

BY-LAWS OF SOUTHERN ILLINOIS JEEP ASSOCIATION

ARTICLE I

NAME

This organization shall be known as the Southern Illinois Jeep Association (SIJA), hereinafter referred to as the Association, as incorporated in the State of Illinois on the 7th day of January, 2002.

ARTICLE II

PURPOSE

The Association is organized as a not-for-profit organization for the purpose of:

- 1) Providing social, recreational, and educational activities for its membership and their families.
- 2) Participating in and supporting civic activities for the betterment of the community and the environment.
- 3) To encourage and provide off-road activities with regards to the principles of Tread Lightly.

ARTICLE III

MEMBERSHIP

1) Requirements:

- A) Ownership of a Jeep vehicle.
- B) 18 years of age or older.
- C) Valid driver's license.
- D) Minimum of auto insurance as required by State law.
- E) Completion of an approved membership application.
- F) Payment of Association dues at time of application.

G) Approval of the Board of Directors.

2) Rights and Benefits

A) Membership extends to spouses and all family members under the age of 18.

B) Full voting privileges on Association events, election of Officers, changes to By-Laws, and other circumstances, which affect the Association.

C) Membership card that entitles the member to special discounts from approved Association sponsors.

D) Association decals to be applied to member's vehicles.

E) All members in good standing at the time at which these By-Laws are approved shall be considered Charter members. Charter members include:

Eli Aubuchon
Joe & Kim Clark
Darren Fadler
Doug & Jennifer Guilliams
Dwayne Hoffman
Julie Hoffman
Ryan Kane
Robert & Karen Kirk
Adam & Marcy Kreoger
Nicholaus Luer
Roger & Judy Luer
David Lurk
Chris & Sandra Moore
Jim Quirin
Mark Rasure
Travis & Suzanne Roberts
Adam & Alden Schnaus
Steven & Carolyn Sickmeier
Rob Simmons
Chris & Jessica Unser
Kevin Woodcock

F) The membership of Charter members is permanent and can not be revoked and they shall be entitled to vote and hold office in the Association so long as their membership dues are paid and are otherwise in good standing.

3) Guidelines

- A) The Association is interested in responsible Jeep owners and off-highway enthusiasts who want to participate in Jeep related events and uphold club standards.
- B) Membership is non-transferable and all incurred membership fees are non-refundable.
- C) The Board may limit membership at any time but at no time shall membership be reduced to meet a membership cap imposed after induction.
- D) The Board reserves the right to reject any membership or renewal at its discretion.
- E) The Board may, for any reason, revoke individual memberships.
- F) All members agree to conduct themselves in a respectable manner during Association activities and at any other time the member may be recognized as affiliated with the Association.
- G) The member must remove all identification of SIJA membership upon selling his/her Jeep to a non-member.
- H) Any person leaving under unfavorable conditions may be required to return all evidence of Association membership.
- I) All members shall be bound by these By-Laws.

4) Dues

- A) First year dues will be \$50 and are payable upon application for membership.
- B) First year dues accompanying applications received from Aug. 1 to Dec. 31 will be prorated to \$30.
- C) Membership renewal dues will be \$30 and are payable by Dec. 31, with a grace period of one month for late-payment.
- D) A member who fails to pay renewal dues by Jan. 31 shall be removed from the Association's member roster.
- E) A member removed from the member roster is subject to all the requirements of a new member to include payment of dues and approval of the Board.

ARTICLE IV

BOARD OF DIRECTORS

The Board of Directors, hereinafter referred to as the Board, shall be comprised of four Officers elected from the general membership of the Association in accordance with Article VIII of these By-Laws:

- 1) President
- 2) Vice President
- 3) Secretary
- 4) Treasurer

ARTICLE V

DUTIES OF THE BOARD OF DIRECTORS

- 1) President- The President shall be the Chief Executive Officer of the Association and shall in general supervise and control all the business and affairs of the Association in accordance with these By-Laws and applicable State law. The President shall preside at all meetings of the Board. The President may sign, with attestation of the Secretary or any other proper Officer of the Association authorized by the Board, any deed, mortgage, bond, contract, or other instrument which the Board, these By-Laws, or Statute requires. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.
- 2) Vice President- The Vice President shall assist the President at all times at meetings and club functions. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of President, and, when so acting, shall have all the powers of and be subject to all restrictions upon the President. In general, the Vice President shall perform all duties incident to the office of Vice President and such other duties as may be assigned by the President or the Board.
- 3) Secretary- The Secretary shall keep minutes of the meetings of the general membership in one or more books provided for that purpose. The Secretary shall also keep minutes of the meetings of the Board, when warranted, in one or more books provided for that purpose. If a forum is available, the minutes of all meetings will be posted for the membership to view. The Secretary shall assume the responsibility of ledger roll call and determine the number of voting members present at all meetings. The Secretary will keep records of all voting activity and motions for a period of 5 years as part of the permanent Association records. All motions and voting activity

records will be kept in one or more books provided for that purpose. The Secretary shall receive and answer all general correspondence pertaining to the Association. The Secretary shall keep a file system of membership, with the assistance of the Membership Coordinator, to include the street addresses and email addresses of each member, which shall be furnished to the Secretary by such member. The Secretary shall, in general, perform all duties incident to the office of Secretary and other such duties as from time to time may be assigned by the President or the Board.”

