

BY-LAWS OF WALLA WALLA CRUISERS

ARTICLE I NAME, PURPOSE AND EMBLEM

Section 1. NAME: The name of this club shall be the Walla Walla Cruisers (the "Club").

Section 2. PURPOSE:

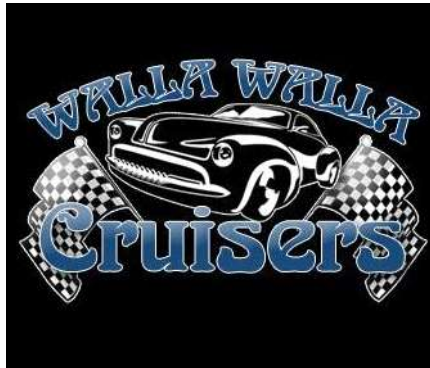
(a) To promote the sport and hobby of owning, altering, building, and modifying street driven vehicles of both past and present years;

(b) To encourage family participation in such sport and hobby;

(c) To promote friendship, help fellow clubs and organizations by attending their functions and supporting our local communities and charities; and

(d) To share technical and mechanical information with other members as well as the general public.

Section 3. EMBLEM: The Club emblem shall be as follows:



The design may be altered or replaced by a majority vote of the members at a regular meeting of the membership of the Club on not less than 30 days' notice to the membership of any such proposed change.

ARTICLE II MEMBERSHIP AND DUES

Section 1. MEMBERSHIP QUALIFICATIONS: Any individual or couple interested in the modification, restoration, repair, display, operation and/or ownership of a motor vehicle shall be eligible for membership in the Club.

Section 2. APPLICATION PROCEDURE: All applicants for membership in the Club shall fill out a membership application form, including the names of both proposed members if a couple, and shall deliver such form, along with the applicant's annual dues, to a Club officer.

Such application shall be accepted upon submission. Any new member joining the Club on or after the second Saturday in September of any year shall be deemed to be a member for the next calendar year with no further payment of dues required, but such member shall submit a new membership form and liability waiver for such year.

Section 3. MEMBERSHIP: Any individual or couple, 18 or over, who has paid the required dues and who is named in the application submitted to the Club is an active member.

Section 4. DUES; RENEWAL OF MEMBERSHIP: The Club's annual membership dues shall be determined by the officers of the Club no later than December 1 of the prior year. Any proposed changes to the annual membership dues shall be discussed at a membership meeting before any change is made. Notice of such proposed change shall be given to the membership not less than 25 days before the meeting at which dues are to be discussed. The Executive Committee shall have the authority to raise annual membership dues by not more than \$5.00 per year without the approval of the membership. Any increase in excess of \$5.00 per year shall require the approval of the membership at a regular meeting. After determination of the annual dues amount for the coming calendar year, the Club shall publish such dues amount, as well as renewal membership forms by email to the then current Club membership. Annual dues shall be payable on January 1st of each year. Membership shall be renewed upon payment of the dues and submission of a current membership application. Renewal memberships shall automatically lapse for non-payment of dues as of the Club meeting in March.

Section 5. VOTING PRIVILEGES: Each person named on a membership application shall be a member and shall have one vote on any matters to be voted on by the membership, including the election of Club officers, such vote to be cast in person at the meeting at which the matters to be voted on were considered, unless the Executive Committee determines that circumstances warrant remote participation and voting in any such meeting.

ARTICLE III CLUB MEETINGS

Section 1. REGULAR MEMBERSHIP MEETINGS: The Club shall hold a membership meeting on the first Tuesday of each month except as may be otherwise announced. The regularly scheduled General meeting for January shall be the annual dinner.

Section 2. SPECIAL MEETINGS: Special meetings of the Club membership may be called by the President on not less than 10 days' notice, which notice shall set forth the time, place, and agenda for such meeting. If any changes to these By-laws are to be considered at such meeting, a written copy of such amendment(s) must be included with the notice of meeting.

ARTICLE IV MANAGEMENT

The control and management of the Club, its properties and facilities, its business and affairs shall be entrusted to the officers of the Club acting as an Executive Committee.

