

BY-LAWS OF THE DIABLO FOUR WHEELERS JEEP CLUB, INC.

ARTICLE I – NAME

Section 1.01 – Name

The name of this organization shall be the “Diablo Four Wheelers Jeep Club, Inc.” (hereafter the “Diablo 4 Wheelers”).

ARTICLE II – OBJECTIVES

Section 2.01 – Purpose

The Diablo 4 Wheelers is organized exclusively as a nonprofit social and recreational club within the meaning of Section 501(c)(7) of the Internal Revenue Code.

The purpose of the Diablo 4 Wheelers shall be as follows:

- a) To promote enjoyment, appreciation, and responsible use of four-wheel-drive vehicles.
- b) To encourage safe and environmentally responsible off-road recreation.
- c) To provide opportunities for education, social interaction, and outdoor adventure.
- d) To support community goodwill through organized events and charitable activities consistent with these purposes.

ARTICLE III - MEMBERSHIP AND DUES

Section 3.01 – Membership

Membership in the Diablo 4 Wheelers shall be open to all individuals who own a four-wheel-drive (4WD) vehicle and who subscribe to the purposes and objectives of the organization.

Membership shall not be denied or restricted on the basis of race, color, creed, religion, sex, gender identity, national origin, age, marital status, disability, or any other characteristic protected by law.

Section 3.02 Classes of Membership

The Club shall consist of three classes of membership as follows: (1) Member, (2) Associate Member, and (3) Participant Member

Section 3.03 Applicant Requirements

- a) Be at least 18 years of age or sponsored by a parent or guardian.
- b) Possess a valid driver’s license.
- c) Maintain current and valid automobile liability insurance meeting or exceeding the minimum public liability and property damage coverage required by the State in which the vehicle is registered.
- d) Applicants must also be sponsored by a current member in good standing

Section 3.04 Attendance Requirements

- a) Each applicant must attend four (4) regular membership meetings.
- b) Each applicant must participate in four (4) Club events, at least two (2) of which must be separate overnight events.
- c) For an event to qualify toward this requirement, a minimum of three (3) Club members must be in attendance.
- d) The Board of Directors may, at its discretion, grant exceptions for applicants who are unable to attend the required number of meetings or events due to special circumstances.

Section 3.05 Membership Application and Approval Process

- a) Each applicant shall complete the official Membership Application Form and the Release and Waiver of Liability and Indemnity form, both of which must be submitted to the Membership Chairperson before membership may be considered. An initiation fee (hereafter "Initiation Fee") of fifteen dollars (\$15.00) shall be assessed for each new membership accepted, payable upon notification of acceptance.
- b) Upon fulfillment of all membership requirements, the Membership Chairperson shall present the applicant's name for consideration at a regular Club meeting. The applicant shall leave the meeting room during the voting process, and acceptance into membership shall require approval by a two-thirds (2/3) majority vote of the members present.
- c) Upon acceptance, each new member shall receive up to two (2) official Club name tags and two (2) large Club decals as part of their membership materials. If the member includes a Family Member on their application, one (1) of the name tags may be issued in the Family Member's name.

Section 3.06 Membership Responsibilities

- a) All personal expenses, including uniforms, equipment, and similar items, shall be the responsibility of each individual member and not financed by the Club.
- b) Members shall promptly notify the Secretary of any change of home address, mailing address, phone number, or email address.
- c) Resignations shall be submitted in writing to the Secretary.
- d) All Members, Associate Members, Participant Members, Family Members, Guests, and participants in Diablo 4 Wheelers activities shall conduct themselves in a safe, respectful, and responsible manner consistent with the purposes and objectives of the Diablo 4 Wheelers.

No person shall engage in conduct that endangers the safety, welfare, reputation, or orderly operation of the Diablo 4 Wheelers, its members, guests, events, or activities.

Prohibited conduct includes, but is not limited to:

- 1. Harassment, intimidation, threatening behavior, violence, or disruptive conduct.
- 2. Excessive use of alcohol, use of illegal drugs, or participation in Club activities while impaired by alcohol, illegal drugs, or any substance that affects the safe operation of a vehicle or safe participation in Club activities.
- 3. Reckless or unsafe vehicle operation.
- 4. Conduct that violates applicable laws, land use regulations, or the rules of an event or appointed Jeep Master.

