

**SOUTHWEST FOUR WHEEL DRIVE ASSOCIATION, INC.
BYLAWS**

ARTICLE I. NAME

This organization shall be known as the SOUTHWEST FOUR WHEEL DRIVE ASSOCIATION, INC., which may also be known as, and is hereinafter designated as SWFWDA.

ARTICLE II. OBJECTIVES

SWFWDA is organized as a non-profit, non-political Corporation with the following objectives:

- A. To promote interest and provide education in organized 4-wheeling and the safe and responsible use of off-highway vehicles.
- B. To keep members of state and federal legislatures informed of the needs of vehicular recreationists, and to keep Association Members informed of pending legislation and land use matters.
- C. To enjoy and protect all local, state, and national resources, and to assist various government agencies in development of off-road trails and areas.
- D. To render aid and assistance as needed.
- E. To adhere to the principles and practices of United Four Wheel Drive Association, Blue Ribbon Coalition, and Tread Lightly!, and to maintain active membership in UFWDA as an Association.

ARTICLE III. MEMBERSHIP

- A. There shall be four (4) classes of membership: Voting, Individual, Supporting, and Honorary.
- B. Voting membership shall be limited to Member Clubs in good standing. For these purposes, a Club shall be any off-highway recreation-oriented Four Wheel Drive Club, excluding all-terrain vehicles, covered by an acceptable set of Bylaws or similar Governing Rules. Good standing shall be described as having dues paid current. Each Member Club shall have two (2) Delegates and one (1) vote.
- C. Individual membership shall be available to Members in good standing of a Member Club and to any person not directly involved with a Member Club but desiring to be a Member of SWFWDA. Such person must otherwise be eligible to be a Member of a Club by virtue of ownership in an eligible vehicle. Individual Members shall have no vote, except to elect the Individual Member Representative.

Benefits of Individual Membership shall include:

1. Receive one copy of each Association publication that is mailed to Club memberships.
 2. Be listed in the Associations publication.
 3. May participate in Association events.
 4. Receive an Association decal.
- D. Supporting membership shall be available to both businesses and individuals interested in off-highway recreation. Benefits shall include:
1. Receive one copy of each Association publication that is mailed to Club memberships.
 2. Be listed in the Associations publication.
 3. Receive a certificate or plaque suitable for display.
 4. They may address the Delegates as appropriate.
 5. They may participate in Association events.
 6. They will be allowed a free eighth-page ad in each issue of the publication, and will be allowed the normal cost of an eighth-page ad as credit toward the cost of a larger ad.
 7. They will be furnished with a mailing list of Association members.
 8. Furnished with a supply of the quarterly publication at the cost of printing and postage, so long as they provide ample notice prior to printing.
 9. Supporting Members shall have no vote.
- E. Honorary membership may be bestowed upon a person or business by vote of the Board of Directors or of the assembled Delegates in recognition of service to the Association. Honorary Members shall have no vote, but will receive the quarterly publication during their honorary membership. Honorary membership shall be for a period of one (1) year.
- F. Application for all types of membership shall be on a form as prescribed by the Board of Directors. Accompanying a Club application for membership shall be a copy of the Bylaws or Governing Rules of the Club, as well as a roster of Members. Membership by a club in SWFWDA will be voted in by a two-thirds (2/3) vote of the Board of Directors at any Board of Directors Meeting. All new clubs can be reviewed and can have the decision of the Board of Directors overturned by a two-thirds (2/3) vote of the Delegates present at a duly called Membership meeting. Clubs who are not voted in have the right to appeal at a duly called Membership meeting at which

time a secondary vote will take place. Applicants shall be notified of the decision of the Delegates prior to the next regularly scheduled Association meeting. Dues are payable upon acceptance into the Association. Resignation of membership shall be in writing.

- G. Each Member Club shall submit to the Secretary a roster of its Members on a regular basis, as needed, but at least yearly. Officers and Delegates shall be indicated on the roster.
- H. All Clubs and their respective Members, as well as Individual Members, will conduct themselves in a respectable manner. Any Club disgracing itself, or any Individual Member disgracing himself or herself in the public eye, shall be subject to expulsion based on the decision of the Board of Directors or of the assembled Delegates.

ARTICLE IV. DUES

- A. The dues structure is addressed in the Standard Operating Procedure supplement.

ARTICLE V. FISCAL YEAR

- A. The fiscal year of SWFWDA shall begin on October 1 and end on September 30.

ARTICLE VI. DELEGATES

- A. Each Club shall have two (2) Delegates and one (1) Alternate.
- B. Delegates shall be identified on all Club rosters submitted.
- C. Any changes in Delegates, temporary or permanent, shall be in writing over a Club Officers signature. The Association President may accept verbal notification in an emergency.

ARTICLE VII. VOTING

- A. Each Club shall have one (1) vote, to be cast by its Delegates. If the Delegates cannot agree on how to cast their Club vote, they may abstain.
- B. There shall be no proxy votes.
- C. The Association President may not also be a Delegate, and may vote only to break a tie.
- D. Voting will be allowed via mail and internet (using the association's web site facility for this) on specific issues. Written notice of the issues will be mailed to all club delegates no less than (2) weeks prior to the date of voting. The Board of Directors will establish a specific date and time for voting to close, as well as reasonable

safeguards and rules for electronic voting to ensure the rights of all voting members are protected within the spirit of the bylaws.

- E. When casting their ballot for Individual Member Representative, Individual Members, including those also a Member of a Member Club, may vote via email addressed to the SWFWDA Secretary. The Member must include their mailing address and phone number as it is listed in the SWFWDA records for identification purposes and the email must be received at least 5 days prior to the election meeting.

ARTICLE VIII. OFFICERS

- A. The officers shall be: President; Vice-President, Secretary; Treasurer; Director of Environmental Affairs; Events Chairman; Membership Secretary; Director of Communications; and Individual Members' Representative.

ARTICLE IX. ELECTION OF OFFICERS

- A. Nominees for office shall be Members of a Member Club in good standing, or Individual Members in good standing.
- B. All terms of office shall be two (2) years.
- C. The President; Secretary; Director of Environmental Affairs; Membership Secretary; and the Individual Members' Representative shall be elected in even years.
- D. The Vice-President; Treasurer; Events Chairman; and Director of Communications shall be elected in odd numbered years.
- E. Elections shall take place at the last regularly scheduled meeting each fiscal year. Nominations shall be accepted at that meeting as well as the regularly scheduled meeting preceding it. New officers will take office in October.
- F. All nominees for office must be physically present at the meeting when nominated or when elections are held, or must have filed a letter of intent with the Association Secretary agreeing to fulfill the duties of the office nominated for.
- G. No more than two (2) members of the Board of Directors may come from the same Member Club.

ARTICLE X. BOARD OF DIRECTORS

- A. The Board of Directors shall consist of all elected officers, directors, chairmen, and representatives. Duties will be determined via SOP.
- B. The Board of Directors shall meet as needed. Notice of the meeting must be given to all Clubs and Delegates at least two (2) weeks prior to the meeting.

- C. Any vacancy occurring on the Board of Directors shall be filled by vote of the Delegates at the first regularly scheduled meeting after the vacancy occurs, if possible. Should there be no qualified candidates, a position may be left open until such time as there are qualified candidates. The President may appoint someone to perform the duties of the vacant office in the interim if desired or required.
- D. The Delegates may override any action of the Board of Directors by a 51% majority vote of Delegates present at any regularly scheduled meeting.

ARTICLE XI. MEETINGS

- A. Meetings shall be held at least quarterly. Meetings may be held more often at the discretion of the Delegates or the Board of Directors.
- B. The location, date and time of each meeting shall be determined by a vote of the Delegates at a previous meeting, and will be published in the Association Publication at least thirty (30) days prior to the meeting.
- C. A quorum for meetings shall consist of attendance by duly authorized Delegates for one-fifth (1/5) of the Clubs in good standing. Should a quorum of Delegates not be present, the called meeting shall be held as a meeting of the Board of Directors, provided a simple majority of the Board of Directors is present.

ARTICLE XII. ASSOCIATION PUBLICATION

- A. The Association shall publish a suitable Publication on a regular basis. The Publication shall serve as a link between the Association and its membership, as well as other interested parties. The Editor shall insure that the Publication properly represents the SWFWDA and recreational four wheeling.

ARTICLE XIII. AMENDMENTS

- A. These bylaws may be amended by a two-thirds (2/3) majority of the Delegates present at any scheduled meeting of the Association, provided notice of the proposed amendment has been distributed to all Delegates in writing at least two (2) weeks prior to the meeting.
- B. Standard Operating Procedures (SOPs)
 - 1. SOPs may be amended by a simple majority of the Board of Directors present at any official BOD meeting.
 - 2. All members will be notified of any SOP changes and/or amendments approved by the BOD no less than two (2) weeks prior to the next scheduled Association meeting.
 - 3. The Delegates may veto SOP amendments and changes by a simple majority at the first scheduled meeting occurring after the change or amendment, provided a quorum exists. The SOP change or amendment will be considered ratified if it is not vetoed at the scheduled meeting in paragraph 3 of this section, provided the notification in paragraph 2 of this section has been met.

ARTICLE XIV. RECALL

- A. Officers of the Association are expected to attend all regularly scheduled meetings. Absence from two (2) consecutive meetings without prior notification of the Association President or other elected officer shall constitute grounds for immediate removal from office by the Board of Directors, without need for further recall.
- B. An elected officer of the Association may be recalled by a two-thirds (2/3) majority of the Delegates present at a regularly scheduled meeting, provided the recall is announced in writing no less than two (2) weeks prior to the meeting.

ARTICLE XV. COMMITTEES

- A. Committees shall be established as deemed necessary by the President or the Delegates. Committee Members shall be appointed by the President, and shall serve for the term of the President's office. Committees and their Members shall also be directed by these bylaws.

ARTICLE XVI. DISSOLUTION

- A. Upon resolution to dissolve voluntarily or decree ordering involuntary liquidation, the assets of the Association shall first be used to satisfy any outstanding obligations of the Association. Any remaining funds shall then be contributed to a charitable organization to be decided by vote of the Board of Directors or the assembled Delegates.

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