



THE CAPITAL LAND CRUISER CLUB

BYLAWS

Member of
Toyota Land Cruiser Association, Inc.

P. O. Box 5449
McLean, VA 22103

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"BYLAWS"

*****, 2003

ARTICLE I

Name

The name of this club shall be the **Capital Land Cruiser Club (CLCC)**.

ARTICLE II

Purpose

The purposes of this club as organized are:

1. Social.
2. To explore, maintain, preserve and enjoy, with our fellow club members the inaccessible portions of our state.
3. To be readily available, when called upon, to help in emergencies where our 4 wheel drive vehicles and personnel are needed.
4. To support the Toyota Land Cruiser Association, Inc.
5. To support "regional 4WD associations".

This club shall operate without profit, shall be nonpartisan and nonsectarian.

ARTICLE III

Membership

Section 1: Voting Members

Persons seeking membership in this club as regular voting members must meet the following requirements:

- ~~1. Must be sponsored by a club member in good standing.~~
2. Own a Toyota Land Cruiser or any Toyota vehicle with 4-wheel drive.
3. Be a legally licensed driver, at least 18 years of age.
4. Must show proof of adequate "in-force" vehicle insurance.

5. Participate in club functions as follows:
 - ~~o Drive your 4WD vehicle in three club-sponsored functions, including one overnight 4WD trip.~~
 - ~~or~~
 - ~~Drive your 4WD vehicle on five club-sponsored functions.~~
 - o Attend three club general meetings.
 - o Attend three club general meetings and one club sponsored event (i.e. swap meet, tech day, trail ride).
~~Exception: One non-driving club function may be substituted for one vehicle function.~~
6. Must agree to join the Toyota Land Cruiser Association, Inc. (\$25 fee)
7. Submit \$25.00 application fee with completion of application form.

The above requirements must be met within a one-year period.

The prospective regular member will become eligible for vote upon completion of the requirements ~~and upon recommendation by their sponsor to the Board of Directors not later than the BOD meeting prior to the next general meeting.~~

The prospective member will be temporarily excused from the meeting at which he/she is nominated for membership ~~by their sponsor.~~

New members are voted in by a 2/3 vote of the members present at the general meeting.

Section 2: Associate Members

By nomination of the Board of Directors and by majority vote of the membership, any suitable person or business may be elected to Associate Membership in the club, shall pay the same dues as regular members, shall not be entitled to vote, and shall not be entitled to hold any office of the club.

Section 3: Honorary Members

Will be nominated by the Board of Directors, and by Majority vote of the club voting membership any suitable person or business may be elected to Honorary Membership in the club. They will pay no dues, shall not vote, and shall not be entitled to hold any office in the club.

Section 4: Charter Members

Those members listed herein are Charter Members of the Capital Land Cruiser Club and have been continuously since this club's inception. Their membership is permanent and cannot be revoked and they shall be entitled to vote and hold office in the club so long as their membership dues are paid and are otherwise in good standing.

- John Doe
- Jane Smith

Note: This section is only for club historical purposes. It shows the persons that were members when the by-laws were drafted. Some clubs grant special privileges to Charter

Members, such as reduced dues, but this should be considered cautiously so as not to produce hard feelings.

Section 5: Dues

The yearly dues of each vehicle member and associate member of the club shall be set by the club, and payable at the January regular meeting or such date as designated by the Board of Directors.

Dues must be paid within 30 days of the due date. Members not paying dues by the end of 60 days will be dropped from the mailing list. Members not paying dues by the end of 90 days will be drop from the roster and can only be reinstated by making a written or personal request to the BOD and paying a \$5.00 late fee along with regular dues. Dues for new members are due the day they are voted into the club and are payable within 30 days of that date.

Section 6: Sale of Vehicle

Upon sale of a vehicle, the member must remove all club decals and emblems, TLCA decals and other Association decals and emblems from their vehicle. Any member leaving this club under unfavorable conditions shall return all evidence of club membership.

Section 7: Member Non-Participation

A member may be dropped from the rolls of this club due to non-participation by a unanimous vote of the entire Board of Directors. Reinstatement can be made by a two-thirds vote of the General Membership or by completing membership requirements as any other member. Non-participation shall be defined as not attending at least one (1) club function over a six-month period.

ARTICLE IV
Meetings

Section 1: Monthly Meetings

Monthly meetings of the club shall be held at such time and place as selected by the Board of Directors. Changes to the time and place of the monthly meeting shall not be made unless notice is given to the general members not less than one month before such action is taken.

Section 2: Annual Meeting

The ANNUAL Meeting shall be the January meeting of each year. Notice of every ANNUAL Meeting of the club shall be e-mailed by the President to every member of the club at least two weeks before the date of such meeting. The club newsletter may serve as notification.

At the ANNUAL Meeting, the order of Business shall be:

1. Minutes of the previous meeting.
2. Reports of Officers and Board of Directors.
3. Accomplishments of the past year and progress reports.
4. Announcements of results of the Annual election.
5. Vote on proposed bylaws changes.

Section 3: Special Meetings

A special meeting of the club may be called by the Board of Directors or whenever one-third of the voting members of the club shall make a written request to the President for the same, specifying the object of the meeting, provided that not less than five days written notice of such special meeting shall be given to the members.

Section 4: Conduct of Meetings

All meetings shall be conducted according to parliamentary laws, and open discussion from the floor on all measures shall be permitted and encouraged.

Section 5: Board Meetings

The Board of directors shall meet at the direction of the club as necessary or when three or more Directors shall call for such meeting.

ARTICLE V *Voting and Quorums*

Section 1: Definition of Voting Member

Voting members are defined as having met the requirements of Article III Section 1 and are identified on a membership application as applicant or spouse of applicant.

Section 2: Who May Vote

Only voting members may cast votes for election of officers, changes to bylaws, and formal motions made at general meetings.

Section 3: Quorum at General Meetings

For the purpose of voting at general meetings all voting members present shall constitute a quorum.

Section 4: Quorum at BOD Meetings

At a meeting of the Board of Directors, a majority of the total members of the Board shall constitute a quorum and a majority vote of the Directors present at any meeting shall prevail.

ARTICLE VI
Management

The management of the club shall be vested in the President, ~~Vice President, Secretary,~~ Treasurer, TLCA Delegate, ~~Regional Association Delegate(s) Two Directors~~ and the Membership Chairperson, which shall constitute the Board of Directors.

ARTICLE VII
Officers and Elections

The President, ~~Vice President, Secretary,~~ Treasurer, TLCA Delegate, ~~Regional Association Delegate(s),~~ Membership Chairperson ~~and Directors~~ shall be elected by vote of the club members at the December general meeting for a period of one year. Terms to be limited to three (3) consecutive years in each office.

Club officers are elected by voting in person at the December general meeting or by mail vote. Mail votes must be received not later than 6pm on the day of the December general meeting. Conditions and methods for a mail vote will be established by the Board of Directors.

In the event of a vacancy in any office except the President, the Board of Directors shall appoint a member in good standing to fill the unexpired term until the next general election.

ARTICLE VIII
Duties of Officers

Section 1: Board of Directors

The Board of Directors shall have the power to manage all affairs of the club on any and all questions relating in any manner whatsoever to the club, and to make all contracts necessary for the proper transaction of all business. They shall have entire jurisdiction over all matters pertaining to the care, conduct, control, supervision, and management of the club and its finances and all appropriations shall be made by them, provided, however, that the regular membership shall have final control and direction over the affairs of the club and may by motion, veto the decisions and actions of the Board.

Veto of any BOD action shall be by simple majority vote of all eligible voting members. A veto action can be initiated at any general meeting by motion, carried by majority vote of voting members present at such meeting. A notice of pending veto action shall be made to all members within five days of a veto motion. The veto vote will be carried out at the next general meeting and can by same motion be supplemented by a mail vote.

It shall be the duty of the said Board of Directors to prescribe and publish rules regulating the use and occupancy of the rooms of the club, and the care and protection of its property.

Any officer or member of the Board of Directors who shall absent him/herself from three consecutive meetings of such Board, unless he/she shall offer at the next meeting an excuse for his/her absence which is satisfactory to the Board of Directors, shall be deemed to have resigned as a member of said Board, and cease to be a member of the Board of Directors.

The Board of Directors shall have the following specific powers:

1. To appoint Delegates to the different Associations of which this club may be a member of for the purpose of conferring with any Association or club with respect to any matter in which this club may be concerned.
2. To make rules for the conduct of the members of the club and for their use of the club property.
3. To suspend or expel a member for any conduct in violation of rules or behavior improper or pre-judicial to the interests of the club.
4. To fix and enforce penalties for the violation of club rules.
5. To prescribe rules for the admission of strangers or guests to the privileges of the club.
6. To call special meetings of the club to consider special subjects.
7. To prescribe additional duties for any officers, in addition to those herein set forth.

