

AMENDED AND RESTATED BYLAWS
OF
NORTHEAST JEEP ORGANIZATION, INC.

ARTICLE I

Name and Office

1. The name of the corporation shall be Northeast Jeep Organization, Inc. (the “Corporation”).
2. The principal office of the Corporation shall be at such place in the State of Connecticut as the Board of Directors shall from time to time designate.

ARTICLE II

Purposes; Nonprofit Corporation

1. Purposes. The Corporation is organized and shall be operated to promote the enjoyment of Jeep®¹ vehicles and the activities associated with this type of vehicle. In furtherance of the foregoing activities and purposes, but subject to any restrictions contained in the Certificate of Incorporation, the Corporation may engage in any lawful act or activity for which corporations may be formed under the Connecticut Revised Nonstock Corporation Act, as amended (the “Act”).

2. Nonprofit.

(a) This Corporation is a nonprofit corporation organized exclusively for the purposes for which a corporation may be formed under the Act and not for pecuniary profit or financial gain. The Corporation shall not have or issue shares of stock or pay any dividends.

(b) No part of the earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid and expenses reimbursed for services rendered to or for the Corporation in effecting one or more of its stated purposes) and no member, director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

¹ Jeep is a registered trademark of Daimler-Chrysler Corporation. Northeast Jeep Organization, Inc. is not affiliated with Daimler-Chrysler.

ARTICLE III

Membership

1. Membership Requirements. Membership shall be contingent upon completion of a membership application (attached hereto at Appendix A), fulfilling probationary membership requirements, payment of annual dues or other accounts payable, which may be fixed from time to time by the Board of Directors, and shall be subject to approval of the Board of Directors and Founding Members. Membership caps may be imposed from time to time at the discretion of the Board of Directors.

2. Classes; Rights. The classes, rights, privileges, qualifications, obligations, and manner of election or appointment of the members of the Corporation are as follows:

(a) The Corporation shall have four (4) classes of members, namely:

(i) Voting Member. Any legally licensed, registered,¹ and insured Jeep vehicle owner at least twenty one (21) years of age and sponsored by at least one (1) Founding Member or has satisfactorily fulfilled the probationary period as set forth below shall be eligible to become a Voting Member. Each Voting Member in good standing shall be included in determining the presence of a quorum and shall be entitled to one (1) vote upon each matter submitted to the members for action, and shall be eligible for election as an officer or director of the Corporation.

(ii) Probationary Member. To qualify for probationary membership, applicants shall attend a minimum of one open event prior to application submission. Probationary membership may be granted to any legally licensed, registered, and insured Jeep vehicle owner at least twenty one (21) years of age and approved by the Board of Directors and Founding Members. A Probationary Member shall attend a mandatory trail ride and one (1) additional Corporation event of the Probationary Member's choice within ninety (90) days of probationary acceptance. Probationary Members shall receive member benefits during the probationary period. A Probationary Member shall not be included in determining the presence of a quorum and shall not be entitled to vote upon any matter submitted to the members for action.

(iii) Sustaining Member. Any Jeep or 4x4 related agency, vendor, dealership, club, or corporation that provides services to enhance the enjoyment of the Jeep vehicle and related activities shall become a Sustaining Member. A Sustaining Member shall not be included in determining the presence of a quorum and shall not be entitled to vote upon any matter submitted to the members for action.

¹ Vehicle registration requirement is waived for owners of off highway vehicles used off road only and towed to and from the trail.

(iv) Honorary Member. Honorary memberships may be granted at the discretion of the Board of Directors. The decision to grant an Honorary membership shall be unanimous. An Honorary Member shall not be included in determining the presence of a quorum and shall not be entitled to vote upon any matter submitted to the members for action.

3. Dues. The Corporation may levy dues and assessments upon all members of the Corporation. The Board of Directors shall have the authority to set the amount of dues and assessments for all members and to modify the same from time to time. Membership dues are non-refundable.

4. Membership Standing. A member in good standing shall be in compliance with the Bylaws, Rules and practices of the Corporation, shall not be in default in the payment of dues or other accounts payable, and shall attend two meetings on behalf of the Corporation, and attend a minimum of two club events within one (1) membership year. Meetings include but are not limited to the Corporation's annual meeting of members, a Corporation club meeting, a meeting of the Northeast Association of 4 Wheel Drive Clubs, a Corporation formed Committee meeting, or represent the Corporation at any meeting to benefit the sport of off-highway recreation. Excused absences for meetings include but are not limited to illness, work, family obligations, and educational courses or seminars. Excused absences shall be approved by the Board of Directors. The Corporation's Rules are attached hereto at Appendix B.

5. Member Conduct. No member shall place himself or herself in a position that would give the appearance of representing the Corporation or imply that the Corporation endorses a particular product, service or issue without the express endorsement or permission of the Board of Directors. All members are expected to read and abide by the Corporation's Rules.

