



USAJEEPOWNERS INC.

FOUNDERS - RUI AND JUNE DEMELO

EST. - 2010

January 11, 2010

BY-LAWS

ARTICLE I

Name

This corporation established January 11, 2010 will be known as "USAJEEPOWNERS Inc. ".

In note USAJEEPOWNERS.com ® Domain Name and Website is owned by Rui A Demelo & will be leased to USAJEEPOWNERS Inc...

For the purpose of this club and in reference to the bylaws and any other legal document the term 'vehicle' shall refer specifically to vehicles made by the manufacturer 'Jeep'. USAJEEPOWNERS Inc. is a Jeep specific club.

ARTICLE II

Purpose

The purpose of this club is to be organized as follows;

- To socialize with other members and other clubs.
- To explore, maintain, preserve and enjoy, with our fellow club members the off-highway portions of our States.
- To be readily available, when called upon, to help in emergencies where our 4 wheel drive vehicles and personnel are needed.
- To support "regional 4WD associations".

This club shall operate without profit, shall be nonpartisan and nonsectarian.

ARTICLE III

Membership

Section 1: Probationary Member

any legally licensed, registered, and insured vehicle owner at least eighteen (18) years of age.

Potential members are voted to a probationary status by the majority of voting members attending the annual or quarterly meeting, and shall not be entitled to vote upon any matter until after a period that lasts a minimum of 90 days. **Club dues are non refundable.** The following requirements must be met before becoming eligible for voting member status.

Probationary member's vehicle must pass required equipment.

- A Probationary Member, and vehicle, must attend 2 Club sanctioned trail rides within ninety (90) days of probationary acceptance; the ninety-day period can be extended to meet the requirements.
- Probationary members who do not abide by the clubs rules and by-laws will not be eligible for voting member status.



USA JEEP OWNERS INC.

FOUNDERS - RUI AND JUNE DEMELO

EST. - 2010

Any member denied membership status must wait one full year before they are allowed to reapply.

Section 2: Voting Members

Membership is a individual membership, with Family Members always Welcome to attend with our members, if you have one vehicle and one driver, then you only need one application, so you (as a couple) only get one vote.

If a member has more than one vehicle and driver, or if a Club members family member wants to be individually involved with the club and/or vote on issues, as the original family member does, then additional memberships would be required.

Persons seeking membership in this club as regular voting members must meet the following requirements:

- Must have completed probation requirements.
- Be a legally licensed driver, at least 18 years of age.
- Must show proof of adequate 'in-force' vehicle insurance.
- Agree to pay the club dues as set forth by the club at the Annual Meeting.

The above requirements must be met before qualifying for membership. New members are voted in by a vote of the members present at the Quarterly/Annual Meeting. Members accumulating majority Votes will become a good standing member. The prospective member will be temporarily excused from the meeting at which he/she is nominated for membership.

Membership dues are non refundable.

Section 3: Honorary Members

Honorary Members will be nominated by the Board of Directors, and by Majority vote of the club voting membership any suitable person or business may be elected to Honorary Membership in the club. They will pay no dues, shall not vote, and shall not be entitled to hold any office in the club.

Section 4: Founding Member

The Founding Members are the members that formed the Club, its rules, and financially supported the Club's startup. Additional benefits may be added from time to time at the discretion of the Board of Directors. Founding Members may not benefit financially from the Club's assets.

The Founding Members include Rui & June DeMelo.

Section 5: Dues

The yearly dues of each vehicle member and associate member of the club shall be such date as designated by the Board of Directors. *Yearly Dues must be paid within 30 days of the due date.*



USAJEEPOWNERS INC.

FOUNDERS - RUI AND JUNE DEMELO

EST. - 2010

Dues for new members are due the day they are voted into the club and are payable within 7 days of that date.

Section 6: Sale of Vehicle

Upon sale of a vehicle, the member must remove all club decals and emblems, **USAJEEPOWNERS** decals and other Association decals and emblems from their vehicle. Any member leaving this club under unfavorable conditions shall return all evidence of club membership.

ARTICLE IV

Meetings

Section 1: Quarterly Meetings

Quarterly Meetings of the club shall be held at such time and place as selected by the BOD's and Officers and will be the only time New Members are eligible to gain Club Membership Status.

Section 2: Annual Meeting

The annual meeting shall be on a Saturday of January of each year. Notice of location of every annual meeting of the club shall be posted via website to every member of the club at least two weeks before the date of such meeting.

At the Annual Meeting, the order of Business shall be:

- Minutes of the previous meeting.
- Reports of Officers and Board of Directors.
- Accomplishments of the past year and progress reports.
- Vote on proposed bylaws changes.
- Propositions by members on the direction of the club, events, programs, etc.

Section 3: Special Meetings

A special meeting of the club may be called by the Board of Directors or whenever one-third of the voting members of the club shall make a written request to the President for the same, specifying the object of the meeting, provided that not less than five days written notice of such special meeting shall be given to the members.

Section 4: Conduct of Meetings

All meetings shall be conducted according to parliamentary laws, and open discussion from the floor on all measures shall be permitted and encouraged.

ARTICLE V

Duties of Board of Directors

The Board of Directors shall have the power to manage all affairs of the club, on any and all questions relating in any manner what so ever to the club, and to make all contracts necessary for the proper transaction of all business. The business of this organization shall be managed by the Board of Directors consisting of (2) members, together with the officers of this organization.



USA JEEP OWNERS INC.

FOUNDERS - RUI AND JUNE DEMELO

EST. - 2010

Vacancies in the Board of Directors shall be appointed by the remaining members of the Board of Directors.

They shall have entire jurisdiction over all matters pertaining to the care, conduct, control, supervision, and management of the club and its finances and all appropriations shall be made by them, provided, however, that the general membership shall have final control and direction over the daily affairs of the club, and the Board of Directors may by motion veto the decisions and actions of the Officers and General Membership.

It shall be the duty of the said Board of Directors to prescribe and publish rules regulating the use and occupancy of the rooms of the club, and the care and protection of its property.

The Board of Directors shall have the following specific powers:

- To appoint Committee Chair people and Delegates to the different Associations of which this club may be a member of for the purpose of conferring with any Association or club with respect to any matter in which this club may be concerned.
- To make rules for the conduct of the members of the club and for their use of the club property.
- To suspend or expel a member for any conduct in violation of rules or behavior improper or pre-judicial to the interests of the club.
- To fix and enforce penalties for the violation of club rules.
- To prescribe rules for the admission of strangers or guests to the privileges of the club.
- To call special meetings of the club to consider special subjects.
- To prescribe additional duties for any officers, in addition to those herein set forth

The Position of Rui & June DeMelo as B.O.D is not eligible for nomination until they resign from their position

Duties of Officers

The officers of the Club shall be President, Vice President, Secretary, and Treasurer. Only a Standing Member is eligible to serve as an officer of the club. The Board of Directors may appoint such officers as it deems necessary for the efficient operation of the Club and its affairs.

Section 1: President

The President shall preside at all meetings of the club and Board of Directors, enforce all laws and regulations of the club. He/she shall perform such other duties as shall be imposed upon him/her by resolution of the Board of Directors. The President shall, with the Secretary, sign all written contracts and written obligations of the club. The President shall have the power to appoint committees and other positions whenever it becomes necessary.

The Position of Club President is not eligible for nomination until the current President resigns from the position.

Section 2: Vice-President

In the absence of the President, his/her duties shall be performed by the Vice-President. In the event of the death or disability of the President, the Vice-President shall assume the duties of the



USAJEEP OWNERS INC.

FOUNDERS - RUI AND JUNE DEMELO

EST. - 2010

President for the remainder of his/her term and the Board of Directors shall appoint a member of the club to fill the Office of the Vice- President until the next general election. Any Club Member in good standing is eligible for this position.

Section 3: Secretary

The Secretary shall keep minutes and other official reports of the club. The Secretary shall keep records, books, documents, and papers relating to the club in such place as shall be designated by the Board of Directors. The Secretary shall perform such other duties as may be assigned by the Board of Directors. Any Club Member in good standing is eligible for this position.

Section 4: Treasurer

The Treasurer shall keep account of all money received by him/her and deposit same in the name of the club in such bank as designated by the Board of Directors. He or she shall not pay out any money of the club except in such manner and for such purpose as shall be authorized by motion or resolution of the Board of Directors.

The Treasurer shall not be responsible for money or funds the club paid out or disbursed upon checks or vouchers therefore which have been properly signed by the Treasurer and President. At each monthly meeting of the membership, he/she shall make a statement of the financial condition of the club, and the membership shall, by motion, approve said report at the ANNUAL meeting. He/she shall submit a detailed report of the financial condition of the club, by accountants or a finance committee designated by the Board of Directors. Any Club Member in good standing is eligible for this position.

ARTICLE VI

Elections

The Officers currently holding a position are automatically nominated for the following years elections, unless they wish to resign. There is no limit on the number of consecutive terms an officer may hold a position.

Other nominees for the 4 electable positions – President, Vice President, Treasurer, Secretary, shall be nominated by the voting members present at the November meeting. In order for someone to be nominated to an elected position, he/she must be a good standing member for no less than ONE year consecutively. A list of nominees, including the current officers and nominees from the November meeting, will be printed on a ballot and will be put to a vote by the voting members present at the December meeting. Votes will be counted by the President and 2 non nominated voting members. Results of the elections will be announced before that meetings end.

The elected officers from the December meeting will take office after the Annual Meeting (second Saturday in January). Officers shall serve until their successors have been elected and dully installed.



USAJEEPOWNERS INC.

FOUNDERS - RUI AND JUNE DEMELO

EST. - 2010

ARTICLE VII

Vehicles and Mandatory Equipment

The following requirements must be met before a member's vehicle is allowed to attend any trail ride. Vehicles must be 4wd Jeep sport utility vehicles with a low range transfer case. Minimum tire size shall be 30". Recovery points are mandatory front and rear. Front and rear hooks, tow shackles, or tow rings rated at 1.5 times the weight of your vehicle, secured with either grade 5 or grade 8 hardware must be attached to the frame of the vehicle. A properly mounted receiver hitch to the frame of the vehicle is allowed. Hitch balls are not acceptable points for recovery. A hitch pin cannot be used as a tow point inside a receiver tube. All non-hard top Jeeps must have a roll bar. All vehicles must have seat belts for ALL occupants, which must be worn while vehicle is in motion.

Vehicles must be legally registered, insured, and inspected.

All vehicles must have a tow strap with loops (no hooks) and a spare tire within 10% of the tires being run on the vehicle. No undersize or temporary spares will be allowed. Steel whip antennas must be tied down.

It is highly recommended you have an AAA Membership and equip your vehicle with a multipurpose fire extinguisher, first aid kit, CB or other form of 2 way communication. Any discrepancies are at the sole discretion of the Board of Directors.

ARTICLE VIII

Guest Vehicles

Guest Vehicles Will Only Be Allowed per approval of the President or Vice President and under the following conditions:

- One guest vehicle per club member, per run, with club member in attendance.
- Seven days advance notice to club president or vice president.
- Guest vehicle owner signs waiver of indemnity and liability.
- Meets all club minimum equipment requirements.
- Subject to all club rules while riding with **USAJEEPOWNERS**.
- Limited to one run per year without submission of an application for membership.

ARTICLE IX

Conduct

All members of the club are required to drive their vehicles in a safe and courteous manner, respect the rights of property owners and not willfully or wantonly destroy, remove or damage in any way the property of another club member or property owner. Members are expected to obey the orders of the assigned trail leader in regards to keeping the event safe and moving along. Any unnecessary risk taking is discouraged and will be addressed by the Board of Directors as soon as possible.



USAJEEPOWNERS INC.

FOUNDERS - RUI AND JUNE DEMELO

EST. - 2010

No alcoholic beverages or illegal substances will be consumed during a club run. All trash generated by club members will be removed by the club. Failure to comply may result in the suspension or removal of a member.

ARTICLE X

Suspension or Removal of a Member

All members of **USAJEEPOWNERS** are expected to conduct themselves in an appropriate manner. Should it be necessary to suspend or remove a member from the club for inappropriate behavior, a vote of not less than 2/3 (two-thirds) of the Board of Directors will be required and the offending member shall be informed in writing within seven days stating the reasons for his/her suspension or removal. A member has the right to appeal this decision within 30 days in writing to the club president. The president will set up a hearing for the member to hear his case with the Board. The Board's decision will be final.

ARTICLE XII

Conflicts Of Interests, Events

A club member, regardless of position or status, will accept no gratuities, gifts, prizes or money on behalf of himself/ herself while soliciting for donations from manufacturers, specialty shops or other concerns for the benefit of **USAJEEPOWNERS**. Also, members soliciting for the club shall exempt themselves from any raffle or drawing in which they had a part in securing prizes and/ or services for.

ARTICLE XIII

Voting

At times a general consensus of the club will be required and a membership vote will be necessary. All members in good standing are entitled to vote and are encouraged to do so. A member has one vote. There are no non-member votes. In the event of a tie, the President will cast the deciding vote, unless it is for his own election to office. The decision then rests with the Board of Directors by a 2/3-majority vote.

ARTICLE XIV

Committees

A committee shall consist of not less than three persons with at least one committee member being the committee chairperson, the committee's chairperson reports directly to the Board of Directors. Club Members may serve on no more than two committees and can only hold one committee chairperson seat at a time.

ARTICLE XV

Authority

All proceedings shall be governed by these by-laws, standard operating procedures promulgated by majority vote of the Board of Directors.



USAJEEPOWNERS INC.

FOUNDERS - RUI AND JUNE DEMELO

EST. - 2010

ARTICLE XVI

Amendments

Any amendments to an article must be approved by a majority vote of the Board members present at any scheduled meeting. At minimum, 51% of the Board must be present to enact any article amendments. All Board members shall be advised no less than 30 days prior to any scheduled board meeting. Any Board members not in attendance shall be informed of changes to amendments in writing within 30 days.

ARTICLE XVII

Dissolution

Upon resolution to dissolve **USAJEEPOWNERS Inc** the assets of the club shall be distributed in accordance with the Massachusetts laws governing such actions as this is the state the club is headquartered and incorporated in.



USAJEEPOWNERS INC.



USAJEEPOWNERS INC.

FOUNDERS - RUI AND JUNE DEMELO

EST. - 2010

Certification

These Bylaws were adopted at the first meeting of the Board of Directors on this 11th day of January 2010.

Rui DeMelo – Board Member

USAJEEPOWNERS Inc.

June DeMelo – Board Member

USAJEEPOWNERS Inc.