

BYLAWS

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.
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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. Clubs applying to join the TLCA as a Chapter, must have, upon application, at least 50% of their members as members of 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 a Minimum of (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. All officers of a Chapter must be members of TLCA.
2. Chapter delegates and alternative delegates must also be TLCA members.
2. 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.
3. Each Delegate or Alternate Delegate shall be a member of the Chapter they are representing.
4. A Delegate or Alternate Delegate shall only represent one Chapter.
5. 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.

STANDARD OPERATING PROCEDURES

SAFETY

Minimum Vehicle Requirements

Mandatory/Minimum safety equipment required for a TLCA Sponsored Off Highway event. All equipment must be in good working order:

1. Any open vehicle must have a roll bar firmly attached to the floor; a roll bar is recommended for all vehicles
2. Seat belts for all persons; must be usable
3. First aid kit
4. Fire extinguisher, must show full charge and/or have the seal intact
5. Battery tie down so that it will not come loose in the event of a roll over
6. Tow or recovery strap with loop ends (no hooks), chains don't meet this requirement
7. Antennas longer than 60 inches must be secured in two or more places in a manner that prevents injury or damage to occupants, bystanders, vehicles or nearby structures
8. Jack, lug wrench, and a spare tire. All tires, including the spare tire must have 3/32" minimum of tread. Event host shall decide if spare must be carried on the vehicle.
9. Operable brake lights
10. A functioning braking system to include a parking brake or line lock device.
11. Each vehicle must demonstrate its braking system works.
12. Proof of liability insurance.

The above are minimum requirements. Event host has the final decision of safety rule compliance.

Event host may have additional guidelines or requirements. Please check event listings.

Evaluated Items

The following are evaluated items which, depending on severity and/or quantity of deficiencies, may disqualify a vehicle from participating in an event. The Event host has the final decision regarding compliance with event safety rules.

- Current vehicle registration and all required permits (street legal or OHV, depending on event location)
- Proof of bodily injury insurance
- Headlights

- Running Lights
- Turn Signals
- Windshield with no dangerous cracks
- Wipers
- Horn
- Exhaust System; must be intact with no open exhaust, excessive noise or excessive smoke
- Steering free play and condition of column and mounting hardware, knuckle arms, tie rods and other mechanical components
- Coolant overflow capture or recovery system
- Hoses & Lines; no excessive (dripping) fluid leaks of coolant, fuel, lubricants or other hydraulic fluids
- Vehicle Jack; Hi-Lift type recommended
- Front and rear attachment points, must be solidly connected to the frame or bumper; exposed frame members may be adequate provided a safe connection is possible using equipment that must be carried in the vehicle
- Winch with a tree saver strap

Items to consider

The following are recommended items which TLCA encourages you to consider:

- CB radio
- Tools
- Shovel and axe
- Spare belts and hoses
- Water (potable)
- Litter bag(s)
- Spill kit (required on most BLM land and public trails)
- Battery jumper cables
- Tire gauge, tire pump, tire patch kit
- Rags and hand cleaner
- Flashlight and spare batteries
- Spare vehicle key

BOARD MEETING PREPARATION SCHEDULE

1. The President, or his designee, will schedule Board meetings at the first meeting of the year.

Special meetings may be called as provided in the Bylaws.

2. Agenda items may be developed on the TLCA Bulletin Board or BOD mailing list. The President will endeavor to address any topic raised by the BOD. However, the President has the final decision on agenda items.

CHAPTERS

1. Chapter in Good Standing (CGS) Forms must be received by TLCA on or before May 31 in each calendar year
2. The Chapter in Good Standing (CGS) Form is valid for a period not to exceed 13 months from the date of receipt by TLCA

EVENTS APPROVAL AND DEFINITION

1. TLCA Board Approval of qualifying events shall be termed Sponsored. A TLCA Sponsored event shall be categorized into the following types:

- a. Hosted
- b. Sanctioned
- c. Open
- d. Rally
- e. Restricted
- f. Limited

EVENTS DESCRIPTION

1. Hosted Event: The Rubithon is an annual event hosted by TLCA and co-hosted by Association Chapters. The event serves two purposes: to provide family type entertainment and to raise funds for TLCA's General Fund. Chapters that co-host the event shall receive a percentage of the proceeds.

2. Sanctioned Event: An event hosted by a Chapter in which TLCA members participate in a trail ride type event. The event serves to raise funds for the chapter's general fund. Chapters that host a sanctioned event agree to give TLCA a percentage of the net proceeds.

3. Open Event: A trail ride type event hosted by a Chapter which is not TLCA Member or vehicle specific. The event serves to raise funds for the chapter's general fund. Chapters that host an open event agree to give TLCA a percentage of the net proceeds.

4. Rally Event: An event hosted by a Chapter in which TLCA members participate in a non-trail ride type event. This event may be a swap meet, truck show, etc. The event serves to raise funds for the chapter's general fund. Chapters that host a rally event agree to give TLCA a percentage of the net proceeds.

5. Restricted Event: An event hosted by a Chapter in which TLCA Members participate in a trail ride type event where the vehicle type is restricted to specific models. The event serves to raise funds for the chapter's general fund. Chapters that host a restricted event agree to give TLCA a percentage of the net proceeds.

6. Limited Event: An event hosted by a Chapter in which chapter members and friends participate in a trail ride type event. This is not a paid event; its purpose is to provide access to TLCA insurance for special chapter events.

HOSTED EVENT

1. TLCA shall host one event per year. That event shall be the Rubithon.

2. The Rubithon shall take place over the days from Wednesday to Sunday.

3. The Rubithon Chairpersons appointment shall be for a period of one year running from September to August.

4. The past Rubithon chair shall advise the current chairperson.

SANCTIONED EVENT

1. All requests for the sponsoring of Sanctioned events must be submitted in writing at least six months in advance to the Executive Vice President. The Executive Vice President may give preliminary approval for sanctioned events. The BOD shall hold a vote for ratification next board meeting following

the submission of the event request. Chapters may request five-year pre-approved dates for their Sanctioned event. Sanctioned events shall still be required to meet TLCA Bylaw/SOP requirements each year.

2. Only Chapters in good standing are eligible to host Sanctioned events.

3. Requirements:

- a. Must submit a budget showing estimated income and expense.
- b. Must require membership in TLCA.
- c. Agree to pay within 60 days following the event 10 percent of the net profit to TLCA along with a financial statement of the event.
- d. Agree to pay before the event date the insurance rider plus \$25 fee.
- e. Agree to follow TLCA advertising guidelines.
- f. All participants must sign the insurance waiver.

4. Advertising guidelines:

- a. Must state "Sanctioned by TLCA" below title.
- b. Ad must be approved by at least one Board Member and Newsletter Editor.

5. Privileges:

- a. Free advertising in Toyota Trails (maximum 2, full page Insertions).
- b. Access to TLCA trademark and logo.
- c. Access to TLCA insurance.
- d. Access to seed event money. A one time donation to the first running of the event.

RALLY EVENT

1. All requests for the sponsoring of Rally events must be submitted in writing at least six months in advance to the Executive Vice President. The Executive Vice President may give preliminary approval for Rally events. The BOD shall hold a vote for ratification at the next board meeting following the submission of the event request.

2. Only Chapters in good standing are eligible to host Sponsored events.

3. Requirements:

- a. Must submit a budget showing estimated income and expense.
- b. Event must not be a trail ride of any other similar type of event listed in the insurance policy such as; rally, parade, tour or poker run, contact the executive Vice President for clarification.
- c. Agree to pay within 60 days following the event 10 percent of the net profit to TLCA along with a financial statement of the event.
- d. Agree to pay before the event date the insurance rider plus \$25 fee.
- e. Agree to follow TLCA advertising guidelines.
- f. All participants must sign the insurance waiver.

4. Advertising guidelines:

- a. Must state "Sponsored by TLCA" below title.
- b. Ad must be approved by at least one Board Member and Newsletter Editor.

5. Privileges:

- a. Free advertising in Toyota Trails (maximum 2, ½ page insertions).
- b. Access to TLCA trademark and logo.
- c. Access to TLCA insurance.
- d. Access to seed event money. A one time donation to the first running of the event.

OPEN EVENT

1. All requests for an Open Event must be submitted in writing at least six months in advance to the Executive Vice President. The Executive Vice President may give preliminary approval for Open Event. The BOD shall hold a vote for ratification at the next board meeting following the submission of the event request.

2. Only Chapters in good standing are eligible to host Open Events.

3. Requirements:

- a. Must submit a budget showing estimated income and expense.
- b. The event is open to all vehicle types.

c. Agree to pay within 60 days following the event 10 percent of the net profit to TLCA along with a financial statement of the event.

d. Agree to pay before the event date the insurance rider plus \$25 fee.

e. Agree to follow TLCA advertising guidelines.

f. All participants must sign the insurance waiver.

4. Advertising guidelines:

a. Must state "Open Vehicle Event in conjunction with TLCA" below title.

b. Ad must be approved by at least one Board Member and Newsletter Editor.

5. Privileges:

a. Free advertising in Toyota Trails (maximum 2, ½ page insertions).

b. Access to TLCA trademark and logo.

c. Access to TLCA insurance.

RESTRICTED EVENT

1. All requests for a Restricted Event must be submitted in writing at least six months in advance to the Executive Vice President. The Executive Vice President may give preliminary approval for Restricted Event. The BOD shall hold a vote for ratification at the next board meeting following the submission of the event request.

2. Only Chapters in good standing are eligible to host Restricted Events.

3. Requirements:

a: Must submit a budget showing estimated income and expense.

b: The event is limited to specific vehicle type or class.

c: Agree to pay within 60 days following the event 10 percent of the net profit to TLCA along with a financial statement of the event.

d: Agree to pay before the event date the insurance rider plus a \$25.00 fee.

e: Agree to follow TLCA advertising guidelines.

f: All participants must sign the insurance waiver.

4. Advertising guidelines:

- a: Must state "Vehicle Specific Event in conjunction with TLCA" below title.
- b: Ad must be approved by at least one Board Member and Newsletter Editor.

5. Privileges:

- a: Free advertising in Toyota Trails (Maximum 1, ½ page).
- b: Access to TLCA trademark and logo.
- c: Access to TLCA insurance.

LIMITED EVENT

1. All requests for the insuring of limited events must be submitted in writing at least two months in advance to the Executive Vice President. The Executive Vice President may give final approval for limited events.

2. Only chapters in good standing are eligible to host limited events.

3. Requirements:

- a. Must not be a "paid" event.
- b. Agree to pay the insurance rider plus \$15.
- c. All participants must sign the insurance waiver.
- d. Only chapter members, friends and family are allowed to participate in limited events. Please contact the Executive Vice President for full clarification.
- e. The event must not be advertised.

4. Privileges:

- a. Access to TLCA insurance

EVENT EVALUATION

1. TLCA events are a major source of revenue for the organization. They also provide important recreation opportunities for the membership. It is therefore valuable for our volunteer event planners

to know how participants rate their experience. The Event Evaluation Forms can be provided to the members at the time of registration for collection at the end of the event.

2. Each Chairman using the forms should review and summarize the responses and comments. They should include the forms and summaries in the reports and submit these to the EVP. Use of these forms is optional.

EVENT REFUNDS

1. All TLCA events shall enforce a policy of charging at least a 10 percent service fee for all refunds made on registration.

2. Each Event Chairman shall set a date that is the final date that a participant may apply for a refund for registration. Meal refunds shall be under the guidelines set up by the event chairman. No refunds are to be made on patches, dash plaques, T-shirts etc.

BUDGET

1. A detailed budget for the next TLCA fiscal year shall be presented to the BOD at the December regularly scheduled meeting each year.

2. The Administrative Vice President and the Treasurer shall be responsible for preparing the annual TLCA Budget.

AMENDMENTS TO THE BYLAWS/SOPS

All amendments to the Bylaws/SOPs must be submitted to the Bylaw/SOP Chairman prior to the meeting that the Bylaw/SOP is to be introduced for approval.

DUES

1. All yearly dues shall be payable on the anniversary date of each membership.

2. Membership dues can be established by BOD approval of a written proposed Membership Plan. All proposed plans must be submitted to the BOD prior to the meeting in which the proposal is to be introduced for approval.

3. Membership types are as follows:

a) Individual Membership – This membership type entitles the individual member to all prescribed benefits and is extended to member’s spouse or significant other and dependent family members for the purpose of attending and participating in TLCA events. Membership benefits must be described in the Individual Membership Plan.

b) Business Associate Membership - This membership type entitles one business owner to all prescribed benefits as the Individual/Family Membership. In addition, this membership includes prescribed benefits for promoting the business and TLCA, promoting new products, and use of the TLCA logo. This membership also allows regular employees of the Associate Member to attend TLCA events for the purpose of representing the business at those events. Membership benefits must be described in the Business Associate Membership Plan.

c) Promotional Membership – This membership type entitles the individual member to limited prescribed benefits or membership terms. Restricted membership benefits and/or terms must be described in the approved Promotional Membership Plan.

i) There can be more than one active Promotional Membership plan in place.

ii) All promotional membership plans must have an expected net positive benefit to TLCA as judged by both the President and the Treasurer, therefore pricing proposed in any membership plan must first be pre-approved by the President and Treasurer before the proposal can be presented for a vote by the BOD

iii) Promotions may be suspended by a joint order of the President, Executive VP, Administrative VP and Treasurer if the promotion is determined to have a negative impact on TLCA interests. The reason for suspending a promotion must be presented to the BOD in the meeting immediately following the suspension order. The BOD must then vote to reinstate the promotion. An override of the cancellation

will require a super majority (60%) in favor. Failure to reinstate the promotion will result in cancellation of the promotion.

4. Additions or changes to existing Membership Plans must be submitted to the BOD using the Membership Plan Form prior to the meeting in which the proposal is to be introduced for approval.

OFFICERS

1. The President shall preside at all meetings, carry out the policies and decisions of the Delegates, shall appoint such committees as deemed necessary to carry out the objectives of TLCA, remove persons from committees for nonperformance of duties upon approval of the BOD; shall assist other BOD members as requested/required. The President shall be authorized to approve advertisements for TLCA events in the Toyota Trails. The President shall submit an article for publication in each issue of Toyota Trails. One vote in case of tie.

2. The Executive Vice President (EVP) shall assist the President. The EVP shall be the coordinator of all committees, request reports from each committee on a regular basis. The EVP shall fulfill the duties of the President in his/her absence. Shall also coordinate all TLCA events and represent all Chapters who are hosting an event for the BOD. The EVP shall be authorized to approve advertisements for qualified events in the Toyota Trails. Shall also be authorized to approve the applications for insurance for all events. One vote.

3. The Administrative Vice President (AVP) shall be responsible for TLCA contracts, TLCA Bylaws, TLCA SOPs, and the annual TLCA budget. The AVP shall work in conjunction with the Treasurer in preparing the annual TLCA Budget for presentation to the BOD. One vote.

4. The Marketing and Sales Vice President (MSVP) shall be responsible for TLCA Marketing Activities, TLCA Public Relations Activities and TLCA 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. One vote

5. The Secretary shall assure that all notices are given in accordance with the provisions of the Bylaws. Shall arrange for the keeping of the minutes of meetings of Delegates and of the BOD and shall retain the original copy of same. Shall maintain files of historical significance. Shall be responsible for the writing of all official BOD correspondences. Shall assume the responsibility of ledger roll call and determine the number of Delegates present, so it may be known if a quorum is present. All files and records maintained by the Secretary shall be turned over to the successor in office upon election. One vote.

6. The Treasurer shall be responsible for insuring the accurate and complete record keeping of all funds, investments, and accounts of TLCA. All files and records maintained by the Treasurer shall be turned over to the successor in office upon election. Shall sign checks. Shall be responsible for insuring that any and all records, ledgers, accounts, etc are open for inspection at any reasonable time by members of the Board of Directors and/or Officers of the Association. The Treasurer shall assist the AVP in preparing the annual TLCA Budget. One vote.

7. Western Individual Representative shall be the liaison between the individual members and the BOD. Shall be responsible for the geographic area from Alaska, Hawaii, California, Oregon, and Washington. Shall assist individual members in the formation of new chapters and actively recruit chapters. One vote.

8. Mountain/Central Individual Representative shall be the liaison between the individual members and the BOD. Shall be responsible for the geographic area from west of the Mississippi River excluding the Western Individual Representative's territory. Shall assist individual members in the formation of new chapters and actively recruit chapters. One vote.

9. Eastern Individual Representative shall be the liaison between the individual members and the BOD. Shall be responsible for the geographic area from the east coast to the Mississippi River. Shall assist individual members in the formation of new chapters and actively recruit chapters. One vote.

10. International Individual Representative shall be the liaison between the individual members and the BOD. Shall be responsible for all non-chapter members outside the United States. Shall assist individual members in the formation of new chapters and actively recruit chapters. One vote.

BOARD OF DIRECTORS

All BOD meetings, except those directly addressing issues of employee performance and/or wages, or pending legal action of a sensitive nature, shall be open to all TLCA members.

COMMITTEES

1. The Bylaw chairperson shall be responsible for working with the AVP in insuring the maintenance of the bylaws and SOP's. Shall work with the Officers and Delegates in the formation of bylaw proposals.

2. Insurance chairperson shall be responsible for the maintenance of the insurance policy. Shall make the payments to the insurance company. Shall update the roster with the company and shall advise the BOD and/or the Chapters of policy.

3. The Parliamentarian shall be skilled in knowledge of parliamentary law. Shall advise the presiding officer and be available to the other Board members and Delegates.

4. Safety Chairperson shall be responsible for the development and execution of a safety program. Shall insure that safety guidelines are being followed by all TLCA Chapters and Individual members whenever possible.

MEMBERSHIP LISTS

A current roster of all Association members shall be maintained by classification;

Chapter member, Individual member; complete with the members' name, address and phone number, if available. The purpose is to verify mailing addresses for receipt of TLCA publications, official communications, membership billings and to provide lists to outside parties as defined below. The Association Membership List shall be maintained by the Marketing and Sales Vice President or designee.

USE OF LISTS

1. The primary use of any membership list shall be for internal communications such as distributing TOYOTA TRAILS, alerts, special mailings and other official needs.
2. The BOD may also approve the trade, providing or sale of the lists to non-TLCA parties and organizations as follows:
 - a) Each member shall have the right to refuse to have his/her name and address included on a list for distribution outside of the TLCA membership. This is to be accomplished by the member indicating their wishes on a form provided by the Membership Chairperson.
 - b) Any proposals to use the lists shall be subject to prior approval by the BOD.
 - c) Requests for and actual distribution of lists to non-member parties/organizations shall be performed after required TLCA Board of Directors approval.
 - d) Distribution of lists shall generally be limited to uses which shall directly benefit the TLCA, such as responding to government surveys, industry market research and membership generating activities.

EXPENSE REIMBURSEMENT

1. President
 - a. Telephone @ 100 percent TLCA calls only.
 - b. Postage @ 100 percent TLCA mailing.
 - c. Miscellaneous expense fund of \$100 to be used at their discretion.
 - d. Expenses incurred during the year by the officers must be reported for reimbursement to the Treasurer within 10 days following the end of the quarter in which they occur.
2. EVP, AVP, MSVP, Secretary, Treasurer, Western IR, Central/Mountain IR, and Eastern IR.
 - a. Same as President except no miscellaneous expense fund.

3. United 4 Wheel Drive Association Delegate

a. Travel, hotel/motel, and \$50.00 per diem per day.

4. Tread Lightly, Inc. Delegate

a. Travel, hotel/motel, and \$50.00 per diem per day.

5. Blue Ribbon Coalition Delegate

a. Travel, hotel/motel, and \$50.00 per diem per day.

GENERAL CLARIFICATIONS

1. Expenses incurred during the year must be reported for reimbursement to the Treasurer by the end of the quarter in which they occur. Quarters end March 31, June 30, September 30 and December 31. Expenses shall only be reimbursed when submitted on proper forms and with proper receipts. Any bill three or more months old shall not be paid without BOD approval. Eligible expenses are outlined in the SOP.

2. Any member holding dual positions, elective or appointive, shall not receive dual payment for any expense.

3. No bills shall be paid without receipts.

4. Funds may be authorized for approved TLCA budgeted projects upon approval of the AVP or the BOD.

5. Expenditures in excess of the approved budget shall be authorized by the BOD.

TLCA EXPENDITURES

The BOD shall approve all purchases of equipment and materials that exceed a retail value of \$0.01 except when specified in the approved current year TLCA Budget as a routine cost of doing business.

COMMITTEE EXPENDITURES

Committee Chairpersons shall not purchase or obligate TLCA for any equipment expenses unless authorized by the BOD and/or Treasurer.

TLCA GRANTS

1. TLCA may with the approval of the BOD approve a cash grant to a specific organization, individual, fund or cause.
2. Grants are intended, but not limited too, support the sport of four wheeling, keeping open public lands, trail improvements and the history and preservation of the Land Cruiser.
3. There in no limit to the size of a TLCA cash grant.
4. A cash grant must be approved by a majority of the TLCA BOD.
5. Any TLCA member may apply for a cash grant on behalf of a cause for a cash grant. The TLCA Cash Grant form shall be submitted to the BOD two months prior to a specified board meeting before a vote on the grant. This shall insure ample time for the BOD to perform due diligence on the cause requesting a grant.

NON-BUDGETED PURCHASES

If during the year there arises a need for special expenditures, the BOD shall check with the Treasurer for available funds. All inputs must be considered before such a purchase is approved by the BOD.

DELEGATES TO OTHER ORGANIZATIONS - APPOINTED

1. Delegates to other organizations are appointed by the President and ratified by the BOD. Currently, the TLCA has delegates to the United 4-Wheel Drive Association, Tread Lightly, Inc., and the Blue Ribbon Coalition.
2. Responsibilities
 - a. The delegates are responsible for keeping the BOD informed of programs and policies of other organizations.

- b. The delegates should attend meetings of other organizations whenever possible.
- c. They shall act as liaison between TLCA and the organization to which they are delegates.
- d. They may be authorized to represent TLCA to the other organizations.
- e. The delegate shall, at all times, represent the best interests of TLCA. They should make a report to the TOYOTA TRAILS as requested.
- f. They shall make a written report and/or a verbal report to the BOD as directed by the President.

EVENT CHAIRMAN JOB DESCRIPTION

The TLCA Rubithon Chairperson shall be appointed by the President. After acceptance, he/she shall be ratified by the BOD.

TRADEMARK

1. Toyota Land Cruiser Association, Inc., TLCA and any variation thereof are the sole property of TLCA, Inc.
2. The logo and name may only be used after the expressed consent of the BOD.
3. The BOD has the right to order the removal of its name, trademark and logo.

CASH GRANT REQUEST

Date submitted to BOD:

TLCA supporting member:

TLCA supporting chapter:

TLCA member ID:

Grantee or Organization:

Amount of grant request:

Purpose of grant:

Approved: (Yes/No)

1. Date