6. Transferability; Expulsion. Membership in the Corporation shall be nontransferable and may be terminated by voluntary withdrawal or expulsion. A member who is not in good standing or whose continuing membership would be inimical to the best interests of the Corporation may be expelled by the affirmative vote of a majority of the directors of the Corporation present at a meeting at which a quorum is present. The member who is the subject of the expulsion shall be notified prior to such meeting of the intention to vote on the proposed expulsion, and shall be entitled to address the matter, in person, at such meeting.

7. Membership Renewal. Current Members will be reviewed for good standing as outlined in Article III, section 4 by the Board of Directors and Founding Members for renewal. Any member found in violation of these bylaws or any other rule or practice adopted by the Corporation or any conduct prejudicial to the interest of the Corporation shall forfeit renewal. Yearly dues are payable between March 1 and March 30 of the current membership year. Any member who has not paid his or her dues by March 30 shall automatically forfeit membership. All membership renewals are subject to final review by the Board of Directors and Founding Members.

ARTICLE IV
Founding Members

1. **Definition:** The Founding Members are the members that formed the Corporation and it's rules and who have financially supported the Corporation's startup. Additional benefits may be added from time to time at the discretion of the Board of Directors. Founding Members shall not financially benefit from the Corporation's assets. The Founding Members include Zachary Bronzo, Marty Chacon, Robin F. Chacon, Mark Coleman, Mike Damiano, Karl Kaufmann, Ron King, Mark Kosciukiewicz, Steve Miller, Damon C. Scott and David Smith.

2. **Benefits:** Each Founding Member in good standing shall be included in determining the presence of a quorum and shall be entitled to one (1) vote upon each matter submitted to the members for action, and shall be eligible for election as an officer or director of the Corporation. Founding Members in good standing may vote for new members in conjunction with the Board of Directors. Each of the Founding Members in good standing are entitled to a voting seat, upon request of the Founding Members or the Board of Directors, on the Board of Directors without serving or have served as an ex-officio officer or committee director. Founding Members shall be granted free membership for life.

3. **Membership:** A Founding Member in good standing shall be in compliance with the Bylaws, Rules and practices of the Corporation and shall attend at minimum one meeting and one corporate event within a six (6) month period. Meeting include but are not limited to the Corporations annual meeting of members, a Corporation club meeting, a meeting of the Northeast Association of 4 Wheel Drive Clubs, a Corporation formed Committee meeting, or represent the Corporation at any meeting to benefit the sport of off-highway recreation. Excused absences shall be approved by the Board of Directors. The Corporation's Rules are attached hereto at Appendix B.

4. **Removal:** A Founding Member may be removed as a Founding Member with a majority vote of the Founding Members.

ARTICLE V

Meetings of Members

1. Place of Meetings. All meetings of the members shall be held at a place to be designated in the Notice of Meeting on the Corporation's bulletin board.

2. Annual Meetings.

(a) The Annual Meeting of the members shall be held in January at such time and on such date as shall be designated by the Board of Directors. At each annual meeting of the members of the Corporation, the Voting Members shall elect the officers and directors of the Corporation to hold office for the following membership year. At each Annual Meeting, the members may conduct such other business as may be brought before the meeting. If the Annual Meeting for the election of officers and directors is not held as herein prescribed, the election of officers and directors may be held at any meeting thereafter called pursuant to these Bylaws or otherwise lawfully held.

(b) Voting Members in good standing who are not present in person at the Annual Meeting may vote on the election of officers and directors by proxy, written ballot mailed to the Corporation, or private message to a member of the Nominating Committee prior to the date of the Annual Meeting.

3. Special Meetings. Special Meetings of the members shall be called by the President whenever such meetings shall be necessary, or by the President or another officer on the written request of at least three (3) members of the Board of Directors or at least ten (10) Voting Members in good standing, filed with the Secretary, which request shall state the purpose for which the special meeting is requested. If the President or another officer does not call such a special meeting within fifteen (15) days after receipt of such a request, the directors or members who submitted the request may call the special meeting.

4. Regular Meetings. Regular Meetings of the members may be held at the discretion of the Board of Directors, but there shall be no fewer than one (1) Regular Meeting each year.

5. Notice of Meetings. Written notice of each meeting of the members shall be given by the President, the Secretary, the Board of Directors, or the members calling the meeting to each member by posting within the meeting section of the Corporation's bulletin board, not fewer than ten (10) days or more than sixty (60) days before the date of the meeting. Each notice of a meeting of members shall state the place, day and hour of meeting. The general purposes for which a special meeting is called shall be stated in the notice thereof.

6. Quorum. The Voting Members in good standing who are present in person or by proxy shall constitute a quorum for the transaction of business at any meeting of the members.

