

The Bylaws of the Rivian Clubs of America, Inc.

Revised July 7, 2023

ARTICLE I: NAME

The name of the corporation shall be Rivian Clubs of America, Inc. (the “**Club**”).

ARTICLE II: PURPOSE; GENERAL OBJECTIVES

The purpose of the Club is to engage in any lawful act or activity for which a corporation may be organized under the Colorado Revised Nonprofit Corporation Act. Such purposes for which the Club is formed are pleasure, recreation and other non-profitable purposes. The Club is organized exclusively for such purposes within the meaning of Section 501 (c)(7) of the Internal Revenue Code of 1986. Notwithstanding any other provision of these Bylaws, The Club shall not, except to an insubstantial degree, carry on or engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on:

- A. by a corporation exempt from Federal income tax under Section 501(c)(7) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law);
- B. by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

The general objectives of the Club, to which its members are joined together and mutually pledged, shall be the furtherance and promotion of the following:

- A. The highest standards of courtesy, inclusiveness and safety on and off the roads, embracing the spirit of Adventurous Forever.
- B. The enjoyment and sharing of goodwill and fellowship engendered by owning a Rivian Vehicle and engaging in such social or other events as may be agreeable to the membership.
- C. The maintenance of the highest standards of operation and performance of the Rivian Inc. brand (known as the marque) by sharing and exchanging technical and mechanical information.
- D. The establishment and maintenance of mutually beneficial relationships with Rivian Automotive Inc., Rivian Automotive LLC, Rivian LLC, and Rivian Holdings, LLC (together with their successors and affiliates, “**Rivian Inc.**”), Rivian Service Centers, and other service sources to the end that the marque shall prosper and continue to enjoy its unique leadership and position in the Electric Adventure vehicle markets.
- E. The interchange of ideas and suggestions with other Rivian Vehicle enthusiast forums, online communities, and clubs globally and in such cooperation as may be desirable.
- F. The establishment of such mutually cooperative relationships with other Rivian and Non-Rivian Electric based off road and adventure forums, online communities and clubs as may be desirable and other mutually beneficial engagements.
- G. The preservation of the independence of the Club, free of control or undue influence by any outside individual, organization, company, or other entity, no matter how closely aligned to the Club in interest or purpose. In furtherance of this goal, the Club is and shall remain a totally member-driven and primarily member-financed independent entity allowing neither

inappropriate or undue influence, financial or material, from outside its domain, owing allegiance only to its members.

H. Any other such initiatives that comport with these general objectives.

ARTICLE III: POWERS, CORPORATE SEAL, AND BADGE

Section 1 – Powers

The Club shall be empowered to do all things and conduct all business necessary to carry out the general objectives of the Club as set forth in the Certificate of Incorporation, issued under the statutes of the State of Colorado, and in these bylaws.

Section 2 - Corporate Seal

The Club may adopt a corporate seal in a form approved by the Board of Directors. The Club shall not be required to use the corporate seal and the lack of the corporate seal shall not affect an otherwise valid contract or other instrument executed by the Club.

ARTICLES IV: MEMBERSHIPS, DUES, AND FEES

Section 1 – Membership

Membership in the Club shall be restricted to owners, co-owners, lessees, and reservation holders of Rivian Vehicles who are legal driving age in their specific state or province of residence, and such other persons falling into one of the classes set forth in Section 2 of this Article (each, a “**Member**”). A “**Rivian Vehicle**” is as an electrified motor vehicle as manufactured by or designated as a Rivian Electric Vehicle by Rivian Inc. or its successor, which is powered by an electric motor which is, basically, one which was installed in such vehicle by the manufacturer of such automobiles, or other motor vehicles (electrified powersport and recreational vehicles of present or future manufacture).

A member of the Club may also be a member of a Chapter, but no Member may hold membership in a Chapter without being a Member in good standing of the Club.

Section 2 – Classes of Membership

Board of Directors (the “**Board**”) may establish additional classes of membership at its discretion. The Board may also discontinue any membership class it previously established; any member in a discontinued class shall be transferred to another class with equivalent privileges and without increase in dues until that member’s next membership anniversary.

Section 3 – Membership Application

Applications for membership may be made either through the Club or an individual Chapter, either of which may reject it.

Section 4 – Dues

Annual dues for the various classes of member shall be determined from time to time by the Club’s Board.

Section 5 – Privileges

Members, including family members, in good standing shall be entitled to all the privileges of the Club, except that only Members shall be entitled to vote or hold elective national office. Only active Members in good standing, shall be eligible to be nominated to serve as a Director or Officer of the Club. A Member may cast only one vote in any election or referendum.

Section 6 – Suspension

Any member may be suspended by a two thirds vote of the Board for infractions of Club rules or regulations or for actions inimical to the general objectives or best interests of Club. Upon written notice of such suspension, the suspended member shall be afforded reasonable opportunity to be heard, in person or through a representative, by the Board or a committee appointed by the Executive Council for the purpose, concerning the alleged misconduct. In the event of an appeal, the Board may thereafter continue the suspension for a definite time, lift the suspension, or expel the member, and its decision shall be final.

Section 7 – Resignations

Any member may resign by addressing a letter of resignation to the Secretary of the Chapter or to the Executive Director. The recipient shall inform the other of the resignation. The member's resignation shall become effective upon receipt and all Club obligations and privileges shall terminate as of that date.

ARTICLE V: EXECUTIVE COUNCIL AND BOARD

Section 1 – Board

A. The business and affairs of the Club shall be managed by its Board whose members are the “**Directors**”. An Executive Council of Officers will be selected by the Board, provided that no Officer may also be a Director. The Board may remove or replace any Officer with or without cause, in its sole discretion, and may fill any vacancy in an Officer position. The Board shall determine all matters of Club policy, ensure the proper conduct of the administrative affairs of the Club by the Executive Council, the fulfillment of duties by the Officers, and compliance with these bylaws. The corporate authority and powers are delegated to and exercised by the Executive Council as the delegated representative organizational leadership body of the Board. The Board retains the governance power and authority specified in these bylaws.

B. The Board shall be comprised of up to eleven (11) persons, all of whom shall be individual members in good standing. Only one (1) person from a household shall serve at any one time on the Board.

C. The initial Directors shall consist of (i) the persons appointed by the Club's incorporator, and (ii) prior to the first annual director election process described in Article VIII, those persons appointed by the vote of the majority of the directors then in office. The initial Directors shall serve an initial term of three years. Thereafter, to become a director, a person meeting the qualifications determined by a resolution of the Board in its sole discretion shall be nominated by the Nominating Committee as set forth in Article VIII, Section 1 and elected as set forth in Article VIII. Directors shall generally hold office for a term of three years and each shall serve for such term and until the election and qualification of a successor, or until such director's death, resignation, or removal. Directors may serve a maximum of three consecutive

terms. The Board may create directorships with terms of differing lengths to ensure no more than half of the directors would be open to replacement in a given year.

Newly created directorships resulting from an increase in the authorized number of directors, and vacancies occurring for any reason, including any vacancy occurring by reason of the death, resignation, or removal of a director or vacancies existing prior to the initial meeting of the Members, may be filled at any meeting of the Board by the vote of the majority of the directors then in office, although less than a quorum, or by a sole remaining director.

D. The Board shall hold at least one regular meeting per year on such schedule at the time and place called by the President and shall hold special meetings at the call of the President, or of any three directors.

E. Subject to the provisions of this Section, every decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless the Articles, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

Unless otherwise provided in these bylaws, any action required or permitted to be taken at a meeting of the Board or any committee thereof may be taken without a meeting if all of the directors in office, or all of the committee members then appointed, consent to such action in writing. The consents must be filed with the Secretary, included in the minutes of the proceedings of the Board of Directors, and kept as part of the Club's permanent records.

F. A majority of the Directors then in office shall constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum is present at the time of the act shall be the act of the Board, unless the vote of a greater number is required by law or these Bylaws.

The directors at a meeting for which a quorum is not present may adjourn the meeting until a time and place as may be determined by a vote of the directors present at that meeting. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting, or of the business to be transacted at the adjourned meeting, other than by announcement at the meeting at which the adjournment is taken.

Section 2 – Executive Council

By delegation from the Board as described in these bylaws, all Club corporate powers shall be exercised by or under the authority of, and the business and affairs of the Club shall be managed under the direction of, a governing council (the “**Executive Council**”), except as specifically provided otherwise in these bylaws. The Executive Council shall have no power or authority with respect to (1) amending these bylaws or the Articles of Incorporation; (2) any matter as to which the Board, by resolution, shall restrict the authority of the Executive Council, to the extent of such restriction; (3) any matter that the President refers to the Board before Executive Council action on the matter; and (4) any matter that any three members of the Executive Council, by affirmative vote at an Executive Council meeting and notwithstanding a larger negative vote by other members of the Executive Council, refer to the Board before adjournment of the meeting at which the Executive Council takes action on the matter. Referral of a matter to the Board shall nullify the action taken by the Executive Council on the matter. Unless the matter otherwise comes before the Board within 90 days after the referral, the Executive Council shall call a meeting of the Board, to be held within 90 days after the referral, to consider the matter.

