

PROCEEDINGS

Tennessee

Off-Highway Vehicle Association

Incorporation Meeting

Saturday, November 8, 2008

Meeting sponsored by the National Off-Highway Vehicle Conservation Council



Tennessee Off-Highway Vehicle Association Incorporation Meeting

Saturday, November 8, 2008

Sloan's Motorcycle & ATV Supercenter
2233 NW Broad Street
Murfreesboro, TN 37129

The purpose of the incorporation meeting is to bring together Tennessee off-highway vehicle (OHV) interests including off-highway motorcycle (OHM), all-terrain vehicle (ATV) and four-wheel drive (4WD) enthusiasts, clubs, associations and OHV-oriented businesses to:

- Incorporate a statewide Tennessee OHV association
- Elect officers
- Identify 2009 goals and objectives
- Identify action items and timetable

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Thank You!

A very sincere thank you to the following planning team members and committee members for their time and advice in developing a plan to incorporate a statewide association to address Tennessee OHV recreation issues and needs.

Dave Bebout	MTDR
David Borum	SFWDA
Dan Brown	
Becca DuBose	Tennessee Rovers
Danny Jenkins	NOHVCC Partner
Brett Harris	
Wayne Kickles	SMTR / SFWDA
Doug Krell	Memphis MC Club
Bob Richards	TDEC G&T – Greenways & Trails Administrator
Charlie Roberts	
Iva Michelle Russell	OHV4TN / NOHVCC Associate Partner
Donald Sieber	NCORA
Mark Story	Memphis MC Club
Jerry Wieck	MTTR

A special thank you to Curtis Sloan and the staff of Sloan's Motorcycle & ATV Supercenter, Murfreesboro, TN for the use of their training room facilities to conduct this meeting.



**Tennessee
Off-Highway Vehicle Association
Incorporation Meeting**

Sloan's Motorcycle & ATV Supercenter
Murfreesboro, TN
Saturday, November 8, 2008

Agenda

- | | |
|---------|---|
| 9:00 AM | Registration |
| 9:30 | Welcome, introductions and agenda review |
| 9:45 | Review discussions and decisions of May 31 st workshop |
| 10:00 | Review, revise as needed and approve TOHVA name |
| 10:15 | Review, revise as needed and approve TOHA mission |
| 10:30 | Review, revise as needed and approve TOHA objectives |
| 10:45 | Break |
| 11:00 | Review, revise as needed and approve TOHA by-laws |
| 11:45 | Nominate officers and members-at-large |
| 12:00 | Lunch |
| 1:00 PM | Elect officers and members-at-large as required by by-laws |
| 1:30 | Establish 2009 goals, assign tasks and establish time schedule |
| 2:30 | Adjourn Incorporation Meeting |

Summary of Discussions and Decisions at May 31st Workshop

Where Are You Today?

Where Do You Want to Be?

What's Most Important to You?

What Are Your Options?

Do You Want to Be A United Force?

- **Where are you today?**

- Not everyone participates in the politics of riding – Don't understand that riding areas can be shut down
- State Legislature does not satisfy the needs of the OHV users
- Anti-access group play the game much better
- We are our own enemy – we are not working together well
- We are too passive

- **Where do you want to be?**

- People who ride are involved in a local organization and are involved in a statewide organization
- Have one statewide organization to act as a central focal point
- We find a way to get all people involved and it is easy for them
- State-wide system of trails in every county
- Effective state liability laws
- Dealership involvement
- Larger tourist economic impacts for OHV recreation
- Awesome public image
- Anti-access groups have no need to fight against us

- **What's most important to you?**

- Areas for your children to be able to ride
- Trails – legal riding areas – multiple use
- Keeping the current trails open – sustainability
- Expanding current trail systems and riding area

- Getting help and forming partnerships – working together
- Re-opening the trails that have been closed
- Safety programs – decreased fatalities – education
- Positive public image
- User awareness and education
- Getting dealers involved

- **What are your options?**
 - Education – users join organizations, seminars, start at point of sale
 - Maintain involved users – persistence
 - Legislation
 - Direct contact – peer-to-peer when riding and socializing
 - Partnerships
 - Build a communication network
 - Build a statewide organization
 - Influence/educate the general public including anti-access groups
 - Prepare to engage everyone
 - Influence the media to create a positive image
 - Build good working relationships with land managers and regulators

Association Name

After a review of the discussions of the May 31st workshop, a motion was made, seconded, and approved by unanimous vote, the name of the association shall be: Tennessee Off-Highway Vehicle Association (TOHVA).

Vision, Mission and Objectives Statements

Mission Statement Worksheet

Where and How Do You Want to Operate? (Bold items were selected)

<u>Area</u>	<u>Tax Status</u>
City	For-profit
County	Non-profit
Statewide	Not for profit
Region	

What Do You Want to Be? (Bold items were selected)

Association	Collaboration	_____
Alliance	Council	_____
Coalition	Conservancy	_____
Chapter		_____

Who Do You Want to Include? (Bold items were selected)

OHV trail enthusiasts
Mechanized/motorized trail enthusiasts
All trail enthusiasts
OHV-oriented businesses
Individuals
Clubs
Organizations

What You Want To Do: (Check items were selected)

Work on legislative issues	x
Work on land management issues	x
Conduct competitive events	_____
Conduct non-competitive events	_____
Conduct charity activities	_____
Conduct club rides/drives	_____
Do volunteer work	_____
Coordinate educational efforts	x
Ethics	x
Safety	x
Environmental	x
Public relations	x

Motions were made, seconded and approved to approve the following vision statement, mission statement, value statement, and OHV definition:

TOHVA Vision Statement

Off-highway vehicle enthusiasts enjoy public support for their recreation activities and volunteer efforts. Outstanding recreation opportunities for off-highway motorcycles, all-terrain vehicles and four-wheel drive vehicles are readily available throughout the state for the present and future generations.

TOHVA Mission Statement

The Tennessee Off-Highway Vehicle Association (TOHVA) is a statewide coalition of off-highway vehicle enthusiasts, organizations, businesses, and land owners that will work to create a statewide system of environmentally sustainable, motorized multi-use trails and areas.

TOHVA Value Statement

TOHVA will develop and promote safety, education, and responsible off-highway vehicle (OHV) recreational opportunities; create a positive public image; preserve the activity for today and for future generations, fostering an appreciation of our natural resources for youth.

OHV Definition

Off-highway vehicle is defined as All-Terrain Vehicle (ATV), Off-Highway Motorcycle (OHM), and full-size four-wheel drive (4WD) vehicles intended for recreational use.

Tennessee Off-Highway Vehicle Association

ARTICLE I - NAME

The name of this organization shall be the Tennessee Off-Highway Vehicle Association.

ARTICLE II - PURPOSE

The Tennessee Off-Highway Vehicle Association (TOHVA) represents off-highway vehicle (OHV) interests in Tennessee and works on recreation issues in cooperation with land managers, legislators and educators to conserve, expand, enhance and protect responsible OHV recreation opportunities.

ARTICLE III - MEMBERSHIP

SECTION 1: COMPOSITION

Any individual or organization with an interest in motorized recreation and who subscribes to the purpose of the Association shall be eligible for membership.

There shall be five (5) classes of membership: Individual, Family, Club, Business/Organization, and Charter.

Membership in this organization shall be determined on a nondiscriminatory basis without regard to race, gender, age, color, national origin, religion or political affiliation.

SECTION 2: NUMBER

There shall be at least ten (10) people comprising the total membership for it to continue.

SECTION 3: MEMBERSHIP

The term of membership shall be annual. Dues for each category of membership shall be recommended by the Executive Committee and determined by a vote of the general membership. The due shall be owed on January 1 of each year and must be paid by the last day of February of that same year in order to keep the membership current.

SECTION 4: VOTES

Each individual and charter member, each family membership, each club membership and each TOHVA-supporting member-business/organization shall be entitled to one (1) vote.

ARTICLE IV – ELECTED OFFICERS

SECTION 1: OFFICERS

The officers of the organization shall be the President, Vice President, Treasurer, Secretary, 4-Wheel Drive (4WD) Member-At-Large, All-Terrain Vehicle (ATV) Member-At-Large, and Off-Highway Motorcycle (OHM) Member-At-Large.

SECTION 2: TERM OF OFFICE

- A. For the first year of operation the President and Treasurer shall be elected at the Incorporation meeting for a term of two (2) years.
- B. For the first year of operation the Vice President and Secretary shall be elected at the Incorporation meeting for a term of one (1) year to create staggered terms.
- C. For all years following the first year of incorporation the term of office for the President, Vice President, Treasurer and Secretary shall be two (2) years.
- D. For the first year of operation and all years following the 4WD, ATV and OHM Members-At Large shall be elected for terms of one year.
- E. All officers, including all Members-At-Large, shall take office on January 1 of the year following their election and hold office until their successors have been elected and duly installed.

SECTION 3: METHOD OF ELECTION

- A. There shall be an ad hoc nominating committee composed of at least one (1) 4WD, one (1) ATV and one (1) OHM enthusiast appointed by the Executive Committee. The ad hoc nominating committee shall recommend a candidate for each office after having acquainted the nominees with the responsibilities of the office and securing their willingness to serve.
- B. Additional nominations may be made from the floor at the annual general membership meeting held during each November on a date set by the Executive Committee.
- C. Officers and members-at large shall be elected at the annual general membership meeting and shall assume office on January 1 of the following year.
- D. Officers shall serve until their successors have been elected and duly installed.

SECTION 4: DUTIES OF ELECTED OFFICERS

- A. The President shall be the chief executive officer of the organization. He/she shall preside at all meetings of the organization and shall be chairperson and preside at the meetings of the Executive Committee. He/she shall sign all documents requiring an official signature and shall perform all other duties incidental to the office.
- B. The Vice-President shall perform the duties of the President in the absence or incapacity of the President. The Vice-President shall automatically become President of the organization upon the resignation or death of the President. The Vice President shall assist the President and other officers as needed.
- C. The Secretary, subject to the direction and approval of the Executive Committee, shall keep an accurate record of the activities of the organization, shall issue all notices of the organization meetings, shall be responsible for the correspondence of the organization, and shall prepare and keep a listing of all chairpersons and members of all committees for the current and two previous years.
- D. The Treasurer shall keep an accurate record of all monies allocated to and collected by the organization, shall supervise the disbursement of the funds subject to the direction and approval of the Executive Committee and shall serve as chair of the finance committee.
- E. The Members-At-Large shall represent the general membership and assist the other officers as needed.
- F. Vacancies occurring in any of the offices due to resignation, illness, death or other incapacity to comply with duties of their offices shall be filled by appointment of the executive committee until the next annual general membership meeting except in case of President, when the Vice-President shall succeed to the office of President, as noted in Article IV, Section 4B. Officers appointed by the executive committee shall only serve until the next regular election.
- G. The Tennessee Off-Highway Vehicle Association shall indemnify and hold harmless each person who shall serve at any time hereafter as officer or member-at-large of the organization from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having heretofore or hereafter been an officer of the organization, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him or her as such officer or member-at-large, and shall reimburse each such person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability. The rights accruing under the foregoing provisions of this section shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything herein contained restrict the right of the organization to indemnify or reimburse such person in any proper case even though not specifically herein provided for. The organization, its officers, employees and agents shall be fully protected in taking any action or making any payment, or in refusing to do so, in reliance on the advice of counsel. The Executive Committee shall, within its sound

business judgment and discretion, have the power to purchase and maintain insurance on behalf of any person who is or was a officer or member-at-large, employee or agent of the organization, or is or was serving at the request of the organization as an officer or member-at large, employee or agent of another organization, partnership, joint venture, trust or other enterprise against liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the organization would have the power to indemnify against such liability.

ARTICLE V – THE EXECUTIVE COMMITTEE

SECTION 1: COMPOSITION

The Executive Committee shall be composed of the President, Vice President, Treasurer, Secretary, 4WD Member-At-Large, ATV Member-At-Large and OHM Member-At-Large.

SECTION 2: FUNCTIONS

The functions of the Executive Committee shall be:

- A. To perform the essential organization activities that must be acted upon between meetings of the membership;
- B. To formulate and recommend programs and activities to the members of the organization for their consideration and approval;
- C. To establish committees, to identify the responsibilities of the committees necessary to further the purposes and functions of the organization, and provide to assistance as requested by the committees; and
- D. To carry on such other business as may be delegated to it by the organization membership.

SECTION 3: MEETINGS OF THE EXECUTIVE COMMITTEE

- A. The Executive Committee shall meet at least quarterly and in sufficient time prior to the annual general membership meeting to formulate the agenda and have it printed for the meeting.
- B. Additional meetings of the Executive Committee may be called by the President or a simple majority of the Executive Committee.
- C. A simple majority of the Executive Committee members must be present to constitute a quorum for the transacting of business.
- D. Meetings may be conducted at a physical location or by teleconference.
- E. Proxy votes are acceptable, as are telephonic meetings and e-mail correspondence.

ARTICLE VI – FISCAL YEAR

The fiscal year of the organization shall be from January 1 to December 31 inclusive.

ARTICLE VII – GENERAL MEMBERSHIP MEETINGS

- A. An annual general membership meeting shall be held each November on a date set by the Executive Committee.
- B. The general membership meeting shall be to conduct the business of the organization as outlined under Article II. More specifically, the general membership meeting shall be for the following:
 - i. To approve, reject, amend or refer back to the committees for further study reports from committees.
 - ii. To introduce new ideas with requests for the Executive Committee to establish committees to make further studies and report back their recommendations to the organization.
 - iii. To evaluate reports of completed activities, projects or programs and make suggestions for improvement.
 - iv. To provide members with information concerning programs helpful to them in their efforts to address OHV recreation needs.
- C. Written notice shall be sent to all members of the organization at least thirty (30) days in advance of all general membership meetings.
 - i. Written notice shall include the agenda, date, time and place of the meeting.
 - ii. For those meetings where changes to the by-laws will be proposed, the proposed changes must be included in the written notice.
- D. Additional general membership meetings may be called by the Executive Committee or upon request of thirty percent (30%) of the voting members of the organization.
- E. The members present at any general membership meeting shall constitute a quorum for the transaction of business.
- F. Each individual and charter member, each family membership, each club membership, and each TOHVA-supporting member-business/organization shall be entitled to one (1) vote as stated in Article III, Section 4.
- G. Absentee voting by fax, e-mail or mail ballot is acceptable provided ballots are received at least five days prior to the scheduled meeting.

ARTICLE VIII - COMMITTEES

- A. All committees deemed necessary by the Executive Committee or requested by the general membership shall be appointed by the Executive Committee.
- B. The members of all standing committees, long term committees established to work on on-going issues such as legislation or land management, shall serve for a period of one year, such period to be concurrent with terms of the elected officers.
- C. The members of all ad hoc committees, short term committees established to work on specific issues such as an event, shall serve in accordance with the charge to that committee.

ARTICLE IX – AMENDMENTS

Amendments to these bylaws may be made at any duly convened general membership meeting by a two-thirds majority of those members present and voting or voting by proxy, provided the proposed amendment was submitted in writing to the membership at least thirty (30) days prior to the date of the meeting.

A motion was made, seconded, and approved to adopt these bylaws for the Tennessee Off-Highway Vehicle Association.

NOMINATIONS AND ELECTIONS

Nominations were accepted for the offices of:

President
Vice President
Treasurer
Secretary
4WD Member-At-Large
ATV Member-At-Large
OHM Member-At-Large

Election results:

President	David Bebout (OHM)
Vice President	Steve Melton (4WD)
Treasurer	Joe Tichenor (OHM)
Secretary	Todd Patrick (ATV)
4WD Member-At-Large	Roger Theurer
ATV Member-At-Large	Donald Sieber
OHM Member-At-Large	Scott Voorheis

COMMITTEES

The following committees were appointed:

Communications

Danny Jenkins
Preston Quirk

Legislative

Michelle Russell – Chairperson
David Borum
Becca DuBose
Mark Story

Membership

D J Petrou - Chairperson
Charlie Roberts
Scott Voorheis

It was agreed that the first priority of each committee was to increase the number of persons serving on the committee.

MEMBERSHIP DUES

A motion was made, seconded and approved to approve the following range of annual dues:

Individual (\$10 minimum / \$20 maximum) (allowance for discount if member of TOHVA member club)

Family (\$20 minimum / \$35 maximum) – defined as people living at same address

Charter (\$100 minimum / \$125 maximum) – available only to end of 2009)

Club (\$75 or \$100 minimum with option of \$5 adder per member if discount extended to individual members)

Business/Organization (\$100 minimum)

The Executive Committee has until November 22, 2008 to adopt a dues structure within the parameters stated above.

It is suggested that PayPal be offered as an option to collect dues.

2009 Goals, Action Items, Tasks and Schedule

How can you tie together “What’s most important to you” with “Who You Are” and complete action items that serve the objectives of the organization, build membership, build public awareness of who you are, and improve the image of the OHV community?

Action items must:

- Energize the OHV community (and be at least a little bit fun too)
- Be doable within 12 months
- Improve working relationships within the OHV community
- Minimize workload
- Promote 4WD, ATV and OHM activities and groups
- Promote responsible and safe OHV recreation
- Build new partnerships with entities outside of the OHV community

Action Items

- Incorporate with State of Tennessee – Complete by the end of November 2008 – Executive Committee
- Establish dues structure– Executive Committee
- Prepare a budget / obtain funding – Executive Committee
- Develop membership materials and get base membership – Membership Committee
- Develop and implement communications plan – Communications Committee
- Establish and maintain website – Communications Committee
- Develop legislative package – Legislative Committee
- Develop marketing materials including logo – Communications Committee
- Obtain 501(c)3 IRS designation – Executive Committee
- Identify other possible riding locations – Legislative Committee
- Compile a list of OHV parks and other riding areas – Communications Committee
- Create a ride guide – Communications Committee
- Other benefits to join – Membership Committee
- Develop partnerships – Executive Committee

Planning Considerations:

- Committees required
- Deadlines
- Resources
- Locations