

COPPERSTATE 4 WHEELERS BY- LAWS

ARTICLE I NAME

COPPERSTATE4WHEELERS (CS4W) WAS INCORPORATED UNDER THE REGULATIONS OF THE ARIZONA CORPORATION COMMISSION AS COPPERSTATE 4 WHEELERS ON MARCH 31, 1972, AS A NON-PROFIT ORGANIZATION.

ARTICLE II OBJECTIVES

WE ARE A FAMILY CLUB OF RECREATIONAL FOUR WHEELERS THAT WILL ENJOY AND PROTECT OUR COUNTRY'S NATURAL RESOURCES AND SCENIC BEAUTY AND FOLLOW THE PRINCIPALS OF TREAD LIGHTLY.

ARTICLE III GENERAL MEMBERSHIP

A. MEMBERSHIP CATEGORIES

1. ACTIVE
 - a) MEMBERS IN GOOD STANDING, MEETING THE GENERAL REQUIREMENTS OUTLINED IN ARTICLE III, SECTION B AND CURRENT WITH YEARLY DUES.
2. IN MEMORIUM
 - a) ACTIVE MEMBERS IN GOOD STANDING WHO HAVE PASSED AWAY

B. GENERAL REQUIREMENTS

1. ONLY THOSE PERSONS LEGALLY RESPONSIBLE FOR MAINTAINING A CURRENTLY REGISTERED AND INSURED FOUR WHEEL DRIVE VEHICLE WITH A MANUFACTURER'S DRY CURB WEIGHT OF AT LEAST TWO THOUSAND (2000) POUNDS OR GREATER, AND HAVE FOUR LOW AS A SELECTION IN THE TRANSFER CASE ARE ELIGIBLE FOR MEMBERSHIP IN CS4W.
 - a) MEMBERS NO LONGER RESPONSIBLE FOR A FOUR WHEEL DRIVE VEHICLE SHALL REPLACE IT WITHIN 12 MONTHS IN ORDER TO MAINTAIN THEIR MEMBERSHIP.
 - b) "LEGALLY RESPONSIBLE," INCLUDES MAINTAINING CURRENT REGISTRATION, INSURANCE, AND MAINTENANCE OF THAT VEHICLE.
2. EACH MEMBERSHIP INCLUDES THE IMMEDIATE FAMILY (SPOUSE / SIGNIFICANT OTHER AND CHILDREN UNDER THE AGE OF 18).
3. ALL MEMBERS MUST CONDUCT THEMSELVES IN A RESPONSIBLE, RESPECTABLE, AND ORDERLY FASHION WHEN ASSOCIATED WITH CLUB ACTIVITIES.
4. ALL MEMBERS SHALL BE 18 YEARS OF AGE OR OLDER, HAVE A VALID, CURRENT DRIVER'S LICENSE.

5. CANDIDATES MUST REVIEW AND SIGN THE APPLICATION CONFIRMING THAT THEY HAVE READ, UNDERSTAND, AND WILL ABIDE BY THE CLUB BYLAWS.

C. OBTAINING MEMBERSHIP

1. AN APPLICANT FOR MEMBERSHIP CAN OBTAIN AN APPLICATION FROM THE CLUB SECRETARY OR FROM THE CLUB WEBSITE.
 - a) APPLICATIONS MUST BE HANDED IN TO THE BOARD AT OR PRIOR TO THE NEXT MONTHS BOARD MEETING.
2. APPLICANTS FOR MEMBERSHIP MUST:
 - a) MEET MEMBERSHIP REQUIREMENTS RELATED TO AGE, LICENSE, REGISTRATION AND INSURANCE.
 - b) ATTEND TWO (2) GENERAL MEMBERSHIP MEETING AND DRIVE TWO (2) MONTHLY RUN. THIS REQUIREMENT MUST BE COMPLETED WITHIN A PERIOD NOT TO EXCEED SIX (6) CALENDAR MONTHS IN PERSON OR ELECTRONICALLY. EXCEPTION TO THIS REQUIREMENT MAY BE MADE BY A DECISION OF THE BOARD OF DIRECTORS.
3. THE EXECUTIVE COMMITTEE WILL REVIEW THE PROSPECTIVE MEMBER'S APPLICATION AND VERIFY THAT REQUIREMENTS FOR MEMBERSHIP ARE MET. IF NOT, THE APPLICATION WILL BE RETURNED.
 - a) THE BOARD OF DIRECTORS IS DEFINED IN ARTICLE V SECTION B.
4. IF THE PROSPECTIVE MEMBER MEETS MEMBERSHIP REQUIREMENTS, HE OR SHE WILL BE SUBMITTED TO THE GENERAL MEMBERSHIP TO BE VOTED UPON. ACCEPTANCE WILL BE BY A SEVENTY PERCENT (70%) MAJORITY VOTE OF THOSE IN ATTENDANCE. THE APPLICANT WILL NOT BE PRESENT IN THE ROOM DURING VOTING.
5. THE BOARD OF DIRECTORS RESERVES THE RIGHT TO DENY MEMBERSHIP TO ANY PROSPECTIVE MEMBER IF ANY OF THE ABOVE REQUIRMENTS HAVE NOT BEEN MET.
6. ANY APPLICATION FOUND TO BE UNTRUTHFUL IS GROUNDS FOR IMMEDIATE EXPULSION FROM THE CLUB.

