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ARTICLE 1.0 CORPORATION IDENTITY AND CODE OF RESPONSIBILITIES

1.1 NAME

1.1.1 The formal name of the Corporation shall be Northern Virginia Jeepers Association.

1.1.2 The common name of the Corporation shall be Nova Jeepers.

1.2 PURPOSE, MISSION STATEMENT

1.2.1 We will reach out within our community to provide fellowship, education, recreation, and awareness of issues critical to outdoor activities. To encourage Jeep enthusiasts young and old, to engage in activities off-road and on, and to bring the joy of the outdoors to our members, our families, and our communities.

1.3 EMBLEM

1.3.1 The corporation emblem shall be a design in the outline of the Commonwealth of Virginia which shall be inscribed the words "Nova Jeepers".



1.4 SEAL

1.4.1 The Corporation seal shall be a design of a circle shape, with both the image of a jeep, the words "Nova Jeepers", corporate web site address, the an outer ring on which shall be inscribed "Northern Virginia Jeepers Association" and "Tread Lightly" as set forth below.



1.5 EXEMPT ORGANIZATION

1.5.1 No substantial part of the activities of the Corporation shall be the participation in, or intervention in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the Club shall 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.

1.6 CODE OF RESPONSIBILITIES

1.6.1 Members must own a Jeep™.

- 1.6.2 Members shall adhere to the principles of Tread Lightly™, and act in support of the association's role in improving and maintaining the areas we use. Members will respect all private, federal, state, and county property.
- 1.6.3 Members will abide by federal and state laws pertaining to the possession, consumption, and distribution of drugs and alcohol. Members will abide by event-specific prohibitions on such substances per the discretion of the NVJA.
- 1.6.4 Members will abide by federal and state laws governing the possession, transport, discharge, or any other use of a firearm or other weapon while participating in NVJA activities. Members will abide by event-specific prohibitions on such items per the discretion of the NVJA.
- 1.6.5 Members agree to conduct themselves appropriately and respectfully, with unruly, disrespectful, criminal, or otherwise socially offensive behaviors subject to review and/or discipline per the discretion of the NVJA.
- 1.6.6 Members found in flagrant violation of the Member's Code of Responsibilities are subject to immediate review by the Board of Directors. Corrective actions include suspension, expulsion, and in the case of criminal acts, notification of the appropriate authorities.
- 1.6.7 No Member, Officer, or Director of the Club may participate in, or attempt to influence any decision by the Club affecting his or her own personal business interests, or otherwise use his or her official position for personal gain.

ARTICLE 2.0 MEMBERS OF THE CORPORATION

2.1 MEMBERS

- 2.1.1 There shall be one class of members. All persons registered with the corporation and fulfilling the requirements of membership as prescribed herein shall be members in good standing.
- 2.1.2 The corporation will not discriminate against members based on race, religion or nationality.
- 2.1.3 Corporate memberships are not allowed but Corporate sponsorship of individual members is allowed.

2.2 REQUIREMENT OF MEMBERSHIP

- 2.2.1 All members will be required, to present to the Corporation, membership documents via US mail, electronic means, or in person (at a corporate sponsored event) no later than January 31st of the current membership year.
 - 2.2.1.1. Shall be assessed an annual membership fee (dues) prior to registering for or renewing membership in the corporation.
 - 2.2.1.2. Are eligible to attend corporate functions, including corporate sponsored events, and corporate membership meetings.
 - 2.2.1.3. Must conduct themselves in a lawful, proper and courteous manner complying with the Code of Responsibilities as established by the Board of Directors.
 - 2.2.1.4. Except as provided herein, members shall be a minimum of eighteen (18) years of age. Any person under the age of eighteen (18) seeking membership shall sign and have their parent or legal guardian sign a Letter of Release releasing the corporation from any liabilities for the negligence, contributory negligence or tort of the parents'/guardian's ward or any member of the corporation.
 - 2.2.1.5. Members will be required to provide the requested information on the following forms.
 - 2.2.1.5.1. Membership Application
 - 2.2.1.5.2. Code of Responsibilities
 - 2.2.1.5.3. Release and Waiver of Liability Agreement Members
 - 2.2.1.5.4. Letter of Release, for persons under the age of eighteen (18)

2.3 ANNUAL MEMBERSHIP FEE

- 2.3.1 Members wishing to renew their current membership must submit their annual membership fee by 31 January.

2.3.2 All annual fees are non-refundable.

2.3.3 Annual dues of the corporation shall be twenty dollars (\$20) for an individual membership or such other amount as may be prescribed by the Board of Directors. Family Membership dues are twenty dollars (\$20) for the first member and ten dollars (\$10) for each additional member, and are subject to change at the discretion of the Board of Directors.