ARTICLE V OFFICERS

Section 1. OFFICER POSITIONS AND DUTIES

(a) DUTIES OF THE PRESIDENT: The President shall preside at all meetings of the membership and of the Executive Committee. In the name of the Club, the President, along with the Secretary, shall sign all written contracts and obligations of the Club. If the Secretary is unavailable, another Executive Committee member may provide the second signature. He/she, or his/her designee, shall be an ex-officio member of all committees of the Club. He/she shall exercise general supervision over the business and affairs of the Club and shall make periodic reports relative to such business and affairs during the term of his/her presidency.

(b) DUTIES OF THE VICE-PRESIDENT: In case of the absence, incapacity or inability of the President to perform the duties of his/her office, the Vice-President shall perform the duties of the President. If both the President and Vice-President shall be absent from any meeting of the Executive Committee or the membership, those officers present shall choose a presiding officer.

(c) DUTIES OF THE SECRETARY: The Secretary shall be responsible for keeping the minutes of all meetings. He/she shall have custody of all its records, other than financial records. With the President, he/she shall sign all written contracts and obligations of the Club. He/she shall maintain the official correspondence of the Club and perform all such other duties as may be required of him/her by the Executive Committee. In the event of his/her absence, incapacity or inability to act, any other officer or director of the Club may perform his/her duties and if he/she is not present at any meeting of the Directors or of the membership, a secretary pro-tem is chosen to perform his/her duties.

(d) DUTIES OF THE TREASURER: The Treasurer shall be responsible for collection and disbursement of all Club funds in accordance with the instructions of the Executive Committee, and to that end the Treasurer shall retrieve the mail from the Club's P.O. Box. All checks issued on behalf of the Club shall be signed by a Club officer. The Treasurer shall be responsible for obtaining and returning to the Club's bank, signature cards for each officer authorized to sign checks for the Club. He/she shall be responsible for the maintenance of the financial records of the Club. He/she shall make a monthly treasurer's report to the members at each general meeting. The treasurer's detailed report shall include a listing of total assets, total liabilities, net profit or loss for the year and any increase in the Club's membership from the prior month.

Section 2. NOMINATIONS FOR OFFICERS: Nominations of candidates for President, Vice-President, Secretary and Treasurer shall be made by a nominating committee which shall consist of not less than three persons appointed by the President at or before the September meeting. Officer candidates shall be presented to the membership at the October meeting and elections shall be held at the November meeting. Additional nominations may be made from the floor at the November meeting. The members present at the November meeting shall constitute a quorum and the candidate getting a majority of votes in a show of hands from those present shall be elected. If no candidate gets a majority of votes, the two candidates receiving the most votes shall have a run-off election. The term of office for each of the Club's officers shall be from the first Tuesday in January of the year following such election through the first Monday in January twelve months following such election.

Section 3. UNFORESEEN CIRCUMSTANCES. If, for any reason, elections for Club officers

cannot be held at the regular November meeting, the then elected officers shall continue to serve in their elected positions until such time as the Club President determines that a regular meeting of the Club membership for the purpose of electing new officers is safe and prudent (the "Meeting"). Not less than 20 days prior to the Meeting, the President shall appoint a nominating committee pursuant to Section 2 of this Article IV, which nominating committee shall determine a slate of one or more candidates for each of the Club's officer positions. The slate of officers shall be presented to the Club membership by newsletter or email at least five days prior to the Meeting. The nominating committee may also accept additional nominations from the floor at the Meeting. The membership in attendance at the Meeting shall elect officers who shall serve until their successors are elected.

ARTICLE VI EXECUTIVE COMMITTEE

Section 1. EXECUTIVE COMMITTEE. The President, Vice President, Secretary and Treasurer shall constitute the Club's Executive Committee, which shall have day-to-day management and control over the Club's business and activities.

Section 2. POWERS: Subject at all times to these By-laws, the Executive Committee shall have the power to make, amend and enforce the rules regulating the operation and administration of the Club; to appoint such committees as it may deem advisable and prescribe their duties; to make and enter such contracts as in its judgment and discretion may be deemed for the best interest of the Club; to designate depositories for the funds of the Club and the person or persons by whom checks drawn on such depositories shall be signed; and perform whatsoever it shall deem necessary to carry out the purposes of the Club, in accordance with its Articles of Incorporation and these By-laws. Notwithstanding the foregoing, any expenses of the Club, other than the Club's storage locker, internet and email related fees and the annual business filing fees, in excess of \$50, any donations in any amount to third parties and any annual increase in the dues payable by members in excess of \$5.00 per year, shall require the approval of the members at a regular monthly or special meeting of members.

