

BYLAWS FOR THE
ROCKWALL COUNTY JEEP CLUB
A TEXAS NONPROFIT CORPORATION

Article I. Name and By-Laws

Section 1.01 These bylaws constitute the code of rules adopted by The Rockwall County Jeep Club for the regulation and management of its affairs.

Article II. Purpose

Section 2.01 The Rockwall County Jeep Club, through its members, exists to engage local Jeep owners and enthusiasts to do charitable work in and around Rockwall County, Texas through organizing outdoor recreational events and participation with other local charitable organizations.

Article III. Board of Directors

Section 3.01 Powers

- (a) The Board of Directors (Directors) of this Corporation is vested with the management of the business and affairs of this Corporation, subject to the Texas Business Organizations Code, the Certificate of Formation, and these bylaws.

Section 3.02 Eligibility of Directors

- (a) Directors shall either:
 - (i) *Be primarily domiciled in Rockwall County*
 - (ii) *Be principally employed in Rockwall County*
 - (iii) *Be actively engaged as a voting member or director of a Rockwall County-based Non-Profit Corporation or Public Charity*

Section 3.03 Number of Directors

- (a) The Board of Directors should consist of at least five (5) Directors and no more than eleven (11). Upon majority resolution of the Board of Directors, the number of Directors may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent Director, or decreasing the total number of Directors to less than three (3) Directors.
- (b) The Club President as defined in Section 8.05 shall be an ex-officio, non-voting member of the Board of Directors and shall not count for nor against the board makeup as defined in Section 3.03(a)

Section 3.04 Term of Directors

- (a) Directors shall serve terms of three (3) years. A Director may succeed himself/herself for only one consecutive term. After serving two consecutive terms, a Director must vacate his/her position for at least one (1) year before seeking re-election to another term. Terms follow the calendar year.

Section 3.05 Election of Directors

- (a) Elections for Directors filling expired terms shall be held at the first meeting of the fiscal year after their term has expired. Any directorship to be filled by reason of an increase in the number of Directors shall be filled at the next regular meeting of the Board of Directors or at a special meeting called for that purpose. When a re-appointment or replacement is made, the re-appointment or replacement shall be considered effective on the date that the prior term expired (i.e., the new term does not begin on the date of the election). Board members whose terms have expired may continue serving until they are either re-appointed or until their successors are chosen.

Section 3.06 Staggered Terms

- (a) There shall be staggered terms of office for Directors so that one-third of the directorships shall be up for election each year (or if the number does not evenly divide by thirds, the board shall be divided as close to thirds as possible).

Section 3.07 Initial Director Special Consideration Following Adoption of These By-Laws

- (a) Upon adoption, the initial directors will determine which seats will be elected after initial one (1) - and two (2)-year terms to initiate compliance with Section 3.06 above. Directors in this scenario will be allowed to serve an additional two (2) terms without being required to vacate for one (1) year as pursuant to Section 3.04.

Section 3.08 Resignation

- (a) Any Director may resign at any time by delivering written notice to the Secretary or Chair of the Board of Directors. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.
- (b) Failure at any time to meet eligibility rules pursuant to Section 3.02 will be considered a resignation effective immediately.

Section 3.09 Removal

- (a) Any Director may be removed without cause, at any time, by a majority of the entire Board of Directors, at a Regular or Special Meeting called for that purpose. Any Director under consideration of removal must first be notified about the consideration by written notice at least five days prior to the meeting at which the vote takes place.
- (b) The Board may remove a Director from the Board after two unexcused absences in a 12-month period without notice.

Section 3.10 Vacancies

- (a) Vacancies shall be filled by majority vote of the remaining members of the Board of Directors, though less than a quorum, and the Director filling the vacancy shall serve for the remainder of the term of the directorship that was vacated. Vacancies shall be filled as soon as practical. Nominations to fill vacancies are made by the Nominating Committee.

Section 3.11 Compensation

- (a) Directors shall not receive any salaries or other compensation for their services, but, by resolution of the Board of Directors, may be reimbursed for any actual expenses incurred in the performance of their duties for the Corporation, as long as a majority of disinterested Board of Directors approve the reimbursement. The Corporation shall not loan money or property to, or guarantee the obligation of, any Director.

Article IV. Committees

Section 4.01 Executive Committee

- (a) The Chair, Vice Chair, Treasurer, Secretary, and Immediate Past Chair of the Corporation, and Club President shall constitute the Executive Committee. The Club President is a non-voting member. The Executive Committee shall have the authority to act on behalf of the Corporation in between Regular Meetings of the Board of Directors. The Board of Directors must validate the actions of the Executive Committee at its next Regular or Special Meeting. Any such action not so validated will not be legally binding on the Corporation. The Chair shall act as chairperson of the Executive Committee. A majority of voting members of the Executive Committee shall constitute a quorum for the transaction of business, and all decisions shall be by majority vote of those present.

Section 4.02 Standing Committees

- (a) The Corporation shall have standing committees which shall assist the Board of Directors in carrying out the management of the Corporation: The Finance Committee and the Board Nominating Committee. The Board of Directors shall appoint the members of each committee in the meeting following election of officers. The Directors must comprise a majority of the committee membership. Members of the club may also be appointed to serve as committee members. Committees shall meet upon call of the Board of Directors or the chair of the Committee, review the activities of the Corporation in the Committee's respective areas, and make recommendations to the Board of Directors for the Board's final approval. The Board Chair will appoint the Chair of the Committee. The Chair of each committee shall ensure that minutes of the committee meetings are taken and present a copy of the minutes to the Secretary within the two weeks following the meeting. Committee meetings shall be open to all members of the Board of Directors and the President.
- (a) Finance Committee: The Finance Committee includes the Treasurer who is also the Committee Chair and is responsible for monitoring and communication to the board about the organization's overall financial health. This includes regularly reviewing financial reports, internal controls, and accounting policies as well as providing expertise and advisement to agency staff in the management of financial activities.
- (b) Board Nominating Committee - This committee is responsible for determining what skills are required on the board, and for recruiting and orienting all new board members. This committee can also assist in recommendations for officer positions. In the absence of a Nominating Committee, the Executive Committee will fulfill this role.

Section 4.03 Additional Committees

- (a) The Board of Directors may from time to time designate and appoint additional standing or temporary committees by majority vote of the Board of Directors. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors. The Directors may authorize these committees to exercise any powers, responsibilities, and duties consistent with the Certificate of Formation and these bylaws. Chairs of any additional committees are appointed by the Chair.

Article V. Board Meetings

Section 5.01 Regular and Special Meetings

- (a) Regular meetings of the Board of Directors shall be held quarterly, or more frequently as deemed necessary by the Board of Directors. Special Meetings may be called by the Chair, any three Directors or by the Club President. The Executive Committee meetings will meet at the call of the Chair.

Section 5.02 Notice of Board Meetings

- (a) Notice of the date, time, and place of Regular Meetings shall be given to each board member by regular mail, telephone (including voice mail), facsimile, or e-mail no less than ten (10) days' notice prior to the meeting. Notice of the date, time, and place of special meetings shall be given to each board member using the same methods, but with no less than five (5) days' notice prior to the meeting, except for special meetings held to amend the Certificate of Formation or bylaws or to discuss removal of board officers or club officers, for which a ten (10) day notice by same methods.

Section 5.03 Waiver of Notice

- (a) Attendance by a Director at any meeting of the Board of Directors for which the Director did not receive the required notice will constitute a waiver of notice of such meeting unless the Director objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

Section 5.04 Quorum

- (a) One half of the incumbent Directors (not counting vacancies) including one of those holding office shall constitute a quorum for the purposes of convening a meeting or conducting business. At Board meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board unless a greater number is required by the Certificate of Formation or by any provision of these bylaws.

Section 5.05 Actions without a Meeting

- (a) Any action required or permitted to be taken by the Board of Directors under the Texas Non-Profit Corporation Act, the Certificate of Formation, and these bylaws may be taken without a meeting, if a majority of Directors individually and collectively consent in writing, setting forth the action to be taken. Such written consent shall have the same force and effect as a unanimous vote of the Board.

Section 5.06 Proxy Voting

- (a) Directors may vote by proxy if written or electronic (email) confirmation is provided in advance. Telephonic, email, or electronic voting will be conducted only if an issue is time sensitive, such that the issue can not be handled in the normal manner.

Article VI. Board Officers

Section 6.01 Roster of Board Officers

- (a) The Corporation shall have a Chair, Vice Chair, Secretary, Immediate Past Chair and Treasurer. One person may hold two or more offices, except those serving as Chair or Secretary.

Section 6.02 Election and Removal of Board Officers

- (a) All board officers shall serve two-year terms. The election shall be conducted at the Board of Directors' first meeting of the fiscal year and following the election of the new Board of Directors filling expired terms, or as soon as practical thereafter. Officers shall remain in office until their successors have been selected. Officers may serve consecutive terms without limit. The election of officers shall be by majority vote of the Board of Directors attending the meeting.
- (b) Removal of Officers. At any regular or special meeting duly called, any one or more of the officers may be removed with or without cause by a majority of the directors, and the successor may then be immediately elected to fill the vacancy. Any officer whose removal has been proposed shall be given an opportunity to be heard at the meeting.

Section 6.03 Vacancies

- (a) If a vacancy occurs during the term of office for any elected officer, the Board of Directors shall elect a new officer to fill the remainder of the term as soon as practical, by majority vote of Directors present.

Section 6.04 Duties of the Chair

- (a) Oversees Board and Executive Committee meetings
- (b) Works in partnership with the Club President to make sure board resolutions are carried out
- (c) Attends all board meetings
- (d) Calls special meetings if necessary
- (e) Appoints all committee chairs, and with the Chief Executive, recommends who will serve on committees
- (f) Assists President in preparing agenda for board meetings
- (g) Assists President in conducting new board member orientation
- (h) Works with the nominating committee to recruit new board members
- (i) Acts as an alternate spokesperson for the organization
- (j) Periodically consults with board members on their roles and helps them assess their performance

Section 6.05 Duties of the Vice Chair

- (a) Attend all board meetings
- (b) Serve on the Executive Committee
- (c) Works in partnership with the Club Outreach and Events Coordinators to ensure the Corporation's purpose is achieved
- (d) Carry out special assignments as requested by the board chair
- (e) Understand the responsibilities of the board chair and be able to perform these duties in the chair's absence
- (f) Participate as a vital part of the board leadership

Section 6.06 Duties of the Secretary

- (a) Attend all board meetings
- (b) Serve on the Executive Committee
- (c) Works in partnership with the Communications Coordinator to ensure the members are properly informed and external-facing communication media follows corporate guidelines
- (d) Ensure the safety and accuracy of all board records
- (e) Review board minutes
- (f) Assume responsibilities of the chair in the absence of the board chair and vice chair

Section 6.07 Duties of the Treasurer

- (a) Attend all board meetings
- (b) Serve on the Executive Committee
- (c) Works in partnership with the Development Coordinator to ensure fundraising and expenditures follow corporate guidelines
- (d) Maintain knowledge of the organization and personal commitment to its goals and objectives
- (e) Understand financial accounting for nonprofit organizations
- (f) Serve as the chair of the Finance Committee
- (g) Manage, with the Finance Committee, the board's review of and action related to the board's financial responsibilities

- (h) Work with the President and the Development Coordinator to ensure that appropriate financial reports are made available to the board on a timely basis
- (i) Review the annual audit and answer board members' questions about the audit

Article VII. Rules of Procedure

Section 7.01 The proceedings and business of the Board of Directors shall be governed by Robert's Rules of Parliamentary Procedure unless otherwise provided herein.

Article VIII. Club Members, Meetings, and Officers

Section 8.01 The Corporation has established a club to carry out its purpose.

Section 8.02 Club Membership

- (a) Club Membership is extended to any Jeep enthusiast that lives in, works in, or has a vested connection to Rockwall County
- (b) Club Officers, with approval from the Board of Directors, may adopt membership levels and levy a membership fee for the purpose of carrying out the mission of the Corporation.
- (c) Membership may be revoked or denied upon recommendation to the Board of Directors by the Club President and a majority vote of the Board of Directors during a regular or special meeting. Any member who is petitioned to be removed from the club shall be suspended from the club until the meeting of the Board of Directors and be provided the opportunity at that meeting to state their case.

Section 8.03 Meetings of the Club

- (a) The club may hold meetings as often as necessary to conduct the business of the club.
- (b) Notice of the date, time, and place of meetings shall be given to each board member and club by regular mail, telephone (including voice mail), facsimile, e-mail, or any other general posting accessible by club members no less than ten (10) days' notice prior to the meeting.
- (c) Quorum for club business shall consist of a quorum of board members, a majority of club officers, plus all non-board members attending the meeting
- (d) The proceedings and business of the club shall be governed by Robert's Rules of Parliamentary Procedure unless otherwise provided herein.
- (e) Minutes of any business meetings held by the club should be kept, approved at the next meeting of the club, and maintained for an appropriate amount of time.

Section 8.04 Annual Meeting

- (a) An annual meeting of the club shall take place, at which point business for the general club as designated by the board of directors will be conducted and Club Officers will be elected.
- (b) Notice of the date, time, and place of meetings shall be given to each board member and club by regular mail, telephone (including voice mail), facsimile, e-mail, or any other general posting accessible by club members no less than ten (10) days' notice prior to the meeting.
- (c) Quorum for club business shall consist of a quorum of board members, a majority of club officers, plus all non-board members attending the meeting
- (d) The proceedings and business of the club during its Annual Meeting shall be governed by Robert's Rules of Parliamentary Procedure unless otherwise provided herein.

Section 8.05 Club Officers

- (a) The Club Officers shall have a President, Outreach Coordinator, Event Coordinator, Communication Coordinator, and Fundraising Coordinator.

Section 8.06 Election and Removal of Club Officers

- (a) All club officers shall serve one-year terms. The election shall be conducted at the Annual Meeting of the Club. Club officers shall remain in office until their successors have been selected. Officers may serve consecutive terms without limit. The election of officers shall be by majority vote at the annual meeting once a quorum is achieved and maintained.
- (b) Removal of Officers. At any regular or special meeting of the Board of Directors duly called, any one or more of the officers may be removed with or without cause by a majority of the Board of Directors, and the successor may then be immediately appointed by the President and confirmed by the Board of Directors to fill the vacancy. Any club officer whose removal has been proposed shall be given an opportunity to be heard at the meeting.

Section 8.07 Vacancies

- (a) If a vacancy occurs during the term of office for any elected officer, a successor shall be appointed by the President and confirmed by the Board of Directors at a special meeting of the Board to fill the vacancy.

Section 8.08 Duties of the President

- (a) Ensures the mission of the Corporation is carried out in the day-to-day activities of the club
- (b) Work closely with the Corporation Chair
- (c) Serve as a non-voting member of the Board of Directors of the Corporation
- (d) Oversees club meetings

Section 8.09 Duties of the Outreach Coordinator

- (a) Attend all club meetings
- (b) Work closely with the Corporation Vice-Chair
- (c) Lead the Outreach Committee
- (d) Serve as the primary contact for the club with other charitable organizations

Section 8.10 Duties of the Event Coordinator

- (a) Attend all club meetings
- (b) Work closely with the Corporation Vice-Chair
- (c) Lead the Events Committee
- (d) Ensure frequent meet-ups, off road events, etc. are planned on a regular basis

Section 8.11 Duties of the Communications Coordinator

- (a) Attend all club meetings
- (b) Work closely with the Corporation Secretary
- (c) Lead the Communications Committee
- (d) Serve as the primary admin for club social media resources
- (e) Maintain the club website

Section 8.12 Duties of the Development Coordinator

- (a) Attend all club meetings
- (b) Work closely with and under the guidance of the Corporation Treasurer
- (c) Lead the Development Committee

- (d) Manage all fundraising activity
- (e) Act as the club buyer by manage vendor contracts for club merchandise, etc.

Article IX. Indemnification

Section 9.01 Insurance

- (a) The Corporation will provide indemnification insurance for its Board members as its current financial state may allow, and the Board shall select the amount and limits of such insurance policy.

Section 9.02 Indemnification

- (a) To the extent permitted by law, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he/she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him/her (or by his/her heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.

Section 9.03 Limits on Indemnification

- (a) Notwithstanding the above, the corporation will indemnify a person only if he/she acted in good faith and reasonably believed that his/her conduct was in the corporation's best interests. In the case of a criminal proceeding, the person may be indemnified only if he/she had no reasonable cause to believe his/her conduct was unlawful.

Article X. Operations

Section 10.01 Execution of Documents

- (a) Unless specifically authorized by the Board of Directors or as otherwise required by law, all deeds, conveyances, leases, or promissory notes executed in the name of and on behalf of the Corporation shall be signed and executed by the Chair upon approval from the Board of Directors. All conveyances of land by deed must be approved by a resolution of the Board of Directors.

Section 10.02 Records

- (a) The Corporation will keep correct and complete records of account and will also keep minutes of the proceedings of the Board meetings and Committees. The Corporation will keep at its principal place of business the original or a copy of its bylaws, including amendments to date certified by the Secretary of the Corporation.

Section 10.03 Inspection of Books and Records

- (a) All books and records of this Corporation may be inspected by any Director for any purpose at any reasonable time on written demand.

Section 10.04 Amendments

- (a) The Board of Directors may adopt amendments to the Certificate of Formation by a vote of two-thirds of Directors present at a meeting where a quorum is present. The bylaws may be amended at any time by a vote of the majority of Directors at a meeting where a quorum is present.

Section 10.05 Fiscal Year

- (a) The fiscal year for the Corporation will be the calendar year, January 1 to December 31. The Board shall approve an operating budget in the last meeting of the year, or as soon as possible thereafter.

Section 10.06 Audit

- (a) The Corporation shall have an annual audit to be completed by May of each year for the previous fiscal year. This audit may be completed by a third-party accounting firm or multiple board members as Corporation finances allow.

CERTIFICATION

I hereby certify that these bylaws were adopted by the Board of Directors of The Rockwall County Jeep Club at its meeting held on May 1, 2023



Aaron J. Wesseler

Secretary