

**PROPOSED BYLAW AMENDMENT #1**  
(To Be Voted on at the Annual Meeting, February 20, 2021)

**CURRENT:**

**ARTICLE VII**  
**BOARD OF DIRECTORS**

Section 1. The Board of Directors shall consist of: The Association officers, the Secretary/Treasurer and Membership Chairman of each District, and the immediate Past President of the Association for a total of thirteen (13) members on the Board of Directors.

**PROPOSED:**

**ARTICLE VII**  
**BOARD OF DIRECTORS**

Section 1. The Board of Directors shall consist of: The Association officers, the Secretary/Treasurer and Membership Chairman of each District, and the immediate Past President of the Association for a total of thirteen (13) members on the Board of Directors. *The Board of Directors shall not have spouse, Domestic Partner and/or any immediately related family members occupy Board of Director positions at the same time.*

**PURPOSE BY AUTHOR:** The Board of Directors should be broad range of opinions and views of the sport in state and its members. If we had multiple family members voted onto the Board of Directors. I don't feel we would get an accurate representation of membership. Example: Family A could hold all (3) District and Family A holds the position of State Treasurer. In theory: Family A would have (4) votes on the Board of Directors and could sway voting one direction or the other.

**SUBMITTED BY:** Alan Bauer,  
Cal 4 Wheel Past VP and Life Member  
Victor Valley 4 Wheelers Past President  
San Diego 4 Wheelers

**PROPOSED BYLAW AMENDMENT #2**  
(To Be Voted on at the Annual Meeting, February 20, 2021)

**CURRENT:**

**ARTICLE VII**  
**BOARD OF DIRECTORS**

Section 7. The Association Board of Directors shall meet quarterly in a regular session in each year to conduct the business of the Association. The President shall conduct the May or June, August or September, November, February and any special meetings, and voting shall be the Board of Directors, who shall vote as directed by the clubs in their respective Districts. Meetings may be held in person, video conference or by conference call.

**PROPOSED:**

**ARTICLE VII**  
**BOARD OF DIRECTORS**

Section 7. *The Association Board of Directors shall meet quarterly in a regular session in each District at least once a year to conduct the business of the Association.* The President shall conduct the May or June, August or September, November, February and any special meetings, and voting shall be the Board of Directors, who shall vote as directed by the clubs in their respective Districts. Meetings may be held in person, video conference or by conference call.

**PURPOSE BY AUTHOR:** Membership from all (3) Districts should have an equal opportunity to attend Board of Director meetings. By holding Board of Director meetings in each of the (3) Districts over the year allows membership from the Central and South Districts to attend Board of Director meetings without traveling to the North District for 3 of 4 meeting held each year in Sacramento. By moving the Board of Director meetings between District over the year membership has a better opportunity to see what the Board of Director's are working on for the membership. It also allows the membership to speak up on issue in their district or the state that they feel is not being addressed.

**SUBMITTED BY:** Alan Bauer,  
Cal 4 Wheel Past VP and Life Member  
Victor Valley 4 Wheelers Past President  
San Diego 4 Wheelers

**PROPOSED BYLAW AMENDMENT #3**  
(To Be Voted on at the Annual Meeting, February 20, 2021)

**CURRENT:**

**ARTICLE VIII**  
**ASSOCIATION OFFICERS**

SECTION 2. The Officers of this Association shall be active members of clubs or individual members in good standing. The President and Treasurer shall be elected at an Annual meeting by delegate vote. The Secretary shall be appointed by the President, approved by the Board of Directors and shall be a voting officer of the Association Board of Directors.

SECTION 10. TERMS OF OFFICE - Elected officers shall serve two-year terms, which shall be staggered to provide continuity to the Board of Directors. The following officers shall be elected in odd numbered years: The Association Treasurer and the District Vice Presidents. The following officers shall be elected in even numbered years: The Association President, the District Membership Chairs and the District Secretary-Treasurers.

**PROPOSED:**

**ARTICLE VIII**  
**ASSOCIATION OFFICERS**

SECTION 2. The Officers of this Association shall be active members of clubs or individual members in good standing. The President, Secretary and Treasurer shall be elected at an Annual meeting by delegate vote.

SECTION 10. TERMS OF OFFICE - Elected officers shall serve two-year terms, which shall be staggered to provide continuity to the Board of Directors. The following officers shall be elected in odd numbered years: The Association Treasurer, Secretary and the District Vice Presidents. The following officers shall be elected in even numbered years: The Association President, the District Membership Chairs and the District Secretary-Treasurers.

**PURPOSE BY AUTHOR:** The Secretary is currently an unelected position with voting rights on the Board of Directors. By making the Secretary an elected position he/she would truly represent the Association membership.

**SUBMITTED BY:** Alan Bauer,  
Cal 4 Wheel Past VP and Life Member  
Victor Valley 4 Wheelers Past President  
San Diego 4 Wheelers

**PROPOSED BYLAW AMENDMENT #4**  
To Be Voted on At the Convention, February 20, 2021

**CURRENT:**

**ARTICLE VII**  
**BOARD OF DIRECTORS**

SECTION 1. The Board of Directors shall consist of: The Association officers, the Secretary/Treasurer and Membership Chairman of each District, and the immediate Past President of the Association for a total of thirteen (13) members on the Board of Directors.

**ARTICLE IV**  
**MEMBERSHIP**

SECTION 1. Classification and Voting Members

vi) HONORARY LIFE MEMBERS - Honorary Life Membership shall be issued to all Past Presidents. Other individuals may be offered Honorary Life Membership and requires acceptance vote of nine (9) yes votes of the Board of Directors (3/4 majority of 12).

**ARTICLE VI**  
**MEETINGS OF MEMBERS**

SECTION 5. QUORUM

- i) ANNUAL MEETING shall require 2/3 (two-thirds) of the officers plus a delegate present.
- ii) BOARD OF DIRECTORS (quarterly) shall require a 2/3 (two-thirds) majority of the thirteen- (13) board members.

**PROPOSED:**

**ARTICLE VII**  
**BOARD OF DIRECTORS**

SECTION 1. The Board of Directors shall consist of: The Association officers, and the immediate Past President of the Association for a total of **seven (7)** members on the Board of Directors.

**ARTICLE IV**  
**MEMBERSHIP**

SECTION 1. Classification and Voting Members

vi) HONORARY LIFE MEMBERS - Honorary Life Membership shall be issued to all Past Presidents. Other individuals may be offered Honorary Life Membership and requires acceptance vote of **five (5)** yes votes of the Board of Directors (**3/4 majority of 7**).

**ARTICLE VI**  
**MEETINGS OF MEMBERS**

SECTION 5. QUORUM

- i) ANNUAL MEETING shall require 2/3 (two-thirds) of the officers plus a delegate present.
- ii) BOARD OF DIRECTORS (quarterly) shall require a 2/3 (two-thirds) majority of the **seven (7)** board members.

**SUBMITTED BY:** Allen Schrage

**PURPOSE BY AUTHOR:**

This proposal is needed and will be beneficial to Cal4wheel in many different ways.

It's generally accepted that boards or groups of 5-7 are the most efficient and use the best of their time making quality decisions.

A smaller Board of Directors will decrease the amount of turnovers we have on the Board between election times. This will help the Board when doing long term business as well as saving the board time explaining or informing new board members the things they will need to know before making decisions/voting for association business.

The length of time it takes the board to conduct meetings should overall shorten.

Having a smaller Board will decrease the costs of having board meetings when not using Zoom. Finding ways that Cal4wheel can save money moving forward is needed right now. This will help do just that.

Having only each VP as their districts representative on the board will create more of a working chain of command within each of the districts. Each of the districts officers and club delegates will need to work closer with their VP's. This will strengthen working relationships in each district.

It will give extra time to 2/3 of each of the districts officers just by them not being responsible to attend BOD meetings. This will allow them to focus on other things within their districts. This will be very beneficial for the membership chairs allowing them to focus more time on building up Cal4wheel memberships.

**PROPOSED BYLAW AMENDMENT #5**  
(To Be Voted on at the Annual Meeting, February 20, 2021)

**CURRENT:**

The Bylaws of the Association were written for the California Association of 4 Wheel Drives Clubs Inc. that held all Association meetings in person. This also included voting on officers and Bylaw amendments with paper ballots.

**PROPOSED:**

With the COVID 19 the Association cannot conduct all of our business with in-person meetings. This proposal is a changing of words throughout these Bylaws to allow for the use of Video Conference meetings or in some cases email to conduct business. The proposal includes the ability to vote officers and Bylaws electronically.

**BYLAWS**  
**CALIFORNIA FOUR WHEEL DRIVE**  
**ASSOCIATION INC.**

**ARTICLE I**  
**NAME**

The name of this organization shall be "The California Four Wheel Drive Association, Inc.", herein referred to as the "Association".

**ARTICLE II**  
**PRINCIPAL OFFICE**

The principal office for the transaction of business of the corporation is in the County of Sacramento, State of California.

**ARTICLE III**  
**OBJECTIVES AND PURPOSES**

**SECTION 1. GENERAL PURPOSES**

This corporation is a Nonprofit Mutual Benefit Corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

**SECTION 2. SPECIFIC PURPOSES**

1. To organize, foster and develop on a statewide basis, dissemination of information in relationship to four-wheel drive activities.

2. To encourage and assist in the formation of subordinate clubs of this Association, subject to and in the manner provided for in the Bylaws of this Association, and to encourage and assist such clubs in the establishment of local joint committees within their jurisdiction.
3. To foster safety through observance of state and national vehicle laws, to aid in the protection of natural resources, to aid in making these versatile vehicles available in case of any national or state emergency in which they may be required.
4. It is not the intent of this Association to infringe on the natural wilderness to the exclusion of any other person or persons.
5. This Association shall be statewide in character, composed of such four-wheel drive clubs as shall have ratified the Bylaws of this Association. Such clubs shall retain their autonomy, but consent to membership in this Association for purposes stated in these Bylaws.

## ARTICLE IV MEMBERSHIP

### SECTION 1. Classification and Voting Members

a) Classification: Membership shall consist of the following classifications:

i) CLUB MEMBERSHIP - Application for club membership may be made to the officers and delegates of any District or to the Association office, by any club. A member club shall be a group of four or more vehicle owners, organized together with the same interest and objectives. The club is recognized as the Association membership holder and through the club to the individuals within it. Each club shall be assigned to one District. Each club shall have one Association vote.

ii) A majority vote of the delegates present at a District meeting must approve all applications for club membership, with the new club having a representative present, based on the rules of these bylaws and upon payment of \$35.00 initiation fee per club, plus dues, with membership application.

iii) ASSOCIATE MEMBERSHIP - Any local, state-wide or national business firm may be admitted to associate membership in the Association upon payment of dues (See Article IV, Section 2, iv) equal to their classification within this Section as set by the Board of Directors. Upon being accepted into membership, they may display the Associate member decal in their place of business; and, upon written prescribed approval of the Association, in other mediums of advertising. Associate members will be entitled to all privileges of membership with the exception of holding elective office. One vehicle per Associate Membership may be allowed to participate in Association sponsored events, which may be limited to Association members. The group of Associate Members in each District of the Association shall be allowed one Association vote.

iv) INDIVIDUAL MEMBERSHIP - Shall be for persons wishing to join and support the aims of the Association. Individual members will be entitled to all privileges of membership. He/she shall receive a membership card identifying him as an Individual Member. Individual membership shall

not be confined to California residents. The group of Individual Members in each district of the Association shall be allowed one Association vote.

v) LIFE MEMBERSHIP - Individuals belonging to member clubs, Individual members, and Associate members of the Association may apply for Life Membership in the Association by tendering dues as per Article IV, Section 2, v.

vi) HONORARY LIFE MEMBERS - Honorary Life Membership shall be issued to all Past Presidents. Other individuals may be offered Honorary Life Membership and requires acceptance vote of nine (9) yes votes of the Board of Directors (3/4 majority of 12).

vii) OUT OF STATE CLUB MEMBERSHIP - Clubs from out of California shall be allowed to join the Association with the understanding that the emphasis of the Association will be in the State of California. Assistance from the Association to out of state clubs shall be primarily advisory in nature and further aid shall be given only with Board of Directors approval, and only if the Association derives benefit from such action. Out of state club members shall have all the rights of California club members.

viii) TEMPORARY MEMBERSHIP – For Association events that do not require full membership; non-members participating in the event shall pay a fee to become a temporary member for the term of the event.

#### b) VOTING MEMBERS

i) One delegate, selected by each member club, shall represent his(their) club at the District, Annual and Special meetings. The delegate shall cast the vote to which his club is entitled. The delegate must present credentials from his club president and secretary on credential forms furnished by the Association.

ii) One delegate, elected by the group of Associate members within each District, shall represent that group at the District, Annual and Special meetings. The delegate shall cast the vote to which that group is entitled. The delegate must present credentials from the District Membership Chairman and Secretary on credential forms provided by the Association. The Associate members present at (for) the January District meeting shall elect the delegate with two alternates annually. The election shall be chaired and certified by the District officers. The IN GEAR shall prominently publish notice of the time and place of the election prior to, and in connection with, each January District meeting.

iii) One delegate, elected by the group of Individual members within each District, shall represent that group at the District, Annual and Special meetings. The delegate shall cast the vote to which that group is entitled. The delegate must present credentials from the District Membership Chairman and Secretary on credential forms furnished by the Association. The Individual members present at (for) the January District meeting shall elect the delegate with two alternates annually. The IN GEAR shall prominently publish notice of the time and place of the election prior to, and in connection with, each January District meeting.

#### SECTION 2. FEES, DUES AND ASSESSMENTS

i) Dues from member clubs shall be fifty (\$50.00) dollars, per club member, per year, based on 100% of the club's membership. Members belonging to more than one club shall pay Association dues through only one club.

ii) Annually on July 1, each club's member roster will be reviewed to ensure that at least four members are current. Clubs with less than four current association members on July 1 shall automatically forfeit their club's membership. Clubs who have been dropped for non-payment of dues may be reinstated by a majority vote of the delegates at the next District meeting, providing application for reinstatement is accompanied by the payment of all dues in full to the time of reinstatement. Clubs submitting dues after the July (reinstatement) District meeting shall be assessed a \$35.00 service charge.

iii) Dues for Individual memberships shall be the same as dues for club members.

iv) Dues for Associate memberships shall be determined by the Board of Directors.

v) Dues for Life membership shall be a one-time fee of fifteen times the current amount for dues for the applicable class of membership. The dues shall be placed in a special account. The account is to be used to pay the cost associated with servicing the Life memberships.

vi) Non-members participating in an Association event shall pay a fee for temporary event membership to be set by the Event Chair.

### SECTION 3. TERMINATION OF MEMBERSHIP

a) Causes of Termination - The membership of any member of any classification shall terminate upon occurrence of any of the following events:

i) The resignation of the member;

ii) Failure of a member to pay dues, fees, or assessments as set forth in Article IV, Membership, Section 2 - Fees, Dues, and Assessments.

iii) The 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 corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation.

b) Suspension of Membership - A member may be suspended based on the good faith determination by the Board of Directors that the member has failed in a material and serious degree to observe the corporation's rules of conduct or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation. A person whose membership is suspended shall not be a member during the period of suspension.

c) Procedure for Expulsion - If grounds appear to exist for the expulsion or suspension of a member under subsections a) and b) of this Section 3 the procedure set forth below shall be followed:

i) The member shall be given 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 mail shall be sent by registered mail to the member's last address as shown on the corporation's records.

ii) The member shall be given an opportunity to be heard, either orally or in writing, at least 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.

iii) 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 shall be final.

iv) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice must be commenced within one year after the date of the expulsion, suspension, or termination.

d) Any member, of any classification, shall agree to remove all Association decals, or logos from the exterior of their vehicle upon selling that vehicle or termination of membership.

