



NOLA 4x4 By-Laws

Article I:

- This organization shall be known as **NOLA4x4**.

Article II:

- **NOLA4X4** is an organization of members who promote a positive image of 4x4 owners and off-roading enthusiasts, show dedication to helping others and endeavor to discover and develop areas for those that enjoy the sport to do so in a legal and ethical manner while promoting safe and responsible behavior and environmental preservation. We welcome 4x4 owners of all levels and encourage a sense of unity and teamwork by offering assistance and resources through a multi-faceted, educational environment.

Article III:

Membership & Dues

- Owners (18+ years of age) of off-road vehicles and their families are eligible for membership in NOLA 4x4.
- Voting power is restricted to one vote per membership and voting party (18+ years of age) must have participated in a club activity within 90 days prior to the election. The prior months meeting fulfills this requirement.
- **All** members must conduct themselves in an orderly fashion whether in or out of club activities.
- Applicants for membership must have a valid driver's license and insurance on their vehicle.
- Dues for this organization will be \$35.00 payable in advance per family.
- Dues will be due by January 31st of each year. Any member that has not paid dues by January 31" will be considered not in good standing and membership will be inactive till dues are paid.
- Membership can be revoked if a member reflects negatively upon the group, by a 2/3 majority vote at a regular monthly meeting. Any member may propose a vote to revoke a fellow member's membership openly or anonymously to club officers.
- A quorum is defined as 80% of the attendance of the previous meeting. Meaning, if 25 voting member households were present at the previous meeting, (25 *.8 = 20) 20 voting member households would be defined as a quorum necessary to make votes and changes
- Social media will be administrated by club officers or members designated by officers.
- Inappropriate posts are defined as anything that is disparaging or derogatory to **ANYONE, including members, non-members, sponsors, and other off-road organizations**. NOLA 4x4 is a family oriented club and therefore will also include any explicit images or language that would be inappropriate for children as an inappropriate post. Inappropriate posts are also broadened to include political posts. Nola 4x4 has no official stance on any political topic that is not relevant to the 4x4 community (land rights use) and although all current officers support freedom of speech, the NOLA 4x4 social media pages are not the place to exercise these rights. All political posts that are not relevant to the 4x4 community will be removed.

Inappropriate behavior is defined as any behavior that could reflect poorly on the club as a whole And/or that could result in loss of benefits to club members or encouraging an unsafe or unwelcoming environment or speaking to or about others with disrespect.

Officers or designated members who are administrating the social media accounts may only remove posts or comments if they fit the definition of an Inappropriate post or exhibit or encourage inappropriate behavior.

Repeated inappropriate posts or comments or behavior on any NOLA4X4 social media site will result in suspension by admins from social media. Continued inappropriate behavior can lead to permanent removal from social media.

- Membership is non-refundable and not pro-rated.

Article IV:

- Members who have adopted and signed the by-laws by June 1, 2013, shall be known as charter members of the organization.

Article V:

Meetings

- Meetings of the membership of NOLA 4x4 shall be held on the 2nd Tuesday of every month, and are subject to change per officers.

Article VI:

Administration of Officers

- Officers will consist of President, Vice President, Secretary, and Treasurer shall be known as the executive committee. It shall be their duty to draw up an agenda for the membership meetings.
- The powers of this corporation shall be exercised by a Board of Directors (Executive Committee) which shall consist of five members in good standing.
- A. All of the corporate powers of this corporation shall be vested in, and all of the business and affairs of this corporation shall be managed by a board of directors consisting of the President, Vice President, Secretary, Treasurer and the immediate past President. In the event of no past President, one additional member may be elected by the Executive Committee.
- B. The Board shall further have authority to exercise all such other powers and to do all such other lawful acts and things which this corporation or its members might do, unless prohibited from doing so by applicable laws, or by the Articles of Incorporation, or by the by-laws of the corporation.
- C. The number, classification, qualifications, term of office, manner of election, time and place meeting, whether within or outside the State of Louisiana, and the powers and duties of the directors, may be from time to time fixed, changed, increased, or reduced by the by-laws.
- D. The Executive Committee shall meet at least once per quarter at a time and place designated by President, or more often as deemed necessary by the Executive Committee and/or President.
- E. Until otherwise provided in the by-laws, any director absent from a meeting may be represented by any other person, whether or not he is a director or member, who may cast the vote of the absent director according to the written instructions, general or special, of the absent director, filed with the secretary.
- Officers of NOLA4x4 shall hold office for two years or until such time he or she steps down or two thirds of the voting membership has voted that officer down. Officers may also resign at the end of any term.



- No officers shall be added to the club except by the vote of the majority of members in the club

Article VII:

Duties and Powers of Officers

- The President shall preside over all membership and board meetings and shall be present at all events when possible. He shall review all expenditures with the treasurer, unless both are members of the same family. He shall also approve and authorize the purchase of NOLA 4x4 merchandise.
- The Vice President shall, in the absence of the president, serve in that capacity. He shall also serve as a parliamentarian and perform such other duties as may be assigned by the president. He/she shall sign checks with the Secretary, Treasurer in the event that President and Secretary or Treasurer are part of the same family.
- The Treasurer shall keep accurate and complete records of the funds and accounts of this organization, and shall collect all dues and maintain a record thereof. He shall make only such disbursement from the funds of the organization as are directed by the president and Article VIII hereof.
- The Secretary shall keep and preserve all records and minutes of the meeting of the regular membership and the ledger roll call and determine the number of voting members present so it may be known if a quorum is in attendance, shall keep a file system of membership and shall receive and answer all general correspondence pertaining to the organization. Is responsible for annual renewal of state charter including updating officer information as well as bank account access management.

Article VIII:

Expenditures and Finance

- All money received from all sources shall immediately be turned over to the treasurer to be deposited in the checking account of NOLA 4x4.
- No cash withdrawal of funds shall be made without approval of the Executive Committee. Single expenditures in excess of five hundred (\$500) dollars must have an approval of the majority of a voting quorum of the membership. All expenditures must include notation.
- Recurring expenditures do not need annual membership approval but must be agreed upon by committee. (i.e. purchase of cups for Mardi Gras parade, land lease etc.)

Articles IX:

Election of Officers

- The membership shall meet and nominate candidates for the executive committee positions at the December meeting, election of officers will be held during the January meeting, and new officers will take office for each fiscal year at the regular February meeting. The newly elected officers shall take office on February 1st. Voting shall be done in person and not by proxy or mail. Each membership will be counted as one vote.
- The candidates for office must be regular members in good standing.
- Nominations shall be announced by regular meeting to each member in good standing at least one month prior to the general election.
- Balloting for each office shall be held by secret ballot at regular January meeting. All ballots for office must be counted and checked by three members other than nominees.

- A majority of votes cast is necessary for election to an office.
- In the event of a vacancy in the office of Vice President, Secretary or Treasurer an election shall be called to elect a successor.

Article XI:

Recall

- Any officer of NOLA 4x4 may be recalled by a two-third majority vote of the entire membership, upon the inability to complete any task described herein.

Article XII:

Events

- All events shall be subject to approval by the executive committee. Events will be under the direction of a trip leader appointed by the President or the President himself.
- All events must be conducted in an orderly and safe manner. Any event held on private property will be subject to liability release.
- No member or guest under the age of eighteen (18) years of age will be permitted to drive in any event unless accompanied by or with written permission of parents or guardian.
- All events shall be under the direct authority, supervision, and control of the Executive Committee.

Article XIII:

Amendments

- These by-laws may be amended by two-thirds majority vote at a regular membership meeting, a quorum being present and voting. Any amendment to the by-laws must be presented to the membership at the regular membership meeting preceding that in which the vote is taken.

Article XIV:

Any member, including officers, who generates or designs any artwork, logos, songs, videos, banners, digital or physical media, shirts, or other articles of clothing and presents the media to be used by the club will, by making an offer for the club to use the art also offer the club an exclusive, non-revocable, non-expiring license to use that media to represent the club and generate the goodwill that is the purpose of the organization. All members (including officers), by accepting their membership and agreeing to abide by these bylaws, would renounce any right or claim of ownership to any media defined and offered as above and forfeit rights to generate DMCA takedown requests of such media or charge the club for their use in any way. No member, including officers, may take any logo, banner, video etc that is owned by the club and reproduce that logo in any form for the purpose of sale for a personal profit.

Article XV

The giveaways that are done during the Christmas party are generated by the participation and work of the members and therefore in order to participate in the Christmas party, members must participate in at least 4 official club events. For this purpose, club events are considered to be meetings, rides, events, camp outs.

Article XVI – Voted on 9/11/2018 – 20 votes for one against

In order to comply with applicable laws, and to preserve and build the goodwill of the organization, Nola 4x4 prohibits conflict of interests with its board members. All Nola 4x4 board members must disclose any conflict of interest that arises in the normal execution of their duties *to the members at an ordinary meeting*. The conflict of interest of a board member is meant to include any conflict of interest of family members (Spouses, children, grandchildren, siblings, parents, and children's spouses). At a minimum, the conflict must be disclosed and the board member must abstain from voting on issues where a conflict of interest is involved. A conflict of interest is not limited to a situation where the board member or their spouse or family



would benefit financially. No board member of Nola 4x4 should vote on financial allocations with any entity where there is any reason for anyone to perceive that the vote is not objective. Further, Nola 4x4 board members have a fiduciary duty to the club and agree to refrain from self-dealing. No Nola 4x4 board member may advocate for, vote for and duly authorize the allocation of club funds to any person, business, organization where the board member or their spouse would benefit, either directly or indirectly. *Penalties for board members not disclosing and not refraining from voting on issues where a conflict exists are that a motion by any member can be made at an ordinary meeting and that board member may be removed, effective immediately by a simple majority vote of the members that are present, whether there is a quorum or not.*