BYLAWS

ARTICLE I – NAME

The name of the Association shall be: Toyota Land Cruiser Association, Incorporated, here after referred to as TLCA.

ARTICLE II – PURPOSE AND AIMS

A. TLCA shall be non-profit in character.

B. Bring together and promote family fun in Toyota Motor Corporation four-wheel drive vehicles.

C. Preserve and protect the history of all Toyota Motor Corporation four-wheel drive vehicles.

D. Protect as well as enjoy our country's natural resources.

E. Support local, state or area associations dedicated to land use and rights preservation.

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 enthusiasts that own Toyota Motor Corporation or any Toyota subsidiary company manufactured four-wheel drive vehicles and businesses that support the association. The TLCA reserves the right to deny membership for any reason not in violation of Federal, State or local law.

B. Individual Member: individual owner and/or operator and that person's immediate family living in the same household.

C. Business Member: individual business that supports TLCA.

D. The Board of Directors may create additional membership categories from time to time for any purpose as determined by the Board of Directors.

E. Membership Requirements:

1. All members and their guests must abide by the TLCA Bylaws, Code of Conduct, rules, policies and the decisions of duly constituted committees of TLCA.

2. Members must abide by all local, State and Federal laws at all TLCA meetings, functions and sanctioned events.

3. Members must have mandatory minimum safety equipment as specified in the TLCA SOPs to participate in TLCA sanctioned events.

4. TLCA membership dues, as defined in the Membership Plan(s) established by the TLCA SOPs, shall be payable on the anniversary date of each membership.

5. The Board of Directors may establish additional written rules and requirements relating to membership provided those rules and requirements are not inconsistent with these Bylaws.

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, Subsection 4, 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 TLCA's rules and conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the TLCA.

2. Procedure for Expulsion – If grounds appear to exist for the expulsion of a member under Subsection 1 of Article III, Section F 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 TLCA's records.

ii. The member shall be given an opportunity to be heard, either orally or in writing at the discretion of the Board, 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 a committee established by it to determine whether the expulsion should take place.

iii. The Board of Directors or a committee established by it shall decide whether or not the member shall be expelled or disciplined in some other way. The decision of the Board of Directors or a committee established by it 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. Dues refund: If a membership is terminated by the TLCA for any reason other than (i) or (ii) of Section F, Subsection 1, 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 renewal anniversary. If termination of membership occurs after the 6th calendar month since their dues were last paid 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 - Neither a membership nor any membership right may be transferred to any individual, club, company, or TLCA except as authorized by the Board of Directors.

H. Annual Membership Meeting. Provided there would be business to conduct at such a meeting, the Association shall hold an annual meeting of the membership at the place and on the date that the Board determines. At the annual meeting, the Board shall report the activities of the Association to the members, and other business shall be transacted as may be properly brought before the meeting.

1. Special Meetings. The President, the Board or five (5) percent or more of the members may call special meetings of the regular membership.

2. Notice. The Board must give Association members reasonable notice of all annual and special meetings. The notice shall include a description of the business to be discussed and shall be given at least 30 days (but not more than 90 days) before the meeting.

3. Quorum, Voting. The presence of the number of members who attend a membership meeting constitutes a quorum. Whenever a quorum is present, an act or decision made by a majority of the members is a valid act or decision. Proxy voting is not permitted at any meeting.

4. Action Without a Meeting: Written Ballot. Any action which may be taken at a meeting of the members may be taken by conforming to the mail balloting procedure specified in the California Nonprofit Corporation Law.

ARTICLE IV – CHAPTERS

The Board may recognize chapters on such terms and conditions as it deems appropriate, which shall be included in an appropriate written agreement between the Association and the chapter addressing all significant aspects of the relationship.

ARTICLE V – BOARD OF DIRECTORS

A. The properties, business affairs and activities of the TLCA shall be managed by the Board of Directors, which shall have plenary power in the control of all matters, other than such as may by law or the Articles of Incorporation be reserved to the members of the TLCA. The Board of Directors is made up of Officers and Directors. Directors of the TLCA must be TLCA members in good standing.

B. The OFFICERS shall be as follows, each authorized one (1) vote at all Board of Directors meetings:

1. President (one vote in the event of a tie)
2. Executive Vice President (EVP)
3. Administrative Vice President (AVP)
4. Marketing and Sales Vice President (MSVP)
5. Land Use Vice President (LUVP)
6. Secretary
7. Treasurer
8. Western Individual Representative
9. Mountain/Central Individual Representative
10. Eastern Individual Representative
11. International Individual Representative

C. Each Chapter in Good Standing, as defined in Article IV above, is authorized to designate in writing one Delegate to serve as a member of the Board of Directors.

D. Elections shall be held per Article VIII, in even-numbered years for President, AVP, Treasurer, Mountain/Central Representative and MSVP. In odd-numbered years, elections shall be held for EVP, Secretary, LUVP, Western Individual Representative, Eastern Individual Representative, and International Individual Representative. The Board may establish written rules and procedures relating to the nomination and election of Officers and Directors, Director and Officer terms, the filling of vacancies and similar matters, provided said rules and procedures shall not be inconsistent with these Bylaws.

E. The duties of Officers and Directors shall be set forth in writing by the Board of Directors.

F. TLCA employees and contractors shall not be Officers or Directors or otherwise have a vote in TLCA matters.

ARTICLE VI – COMMITTEES

Committees shall be created by action of, and their members appointed by the Board of Directors. The President shall appoint each committee chairman, subject to ratification by the Board, for a period of one year or until the end of the President's term in office. The Board shall establish written statements of mission, rules and budget for each committee.

ARTICLE VII – MEETINGS OF THE BOARD OF DIRECTORS

A. Meetings of the Board of Directors 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. Meeting dates and tentative schedules shall be communicated to the Membership from time to time.

B. The President, acting on behalf of the Board of Directors, or any three Officers of the Board of 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 of Directors present shall be required to take action, unless otherwise specified. Proxies shall not be permitted.

D. A quorum shall consist of 30 percent of the then sitting 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 meetings of the Board of Directors.

E. The Board may establish additional written rules and procedures relating to the conduct of meetings of the Board and Committees of TLCA.

G. Meeting by Conference or Other Electronic Means. Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication, or other communication equipment if all of the following apply:

1. Each member can communicate with all of the other members concurrently;

2. Each member is provided with a means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken;

3. A means of verification is adopted and implemented by the association as to both of the following: (a) the person communicating by electronic means is entitled to participate in the Board meeting and (b) all statements, questions, actions, or votes were made by that person and not by another not entitled to participate.

H. Action by Unanimous Written Consent Without a Meeting. Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action in the manner specified in the California Nonprofit Corporation Law.

ARTICLE VIII – ELECTIONS

The Board shall establish written rules for the nomination and election of all Officers and Directors.

ARTICLE IX – EVENTS

All TLCA sanctioned off-highway events shall be subject to prior approval by the Board of Directors through the process outlined in the TLCA SOPs and conducted in accordance with the event requirements listed in the TLCA SOPs.

ARTICLE X – SAFETY

All TLCA meetings, functions and sanctioned events will be conducted in accordance with the safety rules and procedures defined in the TLCA SOPs.

ARTICLE XI – PARLIAMENTARY AUTHORITY

The rules contained in the Modern Edition of Robert's Rules of Order shall govern the TLCA in all cases where they are not inconsistent with these bylaws and any special rules of order the TLCA may adopt.

ARTICLE XIII – INDEMNIFICATION OF DIRECTORS AND OFFICERS

TLCA may, in the discretion of the Board, indemnify its Directors and Officers with respect to claims or actions related to their service as a Director or Officer.

ARTICLE XIV – EMERGENCY ACTION

The Board of Directors of this Association may, to the full extent of and in the manner permitted by Corporations Code Sections 7140 and 7151, take actions and conduct business as

may be necessary to protect the interests of the Association and its membership in the event of an emergency. A written record of all actions taken will be maintained during the emergency period, and all such actions shall be subject to review by the Association, in its sole discretion, upon conclusion of the emergency.

ARTICLE XV – AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the Board, provided that certain amendments to the Bylaws specified in the California Nonprofit Corporation Law, including those that materially and adversely affect the rights of members or change the authorized number of Directors, must be approved by the members.

ARTICLE XVI – DISSOLUTION

The corporation may be dissolved upon approval of a two-thirds (2/3) vote of the Board of Directors and a majority vote of TLCA members entitled to vote.