

AMENDED AND RESTATED BYLAWS

OF

IDAHO STATE ATV ASSOCIATION, INC.

(effective August 23, 2014)

ARTICLE I. NAME AND OFFICE.

The name of the corporation organized under the Idaho Nonprofit Corporation Act is “Idaho State ATV Association, Inc.”, herein referred to as the “corporation.”

The principal office of the corporation in the State of Idaho shall be located in the State of Idaho. The present principal office of the corporation is located at 1101 W. River Street, Suite 110, Boise, Idaho, 83702. The corporation may have other offices, either within or outside of the State of Idaho, as the board of directors may determine or as the affairs of the corporation may require.

The corporation shall have and maintain in the State of Idaho a registered office, and a registered agent whose office is identical with the registered office, as required by the Idaho Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Idaho, and the address of the registered office may be changed from time to time by the board of directors.

ARTICLE II. PURPOSE.

The purpose for which the corporation is organized is to exclusively engage in charitable, educational and lobbying activities within the meaning of Section 501(c)(7) of the Internal Revenue Code and engage in any other non-profit activities allowed by Idaho law and not prohibited to be done by an organization exempt from federal income tax under Section 501(c)(7) of the Internal Revenue Code. Specifically, the corporation shall engage in activities meant to promote and facilitate the recreational and competitive use and operation of all-terrain and utility-type vehicles, as that term is defined by Idaho law, by advancing the following interests:

- (a) Participation - to foster, promote and encourage the active recreational use of all-terrain and utility-type vehicles in the State of Idaho and its surrounding areas;
- (b) Education - to encourage, promote and educate the public as to the safe and responsible use of all-terrain and utility-type vehicles; and
- (c) Land Management - to cooperate with private and public land management and/or regulatory agencies, but always reserving the right to oppose regulations or actions the corporation considers unfair and/or not serving the best interests of the members; and
- (d) Lobbying - to sponsor the enactment of fair federal, state, local and private land use laws and regulations pertaining to ownership and operation of all-terrain and utility-type vehicles, and to actively oppose such laws and regulations as are determined by the corporation to be detrimental to the best interests of all-terrain and utility-type vehicle users; and

(e) Cooperation - to actively seek out and build mutually beneficial relationships with other recreational users of public land in the State of Idaho; and

(f) Advancement - to promote fundraising projects to assist in the development of safe and responsible use opportunities for all-terrain and utility-type vehicles in the State of Idaho, and its surrounding areas, including but not limited to trail building and maintenance, search and rescue, trail mapping and the like.

ARTICLE III. MEMBERS.

Section 1. Classes of Members. The corporation shall have five classes of members. The designation of the class and the qualifications and rights of the members of the class shall be as follows:

(a) Club Members. The club members of the corporation shall consist of those organized clubs within a community located in the State of Idaho dedicated to the advancement of all-terrain and utility-type vehicle use, which subscribes to the mission and purposes of the corporation, and which is admitted in to membership in the corporation by the affirmative vote of the voting members of the corporation. Each club member shall be entitled to one club membership only, regardless of the number of members within the specific club and regardless of the population of the club's community. To qualify to be a club member, the club must further subscribe to the purposes of the corporation, complete a club membership application in the form adopted by the board of directors, agree to pay and actually pay a club membership application fee and such other annual assessments levied by the board of directors, and be elected in to club membership by the affirmative vote of the voting members of the corporation. Club members shall be entitled to voting rights as a member of the corporation and shall be entitled to fully participate in the activities of the corporation. Club members shall designate annually, in the month of June, the natural person that will represent the interests of the club member before the corporation and exercise the voting rights of the club member within the association, and such designated representative shall be a member of the board of directors of the corporation as further set forth herein. Club members shall be identified in corporation publications and shall receive a hyperlink from the corporation's website.

