

**BYLAWS
OF
CLOVIS INDEPENDENT 4 WHEELERS,
a California Nonprofit Public Benefit Corporation**

**ARTICLE I
OFFICES**

Section 1.1 Principal Office. The Club's principal office shall be fixed and located at such place as the Board of Directors (the "Board") shall determine. The Board is granted full power and authority to change the principal office from one location to another.

Section 1.2 Other Offices. Branch or subordinate offices may be established at any time by the Board at any place where the Club is qualified to conduct its activities.

**ARTICLE II
DEFINITIONS**

Unless the context otherwise requires, the following terms shall have the meanings ascribed in this ARTICLE II.

Section 2.1 "Board" shall mean the Club's Board of Directors.

Section 2.2 "Club" shall mean CLOVIS INDEPENDENT 4 WHEELERS and is synonymous with the "corporation".

Section 2.3 "Club Event" shall mean any event in which the Board determines the Club shall participate, including, without limitation, Club Runs, Work Days, parades, and festivals. A Club Event shall commence at the date and time appointed for the Members/Non-Voting Members to assemble and shall end when the task for which the Members/Non-Voting Members assembled is completed or when a Director/Trail Leader announces that the Club Event is over, whichever occurs first.

Section 2.4 "Club Run" shall mean any Club Event involving the use of vehicles on the trail (whether such event is a Work Day or otherwise).

Section 2.5 "Work Day" shall mean any activity in which the Board determines the Club's Members and Non-Voting Members shall provide volunteer

service, whether by way of trail maintenance, highway clean-up, preparation for Moonlight Madness, or otherwise.

Section 2.6 “Trail Leader” shall mean the Member (who may or may not be a Director) who is designated by the Board to lead a particular Club Run. In the absence of any express designation, the Trail Leader shall be the highest ranking officer who participates in such Club Run. Officers are ranked in the following order: President, Vice President, Activity Chair, Chief Financial Officer, Club Delegate, and Secretary.

ARTICLE III PURPOSES AND LIMITATIONS

Section 3.1 General Purposes. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law. This corporation is dedicated to the preservation, promotion, and expansion of public access to public lands for four wheeling opportunities in California and beyond.

Section 3.2 Specific Purposes. Within the context of the general purposes stated above, the specific purposes of this corporation are:

- (a) To lessen the burden of government by participation in the Adopt-A-Trail, Adopt-A-Highway, and such other programs sponsored by the United States and California governments (and the agencies thereof) that are directly or indirectly related to motorized vehicular use on public lands;
- (b) To provide relief to the poor through charitable contributions; and
- (c) To transact all lawful business for which a nonprofit public benefit corporation may be incorporated under the laws of the State of California.

Section 3.3 Limitations. This corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the Club shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the

corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law.

ARTICLE IV MEMBERSHIP

Section 4.1 Members. The Club shall have two classes of membership, voting members (each a “Member”), and non-voting members (“Non-Voting Members”). There is no limit on the number of persons who may be admitted as Members or Non-Voting Members.

Section 4.2 Admission of Members. At the Club Meeting next following the date on which a person seeking admission as a Member (a “Prospect”) has satisfied the conditions of membership (with the exception of paying the initiation fee and annual dues), the Members of the Club shall vote to determine whether to admit such person as a Member; provided, however, that if such Prospect is not in attendance at such meeting, the vote shall be postponed until the next meeting at which the Prospect is in attendance. Provided such Prospect remits payment of his or her initiation fee and annual dues, a Prospect shall be admitted as a Member upon the affirmative vote of at least 2/3 of the members in attendance at such meeting. The Secretary of the Corporation shall not enroll a Prospect as a Member until his or her initiation fee and annual dues are paid.

Section 4.3 Admission of Non-Voting Members. Members who have paid their annual dues, but who have failed to satisfy the Participation Requirement, the Attendance Requirement and/or the Moonlight Participation Requirement shall automatically be converted to Non-Voting Members. In addition, the Members, by the affirmative vote of at least 2/3 of the Members in attendance at any meeting, may vote to admit any person as a Non-Voting Member who has applied for such Non-Voting Membership, has paid his or her initiation fee and annual dues, but who does not otherwise qualify for Membership. Non-Voting Members may originate and take part in the discussion of any subject that may properly come before any meeting of the Members, but may not vote.

Section 4.4 Family Friendly Organization. Upon admission of a Prospect as a Member or Non-Voting Member, such person’s spouse or registered domestic partner shall automatically be admitted as a Member or Non-Voting Member, as the case may be. Should a Member or Non-Voting Member divorce, the Member/Non-Voting Member that was admitted by reason of such marriage shall

automatically cease to be a Member/Non-Voting Member. Nothing in this Section 4.4 shall prohibit a person who is admitted by reason of such person's marital status from also being admitted as a Member of the Club upon satisfaction of the requirements of membership. In such case, a divorce shall not affect either Member's status in the Club.

Section 4.5 Safety Requirements. By using a vehicle on the trail during Club Events, effective as of each Club Event, the Member/Non-Voting Member represents and certifies to the Club that:

- (a) Each operator of the vehicle:
 - (1) The driver holds a valid, unsuspended, driver's license; and
 - (2) The owner of such vehicle maintains automobile insurance of such types and with limits of liability not less than the minimum limits required by California law, as it may be adjusted from time to time and which insurance does not exclude the driver from coverage while operating such vehicle.

- (b) The vehicle has:
 - (1) Seatbelts for all passengers;
 - (2) A fire extinguisher with a gauge and no broken seals;
 - (3) A roll bar or hard top;
 - (4) A functioning emergency brake, parking brake, line-lock or other redundant braking system;
 - (5) A muffler (not open headers or exhaust);
 - (6) A functioning radio capable of operating on citizen band frequencies and/or Ham Radio Frequencies;
 - (7) A tow rope or strap (no hooks allowed);
 - (8) A first aid kit;
 - (9) A jack capable of lifting the vehicle;

- (10) A spare tire within 3 inches diameter of other tires on the vehicle, or, for tires 37" or larger, run-flats or tools to repair and inflate the tire;
 - (11) Tires with reasonable tread life and of off-road design;
 - (12) Battery or batteries must be properly secured;
 - (13) Whip antennae must be properly restrained; and
 - (14) Tow hooks (bolted to the frame) or attachment points on both the front and rear of the vehicle, all of sufficient strength if needed to safely recover the vehicle.
- (c) While neither the Club nor any of its Officers or directors have an affirmative duty to police the foregoing regulatory and/or safety requirements, each Member and each Non-Voting Member agrees to submit to an inspection upon request by any of the Club's Officers or directors and, if a violation is discovered, such Member/Non-Voting Member shall immediately withdraw from participation in all on-trail Club Activities until the violation is corrected.

