

BY-LAWS OF THE FOUR-WHEEL DRIVE CLUB OF FRESNO, INC

ARTICLE I NAME

This organization shall be known as the Four-Wheel Drive Club of Fresno, Inc., herein after referred to as FWDCF.

ARTICLE II OBJECTIVES

Section 1. To provide an organized endeavor for the promotion and enjoyment of the natural wonders and resources of Western America, by utilization of four-wheel drive vehicles.

Section 2. To aid in the conservation and protection of our natural resources through; cooperation with the United States Forest Service, fulfilling our commitments to the Adopt-A-Trail agreements and in performing any other service projects on public lands that are related to our primary objective - The continued use of OHV's on public lands and the types of recreation made available to the public using four-wheel drive vehicles on these lands.

Section 3. It is not the intention of this organization to infringe upon the existing wilderness areas but to vigorously oppose any future wilderness expansion that would remove public lands from OHV recreation use.

ARTICLE III MEMBERSHIP

Section 1. Owners of four-wheel drive vehicles are eligible for Membership in the FWDCF provided they meet the following requirements: (Exceptions to these requirements may be made by a two-thirds (2/3) vote of the Board of Directors.)

Part A. Applicants for Membership must be at least 18 years of age and possess a valid driver's license.

Part B. Applicants for Membership must own a trail ready, four-wheel drive vehicle.

Part C. Applicants for Membership must attend three club meetings and three club events or, four club meetings and two club events.

Part D. Applicants will be given, and must become acquainted with, these by-laws as well as rules for off-road travel in accordance with Cal 4Wheel and Tread Lightly.

Part E. Applicants approved by the Board of Directors, shall be put to a vote for acceptance into the club, at the next Membership meeting. Dues are to be prorated and paid immediately following acceptance of Membership.

Section 2. Each Membership shall include the immediate family;

Part A. Immediate family shall be defined as head of household, spouse/partner and child/children.

Part B. A family member who is a child, ceases to be a member of the FWDCF on their 18th birthday or on their 21st birthday, if a full-time student.

Part C. All members and family members, wishing to have voting privileges, must have signed a receipt, acknowledging acceptance of the current By-Laws.

Part D. Voting power is restricted to one vote per membership number.

Section 3. Members will immediately notify the Membership Secretary upon change of home address, mailing address, email address, telephone number, or Membership status. Membership status applies to everyone under the same Membership number.

Section 4. Conduct of members and family members:

Part A. All members must attend at least three club meetings and four club events, annually, to remain an active member.

Part B. All members must conduct themselves in accordance with these by-laws, the Adopt-A-Trail agreements between the Forest Service and this club, and other related rules or regulations pertaining to the safe use of four-wheel drive vehicles and their impact upon the land.

Part C. All members must conduct themselves in a respectable and orderly fashion whether in or out of club activities to include, emails, texts, phone calls, or any form of social media. Any member disgracing themselves or the club, in the public eye, will be immediately subject to expulsion from this club.

Part D. No member of this club may drive or ride in any four-wheel drive vehicle upon any closed four-wheel drive route, if it is not during official club business. Official club business shall include any Forest Service approved activities, Adopt-A-Trail work, Search and Rescue, or any other Club or Trail chairperson approved activities. Any member in violation of this section shall cause the matter to be brought before the Board of Directors for review.

Part E. The first violation of this section shall cause that member to lose their status as a "member in good standing" with this club, for a period of up to one year. They shall be placed in a probationary status, for a time, determined by the Board of Directors. During this time the member may not hold office nor be a committee chairperson. Following the probationary period, the Board of Directors shall review the matter and they may reinstate that member's status as a "member in good standing", extend the probationary period, or move forward with expelling the member from the club.

Part F. Resource damage, property damage or bodily injury resulting from a violation of this section by any member, or a second violation during a probationary period may subject them to immediate expulsion from this club by a two-thirds (2/3) vote of the Board of Directors.

Part G. Complaints shall be brought before the Board of Directors. A majority vote of the Board, in favor of expulsion, shall cause the Board Chairperson to bring the matter to the floor of the next Membership meeting. A secret two-thirds (2/3) majority vote, in favor of expulsion shall expel that member from the club.

Part H. The Board of Directors shall make every effort to resolve member conflicts at the lowest level, in the form of an Executive Board meeting.

Section 5. Lifetime Membership

Part A. Upon completion of 20 years of active Membership in the FWDCF, a member in good standing shall automatically become a Lifetime Member of this club.

Part B. A Lifetime Member shall have all the same rights, privileges and responsibilities as a regular member, except that a Lifetime Member is exempt from paying club Membership dues. This does not apply to CAL4 Wheel dues, as they are a separate entity with different criteria for Lifetime Membership.

Part C. Lifetime Members are considered active if they attend one meeting or one event, per year.

ARTICLE IV
DUES

Section 1. Annual dues shall be set by the Board of Directors by the April Membership Meeting and be in force for the calendar year. The dues shall include the annual dues for membership in the California Association of Four Wheel Drive Clubs, Inc. (CAL4 Wheel), for members belonging to both clubs.

Section 2. All FWDCF Membership dues shall become due on June 1st of each year. The final deadline for paying annual dues shall be the second Tuesday in June, at the Membership meeting.

Part A. Any member owing dues which are not received by the Membership Secretary in accordance with this section, will be considered an inactive member. This status will be maintained until delinquent dues are submitted.

Part B. Exceptions to this section may be addressed with the Board of Directors.

Part C. No member shall be inactive for more than six months, at which time they forfeit their Membership and Membership number, apart from Lifetime Members, as stated in Article III, Section 5, Part C.

ARTICLE V
MEETINGS AND QUORUMS

Section 1. Membership meetings shall be held on the second Tuesday of the month at a place designated by the Board of Directors.

Section 2. The meeting night may be changed for a single meeting whenever necessary, provided all members have been given notice at the previous Membership meeting.

Section 3. Ten voting members in good standing shall constitute a quorum for a Membership meeting.

Section 4. The Board of Directors meetings shall be held on the fourth Tuesday of each month at a place designated by the Board of Directors, except for December. The purpose of the Board meetings is to discuss and decide the day to day business of the club. These meetings are not open to the public. Any club member may attend these Board meetings however, they are not permitted to discuss issues unless the Chairman of the Board requests them to. Members wishing to address the Board of Directors, must submit a request to the Chairman at least one week prior to the meeting, with a detailed outline of the points they wish to cover. They may be placed on the agenda for the next meeting.

Section 5. A quorum, for the Board of Directors, shall be seven Board members. A quorum need not be "in person" and is permissible if the board members participating are able to express their opinions and desires with the other members of the quorum. For a vote to take place, outside of a scheduled meeting, it must be stated that a majority decision has been reached. (i.e.: 8 for, 1 opposed, 1 abstained and 1 unavailable)

Section 6. All Membership meetings and all Board of Directors meetings shall, herein after, be conducted in accordance with these By-Laws and Robert's Rules of Order. The member presiding over the meeting shall provide all members, in attendance, with a copy of the agenda, prior to the meeting. This may be a printed copy, distributed before the meeting is called to order, or an electronic copy, distributed at least 24 hours prior to the meeting.

ARTICLE VI **ELECTIONS**

Section 1. Nominations for Officers and Board of Directors will begin at the October Membership meeting and end at the November Membership meeting.

Part A. There shall be at least one candidate for President, Vice President, Recording Secretary, Treasurer, Membership Secretary and at least five candidates for the Board of Directors.

Part B. Nominees must be active members, in good standing with the club, for at least one year prior to taking office.

Part C. All Officer Nominees must be bondable. (Bond to be paid by the club.)

Part D. Nominations shall be posted on the club's social media, members only page at least 3 weeks prior to the election.

Section 2. Active members, in good standing, shall meet to elect the Officers and Board of Directors, each year at the December Membership meeting.

Section 3. Elections shall occur during an Executive Membership Meeting, with only active members, in good standing, present throughout the entire election process.

Section 4. Voting during elections shall be "in person" and by secret ballot. The ballots shall be tallied by two voting members, other than nominees.

Section 5. A simple majority of the votes cast is necessary for election to an office.

Section 6. For positions on the Board of Directors, votes will be cast for five candidates. The five candidates receiving the most votes will be elected to the Board of Directors.

Section 7. During the election of Officers, the President of this club shall only be allowed to cast a ballot in the event of a tie vote, determined following the vote tally.

ARTICLE VII

VACANCIES

Section 1. In the event of a vacancy of the office of President, the Vice President shall move up to the position of President, immediately. A special election will be held, to vote in a new Vice President, at the next Membership meeting.

Section 2. In the event of a vacancy in the office of Vice President, Recording Secretary, Treasurer or Membership Secretary, a special election shall be held to elect a successor at the first Membership meeting after the Membership has been notified.

Section 3. Any Officer or Board Member, missing three consecutive meetings - without sufficient cause, will be replaced. The Recording Secretary shall notify the Board of Directors, immediately following the third missed meeting.

ARTICLE VIII

ADMINISTRATION AND DUTIES OF OFFICERS

Section 1. The officers of this club shall be President, Vice President, Recording Secretary, Treasurer and Membership Secretary; they shall be bonded. Paid for, by the club, by the February Board Meeting.

Part A. All elected Officers and Board Members shall enter upon official duties at the January meeting and shall serve until their successor shall be duly elected and qualified.

Part B. All departing Officers will turn over, to their elected replacement, a description of the job they perform for the FWDCF, as well as all documents, records, passwords, etc.

Part C. Failure to do so, at or before the January Membership Meeting, shall place the Membership number in a status of poor standing.

Section 2. The Board of Directors shall consist of the five Officers, the previous President, the State Delegate and the five Board Members, elected by the Membership.

Part A. The Previous President of the club shall be the Chairperson of the Board. The Chairperson of the Board shall be allowed to vote only in case of a tie vote.

1. In the event the Previous President is not able to fill the role of Chairperson of the Board, the position shall be placed on the election ballot.

2. In the event of vacancy of Chairperson of the Board, the Board of Directors may appoint an acting Chairperson of the Board.

Part B. Each member of the Board shall be allowed only one vote during Board meetings, except for the State Delegate. They are a non-voting member of the Board of Directors.

Part C. The Board of Directors shall conduct the day-to-day business of the club, to take such actions as might best fulfill the aims of this club. They shall also audit the books of the previous administration, prior to the February Membership meeting.

Part D. The minutes of the Board meetings shall be approved or corrected by a vote from the Board of Directors only and presented at the following Membership meeting.

Part E. The State Delegate to the California Four Wheel Drive Association shall have been an active member of Cal4, for the previous year. They shall attend all District meetings, Board of Director meetings and conventions, whenever possible. These meetings are held quarterly beginning in January. The Delegate's form is to be signed by the President and Secretary of the club and turned into the Area Secretary at each meeting. The Delegate shall represent the club, in all business matters voted on. If the delegate is unable to attend a meeting, they will notify the FWDCF President, Vice President and Chairperson of the Board, so that they may send a suitable substitute. The State Delegate may not be a member of any other Four-Wheel Drive club.

Section 4. No Officer shall serve as an officer for another four-wheel drive club during their term in the FWDCF, other than CAL4 Wheel.

Section 5. The President shall preside over all Membership meetings and be present at all events whenever possible. They shall be the executive officer and shall have the duty to carry out the policies and decisions of the Board of Directors. The President shall have no vote except in the case of a tie. The President shall have, in their possession at every meeting, a current set of these By-Laws. The briefcase, assigned to the President, shall accompany them to every meeting over which they preside.

Section 6. The Vice President shall, in the absence of the President, act as President of this club; serve as Parliamentarian and perform such other duties as may be assigned by the Board of Directors. The Vice President shall have, in their possession at every meeting, a current set of these By-Laws. The briefcase, assigned to the Vice President, shall accompany them to all meetings which they attend.

Section 7. The Recording Secretary shall keep and preserve all records and minutes of the meetings of the Membership and the Board of Directors. They shall assume the responsibility of ledger roll call and determine the number of voting members present and determine when a quorum is in attendance. They shall notify the Board of Directors when an officer has missed three consecutive meetings. They shall receive and answer all general correspondence pertaining to this organization.

