

BYLAWS OF
CALIFORNIA ASSOCIATION OF 4 WHEEL DRIVE CLUBS
CONSERVATION AND EDUCATION FOUNDATION
A California Non-Profit Public Benefit Corporation

ARTICLE I

Name, Location, Purpose

- Section 1. Name The name of the Corporation (herein after referred to as the "Foundation") shall be CA4WDC Conservation and Education Foundation.
- Section 2. Location The principal office of the Foundation shall be in California at such place as the Board of Trustees may select.
- Section 3. Purpose The basic purpose of the Foundation is to acquire resources from both public and private sector sources to develop programs in the areas of resource conservation, four wheel drive vehicle driving safety, public education and related areas.

ARTICLE II

Members and Meetings of Members

- Section 1. Members The members of this corporation shall consist of the Board of Trustees of the corporation. Each trustee automatically becomes a member upon qualifying as a trustee and ceases to be a member upon ceasing to be a Trustee.
- Section 2. Liabilities No person who is now, or who later becomes, a member of the Foundation shall be personally liable to the creditors of the Foundation for any indebtedness or liability, and any and all creditors of the Foundation shall look only to the assets of the Foundation for payment.
- Section 3. Assessments and Dues No assessments or dues shall be imposed upon the members by the Board of Trustees or otherwise.
- Section 4. Authorized Number The authorized number of members shall be the same number as the authorized number of Trustees of this Foundation until changed by amendments to these Bylaws.
- Section 5. Annual Meeting The annual meeting of the members shall be held at a time and place to be fixed by the Board of Trustees each year. At such annual meeting of the members, there shall be elected by a majority vote of those members present, a Board of Trustees to hold office for the terms herein after specified and shall transact such other business as may properly come before the meeting.

- Section 6. Special Meetings Special meetings of the members may be called at any time by the President or by resolution of the Board of Trustees and must be called by the President upon demand in writing stating the objects of the proposed meeting signed by not less than one-third (1/3) of the members of the corporation.
- Section 7. Notice of Meetings Written notice of the time and place of holding any meeting of members, and in the case of a special meeting, the purpose thereof, shall be mailed to each member at least seven (7) but not more than fifty (50) days prior to such meeting at his last know address as it appears on the records of the corporation, unless a member shall have filed with the Secretary of the corporation a written request that notice be mailed to some other address in which case it should be mailed to the address designated in such request. Any action by the Board of Trustees may be taken without a meeting if all members of the Board individually or collectively consent in writing to this action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.
- Section 8. Quorum The presence of a majority of the members of the corporation entitled to vote shall constitute a quorum at all meetings of members except as otherwise provided by Bylaw or the Articles of Incorporation. If a quorum shall not be present, the members may adjourn the meeting from time to time without notice other than the announcement at the meeting until a quorum shall be present, when any action may be taken which might have been taken at the meeting as originally notified.
- Section 9. Voting Each member of the corporation shall be entitled to one vote. Voting by mail shall be permitted between annual meetings.
- Section 10. Proxies Voting by proxy is not permitted.

ARTICLE III
Board of Trustees

- Section 1. Composition The Board of Trustees shall consist of a minimum of six (6) and a maximum of eleven (11) members. The incumbent President and the three (3) District Vice Presidents of the California Association of Four Wheel Drive Clubs (CA4WDC) may automatically serve as trustees from the time of their election until their successors are elected and assume office. Additionally, two (2) members in good standing of the CA4WDC shall be elected by the CA4WDC Board of Directors to serve in the capacity of Trustee-at-Large. The Board of Trustees shall elect an additional one (1) to five (5) trustees representing firms, agencies or individuals who have made financial or in-kind contributions to the Foundation.
- Section 2. Quorum Fifty-one percent (50%) of the members of the Board of Trustees shall constitute a quorum for the transaction of business.

- Section 3. Powers and Duties All corporate powers of the corporation shall be exercised by or under the authority of and the business and affairs of the corporation shall be controlled by the Board of Trustees. Without limiting the general powers, the Board of Trustees shall have the following powers:
- a. To select and remove all the other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation or the Bylaws, fix their compensation and require from them security for faithful service.
 - b. To conduct, manage and control the affairs and business of the corporation, and to make rules and regulations not inconsistent with law, the Articles of Incorporation or the Bylaws.
 - c. To adopt and amend an annual budget.
 - d. To supervise preparation and maintenance of procedures and guidelines for the corporation and its activities.
 - e. To appoint such committees, educational and auxiliary groups as it deems necessary to carry on the work of the corporation.
 - f. To supervise the formulation and dissemination of all programs designed, prepared or participated in by the corporation.
 - g. To borrow money and incur indebtedness for the purposed of the corporation and for the purpose to cause to be executed and delivered in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt.
 - h. To accept fits and grants on behalf of the corporation.
- Section 4. Election and Term of Office The term of office for the incumbent CA4WDC President and the three (3) District Vice Presidents shall be coincident with their term of office in those capacities. The term of office for the CA4WDC Trustees-at-large shall be one (1) year or until their successors are elected. CA4WDC Trustees-at-large and contributor Trustees may succeed themselves in office.
- Section 5. Vacancies in the Board of Trustees Vacancies in the Board of Trustees caused by any reason other than the removal of a Trustee by a vote of the members of the Foundation shall be filled by vote of the majority of the remaining Trustees, even though they may constitute less than a quorum, or by the sole remaining Trustee; and each person so elected shall be a Trustee for the remaining term of the Trustee being replaced.
- Section 6. Removal of Trustees At any regular or special meeting duly called, any one or more of the Trustees may be removed with or without cause by a majority of the members or by a majority of the Trustees, and a successor may then and there be elected to fill the vacancy thus created. Any Trustee whose removal has been proposed by the members or the Trustees shall be given an opportunity to be heard at the meeting.

- Section 7. Meetings The Board of Trustees shall hold one (1) regular meeting annually for the purpose of organization, election of officers, and the transaction of other business. No notice of such organizational meeting need be given. The President may, and upon the written request of a majority of the members of the Board shall call special meetings at such times and places as may be determined by the Board. Any action by the Board of Trustees may be taken without a meeting if all members of the Board individually or collectively consent in writing to this action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.
- Section 8. Notice Notices of meetings of the Board of Trustees shall be given by mail at least ten (10) days prior to the meeting. The transactions of any meetings of the Board of Trustees, however called and noticed and wherever held, shall be as valid as though had at a meeting held after regular call and notice, if a quorum is present and of either before or after the meeting each of the trustees not present signs a written waiver of notice or a consent to hold the meeting or an approval of the minutes. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.
- Section 9. Compensation The members of the Board of Trustees shall not be entitled to compensation for serving as trustees, but, by resolution of the Board, may be allowed traveling and other necessary expenses incurred while attending meetings of the Board and to reimbursement for all direct expenses incurred in the performance of their duties as Trustees.
- Section 10. Fidelity Bonds The Board of Trustees may require that all officers and employees of the Foundation handling or responsible for funds shall furnish adequate fidelity bonds. The premiums on such bonds shall be paid by the Foundation.

ARTICLE IV

Officers

- Section 1. Designation The Officers of the Foundation shall be a President, Vice-President, a Secretary, and a Treasurer, and such other officers as in the judgement of the Board of Trustees may be necessary. One person may hold two (2) or more offices, except that one person may not concurrently hold the offices of President and Secretary.
- Section 2. Election of Officers The Officers of the Foundation shall be elected annually by the Board of Trustees at the organization meeting of each new Board and shall hold office at the pleasure of the Board.

- Section 3. Removal of Officers Upon an affirmative vote of a majority of the Trustees, any Officer may be removed, either with or without cause, and his successor elected at any regular meeting of the Board of Trustees, or at any special meeting of the Board called for such purpose.
- Section 4. President The President shall coordinate all corporate activities, have general supervision, direction, and control of the business and affairs of the corporation subject to the direction of the Board of Trustees, preside at all meetings, and shall have such other duties and powers as may be prescribed from time to time by the Board of Trustees.
- Section 5. Vice President The Vice-President shall assume the duties of the President in that officer's absence. Other duties shall be performed as required by the President or the Board.
- Section 6. Secretary The Secretary shall keep, or cause to be kept, the Minutes of all meetings of the Board of Trustees and the Minutes of all meetings of the members of the Foundation; he shall have charge of such books and papers as the Board of Trustees may direct; and he shall, in general, perform all the duties incident to the office of Secretary.
- Section 7. Treasurer The Treasurer shall have responsibility for Foundation funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Foundation. He shall be responsible for the deposit of all monies and other valuable effects in the name, and to the credit, of the Foundation in such depositories as may from time to time be designated by the Board of Trustees. He shall render statements of his accounts to the Board of Trustees when requested to do so and shall present a report at all meetings of the Board of Trustees.
- Section 8. Executive Director An Executive Director may be selected by the Board of Trustees and shall perform such duties as may be assigned by the Board of Trustees.
- Section 9. Vacancies of Officers A vacancy in any of the offices because of death, resignation, removal, disqualification or otherwise shall be filled by vote of the Board of Trustees.

ARTICLE V

Finance

- Section 1. Fiscal Year The fiscal year of the corporation shall be July 1 to June 30.

Section 2. Dissolution of the Corporation In the event of dissolution of the corporation, its assets, after payment of all indebtedness, obligations and costs of dissolution, shall be distributed as required in the Articles of Incorporation and not otherwise.

ARTICLE VI
Amendments to the Bylaws

These Bylaws may be amended or revised and new Bylaws adopted by the vote of a majority of the members of the Board of Trustees at any Trustee meeting, except that a Bylaw fixing or changing the number of trustees may be adopted, amended or repealed only by the vote or written consent of a majority of the members of the corporation or the vote of a majority of a quorum at a meeting of the members called for that purpose and which is the vote of the majority of those present and voting.

ARTICLE VII
Rules

The rules contained in Robert's Rules of Order latest revised edition shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.