

**BYLAWS OF UNITED FOUR WHEEL DRIVE
ASSOCIATIONS, INC.
Ratified July, 2007**

Effective January 1, 2008

**ARTICLE I
NAME AND LOCATION**

Section 1. NAME. The name of this corporation is United Four Wheel Drive Associations, Inc., hereinafter referred to as "UFWDA".

Section 2. LOCATION. The principal offices of UFWDA shall be at such location(s) as may be determined by the Board of the corporation. UFWDA may have such other offices as the Board may determine appropriate.

**ARTICLE II
PURPOSES**

Section 1. PURPOSE. UFWDA shall be a non-profit corporation organized for the purpose of promoting the continued growth and organization of recreational four wheel drive motor vehicle activities and maintaining access for recreational opportunities through education partnerships, stewardship and political awareness.

**ARTICLE III
MEMBERSHIP**

Section 1. CATEGORIES OF MEMBERSHIP.

A. Private Sector Membership shall be open to all persons interested in promoting the stated goals and purposes of UFWDA. Private Sector Memberships may be categorized by classes with graduated benefits and dues as may be set by the board and specified in the SOP. All categories of private sector membership shall have conveyed minimum membership benefits including, but not limited to, voting and eligibility to hold office.

B. Business Membership shall be open to all businesses interested in promoting the stated goals and purpose of UFWDA. Business Memberships may be categorized by classes with graduated benefits and

dues as may be set by the board and specified in the SOP. All categories of business memberships shall be limited to one vote per membership.

C. Organization Membership shall be open to all organizations promoting the stated goals and purpose of UFWDA. Organization Memberships shall only have one class with all benefits being equal amongst all Organization memberships. Member Organizations shall be authorized votes, based on the number of individual members declaring affiliation with that organization, using a graduated scale as provided in the SOP.

Section 2. RIGHTS AND OBLIGATIONS. All memberships shall have the same rights and obligations with respect to voting, dissolution, redemption, and transfer.

Section 3. QUALIFICATIONS. Any individual or business who subscribes to the purpose of UFWDA may become a member of UFWDA subject only to compliance with the provisions of these Bylaws and payment of dues at a rate established by the Board.

Section 4. DUES. Dues shall be fixed for all membership categories and classes by the Board of Directors and specified in the SOP. Dues are payable on a yearly basis, expiring 1-year from the date of payment, excepting dues received for Private Sector Membership classes which convey life-time membership benefits upon receipt of one-time dues.

Section 5. SUBSCRIPTIONS. Individuals, agencies, organizations, or businesses may purchase subscriptions to UFWDA publication(s), but will not be considered members nor have any benefits of membership conferred upon them with the purchase of such subscription(s).

Section 6. LAPSE OF MEMBERSHIP. Any membership shall lapse if the members' dues have not been paid within 30 days of expiration.

Section 7. RESIGNATION. Any member may resign by filing a written resignation with the UFWDA office.

ARTICLE IV MEMBERSHIP MEETINGS

Section 1. MEETINGS.

A. ANNUAL MEETING. There shall be an annual membership meeting.

1. LOCATION and DATES OF MEETING. The meeting shall be held at the corporate office of UFWDA or at such place or places and dates as determined by the board of directors. The

membership will be advised of the location and dates of the annual meeting at least 6 months prior to the scheduled meeting.

2. NOTICE OF MEETING. Notice of the annual meeting shall be given to all members and shall give the place, date, and time of the annual meeting. The Notice of Meeting shall meet the legal requirements of the state where UFWDA is incorporated. The method of delivery of notice shall be either through the official publication of UFWDA, by mail or electronically, at the sole discretion of the board of directors.

B. SPECIAL MEETINGS. Special membership meetings may be called upon approval of two-thirds (2/3) of the Board of Directors provided all members are notified not less than twenty-five (25) days prior to the meeting.

C. WAIVER OF NOTICE OF MEETING. Notice of annual membership meeting may be waived by any member by signing a written waiver given to UFWDA, whether signed and/or presented before or after the time set for the meeting. Notice of such meeting shall not be required as to any member who shall attend such meeting in person except where the member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

D. QUORUM. The number of members in attendance at a membership meeting shall constitute a quorum. A simple majority of members present will govern.

Section 2. VOTES

A. VOTING POWERS OF MEMBERSHIP. On matters upon which members of UFWDA have a vote, each member of UFWDA shall have one (1) vote except as provided in Article III, Section 1,C.

B. RECORD DATE. For the purpose of determining members entitled to notice of annual meeting or to vote at any meeting of the members, or in order to make a determination of member for any other proper purpose, the Board of Directors may provide that the membership books shall be closed for a stated period, but not to exceed, in any case, seventy (70) days before the meeting occurs. In lieu of closing the membership books, the board of directors may fix in advance a date as the record date for any such determination of members, such date in any case not more than seventy (70) days prior to the date on which the particular action, requiring such determination of members, is to be taken. If the membership books are not closed and no record date is fixed for the determination of

members entitled to notice of or to vote at a meeting of members, or for such other purpose, the business day preceding the date on which notice of meeting is mailed or allotment of rights adopted, as the case may be, shall be the record date for such determination of members. When a determination of members entitled to vote at any meeting of members has been made as provided in this section, such determination shall apply to any adjournment thereof.

ARTICLE V OFFICERS AND BOARD OF DIRECTORS

Section 1. OFFICERS. The Officers of UFWDA shall consist of the Board of Directors.

Section 2. BOARD OF DIRECTORS. The Board of Directors of UFWDA shall consist of President, Vice-President, International Vice President, Treasurer, Director of Public Relations, Director of Environmental Affairs and Director of Membership. The officers shall be elected by the membership. The board shall assume their respective offices at the close of the annual membership meeting having been elected.

Section 3. ELEGIBILITY. All directors must be members in good standing of UFWDA.

Section 4. TERM OF OFFICE. Each Director shall hold office for two years or until a successor is duly elected. Terms of Directors shall be staggered, the President, International Vice President, and Director of Membership elected every even year and Vice-President, Director of Public Relations, Director of Environmental Affairs, and Treasurer elected every odd year.

Section 5. ELECTIONS. All new Directors shall be elected at the annual membership meeting in the following manner:

A. Not later than 120 days prior to the annual meeting, the President shall appoint a nominating committee consisting of two (2) board members and (2) members of UFWDA. The committee shall select one of its number to be its Chairperson.

B. The responsibility of the Nominating Committee shall be to submit to the membership a list of candidates for Directors, one or more candidates for each vacancy to be filled.

C. The committee shall report to the Board the names of the nominees, together with a resume and a statement of their consent to serve if elected. The President shall publish to the membership the report of the

Nominating Committee no less than thirty (30) days prior to the annual meeting. Additional nominations for any vacancy to be filled may be made by petition of any fifty (50) members; provided that such petitions are accompanied by a resume and a written statement committing the nominee to serve if elected. Such petitions shall be filed with the President no less than ten (10) days prior to the annual membership meeting.

D. The Board shall issue ballots at the annual meeting of the membership. Absentee ballots shall be available prior to the meeting by member(s) request to the UFWDA office and must be physically received at said UFWDA office no later than ten (10) days prior to the annual meeting in order to be counted. The President shall appoint a Teller's committee, consisting of three members in attendance at the annual membership meeting where elections are held. The Teller's committee shall canvas the returns. The results shall be announced at the annual membership meeting where elections are held and published in the publication(s) of UFWDA. In the event of a tie vote for any Director position, a runoff election for that position will be held electronically or via U.S. Mail, at the discretion of the board. Only those members voting in the election conducted at the annual membership meeting or via absentee ballots, and those members providing electronic mailing addresses, shall be eligible to vote in a runoff election.

Section 6. EXECUTIVE COMMITTEE. The Board may, by resolution adopted by a majority of the full Board, establish an Executive Committee consisting of such officers and other Board members as may be designated by the Board, provided, however, that the membership of the Executive Committee shall include no less than one non-officer Board member. The President shall also be the Chairman of the Executive Committee. Such an Executive Committee shall have the powers and authority delegated to it by the Board.

Section 7. VACANCIES. Should a vacancy occur on the Board or in the Officers, the remaining Directors shall appoint a member to fill such vacancy.

Section 8. PLACE AND MANNER OF MEETING; ACTION WITHOUT MEETING. Meetings of the Board may be held at such place, time, and in such manner, as the Directors may determine. Special meetings of the Board may be held upon call of the President or a majority of the Board. Members of the Board may act by teleconferencing, networking, electronic means, or any similar means. A statement of resulting actions shall be approved by each director and kept on file with the minutes of the Board. Any decision reached in this manner will be ratified at the next regular meeting.

Section 9. QUORUM. Unless specifically authorized elsewhere in these bylaws, the board may only act through a quorum. A majority of the members of the

Board shall constitute a quorum. No vote shall be taken unless a quorum is available. The vote of a majority of those available at a meeting at which a quorum is available shall be sufficient to constitute action of the Board, except for actions for which a greater vote may be required by statute, the Articles of Incorporation, or these Bylaws.

Section 10. REMOVAL OF DIRECTORS. Removal for Cause: Any Director or Officer may be removed at any time by the affirmative vote of a 2/3 majority of the members voting, or by the affirmative vote of a 2/3 majority of the Board of Directors with opportunity to appeal to the general membership.

Section 11. DEFACTO RESIGNATIONS. If a Board member misses two consecutive board meetings without excuse by the majority of the Board of Directors, that member shall be considered to be tendering a defacto resignation. Such resignation shall constitute a vacancy in the board to be filled according to Article V, Section 7.

Section 12. RESIGNATIONS. Any Director or Officer may resign by giving written notice to the President, or in the case of resignation of the President to the Vice President. Such resignation shall be effective upon receipt of notice by the President or at such later date as specified in the notice.

ARTICLE VI POWERS OF OFFICERS AND DIRECTORS

Section 1. GOVERNING POWERS AND RESPONSIBILITIES. The Board shall have all the authority and responsibilities necessary and appropriate for providing overall direction, financial and legal oversight of the administration, and day-to-day operation of the organization. They may do all such acts as are not prohibited by law or by the Articles of Incorporation or by the by-laws. The Board may delegate any of its authority which is not prohibited to be so delegated.

A. The Board may appoint an Operations Manager who shall serve at the pleasure of the Board. Salary and expenses shall be agreed upon and evidenced in a written contract between UFWDA and the Operations Manager.

B. The Executive Committee may establish such committees as it deems necessary to conduct the business of the Corporation.

Section 2. PRESIDENT. The President shall preside over all meetings of the membership, the Board, and the Executive Committee. The President shall exercise a general supervision over all of the affairs of UFWDA. The President shall be a member ex-officio of all committees, but shall not be counted in determining the presence of a quorum for the transaction of business by any

committee. The President will be responsible for managing the board, keeping the focus of the board for the calendar year, and serving as a point of contact for the board with the Operations Manager, when the position is filled.

Section 3. VICE-PRESIDENT. The Vice-President shall assist the President to the extent determined by the President or the Board, and in the absence or incapacity of the President, shall succeed to the duties of the President. Until such time as the Operations Manager position is filled the Vice President is responsible for creating, in consultation with the President, an agenda for all meetings, whether teleconference, in-person board and/or staff meetings, or annual meeting of the corporation. Furthermore, the Vice President is also responsible for overseeing the contractual relationship with the Voice publisher and for managing or overseeing UFWDA participation in business trade shows and events.

Section 4. INTERNATIONAL VICE PRESIDENT. The International Vice President is responsible for serving as liaison between UFWDA and the international four wheel drive motor vehicle user community.

Section 5. TREASURER. The Treasurer shall advise the Board as to status of all UFWDA funds. The Treasurer is responsible for in-depth oversight of the financial accounts of UFWDA. Payment and remittance of invoices and deposits of funds will be the responsibility of the Administrative Officer. Account statements will be sent to the treasurer within 10 days of receipt at the office of the corporation. Expenditures in excess of an amount set forth in the SOP will require dual party authorization between the Administrative Officer and the Treasurer or designated Director. The Treasurer may, at the direction of the board, coordinate the annual review of UFWDA's financial statements by an independent certified public accountant.

Section 6. OPERATIONS MANAGER. The Operations Manager shall have such duties and responsibilities in managing the business of UFWDA, establishing and operating an office or offices of UFWDA, and promoting membership in UFWDA, and other task and responsibilities as are assigned by the Board.

Section 7. LIABILITY. No director or officer of the corporation shall be personally liable for its debts, obligations, or liabilities, as provided by the laws of the state where UFWDA is incorporated.

Section 8. INDEMNIFICATION. UFWDA may indemnify and reimburse all persons whom it has the power to indemnify and reimburse, pursuant to the laws of the state where UFWDA is incorporated. UFWDA may purchase and maintain insurance for this purpose. This indemnification provided for in this Article shall not be deemed exclusive of any other rights to which those seeking

indemnification for any reason whatever may be entitled under any agreement, vote of disinterested Directors, or otherwise.

ARTICLE VII FINANCES

Section 1. FISCAL YEAR AND BUDGET. The Fiscal year of the corporation shall extend from January 1 to the following December 31. At the beginning of each fiscal year, the board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the Board, shall stand as the limit of expenditures of the respective purposes unless otherwise ordered by action of the Board.

Section 2. DISBURSEMENT OF FUNDS. All checks, drafts, and other orders for payment of money out of the funds of UFWDA, and all notes and other evidences of indebtedness of UFWDA, shall be signed on behalf of UFWDA in such a manner as shall be determined by the Board and in accordance with Article VI, Section 5 of these by-laws.

Section 3. BONDING. The Operations Manager and each officer, employee and Director having access to funds or authorized to sign checks shall be bonded in an amount determined by the Board. The cost of bonding shall be an expense of UFWDA.

Section 4. EXECUTION OF CONTRACTS. The Board, except as otherwise provided in these Bylaws, may prospectively or retroactively authorize any officer or officers, agent or agents, in the name, and on behalf, of UFWDA, to enter into any contract, or execute and deliver any instrument as may be necessary to carry out the purpose of UFWDA. Any such authority may be general or confined to specific instances.

Section 5. INVESTMENTS. UFWDA shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it as determined by the Board. The Board may delegate to the Treasurer the day-to-day management of such investments as the Board may authorize.

Section 6. BOOKS AND RECORDS. There shall be kept, at the principal office of UFWDA, correct books of accounts of all the business and transactions of the corporation.

Section 7. DEPOSITORIES. The funds of UFWDA shall be deposited to the order of UFWDA in such banks, trust companies, or other depositories as the Board may select.

Section 8. REMUNERATION. Except for reimbursement of costs approved by the Board, members of UFWDA shall serve in elected or appointed offices without remuneration.

ARTICLE VIII AUTHORITY

Section 1. AUTHORITY. All proceedings shall be governed by these Bylaws, Standard Operating Procedures or by Robert's Rules of order, Revised.

ARTICLE IX AMENDMENTS

Section 1. AMENDMENTS. These bylaws may be amended in any particular by a majority of the members actually present, represented or submitting absentee ballots at a vote called at the annual meeting of UFWDA. Notice of any proposed amendment shall be published to the membership at least sixty (60) days in advance of such a meeting. Absentee ballots shall be available prior to the meeting by members request to the UFWDA office, and must be physically received in said office 10 days prior to the annual meeting to be counted.

ARTICLE IX DISSOLUTION

Section 1. DISSOLUTION. In the event that the corporation shall cease to carry out the purposes of the corporation, all business property and assets of the corporation (after paying or adequately providing for the debts and obligation of the corporation) shall be distributed to any such other organization as the Board shall select; provided, however, that no such distribution shall be made to any organization which does not have as its mission or purpose protection of access for motorized recreation.