riding Park where family, recreational dirt bike and ATV riding opportunities help to combat community deterioration of other local land areas that are not authorized for public riding and where positive family-oriented riding opportunities for youth and adults help to combat juvenile delinquency.

Section 3. **Objectives.** The specific objectives of this organization shall be to promote:

- a. the fun, safe, and appropriate use of the Stillwater 500 Riding Park ;
- b. a riding area that is well-marked with directional arrows and wrong way signs to enhance safer riding conditions for all members who ride at the Park.
- c. a riding area, parking area, and property that is well-maintained for the enjoyment of all members who ride at the Stillwater 500 Riding Park for pleasure and recreation;
- d. adherence to the Park Rules;
- e. a culture of comradery, courtesy, and the Stillwater 500 riding area as a family Park and an area that promotes positive ways for youth and adults to enjoy outdoor recreation in a positive and safe setting;
- f. a culture of pride in the care and maintenance of the property, trail, and facilities;
- g. quality off-road recreational events, such as the annual Golden Eagle Enduro.

Section 4. **Purposes.** The Stillwater Trailriders, Inc. is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The purpose of the Stillwater Trailriders, Inc. is to promote off-road trailriding activities and to engage in any lawful act or activity for which corporations may be organized under the general corporation law of Oklahoma.

- a. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth.
- b. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- c. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- d. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
- e. This Corporation shall be self-governing, self-supporting, non-commercial, non-sectarian, nonprofit and nonpartisan.
- f. The Corporation is organized pursuant to the Oklahoma General Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes which are consistent with the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may be hereafter amended.

Section 5. **Structure.** The Stillwater Motorcycle and ATV Riding Park is located on Oklahoma State University land that is leased by a third party for whom the Stillwater Trailriders, Inc. manage and operate the Riding Park.

Article 3 Membership

Section 1. **Membership.** The board shall have the authority to establish and define voting and non-voting categories of membership.

Section 2. **Annual Memberships.** An enthusiast of off-road motorcycle riding and/or an enthusiast of off-road ATV riding may become a member of the Stillwater Trailriders, Inc. and be a voting member of the organization by purchasing an Annual Membership.

- a. The Stillwater 500 Park is only open to members of Stillwater Trailriders, Inc.
- b. Discrimination based upon race, color or religion is prohibited regarding membership in Stillwater Trailriders, Inc.
- c. Each member who holds an Annual Membership:
 - May ride, spectate, and/or work trails at the Stillwater 500 Park;
 - May attend the Annual Meeting of the Stillwater Trailriders, Inc.;
 - Are expected to help maintain and improve the trails, property, and facilities throughout the year and particularly on the scheduled Spring and Fall Work Days;
 - Are expected to abide by all Park Rules and help enforce the Rules;
 - Will receive the quarterly Newsletter;
 - Will receive the current code to the Park gate.
- d. ATV's are limited to those which are no wider than 54 inches. The trails are not designed to accommodate Side-by-side vehicles; therefore, for safety reasons, Side-by-sides are not allowed.

Section 3. **Non-Voting Memberships.** The Stillwater 500 Park is only open to members of Stillwater Trailriders, Inc. For those who have business at the Park or visit in another capacity and are not Annual Membership holders, other available memberships include:

- a. Special Event Membership. Those who participate in an event at the Stillwater 500 Park and do not hold an Annual Membership, may purchase a Special Event Membership which allows them access to the property and trails during the days associated with the event.
- b. Other Memberships. The Board may elect to offer other Memberships at a cost or at no cost for visitors, vendors, workers, spectators, family and friends of members and others as deemed appropriate. Such Memberships might include Annual Spectator Memberships, Event Worker Memberships, Day Permits or other temporary memberships as established by the Board.

Section 4. **Dues.** Renewal of annual dues will be one year from the month the dues are paid.