7. Voting; Act of Members. Each Voting Member shall be entitled to one (1) vote, cast in person or by proxy, mail ballot, or private message on any matter submitted to the members of the Corporation for a vote. The act of a majority of the Voting Members present in person or by proxy at any meeting of members duly held and the act of a majority of the Voting Members casting mail ballots in the case of a mail vote shall be the act of the members of the Corporation, unless a greater proportion is required by law or by the Corporation's Certificate of Incorporation. Whenever the vote of Voting Members is required or permitted, such action may be taken without a meeting by the written consent setting forth the action signed by all the Voting Members entitled to vote.

ARTICLE VI

Board of Directors

1. Powers. All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the Corporation shall be managed by or under the authority of its Board of Directors, subject to the provisions of the Corporation's Certificate of Incorporation and these Bylaws and of the laws of the State of Connecticut.

2. Qualification. Only a Voting Member in good standing for a minimum of one membership year shall be eligible to serve as a director of the Corporation. Only a Voting Member in good standing and having served in another director capacity shall be eligible to serve as President of the Corporation.

3. Number; Election. The Board of Directors shall be composed of two designations of directors, the Ex-Officio Directors and the Elected Directors, as follows:

(a) Ex-Officio Directors. The persons who are the President, Vice President, Secretary, Treasurer, and Immediate Past President shall be the Ex-Officio members of the Board of Directors while holding such offices. Such Ex-Officio Directors shall be counted in determining the presence of a quorum for the transaction of business at meetings of the Board of Directors.

(b) Elected Directors. In addition to the Ex-Officio Directors provided for under subsection (a) above, the Corporation shall have not less than four (4) or more than eight (8) Elected Directors, who shall be elected by the Voting Members each year at the Annual Meeting of the Members. Each Elected Director shall serve as the chair of a Standing Committee of the Board.

4. Term of Office. The directors shall hold office for the two membership years following their election and until their successors shall be chosen and qualified in their stead, except a director removed from office, who shall, immediately upon his or her removal, cease all functions for and representation on behalf of the Corporation. No director shall serve in the same elected capacity for more than a consecutive four-year period. If no member expresses an interest in filling an outgoing position, then and only then, may the director, either elected or appointed, opt to serve in the same capacity.

5. Resignation. Any director of the Corporation may resign at any time by giving written notice to the President or to the Board of Directors of the Corporation. Such resignation shall take effect at the time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any director who fails to attend three (3) consecutive regular meetings of the Board of Directors shall, upon affirmative vote of a majority of the directors present at a meeting of the Board of Directors at which a quorum is present, be deemed to have resigned as a director. Notwithstanding the provisions of this section, the Board of Directors may, where good cause is shown, waive the mandatory resignation of a director for failure to attend three (3) or more consecutive regular meetings of the Board.

6. Removal. Any director may be removed from the Board of Directors with or without cause by the Board of Directors.

7. Vacancy. In the event a director ceases to be in office for any reason whatsoever during the term of office, the remaining directors in office shall appoint, by majority vote, a successor to fill the vacancy caused thereby for the remainder of the term of office until the next Annual Meeting of the members of the Corporation held for the purpose of electing directors.

8. Voting. The Elected Directors and the Ex-Officio Directors shall each be entitled to one (1) vote on each matter coming before the Board of Directors.

9. Meetings, Notice. The Board of Directors may hold its meetings, regular or special, at such time and place as it may from time to time determine or as shall be specified or fixed in the notice or waiver of notice thereof.

(a) Regular meetings may be scheduled in advance by resolution at a preceding meeting, and in such case no further notice of such regularly scheduled meeting need be furnished.

(b) Special meetings of the Board of Directors may be called by the President or by any three (3) directors. In such case at least two (2) days' written or oral notice shall be given to each director, except as otherwise specifically stated herein. A general description of the business to be transacted and the specific purpose of any special meeting must be specified in any notice or waiver of notice of such meeting.

10. Quorums; Adjournment. A majority of the directors in office at the time of a meeting of the Board of Directors shall constitute a quorum for the transaction of business at such meeting. Any meeting of the Board of Directors may be adjourned from time to time by a majority vote of the directors present at such meeting. In the absence of a quorum for any such meeting, a majority of the directors present thereat may adjourn such meeting to another time and place until a quorum shall be present. Notice of any adjourned meeting need not be given unless the meeting shall have been adjourned for more than three (3) days.

11. Waiver of Notice. Except with regard to the removal of a director, waiver of any required notice of any meeting of the directors shall be deemed effective if executed by all directors either before or after the meeting. Any director present at a meeting of the directors who does not protest prior to or at the commencement of the meeting the lack of proper notice shall be deemed to have waived notice of such meeting.

