

BYLAWS

Revisions made 12/12/2009

ARTICLE I - NAME

The name of the Association shall be: Toyota Land Cruiser Association, Inc. hereinafter referred to as TLCA.

ARTICLE II - PURPOSE AND AIMS

- A. TLCA shall be non-profit in character.
- B. Bring together and promote the interest of four wheeling.
- C. Preserve and protect the history of the Land Cruiser.
- D. Protecting as well as enjoying our country's natural resources.
- E. Support local, state or area associations.
- F. Educate our members and the public on land use and rights issues, responsible off highway behavior and the environment.

ARTICLE III – MEMBERSHIP

- A. Membership is open to families that own Toyota Motor Corporation manufactured four wheel drive vehicles and sponsors (businesses).
 - 1. The TLCA reserves the right to deny membership based on any reason not in violation of any Federal, State or Local law.
- B. Individual Members: individual owner and/or operator and that person's immediate family.
- C. Business Member: Sponsors (businesses) and Affiliated Members (Toyota clubs abroad).
- D. Applicants
 - 1. All members must conduct themselves in a reasonable, respectable and orderly fashion in TLCA
 - 2. TLCA members are responsible for their guests', children's and pets' (where allowed participation by the event hosts) conduct at all TLCA sponsored events and/or meetings.
 - 3. Must abide by all local, State and Federal laws.
 - 4. Must have mandatory/minimum safety equipment to attend TLCA sponsored events.
- E. TLCA Membership dues shall be defined in the Membership Plan(s) established by the TLCA SOPs, and shall be payable on the anniversary date of each individual membership.

F. Membership Termination

1. Causes of Termination - The membership of any member of any classification shall terminate upon occurrence of any of the following events:
 - i. The resignation of the member,
 - ii. Failure of a member to pay dues, fees, or assessments within sixty days as set forth in Article III, Section E - Dues, or
 - iii. The expulsion of the Member based upon the good faith determination by the Board of Directors that the member has failed in a material and serious degree to observe the corporation's rules and conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation.

2. Procedure for Expulsion - If grounds appear to exist for the expulsion of a member under Subsection 1 of this Section E the procedure set forth below shall be followed:
 - i. The member shall be given fifteen days prior notice of the proposed expulsion. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by registered mail to the member's last address as shown on the corporation's records.
 - ii. The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion. The hearing shall be held, or the written statement considered, by the Board of Directors or by a committee authorized by the Board of Directors to determine whether the expulsion should take place.
 - iii. The Board of Directors shall decide whether or not the member shall be expelled or sanctioned in some other way. The decision of the Board of Directors shall be final. Any action challenging an expulsion or termination of membership, including a claim alleging defective notice must be commenced within one year after the date of expulsion or termination.

3. Any member, of any classification, shall agree to remove all association decals, or logos from the exterior of their vehicle(s) upon selling that vehicle(s) or termination of membership.

4. Dues refund: If a membership is terminated by the TLCA for any reason other than a (i) or a (ii) of this section E, subsection 1, above, and that member is current on dues with the organization, then the member is entitled to a refund of 50 percent of the current year's dues that have been paid only if the termination occurs within six (6) calendar months of the member's anniversary. If termination of membership occurs after the 6th calendar month period or if dues are not current, no refund shall be issued. No refund shall be due for any

voluntary termination of a membership.

G. Transfer of Membership

1. Neither a membership nor any membership right may be transferred to any individual, club, company, or corporation except as authorized by the Board of Directors.

ARTICLE IV - CHAPTERS

A. A minimum of six (6) individual TLCA members, in good standing, who are owner operators may submit an application to become a Chapter.

B. The applying Chapter must submit a letter of application to the TLCA BOD and Bylaws for BOD approval prior to being voted upon for chapter membership. Application via email is acceptable.

