



Rover Owners' Association of Virginia, Ltd.

BYLAWS

SECTION 1. - OFFICES

The principal office shall be in the City of Norfolk, State of Virginia. The Corporation may have offices and places of business at such other places within and without the State of Virginia as shall be determined by the Directors.

SECTION 2. - ANNUAL MEETING

The annual meeting of the corporation shall be held in the principal office of the corporation at 1633 Melrose Parkway, Norfolk, Virginia, at *insert time* on the 15th day of January of each year or at such other place as the Officers and Directors designate by proper notice to the members.

SECTION 3. - SPECIAL MEETINGS

Special meetings of the members for any purpose or purposes may be called by the President and must be called by him on receipt of a written request from twenty-five per-cent of the members entitled to vote.

SECTION 4. - NOTICE OF ANNUAL OR SPECIAL MEETINGS

Notice of the annual meeting or of a special meeting, stating the time, place, and purpose or purposes thereof, shall be given to each member not less than ten nor more than forty days prior to the meeting, but such notice may be waived in writing at any time.

SECTION 5. - QUORUM

At any meeting of the membership consisting of at least five per-cent of the members entitled to vote shall constitute a quorum, except as otherwise provided by law.

SECTION 6. - VOTING

At each meeting of the membership, every member then entitled to vote may vote in person or by proxy.

SECTION 7. - NUMBER OF DIRECTORS, TENURE, VACANCIES (Amended 5/09)

The business and affairs of the corporation shall be managed and controlled by a Board of Directors of not more than seven Directors, who shall be elected annually by the members at the annual meeting. Each Director shall hold office until the election of his or her successor. Any Director may resign at any time. However, Directors may be removed, for cause, by majority vote of the other Directors at any time. Vacancies occurring among the Directors for whatever reason may be filled by the Directors".

SECTION 8. - REGULAR MEETING OF THE BOARD

Immediately after each annual election of the Directors, the newly elected Directors may meet forthwith at the principal office of the corporation for the purpose of organization and the transaction of other business, if a quorum of the Directors be then present no prior notice of such meeting shall be required. Other regular meetings of the Board may be held without notice at such time and places as the Directors may determine.

SECTION 9. - SPECIAL MEETINGS

Special meetings of the Directors may be called by the President and must be called at the written request of two members of the Board.

SECTION 10. - NOTICE OF SPECIAL MEETINGS

Notice of a special meeting shall be given to each Director at least five days prior to meeting, but such notice may be waived in writing at any time.

SECTION 11. - QUORUM

A majority of the Board of Directors shall constitute a quorum at all meetings of the Board.

SECTION 12. - OFFICERS

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer, who shall be elected annually by the Directors and who shall hold office during the pleasure of the Directors, and any other officers or assistants the Board of Directors may determine to elect at any time. All vacancies occurring among any of the above officers shall be filled by the Directors. Any officer may be removed at any time by the affirmative vote of a majority of the membership at a special meeting of the membership called for the purpose.

SECTION 13. - SUBORDINATE OFFICERS

The Board may appoint such other officers and agents with such powers and duties as it shall deem necessary.

SECTION 14. - THE PRESIDENT

The President shall preside at all meetings of the membership and Directors. The President shall have general management and control of the business and affairs of the corporation.

SECTION 15. - THE VICE PRESIDENT

The Vice President shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. The Vice President shall also generally assist the President and exercise such other powers and perform such duties as shall be prescribed by the Directors.

SECTION 16. - THE TREASURER

The Treasurer shall have the custody of all funds, securities, evidences of indebtedness, and other personal property of the corporation, and shall deposit the same in such bank or trust company as shall be designated by the Directors of the corporation or the President. The Treasurer shall receive and give receipts and acquittances for monies paid in or account of the corporation and shall pay of the funds on hand all bills, payrolls, and other just debts of the corporation of whatever nature upon maturity of the same; he or she shall enter regularly, in books of the corporation that are to be kept by him or her for that purpose, full and accurate accounts of all monies received and paid out by him or her on account of the corporation, and he or she shall perform all other duties incident to the office of the Treasurer.