(b) Associate Members. The associate members of the corporation shall consist of those persons or entities that do not qualify to be club members. To qualify to be an associate member, the person or entity must subscribe to the purposes of the corporation, complete an associate membership application in the form adopted by the board of directors, agree to pay and actually pay associate membership dues, and be elected in to associate membership by the board of directors. Associate members shall not be entitled to any voting rights in the corporation, but shall be entitled to fully participate in the activities of the corporation.

(c) Sponsors. The sponsors of the corporation shall consist of those persons or entities that do not qualify to be club members and do not wish to be associate members. To qualify to be a sponsor, the person or entity must subscribe to the purposes of the corporation, agree to pay and actually pay sponsorship dues, and be elected in to sponsorship by the board of directors. Sponsors shall not be entitled to any voting rights in the corporation, but may participate in the activities of the corporation. Sponsors shall receive recognition for their support in corporation publications and at the corporation's website.

(d) Honorary Members. The honorary members of the corporation shall consist of those persons or entities determined by the board of directors to be worthy of special recognition for activities and accomplishments in furtherance of the mission and purposes of the corporation. To qualify to be an honorary member, the person or entity must be elected in to honorary membership by the board of directors. Honorary members shall not be entitled to any voting rights in the corporation, but shall be entitled to fully participate in the activities of the corporation. Honorary members shall receive recognition in corporation publications and at the corporation's website.

(e) Government Members. The government members of the corporation shall consist of governmental entities or agencies that wish to support the mission and purposes of the corporation. To qualify to be a government member, the entity or agency must be elected in to government membership by the board of directors. Government members shall not be entitled to any voting rights in the corporation. Government members shall receive recognition for their support in corporation publications and at the corporation's website.

Section 2. Election of Members. Members shall be elected by the board of directors. An affirmative vote of a majority of the directors shall be required for election.

Section 3. Voting Rights. Each club member shall be entitled to one vote on each matter submitted to a vote of the members. Associate members and sponsors shall not be entitled to any voting rights.

Section 4. Termination, Expulsion or Suspension of Membership. The board of directors, by affirmative vote of three-fourths of all of the members of the board, may terminate, expel or suspend a member for cause after an "appropriate hearing," and may, by a majority vote of those present at any regularly constituted meeting, terminate, expel or suspend the membership of any member who shall be in default in the payment of assessments or dues as required in these bylaws or by resolution of the board of directors of the corporation. For purposes of this section, an "appropriate hearing" shall mean a disciplinary hearing before the board of directors held after written notice delivered to the member fifteen days before the hearing setting forth the proposed discipline and reason(s) therefore, and providing the member the opportunity to make written response to the notice five days before hearing and an opportunity to be heard at the hearing. Notwithstanding the foregoing, if any member fails to pay its annual dues or assessments within sixty (60) days of the date they are due, said membership may be terminated without notice or hearing.

Section 5. Resignation. Any member may resign by filing a written resignation with the secretary, but resignation shall not relieve the member of the obligation to pay any dues, assessments or other charges previously accrued and unpaid. Within one year of admission of a club member, the club member may resign from membership and receive a refund of any assessments paid to the corporation and a return of any property, whether real, personal or intangible, the club member transferred to the corporation, but the club member application fee is not refundable. After one full year of club membership, all assessments paid by the club member and all property transferred by the club member to the corporation shall be deemed non-refundable.

Section 6. Reinstatement. Upon written request signed by a former member and filed with the secretary, the board of directors may reinstate the former member to membership upon such terms as the board of directors may deem appropriate.

Section 7. Transfer of Membership. Membership in this corporation is not transferable or assignable.

ARTICLE IV. MEETINGS OF MEMBERS.

Section 1. Annual Meeting. An annual meeting of the members shall be held on the third Saturday of August in each year, or upon such other date designated by the board of directors, provided that an annual meeting must be held in July, August, September or October of each year. The annual meeting shall be held for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The annual meeting may not be held on a Sunday or on a legal holiday. If the election of officers shall not be held at the annual meeting, or an annual meeting not held, the board of directors shall cause the election to be held at a special meeting of the members as soon as is convenient.