C. Bylaws must include clauses that establish the following:

1. A goal or objective of the Chapter is to "Support the TLCA."
2. All Chapter members eligible to join TLCA must join and remain current members in TLCA.
3. Chapter rosters may not exceed 30 percent non-TLCA members and non-TLCA members may not be used in constituting a quorum.

D. To be a "Chapter in Good Standing" the Chapter must comply with the following:

1. Retain all Bylaws clauses from Section C above.
2. Maintain four (4) current members who are TLCA members.
3. Be current on all financial obligations to the TLCA.
4. Submit a Chapter in Good Standing Form, the frequency and deadlines for which will be defined in the SOPs.

E. Privileges of Chapters in Good Standing:

1. Entitled to advertising privileges and discounts in the Toyota Trails.
2. Invited to all BOD meetings.
3. Invited to participate in all TLCA hosted and sanctioned events (participant and vehicle restrictions may be set by the event hosts).
4. Entitled to one voting Delegate at all TLCA BOD meetings.
5. Entitled to access and coverage by TLCA insurance.
6. Access to the sanctioning of events by TLCA.

F. Responsibilities of Chapters in good standing:

1. Each Chapter is responsible for registering their Delegate or Alternate Delegate including any changes, with the TLCA Secretary, using the Chapter in Good Standing Form.
2. Each Delegate or Alternate Delegate shall be a member of the Chapter they are representing.
3. A Delegate or Alternate Delegate shall only represent one Chapter.

4. Each Chapter shall submit a Chapter in Good Standing Form, the frequency and deadlines for which will be defined in the SOPs. This Chapter in Good Standing Form shall be submitted to both the TLCA Secretary and Membership Services.

ARTICLE V - BOARD OF DIRECTORS

The Board of Directors (BOD) is made up of Officers and Chapter Delegates. TLCA BOD members must be TLCA members in good standing. Each member of the Board of Directors, Officer or Chapter Delegate, is allowed only one vote. Contractors to TLCA may not vote.

A. The OFFICERS of the BOARD OF DIRECTORS shall consist of the following, each authorized one (1) vote at all Board of Directors meetings:

1. President
2. Executive Vice President (EVP)
3. Administrative Vice President (AVP)
4. Marketing and Sales Vice President (MSVP)
5. Secretary
6. Treasurer
7. Western Individual Representative
8. Mountain/Central Individual Representative
9. Eastern Individual Representative
10. International Individual Representative

B. All Chapters in good standing, as defined in Article IV above, are authorized a Delegate member of the Board of Directors.

C. Elections for all offices shall be held in the year 2000. Thereafter, elections shall be held in even-numbered years for President, AVP, Treasurer, Mountain/Central Representative and MSVP. In odd-numbered years elections shall be held for EVP, Secretary, Western Individual Representative, Eastern Individual Representative, and International Individual Representative.

D. The PRESIDENT shall preside over all Board meetings. He/she shall have the duty of carrying out the policies and decisions of the Board of Directors. Be present at all TLCA events, whenever possible. He/she shall have the authority to sign all checks and the authority to delegate the signature authority to another elected board member when deemed necessary. He/she shall appoint all committee chairmen as needed. He/She shall appoint the Rubithon Chairperson by September 30th in the year preceding the scheduled event.

E. The EXECUTIVE VP shall assist the President and act as President during the absence of the President. The EVP shall coordinate all TLCA sanctioned events and be responsible for maintaining event reconciliation records. The EVP shall have the authority to approve event budgets and event flyers.

F. The ADMINISTRATIVE VP shall be responsible for TLCA contracts, TLCA Bylaws, TLCA SOPs, and the TLCA annual budget. The AVP shall work in conjunction with the Treasurer in creating the annual TLCA Budget for presentation to the TLCA Board of Directors.

G. The MARKETING AND SALES VICE PRESIDENT (MSVP) shall be responsible for three (3) general areas of TLCA: 1) Marketing Activities, 2) Public Relations Activities and 3) Member Activities. General marketing activities to the extent necessary to produce revenues such as arranging for event sponsorships and promotional activities like sweepstakes, fund raising, and licensing of TLCA logo usage. General public relations activities with other organizations and the media. Member activities to recruit new members and retain current members which could include the preparation and management of materials, direct mail campaigns and other types of member communications.

H. The SECRETARY shall keep all TLCA records. Shall take minutes of all meetings. Shall write all correspondence. Shall assume the responsibility of ledger roll call and determine the number of voting Officers and Delegates present. Officers shall be reported separately so it may be known if a quorum is in attendance.

I. The TREASURER shall be responsible for insuring the accurate and complete record keeping of all funds, investments, and accounts of TLCA. The actual data entry, merchant services account processing, checking account entry and maintenance, records reconciliation and other routine day-to-day accounting, bookkeeping, and management activities may be delegated to a management company, committee, or other person or persons provided that the activities and affairs of TLCA shall be managed and all corporate powers shall be exercised under the ultimate direction of the TLCA Board of Directors. In addition, the Treasurer shall have the authority to sign all checks, shall assist the AVP in preparing the annual TLCA Budget, and shall file in a timely manner all required Federal, state and local tax forms.

J. The WESTERN IR shall be responsive to the individual members in their region. Regions shall be set in the Standard Operating Procedures.

K. The MOUNTAIN/CENTRAL IR shall be responsive to the individual members in their region. Regions shall be set in the Standard Operating Procedures.

L. The EASTERN IR shall be responsive to the individual members in their region. Regions shall be set in the Standard Operating Procedures.

M. The INTERNATIONAL IR shall be responsive to the individual members in their region. Regions shall be set in the Standard Operating Procedures.

N. TLCA employees (either contractor or directly) cannot be BOD Delegates or otherwise have a vote in TLCA matters. (The intent is to prevent the obvious conflicts of interest which may arise should a contract employee also be, for example, a Delegate).

ARTICLE VI - COMMITTEES

Committees shall be appointed by the Board of Directors. The President shall appoint each committee chairman for a period of one year or until the end of the President's term in office. All committees are to submit a report prior to all BOD meetings.

Examples of appointed committees would be: Safety, Bylaws, Insurance, Parliamentarian, Rubithon, etc.

ARTICLE VII - MEETINGS

A. Meetings shall be held a minimum of four times per year. Time and date to be determined at least 30 days prior to each scheduled meeting to allow for an official announcement. The tentative schedule for each new year shall be presented in the Jan/Feb issue of TT.

B. The President, acting on behalf of the Board of Directors, or any three Officers of the Board or Directors, has the right to call a special meeting for a designated reason at any time. There shall be at least three days prior notice given to all Officers and Delegates of the Board.

C. A simple majority shall be the rule for all voting matters, unless otherwise specified.

D. For the purpose of conducting TLCA business and elections a quorum shall consist of 30 percent of the Directors (Officers and Delegates) of the Board of Directors. This quorum clause does not relieve the requirement to notify and invite all Officers and Delegates to all BOD meetings.

E. Meeting agendas and reports shall be prepared and distributed to the BOD in accordance with the schedule specified in the SOPs.

F. Speakers participating in meetings will always treat each other with courtesy and respect. Disrespectful comments toward a person may be declared out of order by the presiding officer. Further disrespectful behavior may result in a vote of the BOD to remove the speaker from the meeting.

ARTICLE VIII - ELECTIONS

A. Each Chapter in good standing, through its Delegate, and all TLCA Officers

shall have one (1) vote.

B. Nominations may be in writing or from the floor. Nominations shall be closed at the meeting prior to the elections. Nominations may be handled at a special BOD meeting called prior to the election, providing that meeting is held at least two (2) weeks prior to the election. Nominations may be made electronically on the TLCA Bulletin Board up until the meeting prior to the election.

C. Regular elections shall be at the last scheduled meeting of the year. The voting process shall be (1) Polling whenever possible or (2) Delegate Count. Only duly nominated candidates are eligible to receive votes.

1. The candidate receiving the largest number of votes for each office shall be declared the winner.
2. The President shall refrain from voting unless there is a tie vote.
3. The President's vote shall break any ties and that candidate shall be declared the winner.

D. The new officers shall take office at the first BOD meeting of the following year.

E. Only TLCA members may be nominated. Only Officers and Delegates from Chapters in Good Standing shall be eligible to vote.

F. In the event of a vacancy in the office of President, the Executive Vice President shall assume the duties of the President until a special election can be held. Nominations for a replacement President shall be held and closed at a BOD meeting no later than 30 days from the date of vacancy and an election shall be held no later than 60 days from the date of vacancy. In the event of a vacancy in any other office, an election by the Board of Directors shall be called to elect a successor. The nomination and notification procedures for scheduled elections shall be followed.

G. Any officer of TLCA may be recalled by a three-fourths (3/4) majority vote of the Board of Directors when a quorum has been established. Recalled Officers are not eligible for Board of Director positions for a period of three years from the date of recall.

H. Polling:

Polling can be conducted in two ways:

1. Acclamation: A motion and second occurs. The presiding officer calls for discussion. After discussion is complete, the presiding officer asks if there is any negative (no) votes from the BOD. If no one votes "no," the motion carries.
2. Roll Call vote: After motion, second, and discussion, the presiding officer calls upon the Secretary (or designate) to verbally call roll and record each delegate's vote.

ARTICLE IX – EVENTS

A. All TLCA Sponsored Off Highway events, as described in the SOPs, shall be subject to prior approval by the BOD.

1. The Host Chapter Safety Chairman has the authority to ban any vehicle or person deemed unsafe or not complying with the mandatory/minimum safety requirements, from participating in any TLCA Off Highway event until the problem is rectified.

B. All members are responsible to the direction of the Host Chapter Trail Committee and his/her assistant from the beginning to end of the event.

C. All runs/events shall be conducted in an orderly manner, with safety as the prime factor. All events shall be subject to liability release.

D. No member or guest under the age of eighteen (18) years shall be permitted to drive in an event, unless accompanied by, or written permission of, parent or guardian.

E. The Off Highway event types shall be Hosted, Sanctioned, Rally, Open, Restricted and Limited as defined in the SOPs.

ARTICLE X - SAFETY

A. All vehicles must be inspected before any TLCA Sponsored Off Highway event by a member of the event safety committee.

1. Off Highway event shall be defined as any TLCA approved and insured event where vehicles shall be in motion.

B. The Host Chapter Safety Chairman has the authority to ban any vehicle deemed unsafe or not complying with the mandatory/minimum safety requirements from participating in a TLCA Off Highway event until the problem is rectified.

C. Members have the right to appeal any decision of the Safety Committee to the Hosting Event Safety Chairman, in which case the Host Chapter Safety Chairman has the final decision.

D. Mandatory/Minimum safety equipment required for a TLCA Sponsored Off Highway event as dictated in SOPs shall be in good working order.

ARTICLE XI - PARLIAMENTARY AUTHORITY

The rules contained in the modern Edition of Robert's Rules Of Order shall govern the association in all cases where they are not inconsistent with these

bylaws and any special rules of order the Association may adopt.

ARTICLE XII - AMENDMENTS

Amendments to the bylaws must be presented in writing. Proposed amendment(s) shall be voted on after written publication of the proposal(s) in advance of the meeting that the action is to be taken. Amendments to the bylaws require a two-thirds (2/3) majority vote when a quorum is present. APPROVED BYLAWS TAKE EFFECT IMMEDIATELY.

ARTICLE XIII - DISSOLUTION

In the event of the dissolution of the organization, the disposal of TLCA assets shall proceed under then-current law. In general terms, this shall involve settling all TLCA financial obligations and the donating any remaining assets, if any, to an appropriate tax exempt organization that supports our purposes and goals.