Section 4.6 Requirements of Membership. In order to become and to remain a Member of this Club, a Member/Prospect shall at all times:

- (a) Be at least 18 years of age and hold a valid, unsuspended, driver's license;
- (b) Complete and submit to the Club's Secretary an application for membership on such form as the Board shall from time to time require;
- (c) Own at least one (1) 4-wheel drive vehicle;
- (d) Maintain automobile insurance of such types and with limits of liability not less than the minimum limits required by California law, as it may be adjusted from time to time;
- (e) Participate in at least three (3) Club activities each Fiscal Year, one (1) of which must involve the use of such member's (or prospective member's) 4-wheel drive vehicle on the trail [prospective members ("Prospects") must satisfy such Club

activity participation during the 6-month period immediately preceding such Prospect's admission as a Member] ("Participation Requirement");

- (f) Attend 3 meetings each Fiscal Year [Prospects must satisfy such Club meeting attendance during the 6-month period immediately preceding such Prospect's admission as a Member] ("Attendance Requirement");
- (g) Comply with the Club's rules of conduct, as such rules may be adopted and revised from time to time by the Board of Directors;
- (h) Timely pay the applicable initiation fee and membership dues; and
- (i) Join and maintain membership in an off-highway vehicle advocacy group and provide the Secretary of the Club with proof thereof (see _____).

Section 4.7 Continued Membership. In order for a Member to remain in good standing with Club, such Member must:

- (a) Satisfy all of the requirements set forth in Section 4.6 above;
- (b) Attend at least two (2) of the Work Days for the Moonlight Madness Poker Run event ("Moonlight Madness"), or attend and work Moonlight Madness, itself; provided, however, that irrespective of whether a Member participates in such Work Days, he or she is required to notify either the President or the Moonlight Madness chairman if he or she cannot attend and work the event. ("Moonlight Participation Requirement");
- (c) Upon the occurrence of any change, provide the Secretary of the Corporation with such member's name (i.e., upon marriage), mailing address, email address, telephone numbers, and emergency contact information.

Section 4.8 Continued Non-Voting Membership. In order for other Non-Voting Members to remain in good standing with the Club, each such Non-Voting Member must:

- (a) Pay his or her annual dues;

- (b) Join and maintain membership in an off-highway vehicle advocacy group and provide the Secretary of the Club with proof thereof (see _____); and
- (c) Upon the occurrence of any change, provide the Secretary of the Corporation with such Non-Voting Member's name (i.e., upon marriage), mailing address, email address, telephone numbers, and emergency contact information.

Section 4.9 Dues.

- (a) Initiation Fee. Upon a Prospect's admission as a Member or Non-Voting Member (except for those admitted as Non-Voting Members by reason of their relationship to a Member), such person shall remit to the Club an initiation fee, the amount of which shall be fixed from time to time by the Board.
- (b) Annual Dues. Upon admission, and annually thereafter (on or before the fifteenth day of May each year, each Member and each Non-Voting Member (except for those admitted as Non-Voting Members by reason of their relationship to a Member) shall remit to the Club annual dues, the amount of which shall be fixed from time to time by the Board.

Section 4.10 Off-Highway Advocacy Groups. Recreational use of off-highway vehicles on public lands is continually threatened, both by government regulatory and legislative actions and litigation by environmental groups. It is imperative that our Members and Non-Voting Members work to oppose such actions. Recognizing that no one person can have an impact responding to the various threats to recreational off-highway vehicle access to public lands, Club Members and Non-Voting Members must belong to one or more advocacy groups that work for the good of community.

- (a) Recognized Advocacy Groups. Members and Non-Voting Members must satisfy the advocacy requirements of Club membership by joining and maintaining their membership in one or more of the following (each an "Advocacy Group"):
 - (1) California Four Wheel Drive Association ("Cal4Wheel");

- (2) California Off-Road Vehicle Association (“CORVA”);
and
 - (3) United Four Wheel Drive Association (“United”).
- (b) Advocacy Group Status. Each Member and each Non-Voting Member is responsible for maintaining his or her membership with the Advocacy Group(s) of his or her choosing, including the timely payment of dues. Each Member and each Non-Voting Member must list their affiliation with the Club on their membership with their chosen Advocacy Group(s). Each Member and each Non-Voting Member must provide the Club Secretary with proof that he or she is a member in good standing with the Advocacy Group of his or her choosing not later than May 31 of each calendar year.
- (c) Advocacy Group Dues. The Club will no longer act as a paymaster to remit dues to Advocacy Groups on behalf of any Member or any Non-Voting Member.
- (d) Suspended/Terminated Membership. Each Member and each Non-Voting Member that fails to maintain their membership with their chosen Advocacy Group in good standing and/or fails to timely remit proof to the Club Secretary that he or she is a member in good standing with such Advocacy Group shall be suspended as a Member/Non-Voting Member of the Club until such proof is submitted. If proof is not submitted by July 31 of any year, the person shall cease to be a Member/Non-Voting Member of the Club.

Section 4.11 Enforcement of Rules. Each Member’s and each Non-Voting Member’s behavior is a reflection on the Club and, as such, each Member and each Non-Voting Member must conduct himself or herself in a responsible, respectable, safe, and orderly manner at all times. In addition, each Member and each Non-Voting Member must continually satisfy the requirements of membership. To enforce these rules, each Member acknowledges that his or her right to participate in any Club Event and his or her membership in the Club may be suspended or terminated according to the following procedures.

- (a) Violation of Rules and Policies. A Member or Non-Voting Member is in violation of the rules and policies of the Club if:

- (1) In the opinion of any Director or Trail Leader, a Member or Non-Voting Member operates his or her vehicle during a Club Event in an unsafe manner;
 - (2) A Member's or Non-Voting Member's vehicle is found during a Club Run to be out of compliance with the minimum safety requirements set forth in Section 4.9 above, as determined by any Director or Trail Leader.
 - (3) A Member or Non-Voting Member fails to satisfy any of the requirements of membership set forth in these Bylaws;
 - (4) A Member or Non-Voting Member behaves irresponsibly, with disrespect, in a disorderly and/or unsafe manner, at any time, whether or not during a Club Event.
- (b) Violation of Rules.
- (1) If a Member or Non-Voting Member fails to timely pay his or her annual dues when due (or within any grace period allowed by the Board), such Member's or Non-Voting Member's membership shall expire of its own terms effective on the last day of the Fiscal Year for which such Member or Non-Member paid his or her annual dues.
 - (2) Each Director and Trail Leader shall have the power to instruct any Member and any Non-Voting Member to immediately correct any violation of the rules of the Club and/or to immediately leave a Club Event if such Director or Trail Leader determines that a violation of the Club's rules has occurred and the Director or Trail Leader believes that such action is necessary to protect such person or others from potential injury or death or to protect property (whether or not belonging to such person) from damage. It is understood that participation in any Club Event is a privilege, not a right.
 - (3) Subject to the provisions of Section 4.10(c) below, the Board shall have the power to suspend the membership

privileges of any Member and of any Non-Voting Member if it determines that such Member or Non-Voting Member has violated the Club's rules. The Board may take such action whether or not any action was taken by a Director or Trail Leader pursuant to Section 4.10(b)(1) above.

- (4) Subject to the provisions of Section 4.10(d) below, the Members shall have the power to expel any Member/Non-Voting Member whose membership privileges have been suspended by the Board, if such expulsion is recommended by the Board and if the Members determine that such Member's/Non-Voting Member's continued affiliation with the Club is not in the Club's best interests.

(c) Suspension Hearing Procedure.

- (1) If a Director reasonably believes that a Member or Non-Voting Member has violated the Club's rules and that such Member or Non-Voting Member should be suspended, such Director shall request and the President of the Corporation shall call a meeting of the Board (or add to the agenda of a regular meeting of the Board) for the purpose of conducting a hearing to determine whether such Member/Non-Voting Member should be suspended. The meeting shall be scheduled so as to provide all Directors and the applicable Member/Non-Voting Member at least 15 days prior written notice of the proposed suspension and the reasons therefor. Notice may be given by any method reasonably calculated to provide actual notice. Any notice given by first class or registered mail shall be sent to the last address of the affected Member/Non-Voting Member shown on the Club's records.
- (2) The Board may receive such information as it deems necessary at such hearing, including receipt of any writings or oral testimony of other Members/Non-Voting Members with personal knowledge of the event or events precipitating such hearing. At the hearing, the affected

Member/Non-Voting Member may present, orally or in writing, such information or argument as the affected Member/Non-Voting Member deems appropriate to show why he or she should not be suspended.

- (3) At the conclusion of the hearing on such matter, the Board shall vote decide either:
 - (i) To suspend such Member/Non-Voting Member for a period of 3 calendar months;
 - (ii) To suspend such Member/Non-Voting Member for a period of 3 calendar months and to recommend that such Member's/Non-Voting Member's membership in the Club be terminated; or
 - (iii) To not suspend such Member/Non-Voting Member.
- (4) A decision to suspend such Member/Non-Voting Member shall be announced to the affected Member/Non-Voting Member and shall become effective five (5) calendar days after it is made.
- (5) During the period of any such suspension, the affected Member/Non-Voting Member shall not attend or participate in any Club Event and the voting rights of an affected Member shall be suspended.
- (6) If Board decides to suspend a Member/Non-Voting Member, the Board shall provide notice of such decision to both the suspended Member/Non-Voting Member and to all Members of such decision and the reasons therefor. If the Board has recommended that such Member's/Non-Voting Member's membership in the Club be terminated, the notice shall also advise that at the next regular meeting of the Members that occurs at least 15 days after the date of such notice, that the Members will be required to act on such recommendation.

(d) Expulsion Hearing Procedure.

(1) Upon recommendation by the Board that a Member's/Non-Voting Member's membership in the Club be terminated, the Members present at the meeting at which such issue was noticed shall:

(i) Receive a report by the President of the decision of the Board and the reasons therefore;

(ii) At the hearing, the suspended Member/Non-Voting Member may present, orally or in writing, such information or argument as the affected Member/Non-Voting Member deems appropriate to show why he or she should not be expelled;

(iii) Any other Member/Non-Voting Member present at such meeting may offer such oral or written statements as such Member/Non-Voting Member believes relevant to assist the Members in deciding whether to expel the suspended Member/Non-Voting Member; and

(iv) Vote, by secret ballot to expel or not expel the suspended Member/Non-Voting Member.

(2) The affirmative vote of 2/3 of the Members present at such meeting shall be required to expel the suspended Member/Non-Voting Member. The results of the election shall be tallied by the Secretary and read into the minutes of the meeting.

(3) The vote to expel a suspended Member/Non-Voting Member shall become effective 5 calendar days after such meeting, at which time such person's membership in the Club shall terminate.

Section 4.12 De-branding. Within 15 calendar days of the expiration or termination of a person's membership (whether as a Member or Non-Voting Member) in the Club, such person shall remove from his or her vehicles all magnets, stickers, or other items that include the name of the Club, its logo, or any other item

that creates the impression that such vehicle or its owner is associated with the Club in any way.

ARTICLE V MEETINGS OF THE MEMBERS

Section 5.1 Place of Meetings. All meetings of Members shall be held at such place within the State of California as is designated from time to time by either the Board, the vote of a majority of Members present at a previous meeting, or by the written consent of all Members entitled to vote thereat, which consent may be given either before or after the meeting and filed with the Secretary.

Section 5.2 Regular and Annual Meetings. Regular meetings of the Members (each “Club Meetings”) shall be held on the first Sunday of each calendar month, with the annual meeting being held on the first Sunday of December. If said day shall fall on a legal holiday or during a holiday weekend, then such Club Meeting shall be held on the next Sunday thereafter ensuing which is not a legal holiday or holiday weekend. The date, time, and location of the next Club Meeting shall be announced at the previous Club Meeting. The monthly minutes of the previous Club Meeting shall constitute written notice of the following Club Meeting. Such minutes shall be given to each Member, either personally, by first-class mail, by electronic transmission by the Club (provided such electronic transmission by the Corporation is given consistent with Sections 20 and 5510(a) of the California Corporations Code), or by other means of written communication, addressed to the Members at their respective addresses as the same appears on the books of the Club or as given by him or her to the Club for the purpose of notice. Any business may be transacted at a Club Meeting.

Section 5.3 Special Meetings. Special meetings of the Members for any purpose or purposes whatsoever may be called at any time by any Director or by Members holding not less than ten percent (10%) of the voting power of the Club. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as for Club Meetings not less than 10 nor more than 90 days before the date of such special meeting. Notice of any special meeting shall specify, in addition to the date, time and location of such meeting, the general nature of the business to be transacted and no other business may be transacted at such meeting.

Section 5.4 Electronic Participation. Members may participate in any meeting through use of conference telephone, electronic video screen communication, or other communications equipment, whenever the Board authorizes

this type of participation by resolution. The resolution must require that the Club (1) verify the identity of any Member communicating by telephone, video screen or other communication equipment and that Member's right to participate in the meeting, and (2) verify that all statements, questions, actions and votes made by telephone, video screen or other communication equipment were made by that Member and not by someone not permitted to participate as a Member.

Participation in a meeting through use of conference telephone, electronic video screen or other communication equipment pursuant to this Section 5.4 constitutes presence in person at the meeting if all of the following are true:

(a) The Member so participating has given his prior written consent to such participation consistent with California Corporations Code Sections 20(b) and 5510(a).

(b) Each Member participating in the meeting can communicate with all other participating Members concurrently.

(c) Each Member is provided the means of participating in all matters before the Members, including the capacity to propose, or interpose an objection, to a specific action to be taken by the Club.

(d) The Board of Directors adopts a resolution pursuant to this Section 5.4.

Section 5.5 Adjourned Meetings and Notice Thereof. Any Club Meeting, regular, annual, or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Members represented either in person or by proxy, but in the absence of a quorum no other business may be transacted at any such meeting.

When any Club Meeting, whether regular, annual, or special, is adjourned for forty-five (45) days or more, or if after the adjournment a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as provided above, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which adjournment is taken.

Section 5.6 Voting. At all Club Meetings, every Member (unless suspended) shall have one vote on each action item and may exercise such vote in person or by proxy. Such vote may be viva voce or by ballot; provided, however,

that all elections for Officers must be by ballot upon demand made by a Member at any election and before the voting begins.

Section 5.7 Quorum. The presence in person or by proxy of one-third of the Members of the Club shall constitute a quorum for the transaction of business. The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum, so long as any action taken (other than adjournment) is approved by at least a majority of the Members required to constitute a quorum.

Section 5.8 Consent of Absentees. The transactions of any Club Meeting, whether regular, annual or special, however called and noticed, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum is present either in person or by proxy and if either before or after the meeting each of the Members not present in person or by proxy, signs a written waiver of notice or a consent to the holding of such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 5.9 Action without Meeting. Any action which may be taken at a Club Meeting, whether regular, annual or special, may be taken without a meeting, and without prior notice, if a consent in writing, setting forth the action taken, shall be signed by not less than the minimum number of Members that would be necessary to authorize or take such action at a meeting at which all Members were present and voted.

Section 5.10 Proxies. Every Member shall have the right to vote or execute written consents either in person or by an agent or agents authorized by a written proxy executed by such Member and filed with the Secretary; provided that no such proxy shall be valid after the expiration of eleven (11) months from the date of its execution, unless the Member executing it specifies therein a greater length of time for which such proxy is to continue in force.

Section 5.11 Parliamentary Procedure. The corporation shall endeavor to follow Robert's Rules of Order for all parliamentary procedure.

ARTICLE VI DIRECTORS

Section 6.1 Powers. Subject to limitations of the Articles of Incorporation and these Bylaws, the activities and affairs of the Club shall be

conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the Club to any person or persons or committees of the Board however composed, provided that the activities and affairs of the Club shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws and permitted by law:

- (a) To conduct, manage and control the affairs and activities of the Club and to make such rules and regulations therefor not inconsistent with law, the Articles of Incorporation or these Bylaws, as they may deem best;
- (b) To act as trustee under any trust incidental to the purposes of the Club, and to receive, hold, administer, exchange and expend funds and property subject to such trust.

No assignment, referral or delegation of authority by the Board or anyone else shall preclude the Board from exercising the authority required to meet its responsibility for the conduct of the activities of the Club, and the Board shall retain the right to rescind any such delegation.

Section 6.2 Number of Directors. The authorized number of Directors is six (6). The Directors of the Club shall be those persons who then serve in the office of President, Vice President, Secretary, Chief Financial Officer, Activity Chair, and Club Delegate. The President shall have a vote on any matter before the Board only if such vote is required to break a tie.

Section 6.3 Term of Office. A Director shall hold such position only for so long as such person holds the office of President, Vice President, Secretary, Chief Financial Officer, Activity Chair, or Club Delegate.

Section 6.4 Resignation and Removal. Subject to the provisions of Section 5226 of the California Nonprofit Corporation Law, any Director may resign (both as an Officer and Director) effective upon giving written notice to the President or the Secretary, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective. A Director shall be deemed to have submitted his or her resignation effective as of the date that he or she ceases to be a Member or Non-Voting Member in good standing. A Director

may be removed (both as an Officer and Director) by the affirmative vote of two-thirds (2/3) of the Members.

Section 6.5 Vacancies. Vacancies on the Board shall be filled on an interim basis by a majority of the remaining Directors, although less than a quorum, or by a sole remaining Director. Each Director so selected shall also hold the office of the person whose death, resignation or removal caused the vacancy filled by such Director, and shall hold such office until the expiration of the term of the replaced Director and until a successor has been elected and qualified.

A vacancy or vacancies on the Board shall be deemed to exist in the case of the death, resignation or removal of any Director or if the authorized number of Directors is increased.

The Board may declare vacant the office of a Director who has been absent from three (3) or more consecutive meetings, or five (5) regular meetings in any Fiscal Year, without having been excused by resolution, or who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under Article 3 of the California Nonprofit Corporation Law.

No reduction of the authorized number of directors shall have the effect of removing any Director before the expiration of the Director's term of office.

Section 6.6 Place of Meetings. Meetings of the Board shall be held at any place within or without the State of California, as may be designated from time to time by the Board.

Section 6.7 Regular Meetings. Regular meetings of the Board shall be held without call or notice on such dates and at such times and places as may be fixed by the Board.

Section 6.8 Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by any Director. Special meetings of the Board shall be held upon four (4) days' written notice by first-class mail or forty-eight (48) hours' notice given personally or by telephone, facsimile or other similar means of communication. Any such notice shall be addressed or delivered to each director at such director's address as it is shown on the records of the Club or as may have been given to the Club by the director for purposes of notice or, if an address is not shown on the Club's records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient whom the person giving the notice has reason to believe will promptly communicate it to the recipient.

Section 6.9 Quorum. A majority of the Directors then in office shall constitute a quorum of the Board for the transaction of business, except to adjourn as provided in Section 6.13 below. Every decision or act made or done by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by law, by these bylaws, or by the Articles of Incorporation, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting. Directors may not vote by proxy.

Section 6.10 Electronic Participation. Members may participate in any meeting through use of conference telephone, electronic video screen communication, or other communications equipment, whenever the Board authorizes this type of participation by resolution. The resolution must require that the Club (1) verify the identity of any Member communicating by telephone, video screen or other communication equipment and that Member's right to participate in the meeting, and (2) verify that all statements, questions, actions and votes made by telephone, video screen or other communication equipment were made by that Member and not by someone not permitted to participate as a Member.

Section 6.11 Electronic Participation. Participation in a meeting through use of conference telephone, electronic video screen or other communication equipment pursuant to this Section 6.11 constitutes presence in person at the meeting if all of the following are true:

- (a) The Director so participating has given his prior written consent to such participation consistent with California Corporations Code §§ 20(b) and 5211(a)(6).

(b) Each Director participating in the meeting can communicate with all other participating Directors concurrently.

(c) Each Director is provided the means of participating in all matters before the Directors, including the capacity to propose, or interpose an objection, to a specific action to be taken by the Club.

Section 6.12 Waiver of Notice. Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to such director before the meeting or at its commencement. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 6.13 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given before the time of the reconvened meeting to the Directors who were not present at the time of the adjournment.

Section 6.14 Action without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action; provided, however, that the consent of any Director who has a material financial interest in a transaction to which the Club is a party shall not be required for approval of that transaction. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 6.15 Rights of Inspection. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Club.

Section 6.16 Fees and Compensation. Directors shall not be compensated for their services; it being understood that such service is entirely voluntary; provided however, the Board may approve the reimbursement of a Director's actual and necessary expenses incurred in the conduct of the Club's business.

Section 6.17 Standard of Care.

- (a) A Director shall perform the duties of a director, including duties as a member of any committee of the Board on which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the Club and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.
- (b) In performing the duties of a director, a Director shall be entitled to rely on information, opinion, reports or statements, including financial statements and other financial data, in each case prepared or presented by:
 - (1) Another Director or Member of the Club whom the Director believes to be reliable and competent in the matters presented;
 - (2) Legal counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence; or
 - (3) A committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence, so long as in any such case, the director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

ARTICLE VII
OFFICERS

Section 7.1 Officers. The officers of the Club shall be the President, Vice President, Secretary, Chief Financial Officer, Activity Chair, and Club Delegate. A person may not hold more than one office at any given time. In order to hold office, a person must be a Member or Non-Voting Member in good standing.

Section 7.2 Election. The officers of the Club, except such officers as may be elected in accordance with the provisions of Section 6.5 above, shall be elected by the Members at the annual Club Meeting, shall take office on the first day

of January immediately following their election and shall hold their respective offices until their death, resignation, removal or other disqualification from service, or until their respective successors shall be elected and assume such office.

Section 7.3 President. The President is the general manager and chief executive officer of the Club and Chairman of the Board, and has, subject to the control of the Board, general supervision, direction and control of the business and officers of the Club. The President shall preside at all meetings of the Board and at all Club Meetings. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed from time to time by the Board. The President shall have the authority to expend up to Five Hundred Dollars (\$500.00) in any calendar month to pay corporate expenses without first obtaining the approval or consent of either the Board or the Members. All such expenditures, however, shall be reported to the Chief Financial Officer as they are incurred.

Section 7.4 Vice President. In the absence or disability of the President, the Vice President shall perform all the duties of the President and, when so acting, shall have all the powers have, and be subject to all the restrictions upon, the President. The Vice President shall also serve as chair of the Moonlight Madness Committee, coordinate Club Runs, fill out land use forms for such Club Runs, either serve or appoint a Member to serve as Trail Leader for each Club Run, and have such other powers and perform such other duties as from time to time may be prescribed by the Board.

Section 7.5 Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board, all Club Meetings, and all committee meetings, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California, the original or a copy of the Club's Articles and Bylaws, as amended to date. The Secretary shall keep the seal of the Club (if any) and shall affix the same on such papers and instruments as may be required in the regular course of business, but failure to affix it shall not affect the validity of any instrument.

The Secretary shall give, or cause to be given, all notices of meetings of the Board, Club Meetings, and committees meetings required by these Bylaws or by law to be given, and shall distribute the minutes of Club Meetings and meetings of the Board to all Members promptly after the meetings. The Secretary shall see that all reports, statements and other documents required by law are properly kept or

filed, except to the extent the same are to be kept or filed by the Chief Financial Officer. The Secretary shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

Section 7.6 Chief Financial Officer. The Chief Financial Officer of the Club shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Club, including accounts of its assets, liabilities, receipts and disbursements. The books of account shall at all times be open to inspection by any Director.

The Chief Financial Officer shall deposit all moneys and other valuables in the name and to the credit of the Club with such depositories as may be designated from time to time by the Board. The Chief Financial Officer shall disburse the funds of the Club as may be ordered by the Board, and shall render to the President and directors, upon request, an account of all transactions as Chief Financial Officer and of the financial condition of the Club. The Chief Financial Officer shall present to the Board at all regular meetings an operating statement and report since the last preceding regular meeting of the Board. The Chief Financial Officer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

Section 7.7 Activity Chairperson. The Activity Chairperson is responsible for providing notice to all Members and Non-Voting Members of Club Events. The Activity Chairperson is also responsible for organizing club social events and membership outreach opportunities (e.g., Big Hat Days, Clovis Fest, Christmas Electric Light Parade, etc.), fundraisers (e.g., car washes, swap meets, etc.), and charitable opportunities (e.g., toy drives, coats for kids, etc.).

Section 7.8 Club Delegate. The Club Delegate is responsible to represent the Club at all approved advocacy group meetings and at their respective annual convention (if any) and to keep the Members and Non-Voting Members informed of each group's activities. The Club Delegate shall be reimbursed for the cost of attendance at such events, including mileage, food, and lodging, at such rates and subject to such maximum rates or per diem allowances as shall be fixed by the Board from time to time.

ARTICLE VIII COMMITTEES

Section 8.1 Committees. The President, subject to the limitations imposed by the Board, or the Board itself may create committees, either standing or special, to serve the Board which do not have the powers of the Board. The President,

with the approval of the Board, shall appoint members to serve on such committees, and shall designate committee chairs. Each member of a committee shall continue as such until the next annual election of officers and until his successor is appointed, unless the member shall sooner resign or be removed from the committee. Committee members must be a Member or Non-Voting Member in good standing.

Meetings of a committee may be called by the President, the chair of the committee or a majority of the committee's members. Each committee shall meet as often as is necessary to perform its duties. Notice of a meeting of a committee may be given at any time and in any manner reasonably designed to inform the committee members of the time and place of the meeting. A majority of the members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. Each committee may keep minutes of its proceedings and shall report periodically to the Board. A committee may take action by majority vote.

Any member of a committee may resign at any time by giving written notice to the chair of the committee or to the President. Such resignation, which may or may not be made contingent upon formal acceptance, shall take effect upon the date of receipt or at any later time specified in the notice. The President may, with prior approval of the Board, remove any appointed member of a committee.

A vacancy in any committee or any increase in the membership thereof shall be filled for the unexpired portion of the term by the President with approval of the Board.

Section 8.2 Nominating Committee. A Nominating Committee of three (3) members of the Board shall be elected by a ballot vote of the Board of Directors, immediately upon adoption of these Bylaws and thereafter at the first regular Board meeting following the annual Club Meeting. A plurality vote shall elect and the member receiving the highest number of votes shall serve as chair of the Nominating Committee.

The Nominating Committee shall continually screen and consider the qualifications of potential candidates for officers of the Club and shall, from time to time throughout the year, submit to the Board the names of persons recommended for such positions. The Nominating Committee shall carry out the responsibilities assigned to it under ARTICLE IX below. To assure proper screening and consideration of candidates, members of the Board should make recommendations to the Nominating Committee at least thirty (30) days before the election.

Section 8.3 Moonlight Madness Committee. A Moonlight Madness Committee of five (5) Members shall be elected by the Board of Directors,

immediately upon adoption of these Bylaws and thereafter at the second regular Board meeting following Moonlight Madness. The Vice President shall serve as chair of this committee and is responsible for the overall planning, logistics, coordination, and operation of Moonlight Madness. The other members of this committee shall be designated Registration Chair, Raffle Chair, Camp Chair, and Tech Chair.

Registration Chair shall be responsible for registration of Moonlight Madness participants, including, without limitation, the organization of registration packets, registering participants, and the collection of entry fees and other payments associated with participant's purchase of Club merchandise. Registration Chair is responsible for coordinating registration with the Club Merchandise Committee.

The Raffle Chair is responsible for organizing the Moonlight Madness raffle. This includes, without limitation, coordinating the solicitation of donations of raffle prizes by Members, the organization of raffle prizes into packages, ensuring that the raffle prizes are timely delivered to base camp, the safekeeping of such raffle prizes until the raffle occurs, and the operation of the raffle itself.

The Camp Chair is responsible for planning and coordinating base camp at Moonlight Madness. This includes setup and takedown of registration, the operation of all radios, video equipment, generators, and other equipment used by the Club in base camp at Moonlight Madness. Camp Chair is responsible to ensure that all such equipment is timely delivered to and from the Club's storage facilities and base camp.

The Tech Chair is responsible for coordinating and overseeing the technical inspection of all Moonlight Madness participants' vehicles. The Tech Chair is responsible for establishing minimum safety requirements for all participants, which safety requirements shall be at least as stringent as those required of Members (see Section 4.9 above), except functioning radios shall not be required of participants.

Section 8.4 Adopt-A-Trail Committee. An Adopt-A-Trail Committee of three (3) Members shall be elected by the Board of Directors, immediately upon adoption of these Bylaws and thereafter at the first regular Board meeting following the annual Club Meeting.

The Adopt-A-Trail Committee will be responsible for all communications with the Sierra National Forest Service representatives. At least one member of such committee shall attend Forest Service Volunteer Meetings on behalf of the Club and report information obtained to the Members at the next following

Club Meeting. It is the duty of the Adopt-A-Trail Committee to keep the Members informed about changes in Forest Service policy, procedures, and/or documents relating to motorized vehicular access to public lands, including, without limitation, the Motor Vehicle Use Map, Record of Decisions applicable to the Sierra National Forest, NEPA studies and decisions affecting the Bald Mountain Trail System and those in the vicinity thereof.

The Adopt-A-Trail Committee will also coordinate Work Days within the Bald Mountain Trail System, including Base Camp. A member of the Adopt-A-Trail committee will conduct a tailgate safety meeting prior to entering the trail at each Work Day, and shall require all participants at such Work Day to sign in at the beginning and to sign out at the conclusion (or such earlier time as a participant leaves) of each Work Day. Such sign-in sheets shall be delivered to the Secretary for inclusion in the Club's records and copies will be provided to the Forest Service representative upon request.

Section 8.5 Adopt-A-Highway Committee. An Adopt-A-Highway Committee of three (3) Members shall be elected by the Board of Directors, immediately upon adoption of these Bylaws and thereafter at the first regular Board meeting following the annual Club Meeting.

The Adopt-A-Highway Committee will be responsible for all communications with the State of California Department of Transportation ("CalTrans") representatives. The Adopt-A-Highway Committee will also coordinate highway clean-up Work Days, which shall include not less than two (2) weeks advance notice to the Members and Non/Voting Members and not less than five (5) days advance notice to CalTrans of the time and date set for each Work Day. A member of the Adopt-A-Highway committee will conduct a tailgate safety meeting prior to each such Work Day, and shall require all participants at such Work Day to sign in at the beginning and to sign out at the conclusion (or such earlier time as a participant leaves) of each Work Day. Such sign-in sheets shall be delivered to the Secretary for inclusion in the Club's records and copies will be provided to CalTrans upon request.

The Adopt-A-Highway Committee will also be responsible for all supplies required for highway clean-up Work Days and shall be responsible to order additional supplies from CalTrans, as needed. The Adopt-A-Highway Committee shall be responsible to care for such supplies between such Work Days and shall be responsible to deliver such supplies to such Work Day site. The Adopt-A-Highway Committee shall maintain an inventory of all such supplies and provide same to the Secretary when requested, but not less frequently than annually.

Section 8.6 Social Media Committee. A Social Media Committee of two (2) Members shall be elected by the Board of Directors, immediately upon adoption of these Bylaws and thereafter at the first regular Board meeting following the annual Club Meeting. The Social Media Committee shall edit and update the Club's Web Page and social media sites. The Social Media Committee shall ensure that the date, time and location of all scheduled Club Events, Club Meetings, and meetings of the Board of Directors are timely posted. In addition, the Social Media Committee shall post reports of each Club Event. Unless authorized by the Board of Directors, minutes of Club Meetings and meetings of the Board of Directors shall be posted on private sites, only.

Section 8.7 Club Merchandise Committee. A Club Merchandise Committee of two (2) Members and/or Non-Voting Members shall be elected by the Board of Directors, immediately upon adoption of these Bylaws and thereafter at the first regular Board meeting following the annual Club Meeting. The Club Merchandise Committee will be responsible for all inventories of club merchandise, including, without limitation, club apparel, decals, and window stickers. The Club Merchandise Committee shall obtain quotes for the purchase of additional inventory and make recommendations to the Board regarding such purchases. No inventory may be ordered, however, without first obtaining Board approval.

The Club Merchandise Committee shall be responsible for all sales of club merchandise. This includes tracking all orders (including the name of the purchaser, whether or not such purchaser is a Member, the items purchased, the purchase price and sales tax due with respect to such order, and the amount of any deposit received). The Club Merchandise Committee shall collect all sums due on any order upon delivery of the club merchandise to the purchaser. All monies shall promptly be remitted together with all paperwork documenting such order/sale to the Chief Financial Officer. The Club Merchandise Committee shall maintain a physical inventory of all club merchandise on a first in, first out basis and provide same to the Chief Financial Officer when requested, but not less frequently than annually.

ARTICLE IX NOMINATIONS AND ELECTIONS

Section 9.1 Nominations. The Nominating Committee, after obtaining the consent of each candidate, shall distribute to each Member, at least thirty-five (35) days before the annual Club Meeting, a notice setting forth a proposed slate of candidates for any officer position to be filled.

Section 9.2 Additional Nominations for Officers. Additional nominations for any Officer position to be filled after obtaining the consent of the nominee may be made orally at the Club Meeting immediately preceding the annual Club Meeting by any Member.

Section 9.3 Elections. The ballot submitted to the Members by the Nominating Committee shall include all of the nominees selected under Section 9.1 and Section 9.2. Each Office shall be filled by the person elected by majority vote of the Members present (in person or by proxy) at the annual Club Meeting.

Section 9.4 Notification. The Nominating Committee shall promptly notify candidates of the outcome of the election.

ARTICLE X CONTRIBUTIONS AND DEPOSITORIES

Section 10.1 Contributions. Any contributions, bequests or gifts made to the Club shall be accepted or collected and deposited only in such manner as shall be designated by the Board of Directors.

Section 10.2 Depositories. The Board of Directors shall determine what depositories shall be used by the Club as long as such depositories are located within the State of California, are authorized to transact business by the State of California and are federally insured. All checks and orders for the payment of money from said depositories shall bear the signature of the President and shall be countersigned by the Chief Financial Officer.

ARTICLE XI SELF-DEALING TRANSACTIONS

Section 11.1 Definition. For purposes of these Bylaws, a “self-dealing transaction” shall be any transaction to which the Club is a party and in which a Director (an “interested director”) or such director’s spouse, parent or child has a material financial interest, except that none of the following-listed transactions will be deemed a self-dealing transaction, although they are subject to the general standard of care by the Board:

- (a) A transaction which is part of a public or charitable program of the Club if the transaction is (1) approved or authorized by the Club in good faith and without unjustified favoritism, and (2) results in a benefit to one or more Directors or their families

because they are in a class of persons intended to be benefitted by the program;

- (b) A transaction of which the interested Director or Directors have no actual knowledge, and which does not exceed the lesser of one percent (1%) of the gross receipts of the Club for that Fiscal Year or One Hundred Thousand Dollars (\$100,000).

Section 11.2 Action of the Board. If a transaction is a self-dealing transaction, the interested Director has the burden of showing the following to sustain the validity of the transaction:

- (a) That before consummating the transaction or any part thereof the Board authorized or approved the transaction in good faith by vote of a majority of the Directors then in office without counting the votes of any interested Directors and with knowledge of the material facts concerning the transaction and the interested Directors' interest in it.
- (b) That either:
 - (1) Before authorizing or approving the transaction, the Board considered and in good faith determined after reasonable investigation under the circumstances that the Club could not have obtained a more advantageous arrangement with reasonable effort under the circumstances; or
 - (2) The corporation in fact could not have obtained a more advantageous arrangement with reasonable effort under the circumstances;
 - (i) That the Club entered into the transaction for its own benefit; and
 - (ii) That the transaction was fair and reasonable as to the Club at the time the Club entered into the transaction.

Section 11.3 Interested Director's Vote. In determining whether the Board has validly met to authorize or approve a self-dealing transaction, interested directors may be counted in determining the presence of a quorum, but an interested

director's vote cannot count toward the required majority for authorization, approval or ratification of the transaction.

Section 11.4 Prior Approval by the Attorney General. Remedies specified in the California Nonprofit Corporation Law for an improper self-dealing transaction shall not be available if the Attorney General of the State of California approves the transaction before its consummation. The corporation may seek the approval of the Attorney General by application setting forth all relevant and material facts.

Section 11.5 Persons Liable and Extent of Liability. If a self-dealing transaction has not been approved as provided above, the interested director or directors may be required to do such things and pay such damages as in the discretion of a court will provide an equitable and fair remedy to the Club, taking into account any benefit received by it and whether the interested director or directors acted in good faith and with the intent to further the best interests of the Club.

Section 11.6 Statute of Limitations. An action to remedy an improper self-dealing transaction, brought by a proper party as defined by Section 5233(c) of the California Nonprofit Corporation Law to remedy an improper self-dealing transaction, must be commenced either:

- (a) Within two (2) years after written notice setting forth the material facts of the transaction was filed with the Attorney General in accordance with the Attorney General's regulations; or
- (b) If no such notice is filed, within ten (10) years after the cause of action accrued.

Section 11.7 Corporate Loans and Advances. The corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer, unless approved by the Attorney General; provided, however, that the Club may advance money to a director or officer of the Club or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director, provided that in the absence of such advance such director or officer would be entitled to be reimbursed for such expenses by the Club or any subsidiary.

Section 11.8 Annual Statement of Certain Transactions. The annual statement required by Section 6322 of the California Nonprofit Corporation Law shall be furnished to the directors for any Fiscal Year in which a transaction or indemnification described in (a) or (b) below took place:

- (a) A transaction in which the Club was a party and a director or officer of the Club had a direct or indirect material financial interest; or
- (b) Any indemnification or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the Fiscal Year to any officer or director of the Club.

Such statement shall be mailed or delivered to the directors within one hundred twenty (120) days after the close of the Club's Fiscal Year.

ARTICLE XII OTHER PROVISIONS

Section 12.1 Validity of Instruments. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Club and any other person, when signed by the President or Vice President and the Secretary or Chief Financial Officer of the Club, shall be valid and binding on the Club in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person(s) and in such manner as from time to time shall be determined by the Board and, unless so authorized by the Board, no officer, agent or employee shall have the power or authority to bind the Club by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 12.2 Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. In these Bylaws the masculine gender shall include the feminine and the singular case shall include the plural, except as the context otherwise requires. The captions and headings in these Bylaws are for convenience only and are not intended to limit or define the scope or effect of any provision.

Section 12.3 Authority to Vote Securities. The President or any other officer(s) authorized by the Board are each authorized to vote, represent and exercise on behalf of the Club all rights incident to any and all voting securities of any other corporation(s) standing in the name of this corporation. The authority granted herein may be exercised either in person or by any person authorized to do so by proxy or by power of attorney executed by the President or authorized officer.

Section 12.4 Fiscal Year. The Fiscal Year of the Club shall commence July 1 and end the following June 30.

Section 12.5 Private Foundation Status. This corporation is organized for charitable purposes and intends to qualify under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law. This corporation does not intend to be a “private foundation” as defined in Section 509 of the Internal Revenue Code, as amended. However, if during any period or periods this corporation is deemed to be a “private foundation,” this corporation will:

- (a) Distribute its income for each taxable year (and principal, if necessary) at such time and in such manner as not to subject the Club to the tax or undistributed income imposed by Section 4942 of the Internal Revenue Code or corresponding provisions of any later federal tax laws;
- (b) Not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws;
- (c) Not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws;
- (d) Not make any investments in such manner as to subject this corporation to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws; and
- (e) Not make any “taxable expenditures” as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

ARTICLE XIII INDEMNIFICATION AND INSURANCE

Section 13.1 Indemnification. The Club shall, to the maximum extent permitted by the California Nonprofit Corporation Law, and in accordance with that law, indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was an agent of the Club.

Section 13.2 Insurance. The corporation may purchase and maintain insurance on behalf of any agent of the Club against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Club would have the power to indemnify the agent against such liability under provisions of this Article, except for insurance to indemnify any agent of the Club for a violation of Section 5233 of the California Nonprofit Corporation Law (self-dealing transactions).

Section 13.3 Agents. For purposes of this Article, an "agent" of the Club includes any person who is or was a director, officer, employee or other agent of the Club, or is or was serving at the request of the Club as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XIV DISSOLUTION

Upon receipt of a written petition signed by 10% of the Members or upon motion made by a majority of Directors, the Board of Directors shall instruct the Secretary to provide written notice to all Members and all Non-Voting Members that the dissolution of the Club has been proposed. Said notice shall also set forth the date, time and location of the meeting (whether a Club Meeting or special Member's meeting) at which the proposal shall be considered and voted upon, which date shall not be earlier than 30 days after the date of such notice.

Unless any of the provisions of Section 6610(b) of the California Corporations Code apply, the Club may elect to voluntarily wind up and dissolve by approval of a majority of all Members or by approval of 80% of the Members present at such meeting, whichever is greater. An election to voluntarily wind up and dissolve the Club may be revoked by approval of a majority of all Members or by approval of 80% of the Members present at such meeting, whichever is greater.

If the Club elects to voluntarily wind up and dissolve, the Board shall continue to act as a board and shall have full powers to wind up and settle the Club's affairs. The corporation shall cease to conduct its activities except during such period as the Board may deem necessary to preserve the Club's goodwill or going-concern value pending a sale or other distribution of its assets. The Board shall timely issue such notices and file such certificates as are then required by law to be given to or filed with the California Attorney General and/or the California Secretary of State. On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the Club, the remaining assets of this corporation shall be distributed to such nonprofit public benefit corporation(s)

as is(are) selected by the Board, but any such recipient must be an entity organized and operated exclusively for charitable, religious, scientific, testing for public safety, literary, or educational purposes, fostering national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, that has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, and which has established its tax exempt status under Section 23701d of the California Revenue and Taxation Code or the corresponding section of any future California revenue and tax law.

ARTICLE XV AMENDMENTS

Amendments to these Bylaws may be proposed, orally or in writing, by any Member or any Director, at any Club Meeting (whether regular or special). Amendments may be approved by the Members at any Club Meeting occurring not earlier than 60 days after the amendment was proposed. Between the date that the amendment was proposed and the meeting at which such amendment may be voted upon, the officers of the Club shall draft language consistent with the proposed amendment (the "Amendment") and circulate same to the Members for consideration. Revisions to the Amendment may be proposed and discussed at each Club Meeting up to and including the Club Meeting at which the Amendment, as so revised, is adopted.

CERTIFICATE OF SECRETARY

I do hereby certify:

1. That I am the duly elected Secretary of Clovis Independent 4 Wheelers, a California nonprofit public benefit corporation; and

2. That the foregoing Bylaws, comprising 32 pages, excluding this page, constitute the Bylaws of the Club as duly adopted by action of the Members of the Club duly taken on _____.

IN WITNESS WHEREOF, I have subscribed by name to this certificate this ____ day of _____.

Secretary

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