5. Conduct that materially harms the reputation, property, or relationships of the Diablo 4 Wheelers.

Violation of this Section may result in disciplinary action by the Board of Directors, including suspension of participation privileges or expulsion from the Diablo 4 Wheelers

Section 3.07 Associate Members

Associate membership is available to all individuals who desire to belong to the Diablo 4 Wheelers but, for varied reasons, cannot attend regular club meetings and participate in regular Club functions.

- a) All rules pertaining to Members shall apply to Associate Members with the following exceptions:
- b) An Associate member shall not be required to meet the attendance requirements as outlined in Article III Section 2.02.
- c) Associate Members do not have voting rights and may not hold elected office. An Associate Member shall be approved by a two-thirds (2/3) vote of the membership. The Associate Member is not required to be present at the time of the vote.

Section 3.08 Participant Member

Participant Membership is available to individuals who wish to be active in Diablo 4 Wheelers events or meetings while working toward completing the requirements to become a Member or Associate Member.

- a) Participant Members are not required to meet the attendance or application requirements outlined in Article III, Section 3.04.
- b) Participant Members do not have voting rights and may not hold elected office.
- c) Participant Membership is limited to a maximum term of two (2) years. At the end of this term, the individual must either (1) apply for Member or Associate Member status, or (2) discontinue membership.
- d) All Participant Members must complete and sign the Club's Release and Waiver of Liability and Indemnity form prior to participation in any Club-sponsored run or event. Participant Membership shall comply with all Club rules, safety standards, and codes of conduct during their participation period.

Section 3.09 Family Membership

All Paid Members shall include one (1) immediate family member. The Family Member shall have the same rights and responsibilities as the Member, except as follows:

- a) The Family Member shall not be required to pay Dues or Initiation Fee.
- b) The Family Member shall not be required to maintain membership in California Four Wheel Drive Association, Inc. (hereafter "Cal4Wheel"). , as referenced in Article III, Section 8.

Section 3.10 Dues and Renewal

Annual membership dues (hereafter "Dues") shall be sixty dollars (\$60.00) per year, payable on or before June 30, and shall be paid by Members, Associate Members, and Participant Members.

(collectively “Paid Members”). Each year, upon renewal, all Paid Members and parents/guardians of minors must sign and submit the Club’s Release and Waiver of Liability and Indemnity form along with their Dues.

- a) Paid Members whose Dues are unpaid after June 30 shall be considered delinquent and removed from the membership roll. Reinstatement shall follow the same process as a new application.
- b) Dues for any partial membership year shall be prorated.

Section 3.11 Life Membership

Members in good standing may request Life Membership after a combined total of twenty-five (25) years of active participation in the Club. Requests may be verbal or written and must be approved by a two-thirds (2/3) vote of the Board of Directors.

The Board may also award Life Membership earlier for exemplary or meritorious service to the Club. Life Members shall be exempt from paying Club Dues but must remain current with Cal4Wheel membership dues.

Section 3.12 State Association Membership

All Paid Members of the Diablo 4 Wheelers must also maintain membership in the Cal4Wheel. Members shall pay annual dues to the Cal4Wheel in the amount and manner prescribed by that organization

Any member whose Cal4Wheel dues are more than sixty (60) days delinquent shall be automatically dropped from the Diablo Four Wheelers roster.

Section 3.13 Club Emblem

The emblem of the Diablo 4 Wheelers shall be a circular design featuring a background displaying the name of the club, its location, and the silhouettes of a mountain and a Jeep. The circle, background, lettering, and graphics shall use any combination of the Diablo 4 Wheelers official colors: black, white, and red. The emblem shall include the inscription “est. 1964.”

When the emblem is used to commemorate special occasions, such as anniversaries, special club events, or club runs, it may be modified by adding wording and/or graphics overlaid on the emblem. Such designs shall be intended for specific, limited, and time-bound use. The design and proposed use shall be presented to and voted on by the membership at a regular membership meeting. The proposal must be approved by a two-thirds majority vote of the members present.

Section 3.14 Guest Participation

Individuals who meet the requirements outlined in Article III, Section 2.01 (a), (b), and (c) may participate in Diablo 4 Wheelers meetings, runs, and events as Guests.

- a) Guests are not required to meet the attendance, application, or membership responsibilities described in Article III Sections 2.01 (d), 2.02, 2.03, or 2.04.
- b) All Guests must complete and sign the Club’s Release and Waiver of Liability and Indemnity form prior to participation in any Club-sponsored run, or event. Guests shall

comply with all club rules, safety standards, and codes of conduct during their participation period.

- c) Guests may attend any membership meeting but are limited to attending one (1) club run or event. Guests who wish to continue participating in club events or runs must apply for membership as a Participant Member in accordance with the procedures outlined in Article III, Section 4, before their second run or event.
- d) Guests shall not be permitted to purchase or receive official club merchandise, apparel, or decals until they have been accepted as a Member or Associate Member.
- e) Guests shall not have voting rights or hold elected office.

ARTICLE IV – MEETINGS

Section 4.01 – Regular Meetings

Regular meetings of the membership of the Diablo 4 Wheelers shall be held at least once (1) per month at such time and place as may be determined by the Board of Directors.

Section 4.02 – Quorum

The Members, Family Members, and Life Members (hereafter “Voting Members”) present at a regular membership meeting shall constitute a quorum for the transaction of business.

ARTICLE V – ADMINISTRATION AND DIRECTORS

Section 5.01 – Board of Directors

The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, Membership Chairperson, Immediate Past President, Delegate or Alternate Delegate, and two (2) Members elected by the Voting Members.

The Board of Directors shall be responsible for:

- a) Preparing agendas for all Board of Directors and membership meetings.
- b) Conducting the day-to-day business and affairs of the Diablo 4 Wheelers.
- c) Taking actions necessary to fulfill the purposes and objectives of the organization as set forth in these Bylaws.
- d) Reviewing and overseeing the financial records and activities of the organization, including audit or review of prior administration records as appropriate.

The Board of Directors shall meet at least quarterly, or more frequently as necessary.

A quorum of the Board of Directors shall consist of four (4) Directors, in addition to the President or Vice President.

Any Director who fails to meet the attendance requirements for regular membership meetings and who does not attend at least two (2) Board of Directors meetings within any six (6) month period, without a valid excuse as determined by the Board, may be removed from the Board of Directors.

Section 5.02 – Terms of Office

The President, Vice President, Secretary, and Treasurer shall not serve more than three (3) consecutive terms in the same office.

Service in an office for a partial term due to vacancy shall not be considered a full term for purposes of this limitation.

Section 5.03 – Committees

Committees may be established by the Board of Directors as necessary to carry out the purposes and activities of the Diablo 4 Wheelers.

ARTICLE VI – DUTIES OF ADMINISTRATION AND OFFICERS

Section 6.01 – President

The President shall serve as the chief executive officer of the Diablo 4 Wheelers and shall preside over all meetings of the membership and the Board of Directors.

The President shall:

- a) Carry out and enforce the policies and decisions of the Board of Directors.
- b) Provide leadership and general oversight of the Diablo 4 Wheelers' activities and operations.
- c) Attend Diablo 4 Wheelers events whenever reasonably possible.
- d) Be entitled to vote on all matters coming before the Voting Members and the Board of Directors, as the Diablo 4 Wheelers operates as a small board in which all Directors are expected to participate fully in deliberation and decision-making.

Checks issued by the Diablo 4 Wheelers shall be signed by the Secretary and/or Treasurer, provided that the authorized signatories are not members of the same household.

Section 6.02 – Vice President

The Vice President shall perform the duties of the President in the President's absence and shall serve as the Diablo 4 Wheelers' public relations officer.

The Vice President shall:

- a) Assist the President in the performance of their duties.
- b) Coordinate and oversee Diablo 4 Wheelers runs and events.
- c) Appoint Jeep Masters for Diablo 4 Wheelers runs and ensure such events are properly planned and conducted.
- d) Maintain and submit required land use documentation to Cal4Wheel.

Section 6.03 – Secretary

The Secretary shall maintain all official records of the Diablo 4 Wheelers.

The Secretary shall:

- a) Record and preserve minutes of all meetings of the membership and the Board of Directors.
- b) Maintain accurate records of membership, attendance, and participation.

- c) Maintain the official roster and contact information for all members.
- d) Receive and respond to general correspondence on behalf of the Diablo 4 Wheelers.
- e) Serve as an authorized signer on Diablo 4 Wheelers checks in accordance with Section 6.01.
- f) Filling the Statement of Information with the CA Secretary of State
- g) Coordinating the preparation and filing of required tax documents.
- h) Ensuring the payment and maintenance of Errors and Omissions (E&O) insurance.
- i) Filing all required nonprofit compliance documents with the appropriate governmental agencies.

Section 6.04 – Treasurer

The Treasurer shall be responsible for the financial management of the Diablo 4 Wheelers.

The Treasurer shall:

- a) Maintain accurate and complete records of all funds, accounts, and financial transactions of the Diablo 4 Wheelers.
- b) Preparing an annual operating budget and presenting it to the Board of Directors for review and approval.
- c) Monitoring actual financial performance against the approved budget and reporting material variances to the Board of Directors.
- d) Collect membership dues and maintain records of all payments.
- e) Notify Members whose dues are delinquent.
- f) Verify that Members remain current with required membership in Cal4Wheel.
- g) Disburse Diablo 4 Wheelers funds as authorized by the Board of Directors and in accordance with these Bylaws.

Section 6.05 – Membership Chairperson

The Membership Chairperson shall be responsible for membership administration and related communications.

The Membership Chairperson shall:

- a) Process membership applications and ensure completion of all required documentation, including the Membership Application Form and Release and Waiver of Liability and Indemnity.
- b) Forward completed applications and records to the Secretary for official recordkeeping.
- c) Respond to inquiries regarding membership.
- d) Oversee the distribution and sale of Diablo 4 Wheelers apparel, decals, and related items.

Section 6.06 – Delegate

The Delegate shall represent the Diablo 4 Wheelers at Cal4Wheel and other designated meetings or events, and vote on behalf of the Club as directed by the Board of Directors.

The Delegate shall:

- a) Represent the Diablo 4 Wheelers at meetings of Cal4Wheel.
- b) Vote on behalf of the Diablo 4 Wheelers at such meetings.

- c) Represent the Diablo 4 Wheelers at other meetings or events as directed by the Board of Directors.

The Alternate Delegate shall assume the duties of the Delegate when the Delegate is unable to serve.

The Delegate or Alternate Delegate shall be eligible for reimbursement of reasonable expenses incurred in attending meetings or events on behalf of the Diablo 4 Wheelers:

- a) Reimbursable expenses may include fuel, food, and lodging.
- b) All reimbursements shall be subject to approval by the Board of Directors.
- c) Reimbursement amounts may be limited to a maximum amount per meeting as established and periodically revised by the Board of Directors.

ARTICLE VII – EXPENDITURES AND FINANCE

Section 7.01 – Deposits of Funds

All monies received from any source shall be promptly delivered to the Treasurer and deposited into the official checking and/or savings accounts of the Diablo 4 Wheelers:

- a) All funds shall be deposited in accounts held in the name of the Diablo 4 Wheelers.
- b) No funds of the Diablo 4 Wheelers shall be retained by any Member for personal holding or use beyond a reasonable period necessary to transfer such funds to the Treasurer.

Section 7.02 – Authorization of Expenditures

All expenditures and matters concerning the financial affairs of the Diablo 4 Wheelers shall be subject to approval by the Board of Directors:

- a) Any single expenditure exceeding three hundred dollars (\$300.00) shall require approval by a majority vote of the Voting Members present at a regular membership meeting. The Board of Directors is authorized to approve expenditures of three hundred dollars (\$300.00) or less per occurrence without prior membership approval, provided that the total of such Board-approved expenditures shall not exceed nine hundred dollars (\$900.00) within any calendar year period without approval by the Voting Members.

The per-occurrence expenditure limit shall automatically increase by twenty-five dollars (\$25.00), and the aggregate annual expenditure limit shall automatically increase by seventy-five dollars (\$75.00), every three (3) years, with the first such increases effective January 1, 2030, and continuing every three (3) years thereafter, unless otherwise modified by the Voting Members.

- b) All disbursements of Diablo 4 Wheelers funds shall be made by check.
- c) Each check shall clearly identify the purpose for which it is issued, either on the face of the check or by supporting documentation.
- d) If a single disbursement includes multiple purposes, each purpose shall be itemized with the corresponding amount.

Section 7.03 – Documentation of Expenditures

All Diablo 4 Wheelers' expenditures shall be supported by proper documentation:

- a) Payment shall be made only upon presentation of a vendor invoice, receipt, or other acceptable proof of payment.
- b) In the absence of a receipt or invoice, sufficient written documentation must be provided to substantiate the expenditure, subject to approval by the Board of Directors.

Section 7.04 – Inspection of Records

All records of the Diablo 4 Wheelers shall be available for inspection by any Member in good standing for a purpose reasonably related to that Member's interest in the Diablo 4 Wheelers.

Section 7.05 – Dedication of Assets

The property of the Diablo 4 Wheelers is irrevocably dedicated to social and recreational purposes meeting the requirements of Section 501(c)(7) of the Internal Revenue Code.

No part of the net earnings or assets of the Diablo 4 Wheelers shall ever be distributed to the benefit of any Director, Officer, or Member, or to the benefit of any private person, except reasonable compensation for services rendered or reimbursement of approved expenses incurred on behalf of the Diablo 4 Wheelers.

Section 7.06 – Dissolution

Upon the dissolution or winding up of the Diablo Four Wheelers, after paying or adequately providing for all debts and obligations, the remaining assets shall be distributed as follows:

- a) To a nonprofit organization with similar purposes that is organized and operated in accordance with Section 501(c)(7) of the Internal Revenue Code; or
- b) To a recognized charitable organization under Section 501(c)(3) of the Internal Revenue Code, as determined by the Board of Directors.

ARTICLE VIII – ELECTIONS

Section 8.01 – Nomination and Election of Officers

The membership shall nominate and elect officers on an annual basis as follows:

- a) Nominations shall be opened at the regular membership meeting held in October.
- b) Nominations shall close at the regular membership meeting held in November.
- c) Elections shall be conducted at the regular membership meeting held in December.
- d) Newly elected officers shall assume office at the first (1st) regular membership meeting in January.

Section 8.02 – Voting Rights

Voting Members shall have the right to vote on matters brought before the membership.

Participant Members, Associate Members, and Guests shall not have voting rights.

Section 8.03 – Voting Procedures

Voting will be conducted in person at a regular membership meeting. A Voting Member may request a vote to be conducted by paper ballot:

- a) The President shall appoint one (1) Election Judge and two (2) Members to oversee and count the votes.
- b) All votes shall be counted and verified by the appointed Election Judge and Members.

Section 8.04 – Vacancies

In the event of a vacancy in any elected office or Board of Directors position, an election shall be conducted to fill the vacant position for the remainder of the term.

Section 8.05 – Removal of Officers and Directors

Any Officer, Director, Delegate, Alternate Delegate, or appointee of the Diablo 4 Wheelers may be removed from their position by a two-thirds (2/3) majority vote of the Voting Members present at a regular membership meeting.

ARTICLE IX – RULES AND PROCEDURES

Section 9.01 – Parliamentary Authority

Meetings of the Diablo 4 Wheelers shall be conducted in an orderly and efficient manner consistent with generally accepted parliamentary procedures.

The rules contained in Robert’s Rules of Order Newly Revised shall serve as a guide for parliamentary procedure, with the understanding that the Diablo 4 Wheelers operates as a small board. Accordingly, procedures may be applied in a more informal and flexible manner to facilitate participation, discussion, and efficient decision-making.

In the event of a conflict between these Bylaws and parliamentary procedure, these Bylaws shall govern.

ARTICLE X – AMENDMENTS

Section 10.01 – Amendment of Bylaws

These Bylaws may be amended by a two-thirds (2/3) majority vote of the Voting Members present at a regular membership meeting, provided that a quorum is present:

- a) Any proposed amendment shall be submitted in writing and shall identify the Article or Section to be amended.
- b) The proposed amendment must be distributed by email to the membership at least five (5) days prior to the regular membership meeting at which the amendment will be presented.
- c) A proposed amendment must be presented to the membership at a regular membership meeting prior to the meeting at which the vote is taken.
- d) Any proposed amendment that is not approved may not be reconsidered for a period of ninety (90) days.

ARTICLE XI – CORPORATE GOVERNANCE

Section 11.01 – Conflict of Interest

Directors, Officers, and Members shall act in the best interests of the Diablo 4 Wheelers and avoid conflicts of interest:

- a) Any actual or potential conflict of interest shall be disclosed to the Board of Directors.
- b) Any Director or Officer having a financial interest in a matter before the Board of Directors shall abstain from discussion and voting on such matter.
- c) Nothing herein shall prohibit reasonable compensation for services actually rendered or reimbursement of approved expenses incurred on behalf of the Diablo 4 Wheelers.

Section 11.02 – Indemnification

To the fullest extent permitted by law, the Diablo 4 Wheelers shall indemnify and defend its Directors, Officers, and volunteers against any and all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising out of the fact that such person is or was acting on behalf of the Diablo Four Wheelers, provided such person acted in good faith and in a manner reasonably believed to be in the best interests of the Diablo Four Wheelers.

The Diablo 4 Wheelers shall maintain Errors and Omissions (E&O) insurance coverage, or similar liability protection, in such amounts and upon such terms as the Board of Directors deems appropriate.

Section 11.03 – Fiscal Year

The fiscal year of the Diablo 4 Wheelers shall begin on January first (1st) and end on December thirty-first (31st) of each year, unless otherwise determined by the Board of Directors.

Section 11.04 – Records

The Diablo 4 Wheelers shall maintain accurate and complete books and records of account, minutes of the proceedings of the membership and the Board of Directors, and a current record of the names and contact information of all Members.

Section 11.05 – Regulatory Filings

The Diablo 4 Wheelers shall make reasonable efforts to file all required reports and filings with applicable governmental authorities, including the California Secretary of State, the Internal Revenue Service, and other agencies as required by law.

Section 11.06 – Dispute Resolution

In the event of a dispute between Members arising out of Diablo 4 Wheelers' activities, conduct, or interpretation of these Bylaws, the matter shall be addressed in a fair and orderly manner consistent with the best interests of the Diablo Four Wheelers:

- a) Members involved in a dispute are encouraged to first attempt to resolve the matter informally between themselves.
- b) If the dispute cannot be resolved informally, the matter shall be submitted in writing to the Board of Directors for review.
- c) The Board of Directors may take disciplinary action as it deems appropriate, including but not limited to limiting participation in Diablo 4 Wheelers activities or expulsion from the Diablo 4 Wheelers.

d) The decision of the Board of Directors shall be final.

Bylaws Updated 01/05/2013

Bylaws Updated 12/07/13: Membership Chair

Bylaws Updated 11-3-2015: Article XI-Events Section 6

Bylaws Updated 05-03-2022

Bylaws Updated 05-08-24: Article III Section 16 (Amendment vote passed 06-03-2014 never added to Bylaw)

Bylaws Update 06-04-24: Art II Sec 16 revised, added Sec 17, Art XI Sec 5b run classifications

Bylaws Updated 05-01-26: Article III deleted in its entirety and replaced with updated Article III

Bylaws updated 6-1-26: Article I, II, IV-VII, X-XII revised, Article IX Events left unchanged

Bylaws amended 8-5-26: Article IX Events is deleted, Section 3.06 (d) added

Bylaws amended 9-1-26: Article VII, Section 7.02 (a) increased Board spending limits.