SECTION 17. - THE SECRETARY

The secretary shall keep the minutes of all proceedings of the Directors and the membership; he or she shall attend to the giving and serving of all notices to the members and Directors, or other notices required by law of these Bylaws; he or she shall affix the seal of the corporation to deeds, contracts, and other instruments in writing requiring a seal, when duly signed; he or she shall have charge of the minute books, and such other books and papers as the Board may direct, and he or she shall perform all other duties incident to the office of Secretary.

SECTION 18. - SEAL

The Directors shall provide a suitable corporate seal which shall be in the charge of the Secretary, and shall be used as authorized by the Directors.

SECTION 19. - DEPOSITORIES

The funds of the corporation shall be deposited in such bank or trust company, and checks drawn against such funds shall be signed in such manner, as may be determined from time to time by the Directors.

SECTION 20. - NOTICE AND WAIVE OF NOTICE

Any notice required to be given by these Bylaws may be given by mailing or telephoning the same to the person entitled thereto at his address as shown on the corporation's books and such notice shall be deemed to have been given at the time of such mailing or telephoning. Any notice required by these Bylaws to be given may be waived by the person entitled to such notice.

SECTION 21. - POWER OF DIRECTORS TO AMEND, ETC.

The Board of Directors shall have power to make, amend, and repeal the Bylaws of the corporation by a vote of a majority of all the Directors at any regular or special meeting of the Board.

SECTION 22. - POWER OF MEMBERS TO AMEND, ETC.

The members may make, alter, amend, and repeal the Bylaws of the corporation at any annual meeting or at a special meeting called for the purpose and all Bylaws made by the Directors may be altered or repealed by the members.

*Adopted at the organizational meeting of the Board of Directors of
The Rover Owners' Association of Virginia, Ltd., held on Feb. 7, 1997
[signed] Jim Wolf, Secretary.*

AMENDMENTS TO THE BYLAWS

SECTION 23. - AMENDMENT TO THE CLUB BYLAWS TO PERMIT THE FORMATION OF REGIONAL OR LOCAL CHAPTERS.

The purpose of such sub-chapters is to encourage greater local involvement and activity on a regional level. All chapter members must be members of the Rover Owners' Association of Virginia, Ltd., and the club headquarters must be notified before any planned events, particularly those involving off-road travel, so that proper arrangements can be made with the club's insurance carrier. Organization of the local chapter shall be the responsibility of the regional chapter coordinator, who shall be appointed by the Board of Directors.

SECTION 24. - PURSUANT TO SEC. 12, AN AMENDMENT TO CREATE NEW POSITIONS WITHIN THE ROVER OWNERS' ASSOCIATION OF VIRGINIA.

These individuals shall be appointed by the Board of Directors:

Regional Coordinator(s): This person shall be responsible for organizing local chapters of the club within the parameters of Section 23.

Web-master: This person shall be responsible for maintaining the club's webpage.

Off-Road Coordinator: This person shall be responsible for all off-road events, including the trials course at rallies.

Editor: This person shall be responsible for the creation of the club newsletter.

Further, the position of Vice President is being changed. Previously, it was an ill-defined position with few responsibilities other than to assist the President. The Vice President shall become responsible for events coordination and work closely with other members of the executive committee in planning and execution of all events.

The President shall have the responsibility of representing the club at inter-club functions such as the Association of North American Rover Clubs.

SECTION 25. - AN AMENDMENT TO THE BYLAWS DEFINING THE ELECTION AND TERM OF THE BOARD OF DIRECTORS.

The Board shall consist of four members, elected annually by the membership, except that one Director shall be the immediate past president of the club. In the event that the current president is carried over for an additional term, the term of the immediate past president as a director shall be carried over as well.

SECTION 26. - AN AMENDMENT DEFINING MEMBERSHIP AS PER SEC. 6.

Payment of one year's dues at the annual rate at such time conveys one vote at club functions. Several individuals may join the Rover Owners' Association of Virginia as a family, but it nevertheless constitutes a single membership and a single vote. Members must be in good standing with respect to dues in order to vote and hold office.

SECTION 27. - ANNUAL DUES

The annual dues shall be established at the discretion of the executive committee, made up of the Board of Directors and elected officers.

Sections 23 through 27 inclusive adopted February 6, 1999.

SECTION 28. - (Replaced by Amendment to Section 7, 5/09)