

SCOUTS WEST CLUB BYLAWS



Club Bylaws From Scouts West

Contents:

- 1. ARTICLE I-NAME
- 2. ARTICLE II-PURPOSE AND AIMS
- 3. ARTICLE III-AFFILIATIONS
- 4. ARTICLE IV-MEMBERSHIP
- 5. ARTICLE V-CHAPTERS
- 6. ARTICLE VI-BOARD OF DIRECTORS, CLUB OFFICERS
- 7. ARTICLE VII-PROCEDURAL MANUAL
- 8. ARTICLE VIII-INTERPRETATION
- 9. ARTICLE IX-AMENDMENTS
- 10. ARTICLE X-DISSOLUTION

ARTICLE I-NAME

The name of the Association shall be: Scouts West, herein after referred to as "SW" and/or the "Club".

ARTICLE II-PURPOSE AND AIMS

Scouts West is organized to bring together and promote interest in off-roading, preserving, restoring, modifying and enjoying all of the products of the International Harvester Corporation including, but not limited to, IH Scouts, IH Light Line Trucks and other IH vehicles through social activities, educational programs and recreational activities by appreciating, preserving and protecting our National resources and public lands through responsible four wheeling, enjoying outdoor living and family friendly events. Scouts West is a strong advocate of the "Tread Lightly" concept of environmental responsibility.

ARTICLE III-AFFILIATIONS

Members who own, operate or otherwise use any vehicle off road are encouraged by the Club to also join the California Association of Four Wheel Drive Clubs; otherwise known as Cal 4 Wheel and/or CORVA: California Off Road Vehicle Association. These are separate organizations with separate dues, fees and governing Bylaws. Members who reside outside of the State of California are encouraged to join any similar organization operating in their area. SW members who also belong to these other organizations agree to be equally bound by all the Bylaws.

ARTICLE IV-MEMBERSHIP

Application for Membership is open to those that have an interest in the Scouts West Purpose and Aims. All members and applicants shall be participants of Scouts West and shall have affiliation with the Chapter of their choice. Scouts West reserves the right to deny membership to any applicant for any reason not in violation of State or Federal Law. Membership may be transferable at the discretion of the Board of Directors, also known as the BoD.

1. MEMBERSHIP DEFINED:

A. Individual Membership: includes member, spouse or significant other and children living in the household. Family members shall have all rights bestowed upon member except voting rights and ability to hold elected office.

B. Supporting Commercial Member: includes businesses who are advertisers on the SW website and in Scouts Afield and, who when able, provide sponsorship for Club activities in the form of donations such as raffle prizes and/ or advertisements. Commercial members have no voting rights and cannot hold office.

C. Lifetime Membership: nominations for Lifetime Membership are available for any member who meets at least one or more of these criteria: has a minimum of 15 years active membership in the Club, has reached 60 years of age with a minimum of 5 years of active membership, has performed extraordinary service for the Club. Lifetime Membership shall be proposed by a petition signed by at least 5 Club members and shall be presented to the BOD for approval by the nominee's Chapter President. At every 2 year election season, a Lifetime Member can be nominated, voted upon, and awarded at that year's International Harvester Western Regional Event, also known as IHWR. Lifetime Members receive all of the privileges afforded Individual Members. Lifetime Members are exempt from paying Club dues.

D. Honorary Membership: may be awarded by the BOD to persons who, by Club appointment or through volunteer works, are engaged in or have been providing exceptional service or good will for the Club. The length of term

and associated benefits for Honorary Membership shall be determined by the BoD.

2. CLUB MEMBERS AND APPLICANTS:

- A. Must agree to be familiar with and abide by these Bylaws along with additional requirements as may be set forth by their affiliated Chapter.
- B. Must abide by all local, State and Federal laws.
- C. Must conduct themselves in a reasonable, respectable, and orderly fashion and shall not act in any way which may discredit the Club or its members.
- D. To participate in Club activities, members must sign a "hold harmless" agreement indemnifying Scouts West against loss.
- E. Must maintain at least minimum legally required insurances on any vehicle participating in Club activities.
- F. Must have mandatory/minimum safety equipment as defined by Cal 4 Wheel to attend SW sponsored events.
- G. SW members are responsible for the conduct of their guests, children and pets (where allowed participation by the event hosts) at all SW sponsored events and/or meetings.
- H. All members receive a New Member Application or a Membership Renewal form along with an emailed copy of these Bylaws at the time dues are paid. Members are responsible to provide updated contact information to their Chapter Treasurer.
- I. To participate in off-road runs, Members must comply with Cal 4 Wheel established guidelines which are delineated in the Procedural Manual.