Section 2. Special Meetings. Special meetings of the members may be called by the president, the board of directors, or not less than one-half of the members having voting rights.

Section 3. Place of Meeting. The board of directors may designate any place within the State of Idaho as the place of meeting for any annual meeting or for any special meeting called by the board of directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation in the State of Idaho.

Section 4. Notice of Meetings. Written or printed notice, including in electronic form, stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail or by electronic mail, to each member entitled to vote at such meeting, not less than 10 nor more than 60 days before the date of such meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

Section 5. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by at least three-fourths of the members entitled to vote with respect to the subject matter of the action.

Section 7. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his authorized attorney in fact. No proxy shall be valid after eleven months from the date of its executing, unless otherwise provided in the proxy.

Section 8. Voting by Mail. Where directors or officers are to be elected by members or any class or classes of members, the election may be conducted by mail, including electronic mail, in the manner that the board of directors shall determine.

Section 9. Quorum. A quorum of voting members must be present to conduct any business at a general, annual or special meeting of the members. A quorum shall consist of no less than one-half of the club members in good standing at the time of the meeting at which business is to be conducted by the members.

Section 10. Conduct of Meetings. Meetings of the members of the corporation shall be conducted by the president in accordance with the latest edition of Robert's Rules of Order, to the

extent not inconsistent with these bylaws or the Articles of the corporation. Each club member is entitled to one vote on any matter placed before the membership.

ARTICLE V. BOARD OF DIRECTORS.

Section 1. General Powers. The affairs of the corporation shall be managed by its board of directors.

Section 2. Number, Tenure and Qualifications. The board of directors shall consist of one named representative from each club member of the corporation. The named representative for each club member shall be provided to the corporation in the month of June each year, and the representatives of each club member shall then meet at the annual meeting following their designation to assume office as a member of the board of directors of the corporation. Thereafter, each director shall hold office until the next annual meeting of members and until his successor shall have been elected and qualified. Directors must be a designated representative of a club member of the corporation. Honorary members, a designated representative of a government member, and a designated representative of a sponsor may, at their option, be ex-officio directors of the board of directors, meaning they will be entitled to attend and participate in meeting of the board of directors, but shall not be entitled to any voting rights as either a member of the corporation or its board of directors.

Section 3. Regular Meetings. A regular annual meeting of the board of directors shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of members. The board of directors may provide by resolution the time and place, either within or outside of the State of Idaho, either in person, electronically or telephonically, for the holding of additional regular meetings of the board without other notice than the resolution.

Section 4. Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or three-fourths of the directors. The persons authorized to call special meetings of the board may fix any place, either within or outside of the State of Idaho, either in person, electronically or telephonically, as the place for holding any special meeting of the board called by them.

Section 5. Notice. Notice of any special meeting of the board of directors shall be given at least two days previously by written notice delivered personally or sent by mail (electronic mail permitted) or telegram to each director at his or her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice be given by telegram, it shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need to be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 6. Quorum. One-half of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board.

Section 7. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these bylaws.

Section 8. Vacancies. Any vacancy occurring in the board of directors shall be filled by the club member associated with the vacancy. A director selected to fill a vacancy shall be selected for the unexpired term of his or her predecessor in office.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services. Additionally, expenses of attendance, if any, for attendance at each regular or special meeting of the board or other activities of the corporation shall be borne exclusively by the director, and reimbursement for the same shall be sought from the directors respective club member.

Section 10. Informal Action by Directors. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by all of the directors.

Section 11. Conduct of Meetings. Meetings of the board of directors of the corporation shall be conducted by the president in accordance with the latest edition of Robert's Rules of Order, to the extent not inconsistent with these bylaws or the Articles of the corporation. The conduct of business at meetings of the board shall be in substantially the following manner:

- (a) Roll call;
- (b) Proof of notice of meeting and waivers of notice;
- (c) Reading and approval of minutes of prior meeting;
- (d) Reports of officers and directors;
- (e) Reports of committees;
- (f) Review of membership issues;
- (g) Review of financial and fundraising issues;
- (h) Old business;
- (i) New business;
- (j) Adjournment.