The Executive Council shall be comprised of the President, the Secretary, and the Treasurer. The Executive Director (if any), unless otherwise requested by the Executive Council, shall attend its Executive Council meetings.

The Executive Council shall be responsible for the proper conduct of the administrative affairs of the Club, the proper functioning of the several committees, and shall insure compliance with these bylaws.

The Executive Council shall hold at least one regular meeting per year on such schedule at the time and place called by the President and shall hold special meetings at the call of the President, of the Executive Director, or of any three Executive Council members. A majority of the Executive Council members shall constitute a quorum. The act of a majority of the members present at any meeting at which a quorum is present shall be the act of the Executive Council, except as provided in this Section.

All decisions of the Executive Council shall be by a majority vote unless otherwise provided in these bylaws. In lieu of, or in addition to meetings, electronic voting shall be permitted, using electronic voting mediums that shall be capable of retention by the recipient at the time of receipt. Proxies are not permitted to establish quorum or to vote.

Section 3 – Executive Director

At the election and in the discretion of of the Executive Council, the administration and management of the Club shall be in a staff head, designated as the “**Executive Director**” of the Club, employed or appointed by, and directly responsible to the Executive Council. If appointed, the Executive Director shall coordinate all daily activities of the Club and perform such other services as may be assigned by the Executive Council including the authority to hire and fire additional staff in consultation with Executive Council.

ARTICLE VI: OFFICERS

Section 1 – Designation of Officers

The Officers of the Club shall be the President, Secretary, and Treasurer (collectively “**Officers**,” individually “**Officer**”). Such other Officers and assistant Officers may be deemed necessary and elected or appointed by the Board from time to time in accordance with the procedures set forth in C.R.S. §7-128-301, as amended. Any two or more offices may be held by the same person.

Section 2 – Duties of President

The President shall preside at all meetings of the Executive Council and the Board, and shall perform the duties usually appertaining to the President’s office. The President shall publish in on the Club’s website an annual report on the status of the Club, its plans and programs, policy decisions reached by the Board and other pertinent matters dealing with the affairs of the Club.

Section 3 – Duties of Secretary

The Secretary shall attend all meetings of the Executive Council and the Board and shall keep full and complete minutes of the proceedings and of all votes cast. The Secretary publish on its website notices of proposed and adopted amendments of these bylaws and other matters relating to the proper conduct of the Club. The Secretary shall have custody of or cause to be kept by the Executive Director the corporate seal at all times as well as the Club’s records. The Secretary shall issue charters to Chapters which are duly

authorized under the provisions of the bylaws. The Secretary shall perform all duties incident to the Secretary's office required by law.

Section 4 – Duties of Treasurer

The Treasurer shall have responsibility for all monies, debts, obligations and assets belonging to the Club. The Treasurer shall cause all monies of the Club to be deposited to the Club accounts in a bank or banks insured by the Federal Deposit Insurance Corporation. The Treasurer shall have direct control over, and supervision of, all Club assets and of all payments of Club debts and obligations. The Treasurer shall insure strict compliance with these bylaws in all matters pertaining to the financial affairs of the Club. The Treasurer shall publish on its website a full and correct report semiannually on the financial status of the Club. The Treasurer shall also give a full and correct report on the financial status of the Club at any meeting of the Board. The Treasurer shall cause to be maintained double-entry books of account which shall properly reflect the true and correct financial status of all receipts, disbursements, balances, assets and liabilities of the Club. All checks or other orders for the payment of monies in the name of the Club shall be signed by the Treasurer or by such other persons as designated by the Executive Council, and who are overseen by the Treasurer.

ARTICLE VII: COMMITTEES

The Executive Council may designate one or more committees, each committee to consist of one or more of the Directors of the Club. Any such committee, to the extent permitted by applicable law, shall have and may exercise all the powers and authority of the Executive Council in the management of the business and affairs of the Club and may authorize the seal of the Club to be affixed to all papers that may require it to the extent so authorized by the Club. The President, with the advice and majority consent of the Executive Council, shall appoint the chairs of the committees and their members, and may, in like manner, dismiss or replace the chairs and members, except that the consent of the Executive Council shall be required for the appointment of the chair and members of the Nominating Committee and for their dismissal or replacement.