D. MAINTAINING MEMBERSHIP

1. TO MAINTAIN ACTIVE MEMBERSHIP STATUS, MEMBERS MUST MEET THE FOLLOWING QUALIFICATIONS EACH CALENDAR YEAR: (ARTICLE III SECTION A, 1, a).
 - a) BE A MEMBER IN GOOD STANDING IN THE CLUB AND COMMUNITY
 - b) CURRENT WITH ANNUAL DUES

E. DUES

1. DUES FOR MEMBERSHIP SHALL BE SET BY THE BOARD OF DIRECTORS AND APPROVED BY THE GENERAL MEMBERSHIP DURING THE NOVEMBER GENERAL MEMBERSHIP MEETING. THE DUES WILL BE FOR THE UPCOMING NEW YEAR. DUES PAID FOR NEW MEMBERS AFTER SEPTEMBER 1st WILL BE APPLIED TO THE NEXT CALENDAR YEAR.
2. DUES ARE OWED JANUARY 1 AND DELINQUENT ON THE LAST DAY OF FEBRUARY. DELINQUENT MEMBERS WILL BE REMOVED FROM THE CLUB ROSTER AND WILL NO LONGER HAVE MEMBERSHIP STATUS.
3. A PORTION OF MEMBERS DUES WILL BE USED FOR CLUB ENROLLMENT WITHIN THE ARIZONA STATE ASSOCIATION OF FOUR WHEEL DRIVE CLUBS.

F. OTHER REQUIREMENTS

1. ALL PERSONAL EXPENSES SHALL BE BORNE BY THE INDIVIDUAL MEMBER EXCEPT ONE VEHICLE DECAL WILL BE PRESENTED TO NEW MEMBERS UPON ACCEPTANCE TO THE CLUB.
2. MEMBERS SHALL IMMEDIATELY NOTIFY THE SECRETARY OF ANY CHANGE OF HOME ADDRESS, MAILING ADDRESS, TELEPHONE NUMBER, OR NEED FOR CHANGE OF MEMBERSHIP STATUS.
3. RESIGNATION OF ANY MEMBER SHALL BE SUBMITTED IN WRITING TO THE SECRETARY.
4. WHEN A MEMBER DISPOSES OF OR IS NO LONGER LEGALLY RESPONSIBLE FOR A FOUR-WHEEL DRIVE VEHICLE, THEY SHALL REPLACE IT WITHIN 12 MONTHS. FOR MEMBERS WHO ARE UNABLE TO DO SO, THEIR MEMBERSHIP IN THIS ORGANIZATION SHALL TERMINATE AT THE END OF THE CURRENT MEMBERSHIP CALENDAR YEAR. MEMBERS WHO ARE UNABLE TO DO SO MAY REAPPLY FOR CLUB MEMBERSHIP WHEN THEY ARE LEGALLY RESPONSIBLE FOR A FOUR WHEEL DRIVE VEHICLE.
 - a) Article III, Section B, 1.
5. FORMER MEMBERS SEEKING NEW MEMBERSHIP MUST RE-APPLY FOLLOWING THE REQUIREMENTS STATED IN ARTICLE III.

ARTICLE IV MEETINGS

- A. CLUB MEETINGS SHALL BE HELD MONTHLY.
- B. A QUORUM IS DEFINED AS FIFTY ONE PERCENT (51%) OF THE GENERAL MEMBERSHIP.
- C. ATTENDANCE AT MEETINGS MAY BE DONE ELECTRONICALLY AND MUST BE ARRANGED BY THE INDIVIDUAL.

ARTICLE V OFFICERS AND DIRECTORS

- A. THE CLUB OFFICERS SHALL CONSIST OF A PRESIDENT, VICE-PRESIDENT, SECRETARY, AND TREASURER AND SHALL BE KNOWN AS THE EXECUTIVE COMMITTEE. IT SHALL BE THE PRESIDENT'S DUTY TO DRAW UP AN AGENDA FOR ALL BOARD AND MEMBERSHIP MEETINGS AND IT SHALL BE THEIR FURTHER DUTY TO ASSUME THE FUNCTION OF THE BOARD OF DIRECTORS IN CASE OF EMERGENCY.

- B. THE BOARD OF DIRECTORS SHALL CONSIST OF THE MEMBERS OF THE EXECUTIVE COMMITTEE, THREE (3) ELECTED DIRECTORS/BOARD MEMBERS, AND THE IMMEDIATE PAST PRESIDENT, KNOWN AS "PRESIDENTIAL BOARD MEMBER", IF THEY CHOOSE TO ACCEPT, AND THE INCOMING BOARD APPROVES (BY MAJORITY VOTE). THE TERM OF THE PRESIDENTIAL BOARD MEMBER WILL BE FOR ONE YEAR, IF THEY CHOOSE TO. IF AFTER ONE YEAR THE CURRENT PRESIDENT IS NOT REPLACED, THE DIRECTORS/BOARD WILL HAVE THREE (3) ELECTED MEMBERS AND THE PRESIDENTIAL BOARD SEAT IS LEFT VACANT UNTIL A NEW PRESIDENT IS ELECTED.

- B. THE BOARD OF DIRECTORS SHALL MEET AS DETERMINED BY THE PRESIDENT OR URGENCY OF BUSINESS AT HAND. FIVE (5) BOARD MEMBERS SHALL CONSTITUTE A QUORUM FOR THE PURPOSE OF BOARD MEETINGS.
 - a. IN CASE OF EMERGENCY BOARD MEETINGS MAY BE HELD ELECTRONICALLY.

- C. MEMBERS OF THE SAME HOUSEHOLD ARE CONSIDERED A SINGLE MEMBERSHIP, UNLESS EACH MEMBER HOLDS AN INDIVIDUAL MEMBERSHIP, AND IS COMPLIANT WITH ARTICLE III. THE MEMBERS OF A SINGLE MEMBERSHIP SHALL NOT HOLD SIMULTANEOUS OFFICE UNLESS THE TOTAL MEMBERSHIP DECREASES TO A POINT OF NOT BEING ABLE TO SUPPORT ALL OFFICES. IF NO CLUB MEMBERS VOLUNTEER OR NO NOMINATIONS ARE MADE FOR THE OFFICE, INDIVIDUAL MEMBERS OF A SINGLE MEMBERSHIP MAY HOLD SIMULTANEOUS OFFICES IF THERE IS A MAJORITY VOTE. SINGLE MEMBERSHIPS WHOSE INDIVIDUAL MEMBERS ARE HOLDING SIMULTANEOUS OFFICES SHALL ONLY HAVE A SINGLE VOTE UNLESS INDIVIDUAL MEMBERS IS CURRENTLY HOLDING THE OFFICE OF THE PRESIDENT IN WHICH CASE THE SINGLE MEMBERSHIP HAVE NO VOTE EXCEPT IN THE CASE OF A TIE AS OUTLINED IN ARTICLE VI, A.

ARTICLE VI DUTIES AND POWERS OF OFFICERS AND DIRECTORS

- A. THE PRESIDENT SHALL:
 - 1. PRESIDE OVER ALL MEMBERSHIP AND BOARD MEETINGS AND BE PRESENT AT ALL EVENTS WHEN POSSIBLE.
 - 2. BE THE EXECUTIVE OFFICER AND HAVE THE DUTY TO CARRY OUT THE POLICES AND DECISIONS OF THE BOARD OF DIRECTORS.
 - 3. WILL NOT VOTE AT BOARD AND GENERAL MEMBERSHIP MEETINGS EXCEPT IN THE EVENT OF A TIE.
 - 4. SIGN CHECKS IF THE TREASURER IS UNABLE, UNLESS BOTH ARE MEMBERS OF THE SAME HOUSEHOLD.

B. THE VICE-PRESIDENT SHALL:

1. IN THE ABSENCE OF THE PRESIDENT, SERVE IN THAT CAPACITY.
2. SERVE AS A PARLIAMENTARIAN AND PERFORM SUCH OTHER DUTIES AS MAY BE ASSIGNED BY THE BOARD OF DIRECTORS.
3. KEEP AND MAINTAIN A CALENDAR OF FUTURE TRIPS AND EVENTS, AND ASSURE THAT AT LEAST ONE TRIP IS SCHEDULED EACH MONTH.
4. MAINTAIN AN INVENTORY OF AND ISSUE CLUB OWNED EQUIPMENT TO EACH TRIP LEADER (FIRST AID KIT, SIGNS, BANNER, ETC.)
5. CONSULT WITH ALL MEMBERS ON THE RESPONSIBILITIES OF TRIP LEADERS AND HOW TO ORGANIZE A TRIP, INCLUDING OBTAINING PERMITS IF REQUIRED.
6. ENSURES THAT PERMITS ARE ACQUIRED FOR ANY SPECIAL CLUB EVENTS.

C. THE SECRETARY SHALL:

1. KEEP AND PRESERVE ALL RECORDS AND MINUTES OF THE MEETINGS OF THE GENERAL MEMBERSHIP AND THE BOARD OF DIRECTORS.
2. MAINTAINS A CURRENT ROSTER OF QUALIFIED MEMBERS AND QUALIFYING PROSPECTIVE MEMBERS. FURNISHES THE ROSTER TO OUTSIDE ASSOCIATED ORGANIZATIONS AS NEEDED.
3. IS RESPONSIBLE FOR CORRESPONDENCE PERTAINING TO THE ORGANIZATION.

D. THE TREASURER SHALL:

1. KEEP ACCURATE AND COMPLETE RECORDS OF THE FUNDS AND ACCOUNTS OF CS4W.
2. COLLECT ALL DUES AND NOTIFY THE SECRETARY FOR THE UPDATING OF THE MEMBERSHIP LIST.
3. MAKE ONLY SUCH DISBURSEMENTS FROM THE FUNDS OF THE ORGANIZATION AS DIRECTED BY THE BOARD OF DIRECTORS AND ARTICLE VII.
4. SERVE AS THE ORGANIZATION'S STATUTORY AGENT AND BE RESPONSIBLE FOR FILING THE PRIOR YEARLY ANNUAL STATEMENT TO THE CORPORATION COMMISSION.

E. ELECTED DIRECTORS SHALL:

1. BE ASSIGNED ONE OR MORE COMMITTEES AND TO REPRESENT SUCH COMMITTEES TO THE BOARD.
2. ACT AS TELLERS DURING VOTING ON MEMBERSHIP APPLICATIONS AND / OR EXPULSIONS.

ARTICLE VII FINANCE

- A. ALL MONIES RECEIVED FROM ALL SOURCES SHALL IMMEDIATELY BE TURNED OVER TO THE TREASURER TO BE DEPOSITED IN THE CLUB CHECKING ACCOUNT.
 - 1. NO WITHDRAW FROM FUNDS SHALL BE MADE WITHOUT THE APPROVAL OF THE BOARD OF DIRECTORS OR BY VOTE OF THE GENERAL MEMBERSHIP AT LARGE. SINGLE EXPENDITURES IN EXCESS OF SEVENTY-FIVE DOLLARS (\$75.00) MUST ALSO HAVE THE MAJORITY VOTE OF THE GENERAL MEMBERSHIP IN ATTENDANCE AT THE MEETING.
 - 2. PRIOR APPROVAL OF AN EVENT BY THE MEMBERSHIP WITH THE KNOWLEDGE THAT THE EVENT WILL INCUR EXPENSES SHALL CONSTITUTE APPROVAL FOR REIMBURSEMENT TO MEMBERS FOR ALL EXPENSES INCURRED IN THE COURSE OF THE EVENT UP TO \$75. ANY EXPENSES GREATER THAN \$75 WILL REQUIRE PRIOR APPROVAL OF THE BOARD OF DIRECTORS.
 - 3. ALL EXPENDITURES SHALL BE MADE THROUGH THE CLUBS ACCOUNT AND THE ITEM FOR WHICH EACH CHECK IS DRAWN SHALL BE DESIGNATED ON THE FACE. IF FUNDS FOR MORE THAN ONE PURPOSE ARE INCLUDED, THEY SHALL BE ITEMIZED SEPARATELY AND STATING THE AMOUNT OF EACH.
- B. ONLY THE PRESIDENT OR TREASURER MAY WRITE CLUB CHECKS OR DISPENSE FUNDS.
- C. THE PRESIDENT SHALL APPOINT A FINANCE AUDIT COMMITTEE CONSISTING OF A CHAIRMAN AND TWO MEMBERS IN GOOD STANDING. THIS COMMITTEE SHALL EXAMINE THE TREASURY RECORDS AT THE END OF EACH CALENDAR YEAR AND PRIOR TO THE JANUARY GENERAL MEMBERSHIP MEETING.
- D. IN THE EVENT OF A NEW CLUB TREASURER, BOTH THE PAST AND NEWLY ELECTED TREASURER SHALL BE PRESENT DURING THE AUDIT. UPON SATISFACTORY CONCLUSION OF THE AUDIT, THE COMMITTEE SHALL ENDORSE THE RECORDS, INCLUDING A STATEMENT DECLARING THE BALANCE THAT IS BEING TRANSMITTED TO THE NEWLY ELECTED TREASURER. THE COMMITTEE SHALL THEN PRESENT ALL TREASURY RECORDS TO THE NEW TREASURER.

ARTICLE VIII ELECTIONS

- A. THE MEMBERSHIP SHALL MEET AND ELECT OFFICERS AND DIRECTORS FOR EACH FISCAL YEAR AT THE REGULAR NOVEMBER MEETING. THE NEWLY ELECTED OFFICERS SHALL TAKE OFFICE ON JANUARY 1ST. VOTING SHALL BE IN PERSON AND NOT BY PROXY OR MAIL.
- B. THE TERM OF OFFICE FOR OFFICERS SHALL BE ONE YEAR. THE TERM OF OFFICE FOR DIRECTORS SHALL BE TWO YEARS TWO STARTING ON EVEN YEARS AND THE OTHER STARTING ON ODD YEARS.
- C. BALLOTING FOR EACH OFFICE SHALL BE IN SEPARATE SUCCESSIVE SEQUENCE AND WILL BE HELD BY SECRET BALLOT. ALL BALLOTS FOR OFFICERS MUST BE

COUNTED AND CHECKED BY THREE ACTIVE MEMBERS OTHER THAN NOMINEES.

- D. A MAJORITY (51%) OF VOTES IS NECESSARY FOR ELECTION TO AN OFFICE OR POSITION ON THE BOARD OF DIRECTORS.
- E. IN THE EVENT OF A VACANCY IN THE OFFICES OF PRESIDENT, VICE PRESIDENT, SECRETARY, OR TREASURER, AN ELECTION SHALL BE CALLED TO ELECT A SUCCESSOR FOR THE VACANT POSTION. IN THE EVENT OF A VACANCY ON THE BOARD OF DIRECTORS, THE BOARD OF DIRECTORS SHALL ELECT A SUCCESSOR.

ARTICLE IX RECALLS

AN OFFICER OR DIRECTOR MAY BE RECALLED BY A TWO-THIRDS (2/3) VOTE OF THE ACTIVE MEMBERSHIP.

ARTICLE X EVENTS AND RUNS

- A. ALL EVENTS, RUNS AND MEETINGS SHALL BE SUBMITTED TO THE CLUB VICE PRESIDENT AND BE SUBJECT TO APPROVAL BY THE BOARD OF DIRECTORS.
- B. RUNS WILL BE UNDER THE DIRECTION OF THE TRIP LEADERS.
 - a. A TRIP LEADER IS DEFINED AS BEING AN ACTIVE MEMBER WITH AN APPROVED CLUB RUN SUBMISSION FORM.
- C. ALL MEMBERS, INCLUDING CLUB OFFICERS AND DIRECTORS, SHALL ADHERE TO DIRECTIONS OF THE TRIP LEADER OR THE ASSISTANT TRIP LEADER FROM THE BEGINNING OF A RUN UNTIL THE TRIP LEADER TERMINATES THE RUN.
- D. ALL EVENTS AND RUNS MUST BE CONDUCTED IN AN ORDERLY MANNER, WITH SAFETY BEING THE PRIME FACTOR.
- E. ALL EVENTS SHALL BE UNDER THE DIRECT AUTHORITY, SUPERVISION, AND CONTROL OF THE EVENT CHAIRPERSON / TRIP LEADER. THE EVENT CHAIRPERSON SHALL DETERMINE ENTRANCE CLASSIFICATION AND REGULATIONS FOR VARIOUS EVENTS AND SHALL APPROVE TROPHIES AND AWARDS TO BE PRESENTED. ANYONE DETERMINED TO BE PHYSICALLY OR MENTALLY IMPAIRED AT THE TIME OF THE EVENT SHALL BE DISQUALIFIED.
- F. VEHICLES MAY BE SUBJECT TO TECHNICAL INSPECTION VARYING ACCORDING TO THE TYPE OF EVENT OR RUN AND SHALL BE DISQUALIFIED AT THE DESCRESION OF THE TRIP LEADER IF FOUND TO BE MECHANICALLY UNSAFE.
- G. ALL MEMBERS AND GUESTS PARTICIPATING IN AN EVENT SHALL ABIDE BY THE MOTOR VEHICLE CODE OF THE APPLICABLE STATE OR GOVERNING AGENCY INVOLVED. ANY FLAGRANT VIOLATION OF THE CODES SHALL BE CAUSE FOR REVIEW BY THE BOARD OF DIRECTORS AND POSSIBLE LOSS OF MEMBERSHIP PRIVILEGES.
- H. THE LEADER OF ANY CLUB EVENT OR RUN WILL BE IN COMPLETE CHARGE OF, BUT NOT RESPONSIBLE FOR, ALL MEMBERS AND/OR GUESTS WITH RESPECT TO RULES OF THE ROAD, DESTINATION AND VARIOUS EMERGENCIES THAT MAY ARISE.

- I. FIREARMS SHALL BE HANDLED AND CARRIED IN A SAFE MANNER, FIREARMS SHALL NOT BE DISCHARGED IN AN ESTABLISHED CAMPSITE, EXCEPT IN AN EMERGENCY SITUATION
- J. THE TRIP LEADER WILL HOLD A DRIVERS MEETING AT THE BEGINNING OF EACH RUN TO ENSURE EVERY DRIVER SIGNS THE APPROVED CLUB TRIP RELEASE FORM AND EACH DRIVER UNDERSTANDS THE TRIP RULES
- K. VEHICLES SHALL HAVE THE MINIMAL EQUIPMENT AS OUTLINED BY THE CLUB ORGANIZATION OPERATING RULES SECTION (COORS BOOK)
- L. DRIVERS ARE REQUIRED TO OPERATE THEIR VEHICLE IN A SAFE MANNER AND FOLLOW ALL APPLICACABLE LAWS
- M. ANY DRIVER OR VEHICLE FOUND UNSAFE OR THAT REFUSES A REASONABLE REQUEST BY THE TRIP LEADER MAY BE ASKED TO LEAVE THE EVENT IMMEDIATELY WHEN SAFE TO DO SO.
- N. NO ALCOHOL OR ILLEGAL DRUGS WILL BE CONSUMED BY ANYONE BEFORE OR DURING A CLUB SANCTIONED TRAIL RUN.
- O. CS4W AND ITS MEMBERS ARE NOT RESPONSIBLE FOR VEHICLE DAMAGE OR BODILY INJURY. MEMBERS AND GUESTS ARE RESPONSIBLE FOR THEIR OWN VEHICLE, ACTIONS, INSURANCE, REGISTRATION, AND DRIVER'S LICENSE AS REQUIRED BY STATE LAW.
- P. THE TRIP LEADER WILL DETERMINE IF MEMBER'S PARTICIPATION WAS SUFFICIENT TO QUALIFY FOR CREDIT AS A RUN.

