

Bylaws of Middle Peninsula Jeep Association Inc.
Revised on March 31, 2009

ARTICLE 1

The name of the organization shall be: Middle Peninsula Jeep Association Inc. (MPJAI).

Middle Peninsula Jeep Association Inc. is a non-profit organization founded in Gloucester, VA.

ARTICLE 2

Purpose

The purpose of MPJAI shall be having fun, sponsoring events and outings, bringing Jeep® owners together, protecting our right to use public lands for our sport, to give new Jeepers a chance to learn about 4-wheeling, to meet others with the same interest, and for all other lawful purposes.

ARTICLE 3

Membership

Membership Qualifications:

- Members must have a 4-wheel drive Jeep® vehicle.
- Members must be at least 18 years of age.
- Members must complete the Tread Lightly!® Online Awareness Course, or equivalent, before their first Trail Ride, or within one year.

The Board of Directors may limit the number of memberships to an exact number at any time. The Board of Directors may review any memberships at their discretion. The board of Directors may make a recommendation concerning actions to be taken regarding any memberships to the members and the members will vote on whether or not to follow the recommendation. The recommendation shall pass upon a majority vote with a quorum of Active Members present.

Membership Classifications:

The Board of Directors shall approve by vote all new memberships. Memberships shall only be valid if submitted via established club application processes.

Membership dues are not paid until the membership is approved by the Board of Directors.

Applicants for membership must attend one monthly club meeting and at least one club sponsored, or Board of Directors approved, event.

Renewal memberships do not require Board of Directors approval.

Founding Members of the MPJAI are: Chad Bertrand, Avery Goodwin, and Henry Johnson.

Active Membership

Active Members are required to attend monthly club meetings. Any active member who fails to attend three consecutive monthly club meetings will be transferred to a Supporting Membership classification. No dues will be refunded. The Board of Directors, upon review of any extenuating circumstances, may waive this policy, in their sole discretion. Active Memberships will have one vote per membership. All Active Members may run for office and participate in club events. Active Members will receive a membership packet to include a decal and a copy of these bylaws. All Active Memberships shall receive a **single** V4WDA/UFWDA membership.

Supporting Membership

Supporting Members are not required to attend monthly club meetings. Supporting Members are suggested to attend club events. Supporting Members have no voting privileges. Supporting Members will receive a membership packet to include a decal and a copy of these bylaws. Supporting Memberships will receive a **single** 4WDA/UFWDA membership.

Removal of a club member

A club member may be removed by the BOD for a record of disregard to federal or state laws, as well as any member that breaks club rules as laid out by the bylaws. The BOD will be the executing body when, and if, any member(s) shall be excluded from the club. The club, however, can only expel a member if the individual breaks club rules, state or federal laws during a club event. The BOD will make an objective judgment on a case by case basis, based on the account of a Trail Guide, and/or first-hand witnesses of the offender's actions. Those with first hand knowledge must convene with the BOD to discuss the matters of the offense. The BOD shall also be required to judge the severity of the offense objectively, both by the law as well as the damage to the image or reputation of the club. A vote of two-thirds by the BOD will constitute automatic expulsion. This vote will be done in private and will not be made public information to any one but the offender. In the case that the BOD deems that the individuals' actions are of a nature worthy of expulsion, such judgment will be final and will permanently remove the individual(s) from any further club activities. The BOD, however, may opt to remove the offender from the active roster and move him/her to the supporting membership without refund of their dues in place of expulsion. In addition to the above, the BOD will be allowed to put the individual on a probationary status for one year from the date of the offense. In the case he or she is a supporting member the individual shall be warned only once (1) by the BOD. This too shall be done in private with the offender and no public record will be kept. The BOD will be allowed to put the individual on a probationary status for one year from the date of the offense. Any member under probation, active or otherwise, may not run for office for a period of one year. Any further offenses during the probation time frame shall result in immediate expulsion from the club.

ARTICLE 4

Dues

Dues are subject to change to reflect changes in dues charged by V4WDA. Dues changes to MPJAI will be made as soon as the new V4WDA dues are known.

Dues rates:

Active Membership dues –Active dues are \$50 for a period of 1 year.

Supporting Membership dues – Supporting membership dues are \$40 for a period of 1 year.

Payment of dues:

Dues are to be paid annually on the 1st of March.

Members who fail to pay their dues within 30 days of its due date will be removed from the club roster and no longer considered a member of MPJAI. Removed members may reapply for new membership, subject to approval of the Board of Directors.

No portion of annual dues will be refunded to any member whose membership is terminated either by choice or by the Board of Directors decision, except upon approval of the Board of Directors in consideration of extenuating circumstances, in their sole discretion.

ARTICLE 5

Meetings

Regular Meetings:

Meetings of the membership of the MPJAI shall be held once a month at such times and places as may be designated by the Board of Directors.

Special Meetings:

Special meetings of the members, other than those regulated by statute, may be called at any time by the Board of Directors. When possible, excepting an emergency, the Membership shall be notified of the special meeting by mass e-mail and/or telephone.

Annual Meetings:

There shall be an annual meeting held concurrently with the February regular meeting. Notice indicating the place, day, and hour of the meeting shall be given not less than ten (10) days or more than sixty (60) days before the date of the meeting to each Active Member in good standing entitled to vote at such meeting.

At any of these meetings a Majority Vote of Active Members present shall be necessary for the transaction of business, except as provided in Articles 12, 14 and 15 or when a quorum is mandated.

ARTICLE 6

Events

All members will abide by the MPJAI **“Sponsored Events and Trip Rules.”**

Only 4-wheel drive Jeep® vehicles may be driven on MPJAI trail rides.

Each member may sponsor guests to a MPJAI event not exceeding the number of members attending the event.

Guest: An event attendee formally invited by a club member prior to the start of the event. These may include:

1. Non-member passengers, up to the number of available seatbelts, in a members’ Jeep® or;
2. One non-member 4-wheel drive Jeep® and its passengers per club sponsored event.

Members must inform the Trail Guide, in advance of the ride, of guests that will be driving along with the club. Members who choose to sponsor a guest are solely responsible for that guest. Should the Trail Guide or Officer in attendance determine that any guest poses a risk to safety, the enjoyment of the event itself, or is in violation of Tread Lightly!® guidelines, that guest may be asked to leave via host member escort. All guests will be required to sign a waiver of liability agreement. All guests will agree to abide by the MPJAI bylaws and the MPJAI **“Sponsored Event and Trip Rules.”** Guests may operate a 4-wheel drive Jeep® vehicle at one club sponsored trail ride per year. In order to operate a 4-wheel drive Jeep® vehicle at another club sponsored trail ride within 12 months of the previous event in which they drove, they must apply for membership as stated above.

ARTICLE 7

Board of Directors

There shall be three (3) board members of the MPJAI and shall consist of the President, Vice President, and Secretary. The term of each director shall be served concurrently with that of the President, Vice President, and Secretary respectively.

The Mission:

The Middle Peninsula Jeep Association Inc. (MPJAI) shall have a Board of Directors. This guiding body shall comprise the positions of President, Vice President, and Secretary. Each of these officers will work together with their strongest talents and abilities to promote, sustain, and guide MPJAI—its active and supporting membership—to a fun, enjoyable and constructive club body.

The Board of Directors:

The Board of Directors (BOD) shall facilitate, support, and evaluate any and all feasible requests by the MPJAI membership for the betterment of the club. The Board of Directors at any point may have additional officers upon the vote of the active MPJAI (club) membership. The vote shall be conducted as per the bylaws. The BOD shall uphold the bylaws and at any time make proposals to amend the governing document (bylaws) via an Active Member vote or Executive Order. The BOD shall create and promote an environment that allows individuals within the club to organize and execute any plans deemed feasible by the BOD. The BOD shall keep all members apprised of the club business by holding a monthly meeting. The BOD shall promote safety and the strict adherence to the Tread Lightly!® program and knowledge of land/trail use issues. The BOD may propose organizational changes that can only be approved by the active club membership. The BOD shall maintain the committees as a sub part of the organization known as MPJAI.

Election of Directors:

Directors shall be elected at the annual meeting, except as otherwise provided for filling vacancies, by a majority vote of a quorum of Active Members present, in accordance with Election of Officers, Article 8 of these bylaws. Newly elected Officers shall take office on March 1st and shall serve for one year.

Compensation of Directors:

There will be no paid positions within the MPJAI. All Board Members are volunteers.

Removal of Directors:

Directors may be removed from the Board of Directors in accordance with Article 8 of these bylaws.

Vacancies:

Any vacancy occurring in the Board of Directors, being a direct result of a vacancy of the office of President, Vice President, or Secretary, respectively, shall be filled in accordance with Article 8 of these bylaws.

ARTICLE 8

Officers

Number:

The officers of the MPJAI shall consist of a President, Vice President, Secretary, and Treasurer and shall be known as the Executive Committee.

Nomination of Officers:

The members shall meet and nominate Officers for each fiscal year at the regular January meeting. Elections will take place at the February meeting. The candidates for office must be Active Members in good standing. Nominations must be accepted by the candidates and they must be present. At all elections, nominations for each office of this organization may be made from the floor. In the event of a vacancy in the office of

President, Vice President, Secretary, or Treasurer, an election shall be called to elect a successor.

Election of Officers:

Officers shall be elected at the February meeting each year, except as otherwise provided for filling vacancies, by a majority vote of a quorum of the Active Membership present. Voting shall be in person and not by proxy or mail. Balloting for each office will be held by secret ballot. All ballots for offices must be counted and checked by another member other than the nominees. Ballots shall be destroyed after elections are final. Newly elected Officers shall take office on March 1st and shall serve for one year.

Quorum:

The presence of a majority of the Active Membership shall be necessary to constitute a quorum.

Compensation of Officers:

There will be no paid positions within the MPJAI. All Officers are volunteers.

Removal of Officers:

Any officer may be removed with or without cause at any time by a majority vote with a quorum of the Active Membership present at any regular meeting, or specially held meeting called for that purpose.

Removal of a BOD member:

The BOD is comprised of Active Members of MPJAI (club); all are volunteers and nominated office holders. These positions and their respective holder(s) however may be removed from elected office by a majority vote of a quorum of the Active Membership present. The Active Membership vote will be the executing vote to remove any BOD member(s). This, however, will not remove the individual(s) from active club status. The Active Membership may replace the BOD in part or whole. In the case the BOD is replaced in part or whole, new volunteers and nominations will be taken and new elections shall be held within one month (30 days) or the next regular meeting of the removed BOD member(s) departure. In the event that the entire BOD is replaced, the current chairmen from the Trail Rides, Finance, and Public Relations committees shall preside over the elections as the interim BOD. Any votes required by the BOD will be covered by the interim BOD. Any votes carried out by the Active Membership shall be held by the interim BOD. The interim BOD shall remain in place until a new regular BOD is elected. Upon completion of elections, the chairmen shall return to their regular duties. In the event that one individual is removed from office, new volunteers and nomination will be taken and a new special election shall be held within one month (30 days) or the next regular meeting. In the event that there are no new nominees or elections the corresponding committee chair person shall automatically fill the vacancy as an interim officer until the next regular election.

If for any reason a BOD member(s) is removed from his/her office, it will be the understanding between the Officers and the Active Membership that such positions are

on a volunteer basis and the accepting of the nomination for office automatically excludes him/her from “retaliation” against the BOD, new or old, or the Active Membership. If a former BOD member is found to be in “retaliation” against the new BOD, he/she shall be removed from the Active Membership roster without refund of his/her dues and dropped to supporting membership and may only be eligible for active membership within a period of no earlier than one year. Retaliation shall be defined as promoting a hostile or uncooperative environment that may otherwise cause disruption or disturbance of the peace.

Vacancies of Officers:

All vacancies in any office shall be filled promptly at the regular meeting, or specially held meeting called for that purpose, immediately following such vacancy. The vacancies shall be filled by a majority vote with a quorum of the Active Membership present.

Duties and Powers of Officers:

It shall be the duty of the Officers to draw up an agenda for all Board and Membership meetings. Officers shall also have the following duties and powers.

The **PRESIDENT** shall preside over all membership and board meetings and shall be present at all events when possible. He/She shall be the Executive Officer and shall have the duty to carry out the policies and decisions of the BOD.

The **VICE PRESIDENT** shall, in the absence of the President, serve in that capacity. He/She will also serve as the Parliamentarian and perform such duties as may be assigned by the BOD. The Vice President shall be responsible for informing the club of issues that affect the membership’s recreational use of public lands. He/She will stay in close contact with the Land Use personnel of the UFWDA and V4WDA.

The **SECRETARY** shall keep and preserve all records and minutes of the meetings of the regular membership and the ledger roll call and determine the number of voting members present so it may be known if a quorum is in attendance. He/She shall receive and answer all general correspondence pertaining to the organization.

The **TREASURER** shall keep accurate and complete records of the funds and accounts of this organization. He/She shall keep a file system of membership. He/She shall collect all dues and maintain a record thereof. He/She shall make only such disbursement from the funds of the organization as are directed by the BOD.

ARTICLE 9
Grievance Committee

The Board of Directors shall comprise the Grievance Committee. Their responsibility is to determine the validity of any grievance voiced by any member. This committee will decide on the proper course of action for resolving any grievance, in its sole discretion.

Decisions of the Grievance Committee will be final. In the event that the grievance is about the Board of Directors or Officers, there shall be a spokesperson for the membership to propose a complaint and suggest a course of action. The majority vote of a quorum of the Active Membership present shall be final.

ARTICLE 10

Expenditures and Finance

Deposit of funds:

All monies received from all sources shall immediately be turned over to the Treasurer to be deposited in the checking account of the MPJAI.

Fiscal plan:

The BOD shall lay out a yearly fiscal plan. The details of this plan shall be constructed with the finance committee and the plan shall be executed by the treasurer. The Finance Committee shall make concessions to achieve the goals set forth by the BOD. The fiscal plan should be approved by both the Finance Committee chairman as well as the BOD. The finance committee shall have free will to legally pursue any method to achieve its goal without interference by the BOD. The finance committee shall acquire funding through only legal means.

Expenditure of funds:

No withdrawal from funds shall be made without the approval of the Board of Directors. Single expenditures in excess of one hundred dollars (\$100) must have the approval of the majority of Active members present at a regular meeting. All expenditures shall be made by check, and the item for which each check is drawn shall be designated on the face of the check along with an itemized receipt.

ARTICLE 11

Standing Committees

Committees:

The BOD shall maintain the committees at the chairman level. The sub-structure of the committees shall be run exclusively by the chairmen as they see fit. This will allow maximum flexibility for the chairmen to best take advantage of the talents of the committee members. Each committee will be required to assist other committees in the planning and execution of said activities. Standing Committee elections shall be held each August. This will allow for over lap in data and experience.

Committee chairmen:

Each committee shall have a volunteer chairman. This individual shall be the sole point of contact for the BOD. He/she will be the key stone for their respective subject. The chairman may organize their committee as needed. Chairmen are responsible for organizing and proposing events and ideas for the clubs activities for submittal to the club.

Chairmen vote:

The chairmen office shall be held by a volunteer and voted into office by a majority vote with a quorum of the Active Membership present. A chairman may be removed by the Active Membership in the same manner. A standing chairman may elect not to run.

Trail rides committee:

This committee shall assist, as well as organize trail rides. In addition to these duties, this committee is to assist the Vice President in the resolution of land use issues and trail openings and closures. It is the Trail Rides committee’s duty to actively assist the membership of the club to organize both large and small trail runs.

Finance committee:

This committee shall assist, as well as organize fundraisers and charity events. In addition to these duties, this committee is to assist the Treasurer in the collection of monetary assets. This committee is to actively assist the membership of the club to organize both large and small fundraisers and/or charity events.

Public relations committee:

This committee shall assist, as well as organize events and activities that will promote the club. In addition to these duties, this committee shall assist the President in the public promotion of the club whether by internet, written, or broadcast. This committee is to actively assist the membership of the club to organize both large and small promotional events of our own or by some other organization.

Information technologies committee:

This committee shall assist, as well as organize all web-based changes and activities that will promote the club. In addition to these duties, this committee shall assist the BOD in effectively promoting communication to the club membership. This committee is to actively assist the membership of the club to organize, via the web, all activities of the club.

**ARTICLE 12
Amendments**

These bylaws may be amended by a majority vote with a quorum of the Active Membership present at a regular membership meeting. Any amendment to the bylaws must be presented to the membership at the regular membership meeting preceding that in which the vote is taken.

Organizational proposals:

The BOD or the membership of the club may submit organizational “proposals”. These proposals shall be considered and evaluated by the BOD. The BOD must place all organizational proposals before the Active Membership for a vote. The BOD, however, will have the power to strike down any proposal after review if it is found to be any of the following; detrimental to the environment, man and machine alike, violates safety rules

or the Tread Lightly!® program, or detriment to the clubs reputation. Approved organizational proposals shall be added to the bylaws by amendment or resolution.

Organizational proposals from the membership:

As the acting BOD of MPJAI, it is the job of the BOD to accept and assess any proposal from any of the club membership, active or otherwise. The BOD shall direct the proposal to the correct committee(s) and keep status of the proposal. The chairman of each committee shall keep the BOD apprised of the proposals status. In the event the proposal is found unfeasible, either by lack of funds or manpower, the proposal will be publicly struck from the record. In the case the proposal is found to be feasible, a vote shall be taken by the BOD. If the BOD passes the proposal by a two-thirds vote it then moves to the Active Membership for the final vote. Upon approval of the proposal, it shall then be added to the bylaws. If the BOD votes the proposal down it then moves to the active membership for a vote. If the Active Membership votes it down then the proposal is effectively dead. However if the Active Membership votes to accept the proposal, the proposal is then sent back to the BOD for approval. In the event a quorum can not be reached for a vote, the BOD may elect to use the executive order to add the change as a resolution to the MPJAI bylaws.

BOD organizational proposals:

The BOD may make their own proposals and submit them to the correct committees. The process laid out for “proposals from the membership” shall be followed. If the proposal is found fit for implementation then a vote must be taken by the BOD to present the results to the Active Membership. If the proposal is voted thru by the BOD, a vote of the Active Membership shall be taken. In the event the BOD finds its own proposal unfit, a direct vote by the Active Membership shall be taken. If struck down the proposal is effectively dead. However, if the Active Membership votes to accept the proposal, the proposal is sent back to the BOD for approval. The approval will be publicly documented by amendment. If a quorum cannot be reached, the BOD may elect to use the executive order*.

Bylaw & operational changes:

The BOD is only in place to facilitate the club membership. The BOD may make proposals as much as the membership. It, however, has no authority to make bylaw or operational changes without first submitting an organizational proposal to the Active Membership and then an active membership vote must approve the proposal of change. The Active Membership shall have one month to consider the proposal and vote. In the event a quorum can not be reached, the BOD may elect to use the executive order to add, change, or remove bylaws or operational changes. These changes will constitute a resolution in the bylaws and must still have an Active Membership vote to ratify the change into a bylaw. In the event the Active Membership is in contrast to the BOD proposal, the Active Membership vote shall take precedence. The BOD shall not possess the power to over ride the club Active Membership unless it is found to be any of the following; detrimental to the environment, man and machine alike, violates safety rules or the Tread Lightly!® program or detriment to the clubs reputation. Organizational changes such as the creation or elimination of Standing Committees, and BOD positions

or their substructures must be approved by a majority vote of a quorum of the Active Membership present. Matters that do not involve organizational changes may be handed down by the BOD on a BOD vote. Matters of how to organize events, safety, land use issues, and interfacing with other clubs are all examples of things the BOD may make decisions on without a vote from the Active Membership. However the Active Membership may challenge the change.

