

*FingerLakes*4x4

Fingerlakes 4x4 (DBA) Team Mudnuts 4x4 Club, Inc. By-Laws

ARTICLE I

Name, Incorporation, Logo and Location

Section 1. Name & DBA: The incorporated name of this organization is Team Mudnuts 4x4 Club, Inc., DBA as, and hereinafter referred to as “Fingerlakes 4X4” or the “club”.

Section 2. Incorporation: Team Mudnuts DBA Fingerlakes 4x4 is a not-for-profit organization incorporated by a Certificate of Incorporation issued to Team Mudnuts 4X4 Club, Incorporated.

Section 3. Logo: The identifying mark of Fingerlakes 4x4 is currently to be determined

Section 4. Location: The principal offices of Fingerlakes 4x4 shall be at such location as may be determined by the Board of the organization. The club may have such other offices as the Board may determine appropriate.

ARTICLE II

Purpose, Mission Statement and Responsibilities

Section 1. Purpose: Fingerlakes 4x4 is a not-for-profit club organized to bring like-minded individuals together with interests in 4X4 vehicles, 4X4 off-road activities, the multiple use of public lands for the benefit of motorized recreation, securing, protecting and expanding shared outdoor recreation access and use, working collaboratively with land managers and other recreational enthusiasts, educating the general public, media, elected officials and other decision makers on land use, promoting responsible land use and promoting equitable and responsible land management.

Section 2. Mission Statement: Fingerlakes 4x4 is a family oriented four-wheel drive club dedicated to all aspects of off-road recreation. Fingerlakes 4x4 emphasizes the safe, responsible and legal operation of 4X4 vehicles at all times. Fingerlakes 4x4 members enjoy four-wheeling while leaving a minimum impact, respecting the environment and the rights of others and leaving the land we travel better than we found it.

Section 3. Responsibilities:

A: Fingerlakes 4x4 has a strict “no-alcohol” policy at all meetings, trail rides or any event where Club members represent Fingerlakes 4x4.

B: Members will operate vehicles in a safe, responsible manner at all times and adhere to all Fingerlakes 4x4 Trail Requirements, Rules, Regulations and all vehicular laws as established by the New York State Department of Motor Vehicles or applicable laws of states in which they travel.

C: The club will adhere to the property laws of New York State.

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D: The club shall conduct all its activities within the restrictions established by Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended and the Regulations thereto as issued by the Department of the Treasury.

E: Fingerlakes 4x4 shall not be part of any activity deemed illegal and does not condone the use of alcohol, illegal narcotics or medication (that may impair driving abilities) while operating a motor vehicle.

ARTICLE III Membership

Section 1. Categories Of Membership:

A: The Board Members: Five elected offices (the President, the Vice-President, the Secretary, the Treasurer and the Webmaster).

B: The General Membership: An unlimited number of individuals and family members.

Section 2. Qualifications:

A: Individual Membership: Any individual who subscribes to the “Purpose”, “Mission Statement” and “By-laws” of Fingerlakes 4x4 .

B: Family Membership: (1) A spouse (as determined by current New York State law) of an individual member. (2) Any dependant of an individual member who is of legal driving age.

C: Complimentary Membership: Comp Memberships may be awarded as prizes or given out at events to promote Fingerlakes 4x4. Complimentary Memberships may be full year, half year or limited as determined by the Board Members.

D: Guests: (1) Guests may attend one (1) meeting per fiscal year before being required to become a member. (2) Guests may attend one (1) trail ride per fiscal year driving their own vehicle, only if that ride is termed “OPEN and UNLIMITED” and has signed a Fingerlakes 4x4 waiver form, and is responsible for any fees incurred by attending the event, before being required to become a member. (3) Guests may attend one (1) trail ride per fiscal year driving their own vehicle, only if that ride is termed “OPEN but LIMITED” and there is an open space in the event not filled by a member and the guest is “invited” by the Board Members and has signed a Fingerlakes 4x4 waiver form and the guest is responsible for any fees incurred by attending the event before being required to become a member. (4) Guests may ride as passengers in a member’s vehicle twelve (12) times per fiscal year if that ride is termed “OPEN”, has signed a waiver and is responsible for any fees incurred by a passenger.

E: All members must hold a current, valid driver’s license.

F: All dues must be currently paid in full.

G: All members, complimentary members and guests driving or riding as passengers at Club events must complete a Fingerlakes 4x4 application form and keep all information current.

H: All members must participate in or attend meetings and/or Fingerlakes 4x4 events to remain a “Member in Good Standing” as determined by the Board and posted in a manner agreed to by the Board.

I: Membership to the club shall be available without regard to race, color, creed, sex or national origin.

Section 3. Privileges:

A: All qualified members will have access to the Members Sections of the Fingerlakes 4x4 website.