- 4) Treasurer- The Treasurer shall be the Chief Financial Officer and the Chief Accounting Officer of the Association. The Treasurer shall be in charge of the Association’s financial affairs, funds, securities, and valuable papers, and shall keep full and accurate records thereof. The Treasurer shall also be in charge of the Association’s books of accounts and accounting records, and of it’s accounting procedures. The Treasurer shall receive and give receipts for moneys due and payable to the Association from any source whatsoever and deposit all such moneys in the name of the Association in such banks, trust companies, or depositories as selected by the treasurer and approved by the Board. In general, the Treasurer shall perform all duties incident to the office of Treasurer and other such duties as from time to time may be assigned by the President or the Board.

In the event that an Officer is unable or unwilling to fulfill his/her duties, succession will be in the following order until such time at which a special election can be held: Vice President, Secretary, Treasurer.

ARTICLE VI

COMMITTEE COORDINATORS

The Board of Directors shall be assisted with day-to-day operations of the Association by Committee Coordinators.

- 1) Membership Coordinator
- 2) Events Coordinator
- 3) Trail Coordinator
- 4) Sponsor Coordinator
- 5) Web Coordinator
- 6) Charity Coordinator
- 7) Land Use Coordinator
- 8) Public Relations Coordinator

ARTICLE VII

DUTIES OF THE COMMITTEE COORDINATORS

The Committee Coordinators are to perform specific assignments as directed by the Board and these By-Laws. Coordinators may recruit committee members from the Association membership at their discretion to assist in achieving their objectives. All Committee Coordinators shall perform their assigned tasks and any other duties as from time to time may be assigned by the President or the board.

1) Membership Coordinator

- A) Maintain list of active Association members and provide to Secretary as needed.
- B) Recruit potential Association members and assist them with application.
- C) Provide general Association information to prospective members.
- D) Verify that prospective members have met membership qualifications prior to submitting their application to the board.
- E) Acquaint new members with their Association duties and responsibilities, supplying By-Laws, safety regulations, and other applicable materials.

2) Events Coordinator

- A) Responsible for coordinating all Association events, meetings, shows, and other events held by the Association during the year.
- B) Plan and provide trip schedules to membership and update as necessary.
- C) Responsible for overseeing all event activities.
- D) Report all event expenditures to the Board.

3) Trail Coordinator

- A) Responsible for general trail leadership.
- B) Responsible for the safety requirements of the Association.
- C) Will advise the Board on mechanical requirements, driver experience, safety equipment, and liability requirements

- D) Enforce the Associations required equipment and required safety equipment lists.
- E) Exemplify the Tread Lightly philosophy to the membership and assist in educating the membership about the Tread Lightly principles.

4) Sponsor Coordinator

- A) Recruit potential Association sponsors
- B) Work with vendors and other individuals to promote the Association's name and events.
- C) Assist the Events Coordinator with assistance from sponsors.
- D) Mediate all potential problems between Association members and sponsors.

5) Web Coordinator

- A) Maintain and moderate all Association web sites.
- B) Coordinate sponsor web advertisement with the Sponsor Coordinator.
- C) Update web information routinely as it is provided by the Board and Events Coordinator

6) Charity Coordinator

- A) Plan and conduct fund raising events and activities with proceeds designated for charity.
- B) Coordinate with Events Coordinator and BOD to determine the target budget needed for the Association's charity contributions, and how to achieve that budget. The target budget must be submitted to the BOD no later than the September regular meeting for the following fiscal year.
- C) Create and monitor the Charity budget with the cooperation of the Association Treasurer and submit reports to the BOD at the regular meeting.
- D) Submit requests to the BOD for approval of Charitable Donations from the

Association.

E) Build and maintain relationships with charity donors and potential donors.

F) Provide feedback to charity donors as to the Association's charitable contributions.

G) Raise awareness, at both the local and national levels, of the Association's charity work – This may involve giving talks to groups, radio interviews, and writing press releases.

H) Designing and producing support materials, such as posters and newsletters related to the Association's charitable activity.

7) Land Use Coordinator

A) Shall be the Association's Liaison to the Legislature and Administration overseeing Public Lands.

B) Shall be the Association's Liaison to groups such as the ILFWDA, UFWDA, Blue Ribbon Coalition, and Tread Lightly.

C) Keep the Association informed of pending and existing Land Use legislation, with a report at every regular meeting.

D) Organize Association Land Use projects to include trail maintenance and public awareness.

E) Coordinate proactive approaches to maintaining and increasing access to public lands with other jeep clubs and organizations.

8) Public Relations Coordinator

A) Shall act as a liaison between the Association and local media.

B) This coordinator will have the responsibility to promote and generate publicity for the Association by advertising events or promotions, or as requested by the BOD.

C) Will advise the Association on all matters relating to the outward appearance of the Club and Club events.

ARTICLE VIII

MEETINGS

- 1) Association meetings shall be held monthly on the third Sunday of each month, or at a date so designated by the Board, at a time and location to be determined by the Board.
- 2) Completion of an attendance sheet will be required at each meeting as provided by the Secretary.
- 3) 'Robert's Rules of Order Revised' shall govern parliamentary procedure, unless otherwise noted or in conflict with these By-Laws.
- 4) The Vice President or his/her designee shall assist the President in maintaining order at all meetings.
- 5) The President may call a meeting of the Board at any time, and the minutes of the Board meeting shall be provided to the membership at the next scheduled Association meeting.

ARTICLE IX

VOTING

- 1) There is no official quorum for a general vote.
- 2) A 51% majority vote of members and/or Board members present is required for affirmation.
- 3) All voting will follow parliamentary procedure whereby:
 - A) A member must make a motion in order to establish the requirement for a vote.
 - B) Another member must second the motion for it to be a formal motion.

- C) Any other members may make subsequent motions.
 - D) A motion under consideration may then be discussed, voted, tabled, or dismissed.
 - E) Tabled motions will be tabled for one month unless otherwise specified.
 - F) Successful motions to dismiss are the equivalent of a failed vote.
 - G) All motions must either pass, fail, or be tabled.
- 4) Any member voting twice will be subject to disciplinary action.
 - 5) Votes, once registered, can not be changed for any reason.
 - 6) A vote shall be considered complete and enforceable when all of the votes are counted and approved.
 - 7) The Board shall have full discretion to determine which motions shall be placed to the general membership for vote and which shall not.
 - 8) Motions that are not scheduled to be decided by the general membership shall be voted on by the Board and their ruling shall be considered final.
 - 9) All members in good standing, including spouses, are entitled to a vote and are encouraged to do so.
 - 10) The President, or other Board member sitting in that stead, shall vote on every motion or election, except that of President, by writing and shall give the concealed vote to the Secretary for opening in the event of a tie. The Vice President shall vote in this manner in the election of the President.

ARTICLE X

ELECTIONS

- 1) All members are eligible to run for office.
- 2) Nominations may be made from the floor, for any office due for election, at the May meeting.
- 3) Members may not nominate nor second nominations for themselves.
- 4) Voting at elections shall be done by written secret ballot at the June meeting.

- 5) Collecting, counting of ballots, and preliminary announcement of winners shall be executed by the Secretary. The Board shall appoint a designee to perform this function during the election of the Secretary.
- 6) The newly elected Officers shall take office on July 1 of the year in which they are elected and shall serve a term of two years.
- 7) There is no limit to the number of terms for which a member may hold office.
- 8) The offices of Secretary and Vice President shall be filled on even numbered years, with nomination and election of Vice President preceding Secretary.
- 9) The offices of Treasurer and President shall be filled on odd numbered years, with nomination and election of President preceding Treasurer.
- 10) The Committee Coordinator positions shall be filled on an annual basis by nomination and election during the June meeting, succeeding the Officer elections.

ARTICLE XI

EVENT GUIDELINES

- 1) To be registered as an “official” SIJA event, the event shall be approved by the Board and organized by the Events Coordinator or designee.
- 2) The event shall be announced to the general membership and shall include all details regarding the proposed event.
- 3) To be recognized as an “official” SIJA event, there shall be one Director of the Board or designee present at all times. Informal get-togethers and pop-up runs are encouraged by the Association but are neither “official” events nor are they covered by the Association’s insurance.
- 4) Events will be planned by the Events Coordinator and the Trail Coordinator will assist when applicable.
- 5) The Event Coordinator shall have the ultimate decision making authority for event decisions unless a Board member is present at the event, in which case that Board member assumes unilateral decision making authority.
- 6) The Trail Coordinator will inform the Event Coordinator about current trail conditions, vehicular compliance, weather precautions, or any other issue that might influence the decision making for an event.

- 7) An event is automatically canceled as an “official” SIJA event if the Event Coordinator or Board selected designee fails to show up for a scheduled event. Any further activity by members, guests, or others shall no longer be considered official nor will this activity be affiliated with SIJA.
- 8) In the event of multiple day events, the organization and procurement of accommodations is the sole responsibility of the participant and not considered a portion of the event.
- 9) Each participant shall be responsible and liable for his/her own safety and the safety of the participant’s minor children. Concerns about safety should be brought to the attention of the Event Coordinator or Trail Coordinator immediately.
- 10) Participants who chose to bring pets to an event will be expected to keep their pet under control and behaved at all times. The behavior and any damage or injury caused by the pet will remain the sole responsibility of the owner.
- 11) Profanity or colorful language shall be used with the utmost discretion t any event. Association events are family oriented and there is a likelihood that young children may be present.
- 12) Any person behaving rudely or operating their vehicle in an unsafe, negligent manner shall be required to leave the event and will forfeit their attendance as well as any costs incurred for the event.
- 13) All events must be conducted in an orderly manner with safety as a primary factor. All events will be subject to liability releases.
- 14) All members and guests participating in an event shall abide by the Motor Vehicle Code of the State concerned and by all other applicable laws.

ARTICLE XII

FINANCES

- 1) The Treasurer shall be responsible for establishing and maintaining a not-for-profit organization bating relationship with a local bank.
- 2) The treasurer will process all dues and maintain records of all financial activity of the Association.
- 3) All moneys received from any source shall be forwarded directly to the treasurer as quickly as possible.

- 4) No withdrawals, aside from general routine expenses such as web hosting, shall be made without prior approval from the Board.
- 5) Any checks, drafts, or order for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by the Treasurer and one other Board member, and in such a manner as shall from time to time be determined by the Board.
- 6) The Board may authorize any Officer, agent, or agent of the Association, in addition to the Officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to a specific instance.
- 7) The Association's fiscal year shall begin on Jan. 1 of each year.
- 8) The Association will file appropriate tax forms and maintain records for the legally applicable time as defined by the Internal Revenue Service.
- 9) The Association will remain incorporated to provide relief to the Board and members from liability and will pay all fees associated with this incorporation.
- 10) The Association will obtain and implement a policy of insurance to cover all official events and protect the Board and membership. This policy shall be renewed annually.
- 11) Allocation of any and all funds must have prior approval of the Board.
- 12) Notwithstanding any other provision of these By-Laws, The Association will not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(7) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law).

ARTICLE XIII

INDEMNIFICATION

The Association, to the extent legally permissible, shall indemnify each of its Officers and former Officers and may indemnify all employees and agents of the Association against all liabilities and expenses, including amounts paid in satisfaction of judgment, in compromise, or as fines and penalties and counsel fees, reasonably incurred by any of the aforementioned in connection with defense or disposition of any action, suit, or other proceeding, whether civil or criminal in which he/she may be involved in or with which he/she may be threatened, while in office, except with respect to any matter as to which he/she shall have been adjudged in any proceeding not to have acted in good faith if it is

reasonable that his/her action was not in the best interest of the Association. Provided, however, that as to any matter disposed of by a compromise payment by such Officer, employee, or agent, pursuant to a consent decree or otherwise, no indemnification for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interest of the Association by a majority of the disinterested Officers then in office. The right to indemnification hereby provided shall not be exclusive of or affect any other rights to which any Officer, employee, or agent may be entitled. As used in this section, the terms 'Officer', 'employee', and 'agent' include their respective heirs, executors, and administrators, and an 'interested Officer' is one against whom in capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

ARTICLE XIV

AMENDMENTS

- 1) The By-Laws of the Association may be made, altered, amended, or repealed by majority vote of the general membership at any meeting called by the membership or BOD. The By-Laws may contain any provision for the regulation of the management of the affairs of the Association, not inconsistent with the law or the articles of incorporation.
- 2) All changes to these By-Laws shall be noted in Article XV as revisions, as well as the date of the revision.

ARTICLE XV

REVISIONS

- 1) August 15, 2004 Article VI, 6 & 7: Addition of positions for Charity Coordinator and Land Use Coordinator
- 2) August 15, 2004 Article VII, 6 & 7: Addition of duties for Charity and Land Use Coordinator
- 3) October 17, 2004 Article V, 3 and Article XIV, 1: revisions of secretary description and by-law changes
- 4) April 25, 2005 Article XII, 12: correction of the Internal Revenue Code.
- 5) September 18, 2005 Article X: Change nominations to May and Elections to June
- 6) March 21, 2006 Article VI and Article VII, 8: Addition of duties for Public Relations Coordinator