

Bylaws

1. Name and Purpose:

The name of this organization is Maverick Jeep Alliance and hereinafter referred to as MJA.

Mission statement: Revving Hearts, Driving Change: In our Jeep Club, we navigate not only off-road terrains but also the path towards positive transformation. Our mission is to contribute to the greater good by supporting various organizations, uniting passionate off-road enthusiasts with a shared commitment to making a lasting difference in the communities we explore. Join us on the journey where every trail leads to making a meaningful impact.

2. Location:

509 North Crescent Drive, Kittanning, Pa 16201
PO BOX 161 Rimersburg, Pa 16248

3. Membership and Dues:

- a. MJA membership is open to anyone desiring membership who has submitted a completed application along with the necessary membership dues and application processing fee and has successfully completed the approval process.
- b. New membership applications are to be reviewed by the MJA Membership Committee within 30 days of receipt and their recommendation subsequently presented to the Board of Directors at their next scheduled meeting.
- c. MJA membership year shall begin on January 1st of each calendar year and conclude as of December 31st of the next calendar year. All MJA membership renewals should be completed by January 1st of each year. Membership dues for members accepted after July 1st will be prorated by 50%.
- d. Membership renewal requests are to be submitted with appropriate dues no later than January 1st. Renewal requests and requirements not met prior to January 1st may incur additional processing fees.
- e. All membership applications, whether New or Renewal, are subject to review, Membership may be granted, declined, or rescinded by MJA Board of Directors decision.
- f. Members are required to participate in a minimum of (2) events per calendar year and attend a minimum of (2) meetings per year. Failure to meet requirements *may* result in rejection of membership.
- g. Membership Conduct. Drivers must be at least 18 years of age. No more passengers than the number of seatbelts in a vehicle. Seatbelts are mandatory. Drivers and passengers must remain in the vehicles in motion and on trails. Vehicles must be registered, inspected, and insured. No drugs or alcohol during scheduled event times. No malicious actions against members, the public or

sponsors while sporting MJA banners or logo. No unethical or illegal behavior inside or outside MJA activities. Keeping confidentiality within the club.

- h. Revoking a Membership. Breaking any of the membership conduct could result in revoking your membership and forfeiting your membership dues. As well as having to remove any MJA branding. Any member of the club who intentionally damages or destroys public or private property or willfully violates the club bylaws, local, state, or federal law(s) while participating in any club activity will be expelled immediately without requiring a vote.
- i. Memberships are as follows:
 - 1. Primary Membership- Individuals aged 18 or older. Primary members may vote and be elected by the Board of Directors.
 - 2. Associate Membership- Individuals aged 18 or older who are a spouse or significant other and residing in the same household as a Primary Member who is in good standing. Associate Members may vote; but not hold office.
 - 3. Junior Membership- The son or daughter of a Primary Member, who is either 16 or 17 years old. A junior member may operate a vehicle during an event with parent present and consent signed.
- j. Membership fees are updated annually on the applications.
- k. The Membership Registration sticker will be placed on the passenger side on the bottom corner of the outside of the windshield.
- l. Founders shall have a free lifetime membership.

4. Officers and Board of Directors:

- a. The Board of Directors shall be elected by a quorum of 51% of members who are present and in good standing at the time of the Annual Membership Meeting.
- b. The Board of Directors shall have up to 11 and not fewer than 5 members. The Board of directors shall be elected to a two-year term.
- c. The Officers shall be appointed to their positions by the Board of Directors.
- d. Officers shall consist of President, Vice President, Secretary and Treasurer. Officers must be Primary Members of MJA and maintain good standing with MJA for 2 consecutive years.
- e. Such officers shall perform the duties customarily performed by persons having such titles with a Pennsylvania non-profit
- f. The President shall be Chief Executive Officer of the Corporation and shall preside at all meetings of the Members of MJA and the Board of Directors. The President shall have general and active management of the business of MJA and shall see that all Orders and Resolutions for the Board of Directors are carried into effect.
- g. The Vice President shall, in the absence or disability of the President, perform the duties of and exercise the powers of the President and shall perform such other duties as the Board of Directors may prescribe or the President may delegate of the Vice President.

- h. The Secretary shall keep the minutes of all meetings of the Members and the Board of Directors; shall record all votes at such meetings, shall give or cause to be given any notice of meetings of the Members or Board of Directors as prescribed by these By-Laws, and shall otherwise perform such duties as may be defined by these By-Laws or prescribed by the President or by the Board of Directors.
- i. The Treasurer shall be the Chief Financial Officer of the Corporation and shall have charge of all receipts and disbursements and shall be the custodian of the funds of MJA. The Treasurer will have the authority to give receipts for all monies due and payable to MJA and shall maintain the accounts of the MJA at such Bank or Banks as may be designated by the Board of Directors. The Treasurer shall render a financial statement at each meeting. The Treasurer or their delegate who has been approved by the Board of Directors shall receive and deposit all monies of the MJA and shall disburse such funds as directed by the Board of Directors. The Treasurer shall prepare an annual Financial Statement to be presented at the Annual Membership meeting.
 - i. Definition of Duties-
 - 1. The **President** of a nonprofit organization, often referred to as the Board President or Chair, holds a leadership position with key responsibilities: **Leadership**: Provide overall leadership to the organization, guiding the board of directors and collaborating with other leaders to achieve the organization's mission and goals. **Board Oversight**: Preside over board meetings, ensuring effective communication and collaboration among board members. Facilitate discussions, guide decision-making, and promote a cohesive board. **Strategic Planning**: Participate in the development and implementation of the organization's strategic plan. Set long-term goals and objectives in alignment with the organization's mission. **Community Engagement**: Act as a representative of the organization in the community, fostering relationships with stakeholders, donors, and partners. Advocate for the organization's mission and values. **Financial Oversight**: Work closely with the treasurer and finance committee to ensure the financial stability of the organization. Approve budgets, financial reports, and major financial decisions. **Governance and Compliance**: Ensure the organization operates in accordance with its bylaws and legal requirements. Oversee governance policies, ethics, and compliance with relevant laws and regulations. **Spokesperson**: Serve as a spokesperson for the organization, articulating its mission, goals, and impact to the public, media, and other stakeholders. **Leadership Development**: Support the development of the board and organizational leadership. Foster a culture of teamwork, diversity, and inclusivity within the

organization. **Crisis Management:** Address and manage crises or challenges that may arise within the organization, working collaboratively with the board and relevant stakeholders. The President's role is pivotal in steering the organization toward its objectives and ensuring effective governance. Specific duties may vary depending on the organization's size, structure, and mission.

2. In a nonprofit organization, the role of the **Vice President (VP)** can vary based on the organization's structure and needs.

Generally, the Vice President's responsibilities may include:

Supporting the President: Assisting and supporting the President or Board Chair in their duties, and often acting as a second-in-command. In the absence of the President, the VP may assume their responsibilities. **Committee Leadership:** Taking the lead on specific committees or projects as assigned by the board. This could involve overseeing fundraising efforts, community outreach, or other strategic initiatives. **Strategic Planning:** Participating in the development and implementation of the organization's strategic plan. This may include setting goals, evaluating outcomes, and adjusting strategies as needed. **Membership Engagement:** If applicable, actively engaging with the organization's members, addressing their concerns, and working to enhance their involvement and satisfaction. **Advocacy and Representation:** Representing the organization at public events, meetings, or with other stakeholders. Advocating for the organization's mission and values in the community. **Succession Planning:** Collaborating with the board on leadership succession planning, ensuring a smooth transition in leadership roles when necessary. **Collaboration with Board Members:** Working closely with other board members to ensure effective governance, communication, and decision-making within the organization. **Special Projects:** Taking on special projects or initiatives that align with the organization's goals and contribute to its overall success. The specific duties of a Vice President can be outlined in the organization's bylaws or assigned based on the organization's unique needs and priorities.

3. In a nonprofit organization, the **secretary**, often referred to as the "secretary of the board" or "board secretary," has several important responsibilities: **Meeting Documentation:** Record minutes during board meetings, documenting discussions, decisions, and actions taken. These minutes serve as an official record and are often required for legal and organizational purposes. **Official Correspondence:** Handle official correspondence on behalf of the board, including communications with members, stakeholders, and regulatory bodies. This may involve drafting letters, emails, or

other written communications. **Board Meeting Preparation:** Work with the board chair and other leaders to prepare agendas for board meetings. Distribute materials and relevant documents to board members in advance of meetings. **Maintaining Records:** Keep and maintain official records, such as bylaws, articles of incorporation, and other important organizational documents. Ensure accessibility to these records when needed. **Legal Compliance:** Assist with legal compliance, including filing required documents with government authorities, maintaining records as per legal requirements, and ensuring the organization follows applicable laws and regulations. **Membership Records:** If applicable, maintain records related to membership, including member lists, contact information, and records of membership meetings. **Notices and Announcements:** Issue notices for meetings, maintain a record of attendance, and help disseminate important announcements to board members and, if applicable, the organization's membership. **Supporting Board Governance:** Support the board in maintaining effective governance practices, facilitating communication, and ensuring that the organization operates in accordance with its bylaws and policies. The secretary plays a key role in fostering good governance and organizational transparency within the nonprofit.

4. In a nonprofit organization, the **treasurer** plays a crucial role in financial management. Their responsibilities include: **Financial Oversight:** Monitoring the organization's financial health and ensuring compliance with financial policies and procedures. **Budgeting:** Collaborating with other leaders to create and manage the budget, ensuring that financial resources align with the organization's goals. **Financial Reporting:** Presenting regular financial reports to the board of directors and, if applicable, to members. This transparency helps stakeholders understand the organization's financial status. **Record Keeping:** Maintaining accurate financial records, including income, expenses, and assets. This documentation is essential for audits, grants, and regulatory compliance. **Banking Transactions:** Handling or overseeing banking activities, such as deposits, withdrawals, and reconciling bank statements. **Internal Controls:** Implementing and monitoring internal financial controls to prevent fraud and ensure the responsible use of funds. **Tax Compliance:** Ensuring the organization complies with tax laws, submitting required documents, and liaising with accountants or auditors for annual filings. **Grant Management:** If applicable, managing financial aspects of grants, including budgeting, reporting, and compliance

with grant requirements. The treasurer works closely with other board members and staff to maintain the financial stability and integrity of the nonprofit organization.

5. **Directors** in a nonprofit organization, often serving on the board of directors, have several crucial responsibilities: **Governance:** Participate in strategic decision-making and policy development to ensure the organization fulfills its mission and complies with applicable laws and regulations. **Oversight:** Provide oversight of the organization's activities, including financial management, program implementation, and overall performance. **Fiduciary Duty:** Act in the best interest of the organization, including the responsible management of resources, adherence to ethical standards, and avoidance of conflicts of interest. **Fundraising:** Contribute to fundraising efforts by identifying potential donors, supporting grant applications, and participating in fundraising events or campaigns. **Committee Participation:** Serve on committees or task forces established by the board, focusing on specific areas such as finance, governance, fundraising, or strategic planning. **Advocacy:** Advocate for the organization's mission and goals in the community, engaging with stakeholders, potential partners, and supporters. **Risk Management:** Identify and address potential risks to the organization, ensuring that adequate risk management strategies are in place. **Evaluation:** Participate in the evaluation of the organization's programs and activities, assessing their impact and effectiveness. **Community Engagement:** Act as a liaison between the organization and the community, fostering positive relationships and representing the organization's interests. **Legal and Ethical Compliance:** Ensure the organization complies with all legal requirements, ethical standards, and relevant industry practices. Directors collectively contribute to the overall governance and success of the nonprofit organization. Their diverse skills and perspectives are crucial for effective decision-making and sustainable operations.

j. Election and Removal

1. Must be a primary member in good standing for 2 consecutive years.
2. Cannot be a member of another organizations board.
3. Must be active at 2 events and 2 meetings per year and knowledgeable about MJA's current issues.
4. Directors are elected to a 2-year term. President and Treasurer are elected to a 4-year terms on even years. Vice President and secretary 4-year term on odd years.

5. Members in good standing shall vote at the designated election meeting. In the event of a tie the Presidents vote shall be the tie breaker.
6. Removal of a board member must be a unanimous vote. Board Member, Officer, or member in question will submit a statement to the President, Vice President, Secretary, Treasurer, officers, and founders and available to questioning via a form of communication during the schedule meeting but not present for the process.
7. If a Director steps down from their position, the board will appoint a member in good standing to the director's position. If an officer steps down the Board will appoint a director to the empty position and appoint a new director from the membership in good standing. A special meeting will be held within 3 months to hold an election for the position.

5. Meetings:

- a. Board of Directors meetings will be held on the third week of each month at 6pm and may be rescheduled at the discretion of the Board of directors with 7 days' notice.
- b. At least 4 Membership meetings will be held each year during the months of January, April, July, and October with notice of the Annual Meeting provided to the general membership thirty (30) days in advance of such a meeting.

i. Calling a Nonprofit Meeting:

Notice: Provide advance notice of the meeting to all members or directors, as specified in the bylaws. This notice period is typically stated in days or weeks before the meeting.

Agenda: Include a detailed agenda with the meeting notice, outlining the topics to be discussed. This helps participants prepare and ensures the meeting stays focused.

Communication: Use appropriate communication channels to inform participants, such as email, official newsletters, or any other method specified in the bylaws.

c. Conducting a Nonprofit Meeting:

Quorum: Ensure that a quorum of 15, is present before conducting any voting business.

Presiding Officer: The President or another designated officer should preside over the meeting, following the agenda and maintaining order.

Minutes: Designate a secretary or note-taker to record minutes of the meeting, capturing discussions, decisions, and actions taken. Minutes should be approved at the next meeting.

Reports: Allow officers, committee chairs, and staff to present reports on their respective areas. This keeps members or directors informed about the organization's activities.

Discussion: Facilitate open and respectful discussion on agenda items. Ensure that all relevant perspectives are considered before decisions are made.

Voting: Follow the voting procedures outlined in the bylaws. Record votes in the minutes, including the names of voters and the outcome.

New Business: Allow time for discussion of any new business items. Members or directors may raise new topics with the approval of the presiding officer.

- d. **Adjournment:** Conclude the meeting by addressing any remaining business, summarizing decisions and action items, and officially adjourning the meeting.

6. Voting Procedures: Members must be present for a vote to take place. Members must be in good standing.

7. Committees and Chairpersons: The President may establish Ad Hoc committees. The President shall then at the next Membership meeting notify all members of his/her action, the committee purpose and membership of the committee.

8. Financial Matters

- a. The fiscal year shall begin on January 1 of each calendar year and conclude as of December 31 the next calendar year.
- b. All monies derived by the MJA shall remain the property of MJA.
- c. The books and financial records of the MJA shall be reviewed annually by a Certified Public Accountant as selected by the Board of Directors.
- d. The President shall present the proposed MJA Financial Statement for the next fiscal year to the Board of Directors in January so that they may take formal action at their next Board of Directors meeting.
- e. All agreements and contracts requiring expenditure of MJA Funds shall be made available to all Board of Directors members as soon as practicable and formal action is taken at the next meeting of the Board of Directors.
- f. All checks disbursing MJA Funds shall be signed by any 2 of the following officers: President, Vice President, Secretary or Treasurer. No authorized signer may be listed as Payee on any check that bears their authorized signature. Spouses and Significant Others may not both sign the same check.

9. Amendments:

- a. The Board of Directors shall appoint a By-Laws review Committee semiannually.
- b. These By-Laws may be amended by the Board of Directors at which a quorum is present by a vote by the majority of the Board of Directors members who are present, provided that notice of all such proposed change(s) shall have been published no less than five (5) days prior to such meeting.

- c. Any amendments to the By-laws which have been approved by the Board of Directors pursuant to Article 9, Section B must be approved by the members at a Membership meeting including both Primary Members and Associate Members by the majority of Members who are present at the meeting prior to taking effect provided that notices of such change shall have been published no less than five (5) days prior to such Membership meeting.

10. Dissolution:

- a. Upon dissolution of the MJA and the payment of all liabilities of the MJA the remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(7) within the Federal Tax Code.

11. Standing Policies:

- a. Standing Policies shall be adopted and/or amended by the Board of Directors.

12. Interpretation:

- a. It shall be the duty of the Board of Directors to interpret these By-Laws when a question arises from lack of clarity or by omission.