12. Manner of Acting. The act of a majority of the directors present at any meeting at which a quorum is present at the time of the act shall be the act of the entire Board of Directors unless the act of a greater number is required by law or by the Corporation's Certificate of Incorporation or these Bylaws. If all the directors, severally or collectively consent in writing to any action taken or to be taken by the Corporation, such action shall be the act of the Board of Directors with the same force and effect as though it had been authorized at a duly called meeting of the Board, and such written consent shall be recorded by the Secretary in the minute book of the Corporation with the proceedings of the Board of Directors' meetings. One (1) or more directors may participate in a meeting of the Board by use of a conference telephone or similar communications equipment which allows all persons participating in the meeting to simultaneously hear each other and to communicate with one another.

ARTICLE VII

Officers

1. Number and Qualifications. The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers, if any, as the Board of Directors may from time to time deem necessary. To the extent permitted by law, one (1) person may hold more than one office in the Corporation. Only a Voting Member in good standing is eligible to serve as an officer of the Corporation.

2. President. The President shall: preside at all meetings of the members and of the Board of Directors; have general supervision of the affairs of the Corporation; keep the Board of Directors fully informed; and act as a liaison and spokesperson for the Corporation on matters referred to the Corporation; see that all orders and resolutions of the Board of Directors and of committees of the Board of Directors are carried into effect; have power to sign alone, unless the Board of Directors shall specifically require an additional signature, in the name of the Corporation all contracts, agreements or other

formal instruments authorized either generally or specifically by the Board; and perform such other duties incident to the office of President or as may from time to time be assigned by the Board of Directors.

3. Vice President. The Vice President shall: assist the President in the area of policy and supervise standing and ad hoc committees concerned with policy and special matters; act as advisor to all committees and freely consult with them concerning the activities of the Corporation; at the request of the President, or in case of his or her absence or inability to act, perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall also act as liaison between the Corporation and the national association(s) chosen by the Board of Directors, attend such national or regional national association meetings as the Board of Directors shall direct, and report to the members on matters of national importance to the Jeep community. The Vice President may designate an appropriate Director or Member as necessary to attend meeting on his or her behalf.

4. Secretary. The Secretary shall: record the minutes of all meetings of the members and the Board of Directors; keep the minutes of all such meetings in the corporate minute books; attend to the giving and serving of all notices of the Corporation; be the custodian of the corporate records and of the seal of the Corporation; perform all the duties customarily incident to the office of Secretary, subject to the control of the Board of Directors; and perform such other duties as shall from time to time be assigned by the Board of Directors.

5. Treasurer. The Treasurer shall: have charge and custody of and be responsible for all funds and securities of the Corporation; keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation; deposit all monies and other valuable effects of the Corporation in such banks or depositories as the Board of Directors may designate; render a statement of all his or her transactions as Treasurer and an account of the financial condition of the Corporation whenever required by the Board of Directors; exhibit at all reasonable times books and accounts to any officer or director of the Corporation; oversee the preparation and filing of state and federal tax returns as required; perform all duties incident to the position of Treasurer subject to the control of the Board of Directors; and give such security for the faithful performance of his or her duties as required by the Board of Directors; and perform such other duties as shall from time to time be assigned by the Board of Directors. It shall be the Treasurer's duty to prepare a budget, with the President's assistance, at the beginning of the fiscal year, which budget shall be presented at the first Board meeting in the fiscal year.

6. Immediate Past President. The individual who served as the Corporation's President for the membership year immediately proceeding the current membership year shall serve in the capacity of Immediate Past President. This person shall be an Ex-Officio Director during the term of the membership immediately following his or her term as President. In the event of a tie vote by the directors, the Immediate Past President shall cast the deciding vote.

7. Other Agents. The Board of Directors may, from time to time, appoint such agents as it shall deem necessary or advisable for the efficient operation of the Corporation's affairs, each of whom shall hold office for such period, have such authority and perform such duties as the Board of Directors may from time to time determine.

8. Elections and Term of Office. The officers of the Corporation shall be elected annually by the Voting Members at their Annual Meeting held in accordance with Article IV. The persons who are elected as officers shall serve as Ex-Officio Directors of the Corporation while holding such offices. Unless otherwise provided in a resolution electing an officer, his or her term of office shall extend to and expire at the end of the membership year for which he or she was elected, or until his or her death, or until he or she shall have resigned or shall have been removed. No officer shall serve in the same elected capacity for more than a consecutive three-year period. If no member expresses an interest in filling an outgoing position, then and only then, may the officer, either elected or appointed, opt to serve in the same capacity.

9. Resignations. Any officer may resign his or her office at any time by giving written notice thereof to the President of the Corporation or to the Board of Directors. Such resignation shall take effect at the time specified therein, or if no time is specified therein, at the time of the receipt thereof, and the acceptance thereof shall not be necessary to make it effective.

10. Removal of Officers. Irrespective of term of office, any officer of the Corporation may be removed from office with or without cause at any time by the Board of Directors.

11. Vacancies. Except as otherwise provided in these Bylaws, if the office of the President, the Vice President, the Secretary, the Treasurer, or any other officer appointed by the Board becomes vacant due to death, resignation, or removal, the vacancy may be filled for the unexpired term thereof by the Board of Directors.

ARTICLE VIII

Committees of the Board of Directors

1. Committees. The Board of Directors may appoint such standing committees and ad hoc committees of directors and/or members as it deems advisable and shall prescribe the duties and functions thereof, subject to the provisions of these Bylaws. Each committee shall keep a record of its proceedings and shall report to the Board of Directors as requested. Members of a committee may be removed at any time by the vote of a majority of the directors present at a meeting of the Board at which a quorum is present. Committees shall have and may exercise all such authority of the Board as shall be provided in these Bylaws or in any resolutions of appointment, except that no such committee shall have any power or authority as to the following:

- (a) the filling of vacancies in the Board of Directors or any of its committees;
- (b) the amendment of the Certificate of Incorporation
- (c) the adoption, amendment or repeal of the Bylaws;
- (d) the amendment or repeal of any resolution of the Board;
- (e) the approval of a plan of a merger, a sale, lease, exchange, or other disposition of all of substantially all of the property of the Corporation or of a proposal to dissolve the Corporation; or
- (f) action on matters committed by the Bylaws or resolution of the Board of Directors to another committee of the Board.

2. Standing Committees. There shall be four (4) standing committees whose chairpersons shall be those directors elected by the Voting Members at the Annual Meeting of the members. The standing committees are as follows:

- (a) Charter and Bylaws Committee. The Charter and Bylaws Committee shall be responsible for: periodically reviewing the Certificate of Incorporation and Bylaws of the Corporation and making recommendations for changes to the Board of Directors; and periodically reviewing the Treasurer's accounts and records, archiving the Corporation's old records and files, and keeping track thereof, and acting as parliamentarian for meetings of the members and the Board of Directors.
- (b) Events Committee. The Events Committee shall be responsible for planning and organizing meet and greets, camping trips and for notifying the members about upcoming events of interest to the membership. The Events Committee shall work with the Trails Committee when coordinating overnight wheeling trips, wrench fests, and tech days.
- (c) Membership Committee. The Membership Committee shall be responsible for establishing membership guidelines and criteria; responding to inquiries regarding membership; mailing or posting membership applications and renewal notices; maintaining current membership lists; recruiting new members from the Jeep community; interacting with outside groups which require membership information from the Corporation.
- (d) Trails Committee: The Trails Committee shall be responsible for organizing the Corporation's member trail runs; advising members of trail rating and difficulty; leading trail runs or designating an experienced member. The Trails Committee shall work with the Events Committee when coordinating overnight wheeling trips, wrench fests, and tech days.

(e) Land Use, Management and Legislative Committee: The Land Use, Management and Legislative Committee shall be responsible for keeping the Board of Directors and membership advised of issues related to trail closures and state and national legislation that impacts the 4x4 community. The Land Use, Management and Legislative Committee shall also be responsible for drafting a land management plan, raising funds for, and implementing such plans for any land the Corporation is given permission to use for the purpose of furthering the Corporation's mission. This Committee shall also perform such other duties as shall from time to time be assigned by the Board of Directors.

(f) Public Relations Committee: The Public Relations Committee shall be responsible for contacting the news media where appropriate for publication of the Corporation's events and serve as the information network for prospective and existing members. It shall have oversight of product merchandising, fund raising, and review all use of the corporate logos for public facing events, displays, and promotional paraphernalia and products. The Public Relations Committee shall work with the Events Committee to assist with logo and signage placements for appropriate public events. The Public Relations Committee shall work with the Membership Committee for proper communication to the membership regarding availability of promotional paraphernalia and products. Public Relations Committee shall work with the Treasurer, and keep the Board of Directors informed of all financial activity related to fund raising, and sale of promotional paraphernalia and products.

3. Ad Hoc Committees: There may be ad hoc committees appointed by the Board of Directors when necessary, with the responsibility of the committee to be as set forth in these bylaws or in the resolution of appointment. A chairperson of an ad hoc committee is not a director and is not entitled to vote on actions brought before the directors at meetings or by written consent. The ad hoc committees may include, but are not limited to, the following:

(a) Newsletter Committee: The Newsletter Committee, if such committee is appointed by the Board, shall be responsible for collecting data and articles and for coordinating and preparing the Corporation's newsletter for distribution to its members.

(b) Nominating Committee: There shall be an ad hoc Nominating Committee appointed by the Board of Directors annually for the purpose of presenting to the Voting Members of the Corporation at the Annual Meeting of the Members a slate of nominees for election as officers and directors.

