

By-Laws of The Orlando Jeep Club of Florida, Inc.

Article I

Name. The name of this organization shall be The Orlando Jeep Club of Florida, hereinafter also known as TOJC.

Article II

Object

To promote interest in Jeep automobile ownership and operation and to that end to collect, receive, learn, disseminate, and publish information relative thereto and further establish an organized effort to encourage others to participate in the ownership and enjoyment connected with the use of said automobile and to that end to hold meetings, affairs, rendezvous, and other gatherings, public or private in furtherance of said purpose. TOJC is chartered as a not-for-profit organization.

Article III

Members

SECTION 1. Qualifications. Anyone who is the owner and/or primary driver of a jeep is qualified for membership in The Orlando Jeep Club. The term "jeep" shall mean any military or civilian derivative of the Bantam Reconnaissance Car. For questions involving what constitutes a jeep, the Board of Directors may decide by majority vote after hearing the matter in the method of their choosing. Applicants must be eighteen years of age or older (except a dependent member). If an applicant has not attained legal majority age, they must submit with their application for membership, a statement of parental consent, signed by each parent and properly notarized.

SECTION 2. Definition.

A. Individual Members. A member of the organization.

B. Corporate Members. Corporations or businesses geared and related to the promotion of the Jeep automobile or TOJC.

SECTION 3. Classifications. Members shall be limited to only one TOJC number (with the exception of Honorary members) and be classified as follows:

A. Primary Members. Each applicant for primary membership shall furnish proof of compliance with the requirements set forth in Section 1 of this article. Upon approval of the application and payment of the required initiation fees and dues, the applicant shall become a Primary member. Every member must comply with the requirements set forth in section 1 to be eligible to continue as a Primary member of this organization.

B. Spouse Members. The spouse of any Primary member may become a Member upon payment of membership dues. Such member shall be entitled to all privileges of Primary membership.

C. Charter Members.

To be recognized as Charter member, an applicant must present a Charter membership card that was issued to such applicant and such applicant must comply with items A, B, or C of this section.

The following named Charter members have been recognized for their service to TOJC and they shall enjoy all privileges of Primary membership and shall not be required to comply with the standards of membership set forth in Section 1 of this article. No additional or rediscovered Charter members shall be accorded these privileges.

Ricky Artes

Terry Everitt

Bruce Kern

Jessica Artes

Joe Julian

Richard Smith

Barry Blanton

Steve Makin

Mike Pool

Kevin Collins

D. Honorary Members. The Members at any duly organized meeting may elect Honorary members by unanimous vote of the members present. Honorary members shall be exempt from payment of dues for one calendar year beginning on January 1 of the year selected and shall be entitled to all the privileges of primary members, except the right to vote or hold office. Honorary members need not comply with the requirements of membership set forth in Section 1 of this article.

E. Corporate Members. The Members may upon majority vote accept Corporate members. Upon payment of annual dues, the amount of which shall be determined by the Board of Directors, such Corporate member shall receive a Certificate of Membership, a listing in the TOJC Newsletter and (5) individual Corporate membership cards. Corporate members shall not be entitled to vote or hold office in TOJC. Corporate members need to comply with the Jeep ownership requirement set forth in Section 1 of this article. All other provisions of Section 1 of this article shall apply.

SECTION 4.Application. All requests for membership shall be by written application directed to the Director of Membership or the Vice-President. The Membership Director or Vice-President shall determine that each applicant complies with the membership requirements.

SECTION 5.Transfer of Membership. Membership in the Corporation is not transferable or assignable.

SECTION 6.Suspension, Expulsion, Resignation.

General Offenses. Any individual member who shall violate any of the Provisions of the by-laws, rules, regulations, or edicts of the Corporation which have been properly approved or who shall be guilty of unbecoming conduct, or who shall be found to be in violation of sportsmanlike attitudes fostered by the Corporation, shall be guilty of an offense against the corporation and shall be subject to fine, reprimand, suspension or expulsion.

Preferring Charges. Any individual member may prefer charges against another member specifying the particular acts complained of. All charges must be made in writing and signed and sworn to by the complaining member. All charges must be filed with the Secretary and entered in full in the minutes of a regular meeting of the members.

Summons. When charges are preferred against an individual member, the Member shall be served with a written notice by the President or the Secretary directing the member to appear before the Board of Directors of which will act as the Hearing Board until such board can be created within the Organization. Such notice shall contain the time, date and place of such hearing and shall further contain a written specification of the charges, which have been preferred against the member. Such notice shall be mailed to said member at least ten days prior to the date of the hearing.

Penalties. The Members, upon a majority vote thereof, may impose other such penalties as they deem fitting and proper, including, but not by way of limitation, fine, reprimand, suspension or expulsion against any individual. Should the Members by a majority vote thereof, determine any member to be guilty of using the Corporation for personal gain, then, in that event, such member may be expelled. The Members may suspend or revoke its recognition of any recognized member.

Suspension. A member may be suspended for a period or expelled for Violation of any By-law or rule of the Corporation, or for conduct prejudicial to the best interests of the Corporation. Suspension or expulsion shall be ordered only after complying with those procedures set forth in this Section. Such individual shall have the right to appeal any such determination by the Members in person or in writing. The Members may thereafter continue the suspension, or expel the member and its decision shall be final.

Suspension Penalties. A suspended individual member shall be penalized as follows:

The member shall be removed from the organization.

The member shall be denied all organization privileges of the Corporation.

The member shall not vote, attend meetings, hold office, or have any voice whatsoever in the affairs of the Corporation.

The member shall not represent the Corporation in any capacity.

Reinstatement after Suspension. When an individual member is suspended for a definite length of time, the member shall be automatically reinstated when such time has elapsed, provided that the member has paid all bills and back dues owed the Corporation. Further, any such suspended member shall be required to pay a reinstatement fee of \$5.00 to the Treasurer of the Corporation.

Expulsion. Any individual member who has been expelled shall no longer be carried on the official rolls of the corporation. The individual shall relinquish all financial claims against the organization and shall be prohibited from attending any function, social or otherwise, of the Corporation.

Resignation. Any member may resign by filing a written resignation with the Membership Director, but such resignation shall not relieve the member of the obligation to pay dues, assessments or other charges theretofore accrued and unpaid.

SECTION 7. Exiting Members. An exiting member is a member that exits The Orlando Jeep Club by any means including, but not limited to, Resignation, Expulsion, or Failure to renew membership. An exiting member must forfeit and return their membership cards and remove any items identifying membership in TOJC from their vehicles.

Article IV

Dues and Finance

SECTION 1. Dues. The Members may determine the amount of initiation fee, if any, and all dues payable to the Corporation by its members. Motions to change dues shall be read by the President and lay on the table at least one meeting before voting by the members.

SECTION 2. Payment of Dues. Payment of dues entitles membership in TOJC for one calendar year beginning on January 1 of that year through December 31 of that same year.

A. All New members of TOJC will pay \$40.00 for the first year.

B. Subsequent year's renewal dues will be \$30.00. New members who join the club during the time period of August 1 through September 31 shall pay renewal dues in the amount of \$20.00. New members who join the club after October 1 but prior to January 1 shall be exempt from renewal dues for the calendar year immediately following the year in which they first joined TOJC.

C. Renewal dues must be paid by January 15 to maintain active member status. Any member not renewing by this date will be required to pay the new member fee of \$40.00.

Article V

Board of Directors

The Board of Directors shall consist of seven elected Officers and all appointed officers.

SECTION 1. Officers

A. Officers. The officers of this Corporation shall be President, Vice President, Secretary, Treasurer, and Three Directors, each of whom shall be elected by the Members. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors.

B. Selection. A nominating Committee shall be appointed by the Board of Directors, subject to the approval of the Members. The Nominating Committee shall present a list of names for the TOJC offices to the Members as suggested nominees. Any of the suggested nominees may be placed in nomination from the floor of the Members.

C. Nominations. Nominations for the election of officers shall be held during the August Club Meeting.

D. Election and Term of Office. Officers of the Corporation are to be elected by written ballot during the October Club meeting. Each officer, with the exception of the three directors, will serve for a two-year term. Each elected Director will serve for a one year term. The ballot procedure used will be the preferential voting method, as prescribed in the Roberts Rules of Order. The election shall be on a rotating schedule, with the President & Secretary elected in even numbered years, and the Vice President and Treasurer elected in odd numbered years. Directors will be elected annually. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. Election precedence shall be in the order stated in this paragraph. Only members in attendance shall be eligible to vote for the election of officers. The officers shall take office on January 1 of the following year. Each officer shall hold office until his successor has been duly elected and qualifies or until his death, resignation or removal from office in the manner hereinafter provided. No officer may hold more than one office at a time.

E. Duties. The duties of the officers of the Corporation shall be as provided by resolution or other directive of the Members, and in the absence of contrary provision the duties shall be as follows:

PRESIDENT

The President shall be the chief executive officer of the Corporation, and in the recess of the Members shall have the general control and management of business and affairs, subject, however, to the right of the Members to delegate any specific power, except as such may be statute exclusively conferred upon the President, to any other officer or officers of the Corporation. The President shall preside at all meetings of the general membership, unless otherwise determined by the Members. The President shall be responsible for the care and custody of all corporate property, and shall maintain an up-to-date record of all corporate property, which shall include the name of any individual member, charged with temporary custody thereof. In the absence or disability of the President, the Vice-President shall perform the duties and exercise the powers of the President until the next regularly scheduled meeting.

VICE-PRESIDENT

The Vice-President shall have general responsibility for all club events sanctioned by the Corporation involving the use of Jeep vehicles and shall act as Chairman on the Membership Committee. The activities of the Vice-President shall be subject to the review and approval of the Members.

SECRETARY

The Secretary shall attend all meetings of the Board of Directors, and the general membership and shall record the minutes of such proceedings. The Secretary shall perform such other duties as may be prescribed from time to time by the President of the Members. The Secretary may delegate duties, powers and responsibilities to one or more assistant secretaries unless such delegation shall be disapproved by the Members.

TREASURER

The Treasurer shall keep an account of all monies received and expended for the use of the Corporation, shall deposit all sums received in a bank, or banks, or trust companies approved by the Board of Directors, and make a report at every club meeting or when called upon by the President or the Members. Funds may be drawn only upon two signatures of the Treasurer, President or Vice-President. The funds, books, and vouchers controlled by the Treasurer shall at all times be under the supervision of the Board of Directors and subject to its inspection and control. At the expiration of the term of office the Treasurer shall deliver over to a successor all books, monies and other properties, or in the absence of a Treasurer-Elect, to the President. In the event of absence or disability of the Treasurer, the Board of Directors may appoint a Treasurer pro tem.

DIRECTORS

Three Directors shall be elected by membership. Their responsibilities are to represent the interests of the club members directly to the Board of Directors and serve as their advocate. In order to remain neutral members of the Board of Directors, the Directors can not take on any additional responsibilities of the Board.

F. Removal. Any officer or agent elected or appointed by the Members may be removed by the Members by a two-thirds vote of the general membership attending a regularly scheduled monthly meeting. Removal may be initiated with just cause whenever in its judgement the best interest of the Corporation would be served. The Members decision in this regard shall be final.

G. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise of any officer may be filled by the Members for the un-expired portion of his term at the next regularly scheduled meeting.

H. Consecutive Terms of Office. No term limits are applied to any elected position.

SECTION 2. Appointed Officers.

A. Officers. The following Officers may be appointed by the Board of Directors with approval of the Members with no restrictions on the length of term.

Newsletter Editor
Trail Ride Director
Membership Director
Social and Charity Director
Public Relations Director
By Laws Director
Quarter Master
Web Master
Legal Director

B. Duties. The duties and powers of the appointed positions of the Corporation shall be provided from time to time by resolution or other directive of the Members, and in the absence of contrary provision, the duties shall be as follows:

C. Newsletter Editor. The Newsletter Editor shall be the editor and publisher of The Orlando Jeep Club of Florida's monthly newsletter, shall maintain a courtesy mailing list for the newsletter, shall maintain back issue files of all newsletters and such other duties pertinent to the contents of the Corporations newsletter.

D. Trail Ride Director. The Trail Ride Director shall be responsible for organizing all trail rides for the club. Additional responsibilities include but are not limited to, obtaining permits, establishing routes, communicating with other clubs and selecting challenging rides for all club members.

E. Membership Director. The membership Director shall be responsible for the acquisition of new members, to coordinate all membership applications and inform any applicants regarding organizational or administrative activities. The Membership Director shall assign numbered membership cards to each new member and be responsible for the distribution of those cards. The Membership Director shall report directly to the Vice President.

F. Social and Charity Director. The Social and Charity Director shall be responsible for planning, coordinating and executing all official club social events. The Director of Charity shall be responsible for all matters related to any charity program approved by the Members. The Social and Charity Director shall report directly to the Board.

H. Public Relations Director. The Public Relations Director shall be responsible for all contact, correspondence and direction of media coverage regarding TOJC. The Public Relations Director shall act as a liason between all corporate members and sponsors of the club and actively pursue new sponsors and positive media coverage of club events. The Public Relations Director shall report directly to the President.

I. By Laws Director. The By Laws Director shall be responsible for maintaining the By Laws of the Orlando Jeep Club and providing guidance to the Board regarding compliance with the By Laws. The By Laws Director shall also be responsible for maintaining the most current version of the By Laws and provide access to the By Laws to all interested members. The By Laws Director shall report directly to the Board.

J. Quarter Master. The Quarter Master shall be responsible for maintaining and restocking of all club's physical and tangible assets. The Quarter Master shall maintain a list of all items in his/her charge and account for all items directly to the Treasurer.

K. Web Master. The Web Master shall be responsible for the corporations Internet presence which is currently WWW.OrlandoJeepClub.com and shall maintain that presence in a timely fashion. The content within the website is subject to the approval of the members. The Web Master must have experience in programming in the different languages required for the web site and the members must approve this experience history. The Web Master shall report directly to the Board.

L. Legal Director. The Legal Director shall be appointed by the Board of Directors with approval from the Members. The Legal Director shall be responsible for providing legal advice to the Board regarding any situation that may require a professional legal opinion. The Legal Director shall report directly to the Board of Directors as a whole and shall have no authority to bind the club in any matter contractual or other.

Article VI

Meetings

SECTION 1. Notice of Meetings. The Orlando Jeep Club has selected e-mail as its official method of written notice to its members. Also construed as written notice will be regular postings to the official website. Written notice of each regular and special meeting of the Members as well as meetings of the Board of Directors stating the time, place, date and purpose thereof shall be stated within the Corporations newsletter and e-mailed to each member at least 10 days prior to the date of such meeting.

SECTION 2. Meetings of the Board of Directors. Regular meetings of the Board of Directors shall be held on dates and at such location as is determined by the Board. These meetings will be open to the general Membership.

A. Attendance. All Board members are required to be in attendance at each regularly scheduled Board meeting. Absence from four (4) meetings of the Board and General membership meetings within a calendar year may result in removal of that person from the office they currently hold.

B. Voting. All elected Officers shall be entitled to one vote on each issue brought before the Board requiring a majority vote of the Board of Directors. This vote is for the purpose of streamlining the decision making process for the general Membership and does not exclude the Board member from their right to vote on issues sent to the general membership for approval.

C. Powers. The Board of Directors serve at the pleasure of the general membership and are therefore bound to direct the business of the club in its best interest. The Board of Directors shall have in its power the ability to engage services, purchase equipment, moderate disputes and provide for the day to day guidance of the club. These powers are in no way limited to those listed and from time to time may be expanded or contracted to suit the members of the club.

D. Limitations. The Board of Directors may make any purchase or engagement approved by a majority of the Board in an amount not to exceed \$500.00 for any single purchase or engagement without the permission of the general membership. Any purchase or engagement that is in excess of \$500.00 shall be brought to the general membership for approval in the next regularly scheduled meeting.

SECTION 3. Meetings of the Members. Regular meetings of the Members shall be held on dates and at such location as is determined by the Members at its second regularly scheduled meeting of the calendar year from recommendations of the Membership committee submitted to the Members at the first regularly scheduled Board meeting of the calendar year. Special meetings of the Members may be called by the President upon written request of twenty-five percent (25%) of the Members.

SECTION 4. Annual Meeting. An annual meeting of the general membership shall be held for the purpose of conducting any business that may be necessary.

SECTION 5. Special Meetings. Special meetings of the general membership may be called at any time by the Members, and must be called by the Members upon receipt of a written petition signed by twenty percent (20%) or more of the individual members, provided such petition shall state the purpose for which the meeting is to be called.

SECTION 6. Quorum. The Majority of the then duly elected Board of Directors constitutes a quorum for the transaction of business. If a majority of the officers consent in writing to any action taken at a meeting without a quorum present, or without a meeting being called, such action shall be a valid corporation action as though it had been duly authorized at a meeting of the Members.