3. SCOUTS WEST CLUB DUES:

A. Amount of annual SW dues and proration thereof, if any, for first year members shall be defined by the Board of Directors and shown in the Club procedural manual.

B. Shall be paid annually in the month of April and are delinquent 60 days thereafter. Should dues become delinquent the membership will be considered for suspension per Chapter determination.

C. In case of hardship, the Club Treasurer has the discretion to make arrangements with any member for payment of annual dues over a period not to exceed 90 days past the original due date. Dues shall not be considered delinquent and said members shall remain in good standing while an approved payment plan is in effect.

D. Members are in good standing when all Club dues and fees are paid and they are in compliance with Club and Chapter rules.

E. Members who resign their membership in Scouts West or have their membership terminated for cause shall not receive a refund of dues previously paid.

4. MEMBER PRIVILEGES, CLUB PRODUCTS AND SERVICES:

A. Any member may attend and address Club or Chapter meetings.

B. Each individual membership has one vote, the method of voting shall be at the discretion of the BOD.

C. Access to the Scouts West website Member section, online voting and other advanced posting and editing abilities not available to the general public as determined by the Webmaster in conjunction with the BOD.

D. Receipt of *Scouts Afield*, the Scouts West newsletter, by means determined by the BOD.

E. Receipt of Scouts West Member Pack items.

F. Member privileges may be transferable at the discretion of the BOD.

5. TERMINATION OF MEMBERSHIP:

Scouts West membership of any classification may be suspended or revoked by the BOD should a member fail to meet the requirements of these Bylaws and/or additional regulations as set forth by his or her Chapter. All Member privileges and rights will immediately cease in case of suspension or revocation. The BOD shall not be bound to take any action against any member and may, at its sole discretion, refer the matter to that members Chapter for resolution.

A. Voluntary Resignation: a member who voluntarily resigns his or her membership shall be eligible to reapply as a new member in the following renewal period.

B. Suspension: If a membership is suspended for cause, the suspension shall remain in effect until corrective measures are taken by the member. If corrective measures are not taken by member within 6 months of suspension the membership shall then be revoked.

C. Revocation: If a membership is revoked by the BOD for cause that member shall not be eligible to reapply as a new member for a period of two years.

ARTICLE V-CHAPTERS

1. CHAPTER DEFINED:

Chapters are any group of 5 or more SW Individual Members, in good standing, who reside in a geographical location that is inconvenient to another existing Chapter. Any two Individual Members of, at least two years as active members in good standing, may petition the BoD for the creation of a new Chapter in his or her area. Chapters must be located at least 50 miles apart and no Chapter boundaries shall overlap those of another Chapter. The BoD shall determine the actual boundaries of any Chapter. The BoD shall retain the right to recommend, grant, resend, revoke or approve the dissolution of any existing Chapter or new Chapter's application. A new Chapter shall be created only upon unanimous vote of the BoD.

2. CHAPTER RESPONSIBILITIES and PRIVILEGES:

A. All Chapters are "Scouts West" first and shall use the "Scouts West" name above any other in all advertising, merchandising and in public relations.

B. Shall choose its own Chapter identifying moniker fitting to their needs and that is agreeable to the BoD.

C. Shall be bound by these Bylaws. Any Chapter found to be in egregious and consistent violation of these Bylaws may be subject to disciplinary action, including but not limited to: levies, fines, suspension and/or revocation of its charter as determined by majority vote of the BoD.

D. Shall renew their charter every two years coinciding with elections of new officers. A Chapter shall be deemed to have renewed its Charter when the newly elected officers, or reelected officers sign an agreement to continue to uphold these Bylaws. This document shall be attached to a digital copy of the Bylaws available on the website.

E. Shall have elected officers and regularly scheduled meetings and hold elections as defined here in.

F. Chapters must elect a President and a Vice-President as a minimum. The office of Secretary and that of Treasurer may be by appointment and, for the convenience of small Chapters, these duties may be served by the above elected officers.

G. Shall collect Club dues along with any New and Renewing Member Applications, and updated member contact information and shall transmit same to Club Treasurer and Club Secretary each month.

H. Shall maintain a Chapter procedural manual as described here in.

I. In cooperation with the BoD, Chapters shall have the right to publicly use the Scouts West name in any of the Chapter's advertising or merchandising efforts. Abuse of the Scouts West name or inappropriate use thereof may cause the BoD to suspend or revoke the Chapter's license.