- (1) The Nominating Committee shall consist of at least two (2) Voting Members of the Corporation, one of which shall be a Founding Member.
- (2) The members of the committee shall be approved by a vote of a majority of the directors present at a meeting at which a quorum is present or by unanimous written consent.

- (3) No member of the committee shall be a candidate for any elective position as an officer or director.
- (4) If, in the nominating process, the committee should have questions or for any reason should reach a stalemate, the committee shall immediately approach the Board of Directors for assistance in resolving the question or stalemate.
- (5) In the event no willing candidates for an elective office are obtained via nominations received from the members, the committee shall solicit candidates at its own discretion.
- (6) The committee must submit to the members of the Corporation the names of all eligible members who have expressed a willingness to run for elective office.

ARTICLE IX

Contracts, Checks, Bank Accounts, Investments, Etc.

1. Checks, Notes, Contracts, Etc. The Board of Directors is authorized to select such depositories as it shall deem proper for the funds of the Corporation and shall determine who shall be authorized in the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, and documents.
2. Investments. To the extent permitted by the laws of the State of Connecticut, the funds of the Corporation may be retained in whole or in part in cash or be invested or reinvested from time to time as the Board of Directors in its discretion may deem advisable, or in lieu of any action by the Board, as the Treasurer may select.
3. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

ARTICLE X

Corporate Records, Financial Statements and Seal

1. Corporate Records. The Corporation shall keep at its principal place of business a copy of its Certificate of Incorporation and any amendments thereto, an original or a copy of the minutes of the meetings of the members, the Board of Directors and any committees of the Board; and its Bylaws, including all amendments thereto, correct books of account of the activities and transactions of the Corporation, as well as a list or record containing the names and addresses of all members.

2. Financial Statements. At intervals of not more than twelve (12) months, the Corporation shall prepare a balance sheet showing its financial condition as of a date not more than four months prior thereto and a statement of receipts and disbursements respecting its operations for the twelve (12) months preceding such date. The balance sheet and statement shall be deposited at the principal office of the Corporation and be kept for at least ten (10) years from such date, either at the principal office of the Corporation or with its archive records.

3. Corporate Seal. The seal of the Corporation shall be circular in form and shall bear the name of the Corporation.

ARTICLE XI

Fiscal Year

The fiscal year of the Corporation shall commence on the 1st day of March in each year.

ARTICLE XII

Amendments, Interpretation of Bylaws

1. Amendment of Bylaws. These Bylaws may be altered, amended or repealed at any time by the affirmative vote of a majority of the directors at any regular or special meeting of directors for which a written notice of the meeting setting forth the proposed amendment has been furnished to each director not less than seven (7) days before the meeting, subject to approval by the affirmative vote of two-thirds (2/3) of the members of the Corporation present and voting at the next meeting of the members at which a quorum is present for which similar notice has been furnished to each member. If such approval is not obtained at the next meeting of members, said amendment by the Board of Directors shall be considered repealed and of no further force or effect from and after the date of such meeting of members, and the Bylaws in effect before such amendment by the directors shall thereupon be effective.

2. Interpretation of Bylaws. In the absence of specific direction in these Bylaws, all matters with regard to membership, membership meetings and board meetings shall be guided by Roberts Rules of Order, current edition.

ARTICLE XIII

Indemnification, Conflict of Interest

1. Indemnification. The Corporation shall indemnify, to the full extent authorized or permitted by the Act and as provided in the Certificate of Incorporation, any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the name of the Corporation), by reason of the fact that he or she is or was a representative of the Corporation or is or was serving at the request of the Corporation. This indemnification is not exclusive of any other rights to which such person may be entitled under any agreement, vote of the disinterested directors or otherwise.

2. Conflict of Interest. Any officer, director or agent of the Corporation who may derive any profit or gain, directly or indirectly, by reason of serving in such office or on the Board of Directors, or for services to the Corporation shall disclose such interest to the Corporation and will refrain from participating in any decision on such matters. The person shall also disclose any known significant reason(s) why the transaction(s) might not be in the best interest of the Corporation. The person's abstention from the vote and the reason for it will be recorded in the minutes of any meeting at which such matters are discussed.

ARTICLE XIV

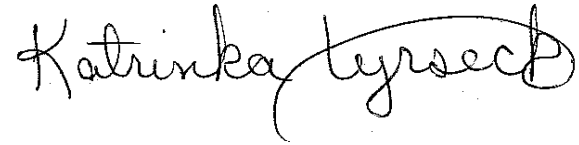
Execution of Contracts; Compensation for Services

1. Execution of Contracts. The Board of Directors may authorize any officer, director or agent to enter into any contract or execute any instrument in the name of, and on behalf of, the Corporation, and such authority may be general or limited to specified instances. No officer, director or agent shall have any power or authority to bind or obligate the Corporation by any commitment, contract or engagement, or to pledge its credit or render it liable for any purpose or in any amount unless duly authorized by the Board of Directors.

2. Compensation for Services. The Corporation may pay compensation to any person (except a government official), even if such person is also a director or officer of the Corporation, for personal services (including, but not limited to, education, artistic, legal, clerical, and investment management services) which are reasonable and necessary to carry out the purposes of the Corporation, and may reimburse any such person for expenses incurred in connection with the rendition of such services, provided that the amount of such compensation or reimbursement is not excessive. The Board of Directors shall determine the amount of compensation or reimbursement that shall be paid.

Certification

These Amended and Restated Bylaws were adopted at a meeting of the Members of the Corporation on the 19th day of January 2008.

A handwritten signature in black ink that reads "Katrinka Tyrseck". The signature is written in a cursive style with a large, sweeping flourish at the end.

Katrinka Tyrseck, Secretary
Northeast Jeep Organization, Inc.

APPENDIX A

**Northeast Jeep Organization, Inc.
Membership Application**

Name: _____ Board Name: _____ DOB: _____

Address: _____

City/State/Zip: _____

Daytime Phone: _____ Cell Phone: _____ Email: _____

Jeep Make/Year: _____ Modifications: _____

Are you an off-highway enthusiast? Y/N How many years? _____

In consideration for the foregoing, I, for myself, my heirs, executors and administrators, waive and release any and all rights and claims for damages I have or may have against Northeast Jeep Organization, Inc. (hereinafter referred to as "NEJeep"). I agree that I and my passengers and guests are operating and riding in vehicles at our own peril and that NEJeep has no responsibility for our personal safety or any damage to our vehicles. I will provide a copy of this Waiver to any guests or passengers I bring to NEJeep runs, activities, and/or events before they begin, and each will execute a waiver, which I will return to NEJeep prior to each guest's participation. In addition, I agree to hold harmless NEJeep and any and all trail leaders, spotters, NEJeep Directors, private property holders, participating sponsors, and supporters for all claims of damages, demands, actions, whatsoever in any manner, that may result from my participation and the participation of my guests in NEJeep runs, activities, and/or events regardless of whether such claims arise as a result of trail conditions or the actions or negligence of NEJeep or any and all trail leaders, spotters, NEJeep Directors, private property holders, participating sponsors, and supporters. I attest and verify that I will be responsible for any injury to myself, anyone riding in my vehicle, or anyone riding in any of my guests' vehicles and that I will be responsible for any damage to said vehicles. Furthermore, I certify that my vehicle and my guests' vehicles meet the safety requirements for legal operation in the state for which I or my guests' reside, including but not limited to a valid driver's license, vehicle registration,¹ and vehicle insurance, and for the rules of NEJeep. I agree to read available trail descriptions and difficulty ratings for all NEJeep scheduled trail rides and will choose accordingly based upon my equipment and driving experience. I agree that all riders will use proper safety belts while my vehicle or my guest's vehicle is in operation on the trails. I have read and I understand NEJeep's Bylaws and Rules and agree to abide by them.

Print Name

Signature

Date

¹ Vehicle registration requirement is waived for owners of off highway vehicles (OHV) used off road only and towed to and from the trail.

Mail signed application and a copy of your driver's license, registration, and insurance card to:

Northeast Jeep Organization, Inc.
P.O. Box 2081
Middletown, CT 06457-2081

The NE Jeep membership is a family of active members that are dedicated to the Jeep vehicle, organized wheeling, and the preservation of our sport. To ensure NE Jeep's continued participation in furthering these objectives, NE Jeep expects all members to dedicate a small amount of their time each membership year. Our bylaws require each member to participate in two (2) meetings a year – this can be a combination of our annual meeting/election of officers, another club meeting, a club formed Committee meeting, a meeting held by the Northeast Association of 4 Wheel Drive Clubs, or another meeting whereby you represent NE Jeep in a meeting towards the preservation of off-highway recreation. NE Jeep also expects that its members will attend at least two (2) club sponsored events – a trail ride, a camping event, a meet & greet, or other sponsored activity.

All applications for membership will be reviewed by the Founding Members for approval each month for Voting or Probationary Membership. You will be notified via Private Message (PM) once your application has been accepted.

Voting Membership: If you are sponsored by a Founding Member, you will be accepted for Voting Membership and dues are payable within fourteen (14) days.

Probationary Membership: Probationary Members are given full member access to NE Jeep for 90 days. During this period, the Probationary Member must attend a mandatory trail ride and another club event (a meeting, meet & greet or other sponsored activity). A camping event may count as both events. Once completed, the Founding Members will automatically place the Probationary Member up for a Voting Membership vote.