Challenge:

Any one active member may challenge a non-organizational BOD approved proposal. If the Active Membership perceives a detriment to the environment, man and machine alike, violates safety rules or the Tread Lightly!® program or detriment to the clubs reputation. The Active Membership may override the BOD by a majority vote. The active membership, by majority vote of Active Members present at a regular meeting, may modify the change instead of a full challenge. In this case, the Active Membership may use the line item veto to strike the line or lines from the change and approve the remainder of the change. A challenge may only be issued for non-organizational changes where an active club vote is not taken.

**ARTICLE 13
Parliamentary Procedure**

In all questions or order and parliamentary procedure not covered by these bylaws, Robert's Rule of Order shall govern.

**ARTICLE 14
Web Based Voting**

Rules of web based voting:

These rules are drafted to provide the "IT" committee a rule book for the designing, setting up, and operation of the online voting system. To better serve the Active Membership, the BOD, working closely with the IT committee, shall institute the following;

- A web based online voting site that is free of opinion.
- The site will be password protected.
- Your password will act as your voter registration.
- Active members register and he/she may cast there vote.
- Active members will only be allowed one vote (per topic), and
- The voting booth will be open for 14 days (no more/less) regardless of number of votes.

At the beginning of an online voting session, an announcement of the vote will be made at the regular meeting. The regular meeting will cover the details of what is being voted on and why. Next, a mass email will be sent to all active members notifying them that the voting window is now open. In addition to the above, the announcement will be documented in the meeting minutes and posted on our homepage. Any amendments,

operations, and/or events to be voted on shall be posted in a read-only and locked post under the club forum. Club members are welcome to discuss the topics online in a separate post.

Upon closure of a 14-day voting window, the final tally will be recorded in the meeting minute's section of the forum. In addition to the posting, a mass email will be sent to all members as to the final vote count.

In the event that the total number of votes falls short of a quorum at the end of the 14 day time period, the vote will be deferred. A mass email will be sent to all active members notifying them of the final vote tally and that the vote has been deferred to the BOD for review. Upon deferment, the BOD will then vote whether to strike the proposal from the tally (officially killing the proposal) or to implement the executive order. If the BOD opts to use the executive order, the proposal now becomes a resolution in the bylaws and will once again be submitted to the Active Membership for a vote.

ARTICLE 15

Executive Order

Purpose / Intent:

The purpose of the Executive Order is to give the Board of Directors the needed ability to temporarily put into place potential bylaw amendments during attendance slumps or low active member turn out. Any and all potential bylaw amendments shall be referred to as "resolutions" in the bylaws. All resolutions that pass a BOD vote shall be "inserted" into the bylaws. All resolutions inserted into the bylaws shall be ratified by a majority vote of a quorum of the Active Membership present. All resolutions shall be treated the same as a bylaw until an official vote ratifies the resolution into amendment.

Function:

The Board of Directors can only initiate an executive order when one of the following occurs: failure of the Active Membership to form a quorum at a regular meeting, or failure of the Active Membership to reach minimum number of votes required to constitute a quorum during an online voting period. Once an official vote has been taken the "resolution" will then either be struck from the bylaws or will be ratified as an amendment to the current and standing bylaws and be permanently added to the bylaws of MPJAI. This rule is not to be used as a method to circumvent nor exclude the Active Membership vote from bylaw amendment issues or changes. Any resolutions that have not been voted on via the internet shall be voted upon once a quorum is reached during a regular meeting.

The Executive Order requires that the BOD vote on the resolution before it may be inserted into the bylaws. Resolutions shall be treated the same as any bylaw until an official vote is taken. The Executive Order is only for amending (adding, deleting, or modifying) the MPJAI bylaws. The resolution therefore shall be recognized and listed as a resolution in the bylaws until ratified as an amendment. Resolutions shall be placed under the corresponding amendment they will be amending until voted upon.

Resolutions shall be given a number. As an example R1-05 would stand for the resolution number sequence and the year it was added.

These Bylaws Ratified on (date): _____

President: _____

Vice President: _____

Secretary: _____