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B: All qualified members will receive an official Fingerlakes 4x4 decal and may display that decal as they see appropriate and in good taste.

C: All qualified members will have a vote in all matters brought before the general membership as determined by these By-laws or agreed to by the Board Members.

D: All qualified members will have access to all trail ride events on a first come, first served basis and only limited by prevailing factors such as a limited number of vehicles determined by an invitation from an outside sponsor or factors determined by the trail ride organizers or the Board Members.

E: All qualified members can run for elected positions, hold non-elected positions, organize club events, participate in all club activities and voice ideas, concerns and complaints or forward any information regarding the club's organization, operation or execution of the "Purpose", "Mission Statement" or "By-laws" verbally or in writing to the Board Members or to the general membership during scheduled club meetings.

Section 4. Dues:

A: Dues shall be determined by the Board and posted in a manner agreed to by the Board.

B: The General Membership must vote on an increase in dues beyond a 50% rise.

C: Dues are paid on a yearly basis.

D: Dues will be paid in full prior to the last day of January of each fiscal year.

E: (1) Members joining during the second half of the fiscal year will pay 50% of yearly dues. (2) Members joining during the last month of the fiscal year will pay full dues that will be applied as "dues paid in full" for the following fiscal year.

F: Family members who qualify (see ARTICLE III, Section 2) will be eligible for a pro-rated dues reduction as determined by the Board and posted in a manner agreed to by the Board.

G: Failure to pay dues by the last day of January will constitute a "Lapse of Membership" and all membership privileges will be suspended until receipt of payment.

Section 5. Resignation/Termination:

A: A member may resign at any time by notifying any Board Member in writing.

B: A member may be terminated if that member is not in compliance with the "Purpose", "Mission Statement" and/or "By-laws" of Fingerlakes 4x4 and that termination is voted by a majority of the Board and that member is notified in writing.

C: A resignation or termination will terminate all affiliation with Fingerlakes 4x4, terminate appointed or elected positions, terminate access to all club events as a member and terminate access to member privileges on the Fingerlakes 4x4 website.

D: A resigning or terminated member will forfeit all dues.

ARTICLE IV

Meetings, Voting and Members in Good Standing

Section 1. Meetings:

A: A Fingerlakes 4x4 General Membership meeting will be held once a month during each month of the fiscal year.

B: Meeting location, date and time will be determined by the Board and posted on the Fingerlakes 4x4 website.

C: General Membership meetings will be presided over by the Board Members.

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D: A meeting will consist of (1) Opening the formal meeting with club business (short, formal reports from the Webmaster, Treasurer, Secretary, Vice-President and President). (2) Reports by events organizers. (3) Topics up for vote will be presented for a short discussion and a vote will be taken immediately or as dictated in the “By-laws”. (4) Introduction of attending guests. (5) Open floor to general membership. (6) The close of the formal meeting. (7) A presentation, demonstration or activity may commence for the remainder of meeting time.

E: The Secretary will keep the minutes of each meeting and post the minutes on the Mudnuts website within a week following the meeting.

F: The Board reserves the right to interrupt a meeting to hold an “executive session” by Board Members to determine topics for vote, clarify procedure or discuss other issues deemed appropriate or necessary by the Board.

Section 2. Voting:

A: All qualified members will have one (1) vote.

B: Members must be present during the club meeting to vote unless otherwise authorized by the Board.

C: The Board Members will present topics eligible for vote to the general membership or will proceed as established in the “By-laws”.

D: General membership votes will be by a show of hands unless the Board Members determine a ballot is appropriate or as established in the “By-laws”.

E: Majority will rule.

Section 3. Member in Good Standing:

A: All Fingerlakes 4x4 members are encouraged to participate in the expanding choice of activities offered by the club. Attending general membership meetings and participating in club events are your opportunities to show your support and voice your ideas for the future of your club and guarantee you will remain a Member in Good Standing.

B: Members will be required to participate in a minimum number of meetings and events to remain a Member in Good Standing as determined by the Board. Work schedules, illness and family emergencies are valid reasons for not attending.

C: Members in good standing will be recognized during the first meeting of the fiscal year.

D: Members not in good standing will forfeit privileges beginning the first meeting of the fiscal year.

ARTICLE V

The Board of Club Officers

Section 1. Board Members:

A: The Board shall consist of five officers: the President, Vice President, Secretary, Treasurer and Member at Large.

B: A valid Board shall consist of no less than three (3) officers.

C: Any Board Member may hold only one (1) office.

D: The Board shall be elected by the general membership.

E: The Board shall assume their respective offices on the day of election following the electoral meeting.

Section 2. Term of Service:

A: Board Members will serve terms of two (2) years in office.

B: Board Members may serve two (2) consecutive terms in the same office. There is no set limit on the number of times a Board Member may hold an office.