2.3.4 Membership dues shall be prorated as follows:

Jan 1 – March 31

New Members pay 100% of annual dues

April 1 – June 30

New Members pay 75% of annual dues

July 1-September 30

New Members pay 50% of annual dues

October 1 – December 31

New Members pay 125% of annual dues; includes the prorated period of the current year and the full dues for the following year.

2.3.5 In the event that the amount of annual dues are to be changed for the following fiscal year the directors will vote on the proposed amount of annual dues on or before the thirtieth (30) of September.

2.3.6 The Corporation reserves the right to assess fees incurred by financial institutions upon the Corporation, plus the original amount owed, for payments by check or other, that do not carry sufficient funds.

2.4 MEMBERSHIP CONSIDERATIONS

2.4.1 Active duty military personnel members shall be considered members in good standing during deployment and retain their access to the corporate website.

2.4.2 Annual dues for the membership year following a deployment will be prorated to reflect the time deployed. (e.g. If a 2006 member is deployed for 6 months of the 2006 membership year, then their 2007 membership dues would be ten dollars [\$10]).

2.5 TERMINATION OF MEMBERSHIP

2.5.1 Any member who has not paid the annual membership dues; has acted improperly or illegally at a corporate function, or has violated the Code of Responsibilities of the Corporation; may be removed from the rolls of the membership of the Corporation and shall not be in good standing as a member of the corporation.

2.5.2 Any member wishing to terminate their affiliation with the corporation can do so by submitting written notice either by U.S. mail or electronically to an officer or director of the corporation.

2.6 DISCIPLINARY ACTION

2.6.1 The Board of Directors may take such disciplinary action as they may deem appropriate for any member who has violated the provisions of the by-laws for 'Termination of Membership', includes permanent or temporary expulsion from the following: corporate forum access, corporate functions and membership privileges.

ARTICLE 3.0 DIRECTORS OF THE CORPORATION

3.1 APPOINTMENT

- 3.1.1 The Board of Directors reserves the right to appoint directors as outlined in the 'Articles of Incorporation'. Any additional directors shall be elected by a majority vote of the Board of Directors.
- 3.1.2 The general members of the corporation shall not elect the directors and shall have no right to vote on the directors as provided in section 13.1-846c of the code of Virginia, 1950, as amended.
- 3.1.3 In the event that a director chooses to relinquish their position the current Board of Directors will replace that individual if necessary. This shall constitute the Board of Directors until the next appointment.

3.2 TERM OF OFFICE

- 3.2.1 The term of office for Directors is from appointment until the time they relinquish their position.

3.3 DUTIES OF DIRECTORS

- 3.3.1 The legal affairs and business of the Corporation shall be managed by the Board of Directors. Such Directors shall in all cases act as a Board regularly convened, and by a majority vote may adopt rules and regulations for the management of the Corporation as they deem appropriate. Such rules and regulations must remain consistent with the corporate by-laws and the laws of the State of Virginia. The Board of Directors monitors and advises the decisions of the officers to ensure the original mission of the Corporation is maintained.
- 3.3.2 Directors will maintain and possess the original tax records and Articles of Incorporation.
- 3.3.2.1. Directors will provide copies to the Treasurer for yearly preparations and record keeping.

3.4 DIRECTORS' MEETINGS

- 3.4.1 Meetings of the Directors are at the discretion of the Board of Directors. Special meetings may be called, by written request, by a minimum of two (2) Directors. The President and one (1) Director's written request may also call a special meeting of the Directors.
- 3.4.2 There is to be a minimum of one (1) joint Board of Directors and Officers meeting per calendar year held in the fourth quarter to serve as an annual review of the state of the Corporation.

3.5 NOTICE OF MEETINGS

- 3.5.1 Notice of meetings, other than the annual review, shall be given by written request a minimum of two (2) days prior to the date therein designated for such meeting each Director shall be notified by U.S. Mail, electronic means or by the posting of such

notice on the corporate website. The notice shall specify, time and place of such meeting including, business to be brought before the meeting.

3.5.2 At any meeting at which every member of the Board of Directors shall be present in person or by proxy, although held without notice, any business may be transacted which might have been transacted if the meeting had been duly called.

3.5.3 The Board of Directors reserves the right to request the presence of the officers at any scheduled meeting of the Directors.

3.6 QUORUM

3.6.1 At any meeting of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business; but in the event of a quorum not being present, a lesser number may adjourn the meeting to a future time, not more than five (5) days later.