SECTION 4. Transfer of Membership - Neither a membership nor any membership right may be transferred to any individual, club, company, nor corporation except as authorized by the Board of Directors.

## ARTICLE V ORGANIZATION

SECTION 1. ADMINISTRATION - The purpose and business of the Association shall be affected through meetings of the delegates, officers, Board of Directors, and its authorized committees.

SECTION 2. STRUCTURE - The Association shall be divided into three (3) geographical Districts, each District to be composed of such counties or parts thereof as are assigned to it by the Board of Directors. Each club shall be assigned to a District. The composition of the Districts shall be as follows:

i) NORTHERN DISTRICT: To include the counties of Alameda, Contra Costa, San Francisco, San Mateo, Del Norte, Siskiyou, Modoc, Humboldt, Trinity, Shasta, Lassen, Plumas, Tehama, Mendocino, Solano, Sonoma, Marin, Napa, Lake, Glenn, Colusa, Yolo, Sacramento, Sutter, Butte, Yuba, Sierra, Nevada, Placer, El Dorado, Amador, and Santa Clara.

ii) CENTRAL DISTRICT: To include the counties of Alpine, Calaveras, San Joaquin, Mariposa, Merced, San Benito, Fresno, Madera, Monterey, Kings, Santa Cruz, Stanislaus, Tuolumne, Mono, Inyo, Tulare, San Luis Obispo, Santa Barbara, and Kern.

iii) SOUTHERN DISTRICT: To include the counties of Los Angeles, Orange, San Diego, Imperial, Riverside, San Bernardino, and Ventura.

iv) Out of state clubs will be assigned to the nearest geographical District. Any club located in a borderline city or county, desiring to be included in a District other than the one designated for their county, may petition the Board of Directors for reassignment to the District of their choice.

ARTICLE VI  
MEETINGS OF MEMBERS

SECTION 1. The District Vice President shall call four District meetings at the time and place(date) determined by the assembly. Said meetings shall be held approximately thirty (30) days, but not more than sixty (60) days, prior to the quarterly Board of Directors meeting. Voting shall be by delegate only, one vote per delegate. A delegate may represent only the one club or membership group for which he/she is properly credentialed.

SECTION 2. ANNUAL MEETING - The Annual meeting shall be held in February or March of each year. ~~at a location to be determined by the assembly.~~ The Association President shall preside and credentialed delegates in good standing will do voting.

SECTION 3. SPECIAL MEETINGS

a) Special meetings of the Association shall be called by the President or the Board of Directors. Special meetings may also be called by written request to the President or the Board of Directors by five percent or more of the Delegates representing all member clubs, Associate and Individual members.

b) Except when called by the President or the Board of Directors, a special meeting is called by written ~~or email~~ request. The President or the Board of Directors must set the date of the meeting not less than 35 nor more than 90 days after the receipt of the request and notice given to the Delegates.

SECTION 4. NOTICE OF MEMBER'S MEETINGS

a) General Notice Contents - Whenever members are required or permitted to take action at a meeting, written notice of the meeting shall be sent or otherwise given in accordance with b) of this Section 4 to each delegate entitled to vote. The notice shall specify the place ~~and/or video conference~~, date, and hour of the meeting.

b) Manner of Giving Notice - Notice of any meeting where members are required or permitted to take any action must be given in writing ~~or email~~, to the voting delegates, not less than 10 nor more than 90 days before the date of the meeting. ~~If notice by mail is not by first class, registered, or certified mail it must be given not less than 20 days before the meeting.~~ The IN GEAR and email may be considered notice in place of mail.

SECTION 5. QUORUM

i) ANNUAL MEETING shall require 2/3 (two-thirds) of the officers plus a delegate present.

ii) BOARD OF DIRECTORS (quarterly) shall require a 2/3 (two-thirds) majority of the thirteen- (13) board members.

iii) DISTRICT MEETINGS shall require two (2) members of the Board of Directors plus a delegate present.

SECTION 6. VOTING

- i) Any Association member shall have the right and be encouraged to speak and make motions on any matter before the Association, but only the voting delegates, properly credentialed, shall do voting.
- ii) A member having membership in more than one club or membership group may not represent more than one club or membership group as delegate at any single Association meeting. Proxy votes will not be permitted.
- iii) In the event a delegate arrives (attends) at a District or Annual meeting without his signed credential form, the Vice President and Secretary may sign or approve the same, based on information taken from the Secretary's records providing the delegate is a member in good standing in both his/her club and the Association.

SECTION 7: RECORD DATE FOR MEMBER NOTICE, VOTING, GIVING CONSENTS  
AND OTHER ACTIONS

The "record date" for the purposes of determining which members are entitled to receive notice of any meeting, to vote, to give consent, or to take other action shall be determined by the Board of Directors, or if it fails to do so, in accordance with the California Nonprofit Mutual Benefit Corporation Law.

ARTICLE VII  
BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall consist of: The Association officers, the Secretary/Treasurer and Membership Chairman of each District, and the immediate Past President of the Association for a total of thirteen (13) members on the Board of Directors.

SECTION 2. The Board of Directors shall meet during the months of May or June, August or September, November and February. Special meetings may be called by the President, provided notice of such meeting shall have been sent to all clubs no less than ten (10) days prior to such meeting.

SECTION 3. In the event of a vacancy in the office of Association Secretary or Treasurer, The Board of Directors shall meet have a meeting within fifteen (15) days after such vacancy occurs, and shall appoint acting Secretary or Treasurer to hold office until the next Annual meeting. The appointee(s) shall be member(s) in good standing.

SECTION 4. In the event of a vacancy in the office of President, the Board of Directors shall meet have a meeting within fifteen (15) days after such vacancy occurs, and appoint a District Vice President as Acting President, to serve until the next Annual meeting.

SECTION 5. In the event of a vacancy in the office of the Association Past President, the next immediate Past President willing to accept the position shall succeed.

SECTION 6. The Board of Directors shall hire, under the direction of the President, such staff as necessary for the operation of the Association office as provided for in the Standard Operating Procedures.

SECTION 7. The Association Board of Directors shall meet quarterly in regular session each

year to conduct the business of the Association. The President shall conduct the May or June, August or September, November, February and any special meetings, and voting shall be by the Board of Directors, who shall vote as directed by the clubs in their respective Districts. Meetings may be held in person, video conference or by conference call.

SECTION 8. In the event of an emergency arising where time is a pressing factor, the President or a District Vice President of the affected district - by order of the President - may conduct such business through use ~~of a conference telephone or similar communications equipment~~ video conference or by conference call, so long as all Directors participating in the meeting can hear one another.

## ARTICLE VIII ASSOCIATION OFFICERS

SECTION 1. The officers of this Association shall be the President, three District Vice Presidents, Secretary and Treasurer.

SECTION 2. The officers of this Association shall be active members of clubs or individual members in good standing. The President and Treasurer shall be elected at an Annual meeting by delegate vote. The Secretary shall be appointed by the President, approved by the Board of Directors and shall be a voting officer of the Association Board of Directors.

SECTION 3. All officers shall enter upon their official duties following their installation at an Annual meeting and shall serve until their successors shall be duly elected and qualified.

SECTION 4. The President shall be the executive officer of the Association and shall preside over all meetings of the Association Board of Directors and specially called meetings. He/she shall carry out the policies and decisions of the delegates. He/she shall appoint members to, or remove members from, all Association committees in order for the committees to perform such duties as defined in their operation or creation, subject to the approval of the Board of Directors. He/she shall perform such other duties as usually pertain to the office of President and shall be ex officio member of all committees except the Nominating Committee.

SECTION 5. The Recording Secretary shall take minutes of all Board of Directors' meetings, specifically called meetings and the Annual meeting. He/she shall answer all correspondence for the Annual meeting.

SECTION 6. The Treasurer shall oversee the receipt of membership dues and all other Association receipts, bank deposits and disburse authorized funds, by check, as ordered by the delegates and the Board of Directors. At all times he/she shall have the books open to the inspection of the officers, delegates and any authorized auditor. The incoming Board of Directors upon termination of his/her term in office must approve all accounts, records and books. Two signatures will be required on all checks. They may be a combination of: the President, the Treasurer, a District Vice President, or the Past President. The Treasurer also oversees all district and event checkbooks that also will require two signatures. The district and event checkbooks may have District Secretary/Treasurers, event chairs or event treasurers sign checks. These two signatures on any account cannot be a spouse, domestic partner or any family member.

SECTION 7. The District Vice Presidents shall be the presiding officers of their respective Districts and shall perform the duties usually pertaining to the office of Vice President in the Association. In the latter capacity, they shall assist in the formation of new clubs, and all existing clubs with individual and inter-club activities.

#### SECTION 8. NOMINATION OF ASSOCIATION OFFICERS

i) The Nominating Committee shall consist of one member from each District. Each Nominating Committee member shall be appointed by the District Vice president and ratified by the District delegates at the April meeting. They shall select their chairman from those appointed.

ii) The Nominating Committee shall select suitable candidates who are willing to fulfill the duties of an Association officer. Members of the Nominating Committee shall also be eligible to run for office, if they so desire, while serving on the committee. Candidates for office must be Club or Individual members in good standing. Candidates may be elected to and hold only one elective District or state office during any one Association election year. The Nominating Committee must meet prior to the Annual meeting, and shall send their report to all member clubs, Individual and Associate delegates sixty (60) days prior to the election. The election shall be held at the Annual meeting.

iii) A majority of votes cast is necessary for election to an office. All ballots for officers must be counted and checked by ~~three (3)~~ members other than the nominees or voting delegates. In the event of a tie, the Nomination Chair shall allow another question and answer period. Another set of ballots will be passed out and counted. **If using a video conference meeting, the voting will be by each delegate sending a secure vote in to a secure site and counting being completed by members other than the nominees or voting delegates.** This procedure will continue until all offices have been filled. All ballots shall be held in a sealed envelope for a period of thirty (30) days after the election.

SECTION 9. RECALL - Any elected officer may be recalled by a 2/3 (two thirds) majority vote of the delegates present and voting, providing 50 % (fifty percent) of the delegates are represented and it can be documented that the officer has not been performing the duties outlined in these bylaws and/or the Association's Standard Operating Procedures (SOP). A recall of the President and/or the Treasurer shall take place at the Annual meeting. If a recall is successful, the chair of the Nominations Committee shall conduct an election for the position of President or State Treasurer. A recall of a vice-president shall be at the next regularly scheduled district meeting. If recall is successful, the district nomination officer or district officer shall conduct an election for the position of vice-president.

SECTION 10. TERMS OF OFFICE - Elected officers shall serve two-year terms, which shall be staggered to provide continuity to the Board of Directors. The following officers shall be elected in odd numbered years: the Association Treasurer and the District Vice Presidents. The following officers shall be elected in even numbered years: The Association President, the District Membership Chairs and the District Secretary-Treasurers.

#### ARTICLE IX DISTRICT OFFICERS

SECTION 1. A District Vice President, a Secretary-Treasurer and a Membership Chairman shall govern each District, for the purpose of administration. They must be elected from the membership within the District they represent, and shall serve on the Association Board of Directors

SECTION 2. District officers shall be elected at the District meeting in January, prior to the Annual Association meeting, and will be installed at the Annual meeting.

SECTION 3. The District meetings shall be conducted in accordance with the Association Constitution and Bylaws. Voting on issues and matters presented to the District meetings shall be by the properly credentialed delegates within that District.

SECTION 4. Each District Vice President shall be responsible for carrying out the mandates of the delegates and the decisions of the Board of Directors, in his District. He/she may form committees and appoint members to, or remove members from, such committees as may be deemed necessary for the proper conduct of business, subject to the approval of the delegates. He/she shall be without vote except in the event of a tie.

SECTION 5. The District Secretary-Treasurer shall keep the minutes of all meetings and write all required correspondence. The District Vice President may appoint a recording secretary to take the minutes and write correspondence under the direction of the elected Secretary and shall be without the right to vote.

SECTION 6. The District Membership Chairman shall head the Membership Committee and shall carry out the normal duties of the post. He/she shall promote the Association Membership Program for the District as required by the Board of Directors.

SECTION 7. In the event of a vacancy in the office of Vice President, the Secretary-Treasurer shall hold a special meeting to elect a successor to that office immediately prior to the next regularly scheduled District meeting. In the event of a vacancy in the office of Secretary-Treasurer or Membership Chairman, the District Vice President shall hold a special election at the start of the next regularly scheduled District meeting. The Board, by majority vote, may order the Vice President or Secretary-Treasurer to call a special meeting to elect a successor.

#### SECTION 8. Nomination of Officers

i) The Nominating Committee shall consist of the District member appointed to the Association Committee, and two other members appointed by him. Serving on the Nominating Committee shall not prevent a member from seeking office.

ii) A majority of votes cast is necessary for election to an office. All ballots for officers must be counted and checked by ~~three (3)~~ members other than the nominees or voting delegates. In the event of a tie, the Nomination Chair shall allow another question and answer period. Another set of ballots will be passed out and counted. If using a video conference meeting, the voting will be by each delegate sending a secure vote in to a secure site and counting being completed by members other than the nominees or voting delegates. This procedure will continue until all offices have been filled. All ballots shall be held in a sealed envelope for a period of thirty (30) days after the election.

SECTION 9. RECALL - Any elected district officer may be recalled by a 2/3 (two thirds) majority vote of the district delegates present and voting, providing 50 % (fifty percent) of the delegates are represented at a regularly (?) scheduled district meeting and it can be documented that the officer has not been performing the duties outlined in these bylaws and/or the Association's Standard Operating Procedures (SOP). A recall of a district officer shall be at the next regularly scheduled district meeting. If recall is successful the district Nomination Committee member or district vice-president shall conduct an election for the recalled position.

## ARTICLE X COMMITTEES

SECTION 1. The permanent Association Committees listed herein shall be appointed by the President or in such manner as set forth by these Bylaws:

- |                            |               |                           |
|----------------------------|---------------|---------------------------|
| 1. Conservation            | 5. Membership | 9. Convention             |
| 2. Safety/Education        | 6. Publicity  | 10. Environmental Affairs |
| 3. Budget (Ways and Means) | 7. Bylaws     |                           |
| 4. Nomination              | 8. Audit      |                           |

and any other committees as may be formed following approval of the Board of Directors.

SECTION 2. DISTRICT COMMITTEES - The District Vice President shall appoint such committees as may be deemed necessary for the proper administration of District business, or whose formation the delegates vote. The delegates shall ratify such appointments.

## ARTICLE XI INDEMNIFICATION

The Association shall, to the maximum extent permitted by the California Law, except for willful misconduct and/or gross negligence, indemnify each of its Officers, members of the Board of Directors, Delegates and committee members as defined by these "Bylaws" against expenses, judgments, fines, settlements, other costs actually and reasonably incurred in any connection with any proceeding arising by reason of the fact any such person is or was an Officer, member of the Board of Directors, Delegate or committee member.

## ARTICLE XII PARLIAMENTARY AUTHORITY

SECTION 1. Robert's Rules of Order Revised shall be the Parliamentary authority in all matters not covered by these Bylaws.

## ARTICLE XIII AMENDMENTS

SECTION 1. This Constitution and/or bylaws may be amended by two-thirds (2/3) majority vote of the delegates present at any Annual meeting, subject to the following provisions:

i) Constitution and/or bylaw amendments must be submitted to the bylaw committee no later than October 31<sup>st</sup>.

ii) The amendment has been presented at a previous meeting. A quarterly meeting of the Board of Directors shall be considered a previous meeting for this purpose

iii) Notification of all members through the IN GEAR no later than the December issue, prior to the voting.