ARTICLE VI. OFFICERS.

Section 1. Officers. The officers of the corporation shall be a president, vice president for membership, vice president for government affairs, secretary, treasurer, and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint the other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, to have the authority and perform the duties prescribed by the board of directors. No person may hold more than one office.

Section 2. Election and Term of Office. The officers shall be elected annually by the directors at the annual meeting of the directors and in the manner and for the term set forth relative to the board of directors in Article V above. To be eligible to be an officer the person must be a member of a Club Member, but need not be the Club Member's designated board representative. Officers shall be elected to office by the voting directors of the corporation at the annual meeting of the directors. A plurality of the votes cast shall be required to be elected to an office. There

shall be a separate vote for each office. The order of election shall begin with president, then vice president for membership, then vice president for government affairs, then secretary, then treasurer, then any other positions. If the election of officers shall not be held at such meeting, it shall be held as soon thereafter as is convenient. New officers may be created and filled at any meeting of the board of directors. Each officer shall hold office until his or her successor shall have been elected and shall have qualified.

Section 3. Removal. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interest of the corporation would be served by his or her removal, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 5. President. The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business affairs of the corporation. He or she shall preside at all meetings of the members and of the board of directors. He or she may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the board of directors or by these bylaws or by the statute to some other officer or agent of the corporation; and in general he or she shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors. As to any matter put forth to the board of directors for a vote, the President shall not cast any vote except in the case of a tie.

Section 6. Vice President for Membership. In the absence of the president or in event of his or her inability or refusal to act, the vice president for membership shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all restrictions upon the president. The vice president for membership shall maintain the membership roster, process membership applications and present them to the board of directors and members, and advance membership in the corporation. The vice president for membership shall perform such other duties as may be assigned to him or her by the president or by the board of directors.

Section 7. Vice President for Government Affairs. In the absence of the president and vice president for membership, or in event of their inability or refusal to act, the vice president for government affairs shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all restrictions upon the president. The vice president for government affairs shall act on behalf of the corporation, and represent the interests of the corporation, in administrative, legislative, lobbying, legal and other professional activities related to advancement of the corporation's interests and purposes, at the direction of the board of directors. The vice president for government affairs shall perform such other duties as may be assigned by the president or by the board of directors.

Section 8. Treasurer. The treasurer shall be the chief financial officer of the corporation. He or she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source, and deposit all such moneys in the name of the corporation in such banks, trust companies

or other depositaries as shall be selected in accordance with these bylaws; and in general perform all the duties incident to the office of treasurer and such other duties as may be assigned to him or her by the president or by the board of directors.

Section 9. Secretary. The secretary shall keep the minutes of the meetings of the members and of the board of directors in books provided for that purpose; see that all notices are given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address of each members which shall be furnished to the secretary by the members; and in general perform all duties incident to the office of secretary and such other duties as may be assigned by the president or by the board of directors.

Section 10. Assistant Officers. The board may by resolution create further offices to assist the aforesated officers, who shall be elected by the club members at the annual meeting. If required by the board of directors, the assistant treasurers shall file bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine. The assistant officers, in general, shall perform the duties assigned to them by the related officer, or by the president or the board of directors.

Section 11. Compensation. Officers as such shall not receive any stated salaries for their services. Additionally, expenses of attendance, if any, for attendance at each regular or special meeting of the board shall be borne exclusively by the officer, and reimbursement for the same shall be sought from the directors' respective club member. However, with respect to expenses of officers related to the transaction of business of the corporation, and expenses of the officers associated with activities of the corporation, including attendance at the annual meeting, the officers shall be entitled to reimbursement of the same in a fair manner and amount determined by the board of directors.

ARTICLE VII. COMMITTEES.

Section 1. Committees of Directors. The board of directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the board of directors in the management of the corporation; provided, however, that no such committee shall have the authority of the board of directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any director or officer of the corporation; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the board of directors which by its terms provides that it shall not be amended, altered or repealed by the committee. The appointment of any such committee and the delegation of authority shall not operate to relieve the board of directors of any responsibility imposed upon it by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the board of directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as

otherwise provided in the resolution, members of each such committee shall be members of the corporation, and the chair of the corporation shall appoint the members of the committees. Any member may be removed by the persons authorized to appoint such member whenever in their judgment the best interest of the corporation shall be served by such removal. On an annual basis, no later than 20 days before the annual meeting of members, and no sooner than 40 days before the annual meeting of members, the board of directors shall establish a nominating committee, of at least three persons, to recruit and nominate officers at the annual meeting, and also establish an audit committee, of at least three persons, to review the accounting and financial records of the corporation and report on the same at the annual meeting. The president may not be a member of the nominating committee and the treasurer may not be a member of the audit committee.

Section 3. Term of Office. Each member of a committee shall continue as a member until the next annual meeting of the members of the corporation and until his or her successor is appointed, unless the committee shall be terminated sooner, or unless the member be removed from the committee, or unless the members shall cease to qualify as a member of the committee.

Section 4. Chair. One member of each committee shall be appointed chair by the person or persons authorized to appoint the members of the committee.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board of directors.

ARTICLE VIII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS.

Section 1. Contracts. The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Draft, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by those officers or agents of the corporation and in a manner as shall be determined by resolution of the board of directors. In the absence of this determination by the board of directors, the instruments shall be signed by the treasurer and countersigned by the president, *provided that* instruments making payment of less than \$250 need only be signed by the treasurer or president, not both.

Section 3. Deposits. All funds of the corporation shall be deposited to the credit of the corporation in the banks, trust companies or other depositories as the board of directors may select.

Section 4. Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

Section 5. Tax Exempt Protection. If the corporation is in the process of obtaining approval, or has obtained approval, or has obtained provisional or probationary approval, as a tax

exempt organization in accordance with Section 501(c)(7) of the Internal Revenue Code of the United States, as amended, then in such event neither the members, directors, or officers of the corporation shall be permitted to allow, approve, or engage in any conduct, activity, or financial arrangement relative to the corporation that would jeopardize or cause the corporation to become disqualified from receiving the tax exempt benefits of an organization pursuant to Section 501(c)(7) of the Internal Revenue Code of the United States, as amended.

Section 6. Tax Identification Number. The federal taxpayer identification number for the Corporation is 30-0310606.

Section 7. Distribution of Trail Maintenance Income. Should the corporation, or its Club Members, participate in any trail maintenance project that results in income to the corporation or a Club Member, then the income shall be divided and shared as follows -

(a) 50% to the Club Member responsible for the organization and development of the project; and

(b) The remaining amount shall be distributed pro-rata among the Club Members according to the overall number of volunteers from each Club Member that participated in the project. If any Club Member rejects its share of said income, then it shall be paid over to the Club Member responsible for the organization and development of the project.

ARTICLE IX. LIABILITY.

Section 1. Indemnification. The corporation shall indemnify any person who was or is a party defendant or is threatened to be made a party defendant to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he was or is a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if the members determine that he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not in itself create a presumption that the person did or did not act in good faith and in a manner which he reasonably believed to be in the best interest of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

ARTICLE X. CERTIFICATES OF MEMBERSHIP.

Section 1. Certificates of Membership. The board of directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the board. The certificates shall be signed by the president and by the secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall

become lost, mutilated or destroyed, a new certificate may be issued upon the terms and conditions as the board of directors may determine.

Section 2. Issuance of Certificates. When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership may be issued in his or her name and delivered by the secretary, if the board of directors have provided for the issuance of certificates of membership.

ARTICLE XI. BOOKS AND RECORDS.

The corporation shall keep correct and complete books of accounts and shall also keep minutes of the proceedings of its members, board of directors and committees having any of the authority of the board of directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any members, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE XII. FISCAL YEAR.

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XIII. DUES.

Section 1. Application Fees. With any application for membership in the corporation, the application must be accompanied by an application fee payable to the corporation, which application fee is not refundable under any circumstances, and which application fees shall be in the following amounts -

Club Member	\$25.00
Associate Member	\$5.00
Sponsor	\$25.00
Honorary Member	no fee
Government Member	no fee

Section 2. Annual Dues and Assessments. The board of directors may determine the amount of annual dues or assessments payable to the corporation by members of each class, which shall be due and payable on the 1st day of January in each year. The board of directors shall determine the annual dues required of each membership class in December of each year, which decision shall require the affirmative vote of three-fourths of the directors. Unless otherwise provided by the board of directors as set forth above, the annual dues for each class of membership are as follows -

Club Member	\$2.00 per memberships of the Club organization, up to a maximum of \$200.00.
Associate Member	\$25.00
Sponsor	\$100.00
Honorary Member	no fee

Government Member no fee

Section 3. Payment of Dues and Assessments. With regard to initial membership, dues or assessments shall be paid upon election in to membership. With regard to renewing members, dues or assessments shall be payable in advance on the first day of January in each fiscal year. Dues or assessments of new members shall be prorated based on the calendar year.

Section 4. Default and Termination of Membership. When any member of any class shall be in default in the payment of dues or assessments for a period of thirty days, that membership may be terminated by the board of directors in the manner provided in Article III of these bylaws.

ARTICLE XIV. WAIVER OF NOTICE.

Whenever any notice is required to be given under the provisions of the Idaho Nonprofit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver in writing signed by the persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of notice. Any such waiver may be provided in electronic form.

ARTICLE XV. AMENDMENT OF BYLAWS.

These bylaws completely amend and restate any prior bylaws of the corporation. All prior bylaws of the corporation are hereby cancelled and eliminated.

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the voting members of the corporation present at any regular meeting of the members or at any special meeting of the members, if at least thirty (30) days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at the meeting.

ARTICLE XVI. INITIAL CLUB MEMBERS.

The initial Club Members, and their designated representatives, of the corporation are the following, in no priority –

Backcountry ATV Association (Richard Lambert)
Boise ATV Trail Riders (David Claiborne)
Canyon County Freedom Riders (Carl Bloomquist)
Custer Trail Riders (Gary Kimble)
Elk City Dust Devils (Karen Crosby)
Emmett Rough Riders (Ray Ingram)
High Mountain ATV Association (BJ Case)
Idaho Pathfinders (Brenda Heckman)
Kuna Trail Riders (Mike McClure)
Lewis and Clark ATV Club (Jim McIver)
Magic Valley ATV Riders (Stan Mai)
Mountain Home ATV Club (Rusty Faircloth)

North Idaho ATV Association (Frank Axtell)
Pocatello Trail Machine Association (Clark Collins)
PLAY – Public Lands Access Year Round (Bruce Willis)
Snake River Trail Machine Association (Fred Spence)

Each of the initial Club Members shall remit the sum of \$25.00 payable to the corporation within thirty (30) days of the effective date of these bylaws. Any Club Member previously affiliated with the Gem State ATV Association shall not be required to make such payment.

The designated representatives of the initial Club Members shall meet within thirty (30) days of the effective date of these Bylaws to elect officers of the corporation.

RESOLVED AND ADOPTED THIS 22nd day of August, 2014 by a majority of the members present and entitled to vote at a meeting of the members conducted with proper notice. These Amended and Restated Bylaws shall be effective immediately.

ATTESTED TO THIS 22nd day of August, 2014 by the President of the Corporation, having duly confirmed that these amendments were properly and duly adopted by the members of the Corporation.

___/s/ David P. Claiborne___
by David P. Claiborne, its President