



<http://groups.google.com/group/toyers-de-salvador>
(to be moved to toyers-do-brazil)

Prospective chapter of Toyota Land Cruiser Association, Inc. (TLCA)

www.tlca.org

BYLAWS OF TDB - TOYERS OF BRAZIL

ARTICLE I: Name

TDB - TOYERS OF BRAZIL or simply TDB

ARTICLE II: Objectives

- a) Promote the integration of the enthusiasts of Toyota 4x4 vehicles and their families.
- b) Promote the exchange of techniques and experiences related to the sport off road.
- c) promote expeditions to little-explored sites, preserving nature and respect of local communities.
- d) be available upon request to assist in emergency situations where it may be necessary for 4x4 vehicles.
- e) support the TLCA - Toyota Land Cruiser Association Inc.
- f) support the regional associations of "off road" sports.
- g) support other associations related to "off road"
- h) Promote, where possible, actions of a humanitarian character (eg needy communities, food support, etc.)..

Note: The club will operate non-profit, conducting its activities nonpartisan and nonsectarian.

ARTICLE III: BOD Members

Section 1: Regular members

- a) Are the members entitled to vote.
- b) They must meet the following criteria
 - 1 - be nominated by a club member in "good standing" or after review of TDB BOD.
 - 2 - hold a 4x4 vehicle Toyota (Land Cruiser, Bandeirante, Hilux, SW4, Prado, etc.)..
 - 3 – be a legally qualified driver.
 - 4 - to prove payment of the maintenance due of the TDB.
 - 5 - to prove payment of the maintenance due of the TLCA (optional).
- c) The candidate will be eligible for regular membership after completion of the above requirements, no later than the meeting of the BOD before the next regular meeting.
- d) The applicant for membership will be temporarily exempted from the meeting to be nominated for membership by their sponsor.
- e) New members will be approved by a vote of at least two thirds of members present at the meeting of TDB BOD.

Section 2: Supporting Members

- a) On the recommendation of the BOD and by a majority vote of the members, any person, company or organization may be accepted for Supporting Member of TDB.
- b) The Supporting Member of TDB must pay the charges set by TDB BOD, is not entitled to vote, and not entitled to hold any position in the club.

Section 3: Honorary Member

- a) On the recommendation of the BOD and by a majority vote of the members, any person, company or organization may be accepted for Honorary Member of the TDB.
- b) Honorary Member of TDB is exempt from payment of any charges, will not have voting rights, and will have no right to occupy any position at the club.

Section 4: Founding Members

- a) Are the members that stood out for participation in the founding and organization of the club.
- b) Will be appointed at a general meeting and be included in this Bylaws in recognition of his contribution to history and memory of the TDB.
- c) Will have the same rights and obligations as Regular Members and having elective preference in any situation where there is a tie.
- d) Are Founding Members of TDB

BOD of Directors

- 1 - Helton ("Gentileza") Chairman and Managing Director TLCA
- 2 - Victal ("Pe de Pena") Vice President
- 3 - Clovis ("Caranguejo") Chief Treasurer
- 4 - Abel ("Arroto") Communications Director and Web Master
- 5 - Gerson ("Gersão") Director of Relations with Other Entities
- 6 - Caesar ("Maciota") Director of Technology and Supplies
- 7 - Eduardo ("Preá") Chief Trails
- 8 - Paul ("Papeco") Chief Secretary
- 9-Jairo ("Jairão") Director of Relations with Members

Regular Members

- 10 - Toni ("Astronauta")
- 11 - Thiago ("Da Lua")
- 12 - Engels ("Kbca")
- 13 - Hercules ("Ta na Faixa")
- 14 - Carlos ("Lampiao")
- 15 - Deraldo ("Stressado")
- 16 - Anfilófilo ("Filo")
- 17 - Roberto ("Bob")
- 18 - Jeovane
- 19 - Kleber
- 20 - Pilz ("Aspira")

Honorary Member

- 21 - Emilton ("Chefe Rosa")

Section 5: Maintenance Fees

- a) The monthly contribution of each member of the TDB is defined by the BOD and approved by a majority vote of members.
- b) The annual contribution from each member for the TLCA will be defined by that entity.
- c) Fees must be paid at due.
- d) Members who do not pay fees until 90 (ninety) days after expiration will be removed from the mailing list (TDB's site).
- e) Members who do not pay their dues by the deadline of 180 (one hundred and eighty) days of the due date will be excluded from the TDB unless written justification approved by the BOD.
- f) The financial burden for new members will be due on the day they are accepted into the club and are to be paid within 30 days of that date.

Section 6: Sale of vehicles

At the time of sale of the vehicle belonging to a member of the TDB should be removed all the stickers and emblems of the TDB and TLCA.

Until the replacement of the vehicle sold or disposed of the member of TDB will automatically

exit the condition of "good standing" and may be excluded from the membership at the discretion of TDB BOD.

Section 7: Termination of Members

The TDB Regular Member who ceases to participate in club activities can be turned off since it unanimously the BOD.

Readmission may be made by a vote of at least two-thirds vote of the general membership.

ARTICLE IV: Meetings

Section 1: Regular Meetings

Regular Meetings of the TDB will be monthly and held at a time and place of choice of the BOD. Changes that may be needed should be communicated in due time.

Section 2: Annual Meeting

The Annual Meeting is the meeting that occurs every 12 months of club activities. It is considered on May 4, 2010 the founding date of the TDB. The Annual Meeting shall occur during the month of May each year in succession.

On the agenda of the Annual Meeting shall include:

- a) Minutes of previous meeting.
- b) Annual Report of the BOD
- c) Announcements of the election results, when applicable.
- d) Vote on proposed changes in the bylaws.

Section 3: Special Meetings

Special meetings of the TDB shall be convened by the BOD or when one third of the voting members of the club make a written request to the President, stating the object of the meeting. The meeting should be convened with at least five (5) days in advance.

Section 4: Conducting Meetings

All meetings will be held according to democratic principles and good conduct, the debate being allowed and encouraged at all levels.

Section 5: Meetings of the BOD

The BOD will meet when necessary or when requested by three (3) or more directors.

Article V: Elections and Quorums

Section 1: Definition of Voting Member

- a) Voting Membership is the member which has fulfilled the requirements of Article III, section 1 or section 4
- b) A Voting Member may be represented by your spouse or representative.
- c) The Voting Member shall be in "good standing".

Section 2: Who can vote

Only voting members can vote in the election of directors, changes in bylaws and formal proposals submitted at the general meetings.

Section 3: Quorum at General Meetings

In order to vote at meetings all voting members present constitute a quorum.

Section 4: Quorum for the BOD of Directors

At meetings of the BOD the Directors present shall constitute a quorum and a majority vote of Directors present shall prevail.

Section 5 - Criteria to be a candidate for Director of TDB

- a) Regular Member or Founder of TDB in "good standing" and
- b) Member of TLCA in "good standing".

Section 6 - Criteria to be a candidate for President of the TDB

- a) Regular Member or Founder of TDB in "good standing" and
- b) Member of TLCA in "good standing" and
- c) have occupied the position of Director of TDB.
- d) the previous item (c) may be waived at the discretion of TDB BOD.

ARTICLE VI: Management

The management of the club shall consist of: President, Vice President, Chief Secretary, Treasurer Director, Director of Technology and Supplies, Director of Trails, Communications Director / Web Master, Director of Relations with Other Entities, Director of Relations with States and Deputy Director TLCA.

Article VII: Officers and Elections

- a) The President, Vice President, Chief Secretary, Treasurer Director, Director of Technology and Supplies, Director of Trails, Communications Director / Web Master, Director of Relations with Other Entities, Director of Relations with the States and Chief Delegate TLCA.

shall be elected by direct vote.

- b) At the discretion of TDB BOD, the votes can be sent via media (mail, internet, etc.)..
- c) The presidential term is one (1) year from May 4, 2010, extendable to a maximum one year in a row.
- d) The results will be presented at the Annual Meeting in May.
- e) In case of vacancy of any office, except the President, the BOD of Directors shall appoint one member to fill the remaining term until the next general election.

Article VIII: Duties of Officers

Section 1: BOD of Directors

- a) The BOD of Directors (BOD) of TDB will be formed by the President, Vice President, Chief Secretary, Treasurer Director, Director of Technology and Supplies, Director of Trails, Communications Director / Web Master Director of Relations with Other Entities, Director of Relations with the States and Chief Delegate TLCA.
- b) The BOD shall have the right to manage the affairs of the club in any and all issues related to the TDB and all contracts necessary for the proper operation of its business.
- d) veto any action of the BOD of Directors may be appointed at any general meeting of the TDB.
- e) The vote of veto will be held at the next General Assembly's veto being approved by a majority vote of the Voting Members of the TDB.
- f) The BOD of Directors shall establish and publish rules governing the acquisition, use, care and protection of property that may be of your property.
- g) Any member of the BOD that is being absent from three consecutive meetings of the BOD, shall be considered dropout and vacancy of the position will automatically be required after review of TDB BOD.
- h) A member of the BOD that by reason of force majeure is unable to attend BOD meetings may be represented by another member of the BOD, formally designated.
- i) The BOD shall have the following specific tasks:
 - A) appoint delegates to the various associations that the club will participate.
 - 2) establish and enforce rules of conduct for members of the TDB.
 - 3) suspend or expel a member who has behaved improperly or detrimental to the interests of the club.
 - 4) apply sanctions for violation of the club interests.
 - 5) establish rules for the admission of persons or organizations to the membership of the club.
 - 6) call special meetings to examine specific issues.
 - 7) establish additional duties for any office, beyond those set forth herein.

Section 2: President

The President shall:

- a) preside at all meetings of the club and the BOD of Directors
- b) apply all laws and regulations of the club.
- c) sign together with the Vice President, all contracts and obligations of the club.
- d) sign in conjunction with the Director Treasurer all checks for payment of club
- e) appoint committees when necessary.
- f) appoint a "master of ceremony" at the beginning of each meeting.

g) perform other functions as may be prescribed by the BOD.

Section 3: Vice President

Vice-President shall:

- a) replace the Chairman in his absence.
- b) In case of death or disability of the President, the Vice-President shall assume the duties of President for the remainder of his term and the BOD will appoint a club member to fill the position of Vice - President until the next general election.
- c) perform such other functions as may be prescribed by the BOD of Directors

Section 4: Chief Secretary

Chief Secretary shall:

- a) write the minutes and other official reports of the club.
- b) keep records, books, documents and papers relating to the club in locations designated by the BOD.
- c) perform such other functions as may be prescribed by the BOD.

Section 5: Treasurer Director

Chief Treasurer shall:

- a) maintain records of all monies and property received on behalf of the TDB.
- b) control accounts, applications, financial funds and assets on behalf of the TDB, as designated by the BOD.
- c) arrange payment as decided by the BOD.
- d) report cash position at the monthly meetings
- e) submit detailed financial report at the Annual Meeting for approval of the assembly.
- f) The treasurer shall not be liable for money or club funds paid by check that is not signed by the President and Treasurer jointly.
- g) perform other functions as may be prescribed by the BOD of Directors

Section 6: Director of Technology and Supplies

The Director shall:

- a) maintain records of workshops, professional organizations and stores specializing in products and services related to the Toyota 4x4.
- b) assist members of the TDB with respect to matters of vehicle maintenance.
- c) keep members informed of technological advances and practical solutions for improving vehicle.

Section 7: Director of Trails

The Director shall

- a) elaborate calendar of events off road TDB.
- b) convene and coordinate specific committees to organize events off road.
- c) perform such other functions as may be prescribed by the BOD.

Section 8: Communications Director and Web Master

It is for the Director:

- a) provide photographic coverage and / or video of the events of the TDB.
- b) gather facts and data for journalistic records of TDB.
- c) elaborate review of the activities of the TDB.
- d) transporting the media to publicize the activities of the TDB, as directed by the BOD.
- e) organize material for publication on the website of the TDB.
- f) perform other functions as may be prescribed by the BOD.

Section 9: Director of Relations with Members

It is for the Director

- a) maintain updated records of the members.
- b) actions to promote growth of membership.
- c) promote actions motivating the relationship among the members of the TDB (eg birthdays, raffles etc.)..
- d) perform such other functions as may be prescribed by the BOD.

Section 10: Director of Relations with Other Entities

- a) seek partnerships with automotive, sports and other related synergies aimed at achieving the objectives of the TDB.
- c) represent the TDB from the FBA (Federation of Automobile Bahia) and CBA (Brazilian Confederation of Automobile).
- d) perform such other functions as may be prescribed by the BOD.

Section 11: TLCA Delegate

It is for the Director

- a) mediate the subjects of interest between the TDB and TLCA - Toyota Land Cruiser Association.
- b) appoint a substitute in case of absence or incapacity.
- c) represent the TDB with the TLCA.
- d) vote on behalf of the TDB, when necessary.
- e) keep the BOD informed of matters relating to the TDB / TLCA.
- f) perform other functions as may be prescribed by the BOD.

Article IX: Penalties

Unless stated previously, members who commit infractions of rules, misconduct or against the interests and principles of the TDB, be liable to sanctions at the discretion of the BOD.

ARTICLE X: Amendments to Bylaws

- a) amendments to these bylaws may be proposed by any member of the TDB
- b) the proposals should be forwarded to the BOD of Directors, disclosed and voted at the Annual Meeting or at a meeting called to specific purpose.
- c) the propositions must be voted on and approved by 2 / 3 (two thirds) of all members present and to take effect, just be publicated in the TDB vehicle of communication (eg website, etc.)..

d) the voting on amendments of the Bylaws can be done by email as convened by the BOD.

Article XI: Standing Committees and Representatives

a) Any director may propose to the BOD the creation of permanent or temporary committees for specific purposes such as:

Financial Audit
Environmental Preservation
Bylaws.
Election
Security.
Trail
Search and Rescue.
Chamber of Commerce
Public Relations.
Etc.

The Chairman appoint or remove the Coordinator of Committees as required.

Article XII: Definitions

TDB – Toyers of Brazil.

TLCA - Toyota Land Cruiser Association.

CA TDB - BOD of Toyers Brazil.

"BOD - BOD of Directors" - English translation of CA - BOD of Directors.

"GOOD STANDING" – member's condition "in days" with their obligations.

- a) Payed TDB and/or TLCA fees.
- b) have completed STATEMENT OF MEMBERSHIP.
- c) have attended at least one event in the last three months.

Article XIII: Issues omitted and / or not included in this Procedure

Subjects missing and / or not included in this Bylaws of the TDB will be processed and decided by the BOD.

Salvador, June, 20, 2010

Sig Chairman of TDB BOD

Sig Officers / Witnesses: