

NON-PROFIT BYLAWS OF

SOUTHERN FOUR WHEEL DRIVE ASSOCIATION

A Tennessee 501c4 Non-Profit Corporation



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PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Organization Act of Tennessee and the Articles of Organization of Southern Four Wheel Drive Association. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Organization Act of Tennessee, said Non-Profit Organization Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Organization, it shall then be these Bylaws which shall be controlling.

ARTICLE 1 – NAME

The legal name of the Non-Profit Organization shall be known as Southern Four Wheel Drive Association, and shall herein be referred to as the "Organization" or "SFWDA."

ARTICLE 2 – PURPOSE

The general purposes for which SFWDA has been established are as follows:

The purpose for which the Non-Profit Organization is set forth in the Articles of Incorporation.

SFWDA is established within the meaning of IRS Publication 557 Section 501(c)(4) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code and shall be operated exclusively for this Organization.

In addition, SFWDA has been formed for performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Organization shall not engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

SFWDA shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Tennessee and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Organization. At no time and in no event, shall SFWDA participate in any activities which have not been permitted to be carried out by the Organization exempt under Section 501(c) of the Internal Revenue Code of 1986 (the "Code").

ARTICLE 3 – SFWDA’s OFFICES

The principal office of the Organization shall be located at 775 North Union Grove Road, Friendsville, TN 37737-2515.

SFWDA may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of SFWDA may find a need for from time to time.

ARTICLE 4 – DEDICATION OF ASSETS

The properties and assets of SFWDA are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Organization, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of this Organization. On liquidation or dissolution, all remaining properties and assets of the Organization shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code.

ARTICLE 5 – BOARD OF DIRECTORS

General Powers and Responsibilities

SFWD shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit Organization organized under the Non-Profit Organization Act of Tennessee. The Board shall establish policies and directives governing business and programs of the Organization and shall delegate to the President and SFWDA staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Number and Qualifications

The Board shall have up to 5, but no fewer than **3**, Board members. The number of Board members may be increased beyond 5 members by the affirmative vote of a simple majority of the then serving Board of Directors. A Board member need not be a resident of the State of Tennessee.

In addition to the regular membership of the Board, representative of such other organizations or individuals as the Board may deem advisable to elect shall be Ex-Officio Board Members Directors, *which will have the same rights and obligations, including voting power, as the other directors.*

Board Compensation

The Board shall receive no compensation other than for reasonable expenses. However, provided the compensation structure complies with Sections relating to "Contracts Involving Board Members and/or Officers" as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board member from serving SFWDA in any other capacity and receiving compensation for services rendered.

Board Elections

The general membership shall present nomination for new and renewing Board Members at the board meeting immediately preceding the beginning of the next fiscal year. Recommendations from the general membership shall be made known to the Board in writing before nominations are made and voted on. New and renewing Board members shall be approved by a simple majority vote of the members present either physically or through another virtual means.

Term of Board

All elections to the Board shall be for a term of 2 year(s). No person shall serve more than 3 consecutive terms unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to nominate a Board member to 2 additional year(s). After serving the maximum total number of consecutive years on the Board, a member may be eligible for reconsideration as a Board member after 1 year has passed since the conclusion of such Board member's service.

Vacancies

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- a) The death, resignation, or removal of any director;
- b) The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Organization Code and/or Act of the law dealing with the standards of conduct for a director, or has missed 3 consecutive meetings of the Board of Directors, or a total of 4 meetings of the Board during any one calendar year.
- c) The Board of Directors, by way of affirmative vote of a majority of the directors then currently in office, may remove any director without cause at any regular or special meeting, provided that the director to be removed has been notified of the intent to discuss and vote in the manner set forth in Article 5.

Except as provided in this paragraph, any director may resign effective upon giving written notice to the president of the Organization, the secretary of Organization, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the

resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the Attorney General of Tennessee is first notified, no director may resign when SFWDA would then be left without at least one duly elected director in charge of its affairs.

Any vacancy on the Board may be filled by vote of a simple majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Resignation

Each Board member shall have the right to resign at any time upon written notice thereof to the President of the Organization or Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Meetings

The Board's regular meetings, in person or electronic, may be held at such time and place as shall be determined by the Board. The President of SFWDA or any 2 regular Board members may call a special meeting of the Board with 7 days written notice along with an agenda provided to each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, email, or fax. The person(s) authorized to call such special meetings of the Board may also establish the physical or electronic place for the meeting, so long as it is a reasonable place to hold a special meeting of the Board.

Minutes

The Secretary shall be responsible for the recording of all minutes of every meeting of the Board or Leadership Council in which business shall be transacted in such order as the Board may determine from time to time. However, if the Secretary is unavailable, the President shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Organization and placed in the minutes file. A copy of the draft minutes shall be delivered via hand delivered, regular mail, email, or fax to each Board member within 30 calendar days after the close of each Board meeting. The minutes shall not be considered final until acted upon and voted as

final at the next scheduled or special meeting held with appropriate notice as outlined above.

Action by Written Consent

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be approved by all Board members. The number of directors must constitute a quorum for an action taken by unanimous written consent. Such consent shall be placed in the minutes file and shall have the same force and effect as a unanimous vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic acknowledgments shall be effective as original signatures.

Quorum

At each meeting of the Board of Directors or Board Committees, the presence of at least 51% of the Board shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the President or Committee Chairman shall be the deciding vote. The act of the majority of the Board members serving on the Board of Directors or Board Committees and present, physically or virtually, at a meeting in which there is a quorum shall be the act of the Board of Directors or Board Committees, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting, he or she is present via telephone or web conferencing with the other Board members participating in the meeting so long as there is confidence the remote attendee is in fact the board member.

Voting

- a) Each Board of Director member shall have only one vote each.
- b) Ex-Officio Board Members shall have only one vote each.
- c) General Individual/Family members shall have only one vote per family on matters *relevant to general members*.
- d) Clubs shall have only one vote per club on *matters relevant to club members*.
- e) Business members shall have only one vote per business on *matters relevant to business members*.

At no time shall any person have more than one vote on a specific item.

Proxy

Members shall be allowed to vote in person, by written proxy or by a secure on-line method.

Board Member Attendance

Any Board Member who is absent from 3 consecutive meetings of the Board during a fiscal year shall be encouraged to reevaluate with the President his/her commitment to the Organization. The Board may deem a Board member who has missed 4 consecutive meetings without such a reevaluation with the President to have resigned from the Board.

ARTICLE 6 – OFFICERS

Officers and Duties

The *general membership* shall elect officers of SFWDA which shall include a President, Vice President(s), a Secretary, a Treasurer (Chief Financial Officer), and such other officers as the Board of Director may designate by resolution.

The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the President. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them.

The Board of Directors shall be elected by a majority vote of the general membership at its annual meeting, and shall serve the needs of the Organization, subject to all the rights, if any, of any officer. Therefore, without any bias or predisposition to the rights of any officer that may be under any contract of employment, any officer may be removed with or without cause by the Board of Directors. All officers have the right to resign at any time by providing notice in writing to the President, and/or Secretary of the Organization, without bias or predisposition to all rights, if any, of the Organization under any contract to which said officer is a part thereof.

All vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled in accordance to the herein prescribed bylaws for such office.

President

It shall be the responsibility of the President, when present, to preside over all meetings of the Board of Directors. The President is authorized to execute, in the name of the Organization, any and all contracts or other documents which may be authorized, either generally or specifically, by the Board of Directors to be executed by the Organization, except when required by law that additional signatures must be provided.

It shall be the responsibility of the President, in general, to supervise and conduct all activities and operations of the Organization, subject to the control, advice and consent of the Board of Directors. The President shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of the Organization, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The President shall be empowered to act, speak for, or otherwise represent the Organization between meetings of the Board of Directors. The President, at all times, is authorized to contract, receive, deposit, disburse and account for all funds of the Organization, to execute in the name of the Organization all contracts and other documents authorized either generally or specifically by the Board to be executed by the Organization, and to negotiate any and all material business transactions of the Organization.

Vice President(s)

In the absence of the President, or in the event of his/her inability or refusal to act, it shall then be the responsibility of the Vice President to perform all the duties of the President, and in doing so shall have all authority and powers of, and shall be subject to all the restrictions on, the President.

Secretary

The Secretary, or his/her designee, shall be the custodian of all records and documents of the Organization, which are required to be kept at the principal office of the Organization, and shall act as secretary at all meetings of the Board of Directors, and shall keep the minutes of all such meetings on file in hard copy or electronic format. S/he shall attend to the giving and serving of all notices of the Organization. A copy of any record outlined herein may be requested from the President of SFWDA.

Treasurer (Chief Financial Officer)

It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Organization, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Organization, as may be ordered by the Board of Directors, and shall render to the President, and directors, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the Organization.

The Treasurer shall give the Organization a bond, if so requested and required by the Board of Directors, in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to the Organization of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or under the Treasurer's control upon the Treasurer's death, resignation, retirement, or removal from office. The Organization shall pay the cost of such a bond.

Ex-Officio Board Members

The Board of Directors may, by resolution adopted by a majority vote of the Board of Directors then in office, provided that a quorum is present, designate one or more Ex-Officio Board Members to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these bylaws.

ARTICLE 7 – COMMITTEES

Committees

The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these bylaws. Each such committee shall consist of one Committee Director or Chairperson, and may also include persons who are not on the Board but whom the Board believe to be reliable and competent to serve on the specific committee. The Board may designate one or more alternative members of any committee who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the approval of the Committee Director or Chairperson.

The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

- a) Approve of any action that, pursuant to applicable Law, would also require the affirmative vote of the members of the Board if this were a membership vote.
- b) Fill vacancies on, or remove the members of, the Board of Directors or any committee that has the authority of the Board.
- c) Amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws.
- d) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.
- e) Appoint any other committees of the Board of Directors.
- f) Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of the Organization otherwise than in the usual and regular course of its business; or revoke any such plan.
- g) Approve any self-dealing transaction, except as provided pursuant to law.

Unless otherwise authorized by the Board of Directors, no committee shall compel the Organization in a contract or agreement or expend Organization funds.

Meetings and Actions of Committees

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 5 - Board of Directors of these bylaws. The time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the Organization records. The Board of Directors may adopt rules not consistent with the provisions of these bylaws for the governance of any committee.

If a director relies on information prepared by a committee of the Board on which the director does not serve, the committee must be composed exclusively of any or any combination of (a) directors, (b) directors or members of the Organization whom the director believes to be reliable and competent in the matters presented, or (c) counsel, independent accountants, or other persons as to matters which the director believes to be within that person's professional or expert competence.

Leadership Council

The SFWDA Leadership Council will be made up of the Board of Directors and two members from each club and one member of each business that is an active member of SFWDA. Board of Director, both permanent and Ex-Officio Board Members, will have one vote each. Leadership Council members representing a club will have only one vote per club for items brought to the Leadership Council for approval. Business members may designate an individual to participate on the Leadership Council. The designated business member will have only one vote on items deemed relevant by the Board to business members. A copy of any record or report presented to the Leadership Council may be requested by a member in good standing from the President of SFWDA.

ARTICLE 8 - STANDARD OF CARE

General Service

A director shall perform all the duties, including, but not limited to, duties as a member of any committee on which the director may serve, in such a manner as the director deems to be in the best interest of the Organization and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- a) One or more officers or employees of the Organization whom the director deems to be reliable and competent in the matters presented;
- b) Counsel, independent accountants, or other persons, as to the matters which the director deems to be within such person's professional or expert competence; or
- c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director deems to merit confidence,

so long as in any such case the director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided, any person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limitation of

the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the Organization, or assets held by it, are dedicated.

Loans

The Organization shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the Tennessee Attorney General; provided, however, that the Organization may advance money to a director or officer of the Organization or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Indemnification

To the fullest extent permitted by law, the Organization shall indemnify its "agents," as described by law, including its directors, officers, members and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including any action by or in the right of the Organization, by reason of the fact that the person is or was a person as described in the Non-Profit Organization Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

To the fullest extent permitted by law, and, except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending any "proceeding" shall be advanced by the Organization of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the Organization for those expenses.

The Organization shall have the power to purchase and maintain insurance on behalf of any agent of the Organization, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

ARTICLE 9 – EXECUTION OF CORPORATE INSTRUMENTS

Execution of Corporate Instruments

The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Organization.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Organization, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of the Organization, other corporate/organization instruments or documents, memberships in other Organization, owned by the Organization shall be executed, signed, and/or endorsed by the President or Vice President or Treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Organization, or in special accounts of the Organization, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

Loans and Contracts

No loans or advances shall be contracted on behalf of the Organization and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board of Directors, no officer or other agent of the Organization may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization.

ARTICLE 10 – RECORDS AND REPORTS

All records and reports specified herein shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the Organization.

Every active member shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Organization. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents. A copy of any record or report outlined herein may be requested by a member in good standing from the President of SFWDA.

Articles and Bylaws

SFWDA shall keep at its principal office the original or a copy of its Articles of Incorporation and Bylaws.

Federal Tax Exemption Application and Annual Information Returns

The Organization shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing.

Other Corporate Records

The Organization shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form.

Upon leaving office, each officer, employee, or agent of the Organization shall turn over to his or her successor or the President, in good order, such corporate/organization, books, records, minutes, lists, documents, contracts or other property of the Organization as have been in the custody of such officer, employee, or agent during his or her term of office.

Preparation of Annual Financial Statements

The Organization shall prepare annual financial statements using generally accepted accounting principles and kept in the organizations files. The Organization shall make these financial statements available to the Tennessee Attorney General and members of the public for inspection no later than 90 days after the close of the fiscal year to which the statements relate.

Periodic Reports

The Board shall ensure an annual report is sent to all directors within 90 days after the end of the fiscal year of the Organization, which shall contain at a minimum the following information:

- a) The assets and liabilities, of this Organization at the end of the fiscal year.
- b) The principal changes in assets and liabilities, during the fiscal year.
- c) An Operating Statement of the association for the period.
- d) Internal Revenue Service Form 990 for the fiscal year.

The report shall be accompanied by statement of an authorized officer of the Organization that such statements were prepared without audit from the books and records of the Organization. Further, any SFWDA member in good standing may request in writing detailed information regarding the Operating and Balance Sheet statements. A SFWDA non-disclosure statement will be required. All requests should be directed to the President of SFWDA.

ARTICLE 11 – FISCAL YEAR

The fiscal year for SFWDA shall end on December 31.

ARTICLE 12 – AMENDMENTS AND REVISIONS

These bylaws may be adopted, amended, or repealed by the vote of a simple majority of the Board of Directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws. If any provision of these bylaws requires the vote of a larger portion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed by that greater vote.

ARTICLE 13 – ORGANIZATION MEMBERSHIP

Membership in the Southern Four Wheel Drive Association (SFWDA) shall be open to individuals and their immediate family, four-wheel drive clubs, and businesses.

Membership Process

Application

All requests for membership to SFWDA begin by the requester submitting the appropriate application and fees to the SFWDA designated membership committee. The membership committee adds the member's information to the master SFWDA membership roster and routes all dues to the SFWDA Treasurer. The membership committee will manage the application process.

Membership Renewals

All members must renew their annual membership before the anniversary date of their original membership approval. The membership committee shall manage the renewal process and other general membership requirements not specified here in.

Membership Fees

All membership fees will be reviewed and approved by the Board of Directors annually. Membership fees may be changed by a majority vote of the Board of Directors and documented in the SFWDA Membership Policy Document.

Membership Types

Individual/Family Membership (General Membership)

Individuals may apply for SFWDA membership by submitting the appropriate membership application to the membership committee. The spouse and children will be included in a family membership. Each family has only one vote on items brought to the general membership by the Board of Directors for approval.

Club Membership

Off Road Clubs or groups may apply for membership to SFWDA by submitting the appropriate membership application to the membership committee. Each individual or family member (spouse and children) of the club members will be considered a general member of SFWDA. Each club may have two members on the Leadership Council. Each club has only *one vote on items* brought to the Leadership Council by the Board of Directors for approval. Each Club member may participate in SFWDA events open to general membership.

Business Members

Businesses may apply for SFWDA membership by submitting the appropriate membership application to the membership committee. Each business shall have only *one vote on items* relevant to business members. Business members *will not* be eligible to vote for Organization officers specified in Article 6, Officers.

CERTIFICATE OF SECRETARY

I, Aimee Darnell, certify that I am the current elected or acting Secretary of the benefit Organization, and the above bylaws are the bylaws of this Organization as adopted by the Board of Directors on December 2, 2017 and that they have not been amended or modified since the above.

EXECUTED on this day of _____, in the County of _____ in the State of Tennessee.

(Duly Elected Secretary)