ARTICLE XI EXPULSION FROM MEMBERSHIP

FAILURE TO COMPLY WITH ARTICLE III SECTION B PARAGRAPH 3 AND ARTICLE X. SECTION F WILL WARRANT A REVIEW BY THE BOARD OF DIRECTORS. UNLESS CORRECTIVE MEASURES ARE TAKEN BY THE MEMBER (WITHIN THE TIME LIMIT SET BY THE BOARD OF DIRECTORS) TO THE SATISFACTION OF THE BOARD OF DIRECTORS, THE BOARD OF DIRECTORS WILL VOTE WHETHER THE SITUATION IS OF SUFFICIENT MAGNITUDE TO PRESENT TO THE GENERAL MEMBERSHIP. THE REVIEW WILL BE KEPT CONFIDENTIAL UNTIL THE BOARD OF DIRECTORS DEEMS IT OF SUFFICIENT MAGNITUDE TO PRESENT THE SITUATION TO THE GENERAL MEMBERSHIP. IF SUCH A PRESENTATION IS DEEMED NECESSARY, IT SHALL BE THE SOLE RESPONSIBILITY OF THE PRESIDENT TO PRESENT THE SITUATION AS DIRECTED BY THE BOARD OF DIRECTORS TO THE GENERAL MEMBERSHIP FOR FINAL DISPOSITION. THE MEMBER IN QUESTION SHALL BE NOTIFIED IN WRITING OR ELECTRONICALLY OF THE REVIEW BY THE GENERAL MEMBERSHIP. THE MEMBER IN QUESTION MAY BE ALLOWED TO CALL WITNESSES TO SPEAK AT THE REVIEW. EXPULSION WILL BE BY A MAJORITY VOTE OF THE GENERAL MEMBERSHIP IN ATTENDANCE AT THE MEETING. VOTING WILL BE BY SECRET BALLOT. IF A BOARD MEMBER IS THE SUBJECT OF THE REVIEW, THE BOARD MEMBER DOES NOT VOTE.

ARTICLE XII RULES AND PROCEDURES

- A. UNLESS OTHERWISE SPECIFIED IN THESE BY-LAWS, ROBERT'S RULES OF ORDER (REVISED) SHALL GOVERN PARLIAMENTARY PROCEDURE.
- B. RULES, REGULATIONS, AND ACTIONS THAT GENERAL MEMBERSHIP DECIDE TO HONOR BY MAJORITY VOTE DURING THE COURSE OF THE YEAR SHALL NOT BE BINDING UPON THE BOARD OF DIRECTORS AFTER DECEMBER 31, OF

THE YEAR IN WHICH THEY WERE VOTED UPON. ALL SUCH RULES, REGULATION, AND ACTIONS FOR EXPANDING OF CLARIFYING THE BY-LAWS ARE VOID ON THE FOLLOWING DECEMBER 31. THESE RULES, REGULATIONS AND ACTIONS SHALL BE LISTED IN A LOG CALLED THE "CLUB ORGANIZATION OPERATING RULES SECTION" (KNOWN AS THE COORS BOOK). THE BOARD OF DIRECTORS WILL NEED TO RE-APPROVE THE COORS BOOK IN JANUARY OF EACH YEAR. A BOARD OF DIRECTORS MAJORITY VOTE WILL BE NEEDED TO CONTINUE WITH ITEMS LISTED IN THE BOOK.

- C. THE BOARD OF DIRECTORS WILL REVIEW SPECIAL CIRCUMSTANCES AND MAY, AT THEIR DISCRETION, MAKE EXCEPTIONS TO SPECIFIC CLUB POLICIES ON A CASE-BY-CASE BASIS.

ARTICLE XIII AMENDMENTS

- A. THESE BY-LAWS MAY BE AMENDED BY A TWO-THIRDS (2/3) MAJORITY VOTE OF THE MEMBERSHIP IN ATTENDANCE AT THE REGULAR MONTHLY CLUB MEETING.
- B. ALL AMENDMENTS MUST BE SUBMITTED IN WRITING WITH A STATEMENT EXPLAINING THE REASON FOR THE AMENDMENT FOR REVIEW BY THE BOARD OF DIRECTORS PRIOR TO ITS PRESENTATION TO THE GENERAL MEMBERSHIP. THE BOARD SHALL NOT PREVENT THE PRESENTATION PROPOSED AMENDMENTS TO THE GENERAL MEMBERSHIP.
- C. VOTING ON BY-LAW AMENDMENTS WILL BE BY SECRET BALLOT.

ARTICLE XIV BY-LAWS REVIEW

THESE BY-LAWS ARE TO BE REVIEWED BY A COMMITTEE APPOINTED BY THE PRESIDENT AT LEAST EVERY THREE YEARS.

DATE BY-LAWS REVIEWED: revised: April 1998, revised: August 8, 2002, revised: September 8, 2005, revised: January 1, 2011, revised: December 13, 2014, revised: April, 11, 2019, revised 8-11-22.