Article 4 Board of Directors

Section 1. **Charter Directors.** Four Charter Directors initiated the application process for becoming a nonprofit corporation and being recognized as a 501(c)(3) tax exempt organization. Charter Directors are Derek Sowers, Chuck Cooper, Roger Stacy, and Kevin O'Laughlin. The Charter Directors may serve as the Executive Committee during the first year of incorporation or until the Board establishes a different combination of officers to serve as the Executive Committee. The Charter Directors have authority to initially approve the Bylaws, make decisions on behalf of the Board and the organization regarding the start-up of the corporation and relating to other issues that require timely attention.

Section 2. **Board of Directors.** The Board shall be the governing body of the organization and shall manage, control, and direct the affairs and property of the Corporation.

Section 3. **Qualification.** Any member in good standing is eligible to serve on the Board of Directors.

Section 4. **Compensation.** No Director shall receive compensation for any service he or she may render to the organization. Board members may be reimbursed for actual expenses incurred in the performance of their duties.

Section 5. **Officers.** The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than four (4) nor more than fifteen (15) officers including at least the following offices: President, Vice-President, Secretary, and Treasurer.

- a. Except for the President and Treasurer positions, these offices can be combined as needed. In addition, offices may be added or deleted (other than the President, Vice President, Secretary, and Treasurer) to meet the needs of the organization.
- b. No two members of the Board of Directors related by blood or marriage/domestic partnership may serve in the positions of President and Treasurer at the same time.
- c. The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the members present and voting at the Annual Meeting of the Membership. The officers and their respective duties are as follows:

1) The President shall:

- Preside at all meetings of the organization;
- Schedule bi-annual audit of records or request an audit if the need should arise during any year;
- File annual IRS form 990 and OTC form 512-E in a timely manner;
- Become familiar with the requirements of a corporation and 501(c)(3) tax exempt organization so as to ensure compliance with all regulations(i.e. *Articles of Incorporation, IRS Compliance Guide for 501(c)(3) Public Charities*);
- Ensure compliance with the Oklahoma Open Meetings Act should the organization be required to do so;
- Perform any other specific duties as outlined in these bylaws.

2) The Vice President shall:

- Preside at meetings in the absence or inability of the president to serve;
- Perform administrative functions delegated by the president;
- Become familiar with the requirements of a corporation and 501(c)(3) tax exempt organization so as to ensure compliance with all regulations(i.e. *Articles of Incorporation, IRS Compliance Guide for 501(c)(3) Public Charities*);
- Ensure compliance with the Oklahoma Open Meetings Act should the organization be required to do so;
- Perform other specific duties as outlined in these bylaws.

3) The Secretary shall:

- Maintain the records of the minutes, approved bylaws and any standing committee rules, current membership and committee listing;
- Record all business transacted at each meeting of the corporation in a prescribed format;
- Maintain records of attendance of each board member;

- All records should be kept in a Minutes Notebook or other means that will preserve the history and actions of the organization and be transferred to the next person to serve the office.
- Conduct and report on all correspondence on behalf of the corporation;
- Become familiar with the requirements of a corporation and 501(c)(3) tax exempt organization so as to ensure compliance with all regulations(i.e. *Articles of Incorporation, IRS Compliance Guide for 501(c)(3) Public Charities*);
- Ensure compliance with the Oklahoma Open Meetings Act should the organization be required to do so;
- Other specific duties as outlined in these bylaws.

4) The Treasurer shall:

- Maintain an accurate and detailed account of all monies received and disbursed utilizing an appropriate software, such as Excel;
- Pay bills in support of activities that align with the purposes of the organization.
- Ensure funds are paid to the entity leasing the Oklahoma State University land at least one month before the renewal date of the lease agreement.
- Process reimbursement requests. Requests for reimbursement for expenses that align with the purposes of the organization should be made in writing and a signed and dated receipt submitted for services rendered and/or materials purchased.
- Issue a receipt complying with the Internal Revenue Code and regulations issued thereunder for all monies received and deposit said amounts within a week of receipt;
- Reconcile all bank statements as received and resolve any discrepancies with the bank immediately;
- Present a current financial report to the Board upon request and at annual meetings;
- Process membership permits including those received by mail, online membership purchases, onsite memberships purchased locally at motorcycle shops or other places designated to sell membership permits.
- Deposit membership permit funds into the Memberships/Operations Bank Account held by the Stillwater Trailriders, Inc.
- Maintain membership database in a software from which a variety of reports and analysis can be produced (such as Excel) and for which it is reasonable to expect subsequent persons serving as Treasurer to be familiar.
- Maintain financial records in a way that is in compliance with 501(c)(3) regulations and that would be needed for an external audit of the records.
- Submit records to audit committee or auditor appointed by the corporation upon request or at the end of the year;
- Become familiar with the requirements of a corporation and 501(c)(3) tax exempt organization so as to ensure compliance with all regulations(i.e. *Articles of Incorporation, IRS Compliance Guide for 501(c)(3) Public Charities*);
- Ensure compliance with the Oklahoma Open Meetings Act should the organization be required to do so;
- Other specific duties as outlined in these bylaws.

5) Other Officers.

- The Board may elect other Board Members as needed and establish appropriate duties for each, such as Trail Maintenance Coordinator, Enduro Coordinator, Webmaster, Newsletter Editor, Event Coordinator, Cross Country Coordinator, or others.
- Become familiar with the requirements of a corporation and 501(c)(3) tax exempt organization so as to ensure compliance with all regulations(i.e. *Articles of Incorporation, IRS Compliance Guide for 501(c)(3) Public Charities*);
- Ensure compliance with the Oklahoma Open Meetings Act should the organization be required to do so;

Section 6. **Term.** Each elected officer shall serve a term of one (1) year and may serve subsequent terms if re-elected by the membership at the Annual Meeting.

Section 7. **Vacancies.** Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular or special meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 8. **Meetings.** An Annual Meeting of the Membership and Board of Directors will be held prior to April 1 each year. The time, day, and location will be designated by the President of the Board of Directors. Notice of these meetings shall be sent to all members of the Board of Directors no less than 2 weeks prior to the meeting date and to the membership via the quarterly Newsletter, mail, email, text, fax, and/or phone.

Section 9. **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or by a simple majority of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them. Notice of any special meeting of the Board of Directors shall be given at least one (1) week in advance of the meeting by mail, email, text, fax, and/or phone.

Section 10. **Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, including the Annual Meeting.

Section 11. **Action by Written Consent.** Any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by a majority of the Board members. Such consent shall be placed in the minutes book of the Corporation and shall have the same force and effect as a unanimous vote of the Board taken at an actual meeting. In addition, fax and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

Article 5 General Provisions

Section 1. **Fiscal Year.** The fiscal year of this organization shall be January 1 through December 31 of the calendar year.

Section 2. **Majority Vote.** All actions voted upon will be approved by a majority vote of those present unless otherwise indicated in these Bylaws.

Section 3. **Exemption.** This nonprofit organization will qualify as a tax-exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue code and its Regulations as they now exist.

Section 4. **Parliamentary Procedure.** Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert’s Rules of Order.

Article 6 Standing Committees

Section 1. **Nominating Committee.** Meet to prepare a slate of nominees for the organization prior to the Annual Meeting. The committee shall be appointed by the President.

Section 2. **Audit Committee.** Conduct an audit of the financial records at least every other year or arrange for an audit by an appropriate firm. The President shall appoint at least three members to the Audit Committee who are not related to the President or the Treasurer.

Article 7 Amendments

Section 1. **Amendments to Bylaws.** These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Directors, provided that such alterations, amendments, or proposed substitute Bylaws have been read or distributed to all Directors at least one month before a regular or special meeting.

Section 2. **Amendments to the Articles of Incorporation.** The Directors may adopt a resolution setting forth any proposed amendment of the Articles of Incorporation, which, if approved by two-thirds of the Directors shall become effective immediately. Proposed amendments must align with wording required to support the organization’s incorporation as determined by the Oklahoma Secretary of State Office and the organization’s 501(c)(3) status as determined by the Internal Revenue Code. Such changes should be submitted to both entities within two weeks (2) of the Board action.

Adopted this _____ day of _____.

Derek Sowers, Chairman of the Board