Section 8. The Treasurer shall keep accurate and complete records of the funds and accounts of this organization. They shall make only such disbursements from the funds of the organization, as are directed by the Board of Directors or the Membership.

Section 9. The Membership Secretary shall maintain a permanent record of Membership and receive dues paid by all current members. They will verify the information submitted on Membership applications and make recommendations, to the Board of Directors, to accept or reject applicants for Membership. The Membership Secretary shall also make available, to all members and family members eligible to vote, a printed copy of FWDCF By-Laws and require a signature to verify receipt of same.

ARTICLE IX
COMMITTEE CHAIRPERSONS AND TOOLS

The following areas will be presided over by committee chairperson: Trails, tools, events, and Sander's Park. Chairpersons shall be appointed by the Board of Directors.

Section 1. Trail Chairs shall keep the Membership apprised of the status and needs of their respective trail, under the FWDCF agreement with the U.S.F.S. They will coordinate with the club's U.S.F.S. Liaison, regarding the trail they chair. They shall be responsible for recruiting volunteers for clearing, opening and closing the trails. They will be responsible for securing the equipment needed, from the Tool Chair, for work on the trails. They shall also be responsible for making sure that equipment is returned to the Tool Chair and advising the Tool Chair of any problems or repairs that are needing to be done to equipment. Trail Chairs will have the last word of who is permitted on any trail work events.

Section 2. The Tool Chair shall be responsible for storing, maintaining and servicing the tools and equipment owned by the FWDCF. They shall make sure that all equipment is properly maintained and in good working order, to prevent equipment failure or injury from damaged or failed equipment. They shall keep the Membership apprised of the status of all club tools and equipment. All tools and equipment shall be hand receipted, maintaining a clear, documented chain of custody. Only club members and U.S.F.S. shall be allowed to utilize tools owned by the club. The Tool Chair shall be permitted to authorize repairs, parts and services, necessary for the safe operation of club equipment, up to \$500.00. This is for urgent situations during trail opening season only and will require communicating the expenditure to the Chairman of the Board within 48 hours. They will provide the damaged items and a receipt when asked.

Section 3. Event Chairs shall be responsible for all aspects pertaining to their assigned event. This includes the date, time and location, as well as recruiting and coordinating their respective committee members. They shall keep the Membership apprised of the status of the event.

Section 4. The Sander's Park Chairperson shall be responsible for keeping the Membership apprised of the property status. They shall personally inspect the property at least quarterly. They will maintain a roster of members utilizing the property and any member found to leave the property without cleaning up after themselves, will be reported to the Board of Directors. They shall be allocated a fuel budget, to offset the expense of overseeing the property.

ARTICLE X
EXPENDITURES AND FINANCES

Section 1. All funds received shall immediately be turned over to the Treasurer to be deposited in the checking account of the FWDCF.

Section 2. No withdrawal from the funds shall be made without the approval of the Board of Directors. Single expenditures exceeding seven hundred fifty dollars (\$750) must be approved by a majority vote, of the Membership. All expenditures shall be paid from the checking account, and clearly documented and itemized, when applicable.

Section 3. All requests for reimbursement must be accompanied by a receipt and must have been previously approved.

Section 4. The Board of Directors shall establish directives for the transfer of funds between the checking account and the reserve account. At no time shall the club have more than one account of each type.

Section 5. Each of the Officers shall be an authorized signer, on the accounts. However, only the Treasurer may transfer funds between the accounts.

Section 6. The State Delegate and their spouse, will be reimbursed for lodging, meals, and fuel/travel expenses, as approved by the Board of Directors, for out of town functions.

Section 7. The sale or disposition of any club property or equipment shall require a majority vote by the Board of Directors followed by a majority vote by the Membership. The Membership vote may only take place at the second Membership meeting, following the Boards approval and subsequent Membership notification.

ARTICLE XI EVENTS

Section 1. All events shall have an event chairperson and shall be subject to approval by the Board of Directors. Event Chairpersons shall submit a budget to the Board of Directors at least 30 days prior to the event. The Board of Directors shall pass on all approved budgets to the Membership for approval.

Section 2. All members, including Officers and the Board of Directors, are under the direction of the Event Chairperson and their committee members from the duration of the event. At no time shall they demand a variation to the event, other than for safety reasons.

Section 3. All events must be conducted with safety as the first consideration. All events will be subject to liability releases.

Section 4. The Event Chairperson and their committee shall determine entrance classifications and regulations for their respective event, as well as any trophies and awards to be presented. Anyone determined by the Event Chairperson, or their designee, to be unsafe or impaired, at the time of event, shall be disqualified. Vehicles shall be subject to technical inspection in accordance with the type of event and shall be disqualified by the Event Chairperson, or their designee, if found to be mechanically unsafe or incapable.

Section 5. All members and guests, participating in an event, shall abide by applicable laws for the jurisdiction governing the location, as well as these club By-Laws. The welfare and reception of the club depends upon the character displayed to the city, county, state and federal authorities. We are not irresponsible drivers. Any flagrant violation of the codes is sufficient cause for the removal of Membership privileges, subject to a decision by the Board of Directors.

Section 6. The Poker Run Treasurer shall be responsible for all funds pertaining to the event. All funds collected will be verified by them, the Poker Run Chairperson and the Club Treasurer. The Treasurer shall deposit the verified funds into the FWDCF Checking account as soon as possible, following the event.

ARTICLE XII
RECALL

Any Officer, Board Member or appointed member may be recalled, for failure to perform the duties of the office to which they have been elected or appointed. Also, they may be recalled and placed in bad standing for inappropriate conduct, as covered previously in these by-laws.

Section 1. To initiate a recall vote, a written request must be submitted to the Board of Directors, outlining the justification for the recall, at least 1 week prior to the Board meeting. The member or members, making the request, must be present and available to the board, at the meeting. The requestor will be afforded the opportunity to present witnesses and any evidence to substantiate the claim. The accused will be afforded the same rights and privileges, to disprove the claim. During the meeting, the Board of Directors, minus the individual in question, will go into executive session to discuss the matter. The Board Members may approve or deny the request, by secret ballot. Or they may request time to investigate further. The accused may be stripped of their position until a decision has been made.

Section 2. The Membership shall approve the recall only during an Executive Membership Caucus, with a majority vote by secret ballot.

ARTICLE XIII
AMENDMENTS

Section 1. Any amendment to the By-Laws must be presented to the Board of Directors, and if approved, forwarded to the Membership. A two-thirds (2/3) majority vote, at the following Membership meeting, shall enact the amendment.

Section 2. These By-Laws shall become effective immediately following the approving vote and each of the officers, present, shall sign and date where indicated.

Section 3. These By-Laws shall supersede and nullify all previous bylaws and amendments, thereto.

RULES AND PROCEDURES

Unless otherwise specified in these By-Laws, Robert's Rules of Order, Revised, shall govern parliamentary procedures.

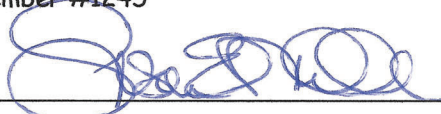
**ARTICLE XV
DISSOLUTION OF ORGANIZATION**

If it becomes necessary or desired, to dissolve this organization, all property, funds and other assets shall be gifted to the California Four Wheel Drive Association IAW state and federal laws.

Revised, March 2018

By-Law Committee Chairperson

Member #1245



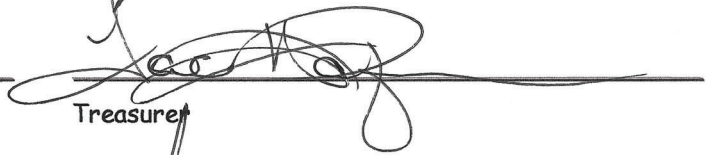
President



Vice President



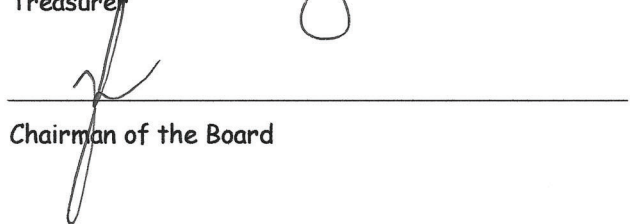
Secretary



Treasurer



Membership Secretary



Chairman of the Board