Interested with helping in a Committee? Please let us know your choice(s):

- Charter & Bylaws
- Events
- Membership
- Newsletter
- Trails
- Public Relations
- Land Use, Management and Legislative
- Fundraising

APPENDIX B

Northeast Jeep Organization, Inc.

General Rules

1. All memberships are extended to the member's spouse and children and are allowed one (1) vote per family. Member's children are welcome as passengers but may not drive until age 21.
2. Always abide by "Tread Lightly" principles.
3. No discharge of firearms on trail rides or at any location not designated as a safe firing range.
4. As a member of NEJeep, you will receive a member sticker to display on your Jeep. Because NEJeep strives to enhance the reputation of the wheeler and off-highway driving and you are a representative of NEJeep, you will be expected to drive your Jeep in a safe and courteous manner at all times.
5. Members shall immediately notify the club secretary with any change in status of driver's license, registration, or insurance.

APPENDIX C
Northeast Jeep Organization, Inc.
Trail Ride Rules

1. Trial Rides **MUST** be lead by an authorized **Northeast Jeep Organization, Inc** trail leader as described in Appendix E of these Bylaws.
2. Always abide by “Tread Lightly” principles.
3. Travel only on legal and established trails.
4. NEJeep has a no tolerance drug and alcohol policy before and during trail rides for drivers and passengers.
5. No discharge of firearms on trail rides or at any location not designated as a safe firing range.
6. Perform vehicle inspection and maintenance before each trail ride.
7. All vehicles must be equipped with a full size spare, fire extinguisher, rear and front tow points, tow strap (no metal hooks), and CB radio to participate in trail rides. NEJeep keeps a limited supply of handheld CBs for member use on official trail runs and are available via the Trails Director upon request. In the event that we have a higher demand than supply, requests are on a first-come, first-served basis.
8. Suggested equipment/supplies:
 - a. Food and water for yourself and your passengers
 - b. First-aid kit including any medications you may require
 - c. Spare parts and fluids
 - d. Bucket for fluid spills
 - e. Trash bags – carry out more than you brought in
 - f. Roll cage
 - g. Winch
9. Do not leave cigarette butts on the ground.
10. Each Run will have at least one vehicle equipped with the following
 - a. 8000lb or greater capacity winch
 - b. Snatch Block
 - c. Tree Saver
 - d. 2” x 20’ 20,000lb strap

APPENDIX D
Northeast Jeep Organization, Inc.
Pre-Trail Ride Vehicle Check List

1. TRAIL RUN / DATE: _____ / _____
2. TRAIL LEADER: _____
3. MEMBER: _____
4. Vehicle Registration Number: _____
5. Full Size Spare: Y / N
6. Fire Extinguisher: Y / N
7. CB: Y / N
8. Rear and Front Tow Points Bolted through frame: Y / N
9. Tow Straps (No Metal Hooks): Y / N
10. Battery Secure: Y / N
11. Seatbelts for all passengers: Y / N
12. Vehicle Specs/Description: _____
13. Comments: _____

As a member of **Northeast Jeep Organization, Inc**, I am participating on this trail ride in accordance with all **Northeast Jeep Organization, Inc's** rules and bylaws and have read and fully understand all release and waivers as described on my membership application.

Driver/Passenger medical conditions/concerns*: _____

EMERGENCY CONTACT _____ PHONE: _____

MEMBER SIGNATURE: _____ DATE: _____

TRAIL LEAD SIGNATURE: _____ DATE: _____

* Medical conditions are private and do not require disclosure to the club; however, issues such as bee sting allergies are helpful for leaders to know in case of emergency.

Appendix E
Northeast Jeep Organization, Inc.
TRAIL LEADER GUIDANCE

1. Must be appointed by the BOD
2. Members wishing to become a Trail Leader may work with a current Leader
3. Trail Leader shall carry the following items:
 - a. Spill Recovery Kit
 - b. First Aide Kit (minimum OSHA standard # 1910.151)
 - c. FRS
 - d. High Lift
 - e. Tree Saver
 - f. 2" x 20" 20,000lb Strap (no metal hooks)
 - g. Gloves
 - h. Bottle Jack (or scissor jack)
 - i. Ratchet Strap
 - j. 31" tires
 - k. 1 traction device
 - l. Multiple recovery points
 - m. 2 D-rings
 - n. Jeep related repair tools
4. TRAIL WILL NOT BE RUN WITHOUT AN NEJEEP TRAIL LEADER
5. Must have scouted/run trail previously
6. Trail Leaders shall fill out the form outlined in Appendix D for each driver, obtain the driver's signature, and provide them to the club Secretary for filing
7. Rig Count per run
 - a. 1 Trail Lead + 4 rigs
 - b. 1 Trail Gunner + 4 rigs
 - c. 10 Rigs Max