

PINE NUT MOUNTAINS TRAIL ASSOCIATION
A Nevada Nonprofit Corporation

BYLAWS

ARTICLE I.
GENERAL PROVISIONS

Section 1. The name of this Nevada non-profit corporation shall be the Pine Nut Mountains Trail Association and is referred to herein as "the PNMTA."

Section 2. The existence of the PNMTA shall be perpetual.

Section 3. The purpose of the PNMTA shall be as follows:
The Pine Nut Mountains Trail Association may engage in any lawful activity, subject to the following express limitations:

Any activity must be reasonably related to the preservation and promotion of public access, to include motorized vehicles, equestrian and human powered activities. Some of which may include recreational or competitive events, in the Pine Nut Mountains of Carson City, Lyon, and Douglas Counties, Nevada. Promotion and preservation of motorized vehicle access may include, but is not limited to the following activity: trail maintenance and construction, trash removal, fund raising, education of the public, promotion of trail etiquette and responsible use, safety awareness, fun rides, family and group activities.

ARTICLE II.
DIRECTORS

Section 1. The property and business of the corporation shall be managed by a Board of Directors which shall exercise all powers of the corporation and do all lawful acts as are not otherwise prohibited by statute, the Articles of Incorporation, or these By-Laws.

Section 2. The PNMTA shall, with sufficient membership, and at the discretion of the elected officers, have a governing board of 3 (three) Directors. The first governing Board of Directors will consist of members which represent various uses in the Pine Nuts, with the directors having a focus to interest areas as including, but not limited to, four-wheel drive enthusiasts, motorcycle riders, and all other forms of recreation which may include, but are not limited to hiking, equestrian, ATVs, hunting, etc.

Section 3. The term of office for each director shall be two (2) years.

ARTICLE III. OFFICERS

Section 1. The PNMTA will have a President, Vice President, Treasurer, and Secretary.

Section 2. The term of office for each officer shall be one (1) year.

Section 3. The President shall be the highest executive officer. The President is charged with the duty of effective delegation of tasks and responsibilities necessary to carry out the business of the corporation. The President shall set the agenda for regular member meetings and regular officer and director meetings. The President is head spokesperson of the corporation and is responsible for public relations. The President shall have the authority to fill director and officer vacancies in compliance with Article V. The President must act in the best interest of the members of the PNMTA and must establish policy which reflects the membership majority will. The President may not unilaterally elect to use the PNMTA resources, including human resources, to pursue any agenda that conflicts with the will of the membership majority.

Section 4. The Vice President shall be the second highest executive officer, unless the President is incapacitated, or resigns, in which case the Vice President shall become President and shall assume the duties of President until the end of the presidential term and annual meeting whereas a new President will be elected pursuant to Section IV. The Vice President shall preside over meetings and other matters when the President is unavailable. The Vice President shall assist the President in the execution of the business of the corporation. The Vice President shall oversee the operations of the corporation and shall report to the president the progress or deficiency in the execution of corporate business.

Section 5. The Treasurer shall be responsible for the financial affairs of the corporation including tax matters. The Treasurer will have authority to sign checks. For purchases more than five hundred dollars (\$500), expenditure authorization from the president is required, electronic communication is acceptable. The Treasurer shall exercise ordinary care and discretion in dispersing funds of the PNMTA. The Treasurer is encouraged to organize and execute fundraising activities, with the participation of membership. The Treasurer may appoint an assistant in order to learn the office of Treasurer, assisting in the business of Treasurer, and conducting fund raising activities. The Treasurer will attend regular meetings and will give a Treasurer's report at each meeting, which shall include the PNMTA account balance and monthly disbursements.

Section 6. The Secretary shall take minutes at all regular meetings or may delegate the responsibility to take minutes of all regular meetings. The Secretary shall assist in the generation of published materials, including letters, promotion, etc., as well as assist in mailing all items sent by postal service, shall keep the membership roster described in Section VII(1), shall file the new list of Officers and Directors with the Nevada Secretary of State, and shall generally assist other officers in the business of the PNMTA.

ARTICLE IV.
ELECTION OF OFFICERS AND DIRECTORS

Section 1. Election of Officers and Directors:

- (a) Officers shall serve a term of one (1) year and shall be elected by members at the regular member's meeting each September with this Article.
- (b) Directors shall serve a term of two (2) years and shall be elected bi-annually at the regular members meeting every other September in accordance with this Article.

Section 2. Notice of the election will be e-mailed to all members and posted on Social Media at least one week before the meeting.

Section 3. Voting will be accomplished by secret ballot, or upon unanimous consent of members present, a voice vote.

Section 4. Candidates may be nominated by members.

ARTICLE V.
OFFICER RESIGNATION AND VACANCY

Section 1. Resignation: An officer or director may resign expressly or his or her resignation may be implied by his or her absence from three or more consecutive regular member meetings without providing notice of his absence and an intent to continue as officer or director, or by the manifestation of an intent to discontinue as officer or director as agreed upon by remaining Officers and Directors.

Section 2. Vacancies by virtue of resignation: the President shall have the authority to fill vacancies by appointment of any member in good standing resulting from a resignation as set forth in this Article, or disability of any officer or director of the corporation. The appointed successor shall fill the vacancy for the unexpired term.

ARTICLE VI.
MEMBERSHIP

Section 1. The PNMTA shall maintain a member's ledger in compliance with NRS 82.181, which contains, at a minimum, member names, places of residence, and class of membership. In addition, the ledger may contain the telephone numbers, age, member's primary recreational activity in the Pine Nuts, other types of use in the Pine Nuts, any useful specific skills they possess, occupation, or resources that the member may be willing to contribute to the PNMTA.

Section 2. An applicant becomes a member when s/he pays his dues. The duration of membership shall be for one year. Membership period is identified as January 1 to December 31. New members joining after September 1, will have current year membership fee waived and payment applied to the following yearly membership period.

Section 3. There shall be distinct levels of membership, but all members shall be entitled to

the same rights and privileges and shall have equal right to vote, unless these By-Laws are amended pursuant to Article IX to provide otherwise.

Section 4. Levels of membership shall correspond with the dollar amount donated by an applicant to become a member. The minimum an **Individual** applicant may donate is twenty-five dollars (\$25.00). The minimum **Family** applicants may donate is forty-five dollars (\$45.00). A donation of \$500.00 or more shall entitle the applicant to lifetime membership. Membership donations are not required for elected board members while in office.

Section 5. At a future time, by amendment of these by-laws pursuant to Article IX, the PNMTA may adopt procedure for admittance to membership, such as unanimous vote by members to invite a candidate to become a member or obtaining membership by accomplishing some act as initiation.

ARTICLE VII. COMMITTEES AND CHAIRPERSONS

Section 1. The President may establish committees and committee chairpersons to conduct the business and execute the projects of the PNMTA.

ARTICLE VIII. MEETINGS

Section 1. Regular membership meetings will be held not less than every three months on the same day of the week (e.g. second Tuesday of each month). Regular member meetings will be held at a place and time convenient to most members.

Section 2. Officers and Directors shall meet a minimum of three times a year to discuss the business, strategies, and internal operation of the PNMTA.

Section 3. Special Meetings of the Board of Directors may be called by the President upon reasonable notice to each director. Special meetings shall be called by the President upon the request of three (3) or more Directors.

Section 4. Meetings shall follow the published agenda items. Including at a minimum, acceptance of previous **Meeting Minutes**, **Financial Report**, **Membership Report**, **Old Business**, **New Business**, and **Open Discussion**. All club decisions, including policy or financial expenditures, shall be proposed via motion, seconded by a supporting member and passed with a simple majority. For emergency expenditures, the President shall convene a special board meeting in accordance with Section 3 for emergency expenditure authorization.

ARTICLE IX. AMENDMENT

Section 1. These By-Laws may be amended by a majority vote of the Officers and Directors present at any Board Meeting.

ARTICLE X.
DISSOLUTION

Section 1. In the event of dissolution, the assets of the PNMTA shall, after payment of corporate debts, be conveyed to any non-profit entity in similar support of outdoor recreation on public lands, as agreed to by a majority of members.