

WASATCH CRUISERS BY-LAWS

Effective Date: December 15, 2014

Article I - NAME

The name of this organization shall be Wasatch Cruisers, hereinafter referred to as WC.

Article II - PURPOSE

The purpose of WC is as follows:

1. To provide a wholesome social and educational environment for members.
2. To create a family-oriented organization where we can gather for the purpose of exploring, preserving, and enjoying the remote areas of the Wasatch Front, Utah's mountains and deserts, and areas in surrounding states, in our Toyota 4x4's.
3. To be readily available, when called upon, to help in emergencies where our 4-wheel drive vehicles and personnel are needed.
4. To support the Toyota Land Cruiser Association and its bylaws.
5. To promote the responsible use of public lands for all legitimate forms of outdoor recreation. To practice the "Tread Lightly" principles.
6. To be a "Dry" club, meaning no alcoholic beverages of any kind will be permitted at meetings or on trail runs. Social drinking is allowed in camp on overnight stays. (See Article III, Section D)
7. To actively pursue the adoption and care of a trail that may periodically be declared by the club officers, as appropriate.
8. To play an active role as volunteers, or paid workers, for events held in the surrounding area that are declared, by the club officers, to be in the interest of WC and its members.

Article III - MEMBERSHIP

Section A - VOTING MEMBERS

Persons seeking membership in WC, as a regular voting member, must meet the following requirements:

1. Own a Toyota Motor Corporation manufactured four-wheel drive vehicle that is licensed and/or titled in the member's name. Non-Toyota 4x4s will be admitted as Associate Members. (See Article III, Section B).
2. Be a legally licensed driver, and at least 18 years of age.

3. Club member's vehicles must meet WC published minimum safety requirements.
4. New members will be educated on The Toyota Land Cruiser Association (TLCA) and encouraged to join. WC will not monitor TLCA dues or status. Some runs require membership in TLCA; e.g., Cruise Moab.
5. Must carry proof of adequate minimum liability insurance for state of residence.
6. Must submit membership fees per Section C and submit a completed & signed application form.
7. Individual memberships are to be considered family memberships, to include all members of an immediate family. Each paid membership shall be entitled to no more than one vote on any matter. In the event there is more than one adult (meaning the second adult is an active, participating member in good standing in a single family membership), each eligible adult in the family is entitled to one vote on any matter.
8. Prospective members are required to attend a minimum of two trail runs and one meeting within a 6-month period before being nominated for vote into the general membership. A majority affirmative vote is required. Forum ballot voting will be utilized. Final ballot will be soft deleted for a period of at least two years so it may be recovered as necessary.
9. After their first calendar year of membership, active members are required to attend three WC functions per calendar year. WC functions may consist of the following:
 - 9.1 Monthly WC trail rides
 - 9.2 Annual club Christmas Party
 - 9.3 TLCA sanctioned events
 - 9.4 U4WDA sanctioned events
 - 9.5 Planned individual runs (aka Renegade Runs)
 - 9.5.1 Individual runs in this category must have a posted invitation/announcement on the forum at least one week prior to the run and must involve at least three members and their vehicles. A trail report must be submitted to newsletter or posted on the forum within one month following the run.
10. WC members in good standing shall receive credit for two functions if he/she plans and executes a monthly WC trail ride as per direction from the officers.
11. Members are responsible for the actions and safety of all guests, children, and pets that accompany them to club activities.
12. All participants, to include members, non-members, and associate members, must have in place, or sign a waiver, in order to participate on a trail run with the WC.

Section B - ASSOCIATE MEMBERS

By nomination of the club officers and by majority vote of membership, any person or business may be elected to associate membership in WC. Associate Members shall pay dues, shall not be entitled to vote, and shall not be entitled to hold any office in WC.

Section C - DUES

The yearly dues of each member and associate member of WC shall be set by the WC and payable as designated by the club officers. Dues are payable by the end of February of each year. New member dues are to be paid at sign up and will be prorated for any partial first year of membership. The current membership dues are \$25 per year.

Section D - MEMBERSHIP SUSPENSION/TERMINATION

Membership may be suspended or terminated for any of the following reasons:

1. At the time a member no longer owns a vehicle as described in Article III, Section A sub-paragraph 1.
2. Non-payment of dues. Any member who shall fail to pay the annual dues within thirty days after the same shall become due or payable, or who shall fail to pay any indebtedness to WC within 30 days after a bill for the same has been rendered, shall be suspended from all privileges of membership until dues or other monies are paid to WC.
3. Non-Participation. A member will be dropped from the rolls of WC due to non-participation by an annual review by the club officers. Non-participation is defined as attending fewer than three WC functions annually. Members who did not meet the requirements for the preceding calendar year will be given one additional probation year to fulfill the requirements for the probation year. Members who do not fulfill the requirements during the probation year shall be removed from the rolls of WC on January 1st of the following year. Re-instatement can be made by a one-half vote of the general membership. Payment of outstanding dues shall be required upon reinstatement.
4. Recall. Any member who shall conduct himself or herself in an irresponsible manner that, in the opinion of the club officers, is not in the best interests of WC, or when such action brings discredit on WC, shall be suspended from all privileges of membership. Subsequent membership termination or reinstatement shall be made by a two-thirds vote of the membership. Payment of dues shall be required upon reinstatement.
13. Possession, or use of a controlled substance, or illegal drug, at a WC activity will be grounds for immediate termination.
14. Drunkenness or excessive rowdiness is not permitted at any WC activity. Complaints regarding members will be reviewed by the officers and may be grounds for termination.
15. Any member leaving WC under unfavorable conditions shall return all evidence of WC membership (See Article IV.)

Article IV - MISCELLANEOUS MEMBERSHIP

Section A - WC and TLCA LOGOS

1. Upon the sale of a vehicle to non-Club or non-TLCA members, members must remove all WC and TLCA logos from their vehicle.
2. If membership is terminated for any reason, all WC logos must be removed from the former member's vehicle. TLCA logos must also be removed, if TLCA membership is not continued.

Section B - DUES FORFEITURE

Any member that voluntarily leaves or is removed from the club forfeits their dues for that year.

Article V - MEETINGS

Section A - GENERAL MEETINGS

Meetings of WC shall be held at such time and place as selected by the club officers. Meetings will be held at least every other month, or six times per year. These meetings may consist of club business, trail rides, BBQ's or other social activities, service projects, or anything else the officers feel appropriate for the club, but a meeting must take place at said activity. Changes to the time and place of the meeting shall be made no later than one week before such action is taken, and all members will be notified of any changes to meeting time and/or location. There shall not be fewer than six meetings in any calendar year. The secretary will take notes and publish said notes on the forum.

Section B - ANNUAL MEETING

The annual meeting shall be the last meeting of each calendar year in December. Each member will be notified about the annual meeting at least one month prior to said meeting. WC newsletter, e-mail list, or web page may serve as notification. At the annual meeting, the order of business shall be:

1. Review of activities and accomplishments of past year
2. Officer reports of the past year, and general progress reports
3. Vote on proposed by-laws changes (if necessary)
4. Election of officers
5. Announcements of results of the Annual Election

Section C - SPECIAL MEETINGS

A special meeting of WC may be called by the club officers, or whenever one-third of the voting membership of WC 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 D - BOARD MEETINGS

The club officers shall meet at the direction of WC, as necessary, or when three or more officers shall call for such a meeting.

Article VI - VOTING & QUORUMS

Section A - DEFINITION OF VOTING MEMBER

Voting members are defined as having met the requirements of Article III, Section A, and are identified on a membership application as applicant, or member of immediate family of applicant.

Section B - WHO MAY VOTE

Only voting members may cast votes for election of officers, changes to by-laws, and normal motions, made at general meetings or through voting proposals initiated through the Club's forum or other digital media. Associate members have no vote. If the general membership majority vote is different than the vote or recommendation of the officers, the general membership majority vote overrides that of the WC officers.

Section C - MAJORITY VOTE

Majority Vote is the majority of members who have voted on the issue. A majority 'membership' vote must have no less than one third of the membership vote before a majority can be valid. A vote may be extended if poor turnout is observed.

Section D - QUORUM AT GENERAL MEETINGS

For the purpose of voting at general meetings, all voting members present shall constitute a quorum.

Section E - QUORUM AT OFFICER MEETING

At a meeting of the club officers, a majority of the total number of officers shall constitute a quorum, and a majority vote of the officers present at any officer meeting shall prevail.

Section F - IMPEACHMENT OF AN OFFICER

Impeachment of an officer must be proposed, and general membership must be notified of the proposal at least two weeks prior to the next club meeting. An emergency meeting or announcement may also be organized with the permission of the officer majority. General membership will vote on impeachment of an officer and voting results are effective immediately.

Article VII - OFFICERS

The management of WC shall be vested in the President, Vice President, Secretary, TLCA Liaison, Land Use Coordinator, and Treasurer. These positions shall constitute the club officers.

Article VIII - OFFICERS & OFFICER ELECTIONS

Section A - MEMBERS CONSIDERED FOR OFFICE

1. Members considered for the office of President, Vice President, Secretary, and Treasurer shall be nominated in November. Only members in good standing, meaning they are current WC members, may be nominated for positions of office in WC. Associate members may not be nominated.
2. Once officers have been elected, the President elect has authority to appoint members of good standing to fill the following positions: Trustee, TLCA Liaison, Land Use Coordinator, Merchandise Coordinator and Newsletter Editor. These appointed positions shall be filled no later than the 30 days after the election of new officers.

Section B - NOMINATION AND ELECTION OF WC OFFICERS

1. Nominations: Club members may nominate a qualified member for office by submitting their name to the current Club officers by November 15 prior to the December election. The nominee must be a member in good standing for the preceding six months. Nominations may be in writing or via WC forum or other notice. Nominee's eligibility and acceptance will be verified by the Club Officers before the club Secretary prepares and distributes the final list of nominees to all members, two weeks prior to the December General Meeting. Distribution will be via the WC forum.
2. Nominating Committee: A Nominating Committee consisting of no fewer than two members may be appointed by the President at his or her discretion, with the approval of the majority of officers, to solicit and make nominee recommendations. One member of the Nominating Committee must be a current or past WC officer. This committee will accept nominations submitted by general membership, verify nominee eligibility and qualification, make nominations, and secure nominee acceptance. The committee will report their complete nominee list to the officers by November 10. The WC Secretary will distribute the list of nominees to the general membership no later than two weeks prior to the December General Meeting.
3. Candidates: It is recommended that nominated candidates use the Club's web forum or other communication channels to inform general membership about their qualifications and club platforms before the election.
4. Election: A ballot of nominated officers will be announced one week prior to the December General Meeting. Members in good standing will vote, in person, at the December meeting to elect new club officers. Members in good standing may submit an absentee vote no less than 24 hours before the December meeting. Vote must be made via forum private message to both President and Secretary. (See Article VI – Voting and Quorums)

Section C - TERMS OF OFFICE

Elected officers, as well as president appointed positions, will serve a term of 12 months that will begin January 1 and end December 31. Newly elected officers, who were elected

according to the guidelines described in Article VIII, Sections A and B, shall take office on January 1. Upon completing their 12 month term, the exiting officers will continue for 3 months to act as consultants to the newly elected officers. During this time, all officers' related materials shall be transferred to new officers. Newly elected officers are encouraged to gather advice and instruction from exiting officers to assist them in understanding their individual responsibilities and planning for the coming year. Exiting presidential appointed positions may also act as consultants as needed. Materials for these positions shall be transferred during this time as well. Officers are limited to two consecutive terms in any one office.

Section D - VACANT OFFICES

In the event of a vacancy in any office, except the President, the remaining officers shall appoint a member, in good standing, to fill the uncompleted term, until the next general election.

Article IX - DUTIES OF OFFICERS

Section A - OFFICERS AUTHORITY

The club officers shall have the power to manage all affairs of WC on any and all questions relating to WC, and to make all contracts necessary for the proper transaction of all business. The officers shall have complete jurisdiction over all matters pertaining to the care, conduct, control, supervision, and management of WC and its finances. All expenditures of WC will require two signatures; any combination of, President, Vice President, or Treasurer.

Section B - OFFICER ABSENCE

Any officer who shall absent him/herself from three consecutive officer meetings, without giving notice prior to absence, shall be deemed to have resigned as an officer, and cease to hold office. A new officer will be appointed under the guidelines explained in Article VIII Section D.

Section C - SPECIFIC POWERS

The Club Officers shall have the following specific powers:

1. To appoint Delegates to the different associations, of which WC may become a member, for the purpose of conferring with any association, or organization with respect to any matter in which WC may be concerned.
2. To suspend a member for any conduct in violation of rules, or improper behavior, or prejudicial to the interests of WC. (Follow TLCA guidelines. See TLCA Bylaws).
3. To fix and enforce penalties for the violation of WC rules.
4. To call special meetings of WC to consider special subjects.
5. To prescribe additional duties for any officers, in addition to those herein set forth.

PRESIDENT

The President shall preside at all meetings of WC and officer meetings, and enforce all laws and regulations of WC. The President shall, with the Treasurer or Vice President sign all written contracts and written obligations of WC. The President shall have the power to appoint committees whenever it becomes necessary. The President has the responsibility to report to the membership once a month on chapter affairs by way of the newsletter, WC Forum, or other notice.

VICE PRESIDENT

In the absence of the President, his/her duties shall be performed by the Vice President. In the event of the death, disability, resignation, or expulsion of the President, the Vice President shall assume the duties of the President for the remainder of the term. The Vice President shall be responsible for organizing and advertising official club activities including runs, events, social nights and tech nights. The Vice President may delegate and/or make assignments relating to the activities at his discretion, with approval from the other officers. The Vice President shall act as overseer to the TLCA Liaison, Land Use Coordinator(s), Merchandise Coordinator and Newsletter Editor.

SECRETARY

The Secretary shall keep minutes and other official reports of WC. The Secretary shall keep records, books, documents, and papers relating to WC in such place as shall be designated by the club officers. The Secretary shall maintain the chapter membership roster, and supply copies to the chapter officers. The Secretary shall also be responsible for collecting votes on any club matter. This includes preparing the ballot for new officer elections at the annual meeting. The Secretary or his delegate will maintain a roll of attendance at all WC functions, both social and trail runs.

TREASURER

The Treasurer shall keep an account of all monies received by him/her, and deposit the same in the name of WC in such bank as designated by the club officers. He/She shall not pay out any monies of WC without permission from the Club Officers. At the end of each annual quarter, the Treasurer will give an accounting of all balances and expenditures related to WC and make such information available to the general membership. At the annual meeting of WC, he/she shall submit a detailed report of the financial condition of WC. Financial account will require signatures of approval from at least two officers.

TRUSTEE

The Wasatch Cruisers Trustee is a position appointed by the current President. The term lasts 5 years or until the office is vacated by the current Trustee or removal by the current President. The Trustee is a signatory on the club bank account. The purpose of the Trustee position is to add continuity to the incoming and outgoing presidencies year over year. Should an account signatory be unavailable or vacate office, the Trustee will be available to step in as a signatory on club financial matters.

TLCA LIAISON

Responsible for all information required to hold a TLCA sanctioned event, and for gathering the information required, and submitting it to the TLCA for any sanctioned events sponsored by WC. Required to attend at least six (or 2/3 of all) TLCA meetings each year, and to report minutes, to the chapter, by way of the newsletter, forum, or other digital or electronic format. The TLCA liaison will also be required to submit a chapter report for each issue of Toyota Trails, the publication of the TLCA.

LAND USE COORDINATOR

Responsible for staying current with all land use issues involving the WC related to off road closures and WAG activities. Shall maintain communications with organizations like the Blue Ribbon Coalition and the US-ALL for gathering information that should be reported to the membership via newsletter, or e-mail. Shall inform membership of land use projects helping the BLM, or Forest Service; and shall also maintain a high level of visibility and promote the chapters for their participation during such projects. Work with BLM, or Forest Service to adopt trails, when appropriate in the name of WC, and to be responsible for organizing means of maintaining those trails.

MERCHANDISE COORDINATOR

The Merchandise Coordinator shall be responsible for all WC related merchandise, including back issues of newsletters, t-shirts, stickers or any other material used to promote revenue for the club. The MC shall keep a detailed log of all merchandise possessed by WC as well as records of all purchases, which shall be turned over to the Treasurer.

SOCIAL MEDIA EDITOR

The Social Media Editor shall be responsible for collection of trail report summaries, club activities and photos, editing and posting to the newsletter thread, Facebook, and any social media outlet. The Social Media Editor may delegate and/or make assignments relating to the Media outlets at his discretion, with approval from the other officers.

Article X - AMENDMENTS

1. Amendments to these by-laws may be made by a majority vote of no less than 1/2 of all club members in good standing. Notice of the proposed amendments must be given by the club officers to all club members no less than one week before voting commences. This may be done by email, private message, US Mail, or by creating a "stickied" post on the Wasatch Cruisers Forum.
2. The proposed amendments must be submitted to both the Club President and Club Secretary no less than two weeks before the commencement of voting.
3. Each member must cast their vote to both the Club President and the Club Secretary. The President and Secretary, however, may choose whether voting is carried out by direct submission via email or private message or by opening a "poll" on the Wasatch Cruisers forum. The polls shall remain open for a period of no less than 72 hours but may remain open for a longer period if deemed necessary by the Club Officers.
4. The Officers may delegate the responsibility of receiving by-law proposals to a By-law Chairperson, appointed by the President. The by-law Chairperson shall receive and screen By-law proposals for the proper wording, spelling, punctuation, etc.; but shall make no judgment as to the content, or validity of a proposal. The By-law Chairperson shall compile all proposals, and submit the same to the voting members.

Article XI - SAFETY AND WAIVER OF LIABILITY

WC and its members are not responsible, or liable, for any personal injury, or property damage, that might occur traveling to, from, or during, any trail run or meeting that WC may sponsor.

All members shall comply with the WC minimum Safety & Equipment standards to be a member in good standing and participate in any activities of WC.