

BYLAWS

FRONTIER 4 X 4 CLUB

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BYLAWS
OF
FRONTIER 4 X 4 CLUB

ARTICLE I

NAME, EMBLEM AND FISCAL YEAR

Section 1. The name of this non-profit corporation shall be Frontier 4 x 4 Club.

Section 2. The emblem of this corporation appears below:



FRONTIER 4X4 CLUB
P. O. Box 108
East Helena, MT 59635

Section 3.

The fiscal year of this non-profit corporation shall terminate on the 31st day of December in each year.

ARTICLE II

PURPOSE

Section 1.

The purpose of this non-profit corporation is to:

- a) Assist and cooperate in fostering, stimulating and encouraging a growing interest in the use of four wheel drive motor vehicles; conduct lectures or courses in the use of four wheel drive vehicles and safe handling thereof; and generally provide to the people of Lewis & Clark County and the surrounding area the opportunity to take advantage of the proper use of four wheel drive equipment in the better enjoyment of this immense recreational area.
- b) Cooperate with other organizations interested in education or community service projects of various kinds in the community.
- c) Encourage the use, exploration and study of back country in our area in order to enhance and foster the improvement of the ecology and provide classes of instruction in the handling of motor vehicles and safety operations thereof in both the urban, rural and remote areas.

Section 2.

This corporation is organized exclusively for charitable, recreational and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(7) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. Internal Revenue law).

Section 3.

No part of the net earning of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes herein set forth. A substantial part of the activities of the corporation shall be the carrying on of propaganda and otherwise attempting to influence legislation, and the corporation shall participate in, and intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from the Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. Internal Revenue law) or (b) by a corporation, contributions to which are

deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provision of any future U.S. Internal Revenue law).

Section 4. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized exclusively for such purposes.

ARTICLE III

MEMBERSHIP AND DUES

Section 1. There shall be two classifications of membership:

- (a) Regular Member - dues paying member.
- (b) Associate Member - local firm or person sponsoring the activities of the Frontier 4 X 4 Club. Non-participating and non-voting. Minimum contribution \$25.00 per year, to start as the associate membership certificate date.

Section 2. For regular memberships each membership includes the immediate family, however, voting power is restricted to those family members holding a valid drivers license.

Section 3. The membership of this corporation shall be open to all persons, firms, or corporations who contribute to the support of the activities and goals of Frontier 4 X 4 Club. Regular members shall by such contribution become a member of the corporation, and shall be entitled to vote at each meeting of the members for the period of one calendar year for which his contribution is made, provided he is not in default on his subscription, with the exception of associate members, as explained in Article III, Section 1(c).

Section 4. All members will be members of the Montana 4 X 4 Association out of club dues.

Section 5. To qualify, a member must meet the following qualifications:

- (a) Own a four wheel drive vehicle;
- (b) Hold a valid driver's license;

(c) Have the vehicle equipped with;

1. Seat belts and a roll bar or a hard top within a reasonable time period after acceptance into the organization.
2. A fire extinguisher.

(d) Prospective members must attend two consecutive meetings and one organized club trail ride before joining the organization.

Section 6. The club dues shall be \$25.00 per year if paid by December 31st of each year. All dues that are paid late shall be \$27.00. These dues include the mandatory state dues of \$15.00 per year.

Section 7. All members must conduct themselves in a respectable and orderly fashion whether in or out of corporation activities. Any member disgracing the Frontier 4 X 4 Club in the public eye will be subject to expulsion from the corporation. Expulsion is to be determined by a majority of the membership. This is to include the mandate of the Tread Lightly Program.

Section 8. The interest of a member in the club is not transferrable, and lapses and ceases to exist upon his death or when the period of his membership expires or when he ceases to be a member by resignation or otherwise in accordance with the Bylaws. Any member may resign upon written notice to the secretary. No dues shall be refunded upon resignation.

ARTICLE IV

MEETINGS OF THE MEMBERSHIP

Section 1. The monthly business meetings of the membership shall be held on the first Tuesday of each month at 7:00 p.m. at a predesignated place unless the hour and place of the meeting is otherwise designated by the President, and notice thereof given to each member.

Section 2. A simple majority of the attending membership of the corporation shall constitute a quorum for the transaction of business at any monthly or special meeting of the membership.

Section 3. The annual meeting of the membership for the purpose of election of officers shall be held on the first Tuesday of January of each year hereafter at 7:00 p.m. at a predesignated place unless the hour and place of the meeting shall otherwise be changed by notice to each member at least five days before the time set for the meeting.

Section 4. Special meetings of the general membership may be called at any time by either the President or by any two directors.

ARTICLE V

DIRECTORS

Section 1. The affairs of the corporation shall be managed by a Board of Directors which shall consist of a President, Vice President, Secretary and Treasurer.

Section 2. A regular annual meeting of the Board of Directors shall be held after the annual meeting of the members within a reasonable period of time and reported on in the minutes of the next monthly business meeting.

Section 3. Special meetings of the Board of Directors may be called by, or at the request of the President or any two Directors. Notice of any special meeting of the Board of Directors shall be given at least two days prior to the date of such meeting, unless notice of the meeting is expressly waived.

Section 4. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 5. In the event of the vacancy of an office the President shall appoint a successor for the remainder of the term of office.

ARTICLE VI

OFFICERS

Section 1. The officers of the corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as may be elected in accordance with the provisions of this article.

Section 2. The officers of the corporation shall be elected at the regular annual meeting. The position of Secretary and Treasurer may be filled by one or two persons.

Section 3. It shall be the duty of the President to preside at all meetings of the corporation and the Board of Directors, and to exercise general executive control over the affairs of the corporation, to call special meetings of the corporation and the Board of Directors, and to perform all other duties pertaining to this office; he shall have the casting vote, and, in conjunction with the Secretary, shall have the power to execute, on behalf of the corporation, such notes, mortgages, contracts and other documents which he and the Secretary may, by order, resolution, or otherwise, be fully authorized to execute on behalf of the corporation, and such acts, when so entered into, shall be the acts of the corporation; the President shall be an ex-officio member of all committees.

Section 4. The Vice President shall assist the President when called upon to do so, and in the President's absence, the Vice President shall be the acting President and

shall be vested with all the powers and duties of the President.

Section 5.

The Secretary shall keep a record of all meetings and shall have the custody of all papers, records, and other property, except money, and books of account. He shall send all notices and perform such other duties as pertain to the office, or any duties the President deems fit. It shall be his responsibility to maintain custody of the corporate seal and to insure completion of the Annual Report required by the State of Montana.

Section 6.

It is the duty of the Treasurer to keep full and complete books of accounts of all corporation activity, and he shall deposit all funds in the bank corporate account. All checks shall be signed by both the President (or the Vice President in his absence) and the Treasurer. The Treasurer is charged with the responsibility to render to the Board of Directors or to the President, when required, a true and correct account of any and all transactions and account balances. In addition, he shall render an annual financial statement at each annual meeting of the membership. The Treasurer may be required to furnish a bond in an amount to be designated by the Board of Directors, and, if a bond be required, the premium on such bond shall be paid by the corporation.

Section 7.

An officer may succeed himself in office if elected by the majority of the club.

ARTICLE VII

REMOVAL OF OFFICERS

Section 1.

The members of the corporation may, by resolution passed by at least two-thirds of the membership present in person and voting at a meeting of members duly held, remove any officer before the expiration of his term of office and may, by a majority of the votes cast at such meeting, elect any person in his stead for the remainder of his term.

ARTICLE VIII

COMMITTEES

Section 1.

The President shall appoint such committees as he deems necessary.

ARTICLE IX

AMENDMENTS TO THE BYLAWS

Section 1.

The Bylaws may be amended at any monthly or special meeting of the corporation by a two-thirds vote of the members in attendance provided that notice is given of the intention to alter, amend, or repeal, or to adopt new Bylaws at such meeting by at least five days prior notice of the meeting given to each member.

ARTICLE X

INDEMNITY AND LIABILITY

Section 1.

Every officer or other person who has undertaken or is about to undertake any liability on behalf of the corporation members and their heirs, executors and administrators, and estate and effects, respectively shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the corporation, from and against:

- (a) All costs, charges and expenses whatsoever which such officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office.
- (b) All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges,

or expenses as are occasioned by his own willful neglect or default.

Section 2.

No officer of the club shall be liable for the acts, receipts, neglects or defaults of any other officer or for joining in any receipt or act for conformity or for any loss, damage or expenses happening to the corporation through the insufficiency or deficiency of title to any property acquired by the club or for or on behalf of the club or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relating thereto unless the same shall happen by or through his own wrongful and willful act or through his own wrongful and willful neglect or default.

The executive committee shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the corporation, except such as shall have been submitted to and authorized or approved by the executive committee.

ARTICLE XI

RULES AND PROCEDURE

Section 1. The order of business of the meetings of the members shall be as follows:

- (a) Roll Call
- (b) Reading of minutes of last meeting
- (c) Treasurer's report
- (d) Board of Directors' report
- (e) Reports of committees
- (f) Unfinished business
- (g) New business
- (h) Adjournment
- (i) Movies, demonstrations, etc.

ARTICLE XII

EVENTS

Section 1. All events shall be subject to approval of the Board of Directors.

Section 2. All events will be under the director of a "Trail Boss" appointed by the members present at the regular business meeting before the event, or by the Board of Directors when no meeting is held prior to the event. The Trail Boss may appoint assistants as he deems fit.

Section 3. All members, including corporation officers and directors are responsible to the appointed Trail Boss and his appointed assistants from the set time of the beginning of an event to the termination of that event.

Section 4. All events must be conducted in an orderly manner and with SAFETY as the prime factor. Any event held on private property shall be held subject to liability releases.

Section 5. No member or guest under the legal age of the area in which the event is held will be permitted to drive in any event unless accompanied by, or with written permission of parent or guardian.

Section 6. All competitive events will be under the direct authority, supervision, and control of the Board of Directors or an appointed representative. These events will be conducted under the rules of the Montana 4 X 4 Association.

Section 7. All members and guests participating in an event shall abide by the Motor Vehicle Codes of Montana by the laws and regulations of the city, county, or the circumstances involved. Any flagrant violation of the codes is sufficient cause for the removal of membership privileges, subject to decision by the Board of Directors.

We, the undersigned, being all the Directors of the Frontier 4 X 4 Club as this date hereby formally and regularly sign, ratify and adopt the foregoing Bylaws of this corporation for the guidance of the corporation and regulation of its activities, and as evidence of such adoption and ratification, we do hereby set our hands this _____ day of _____, 1994.

PRESIDENT

VICE PRESIDENT

SECRETARY

TREASURER