

THE CAPITAL LAND CRUISER CLUB
PO Box 400
McLean, VA 22101

Member of
Toyota Land Cruiser Association, Inc.

“BYLAWS”
As amended by vote, August 2013

Article I
Name

The name of this club shall be The Capital Land Cruiser Club (CLCC).

Article II
Purpose

The purposes of this club as organized are:

1. Social
2. Provide a network of resources for Land Cruiser owners and enthusiasts
3. Promote responsible 4 wheeling and a unified voice to maintain and increase off-road access for our members.
4. To explore, maintain, and enjoy the inaccessible portions of our region and the greater United States through responsible off-roading.
5. To be readily available, when called upon, to help in emergencies where our 4 wheel drive vehicles and personnel are needed.
6. To support the Toyota Land Cruiser Association, Inc.
7. To support “regional 4-wheel drive associations”.
8. To modify and improve our vehicles through formal and informal technical days.

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

Article III
Membership

Section 1: Voting Members

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

1. Own a Toyota Land Cruiser, Toyota 4x4, or any vehicle with 4-wheel drive.
2. Be a legally licensed driver, at least 18 years of age.
3. Must show proof of adequate “in-force” vehicle insurance if requested by another voting member.
4. Participate in club functions.

5. Must join and maintain membership in the Toyota Land Cruiser Association Inc. (TLCA) and provide their Toyota Land Cruiser Association membership number to the CLCC Secretary.
6. Submit \$25.00 membership dues (cash or check) or \$27.00 to CLCC Pay Pal account.

Section 2: Associate Members

By nomination of the Board of Directors and by majority vote of the membership, any suitable person or business may be elected to associate membership in the club, shall pay the same dues as regular members, shall not be entitled to vote, and shall not be entitled to hold any office of the club.

Section 3: 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: Rights and Duties of Members

Upon joining and meeting the requirements of Section 1, each new member shall be furnished with one (1) club sticker and access to the IH8MUD clubhouse private forum. Members are required to read the bylaws posted in the club private forum and shall be bound by them in all respects.

Section 5: Dues

The yearly dues of each club member and associate member of the club shall be set by the club and payable at their established membership anniversary date, or such date as designated by the Board of Directors.

Dues must be paid within 60 days of the due date. Members not paying dues by the end of 90 days will be suspended from the club roster and the IH8MUD clubhouse private forum. Members not paying dues by the end of 180 days can only be reinstated by making a written or personal request to the Board of Directors and paying a \$10.00 fee in addition to the regular dues.

CLCC and TLCA dues for new members are due the day they join the club. TLCA dues are paid to TLCA. If a member is found to be in violation of the rules regarding dues set forth and is dismissed from the club, all previously paid dues are forfeited, subject to an appeals process – to be determined on a case by case basis by the Board of Directors.

A returned check fee is imposed on all checks not honored by their issuing bank. The fee will be the bank returned check fee or \$25.00 whichever is larger.

Section 6: Transfer of Membership

The interest of a member in CLCC is not transferable and lapses and ceases to exist upon their death or when the period of their membership expires or when they cease to be a member by resignation or otherwise in accordance with the bylaws of CLCC.

Section 7: Prolonged Absence

Members who are going to be unable to attend CLCC functions for a period of greater than six months and who wish to maintain membership shall apply in writing to the Board of Directors outlining the details of their absence. During a prolonged absence, CLCC fees will be due in full at the first meeting along with a written explanation of the continuing absence. Under these conditions, CLCC membership and privileges will be maintained for a period not to exceed two years.

Section 8: Member Non-Participation

Membership may be terminated due to non-participation by a unanimous vote of the entire Board of Directors. Reinstatement can be made by a two-thirds vote of the general membership or by completing membership requirements as any other member. Non-participation shall be defined as not attending at least one (1) club function over a 12-month period.

Article IV Meetings

Section 1: Monthly Meetings

Monthly meetings of the club shall be held at such time and place as selected by the Board of Directors. Changes to the time and place of the monthly meeting shall not be made unless notice is given to the general members not less than one month before such action is taken.

Monthly meetings shall be conducted in the following order:

1. Call to order
2. Reading of minutes of previous meeting
3. Reports of officers and committee chairman
4. Old business
5. New business
6. Adjournment

Section 2: Annual Meeting

The annual meeting shall be the April meeting of each year. Notice of every annual meeting of the club shall be announced by the President via IH8MUD, e-mail, or other communication method and posted on the club website at least two weeks before the date of such meeting.

At the annual meeting, the order of business shall be:

1. Minutes of the previous meeting.
2. Reports of officers and Board of Directors.
3. Accomplishments of the past year and progress reports.
4. Announcements of results of the annual election.
5. Vote on proposed bylaws changes.

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

Section 5: Board of Directors Meetings

The Board of Directors shall meet at the direction of the club as necessary or when two or more directors shall call for such meeting.

Article V Voting and Quorums

Section 1: Definition of Voting Member

Voting members are defined as having met the requirements of article III Section 1, and whose TLCA and CLCC dues are paid in full.

Section 2: Who May Vote

Only voting members may cast votes for election of officers, changes to bylaws, and formal motions made at general meetings.

Section 3: Quorum at General Meetings

For the purpose of voting at general meetings four (4) voting members present shall constitute a quorum.

Section 4: Quorum at Board of Director Meetings

At a meeting of the Board of Directors, a majority of the total members of the Board of Directors shall constitute a quorum and a majority vote of the Board of Directors present at any meeting shall prevail.

Section 5: Voting

Voting for Board of Directors elections, Membership and Special resolutions may be made in person or by write-in or e-mail. The club President and/or Vice President must receive e-mail and write-in votes no later than one day prior to the meeting.

Club business which requires voting may be decided by a web vote in the private section of the IH8MUD forum or a vote at an official club meeting. A web vote will be open for fourteen days unless the President determines that the vote must conclude sooner due to extraordinary circumstances or should be open longer, however, in no case will a web vote be open for less than seven days. Any member may request the President to defer a vote for further discussion, and the President may grant that request at his/her discretion.

A pass is 50.1% of voting members who vote by write-in, email, private section of IH8MUD or in person at a meeting. Two-thirds of those voting are needed to change the bylaws.

Section 6: Veto Vote

Veto of any Board of Directors action shall be by simple majority vote of all eligible voting members. A veto action can be initiated at any general meeting by motion, carried by majority vote of voting members present at such meeting. A notice of pending veto action shall be made to all members within seven days of a veto motion. The veto vote will be carried out at the next monthly meeting and can, by the same motion, be supplemented by a write-in/e-mail vote.

Article VI Management

The management of the club shall be vested in the President, Vice President, Secretary, Treasurer, TLCA Delegate and Webmaster; such shall constitute the Board of Directors.

Article VII Officers and Elections

The President, Vice President, Secretary, Treasurer, TLCA Delegate and Webmaster shall be elected by vote of the club members at the April general meeting for a period of one year. Terms shall be limited to three (3) consecutive years in each office. All elected officers must be maintain TLCA membership.

Club officers are elected by voting in person at the April general meeting. Voting Members who are unable to attend the annual meeting may vote by mail or e-mail. The President and/or Vice President must receive mail and e-mail votes no later than one day prior to the April general meeting. The Board of Directors will establish conditions and methods for a mail vote.

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

Article VIII Duties of officers

Section 1: Board of Directors

The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, TLCA Delegate and Webmaster. The Board of Directors shall have the power to manage all affairs of the club on any and all questions relating in any manner whatsoever to the club, and to make all contracts necessary for the proper transaction of all business. 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 regular membership shall have final control and direction over the affairs of the club and may by motion, veto the decisions and actions of the board.

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. Any officer or member of the Board of Directors who shall be absent from three consecutive meetings of such board, unless he/she shall offer at the next meeting an excuse for his/her absence which is satisfactory to the Board of Directors, shall be deemed to have resigned as a member of said board, and cease to be a member of the Board of Directors.

The Board of Directors shall have the following specific powers:

1. To appoint 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.
2. To make rules for the conduct of the members of the club and for their use of the club property.
3. 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.
4. To fix and enforce penalties for the violation of club rules.
5. To prescribe rules for the admission of strangers or guests for the privileges of the club.
6. To call special meetings of the club to consider special subjects.
7. To prescribe additional duties for any officers, in addition to those herein set forth.

Section 2: President

The President shall preside at all meetings of the club and Board of Directors and enforce all bylaws 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 or treasurer, sign all written contracts and written obligations of the club. The President shall have the power to appoint committees whenever it becomes necessary. The President may appoint a sergeant-at-arms at the beginning of each meeting (unless the club chooses to elect a sergeant-at-arms board member).

Section 3: Vice President

In the absence of the President, the Vice President shall perform his/her duties. In the event of the death or disability of the President, the Vice President shall assume the duties of the 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. The Vice President is also responsible for moderating the Club's public and private forums on IH8MUD or other internet presence. He may delegate an alternate to assist in his duties.

Section 4: 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 and perform other duties as may be assigned by the Board of Directors.

The Secretary shall post full meeting minutes (with financials) in the CLCC private section on IH8MUD and a redacted version (excluding financials) of the meeting minutes as a sticky in the CLCC general section of IH8MUD at least one day prior to the next month's club meeting. Upon approval of the minutes at the next club meeting, the minutes will be modified as necessary and reposted as a sticky in the CLCC general section of IH8MUD. The Secretary will post the current club roster in the Club Roster thread of the private section on IH8MUD at least bi-monthly or when significant changes occur.

Section 5: Treasurer

The Treasurer shall keep account of all monies received and deposit it in the name of the club in such bank as designated by the Board of Directors. The Treasurer 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 and a majority vote of the CLCC members. The Treasurer shall not be responsible for money or funds paid out or disburse upon checks or vouchers therefore which have been properly signed by the treasurer, President, or Vice President. At each monthly meeting of the membership the Treasurer shall make a statement of the financial condition of the club, and the membership shall, by motion, approve said report. At the annual meeting of the club, the Treasurer shall submit a detailed report of the financial condition of the club, by accountants or a finance committee designated by the Board of Directors.

Section 6: TLCA Delegate

The TLCA Delegate shall attend the regular meetings of these associations and shall report to the membership of matters discussed or voted on at said meetings. If the Delegate cannot attend a meeting and is unable to find an alternate he/she shall notify the President who may appoint a temporary Delegate. The Delegate shall have authority to speak and vote on behalf of the club and in the best interest of the club at TLCA and regional association meetings.

Section 7: Webmaster

The CLCC Webmaster shall be responsible for the following for the benefit of CLCC:

1. Maintain current web site and supervise its content.
2. Maintain contact with host provider and inform club of rate changes and new policies.
3. Keep entire site updated and delete dead links.
4. Update the club calendar located in.
5. Have the ability to change or modify web site content per CLCC Board of Directors request.

Article IX Member Suspension

Any member who shall fail to pay the annual dues within ninety days after the same shall become due and payable, or who shall fail to pay the indebtedness to the club within thirty days after a bill for it has been rendered, shall be suspended from all privileges of the membership.

Any member who shall conduct themselves in an irresponsible manner that, in the opinion of the Board of Directors, is not in the best interests of the club or when such actions brings discredit upon the club, shall be subject to suspension at the discretion of the Board of Directors.

Article X Amendments

Amendments to these by-laws may be made at the annual meeting or at a meeting called for the purpose by a two-thirds vote of all members present, provided written notice of the proposed amendments shall be submitted to the Board of Directors and provided further, that the notice of the proposed amendments shall be given to all members by the secretary. An announcement published on the IH8MUD private club forum or the club website shall be considered sufficient notice of proposed amendments.

The Board of Directors may delegate the responsibility of receiving bylaws proposals to a bylaws chairperson appointed by the President. The bylaws chairperson shall receive and screen bylaws proposals for proper wording, spelling, punctuation, etc., but shall make no judgment as to the context or validity of the proposal. The bylaws chairperson shall compile all proposals and submit it to the voting members no later than two (2) weeks prior to the annual meeting.

Voting on bylaws changes may be one by mail, e-mail or via the club private forum on IH8MUD with conditions and methods of carrying out such a vote established by the Board of Directors.

Article XI
Standing Committees and Representatives

The Board of Directors, as needed, shall designate standing committees. The President shall appoint the standing committee's chairperson. The appointed chairperson shall appoint the rest of the committee.

Article XII
Safety Requirements for Club Functions

Safe and responsible conduct is paramount when it comes to club functions, whether it is on the trail, in the garage or during a club BBQ. Intoxicated or otherwise impaired persons shall not operate any vehicle at club functions. Furthermore, CLCC assumes no responsibility or liability for their care or actions by them that may result in accidents, losses, injury(s) or death while participating in a club event or function.

Vehicles must comply with the TLCA Standard Operating Procedure, Safety Section concerning minimum vehicle requirement and evaluated items. The trip leader may waive any of these requirements he deems appropriate. CLCC assumes no responsibility or liability for accidents or injuries resulting from faulty or inadequate safety devices or their misuse or disuse by persons participating in a club function.

A trip leader may refuse participation of an individual in a club function if:

1. Their vehicle is deemed unsafe.
2. Said participant(s) is intoxicated or otherwise impaired.
3. Said participant(s) behavior is deemed to be reckless or irresponsible or could endanger their own or others' safety.
4. Any other reason he or she feels one's actions may risk unacceptable property damage or bodily injury

Furthermore, CLCC assumes no responsibility or liability for their care or actions by them that may result in accidents, losses, injury(s) or death while participating in a Club event or function.

We acknowledge that some members have the legal right to carry concealed weapons. In these cases, the laws of the state supersede our bylaws, and our members may carry concealed weapons if they are legally authorized to do so. Members who have earned this privilege are encouraged to keep their weapons concealed at all club events, unless a legitimate situation arises in which a firearm is needed. CLCC members or their guests must maintain positive control of their weapons at all times or keep them secured in a lockable case in their vehicle during club events not involving weapons.

All pets or animals must be kept under control at all times. Liability for pets or animals brought to a club event is the sole responsibility of the owner or caretaker of said pets or animals. CLCC assumes no responsibility or liability for their care or safety.

Children are the responsibility of their parents and or a legal guardian. CLCC assumes no responsibility or liability for their care of safety.