C: SPECIAL EXCEPTION: If there are no Club Members willing to challenge a current Board Member who is up for election, that Board Member may continue to hold that office through the next term.

D: Elections will be held once a year with the President, Secretary and Member at Large being elected on the odd numbered years (every two years) and the Vice President and Treasurer being elected on the even numbered years (every two (2) years).

Section 3. Election of Board Members to office:

A: Nominations and the Second of Nominations will be open to all qualified members present during the general membership meeting held in the month of October of the second year of the term of the current Board Members.

B: Nominations and the Second of Nominations may be allowed “on-line” in a manner determined appropriate by the Board following the nomination meeting, up to the day proceeding the next general membership meeting.

C: Nominees will be qualified members in good standing for a minimum of one (1) year.

D: Members may run for only one office during an election.

E: Campaigning in person, on-line or by other appropriate means, and in good taste is allowable.

F: An election will be held during the general membership meeting in the month of November.

G: Majority will rule.

H: The voting will be by secret ballot and the current Secretary will conduct all aspects of the election including the distribution, collection and tally of the ballots and the announcement and publication of the results of the election.

I: In the event of a tie, a run-off vote will be taken immediately.

Section 4. Board Vacancies:

A: In the event of a vacancy, the next higher ranking Board Member will assume both the vacant officer’s duties and the duties of their own office until the position is filled by election.

B: In the event the office of the President becomes vacant, the Vice-President will assume the duties of President and Vice-President.

C: The remaining Board Members will call for nominations immediately and post a notice as soon as possible to alert the general membership.

D: Nominations will be taken during the next meeting of the general membership and an election following the guidelines in ARTICLE V, Section 3 will be held at the following month’s meeting.

E: The newly elected board member will immediately fill the vacated position and hold it until the next scheduled election for that position (as determined by Article 5, Section 2, D) and will be eligible to run for that same office in that election.

Section 5. Board Meetings:

A: Meetings of the Board may be held at such place and time as the officers may determine.

B: Members of the Board may act by teleconferencing, networking, or any similar means.

C: Executive Sessions of the Board may be held upon the call of the President or a majority of the Board.

D: The Secretary will keep the minutes of the Board Meetings.

Section 6. Quorum:

A: Unless specifically authorized elsewhere in these By-laws, the Board may only act through a quorum.

B: No less than three (3) members of the Board shall constitute a quorum and shall be sufficient to constitute action by the Board.

C: Except for actions for which a greater vote by the general membership may be required by statute, The Articles of Incorporation, or these By-laws, the decisions of a quorum of the Board is final.

Section 7. Resignations:

A: Any officer may resign by giving written notice to the Board.

B: A resignation shall be effective upon receipt of notice by the Board or at such date as specified in the notice.

Section 8. Removal of Officers:

A: Any officer may be removed by a vote of the general membership called by a majority of the Board.

B: A vote for removal can be called by the Board if the officer in question fails to follow the “Purpose”, “Mission Statement” or “By-laws” of Fingerlakes 4x4 or no longer serves or is capable of serving the best interests of the club.

C: Upon the removal of a Board Member, the guidelines in ARTICLE V, Section 4 will apply.

ARTICLE VI Powers Of Officers

Section 1. Governing Powers And Responsibilities:

A: The Board shall have all the authority and responsibilities necessary and appropriate for providing overall direction and financial and legal oversight of the administration of Fingerlakes 4x4 .

B: The Board may do all such acts as are not prohibited by law or by the Articles of Incorporation, or by these By-laws, or by resolutions of the voting membership.

C: The Board may delegate any of its authority, which is not prohibited to be so delegated.

Section 2. President:

A: The President shall preside over all meetings of the general membership and the Board.

B: The President shall exercise a general supervision over all of the affairs of the club.

C: The President shall serve as a consulting member of all committees, but will not be counted in determining the outcome of the business of any committee.

D: The President will act as the final authority and voice for Fingerlakes 4x4 in all official matters, official correspondence and official business brought before the club unless delegated or determined otherwise by the “By-laws”.

Section 3. Vice-President:

A: The Vice-President shall assume the duties of the President if the President is unable to perform his/her duties or unable to attend official functions of the club or as determined by the “By-laws”.

B: The Vice-President shall exercise a general supervision over the safety of the membership including, but not limited to the safe organization of trail rides, safety inspections of vehicles, the

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assurance that proper procedures are understood and practiced by members during club events and other duties ensuring the health and welfare of all participants during club events.

C: The Vice-President will serve as a consulting member on all committees concerning trail rides, trail locations, land use management, outdoor recreation access and other similar endeavors, but will not be counted in determining the outcome of the business of any committee.

D: The Vice-President will act as an authority and voice for Fingerlakes 4x4 in official matters, official correspondence and official business brought before the club unless delegated or determined otherwise by the “By-laws”.

Section 4. Secretary:

A: The Secretary shall exercise a general supervision over the documentation and correspondence of Fingerlakes 4x4.

B: The Secretary shall ensure that accurate meeting minutes are kept and published.

C: The Secretary shall publish all club related information, meeting times, notices, directives and other related material from the Board to the general membership.

D: The Secretary shall serve as a consulting member of all committees concerned with legalities, media involvement, promotion matters, sponsors, vendors and related topics in which Fingerlakes 4x4 has an association, but will not be counted in determining the outcome of the business of any committee.

E: The Secretary will act as an authority and voice for Fingerlakes 4x4 in official matters, official correspondence and official business brought before the club unless delegated or determined otherwise by the “By-laws”.

Section 5. Treasurer:

A: The Treasurer shall advise the Board as to the status of all club finances as required.

B: The Treasurer shall exercise a general supervision over the books and records of Fingerlakes 4x4, the adherence to all matters related to the not-for-profit status, the articles of corporation and codes of the Internal Revenue Service, and the receipt and disbursement of club funds.

C: The Treasurer shall serve as a consulting member of all committees concerned with the financial matters of the club, but will not be counted in determining the outcome of the business of any committee.

D: The Treasurer will act as an authority and voice for Fingerlakes 4x4 in official matters, official correspondence and official business brought before the club unless delegated or determined otherwise by the “By-laws”.

Section 6. Member at Large:

A: The Member at Large shall exercise a general supervision of the Fingerlakes 4x4 initiatives regarding land management, trail procurement, land use issues and other interests related to trail development and use.

B: The Member at Large shall act as Fingerlakes 4x4 liaison between all associations, organizations and other groups with similar interests deemed appropriate by the Board and general membership.

C: The Member at Large will hold the office of Representative of Fingerlakes 4x4 or any other appropriate office of other associations, organizations or groups for the purpose of representing the interests of or casting votes in the name of Fingerlakes 4x4.

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D: The Member at Large shall serve as a consulting member on all committees concerned with land management, trail procurement, land use issues and other interests related to trail development and use, but will not be counted in determining the outcome of the business of any committee.

E: The Member at Large will act as an authority and voice for Fingerlakes 4x4 in official matters, official correspondence and official business brought before the club unless delegated or determined otherwise by the “By-laws”.

Section 7. General Duties: All officers shall have such duties and responsibilities in managing the business of the club, establishing and operating an office of the club and promoting membership and membership participation in the events of the club.

Section 8. Liability: No officer of Fingerlakes 4x4 shall be personally liable for its debts, obligations, or liabilities, as provided by the Nonprofit Corporation Act.

Section 9. Indemnification: Fingerlakes 4x4 may indemnify and reimburse all persons whom it has the power to indemnify and reimburse, pursuant to the Nonprofit Corporation Act. The club may purchase and maintain insurance for this purpose. This indemnification provided for in this Section shall not be deemed exclusive of any other rights to which those seeking indemnification for any reason whatever may be entitled under any agreement, vote of disinterested officers, or otherwise.

ARTICLE VII Finances

Section 1. Fiscal Year And Budget:

A: The fiscal year of the club shall extend from January 1 to the following December 31.

B: At the beginning of each fiscal year, the Treasurer shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the Board, shall stand as the guideline of expenditures of the respective purpose unless otherwise ordered by action of the Board.

Section 2. Disbursement of Funds:

A: All checks, drafts, and other orders for payment of money out of the funds of the club and all notes and other evidences of indebtedness of the club, shall be signed on behalf of the club in such a manner as shall be determined by the Board.

B: Disbursements, payments, checks or drafts by the club not appearing in the budget, which are individually above \$250 of the total balance of funds in the treasury, shall be voted on by the general membership.

Section 3. Books and Records: There shall be kept, at the principal office of the club, correct books of accounts of all the business and transactions of the club, which will be available at that office for inspection by qualified members of Fingerlakes 4x4 upon request.

Section 4. Depositories: The funds of the club shall be deposited to the order of the club in such banks as the Board may select.

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Article VIII Amendment To By-laws

Section 1. Amendments: These By-laws may be amended in any particular by a majority of the membership. Notice of the proposed amendment(s) shall be published as deemed appropriate by the Board thirty (30) days prior to the meeting where a vote will be taken. Methods of voting will be determined by the Board or as otherwise determined by these By-laws.

ARTICLE IX Dissolution

Section 1. Dissolution: In the event that the organization shall cease to carry out the “Purpose”, “Mission Statement” or “By-laws” of the organization, all business property and assets of the organization (after paying or adequately providing for the debts and obligation of the organization) shall be distributed to the Red Cross or such organization as the Board shall select; provided, however, that no such distribution shall be made to any organization which has not qualified for non-profit and tax exempt status under Section 501(c)(3) of the Internal Revenue Code as of the date of distribution.