Section 3. LIMITATION OF POWERS: The Executive Committee shall not have the power to obligate the Club beyond its own term of office without prior approval of the membership.

Section 4. MEETINGS OF THE EXECUTIVE COMMITTEE: The Executive Committee shall meet as needed. Meetings shall be held at the call of the President or any two members of the Executive Committee at such place as designated by the person calling the meeting. Three officers shall constitute a quorum at any meeting. A majority of those present voting for or against any proposition shall prevail except where otherwise specified by these By-laws. Minutes of each Executive Committee Meeting and each General meeting shall be made available to the membership.

Section 5. CONDUCT OF OFFICERS: No Officer shall have any conflict of interest. In any circumstance where a director may have a personal or professional conflict, he/she shall abstain

from any vote taken on the issue.

Section 6. REMOVAL FROM OFFICE: Any officer may be removed from office at any time by a two-thirds vote of the regular membership of the Club present at any meeting of the membership called for that purpose.

ARTICLE VII STANDING COMMITTEES

Section 1. CRUISE COMMITTEE: The cruise committee shall consist of not less than two (2) members appointed by the President. The committee shall be responsible for: (a) establishing the date, place and time for scheduled cruises; and (b) contacting the chosen venue to assure the Club can be accommodated on the chosen date. Once the cruise schedule has been finalized it shall be distributed to the members and to the chosen venues.

Section 2. EVENT PLANNING COMMITTEE: The event planning committee shall consist of not less than one (1) member appointed by the President and shall be responsible for planning club events including the annual garage sale, the annual picnic and the annual party.

ARTICLE VIII - LIABILITY

Section 1. LIABILITY OF CLUB: All persons or corporations extending credit to, contracting with, or having any claim against the Club shall look only to the funds and property of the Club for payment of any such contract or claim or the payment of any debt, damage, judgment or decree or any other money that may otherwise become due or payable to them from the Club or the officers on behalf of the Club, so that neither the present or future members or officers of the Club shall be personally liable therefore.

Section 2. PERSONAL LIABILITY: No part of this article shall be construed to relieve the personal liability of any member or officer who acts outside this authority as a Club agent or officer.

Section 3. PROFITS: This Club is a nonprofit organization, the members thereof shall not be entitled to any individual or collective interest, participation, share, right and/or property right in and to the assets of this Club, but such assets shall constitute the indivisible property of this Club. No dividends, profits or payments of like nature shall ever be declared or paid to the members of this Club.

Section 4. RELEASE: Each member of the Club for themselves, their heirs and successors, releases and discharges the Club and the Club officers from any and all liability for any loss, cost, damage, injury, expense or any and all other consequences (collectively, "Injury") such member or his or her family may suffer as a result of participation in Club activities. The

Club will not be responsible for any Injury due to the negligence of any other Club member.

Section 5. NEWSLETTER: The Club newsletter shall be periodically distributed by email.

Section 6. DONATIONS: If finances are available the general membership will select and vote on donations to community nonprofit organizations and/or scholarships for students in automotive courses of study.

ARTICLE IX METHOD OF CHANGING BY-LAWS

These By-laws may be changed by amendment:

(a) at any regular meeting of the Club upon not less than four weeks prior notice:

A. by announcement at a preceding meeting, or

B. by publication of the intended change(s) in the newsletter; or

(b) at a special meeting of members called as provided in Article III, Section 2.

Any such amendment shall require the affirmative vote of two-thirds (2/3) of the members present at such meeting.

ARTICLE X DISSOLUTION

In the event of dissolution, all remaining assets shall be sold and, after payment of any Club debts, the proceeds thereof shall be distributed to one or more local non-profit entities as selected by the Executive Committee.

I, the undersigned duly elected secretary of the Walla Walla Cruisers certify that the foregoing By-laws were adopted by the members of the Club on March 1, 2022.

Name: