BYLAWS
OF
SOUTHERN NM 4X4 CLUB

A New Mexico Nonprofit Corporation

Effective May 14, 2026

ARTICLE I
NAME, PURPOSES, AND DEFINITIONS

Section 1.1 Name. The name of the corporation is Southern NM 4X4 Club (the "Club"). The Club may also be known informally as "Southern New Mexico 4X4 Club" or by the initials "SNM4X4," provided that any assumed or trade name shall be used in compliance with applicable law.

Section 1.2 General Purpose. The Club is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Code. Specifically, the Club's purpose is to promote the conservation, protection, and responsible stewardship of federal and state lands, and to expand and enhance public access to such lands for recreational, educational, and cultural uses. The purposes stated in these Bylaws are subject to, and shall be construed consistently with, the purposes stated in the Articles.

Section 1.3 Additional Club Purposes. In furtherance of, and only to the extent consistent with, the purposes stated in Section 1.2, the Club may: (a) foster fellowship and cooperation among Members and between the Club and other groups and individuals interested in responsible off-road travel and exploration; (b) provide educational and recreational activities for its Members and the public; (c) promote and participate in safe and responsible four-wheel-drive activities; (d) inform legislators, public officials, and Members of matters affecting conservation, public land access, and responsible vehicular recreation, subject to Section 2.2; (e) protect local, state, and national natural and cultural resources; (f) assist governmental agencies in the development and maintenance of off-highway trails and areas; and (g) render aid and assistance with off-road recovery and search and rescue, within the means and capabilities of the Club and its Members.

Section 1.4 Charitable Giving. The Club is dedicated to promoting, protecting, and preserving responsible outdoor recreation and access to public lands for all, across both motorized and non-motorized use. Through advocacy, education, and grassroots action, the Club fosters a culture of stewardship and responsible land use while promoting safe off-highway vehicle recreation, restoring trails, supporting public land agencies, and conserving natural and cultural resources. In furtherance of these goals, not less than ten percent (10%) of the net proceeds of the Club's fundraising activities in each fiscal year shall be contributed, not later than the end of the following fiscal year, to one or more organizations described in Section 501(c)(3) of the Code whose purposes are consistent with this Section, as designated by the Board. "Net proceeds" means gross receipts of a fundraising activity less the direct expenses of that activity, as determined by the Treasurer and reported to the Board.

Section 1.5 Definitions. As used in these Bylaws, the following terms have the following meanings:

(a) "Act" means the New Mexico Nonprofit Corporation Act, NMSA 1978, §§ 53-8-1 to 53-8-99, as amended.

(b) "Advisory Committee" means a committee established under Section 6.2 that does not exercise the authority of the Board.

(c) "Annual Meeting" means the annual meeting of the Members described in Section 7.8.

(d) "Articles" means the Articles of Incorporation of the Club, as amended from time to time.

(e) "At-Large Director" means a Director who does not hold office as an Officer.

(f) "Board" means the Board of Directors of the Club.

(g) "Board Committee" means a committee established under Section 6.1 that exercises authority of the Board.

(h) "Cause" means any of the following, as applicable to the person concerned: (i) fraud, theft, dishonesty, or misappropriation of Club funds or property; (ii) gross misconduct, or conduct that materially impairs the person's ability to serve or is materially contrary to the purposes or best interests of the Club; (iii) breach of fiduciary duty or of Article XVII; (iv) violation of law in connection with Club activities; (v) persistent failure or refusal to perform the duties of the person's position; (vi) in the case of a Director or Officer, inability or unwillingness to act, or absence from two (2) consecutive regular meetings of the Board without notice to the President or another Officer; and (vii) in the case of a Member, material or repeated violation of these Bylaws or the safety provisions of the Standard Operating Procedures.

(i) "Code" means the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

(j) "Director" means a member of the Board, whether an Officer-Director or an At-Large Director.

(k) "Electronic Transmission" means e-mail or any other form of electronic communication that creates a record that may be retained, retrieved, and reviewed by the recipient and reproduced in paper form.

(l) "Entire Board" means the total number of Directors the Club would have if there were no vacancies.

(m) "General Membership Meeting" means a regular monthly meeting of the Members described in Section 7.10.

(n) "Member" means a person admitted to membership under Article VII, of any class. "Voting Member" means an Individual Member or a Family Member, in each case in Good Standing.

(o) "Officer" means the President, Vice President, Secretary, or Treasurer elected under Article V; "Officer-Director" means an Officer serving as a Director under Section 4.2; and "Subordinate Officer" means an officer appointed under Section 5.4.

(p) "Related Person" means, as to any individual, that individual's spouse or domestic partner;

parent, child, or sibling (including step- and in-law relationships); and any other person residing in the same household.

(q) "Standard Operating Procedures" means the procedures adopted by the Board under Section 20.3, the current version of which is attached as Exhibit A.

ARTICLE II
BASIC POLICIES

Section 2.1 Tax-Exempt Status. The Club shall be operated in a manner consistent with its status as an organization described in Section 501(c)(3) of the Code, contributions to which are deductible under Section 170(c)(2) of the Code. Notwithstanding any other provision of these Bylaws or the Standard Operating Procedures, the Club shall not carry on any activity not permitted to be carried on by such an organization.

Section 2.2 Political and Legislative Activity. The Club shall not participate or intervene in (including by publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office. No substantial part of the Club's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted by an election under Section 501(h) of the Code, if made by the Board.

Section 2.3 Private Benefit. The Club's activities shall be conducted for public rather than private benefit, subject to Article XIV.

Section 2.4 Nondiscrimination. The Club shall not discriminate on the basis of race, color, religion, sex, national origin, ancestry, age, disability, sexual orientation, gender identity, or any other characteristic protected by applicable law in its membership, programs, or activities, subject to the bona fide qualifications for membership stated in Section 7.3.

ARTICLE III
OFFICES AND REGISTERED AGENT

Section 3.1 Registered Office and Registered Agent. The Club shall maintain a registered office and registered agent in New Mexico as required by the Act. The registered office and registered agent shall be those most recently filed with the New Mexico Secretary of State and may be changed by the Board without amendment of these Bylaws. As of the adoption of these Bylaws, the registered office is 509 S. Main St., Ste. A, Las Cruces, New Mexico 88011, and the registered agent is Agent Service Solutions, Corp.

Section 3.2 Principal Office; Mailing Address. The Club's principal office and mailing address shall be as designated by the Board from time to time. As of the adoption of these Bylaws, the mailing address is 1720 Wade Street, Las Cruces, New Mexico 88001.

Section 3.3 Other Offices. The Club may establish other offices within the State of New Mexico as the Board may determine.

ARTICLE IV
BOARD OF DIRECTORS

Section 4.1 General Powers. The affairs of the Club shall be managed by, and all corporate powers shall be exercised by or under the direction of, the Board, except as otherwise provided by the Act, the Articles, or these Bylaws with respect to matters reserved to the Members. Between meetings of the Members, the Board is the governing body of the Club. The Board shall establish policy, adopt the annual budget, approve significant actions and contracts, adopt and amend the Standard Operating Procedures, supervise the Officers, and oversee the Club's finances, programs, and compliance with law. The Board may delegate the day-to-day management of the Club to the Officers, but the Board shall remain responsible for the oversight of all delegated matters.

Section 4.2 Number and Composition. The Board shall consist of seven (7) Directors, as follows:

(a) Officer-Directors. Each person elected as President, Vice President, Secretary, or Treasurer shall, by virtue of and for so long as that person holds such office, serve as a Director with full voting rights.

(b) At-Large Directors. The remaining seats shall be held by At-Large Directors: three (3) At-Large Directors if the offices of Secretary and Treasurer are held by different persons, or four (4) At-Large Directors if those offices are held by one person under Section 5.1(b).

(c) Advisory Past President. The Advisory Past President described in Section 5.10 is not a Director, is not counted in determining the number of Directors or a quorum, and has no vote.

Section 4.3 Qualifications. Each Director shall be a Voting Member in Good Standing who is at least eighteen (18) years of age. A Director who ceases to be a Voting Member in Good Standing shall cease to be a Director, and a vacancy shall result. No person serving as Advisory Past President may serve concurrently as a Director.

Section 4.4 Initial Directors. The initial Directors are Jeffrey Neill, David Barr, Jerome Dodson, Sue Bogart, Mel Taylor, Thomas Steffen, and Lynn Goslin. Each initial Director shall serve for the term determined at the organizational meeting of the Board held May 14, 2026, and until a successor is elected and qualified.

Section 4.5 Election and Term. At each Annual Meeting, the Voting Members shall elect the At-Large Directors, and, in accordance with Section 5.3, the Officers who will serve as Officer-Directors. Each Director shall hold office for a term of one (1) year beginning January 1 following the election and ending December 31, and until a successor has been elected and qualified, or until the Director's earlier death, resignation, or removal. An At-Large Director may be re-elected without limit; an Officer-Director is subject to the term limit stated in Section 5.3.

Section 4.6 Nominations.

(a) Nominating Committee. Not later than its regular meeting in August of each year, the Board shall appoint a Nominating Committee of not fewer than three (3) Voting Members, which may include Directors and Officers. No person who is a candidate for election at the

Annual Meeting shall serve on the Nominating Committee.

(b) Slate. The Nominating Committee shall nominate at least one (1) and, where practicable, not more than two (2) qualified candidates for each office and for the At-Large Director seats to be filled, after confirming each candidate's eligibility and willingness to serve. The slate shall be reported to the Board and shall be delivered to the Voting Members with the notice of the Annual Meeting under Section 7.11.

(c) Other Nominations. Additional nominations may be made by any Voting Member from the floor at the Annual Meeting, provided that the nominee is present and consents or has previously filed written consent to serve in the manner specified in the Standard Operating Procedures.

Section 4.7 Voting in Elections. Elections of Directors and Officers shall be by written or secret ballot, which may include a secure electronic ballot approved by the Board. The candidate receiving the greatest number of votes cast for an office, and the candidates receiving the greatest number of votes cast for the At-Large Director seats up to the number of seats to be filled, shall be elected. If a tie prevents the filling of a position, a runoff ballot limited to the tied candidates shall be conducted at the same meeting, and if the tie persists, the position shall be determined by lot. Cumulative voting and proxy voting are not permitted.

Section 4.8 Failure to Elect. If no qualified candidate is nominated or elected for an office or At-Large Director seat, the position shall be vacant as of the beginning of the term and shall be filled by the Board under Section 4.11 or Section 5.7, as applicable.

Section 4.9 Resignation. A Director may resign at any time by delivering written notice to the President or the Secretary. A resignation is effective upon delivery unless the notice specifies a later effective date. Acceptance of a resignation is not required to make it effective. The resignation of an Officer-Director from office as an Officer is also a resignation as a Director, and the resignation of an Officer-Director as a Director is also a resignation from office.

Section 4.10 Removal. Pursuant to NMSA 1978, § 53-8-18(D):

(a) By the Members. Any Director may be removed, with or without Cause, by the affirmative vote of two-thirds (2/3) of the votes cast by the Voting Members at an Annual Meeting or special meeting of the Members, the notice of which states that removal of the Director is a purpose of the meeting.

(b) By the Board. The Board may remove an At-Large Director for Cause by the affirmative vote of a majority of the Directors then in office, not counting the Director whose removal is under consideration, at a meeting of the Board called for that purpose. The Director shall be given written notice of the grounds for removal at least ten (10) days before the meeting and an opportunity to be heard, in person or in writing, before the vote.

(c) Officer-Directors. Removal of an Officer-Director from office as an Officer under Section 5.6 shall also remove that person as a Director. Removal of an Officer-Director as a Director under Section 4.10(a) shall also remove that person from office.

Section 4.11 Vacancies. A vacancy on the Board exists upon the death, resignation, removal, disqualification, or adjudicated incapacity of a Director, or upon a failure to elect under Section 4.8. A vacancy in an At-Large Director seat may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum. A vacancy in an Officer-Director seat shall be filled by election to the vacant office under Section 5.7. A Director elected to fill a vacancy shall hold office for the unexpired term of the Director's predecessor.

Section 4.12 Regular Meetings. The Board shall hold a regular meeting each month at such time and place as the Board determines, for the transaction of such business as may lawfully come before the meeting. A regular meeting of the Board may be held on the same date and at the same place as a General Membership Meeting, but the Board meeting shall be separately convened, conducted, and minuted.

Section 4.13 Special Meetings. Special meetings of the Board may be called by the President or by any two (2) Directors. The Secretary, or in the Secretary's absence the person or persons calling the meeting, shall give notice of the special meeting under Section 4.14.

Section 4.14 Notice of Board Meetings.

(a) Regular Meetings. The Board shall adopt and may amend a schedule of its regular meetings. The date, time, and place (including any means of remote participation) of each regular meeting shall be posted on the Club's calendar not less than fifteen (15) days before the meeting, so that Members may attend if they choose. No further notice to Directors of regular meetings is required.

(b) Special Meetings. Notice of the date, time, place (including any means of remote participation), and purpose of each special meeting shall be given to each Director (i) by first-class mail deposited in the United States mail, postage prepaid, at least ten (10) days before the meeting, or (ii) by personal delivery, telephone, or Electronic Transmission at least forty-eight (48) hours before the meeting. Only business within the purpose stated in the notice may be transacted at a special meeting unless all Directors are present or waive notice.

(c) Waiver. Notice may be waived as provided in Article X.

Section 4.15 Open Meetings; Executive Session. Meetings of the Board are open to Members, who may observe and may address the Board as permitted by the presiding officer. The Board may meet in executive session, from which Members, guests, and the Advisory Past President may be excluded, to consider personnel matters, Member discipline, legal matters, contract negotiations, matters involving a conflict of interest, or other matters the Board determines require confidentiality. Any action taken in executive session shall be recorded in the minutes.

Section 4.16 Quorum. Five (5) Directors shall constitute a quorum for the transaction of business, except that a vacancy may be filled under Section 4.11 by a majority of the remaining Directors though less than a quorum. A quorum, once attained at a meeting, is deemed to continue until adjournment. If a quorum is not present, a majority of the Directors present may adjourn the meeting without further notice.

Section 4.17 Voting. Each Director, including the President, shall have one (1) vote on each matter

before the Board. The affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless a greater vote is required by the Act, the Articles, or these Bylaws. Directors may not vote by proxy.

Section 4.18 Remote Participation. Directors and members of any committee may participate in, and act at, any meeting by conference telephone or other simultaneous, remote electronic means by which all persons participating in the meeting can hear and communicate with one another at the same time. Participation by such means constitutes presence in person at the meeting.

Section 4.19 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board or a Board Committee may be taken without a meeting if a consent setting forth the action is signed by all of the Directors or committee members, as applicable, in accordance with NMSA 1978, § 53-8-97. To the extent permitted by law, including the Uniform Electronic Transactions Act, NMSA 1978, § 14-16-1 et seq., a consent may be signed and delivered by Electronic Transmission. Consents shall be filed with the minutes. An exchange of e-mail that does not satisfy this Section does not constitute action of the Board.

Section 4.20 Compensation. No Director shall receive compensation for service as a Director. Directors may be reimbursed for reasonable, documented expenses incurred on behalf of the Club in accordance with Article IX and the Standard Operating Procedures. Nothing in this Section precludes a Director from receiving reasonable compensation for services rendered to the Club in a capacity other than as a Director, if approved in advance by the Board in accordance with Article XVII, without the participation of the interested Director.

Section 4.21 Standard of Conduct. Each Director shall perform the duties of a Director in good faith, in a manner the Director believes to be in or not opposed to the best interests of the Club, and with the care an ordinarily prudent person in a like position would use under similar circumstances, and may rely on information, reports, and opinions as permitted by NMSA 1978, § 53-8-25.1. Directors are entitled to the protections from personal liability afforded by NMSA 1978, §§ 53-8-25.2 and 53-8-25.3 and other applicable law.

ARTICLE V
OFFICERS

Section 5.1 Officers; Combined Offices.

(a) The Officers of the Club shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Voting Members as provided in Section 5.3.

(b) No person may hold more than one office at a time, except that, as permitted by NMSA 1978, § 53-8-23(A), the offices of Secretary and Treasurer may be held by one person if (i) the Board so determines not later than its regular meeting in August preceding the Annual Meeting, or (ii) no candidate is nominated for one of those offices. The determination shall be stated in the notice of the Annual Meeting.

Section 5.2 Qualifications; Relationships Among Officers. Each Officer shall be a Voting Member in Good Standing who is at least eighteen (18) years of age. No Officer shall be a Related

Person of any other Officer.

Section 5.3 Election and Term of Office. The Officers shall be elected annually by the Voting Members at the Annual Meeting, in the manner provided in Sections 4.6 and 4.7. Each Officer shall hold office for a term of one (1) year beginning January 1 following the election and ending December 31, and until a successor has been elected and qualified, or until the Officer's earlier death, resignation, or removal. No person shall serve more than two (2) consecutive full terms in the same office, but a person may be elected to a different office at the end of any term. Service of less than six (6) months to fill a vacancy shall not count as a term for purposes of this Section.

Section 5.4 Subordinate Officers. The Board may from time to time appoint Subordinate Officers, including Assistant Secretaries and Assistant Treasurers, each of whom shall hold office at the pleasure of the Board or for such term as the Board may designate, and shall have such authority and duties as the Board may prescribe. Subordinate Officers are not Directors. The Board may delegate to the President the power to appoint Subordinate Officers and to prescribe their duties, subject to ratification by the Board at its next regular meeting.

Section 5.5 Resignation. An Officer may resign at any time by delivering written notice to the President or the Secretary (or, in the case of the President, to the Vice President). The resignation is effective as provided in Section 4.9 and has the effect stated in that Section.

Section 5.6 Removal and Suspension.

(a) By the Members. Any Officer may be removed from office, with or without Cause, by the affirmative vote of two-thirds (2/3) of the votes cast by the Voting Members at an Annual Meeting or special meeting of the Members, the notice of which states that removal of the Officer is a purpose of the meeting.

(b) Suspension by the Board. The Board may, for Cause, suspend an Officer from the powers and duties of office by the affirmative vote of a majority of the Directors then in office, not counting the Officer concerned, after giving the Officer written notice of the grounds at least ten (10) days before the meeting and an opportunity to be heard. A suspended Officer may not exercise any authority as an Officer or Director during the suspension. Upon suspending an Officer, the Board shall call a special meeting of the Members, to be held within forty-five (45) days, to consider removal under Section 5.6(a). If the Members do not remove the Officer, the suspension shall end upon adjournment of that meeting. During a suspension, the duties of the office shall be performed as provided in Section 5.7.

(c) Subordinate Officers. Any Subordinate Officer may be removed, with or without Cause, by the Board or by an Officer to whom the Board has delegated that authority.

(d) Contract Rights. Removal is without prejudice to the contract rights, if any, of the person removed. Election or appointment as an Officer does not of itself create contract rights.

Section 5.7 Vacancies. A vacancy in any office, however occurring, shall be filled for the unexpired portion of the term by election by the Board at its next regular meeting, or at a special meeting called for that purpose. Pending such election, the Vice President shall perform the duties of a vacant office of President, and the Board may appoint an interim Officer to perform the duties of any other vacant

office. A person elected to fill a vacancy in an office becomes an Officer-Director for the remainder of the term. If an At-Large Director is elected to fill a vacant office, that person's At-Large Director seat becomes vacant and shall be filled under Section 4.11.

Section 5.8 Compensation. No Officer shall receive compensation for service as an Officer. Officers may be reimbursed for reasonable, documented expenses incurred on behalf of the Club in accordance with Article IX and the Standard Operating Procedures. Nothing in this Section precludes an Officer from receiving reasonable compensation for services rendered to the Club in a capacity other than as an Officer, if approved in advance by the Board in accordance with Article XVII, without the participation of the interested Officer.

Section 5.9 President. The President shall be the chief executive and operating officer of the Club and, subject to the direction and supervision of the Board, shall have general charge of the operations of the Club, implement the policies and decisions of the Board, and coordinate the activities of the other Officers. The President shall preside at all meetings of the Board and of the Members, shall be an ex officio, non-voting member of all committees other than the Nominating Committee, and shall have such other powers and duties as may be prescribed by these Bylaws, the Board, or the Standard Operating Procedures.

Section 5.10 Advisory Past President. Upon completion of a term as President, the immediately preceding President shall serve for one (1) year as a non-voting advisor to the Board (the "Advisory Past President") to provide continuity and institutional memory. The Advisory Past President may attend and participate in discussion at meetings of the Board, except executive sessions from which the Board excludes the Advisory Past President, and shall maintain the confidentiality of Club matters. The Advisory Past President is not a Director or Officer, is not counted toward a quorum, and may not serve as a Director or Officer during the advisory year, but may be a candidate for election to a term beginning after the advisory year ends. If the immediately preceding President is unable or unwilling to serve, or is elected to an office for the following year, the position shall remain vacant for that year.

Section 5.11 Vice President. At the request of the President, or in the President's absence or disability, the Vice President shall perform the duties of the President and, when so acting, shall have all of the powers of, and be subject to all of the restrictions upon, the President. The Vice President shall oversee the planning of Club trips and shall have such other powers and duties as may be prescribed by these Bylaws, the Board, the President, or the Standard Operating Procedures.

Section 5.12 Secretary. The Secretary shall (a) keep, or cause to be kept, accurate minutes of all meetings of the Members, the Board, and Board Committees, and file all written consents; (b) give all notices required by law, the Articles, these Bylaws, or the Board; (c) maintain the roll of Members, including the names and addresses of Voting Members, as required by NMSA 1978, § 53-8-27; (d) have custody of the corporate records other than financial records; and (e) perform such other duties as are usually incident to the office or as may be prescribed by the Board, the President, or the Standard Operating Procedures. The Board may delegate any of the Secretary's duties to an Assistant Secretary.

Section 5.13 Treasurer. The Treasurer shall (a) have custody of the Club's funds and securities; (b) keep full and accurate accounts of all receipts and disbursements, an inventory of assets, and a

record of liabilities; (c) deposit all funds in depositories designated by the Board; (d) disburse funds as authorized by the approved budget, Section 9.3, or other action of the Board, taking proper vouchers and receipts for all disbursements; (e) present a financial report at each regular meeting of the Board and an annual financial report to the Members at the Annual Meeting; (f) coordinate the preparation and filing of all tax returns and financial reports required by law; and (g) perform such other duties as are usually incident to the office or as may be prescribed by the Board, the President, or the Standard Operating Procedures. The Board may delegate any of the Treasurer's duties to an Assistant Treasurer.

Section 5.14 Attendance. Each Director and Officer shall endeavor to attend all regular meetings of the Board and General Membership Meetings. Absence from two (2) consecutive regular meetings of the Board without notice to the President or another Officer constitutes Cause for purposes of Sections 4.10(b) and 5.6(b).

Section 5.15 Return of Records and Property. Each Director, Officer, committee member, and volunteer who holds Club records, funds, equipment, credentials, or other property shall deliver them to the Club, or to the person's successor, within fourteen (14) days after leaving the position. All Club records, accounts, and data, whether stored on Club-owned or personal devices or online services, are the property of the Club.

ARTICLE VI
COMMITTEES

Section 6.1 Board Committees. By resolution adopted by a majority of the Directors in office, the Board may designate one or more Board Committees, each consisting of two (2) or more Directors, which, to the extent provided in the resolution, shall have and may exercise the authority of the Board, subject to NMSA 1978, § 53-8-21. No Board Committee shall have authority to amend, alter, or repeal these Bylaws; elect, appoint, or remove any Director, Officer, or committee member; amend or restate the Articles; adopt a plan of merger or consolidation; authorize the sale, lease, exchange, or mortgage of all or substantially all of the Club's property and assets; authorize voluntary dissolution or revoke proceedings therefor; adopt a plan for the distribution of the Club's assets; or amend, alter, or repeal any resolution of the Board that by its terms may not be so amended. The designation of a Board Committee does not relieve the Board or any Director of any responsibility imposed by law.

Section 6.2 Advisory Committees. The Board may establish Advisory Committees, the members of which need not be Directors, to study, plan, advise, and assist the Board and the Officers. An Advisory Committee shall not exercise the authority of the Board, shall not bind the Club, and shall have only the responsibilities expressly assigned to it by the Board.

Section 6.3 Nominating Committee. The Nominating Committee is an Advisory Committee constituted under Section 4.6(a).

Section 6.4 Appointment. Members of Board Committees shall be appointed by the Board. Unless the Board provides otherwise, the President shall appoint the chair and members of each Advisory Committee, subject to ratification by the Board at its next regular meeting. The President

may also form informal, temporary working groups to assist with specific tasks; such groups have no authority to act for the Club.

Section 6.5 Procedures. Each committee shall keep minutes or written summaries of its meetings and report to the Board as the Board requires. Unless the Board provides otherwise, a majority of a committee's members constitutes a quorum, and committee members serve until the end of the calendar year or the earlier dissolution of the committee by the Board.

ARTICLE VII
MEMBERS

Section 7.1 Members. The Members of the Club are those persons admitted to membership and holding membership rights in accordance with these Bylaws.

Section 7.2 Classes of Members. The Club has the following three (3) classes of Members:

(a) Individual Membership — a paid membership for one (1) adult, who is entitled to one (1) vote.

(b) Family Membership — a paid membership for two (2) adult family members who are listed on the membership application, each of whom is entitled to one (1) vote.

(c) Honorary Membership — a free, non-voting, lifetime membership conferred upon an individual or business by vote of the Board at any regular meeting of the Board, in recognition of service to the Club or of monetary or in-kind contributions to the Club.

Section 7.3 Qualifications. Individual and Family Membership is open to any person, without regard to the characteristics listed in Section 2.4, who (a) is at least eighteen (18) years of age; (b) holds a valid driver's license; and (c) is a registered owner of a full-size four-wheel-drive vehicle, provided that for a Family Membership it is sufficient that at least one (1) of the listed family members is such a registered owner. These qualifications do not apply to Honorary Members. Each Member participating as a driver in Club events shall comply with applicable law, and each vehicle used in Club events shall be registered and insured as required by law.

Section 7.4 Admission and Dues. A qualified person becomes a Member upon acceptance of a completed application, execution of the Club's participant release, and payment of dues, in accordance with the Standard Operating Procedures. The Board shall establish the amount of dues for each paid class of membership and the dates on which dues are payable.

Section 7.5 Good Standing. A Member is in Good Standing if (a) the Member's dues for the current membership year are paid; (b) the Member has submitted a current application and executed the Club's participant release for the current membership year; (c) the Member is not under suspension under Section 7.15; and (d) the Member's conduct is in harmony with the purposes of the Club stated in Article I. Honorary Members are in Good Standing unless suspended or their membership is rescinded.

Section 7.6 Voting Rights.

(a) Each Voting Member has one (1) vote on each matter submitted to a vote of the Members. Honorary Members have no vote.

(b) Only Members who are Voting Members on the date the notice of a meeting is given (or, for a General Membership Meeting, on the date of the meeting) are entitled to vote at that meeting.

(c) Voting by proxy is not permitted.

Section 7.7 Reserved Powers of the Members.

(a) The following matters are reserved to the Voting Members: (i) election of the Officers and At-Large Directors; (ii) removal of Directors and Officers under Sections 4.10(a) and 5.6(a); (iii) amendment or restatement of these Bylaws; (iv) approval of any amendment of the Articles, merger, consolidation, sale of all or substantially all assets, or dissolution, to the extent required by the Act; (v) rescission of Honorary Membership under Section 7.15(e); and (vi) any other matter expressly reserved to the Members by the Act, the Articles, or these Bylaws.

(b) The Board may refer any other matter to the Members for discussion or an advisory vote. Except as provided in Section 7.7(a), action by the Members is advisory and does not bind the Board, and the Members do not manage the day-to-day affairs of the Club.

Section 7.8 Annual Meeting. The Annual Meeting of the Members shall be held each year at the General Membership Meeting in November, or at such other date, time, and place as the Board determines, for the purpose of electing Officers and At-Large Directors, receiving the annual reports of the President and the Treasurer (including the income statement for the Chile Challenge), presenting the proposed annual budget for Member comment, and transacting any other business properly brought before the meeting.

Section 7.9 Special Meetings of Members. Special meetings of the Members may be called by the President, by the Board, or by Voting Members holding not less than one-twentieth (1/20) of the votes entitled to be cast at the meeting, by written request delivered to the Secretary stating the purpose of the meeting. The Secretary shall give notice of a special meeting requested by Members within fifteen (15) days after receipt of a valid request, for a meeting to be held within the period permitted by Section 7.11. Only business within the purpose stated in the notice may be transacted at a special meeting.

Section 7.10 General Membership Meetings. General Membership Meetings shall be held on the second Tuesday of each month, except in the month in which the Chile Challenge is held, or as otherwise scheduled by the Board. General Membership Meetings are held for information, education, program, and fellowship purposes, for discussion and advisory votes on matters referred by the Board, and, when noticed under Section 7.11(a), for action on matters reserved to the Members.

Section 7.11 Notice of Member Meetings.

(a) Annual and Special Meetings; Reserved Matters. Written notice stating the place, date, and time of the meeting, any means of remote participation, and, for a special meeting or any

meeting at which a matter reserved under Section 7.7(a) will be acted upon, the purpose of the meeting, shall be given to each Voting Member not less than ten (10) nor more than fifty (50) days before the meeting. The notice of the Annual Meeting shall include the Nominating Committee's slate and, if applicable, the determination under Section 5.1(b). Notice of a proposed amendment to these Bylaws shall include the text of the proposed amendment.

(b) General Membership Meetings. Posting of the schedule of General Membership Meetings on the Club's calendar is sufficient notice of those meetings, except as provided in Section 7.11(a).

(c) Method. Notice may be given by personal delivery, by first-class mail, or by Electronic Transmission to the address or e-mail address shown on the Club's membership records. A Member who provides an e-mail address on the membership application consents to receive notice by Electronic Transmission until the Member revokes that consent in writing.

Section 7.12 Quorum. At any meeting of the Members, Voting Members holding ten percent (10%) of the votes entitled to be cast, present in person or by simultaneous, remote electronic means authorized under Section 7.14, constitute a quorum.

Section 7.13 Voting; Presiding Officer.

(a) Except as otherwise provided by the Act, the Articles, or these Bylaws, the affirmative vote of a majority of the votes cast by the Voting Members present at a meeting at which a quorum is present is the act of the Members.

(b) Elections are governed by Section 4.7. Amendment of these Bylaws and removal of a Director or Officer require two-thirds (2/3) of the votes cast. Dissolution and the other matters described in Section 7.7(a)(iv) require the vote specified by the Act.

(c) Votes other than elections may be taken by voice or show of hands unless the presiding officer or one-fifth (1/5) of the Voting Members present require a written ballot.

(d) The President shall preside at meetings of the Members and shall vote on motions only to break a tie, but may vote by ballot in elections in the same manner as any other Voting Member.

Section 7.14 Remote Participation; Action Without a Meeting. The Board may authorize Voting Members to attend, be counted toward a quorum, and vote at any meeting of the Members by simultaneous, remote electronic means, provided the Club implements reasonable measures to verify that each person participating is a Voting Member and to provide a reasonable opportunity to participate and vote. Any action that may be taken at a meeting of the Members may be taken without a meeting only by unanimous written consent of all Voting Members under NMSA 1978, § 53-8-97.

Section 7.15 Suspension, Termination, and Rescission.

(a) Grounds. A membership may be suspended, terminated, or not renewed for Cause.

(b) Procedure. Before the Board acts under this Section, the Member shall be given written notice of the proposed action and the reasons for it at least ten (10) days before the meeting at which it will be considered, and an opportunity to be heard, orally or in writing, by the

Board. The Board may act only by the affirmative vote of two-thirds (2/3) of the Directors then in office.

(c) Interim Measures. A Trail Leader or Officer may remove any person from a Club event for a safety violation or misconduct at the event. The President, with the concurrence of one (1) other Officer, may suspend a Member's participation in Club events for up to thirty (30) days pending Board action under Section 7.15(b), and shall report the suspension to the Board at its next meeting.

(d) Decision. Within ten (10) days after the Board's decision, the Member shall be notified of the decision and the reasons for it by written letter, dated and signed by the President. Dues paid by a Member whose membership is terminated shall not be refunded unless the Board determines otherwise.

(e) Honorary Membership. An Honorary Membership may be rescinded only for Cause, upon the recommendation of the Board and the affirmative vote of a majority of the votes cast by the Voting Members at a meeting noticed under Section 7.11(a), after the Honorary Member has received notice and an opportunity to be heard comparable to that provided in Section 7.15(b).

Section 7.16 Nature of Membership. Membership is personal and is not transferable or assignable. No Member has any ownership interest in the property or assets of the Club.

ARTICLE VIII
SEAL

Section 8.1 No Seal. The Club shall not have a corporate seal.

ARTICLE IX
FISCAL YEAR AND FINANCIAL OVERSIGHT

Section 9.1 Fiscal Year. The fiscal year of the Club shall be the calendar year.

Section 9.2 Annual Budget. The Treasurer, in consultation with the President, shall prepare a proposed annual budget for the following fiscal year, including a separate budget for the Chile Challenge and any other major event. The proposed budget shall be presented to the Members at the Annual Meeting for comment and shall be adopted, with any modifications, by the Board not later than its regular meeting in December. The Board may amend the budget at any time.

Section 9.3 Expenditure Authority.

(a) Budgeted Expenditures. The Officers may make expenditures within the line items of the approved budget, subject to Sections 9.4 through 9.6.

(b) Unbudgeted Expenditures up to $500. An expenditure not provided for in the approved budget, or exceeding the applicable line item, in an amount not exceeding five hundred dollars ($500.00) may be approved in advance by the President or Vice President together with the Treasurer, and shall be reported to the Board at its next regular meeting.

(c) Board Approval. Any unbudgeted expenditure exceeding five hundred dollars ($500.00), and any single reimbursement to an individual exceeding five hundred dollars ($500.00), shall require the prior approval of a majority of the Directors present at a meeting at which a quorum is present.

(d) No Splitting. An expenditure shall not be divided into smaller amounts to avoid the approval thresholds of this Section.

Section 9.4 Bank Accounts and Authorized Signers. The Club's funds shall be deposited in accounts in the Club's name at depositories designated by the Board. Two (2) signatures shall be required on all checks drawn on the Club's accounts. Authorized signers shall be the President, the Treasurer, and one (1) other Officer or Director selected by the Board. Each authorized signer shall have electronic access to all financial accounts and shall review those accounts not less than quarterly. No two (2) authorized signers may be Related Persons. Electronic fund transfers and online payments shall require the approval of two (2) authorized signers or shall be subject to equivalent controls approved by the Board and described in the Standard Operating Procedures. No authorized signer may sign or approve a payment to himself or herself or to a Related Person.

Section 9.5 Debit Cards. Not more than two (2) debit cards may be issued, to persons designated by the Board, for smaller purchases such as awards, door prizes, and event needs, subject to the limits and documentation requirements of the Standard Operating Procedures. Any unauthorized purchase shall be repaid to the Club by the person who made it.

Section 9.6 Receipts and Reimbursement. All receipts for expenditures of the Club, regardless of amount, shall be delivered to the Treasurer. Reimbursable expenses must be authorized in advance under Section 9.3, shall be requested in writing with receipts attached, and shall be paid by check or electronic transfer, not in cash, in accordance with the Standard Operating Procedures.

Section 9.7 Financial Records; Related Persons. The Treasurer shall keep accurate records of the financial affairs of the Club, which shall be maintained so as to be accessible to at least one other authorized signer. The Treasurer shall not be a Related Person of any person handling the finances of any fundraiser.

Section 9.8 Financial Reports. The Treasurer shall report to the Board at each regular meeting of the Board on receipts, disbursements, account balances, and performance against the budget, and shall present an annual financial report to the Members at the Annual Meeting.

Section 9.9 Independent Financial Review.

(a) Not less often than every three (3) years, the Board shall cause the Club's financial records to be examined by an independent certified public accountant through an audit, review, or agreed-upon procedures engagement, or, if the Board so determines by resolution, by an independent, qualified financial professional who is not a Member, a Director, an Officer, or a Related Person of any of them.

(b) The Club shall obtain an audit by an independent certified public accountant in any year in which an audit is required by law, including under the New Mexico Charitable Solicitations Act, NMSA 1978, § 57-22-1 et seq.

(c) In each year in which no examination under Section 9.9(a) occurs, the Board shall appoint two (2) or more persons who are not authorized signers to conduct an internal review of the Club's accounts and report to the Board.

Section 9.10 Gifts. The Board may accept, on behalf of the Club, any contribution, gift, bequest, or devise for the general purposes or any special purpose of the Club, and may decline any gift whose conditions are inconsistent with the Club's purposes or tax-exempt status.

Section 9.11 Loans Prohibited. The Club shall not make any loan to any Director or Officer. As provided in NMSA 1978, § 53-8-29, any Director or Officer who assents to or participates in such a loan is personally liable to the Club for its amount until repaid.

ARTICLE X
NOTICE AND WAIVER OF NOTICE

Section 10.1 Form of Notice. Except as otherwise provided in these Bylaws, any notice required to be given to a Director or Member may be given personally, by first-class mail, or by Electronic Transmission.

Section 10.2 When Notice Is Delivered. Mailed notice is deemed delivered when deposited in the United States mail, postage prepaid, addressed to the recipient at the address shown in the Club's records. Notice by Electronic Transmission is deemed delivered when sent to the e-mail address shown in the Club's records, unless the sender receives notice that it was undeliverable. Notice by telephone or personal delivery is deemed delivered when communicated.

Section 10.3 Written Waiver. Whenever notice is required to be given to any Director or Member under the Act, the Articles, or these Bylaws, a waiver of notice in writing (including by Electronic Transmission) signed by the person entitled to the notice, whether before or after the time stated in the notice, is equivalent to the giving of notice.

Section 10.4 Waiver by Attendance. Attendance of a Director or Member at a meeting constitutes a waiver of notice of the meeting, except when the person attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE XI
AGENTS AND REPRESENTATIVES

Section 11.1 Agents and Representatives. The Board may appoint agents and representatives of the Club with such powers, and to perform such acts or duties on behalf of the Club, as the Board determines, to the extent consistent with these Bylaws and permitted by law.

ARTICLE XII
CONTRACTS

Section 12.1 Authority to Contract. Except as otherwise provided in these Bylaws, the Board may

authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name and on behalf of the Club, and such authority may be general or confined to specific instances. The approved budget and Section 9.3 constitute general authority for the Officers to enter into contracts within the amounts so authorized. Unless so authorized, no Officer, agent, volunteer, or employee has any power or authority to bind the Club by any contract or engagement, to pledge its credit, or to render it liable for any purpose or in any amount.

Section 12.2 Contracts Requiring Board Approval. Notwithstanding Section 12.1, the following require the specific approval of the Board: (a) any contract with a term exceeding one (1) year; (b) any agreement with an event planner, coordinator, or other independent contractor for the Chile Challenge or any other fundraising event; (c) any lease, loan, guarantee, or encumbrance of Club property; and (d) any transaction subject to Article XVII.

ARTICLE XIII
SECURITIES HELD BY THE CLUB

Section 13.1 Voting of Securities. Unless otherwise ordered by the Board, the President shall have full power and authority on behalf of the Club to attend, act, and vote, in person or by proxy, at any meeting of the holders of securities or other ownership interests of any entity in which the Club holds such interests, and to exercise all rights incident to their ownership. The Board may confer like powers upon any other person and may revoke any such powers at its pleasure.

ARTICLE XIV
PROHIBITION AGAINST PRIVATE INUREMENT; DISSOLUTION

Section 14.1 Prohibition Against Sharing in Earnings. No part of the net earnings of the Club shall inure to the benefit of, or be distributable to, any Director, Officer, Member, employee, committee member, or other private person, except that the Club may pay reasonable compensation for services actually rendered and reimburse reasonable expenses in furtherance of its purposes, as approved in accordance with these Bylaws. No such person shall be entitled to share in the distribution of any of the Club's assets upon dissolution.

Section 14.2 Authorization of Dissolution. The Club may be dissolved voluntarily only upon adoption by the Board of a resolution recommending dissolution and approval of the resolution by at least two-thirds (2/3) of the votes cast by the Voting Members at an Annual Meeting or special meeting noticed in accordance with Section 7.11(a), as provided in NMSA 1978, § 53-8-47.

Section 14.3 Distribution of Assets. Upon dissolution or winding up of the affairs of the Club, whether voluntary or involuntary, the assets of the Club remaining after payment of, or provision for, all liabilities shall be distributed, in such amounts as the Board determines, exclusively to one or more organizations then described in Section 501(c)(3) of the Code (preferably organizations described in Section 509(a)(1) or 509(a)(2) of the Code whose purposes include the stewardship of, or access to, public lands), or to the federal government or a state or local government for a public purpose, all in accordance with the Articles and the Act. Any assets not so disposed of shall be disposed of by the

district court of the county in which the Club's principal office is located, exclusively for such purposes or to such organizations as the court shall determine.

ARTICLE XV
INVESTMENTS

Section 15.1 Investment Authority. The Board may retain any securities or other property acquired by the Club and may invest and reinvest the Club's funds as the Board determines, exercising the care, skill, and caution of a prudent investor in light of the Club's purposes and needs. To the extent applicable, the management and investment of institutional funds shall comply with the Uniform Prudent Management of Institutional Funds Act, NMSA 1978, § 46-9A-1 et seq.

Section 15.2 Protection of Exempt Status. No investment or other action shall be taken by or on behalf of the Club that would jeopardize its exemption under Section 501(c)(3) of the Code or, if the Club is ever classified as a private foundation, that would subject the Club to tax under Chapter 42 of the Code.

ARTICLE XVI
INDEMNIFICATION AND INSURANCE

Section 16.1 Definitions. For purposes of this Article, "Covered Person" means any person who is or was a Director or Officer, or who serves or served at the Club's request as a director, officer, partner, trustee, employee, or agent of another entity; "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative; and "Expenses" means reasonable expenses, costs, and attorneys' fees.

Section 16.2 Mandatory Indemnification. To the fullest extent permitted by NMSA 1978, § 53-8-26 and other applicable law, the Club shall indemnify each Covered Person against Expenses actually and reasonably incurred, and amounts paid in satisfaction of a judgment or in settlement, in connection with any Proceeding to which the Covered Person was or is a party, or is threatened to be made a party, by reason of being or having been a Covered Person; provided, that no indemnification shall be made in respect of any matter as to which the Covered Person is adjudged liable for a breach of duty amounting to willful misconduct or recklessness, or for receipt of an improper personal financial benefit, and no indemnification shall be made for amounts paid in settlement without the Club's prior written consent.

Section 16.3 Determination. Except where indemnification is ordered by a court or the Covered Person has been wholly successful on the merits, indemnification under this Article shall be made only upon a determination that it is proper in the circumstances. The determination shall be made (a) by a majority vote of a quorum of Directors who are not parties to the Proceeding; (b) if such a quorum is not obtainable, by a majority vote of a committee of two (2) or more persons designated by the Board, none of whom is a party to the Proceeding; or (c) if so directed by the disinterested Directors or the committee, by independent legal counsel in a written opinion.

Section 16.4 Advancement of Expenses. The Club may advance Expenses incurred by a Covered

Person in defending a Proceeding before its final disposition upon (a) a determination under Section 16.3 that the facts then known would not preclude indemnification; (b) receipt of the Covered Person's written affirmation of a good-faith belief that indemnification is proper; and (c) receipt of the Covered Person's written undertaking to repay the amount advanced if it is ultimately determined that the Covered Person is not entitled to indemnification. If the Club and the Covered Person are jointly represented by counsel selected by the Club, the Covered Person shall also deliver a signed acknowledgment of the potential conflict of interest, agreeing to retain separate counsel at the Covered Person's own expense if a conflict precludes continued joint representation, and waiving any objection to such counsel's continued representation of the Club.

Section 16.5 Permissive Indemnification of Others. As authorized by NMSA 1978, § 53-8-26, the Board may, in a specific case or by general resolution, extend indemnification and advancement under this Article to any employee, volunteer (including any Trail Leader), committee member, or agent of the Club, on the terms and subject to the limitations stated in this Article.

Section 16.6 Insurance. The Club may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, volunteer, committee member, or agent of the Club against any liability asserted against and incurred by that person in such capacity, whether or not the Club would have the power to indemnify the person against such liability. The Board shall review the adequacy of the Club's general liability, directors and officers liability, and event insurance at least annually.

Section 16.7 Non-Exclusivity; Limitations. The rights provided by this Article are not exclusive of any other rights to which a person may be entitled under any agreement, vote of the disinterested Directors, or otherwise, but shall be subject to Sections 2.1 and 14.1 and shall not be construed to permit any payment that would constitute an excess benefit transaction under Section 4958 of the Code.

Section 16.8 Effect of Amendment. No amendment or repeal of this Article shall adversely affect any right of a Covered Person with respect to acts or omissions occurring before the amendment or repeal.

ARTICLE XVII
CONFLICTS OF INTEREST

Section 17.1 Policy. Directors, Officers, and members of Board Committees shall act in the best interests of the Club and avoid conflicts of interest. The Board shall adopt, and review at least annually, a written Conflict of Interest Policy consistent with this Article and with guidance of the Internal Revenue Service.

Section 17.2 Interested Transactions. An "Interested Transaction" is any contract, transaction, or arrangement between the Club and (a) a Director, Officer, or member of a Board Committee; (b) a Related Person of any of them; or (c) an entity in which any of them has a material financial interest or serves as a director, officer, partner, or trustee.

Section 17.3 Disclosure and Abstention. A person with an actual or potential interest in an

Interested Transaction shall disclose the material facts to the Board or Board Committee before it is considered, shall not vote on it, and shall leave the meeting during deliberation and voting if requested, but may be counted in determining a quorum.

Section 17.4 Approval. An Interested Transaction may be approved only if a majority of the disinterested Directors present at a meeting at which a quorum is present, after reasonable inquiry into comparable alternatives, determines in good faith that the transaction is fair and reasonable to the Club and in its best interests. The minutes shall reflect the disclosure, the abstention, the information considered, and the vote.

Section 17.5 Annual Statements. Each Director, Officer, and member of a Board Committee shall annually sign a statement affirming receipt and understanding of, and compliance with, the Conflict of Interest Policy and disclosing any interests that may give rise to a conflict.

ARTICLE XVIII
BOOKS, RECORDS, AND INSPECTION

Section 18.1 Required Records. The Club shall keep (a) correct and complete books and records of account; (b) minutes of the proceedings of the Members, the Board, and Board Committees; and (c) at its registered office or principal office in New Mexico, a record of the names and addresses of the Voting Members, in each case as required by NMSA 1978, § 53-8-27.

Section 18.2 Inspection by Members. Any Member, or the Member's agent or attorney, may inspect the books and records of the Club for any proper purpose at any reasonable time, upon reasonable written notice to the Secretary stating the purpose. The Board may adopt reasonable procedures to protect the confidentiality of personal information of Members and of matters considered in executive session.

Section 18.3 Public Availability of Bylaws. The Bylaws in effect shall be maintained at the Club's principal office in New Mexico and made available for public inspection and copying as required by NMSA 1978, § 53-8-12(B).

Section 18.4 Public Disclosure and Regulatory Filings. The Club shall make its annual information returns and exemption application available for public inspection as required by Section 6104 of the Code, shall file the annual report required by NMSA 1978, § 53-8-82, and shall maintain its registration and file its reports under the New Mexico Charitable Solicitations Act.

Section 18.5 Retention. The Board shall adopt a document retention and destruction policy. Records shall be maintained in Club-controlled systems and transferred to successors in office as provided in Section 5.15.

ARTICLE XIX
PARLIAMENTARY AUTHORITY

Section 19.1 Rules of Order. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern meetings of the Members, the Board, and committees in all cases to which

they apply and in which they are not inconsistent with the Act, the Articles, these Bylaws, or any special rules of order adopted by the Board. Failure to follow parliamentary procedure does not invalidate any action unless a timely objection is made and the failure materially affected the outcome.

ARTICLE XX
AMENDMENTS; STANDARD OPERATING PROCEDURES

Section 20.1 Amendment of Bylaws. These Bylaws may be amended, restated, or repealed only by the affirmative vote of not less than two-thirds (2/3) of the votes cast by the Voting Members at an Annual Meeting or special meeting of the Members, provided that the notice of the meeting includes the text of the proposed amendment in accordance with Section 7.11(a). Amendments may be proposed by the Board or by written petition of Voting Members holding not less than ten percent (10%) of the votes entitled to be cast, delivered to the Secretary not less than sixty (60) days before the meeting. Unless otherwise stated, an amendment is effective upon adoption.

Section 20.2 Amendment of Articles. The Articles may be amended only as provided in the Act, upon adoption of a resolution by the Board and approval by the Voting Members by the vote required by the Act.

Section 20.3 Standard Operating Procedures.

(a) Adoption. The Board may adopt and from time to time amend Standard Operating Procedures to implement these Bylaws and govern the operations of the Club, including membership administration and dues, election procedures, duties of Officers, meeting practices, safety and trail conduct, information media, fundraising, financial procedures, and privacy. The Standard Operating Procedures, and any amendment, shall be adopted by the affirmative vote of two-thirds (2/3) of the Entire Board at a regular meeting of the Board, and the Members shall be notified of any adoption or amendment within thirty (30) days.

(b) Status. The Standard Operating Procedures are attached to these Bylaws as Exhibit A for reference only. They are not part of these Bylaws, are not incorporated into these Bylaws by reference, and may be amended by the Board without amendment of these Bylaws. No provision of the Standard Operating Procedures may conflict with the Act, the Articles, or these Bylaws, and in the event of any conflict the Act, the Articles, and these Bylaws, in that order, shall control. Replacement of Exhibit A with a current version does not constitute an amendment of these Bylaws.

Section 20.4 Construction. Headings are for convenience only. Words in the singular include the plural and vice versa, and references to any gender include all genders. If any provision of these Bylaws is held invalid, the remaining provisions shall continue in effect. References to any statute include its successor provisions.

CERTIFICATE OF ADOPTION

The undersigned Secretary of Southern NM 4X4 Club, a New Mexico nonprofit corporation, certifies that the foregoing A Bylaws were adopted by the Board of Directors of the corporation on May 14, 2026, to be effective since the formation of the corporation.

_____, Secretary Date: _____

_____, President Date: _____

(STANDARD OPERATING PROCEDURES)

Revision legend:

[Retained] *= substance of Current SOP kept with editorial changes;*

[Revised] *= changed to conform to the new Bylaws or applicable law;*

[New] *= added provision;*

[Cross-ref] *= duplicative governance rule now stated in the Bylaws and referenced here rather than restated. The parenthetical after each heading identifies the Current SOP provision it replaces. Provisions recommended for removal are listed at the end of this Part.*

EXHIBIT A
STANDARD OPERATING PROCEDURES
SOUTHERN NM 4X4 CLUB

Adopted by the Board of Directors effective May 14, 2026, under Section 20.3 of the Bylaws

Preamble. These Standard Operating Procedures ("SOPs") are adopted by the Board under Section 20.3 of the Bylaws (the "Bylaws") to implement the Bylaws and govern the Club's day-to-day operations. They are attached to the Bylaws for reference only and are not part of the Bylaws. If any provision of these SOPs conflicts with the New Mexico Nonprofit Corporation Act, the Articles of Incorporation, or the Bylaws, those documents control. Capitalized terms have the meanings given in the Bylaws. **[Revised — replaces caption "Las Cruces Four Wheel Drive Club ... Supplement to the By-Laws ... Approved by Membership"]**

SECTION 1. MEMBERSHIP AND DUES

A. **Application and Release. [Retained]** (Current I.A) Each prospective and renewing Member must submit a membership application and sign the Club's participant release for each membership year, whether online or in person at a Club meeting or event. Under Bylaws § 7.5, a Member must be in Good Standing to participate in trail runs or events designated as Club-only.

B. **Dues Schedule. [Retained]** (Current I.B) Dues are established by the Board under Bylaws § 7.4. Any change to the dues schedule takes effect at the start of the following fiscal year (January 1).

C. **Current Dues. [Revised]** (Current I.C) Annual dues are $35.00 for an Individual Membership and $____ for a Family Membership. Honorary Members pay no dues.

D. **No Proration. [Retained]** (Current I.D) New Members pay a full year's dues on the date they join. Dues are not prorated.

E. **Delinquency and Lapse. [Revised]** (Current I.E) Dues for each membership year are due January 1 and are delinquent if not paid by February 1, on which date the membership lapses and the Member is no longer in Good Standing. A lapsed Member may be reinstated for the remainder of the membership year by submitting a current application and release and

paying the full year's dues.

F. **Payment. [Retained]** (Current I.F) Dues may be paid online at any time or in person at a General Membership Meeting. Payments by credit card may be subject to a convenience fee.

G. **Timing of Applications. [Retained]** (Current I.G) Applications for the current membership year are available January 1 of that year. Dues are accepted only for the current membership year and are not accepted in advance for a future year.

H. **Honorary Members. [Revised — moved from Bylaws § 7.2]** Each Honorary Member shall be presented with a plaque or certificate suitable for display.

SECTION 2. MEETINGS, VOTING, AND ELECTIONS

A. **Member Votes. [Revised]** (Current II.A) Each Voting Member present has one vote on each matter properly before a meeting of the Members, as provided in Bylaws § 7.6. Honorary Members do not vote. [Corrects reference to "Article III."]

B. **Method of Voting; No Proxies. [Cross-ref]** (Current II.B) Except for elections, which are by ballot under Bylaws § 4.7, votes may be taken by voice or show of hands as provided in Bylaws § 7.13(c). Proxy voting is not permitted (Bylaws § 7.6(c)).

C. **President's Vote. [Cross-ref]** (Current II.C) At meetings of the Members, the President votes on motions only to break a tie but may vote by ballot in elections (Bylaws § 7.13(d)).

D. **Quorum and Vote Required. [Revised]** (Current II.D) A quorum at any meeting of the Members is ten percent (10%) of the Voting Members (Bylaws § 7.12). Votes required for action are stated in Bylaws § 7.13. [Replaces rule that the members present constitute a quorum.]

E. **Annual Election Procedure. [Revised]** (Current II.E) Officers and At-Large Directors are elected by the Voting Members at the Annual Meeting under Bylaws §§ 4.5 through 4.7 and 5.3, using the following procedure:

1. The Annual Election is held at the Annual Meeting in November. Officers and Directors elected take office January 1 of the following year.

2. Not later than its August regular meeting, the Board appoints the Nominating Committee (Bylaws § 4.6(a)) and, if applicable, determines whether the offices of Secretary and Treasurer will be combined (Bylaws § 5.1(b)).

3. The Nominating Committee reports its slate to the Board and the Secretary not later than the Board's October regular meeting.

4. Any person who wishes to be a candidate but will not be present at the Annual Meeting must deliver a written letter of intent and consent to serve to the Secretary and the Club's information e-mail address at least fourteen (14) days before the Annual Meeting.

5. The slate is delivered to the Voting Members with the notice of the Annual Meeting, not less than ten (10) nor more than fifty (50) days before the meeting (Bylaws §

7.11(a)). [Replaces "not later than one week" before the election, which is shorter than the statutory minimum.]

6. Additional nominations may be made from the floor at the Annual Meeting. A nominee must be present and consent, or must have filed a letter of intent under item 4.

7. Each Voting Member may vote for one candidate for each office (President, Vice President, Secretary, and Treasurer, or Secretary-Treasurer if combined) and for up to three (3) or four (4) At-Large Director candidates, as stated in the notice of the Annual Meeting.

8. The candidate(s) receiving the greatest number of votes are elected (plurality). Ties are resolved by a runoff ballot and, if necessary, by lot (Bylaws § 4.7).

9. Ballots are counted by two (2) volunteer Voting Members who are not candidates and are not Related Persons of any candidate.

10. A ballot that contains more votes than permitted for a particular office or for the At-Large seats is invalid as to that office or those seats only; the remainder of the ballot is counted. [Revised from invalidating the entire ballot.]

11. A sample ballot is attached as Form 1. The Secretary prepares the official ballot.

12. **[New]** The Secretary retains the ballots and tally sheets for at least ninety (90) days after the election.

F. **Board Votes. [Revised]** (Current II.F) At meetings of the Board, each Director, including the President, has one equal vote on all Board actions (Bylaws § 4.17). Members attending Board meetings do not vote.

G. **Meeting Schedule. [Cross-ref]** (Current IV.A–IV.C) General Membership Meetings are held on the second Tuesday of each month except in the month in which the Chile Challenge is held (Bylaws § 7.10). The Board meets monthly and may meet more often (Bylaws §§ 4.12–4.13). The Board's meeting schedule is posted on the Club calendar at least fifteen (15) days in advance (Bylaws § 4.14(a)).

H. **Conduct of Meetings. [Revised]** (Current IV.D) All meetings are conducted to allow orderly deliberation under Robert's Rules of Order Newly Revised (Bylaws Article XIX). When a Board meeting and a General Membership Meeting are held on the same evening, each is separately called to order, conducted, and adjourned, with separate minutes.

I. **[New] Agendas and Minutes.** The President, with the Secretary, prepares the agenda for each Board meeting and circulates it with draft minutes of the prior meeting at least three (3) days before a regular meeting. Approved Board minutes are made available to Members on request.

SECTION 3. DUTIES OF OFFICERS AND DIRECTORS

A. **President. [Revised]** (Current III.A) The President presides at meetings of the Board and

the Members; implements the policies and decisions of the Board; appoints the chairs and members of Advisory Committees, subject to Board ratification, and may form informal working groups (Bylaws § 6.4); serves as an authorized signer (Bylaws § 9.4); and, in the Treasurer's absence, may perform the Treasurer's routine functions subject to the two-signature and approval requirements of Bylaws §§ 9.3 and 9.4. [Deleted: "carry out the policies and decisions of the members" and authority to "appoint and/or dissolve committees," which belongs to the Board.]

B. **Vice President. [Retained]** (Current III.B) The Vice President assists the President and performs the President's duties in the President's absence; oversees the planning of Club trips; appoints a Trip Leader to plan, scout, and guide each trip, consistent with any Trail Leader qualifications adopted by the Board; performs special duties assigned by the President; and plans the annual New Year's Day Ride as the final duty of the term. The President and Vice President should be knowledgeable about other clubs, organizations, and government activities and possible Club involvement with them.

C. **Secretary. [Revised]** (Current III.C) The Secretary keeps the minutes of all meetings of the Members and the Board, maintains an accurate roster of the names, addresses, and e-mail addresses of all Members, prepares ballots, and maintains the Club's records in Club-controlled storage (such as a Club-owned cloud account to which at least one other Officer has administrative access). At the end of the term, the Secretary delivers all records, devices, and credentials to the successor (Bylaws § 5.15).

D. **Treasurer. [Revised]** (Current III.D) The Treasurer has custody of all Club funds and receives all incoming funds; maintains the Club's bank accounts; deposits receipts within seven (7) days of receipt [New]; collects mail from the Club's post office box; maintains the inventory of all Club-owned computers and equipment; and keeps the Club's financial records in Club-controlled systems. Expenditures are authorized as provided in Bylaws § 9.3. The Treasurer delivers all records, devices, and credentials to the successor (Bylaws § 5.15). The related-person restriction on fundraiser finances is stated in Bylaws § 9.7. [Deleted: "All expenditures will be approved by the Board of Directors," which conflicted with the Bylaws and with former Board Functions item 2.]

E. **Board Responsibilities. [Revised]** (Current III, "Functions of the Board of Directors") In addition to its powers under Bylaws § 4.1, the Board:

1. Develops and adopts policy for the operation of the Club.

2. Adopts the annual budget and approves expenditures as provided in Bylaws §§ 9.2 and 9.3. [Replaces the $500 ceiling on Board approvals.]

3. Investigates alternatives for conducting the Club's business and may refer matters to the Members for discussion or an advisory vote (Bylaws § 7.7(b)). [Replaces "proposals to be presented to the general membership for approval."]

4. Plans or oversees the planning of Club activities.

5. Represents the Club in its relations with other agencies and organizations, through

the President or such persons as the Board designates.

6. Each Director is expected, but not required, to lead at least one trail of the Director's choice and comfort level each year outside of Chile Challenge week, provided the Director meets any Trail Leader qualifications adopted by the Board. This expectation is not a qualification for office and is not a ground for removal. [Revised from "required."]

SECTION 4. [RESERVED]

SECTION 5. FINANCES

A. **Fiscal Year. [Revised]** (Current V.A) The Club's fiscal year is the calendar year (Bylaws § 9.1). [Replaces July 1–June 30.]

B. **Signers and Electronic Payments. [Cross-ref / New]** (Current V.B) Check-signing authority, quarterly account review, and the related-signer prohibition are stated in Bylaws § 9.4. Online payments and electronic transfers require approval by two authorized signers through the bank's dual-approval feature or, if unavailable, written (including e-mail) approval by a second authorized signer retained with the payment record.

C. **Debit Cards. [Retained / Revised]** (Current V.C) Up to two debit cards may be issued to persons designated by the Board for purchases such as door prizes, awards, and event needs (Bylaws § 9.5). The cardholder completes Form 2 and attaches the receipt within seven (7) days after each purchase. Purchases may not exceed $____ per transaction or $____ per month without prior approval under Bylaws § 9.3. Any unauthorized purchase must be repaid by the purchaser.

D. **Receipts. [Cross-ref]** (Current V.D) All receipts for Club expenditures, regardless of amount, are given to the Treasurer (Bylaws § 9.6).

E. **Reimbursement. [Revised]** (Current V.E) Expenses incurred by Officers, Directors, or Members on behalf of the Club are reimbursable only if authorized in advance under Bylaws § 9.3. Requests must be submitted in writing with receipts before payment is issued. Reimbursement is by check or electronic transfer, never in cash. Any reimbursement over five hundred dollars ($500.00) must be approved by a majority vote of the Board. [Replaces approval by "a majority vote of Club members."]

F. **Compensation. [Revised]** (Current V.F) Officers and Directors are not compensated for their service in those capacities. Compensation for services in another capacity is permitted only as provided in Bylaws §§ 4.20 and 5.8 and Article XVII. Members who volunteer their time are not compensated for volunteer services.

G. **Door Prizes. [Revised]** (Current V.G) Up to three (3) door prizes, with a total cost not exceeding $100 per month, may be awarded by free drawing at General Membership Meetings. No purchase, donation, or payment may be required to participate. Any drawing for which tickets are sold or a donation is required is a raffle and may be conducted only with prior Board approval and in compliance with applicable law.

H. **Independent Financial Review. [Cross-ref]** (Current V.H) The Club's financial records are examined as provided in Bylaws § 9.9.

I. **[New] Charitable Giving.** At the Board's regular meeting in October, the Treasurer reports the net fundraising proceeds for the year to date, and the Board designates recipients of the contribution required by Bylaws § 1.4. The contributions made are reported to the Members at the Annual Meeting.

SECTION 6. SAFETY AND TRAIL CONDUCT

A. **Compliance with Law. [Retained]** (Current VI.A) Members and guests at Club functions shall comply with all New Mexico laws applicable to motor vehicles, recognizing that highway laws also apply to off-highway travel on public lands. All vehicles must comply with state regulations and be registered and insured in accordance with the Mandatory Financial Responsibility Act, NMSA 1978, §§ 66-5-201 to 66-5-239.

B. **Participant Release. [Revised]** (Current VI.B) All Members and non-members must sign the Club's participant release, in the form approved by the Board on advice of counsel, before participating in any Club-hosted event. For a participant under eighteen (18) years of age, a parent or legal guardian must sign on the minor's behalf. If the parent or guardian is not present and did not sign in advance, an electronic signature or electronic statement (such as an e-mail) from the parent or guardian is acceptable if it includes the minor's name, the parent's or guardian's name, confirmation that the parent or guardian has read and understood the release, the event name and date, and a statement that the parent or guardian is providing an electronic signature to the release. Example:

> *"I, Jane Doe, am the parent/guardian of John Doe. I have read and understood the Southern NM 4X4 Club's participant release. I am providing this statement as my electronic signature to the release and give my child permission to participate in the Southern NM 4X4 Club event on [date] at [location]."*

C. **Tread Lightly and Trail Etiquette. [Retained]** (Current VI.C) Members and guests shall follow Tread Lightly principles and trail etiquette, including: (1) always be considerate; (2) yield the right of way to mountain bikes, horses, and hikers; (3) yield to a vehicle driving uphill; (4) let others know how many vehicles are behind you; (5) keep track of the vehicle behind you; (6) closely observe the vehicle ahead of you; (7) when stopped, pull completely off the trail if possible; (8) stay on marked trails; and (9) pack out what you pack in.

D. **Trail Leader Authority. [Retained]** (Current VI.D) The Trail Leader is the final authority on the trail. In the event of a breakdown, the Trail Leader will discuss options with the vehicle owner to decide the best course of action for repair or removal.

E. **Impairment. [Retained]** (Current VI.E) Operating any motor vehicle while under the influence of alcohol or drugs, whether legal or illegal, is prohibited (NMSA 1978, § 66-8-102). Trail Leaders or Officers will remove violators from the event and report the incident under Section 6.J.

F. **Alcohol at Social Gatherings. [Revised]** (Current VI.F) Consumption of alcoholic

beverages at Club non-driving gatherings shall be moderate. Persons drinking excessively or under the influence of drugs may be asked to leave and may be referred to the Board for action under Bylaws § 7.15. [Replaces undefined "suspension/removal from The Las Cruces Four Wheel Drive Club."]

G. **Pets. [Retained]** (Current VI.G) Pets accompanying their owners must always be under the owner's control and supervision. A pet that is repeatedly a safety concern will no longer be permitted at Club events.

H. **Firearms. [Revised]** (Current VI.H) Firearms are not permitted on any property where prohibited by law. Recreational discharge of firearms is prohibited at all Club functions except events specifically sanctioned by the Board in advance, and the Board may sanction such an event only after confirming insurance coverage in writing and approving a written safety plan that designates a qualified range safety officer.

I. **Land Use. [Retained]** (Current VI.I) Know where you are driving, respect private property, and stay well away from livestock, wildlife, and their water sources. The Bureau of Land Management and other land managers regulate the use of roads, trails, and lands under their jurisdiction to meet land management objectives, protect resources, and provide for public safety. Observe posted signs. Areas fenced and marked as sensitive wildlife or plant habitat are closed to vehicle use.

J. **[New] Incident Reporting.** Any accident, injury, property damage, law-enforcement contact, or removal of a participant at a Club event shall be reported by the Trail Leader or event lead to the President within forty-eight (48) hours, using a form approved by the Board, so that the Club can notify its insurer promptly.

SECTION 7. INFORMATION MEDIA

The Club operates three primary forms of information media: e-mail, its website, and social media. **[Revised — name corrected]**

A. **E-mail. [Revised]** (Current VII.A) The e-mail list is the official means of communicating with Members about Club activities, events, official business, and other matters of general interest, and is the means by which notices are given by Electronic Transmission under the Bylaws. E-mails are produced through a marketing platform by one or more editors appointed by the President, who are responsible for their form and content within guidelines established by the Board.

1. Each e-mail shall include a disclaimer stating that information about non-Club events and third-party content is provided for convenience only and that the Club does not guarantee its accuracy. [Replaces a "liability statement ... to release the club from any liability," which cannot operate as a release.]

2. The official Club logo shall appear on each e-mail.

3. Permission from outside groups must be obtained before publishing their event information.

4. All published materials must be consistent with Tread Lightly principles.

5. Information, logos, images, and photos from outside sources may be used only with proper attribution and in compliance with copyright law.

6. The Club e-mail platform shall be used solely for communications relating to Southern NM 4X4 Club.

B. **Website. [Revised]** (Current VII.B)

1. The Club website, located at _____, contains Club information, including the mission statement, Tread Lightly principles and trail etiquette; membership and renewal options; the participant release; the Club calendar, updated monthly; a list of current Directors and Officers; Club contact information; trail ratings and explanations; Club history; and trail maps with disclaimers.

2. The website should be attractive, professional, and accurate, and should support the purposes of the Club.

3. The website is maintained by one or more Members designated by the Board. The President appoints a second Member to review and approve all content before publication.

4. The website shall use a templated format for ease of updating.

5. Login credentials for the domain registration, hosting, and website are held in Club-controlled accounts accessible to at least two Officers. [New]

6. Links to commercial websites or videos are limited to Club sponsors and vendors, and any sponsor recognition shall be limited to an acknowledgment (name, logo, and link) without endorsements, qualitative or comparative descriptions, price information, or inducements to purchase, unless approved by the Board as paid advertising after consideration of unrelated business income tax consequences. [Revised]

C. **Social Media. [Revised]** (Current VII.C)

1. One or more social media administrators are appointed by the President and are responsible for the form and content of the Club's social media accounts within guidelines established by the Board. [Corrects reference to "emails."]

2. All interactions must be respectful and constructive, including when expressing differing opinions.

3. All comments must be reviewed and approved (moderated) before posting. Comments shall not be posted if they: support or oppose any candidate for public office or political party (prohibited for the Club by Bylaws § 2.2); contain explicit commercial endorsements; contain personal attacks or cyberbullying; are discriminatory, obscene, inflammatory, or otherwise offensive; are unlawful; or are otherwise inconsistent with the purposes of the Club. [Revised from "blatantly partisan political views."]

4. **Privacy and Data Protection.** Administrators shall respect the privacy of others by not sharing personal information without permission and shall be mindful of data security and privacy settings.

5. **Responsible Content Sharing.** Administrators shall verify the accuracy of information to the extent reasonably possible before sharing and shall avoid sharing information unrelated to the Club or its activities.

6. **Attribution and Copyright.** Administrators shall credit creators and photographers when sharing their content, shall not use copyrighted material without permission, and shall obtain permission from outside groups before publishing their event information.

SECTION 8. FUNDRAISING

A. **Approval of Fundraisers. [Retained]** (Current VIII.A) The Club may host any fundraising activity consistent with its purposes. A Member who wishes to propose a fundraiser must first obtain approval from a majority of the Board. Once approved, the fundraiser will be presented to the Members to recruit volunteers. No Member may conduct a fundraiser on behalf of the Club without additional volunteers; if sufficient volunteers are not available, the fundraiser will be postponed until they are.

B. **Chile Challenge. [Revised]** (Current VIII.B) The Chile Challenge is the Club's primary fundraiser and a standing annual event, unless and until it no longer serves the Club's purposes or the necessary location and permits cannot be obtained.

1. If the Chile Challenge must be postponed or canceled for one or more years, the Board shall notify the Members of the reason and invite discussion of alternatives at a General Membership Meeting.

2. The Chile Challenge may be permanently discontinued only by the affirmative vote of two-thirds (2/3) of the Entire Board, after the matter has been discussed at a General Membership Meeting and the Members have had the opportunity to take an advisory vote. [Revised from approval by two-thirds of the membership in attendance.]

3. The Chile Challenge should be planned as far in advance as possible so that advertising can be distributed to attendees at the prior year's event.

4. Significant changes to the event are approved by the Board after the Members have been informed and given an opportunity to comment at a General Membership Meeting. [Revised from approval by a majority of the membership.]

5. The Chile Challenge income statement is presented at the Annual Meeting in November.

6. The proposed Chile Challenge budget for the following year is presented to the Members for comment at the Annual Meeting and adopted by the Board as part of the annual budget (Bylaws § 9.2). [Revised from approval by the membership.]

7. After the budget is adopted, Members may nominate volunteers to serve as Chile Challenge coordinator, and the Board appoints the coordinator. If no suitable volunteer is appointed, the Board may retain an event planner or coordinator under Section 8.C. [Revised from acceptance by the membership.]

C. **Event Planners and Coordinators. [Revised]** (Current VIII.C) If the Club needs the services of a paid event planner or coordinator, the Board shall authorize a request for proposals and shall approve the resulting contract (Bylaws § 12.2). The planner or coordinator is intended to be engaged as an independent contractor and not as an employee; however, worker classification depends on the actual relationship, so the engagement shall use a form of agreement approved by counsel and the Club shall not direct the manner and means of the contractor's work.

1. The written agreement shall specify the purpose of the event; the contractor's duties, deliverables, and schedule; compensation and the method of payment; that the contractor and its agents and employees are not employees of the Club; insurance and indemnity obligations; ownership of event materials and data; and termination rights.

2. The Board shall appoint a Director as liaison to supervise the planning of the event and report regularly to the Board. If no Director is available, a Member volunteer may be appointed by the Board. The liaison ensures that the event is planned consistently with the Club's purposes and serves as the primary contact for the contractor, but has no authority to amend the contract or bind the Club.

3. Any contractor retained must have the knowledge, training, and skill required to plan the event.

4. The contractor is solely responsible for paying any staff or subcontractors it engages, who are not employees of the Club. The contractor must maintain insurance, including workers' compensation insurance if and when required by law, and commercial general liability insurance naming "Southern NM 4X4 Club" as an additional insured, and must deliver a certificate of insurance before beginning work. [Replaces "Las Cruces 4x4 Club as a second insured party."]

5. **[New]** If the proposed contractor is a Member, Director, Officer, or Related Person of any of them, the engagement is subject to Bylaws Article XVII.

SECTION 9. PRIVACY POLICY

A. **Collection and Use. [Retained]** (Current IX) The Club collects and uses personal information to administer memberships and events and to provide Members with information about the Club. Personal information is protected by security safeguards appropriate to its sensitivity, and the Club takes reasonable precautions to protect it from loss and unauthorized use, access, or disclosure.

B. **Disclosure. [Revised]** The Club does not sell personal information. The Club does not disclose personal information to third parties except (1) to service providers that process information on the Club's behalf (such as payment processors, e-mail platforms, and event

registration services); (2) to insurers, land management agencies, or emergency responders as reasonably necessary for an event; (3) as required by law; or (4) with the individual's consent. If a member directory is distributed, each Member may decide whether to be included and what information will be shown (for example, name and telephone number only). [Revised from an absolute prohibition that the Club could not comply with.]

C. **[New] Sensitive Information.** The Club does not retain driver's license numbers, Social Security numbers, or financial account numbers unless required, and stores any such information securely. If a security breach involving personal identifying information occurs, the Club will provide the notices required by the New Mexico Data Breach Notification Act, NMSA 1978, § 57-12C-1 et seq.

D. **Photographs and Video. [Revised]** Photographs and video may be taken at Club meetings and events and used by the Club to inform the public about and promote the Club. Notice of this practice shall appear on the participant release and on event registration materials. Any person may opt out by notifying the photographer or the Secretary, and the Club will honor reasonable requests to remove images of a person from Club media. The Club will not publish the full name of a minor with the minor's image without a parent's or guardian's consent. The Club cannot control the use of photographs and video taken by other participants but will make reasonable efforts to safeguard personal information. [Deleted: retail "order process" implied-consent language.]

FORM 1 — SAMPLE BALLOT

SOUTHERN NM 4X4 CLUB — ANNUAL ELECTION BALLOT

Annual Meeting of _____, 20__ — Term January 1 to December 31, 20__

Instructions: Vote for ONE candidate for each office and for up to [THREE / FOUR] At-Large Directors. Write-in names may be used only for persons nominated from the floor. Voting for more candidates than permitted invalidates your ballot for that office only.

Position (vote for)	Candidates	Write-in (floor nominee)
President (1)	☐ _____ ☐ _____	☐ _____
Vice President (1)	☐ _____ ☐ _____	☐ _____
Secretary (1) [or Secretary-Treasurer]	☐ _____ ☐ _____	☐ _____
Treasurer (1)	☐ _____ ☐ _____	☐ _____
At-Large Directors (3 or 4)	☐ _____ ☐ _____ ☐ _____ ☐ _____	☐ _____

FORM 2 — DEBIT CARD PURCHASE REPORT

Field	Entry
Cardholder name	
Date of purchase	
Vendor	
Amount	
Purpose / event	
Budget line item or approval reference (Bylaws § 9.3)	
Receipt attached (Y/N)	
Cardholder signature and date	
Treasurer review (initials and date)	

Provisions Elevated to the Bylaws

- Prohibition of proxy voting (Current II.B) → Bylaws § 7.6(c).
- President's tie-breaking-only vote at Member meetings (Current II.C) → Bylaws § 7.13(d).
- Plurality election, ballot voting, and floor nominations (Current II.E) → Bylaws §§ 4.6–4.7.
- November Annual Election (Current II.E.1) → Bylaws § 7.8.
- Annual application and release as a Good Standing condition (Current I.A) → Bylaws § 7.5.
- Board authority to set dues (Current I.B) → Bylaws § 7.4.
- President as presiding officer (Current III.A) → Bylaws § 5.9.
- Return of records and computers by outgoing Officers (Current III.C–D) → Bylaws § 5.15.
- Political-campaign prohibition (implicit in Current VII.C.3) → Bylaws § 2.2.