3. MEETINGS:

- A. Chapters shall schedule meetings at regular intervals at the time and/or in the place that best suits the Chapters needs.
- B. For general purposes regularly scheduled meetings should be held monthly.
- C. To hold a chapter meeting, 2/3 of the active Officers must be present. In order to hold any Chapter vote, 2/3 of Chapter's active membership must be present.
- D. Special meetings may be called by the Chapter President.
- E. Chapters may hold informal meetings of the members without restriction, as frequently as they choose and in the place best suited to their needs.
- F. Except where inconsistent with these Bylaws, the latest edition of Roberts Rules of Order shall govern the conduct of all formal Club and Chapter meetings.

Roberts Rules of Order

Basic layout for meetings from <https://www.manchestercc.edu/>

AGENDAS A typical agenda includes...	TYPICAL LANGUAGE USED BY PERSON RUNNING MEETING
Call To Order	"I call this meeting to order"
Roll Call	"Will the secretary please do roll call?" "We have a quorum. Will the secretary please read the minutes of the last meeting"
Reading & Approval of Minutes	"Are there any corrections to the minutes?" "If there are no corrections, the minutes stand approved".
Reports of Officers	"We'll now move to the officer's reports. Will the treasurer, Jane Doe please read/submit their report." "Are there any questions concerning the treasurer's report? (if none) Will the Vice President now give their report?"
Unfinished Business	"We'll now move on to unfinished business. At the last meeting..."
New Business	"The meeting is now open for new business" "It has been moved and seconded that.....is there any further discussion?" "We will now vote on that motion that...All in favor say "Aye". All opposed say "Nay". The motion has passed.
Announcements	"Are there any announcements?" The next meeting will be held on....."
Adjournment	"May I please have a motion to adjourn the meeting?"

HANDLING MOTIONS

Member says, "I move that....". Another member seconds the motion, or chair asks, "is there a second?"

Chair states motion and asks for discussion.

Members enter into a debate. Make of motion has first right of floor. Debate only on merits of motion.

Debate is closed when no members seek further discussion.

Chair puts motion to vote.

Chair announces results of vote.

WHAT MINUTES MUST INCLUDE

- The kind of meeting begin held..regular, special, etc.
- The name of club
- Date, time and place of meeting
- Names of person running meeting
- Names of everyone in attendance.
- Approval of past meeting minutes with any corrections.
- Summaries of reports from officers.
- Exact final working of all motions with names of movers and seconds.
- Results of all votes.
- Points of order raised an appeals made, with the chair's ruling on each.
- Announcements.
- The time of adjournment.
- The signature of the secretary or person who took minutes.

4. NOMINATIONS FOR OFFICE AND ELECTIONS:

Nominations for elected office shall be put forth at the September regular Chapter meetings. Written or verbal requests for nominations must be received by the Chapter secretaries by no later than end of September to receive consideration. Any Individual Member with at least 2 years active membership may be nominated to hold any Chapter office. Elections should be held by the month of October and new Officers shall be declared by November's Chapter meeting. Elections for all officers are held every two years. Length of term is 2 years for all officers. There are no term limits. In the event that any elected Chapter Office becomes vacant, the proper procedure is to have the membership appoint a qualified individual to take over the duties of that office until the next regularly scheduled election.

5. ELECTED OFFICERS AND DUTIES:

A. Chapter President: calls and conducts Chapter meeting and regular business as prescribed herein and in the Chapter Procedural Manual. Makes appointments to committees and other positions as required. Each Chapter President is also a member of the BoD and has responsibility not only to his or her Chapter but to the entire Club.

B. Chapter Vice-President: Acts on behalf of the President in the event of his or her absence at the regular meeting or in conducting Chapter business if necessary. The Vice-President is also a member of the BoD and is his or her Chapter's Representative for its first twenty members.

C. Chapter Secretary: May be elected or appointed; duties include keeping the minutes of the meetings, preparing all Chapter correspondence as directed, maintaining the Chapter Procedural Manual as developed by the Chapter membership. Shall post the most recent Chapter meeting minutes to the Club Website within five days.

D. Chapter Treasurer: May be elected or appointed; duties include collecting Club dues, transmitting Club dues to the Club Treasurer along with updated list of Chapter members and contact information. Shall provide written and oral report of all kitty activity at each Chapter meeting.

E. Chapter Representative: As Chapter membership increases to twenty-one members, at forty-one members and at sixty-one members, the Chapter shall elect one additional Representative. Chapter Representatives are not members of the BoD. Chapter Representatives shall have full access to the BoD section of the website and have one vote per Representative on matters before the BoD. There is no voting by proxy. In no case shall any Chapter have more than 3 additional Representatives to the BoD at any one time.

F. The duties of all elected and/or appointed officers may be amended as needed.

G. Any elected Chapter Officer or Representative may be removed from office by majority vote of the Chapter Individual Members. Recall voting must be conducted at a regularly scheduled meeting on written ballots.

ARTICLE VI - BOARD OF DIRECTORS, CLUB OFFICERS

1. BOARD OF DIRECTORS DEFINED:

This body exists solely upon the consent of the Individual Members of Scouts West for the purpose of protecting the rights and providing for the benefit of those members and to provide guidance for the Club according to its purpose and aims. If, in the judgment of the Individual Members, this body is failing or has failed in an egregious manner to fulfill its duty to the Club, it shall be the right and duty of the membership to alter, or to abolish it, or to replace any member by recall. If the BoD as described herein is to be abolished, the replacement BoD and duties of conducting Club business shall revert to Article 5 of the February 25, 1999 Bylaws [(attached hereto for reference.) STILL IN SEARCH OF THIS DOCUMENT]

2. BOARD MAKE UP:

The Board of Directors (BoD) of Scouts West is made up of:

- A. All duly elected Chapter Presidents.
- B. All duly elected Chapter Vice Presidents acting as his or her Chapter's first Representative.
- C. The term of all Board Members ends on the last day that they hold regularly elected office in their Chapter.
- D. Any Board Member may be removed from office by majority vote of the Chapter Individual Members. Recall voting must be conducted at a regularly scheduled meeting on written ballots with the results of said vote recorded in the Chapter and Club Procedural Manual. At the time of BoD Recall Vote, an Officer appointment must be nominated and declared to fill the position for the remainder of the term until the next election.

3. DUTIES AND RESPONSIBILITIES OF BOARD MEMBERS:

- A. All BoD members hold offices of equal authority and responsibility.
- B. All BoD members have one vote. There is no voting by proxy unless determined otherwise by the BoD.
- C. The BoD shall choose a Chairman from the Chapter Presidents in its midst. The Chairman of the Board shall act as Chief Executive Officer for the Club.
- D. A Secretary may be chosen from any of the remaining Board Members or Chapter Officers. Duties of the Board Secretary are the same as those of a Chapter and Club Secretary: see Article IV, Section 5, paragraph C for definitions.
- E. In the case of a tie vote, the BoD, at its discretion, may select the Board Secretary or take the item to all Chapter's members to be the tiebreaker vote.
- F. The BoD determines the need for and selects an Event Officer to perform the various duties that may be required for a large event. The Event Officer shall choose committee members and shall make progress reports to the BOD. i.e IHWR Chairman, Co-Chairman and Event Coordinator(s).
- G. The BOD shall conduct all manner of "Club" business including but not limited to events, activities, advertising, merchandising, public relations, Club dues, Club services and products, contents of new member packets, expenditures of Club monies, maintenance of the SW website, Club publications and any other issue deemed to be "Club" business. Any Chapter or Individual Member may bring new business to the BOD for consideration.
- H. The BOD shall, at its discretion, delegate responsibility for Club activities to an Individual Member or Chapter as required.
- I. The BOD will out of necessity perform most of its work on the SW website in a special section maintained by the Webmaster.

1. Each Board member and Chapter Representative is charged with the duty to review the threads in this section at least 2 times in one week, adding comments as necessary to further the discussion.

2. No issue being discussed in this section shall be posted in any other section of the SW or any other Website.

3. This section may be made visible to all members in good standing for the purpose of viewing the discussions therein. Posting to the threads shall be restricted to the BoD members, Chapter Representatives and Appointed Club Officers. All Committee Chairmen shall be granted the right to post in this section for the purposes of making reports to the BoD on specific committee progress.

4. Online voting by the BoD shall be considered equal to any vote taken at a physical meeting. Voting is complete when at least 2/3 of the BoD has voted or a period of time as specified in the Procedural Manual has passed following the call and second for vote. All votes are final.

J. Since the recent update of the Bylaws, regularly scheduled online Zoom meetings should be held at the discretion of the BoD. These should take place at least 4 times per year, quarterly, but also as needed. The BoD shall hold at least one physical meeting per year at IHWR. The time, date and place of the physical meeting shall be published on the website at least 30 days in advance. The content of the meetings must correspond to regularly scheduled Chapter meetings.

K. The BoD shall develop and maintain the Club Procedural Manual as prescribed herein.

4. APPOINTED CLUB OFFICERS DEFINED:

A. **TREASURER:** is the person or persons who are the keeper of the Club funds and shall be referred to for the most complete and up to date list of paid members. This Office has no term limit. The Treasurer keeps and maintains accurate records of all Club activities that generate revenue or expenses and shall deliver a comprehensive report of the Club's financial condition to the BoD as directed.

B. **WEBMASTER:** is the person or persons whose primary responsibility shall be to construct and maintain the SW website. This office has no term limit. The Webmaster will work with the BoD to ensure that the SW website best serves the requirements of the Club; however, has autonomy over the website, its appearance, content, and its use.

C. **REPORTER:** is the person or persons whose primary responsibility is to publish Scouts Afield, the Club newsletter. This office has no term limit. The Reporter collects journalistic contributions, edits content, and publishes the newsletter on the schedule that is determined by the BoD. The Reporter shall make Scouts Afield available to members by electronic file via email, by posting to the member section of the website or by hard copy via US MAIL, or by any other method that is acceptable to the BoD.

D. **UNNAMED FUTURE APPOINTMENT:** The BoD retains the right to appoint any qualified Individual Member to any post as may become necessary. The Office name of all future appointments shall be recorded in the Chapter and Club Procedural Manual along with associated duties.

E. **COMMITTEE CHAIRMAN:** is the person that is appointed by the BOD to perform a specific task or conduct an event as needed by the Club. The Committee Chairman shall choose committee members as needed to help facilitate the task to which they are assigned. Committee Chairman shall report progress to the BoD as directed.

ARTICLE VII-PROCEDURAL MANUAL

Is the document by which the Club does its daily business. Any specific information or regulation not contained in these Bylaws, including but not limited to additional membership requirements, annual dues and fees, equipment requirements, events and any other determination of the BoD shall be kept in the Procedural Manual.

The Procedural Manual shall be amended as necessary by simple majority vote of the BoD. This manual shall remain in effect for the length of term of the current Board of Directors. Upon sitting a new BoD, they shall review the Procedural Manual as a complete document, or in part, and shall vote to revise or continue with any portion, paragraph or any language contained therein. This is not a secret document. It is intended to be openly available to all members at any time and shall be made available to any member in good standing upon request. If practicable the Procedural Manual shall be maintained as an electronic file available for "view only" in the member section of the Website.

ARTICLE VIII- INTERPRETATION

In case of conflict between Documents the order of precedence shall be; these Bylaws, SW Club Procedural Manual, Chapter Procedural Manual. Where the BoD is required to provide resolution of conflict between these documents, the Board of Directors decision is final.

ARTICLE IX-AMENDMENTS

Any Individual Member or Chapter may petition the BOD to amend these Bylaws. Petitions must be approved by 2/3 of the membership of the Chapter of origin. Upon receipt of such a petition the BOD shall review it for completeness and to determine whether conflict is created within this document by the proposed amendment. If no conflict is noted in the review process, the BOD shall then place the proposal before the entire voting membership for final vote in the place and in the manner and by the means as determined by the BOD.

Every 5 years these Bylaws should be up for review by the BoD.

ARTICLE X- DISSOLUTION

Upon dissolution of any Chapter, that Chapter shall be required to divest itself of any assets it may have accrued in the manner chosen by the Chapter. Any proceeds from the liquidation of Chapter assets shall be donated to a Charity or to a SW affiliated organization of the Chapter's choice.

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CURRENT BOARD of DIRECTORS 2021-2023

Attendees:

- Main Chapter:
President Arnold Leos, Vice President Shaun Torbati
- Grapevine Chapter:
President John Vogelsang, Vice President Rick Noel
- Inland Empire Chapter:
President Eric Palmer, Vice President Damon Bailey
- San Diego Chapter:
President David Ruble, Vice President Representative Brian Gurule
- Presentation and Notes: *(Voted In)*
Aubrey Mollenauer-Vogelsang, Grapevine Chapter Secretary

Please Sign:

• *Arnold Leos*
• *John Vogelsang* • *Rick Noel*
• *Eric Palmer* • *Damon Bailey*
• *David Ruble* • *Brian Gurule*

DATED: April 22, 2023