Article VII

Committees

SECTION 1. Standing Committees. The Corporation shall maintain the following standing committees:

- Membership Committee**
- Nominating Committee**
- Charity Committee**
- By-Laws Committee**
- Trail Ride Committee**
- Social and Event Committee**
- Editorial Committee**
- Safety Committee**

SECTION 2. Term of Committee Membership. Membership on any committee shall be determined annually.

SECTION 3. Duties.

- A. Membership Committee.** The membership committee shall be comprised of the appointed Membership Director and the Vice-President who shall chair this committee. The Membership committee shall have general responsibility over all matters relating to corporate membership. They shall provide information and answer all correspondence from members and non-members relating to corporate membership. The Membership Committee shall be responsible for researching and recommending the location of corporate business meetings, to be effective January 1, of the year after the recommendation has been approved by the Members. Complete proposal(s) for meeting location changes shall be submitted to the Membership Committee no later than the last regularly scheduled business meeting of the calendar year.
- B. Nominating Committee.** The Board of Directors shall appoint the Nominating Committee, subject to the approval of the Members. The Nominating Committee shall present a list of names for the TOJC offices to the Members as suggested nominees. Any of the suggested nominees may be placed in nomination from the floor of the Members. The chairperson of the nominating committee shall report to the Board of Directors as a whole.
- C. Charity Committee.** The members appointed to and comprising this committee shall be approved by the Members annually and shall work under the guidance of the Director of Charity to promote the goodwill of TOJC through fund raising for such charity projects as directed by the Members. The Charity Committee chairperson shall report to the Board of Directors as a whole.
- D. By-Laws Committee.** The Board of Directors shall appoint a By Laws Director subject to the approval of the Members. This person shall chair the By-laws Committee and report directly to the President and Vice President.
- E. Trail Ride Committee.** The trail ride committee will report directly to the Trail Ride Director and assist in the planning, organization and direction of all club sponsored trail rides.
- F. Social and Event Committee.** The Social and event committee will report directly to the Social and Event Director and assist the Director in all aspects of planning, coordinating and direction of all club events and social gatherings.
- G. Editorial Committee.** The editorial committee shall report directly to the Newsletter editor and assist with the publication of the monthly newsletter as well as any club related press releases.
- H. Safety Committee.** The Safety committee shall report directly to the Trail Ride Director and assist in establishing and enforcing all rules and guidelines necessary to ensure the safety of all members at all club events.

SECTION 4. Other Committees. The Board of Directors may create any committee necessary in order to better serve the interests of the club

Article VIII

Dissolution

SECTION 1. Property. If, for any reason, this Corporation is disbanded or dissolved, any property held in the corporate name, shall be liquidated and turned into cash in accordance with the decisions made by then Primary Members. After all Corporation liabilities have been paid, the remaining cash shall be donated to a non-profit organization chosen by the Primary Members of the organization

SECTION 2. Dissolution. Dissolution of the Corporation shall be made in accordance with all applicable Federal and State of Florida laws, (IRS Section 50L (c) (3) or any amendments thereto).

Article IX

Official Emblem

SECTION 1. Official Emblem. The official emblem of the organization shall be:



SECTION 2. Logo. The emblem of the corporation shall always contain thereon the inscription "The Orlando Jeep Club of Florida, Inc." or "TOJC".

Article X

Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the proceedings of TOJC in all cases not provided for in these By-laws.

Article XI

Amendments

SECTION 1. Amendments. These By-laws may be amended, repealed, or altered in whole, or in part, by the Members. All motions to amend these By-laws shall first be submitted to the By-Laws Committee as established in Article VII not later than the annual meeting, and shall be read and ordered by the President to lie on the table for at least one month. A second reading shall be made before the Members may vote thereon during any regularly scheduled club meeting. Only Members in attendance shall be eligible to vote for motions to amend these By-laws.

A two-thirds vote of Members in present shall be necessary to pass any such motion for amendment.

SECTION 2. Advance Notice. Each member shall be advised of the proposed amendment not less than twenty-one days in advance of the meeting at which such vote will take place.

Article XII

Waiver of Notice

Whenever any notice is required to be given to any member or governor of the Corporation under the provisions of these By-laws or under any provision of the Articles of Incorporation or under any other provision of law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.