Section 2: President

The President shall preside at all meetings of the club and Board of Directors, enforce all laws and regulations of the club. He/she shall perform such other duties as shall be imposed upon him/her by resolution of the Board of Directors. The President shall, with the Secretary, sign all written contracts and written obligations of the club. The President shall have the power to appoint committees whenever it becomes necessary. ~~The President shall appoint a Sergeant-at-Arms at the beginning of each meeting (unless the club chooses to and elects a Sergeant-at-Arms board member).~~

Section 3: Vice-President

~~In the absence of the President, his/her duties shall be performed by the Vice-President. In the event of the death or disability of the President, the Vice-President shall assume the duties of the President for the remainder of his/her term and the Board of Directors shall appoint a member of the club to fill the Office of the Vice-President until the next general election.~~

Section 4: Secretary

~~The Secretary shall keep minutes and other official reports of the club. The Secretary shall keep records, books, documents and papers relating to the club in such place as shall~~

~~be designated by the Board of Directors. The Secretary shall perform such other duties as may be assigned by the Board of Directors.~~

Section 5: Treasurer

The Treasurer shall keep account of all monies received by him/her and deposit same in the name of the club in such bank as designated by the Board of Directors. He/She shall not pay out any money of the club except in such manner and for such purpose as shall be authorized by motion or resolution of the Board of Directors. The Treasurer shall not be responsible for money or funds the club paid out or disbursed upon checks or vouchers therefore which have been properly signed by the Treasurer, President, or Vice-President. At each monthly meeting of the membership he/she shall make a statement of the financial condition of the club, and the membership shall, by motion, approve said report, and at the ANNUAL Meeting of the club, he/she shall submit a detailed report of the financial condition of the club, ~~by accountants or a finance committee designated by the Board of directors.~~

Section 6: Delegates

The TLCA Delegate ~~and Regional Association Delegate(s)~~ shall attend the regular meetings of these Associations and shall report to the membership of matters discussed or voted on at said meetings. If the Delegate cannot attend a meeting and is unable to find an alternate he/she shall notify the President who may appoint a temporary delegate. The Delegates shall have authority to vote on behalf of the club and in the best interests of the club at TLCA ~~and Regional Association meetings.~~

ARTICLE IX

Member Suspension

Any member who shall fail to pay the ANNUAL dues within thirty days after the same shall become due and payable, or who shall fail to pay any indebtedness to the club within thirty days after a bill for same has been rendered, shall be suspended from all privileges of the membership.

Any member who shall conduct themselves in an irresponsible manner that, in the opinion of the Board of Directors, is not in the best interests of the club or when such actions brings discredit upon the club, shall be subject to suspension at the discretion of the Board of Directors.

ARTICLE X

Amendments

Amendments to these by-laws may be made at the ANNUAL Meeting or at a meeting called for the purpose by a two-thirds vote of all members present, provided written notice of the proposed amendments shall be submitted to the Board of Directors and provided further, that notice of the proposed amendments shall be given to all members

by the Secretary. An announcement published in the club newsletter shall be considered sufficient notice of proposed amendments.

The Board of Directors may delegate the responsibility of receiving bylaws proposals to a Bylaws Chairperson appointed by the President. The Bylaws Chairperson shall receive and screen bylaws proposals for proper wording, spelling, punctuation, etc. but shall make no judgment as to the context or validity of a proposal. The Bylaws Chairperson shall compile all proposals and submit same to the voting members no later than two (2) weeks prior to the Annual Meeting.

Voting on bylaws changes may be done by mail with conditions and methods of carrying out a mail vote established by the Board of Directors.

ARTICLE XI

Standing Committees and Representatives

- ~~Conservation.~~
- ~~Bylaws.~~
- ~~Nominating.~~
- ~~Safety.~~
- ~~Trail.~~
- ~~Search and Rescue.~~
- ~~Chamber of Commerce and Public Relations.~~
-

~~The above committee's Chairperson shall be appointed by the President no later than the _____ meeting, after installation. The appointed Chairperson shall appoint the rest of his/her committee no later than the first meeting following his/her appointment.~~