3.7 VOTING

3.7.1 At all meetings of and in the event that an issue requires a vote of the Board of Directors, each Director is to have one vote. Only Directors of the Corporation shall have voting rights on any matter which may come before the corporation or before the Board of Directors. All authority of the corporation shall be governed by the Board of Directors and Officers of the Corporation.

3.8 VACANCIES

3.8.1 Any meeting called for the purpose of filling vacancies of a directorship may be held by electronic means. All remaining Directors shall participate.

3.9 COMPENSATION

3.9.1 The Board of Directors shall receive no salary or compensation.

3.10 REMOVAL OF DIRECTORS

3.10.1 Any one or more of the Directors may be removed either with or without cause, at any time, by a quorum vote of the full Board of Directors, at any special meeting called for that purpose.

ARTICLE 4.0 OFFICES OF THE CORPORATION

4.1 OFFICE

The offices of the Corporation shall be five (5) in number;

President
Vice President
Secretary
Treasurer
Member at Large

4.2 ELECTION

4.2.1 All officers of the Corporation shall be elected annually by a majority vote of members in good standing.

4.2.2 To be eligible to run for election, a member must receive nomination from one (1) member in good standing and seconded by one (1) different member in good standing.

4.2.3 The election process shall last for a total of twenty one (21) days.

4.2.4 The nomination process shall last for seven (7) days and will be posted on the corporate website.

4.2.5 Immediately following the nomination term each candidate has up to but no more than forty-eight (48) hours to accept their nomination. If a candidate fails to accept or decline their nomination within the aforementioned 48 hour timeframe, their nomination will be considered null and void.

4.2.6 There will be a seven (7) day question and answer session for each candidate posted on the corporate website prior to the election

4.2.7 Elections conducted for the selection of the officer elect on the corporate website or at a scheduled meeting of members.

4.2.7.1. Elections conducted on the corporate website will have a seven (7) day voting period.

4.2.8 All information requested or provided to candidates, regarding the election process or for campaigning purposes, will be approved by the Directors and supplied equally to all candidates.

4.3 RE-ELECTION

4.3.1 Members holding corporate office may be re-elected if eligible for one (1) additional term to the same position, providing the terms and requirements of office were met during their elected year as determined by the Board of Directors.

4.3.2 Members holding corporate office having completed two (2) consecutive years in the same officers position, are required to abstain from one (1) election year of nominations prior to accepting the nomination for that same position.

4.3.3 Members holding corporate office due to position vacancy less than six (6) months to next election will be considered the officer elect for the following annual elections.

4.4 SPECIAL ELECTIONS

4.4.1 Vacancies of any office, outside of the annual election period, shall require a special election. Any person so elected to fill the vacancy shall serve that office for the remainder of the unexpired portion of the term.

4.5 TERM OF OFFICE

4.5.1 Each officer shall hold office for the term of one (1) year from the date of their election or until their successor is elected. If an officer is a successor to a previous term of office, their term will end when the original officers term was to end.

4.5.2 President and Secretary terms of office will commence on November 1st and cease October 31st of the following year. Vice-President, Treasurer and Member at Large terms of office will commence March 1st and cease February 28th of the following year.

4.6 DUTIES OF OFFICERS

4.6.1 Officer Duties Include:

4.6.1.1. Shall enforce these by-laws and perform all the duties incident to the position, office, and which are required by law.

4.6.1.2. May be assigned other duties as determined by the Board of Directors. The President may also assign additional duties to subordinate officers.

4.6.1.3. All monies collected at meetings of the corporation, events of the corporation, the sale of corporate logo items, and membership fees shall be presented to the Treasurer within seven (7) days upon receipt. Written receipts shall be kept for all transactions.

4.6.1.4. All documents and/or electronic records used or created for the purpose of tracking member information shall be used only for Corporation business.

4.6.1.5. All corporation property, purchased or owned shall be transferred to the incumbent officer, or senior most officer within fourteen (14) days of office vacancy or transferral.

4.6.1.6. All documents and/or electronic records used or created for the purpose of the Corporation shall be considered corporate property and transferred to the incumbent officer within fourteen (14) days of office commencement.

4.6.1.6.1. Elected officers leaving office without benefit of an officer elect shall immediately transfer all records to the senior most officer.

4.6.2 The duties and authority of the officers of the Corporation shall be as follows:

4.6.2.1. PRESIDENT

4.6.2.1.1. Shall preside at all meetings of the Members.

- 4.6.2.1.2. Shall preside at the annual review of the state of the Corporation held in the fourth quarter.
- 4.6.2.1.3. Shall cause to be called regular and special meetings of the Members and Directors in accordance with these By-Laws.
- 4.6.2.1.4. Shall have the ability to sign and make all contracts and agreements in the name of the Corporation.
- 4.6.2.1.5. Shall have the ability to sign all notes, drafts or bill of exchange, warrants or other orders for the payment of money duly drawn by the Treasurer.
- 4.6.2.1.6. Will be required to approve money withdrawals exceeding the value of two hundred dollars \$200.00 by the Treasurer.
- 4.6.2.1.7. Will oversee the officers of the Corporation and ensure that they are held to the standards of their office.

4.6.3 VICE-PRESIDENT

- 4.6.3.1. During the absence and (or) inability of the President to render and perform his duties or exercise his powers, as set forth in these By-Laws or in the acts under which this Corporation is organized, the same shall be performed and exercised by the Vice President; and when so acting, he shall have all the responsibilities and privileges hereby given to or imposed upon such President.

4.6.4 SECRETARY

- 4.6.4.1. Shall give and serve all notices of meetings of the Corporation
- 4.6.4.2. Shall keep the minutes of the meetings of the Officers and of the Members.
- 4.6.4.3. Post all meeting minutes on the corporate website no more than seven (7) days after the meeting in their corresponding forums. Minutes of a special meeting shall be posted no more than three (3) days after the date of the meeting.
- 4.6.4.4. Shall keep the membership books in the manner as may be prescribed by law. Will be able to show at all times the membership roll, the names of the members thereof, alphabetically arranged by their legal name.
- 4.6.4.5. Shall maintain the 'Requirement for Membership' of each member. The records shall be maintained for a period of at least 2 years after the termination of membership.

4.6.4.6. Upon written request from the Board of Directors, officers or members of the corporation, the Secretary shall present any pertinent information in accordance with their membership within seven (7) days of receipt of request.

4.6.4.7. Shall attend to all correspondence and perform the entire duties incident to the Office of the Secretary or any other duties assigned by the Board of Directors or the President of the corporation.

4.6.5 TREASURER

4.6.5.1. Shall have the care and custody of and be responsible for all funds and securities of the Corporation, and deposit such funds in the name of the Corporation in such bank or banks, trust company or trust companies or safe deposit vaults as the Board of Directors may designate.

4.6.5.2. Shall sign, make, and endorse the name of the Corporation on all checks, drafts, warrants and order for the payment of money. For those expenditures exceeding two hundred dollars (\$200) in value they will obtain written approval from the President of the corporation.

4.6.5.3. Maintain current books of account, reports, statements, certificates, and ensure that business transactions required by the Board of Directors, state or federal statutes are properly kept, made and filed according to law.

4.6.5.4. Maintain the current accounting for membership fees and notify any member whose dues are delinquent and shall notify the secretary of the member's delinquent status.

4.6.5.5. Maintain and procure a working inventory of all tangible assets of the corporation.

4.6.5.6. Render a statement of the condition of the finances of the Corporation at each regular meeting of the corporation and a full financial report at the annual meeting of the officers and Board of Directors.

4.6.5.7. Upon written request from members of the corporation shall present any pertinent information in accordance with their membership within seven (7) days of receipt of request.

4.6.5.8. Upon request by the Board of Directors, give to the Corporation such security for the faithful discharge of his duties as the Board of Directors may instruct.

4.6.6 MEMBER AT LARGE

4.6.6.1. Act as the Primary Liaison between the Officers and the membership.

4.6.6.2. Maintain positive public and working relationships with other like in kind clubs for the Corporation.

4.6.6.3. Maintain positive public and working relationships with vendors for the Corporation.

4.6.6.4. Maintain and present ideas and suggestions of the members to the officers.

4.7 OFFICERS MEETINGS

4.7.1 One (1) meeting shall be held prior to each member meeting. Meetings to be held by electronic means are permissible.

4.7.1.1. Additional meetings may be held at the discretion of the officers.

4.7.2 There is to be a minimum of one (1) joint Board of Directors and Officers meeting per calendar year held in the fourth quarter to serve as an annual review of the state of the Corporation.

4.8 NOTICE OF MEETINGS

4.8.1 Notice of meetings, other than the annual review, shall be given by written request to each officer by U.S. Mail, electronic means or by the posting of such notice on the corporate website. Notices must be received a minimum of two (2) days prior to the date therein designated for such meeting. The notice shall specify, time and place of such meeting including, business to be brought before the meeting.

4.8.1.1. At any meeting at which every officer of the corporation shall be present in person or by proxy, although held without notice, any business may be transacted which might have been transacted if the meeting had been duly called.

4.9 QUORUM

4.9.1 At any meeting of the officers of the corporation, a majority of the officers shall constitute a quorum for the transaction of business; in the event of quorum not being present, a lesser number may adjourn the meeting to some future time, not more than five (5) days later.

4.10 VOTING

4.10.1 At all meetings or in the event that an issue requires a vote of the officers of the corporation, each officer is to have one vote.

4.11 COMPENSATION

4.11.1 Officers shall receive no salary or compensation.

4.12 REMOVAL OF OFFICERS

4.12.1 Officers may remove themselves from an office without cause. Eligibility for nomination to an office will be reinstated after one (1) year.

4.12.2 The Board of Directors may remove any officer, by a majority vote of the Directors, at any time with or without cause.

4.12.3 Officers removed by the Board of Directors shall not be eligible for nomination for any office for two (2) years.

ARTICLE 5.0 COMMITTEES OF THE CORPORATION

5.1 COMMITTEE NUMBER

5.1.1 The Board of Directors and Officers shall establish such committees or positions

5.2 COMMITTEE REQUIREMENTS

5.2.1 Committee Members will be required to agree to the terms of their forum.

5.3 APPOINTMENT

5.3.1 Members may volunteer for committee participation.

5.4 TERM OF APPOINTMENT

5.4.1 The member may serve indefinitely for such committee.

5.5 COMMITTEE DEFINITIONS

5.5.1 Newsletter

5.5.1.1. Encourage the Jeep lifestyle and Member activities through printed materials.

5.5.1.2. Maintain an archive of Newsletters and Corporation photographs and media materials.

5.5.2 Website

5.5.2.1. Maintain and Monitor behavior and activity on the corporate website.

5.5.3 Trail Rides / Land Use

5.5.3.1. Maintain Tread Lightly principles, encourage the Jeep 'lifestyle', and enhance the driving experience of Jeep owners.

5.5.4 Events

5.5.4.1. Encourage the current and potential membership through the creation of comradery.

5.5.5 Membership

5.5.5.1. Establish and maintain positive relationships between members and potential members.

5.5.6 Vendor

5.5.6.1. Establish and maintain positive relationships between the corporation and vendors offering services to the members.

5.6 COMMITTEE MEETINGS

5.6.1 Notice of meetings, shall be given by written request upon each officer by U.S. Mail, electronic means or by the posting of such notice on the corporate website. Notices must be received a minimum of two (2) days prior to the date therein designated for such meeting. The notice shall specify, time and place of such meeting including, business to be brought before the meeting.

5.7 QUORUM

5.7.1 Quorums are not required for Committee Meetings.

5.8 REMOVAL OF COMMITTEE MEMBERS

5.8.1 The Board of Directors or Officers may remove committees of their members by majority vote.

ARTICLE 6.0 PROCEDURES

6.1 AMENDMENTS

6.1.1 These By-Laws may be altered, amended, repealed or added to by an action of the Board of Directors, at an annual meeting or at a special meeting called for that purpose, provided that written notice shall have been sent to each member of record, which notice shall state the alterations, amendments or changes which are proposed to be made in such By-Laws. Only such changes as have been specified in the notice shall be made. If, however, all the Directors shall be present at the regular or special meeting in person or proxy, these By-Laws may be amended by a unanimous vote, without any previous notice.

6.2 MEETING OF MEMBERS

6.2.1 Meetings of the members of the corporation are to be held a minimum of six (6) times a year as determined by the officers of the corporation. The order of business at all regularly scheduled meetings of the Members shall be as follows

6.2.1.1. Roll Call (Sign-In Sheet and Member Introductions)

6.2.1.2. Officer's status reports

6.2.1.3. Committees' status reports

6.2.1.4. Unfinished Business

6.2.1.5. New Business

6.3 NOTICE OF MEETINGS

6.3.1 Notice of meetings, shall be given by written request upon each member of the corporation by U.S. Mail, electronic means or by the posting of such notice on the corporate website. Notices must be received a minimum of two (2) weeks prior to the date therein designated for such meeting. The notice shall specify, the date, time and place of such meeting.

6.3.2 Service of the Members and Directors shall be held by electronic means to the individual Members and Directors or by the posting of the notice on the corporate website. Such notice so made pursuant to these rules shall satisfy all requirements of notice for meetings and other actions.

6.4 VOTING

6.4.1 Members in good standing will maintain the right of one (1) vote for each member.

6.4.2 Corporation activity votes activities that cannot be resolved by a majority vote will be resolved by a vote from the senior most member of the Board of Directors.

ARTICLE 7.0 FISCAL YEAR

7.1 FISCAL YEAR

7.1.1 Beginning in the year 2006, the fiscal year of the Club shall commence on the first day of October and end on the last day of September.