

**ESPRIT DE FOUR 4WHEEL DRIVE CLUB
BYLAWS**

Article I NAME

The name of this organization shall be "Esprit de Four 4 Wheel Drive Club Inc.", herein referred to as the "Club" or "ED4".

Article II PRINCIPAL OFFICE

The principal office for the transaction of business is in the County of Santa Clara, State of California.

Article III OBJECTIVES AND PURPOSE

Section 1: PURPOSE

This shall be a non-profit organization for the purpose of social, recreational, and educational activities, fostering the enjoyment of four-wheel drive vehicles.

Section 2: OBJECTIVES

- 1) To enjoy our natural resources.
- 2) To protect our natural resources.
- 3) To enjoy family outdoor living.
- 4) To foster safety through observance of state and national vehicle laws.
- 5) To aid in state emergencies by providing access to four wheel drive vehicles.
- 6) To keep our membership informed about any activities that threaten or promote the enjoyment of four wheel driving.

Article IV ASSOCIATION MEMBERSHIP

The Club may elect to join or resign membership in other groups that support the Club's objectives as describe in the 'Objectives and Purpose' by obtaining a 2/3 vote so long as notice to the membership has been stated at 2 (two) prior general meetings and has been published to the Club.

The Club shall retain its autonomy, but consent to membership in the California Association of Four Wheel Drive Clubs, Inc. (CA4WDC) for purposes stated in the CA4WDC bylaws. The Club shall maintain membership in the North District of CA4WDC.

Article V MEMBERSHIP

Section 1: GENERAL MEMBERSHIP

(a) MEMBERSHIP

Shall be for persons wishing to join and support the aims of the Club. The member shall receive a membership card identifying him as a Club Member. Club members will be entitled to all privileges of membership as set forth in the Standard Operating Procedures for this Club.

(b) APPLICATION FOR MEMBERSHIP

Application for membership can be made at any time, but must be made prior to a nomination/vote for membership. Applicants for membership must fulfill the following requirements prior to being accepted as members:

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- 1) Be the registered owner of a 4WD vehicle.
- 2) Possess a valid driver's license.
- 3) Maintain minimum PL and PD insurance.
- 4) Participation in 3 (three) Club runs, two must be overnight, in their own vehicle and attend 3 (three) Club meetings during the 6 (six) months prior to vote for membership acceptance. Meeting attendance rosters and Club trip reports are records of reference for participation requirements.
 - a) Club Activity – A recognized Club activity is defined as an event that meets all the following requirements:
 - i) 3 (three) or more voting members in attendance
 - ii) Published on the Club's calendar, newsletter
- 5) Must be at least 18 years of age and must be able to enter into contracts, releasing the Club and the Club's members from liability for the actions, injuries, or damages to said prospective or vehicle.
- 6) Will be considered for membership at a regular Club meeting following verification by the Membership Officer of membership requirement.
- 7) Must be approved by 2/3 vote. All members are required, within 60 (sixty) days of being voted into the Club, to pay all Dues, Fees and Assessments.
- 8) Members of ED4 must also have membership with CA4WDC.

(c) MEMBERSHIP MAINTANENCE

To maintain membership, members must:

- 1) Retain ownership of a four-wheel drive vehicle. In case the vehicle is sold, 90 (ninety) days will be allowed in which to replace it with another 4wd vehicle.
- 2) Participate in at least one club event (as defined in Article IV, Section:1) in a 12 month period. Serving on a committee as recognized by the club will also satisfy this requirement.
- 3) Have individual, life, or associate membership with CA4WDC.

Section 2: FRIENDS OF ESPRIT DE FOUR

“Friends of Esprit de Four” is available to individuals or companies who desire to support the ESPRIT DE FOUR 4 WHEEL DRIVE CLUB, but for varied reasons cannot attend regular Club meetings and participate in regular Club functions.

Prospective Friends must be approved by 2/3 vote. All Friends are required, within 60 (sixty) days of being voted into the Club, to pay all Dues, Fees and Assessments.

In July each year, the Board of Directors must approve all renewals for Friends. Each must be approved by 2/3 vote of the Board of Directors. All Friends are required to pay all renewal Dues, Fees and Assessments.

All rules pertaining to general membership shall apply to Friends of Esprit de Four with the following exceptions:

- Friends shall not be required to pay an initiation fee.
- Friends shall not be required to attend the 3 (three) Club sponsored runs or the 3 (three) Club meetings.
- Friends must abide by the rules set forth in these Bylaws and Standard Operating Procedures.
- Friends at no time have the right, personal or otherwise, in any funds or property belonging to the ESPRIT DE FOUR 4 WHEEL DRIVE CLUB.
- Four-wheel drive vehicle ownership is not required.
- CA4WDC membership is not required.

Section 3: ASSOCIATE MEMBERSHIP

(a) MEMBERSHIP

Shall be for Business entities wishing to support the aims of the Club. The Associate member will be allowed to sponsor Club events with the distinction of having pre-approved business logo(s) or pre-approved business insignia(s) displayed on Club material or at Club events for which the sponsor has provided sponsorship.

(b) CANDIDATES FOR MEMBERSHIP

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Associate Membership shall be nominated by a Club Member in good standing. Candidates for Associate Membership must meet the following requirements:

1. Candidate's business must be deemed appropriate, as determined by the membership and not of a controversial nature.
2. Candidate and candidate's business must not present any threat or potential threat to the aims of the club.

Associate members must be approved by 2/3 vote. All newly approved Associate members are required, within 60 (sixty) days of being voted into the Club, to pay all Dues, Fees and Assessments.

(c) MEMBERSHIP MAINTENANCE

Associate Membership must be renewed on an annual basis. Renewal is done on each yearly anniversary, and shall be approved by a 2/3 vote. All Associate members are required within 60 (sixty) days of vote, to pay all Dues, Fees, and Assessments.

(d) ASSOCIATE MEMBERSHIP DUES

Because an Associate Member shall have the privileged opportunity to sponsor and display aforesaid logos or insignias at Club events or on Club materials, Associate Membership dues shall be no less than 5 (five) times the annual dues of the Single Club membership. They are not required to maintain CA4WDC, Inc. membership.

Section 4: FEES, DUES AND ASSESSMENTS

(a) CLUB MEMBER DUES

- Annual dues will be \$20 for Single Club membership, \$30 for 2 (two) members living at the same address; plus any CA4WDC dues.
- Annual dues must be paid on or before June 1st.
- Dues received after June 1st will be subject to a reinstatement fee of \$10.
- CA4WDC dues will be rebated or waived upon proof of association membership not through the Club.
- Dues will be prorated for new members as shown below:

June 1	July 1	Aug 1	Sept 1	Oct 1	Nov 1	Dec 1	Jan 1	Feb 1	Mar 1	Apr 1	May 1
Full	Full	(n**/12) x 11	(n/12) x 10	(n/12) x 9	(n/12) x 8	(n/12) x 7	(n/12) x 6	(n/12) x 5	(n/12) x 4	(n/12) x 3	(n/12) x 2

**n = total dues (CA4WDC + ED4)

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(b) APPLICATION FOR MEMBERSHIP

Prospective members may receive communications materials (newsletter, web page, email) for a period of no longer than 6 (six) months after their initial status of "Prospective". After this period, the prospective member must pay an annual fee of \$10 to continue receiving communications. This fee shall be prorated based on the monthly schedule of when annual club member dues are to be received.

(c) MEMBERSHIP INITIATION FEES

Member initiation fee of \$36 will include one dash plaque, one 9" or two 6" decals, one 9" or two 3" patches, and one red polo Club shirt. This fee will not be prorated.

(d) FRIENDS OF ESPRIT DE FOUR FEES

- Friends annual dues will be \$10.
- Friends may have the option to purchase the newsletter for \$10.
- Annual dues for Honorary Friends may be sponsored by the Club or individual Club members.

(e) COMMUNICATION

Prospective Members, Friends, Associate Members may have limited access and privileges to the website and or e-mail group.

Section 5: TRANSFER OF MEMBERSHIP

Neither a membership nor any membership right may be transferred to any individual, Club, company, or corporation except as authorized by the Board of Directors.

Section 6:

CAUSES OF TERMINATION

The membership of any member of any classification shall terminate upon occurrence of any of the following events:

- The resignation of the member.
- Failure of a member to pay dues, fees, or assessments.
- The suspension or expulsion of the Member, based upon the good faith determination by the Board of Directors that the Member has failed in a material and serious degree to observe the rules and conduct of the Club, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Club.

DECALS/LOGOS

Any member, of any classification, shall agree to remove all ED4 decals or logos from the exterior of their vehicle upon selling that vehicle or termination of membership. All decals and insignias referring to membership in ED4 are the sole property of said Club.

SUSPENSION OR EXPULSION

- a) The member shall be given 15 (fifteen) days' prior notice of the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by postal or electronic mail shall be sent by registered or return-receipt mail to the member's last address as shown on the Club's records.
- b) The member shall be given an opportunity to be heard, either orally or in writing, at least 5 (five) days before the effective date of the proposed expulsion. The hearing shall be held, or the written statement considered, by the Board of Directors or by a committee authorized by the Board to determine whether the expulsion or suspension should take place.
- c) The Board of Directors shall decide whether or not the member shall be expelled, suspended, or sanctioned in some other way. The decision of the Board can be overridden at the next Club general meeting by a 2/3 vote of the membership.
- d) Any action challenging an expulsion, suspension, or termination of membership, including a claim

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alleging defective notice, must be commenced within 1 (one) year after the date of the expulsion, suspension, or termination.

Article VI VOTING

Section 1: VOTING ELIGIBILITY

- Members who are current on dues, fees and assessments are eligible to vote.
- Friends of Esprit De Four are not eligible to vote.
- Associate Members of Esprit De Four are not eligible to vote.

Section 2: VOTING REGULATIONS

- 1 (one) member, 1 (one) vote.
- Member must be present to vote.
- No proxy votes will be allowed.

Section 3: MAJORITY

Unless otherwise specified majority is based on members present at the meeting so long as a quorum requirement is met. Likewise a $\frac{2}{3}$ rd majority is defined as $\frac{2}{3}$ rd of the members present.

Article VII MEETINGS OF MEMBERS

Section 1: MEETINGS

- 1) A general monthly meeting will be held on a specified date and time determined from the previous monthly meeting. General monthly meetings shall be published in the Club calendar, newsletter.
- 2) Special meetings may be called such that the general membership is notified 10 (ten) days in advance.
- 3) Board of Director meetings will be called at the request of the President or other officers.

Section 2: QUORUM

- 1) BOARD OF DIRECTORS shall require a $\frac{2}{3}$ majority of board members.
- 2) GENERAL MONTHLY MEETINGS shall require $\frac{1}{2}$ of the Board of Directors **and** 20% of the Club's voting members present.

Article VIII BOARD OF DIRECTORS

Section 1: CLUB OFFICERS

The Club Officers shall carry out the duties as specified in the Club's Standard Operating Procedures.

Section 2: BOARD OF DIRECTORS

The Board of Directors shall consist of the officers of the Club. They shall handle all Club business, and will serve at the will of the membership.

Section 3: VACANCY

In the event of a vacancy in a Club office, the vacancy will be filled by appointment and a majority vote by the Board of Directors.

Section 4: NOMINATION OF OFFICERS

- Election of officers will be done at the regular March meeting.

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- Candidates must be voting members of the Club and have been a Club member for a minimum of 1 (one) year before taking office.
- The President shall appoint a nominating committee at the January meeting to present candidates for the election in March. Members of the Nominating Committee shall also be eligible to run for office, if they so desire, while serving on the committee.
- New officers will take over at the April meeting.
- A simple majority of votes cast is necessary for election to an office. All ballots shall be held for 60 (sixty) days after the election.

Section 5: RECALL

Any officer may be recalled by a 2/3 majority vote of the Club membership.

ArticleIX CLUB FUNDS

Section 1: WINDING UP AND DISSOLVING

In the event ESPRIT DE FOUR 4 WHEEL DRIVE CLUB, the Club, winds up and dissolves, all Club moneys and assets shall be set aside for a period not less than that specified in the California corporations code. After which, if no "causes of action" have taken place, said moneys shall be donated to the CALIFORNIA ASSOCIATION OF 4 WHEEL DRIVE CLUBS, INC., a qualified non-profit organization. In the event that the CALIFORNIA ASSOCIATION OF 4 WHEEL DRIVE CLUBS, INC. no longer qualifies as a non-profit organization, the moneys and assets shall be donated to qualified non-profit organization(s) selected by the majority of the Club's members.

Section 2: BUDGET

The Annual budget shall be presented to the membership at the April meeting. The annual budget shall be voted on at the May meeting and approval requires 2/3 vote. The Board of directors shall not expend funds not in the budget unless the expenditure of funds is authorized by a vote at a regular Club meeting.

Section 3: FISCAL YEAR

The Club fiscal year shall be June 1 through May 31.

ArticleX PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, shall be the authority for the Parliamentary proceedings at all business meetings, except where they may conflict with the bylaws of the ESPRIT DE FOUR 4 WHEEL DRIVE CLUB.

ArticleXI AMENDMENTS

Section 1: AMENDMENT

These Bylaws may be amended by 2/3 vote of the non-blank or non-abstention votes at the November general meeting provided the following:

- α) Bylaw change proposals must be submitted to the Bylaw Chairperson 2 (two) months prior to the November meeting. The Bylaw Chairperson will research the proposed Bylaw change(s) for accuracy and completeness with respect to the current Bylaws. The Bylaw Chairperson, prior to submitting the proposed changes to the Club for consideration, works with the author to correct any mistakes, contradictions, omissions, etc.
- β) It is the responsibility of the Bylaw Chairman to submit these proposals in writing to the Secretary no later than the night of the October meeting.
- γ) The secretary will publish these proposals in the October newsletter that would arrive at the voting membership's address no later than one (1) week prior to the November meeting.
- δ) Bylaw changes become effective as soon as approved by the membership.
- ε) All proposed Bylaw amendments must have the author's name printed with it.

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Section 2: EXCEPTIONS

The Board of Directors may propose amendments at any general meeting of the Club and such amendments will be voted on at the following general meeting provided the Proposed amendments have been published to the general membership in the newsletter/web site/electronic mail at least 10 (ten) days prior to the vote.

Section 3: STANDARD OPERATING PROCEDURE

The Club's Standard Operating Procedures can be amended at any general meeting provided the proposed amendment has been published in a prior newsletter.

Amendment History

Voted on and approved on January 8, 1976

Voted on and amended on May 14, 1987

Voted on and amended on May 7, 1992

Voted on and amended on November 5, 1992

Voted on and amended on May 6, 1993

Voted on and amended on November 2, 1995

Voted on and amended on May 4, 1996

Voted on and amended on November 7, 1996

Voted on and amended on May 1, 1997

Voted on and amended on November 6, 1997

Voted on and amended on April 30, 1998

Voted on and amended on November 5, 1998

Voted on and amended on April 29, 1999

Voted on and amended on November 4, 1999

Voted on and amended on November 1, 2001

Voted on and amended on May 9, 2002

Voted on and amended on May 8, 2003

Voted on and amended on November 13, 2003

Voted on and amended on May 13, 2004 (Michael Phorn, Bylaws Chairman)

Voted on and amended on November 11, 2004 (Ira Weiny, Bylaws Chairman)

Voted on and amended on November 13/December 11, 2007 (Ira Weiny, Bylaws Chairman)

Voted on and amended on November 11/December 09, 2008 (Ira Weiny, Bylaws Chairman)

Voted on and amended on November 10/November 17, 2009 (Ira Weiny, Bylaws Chairman)