ARTICLE VIII: ELECTION OF DIRECTORS

Section 1 – Nominating Committee

A committee (the “**Nominating Committee**”) consisting of three Directors shall submit to the Secretary at least three (3) months before the end of the calendar year, a slate of one or more nominees for those Directors to be vacated in the following year. Within ten (10) days after receipt, the Secretary shall cause a copy of the Nominating Committee's report to be sent to the Board. The report shall be published on the Club's website.

Section 2 – Notice of Elections

The Secretary shall publish on the Club's website a notice of election and the names of all nominees for directorship. The Secretary shall cause to be mailed (or emailed) to all Members a notice of election and a ballot containing the names of all nominees for directorship. The notice of election shall set a return date for the ballot which shall be at least 30 days before the end of the year.

Section 3 – Ballots

A. All balloting may be by mail, with name and Chapter printed. Votes shall indicate the member’s choice of candidates and the offices for which they stand, and must be signed by the member. Any member shall be entitled to write in the name of any member in good standing as their choice for any directorship. All mailed ballots shall be mailed to a location, named by the Secretary, and must be received no later than the date set forth in the notice of election.

B. In addition, the Executive Council shall investigate procedures for electronic elections and voting, giving due consideration to methods of voting which are reasonably secure, non- duplicative, and convenient, and which provide the essence of the ability to write in additional candidates and to have the votes sent to an entity named by the Secretary. If the Executive Council is satisfied that it has arrived at procedures that are efficacious and suitable for balloting, it may, with approval of the Board, adopt electronic voting procedures that may supplement mailed balloting procedures, and that may supersede mailed voting procedures for members preferring to vote by email or other electronic means.

C. Votes submitted in accordance with procedures adopted under Article IX, Section 4, A or B above shall be valid, and all other votes shall be invalid.

Section 4 – Tellers

The Secretary and any two members or Officers designated by the President (collectively in such capacity, the “**Tellers**”) shall tabulate the votes cast within fifteen days of the return date and shall deliver a written report to the Secretary. In the event that electronic votes are sent to a separate electronic voting company, such company shall report the results within seven (7) days to the Tellers. The member who receives the greatest number of votes cast for the office for which the member is a candidate shall be declared elected.

Section 5 – Notice of Election Results

The Secretary shall publish the results of the election on the Club’s website.

Section 6 –Duties of Newly Elected Officials

Upon tabulation of the votes the Secretary shall immediately notify the persons elected of their election. The President-elect shall, as soon as feasible, call a meeting of the newly constituted Executive Council for the purpose of any appointments which may be required. At the discretion of the President-elect, the meeting described above may be by teleconference or other acceptable electronic means.

ARTICLE IX: FISCAL YEAR

The fiscal year of the Club shall be the calendar year.

ARTICLE X: OBLIGATIONS AND INDEBTEDNESS

Section 1 – Authority to Incur Obligations or Indebtedness

A. Only the Officers or persons authorized in writing pursuant to a majority vote of the Executive Council to act on behalf of the Club shall incur any obligation or indebtedness in the name of the Club. Authority to incur any obligation or indebtedness beyond the elected officers of the Club will be in writing, limited to specified persons, for a set time frame, and for a specified maximum amount of funds to be obligated.

Contracting authorities cannot obligate the Club, until contracts are approved by a majority vote of the Executive Council, and payment is authorized or made by the Club Treasurer. All obligations or indebtedness incurred in accordance with the provisions of these bylaws shall be incurred solely as corporate obligations. No personal liability whatever shall attach to or be incurred by any member or Officer of the Club by reason of any such corporate obligations or liability.

B. No person shall incur any obligation or indebtedness in the name of the Club that would exceed a sum that is one percent (1%) of net dues revenues in the preceding fiscal year, without approval of a majority of the Executive Council, except for expenses related to the Club's official publications, the normal operation of the Club, national insurance policies and other appropriate purposes determined by a majority of the Executive Council to be for the benefit of the Club.

C. Any expenditure or obligation of the Club that would exceed a sum that exceeds five (5%) percent net dues revenues of the revenues from dues of the Club in the preceding fiscal year, other than those involved in the ordinary operation of the Club's official publications or of the Club, or insurance premiums, must be approved by a majority of the Board.

Recurring annual expenses involved in the ordinary operation of the Club's official publications, of the Club, or of insurance coverage premiums do not need approval of a majority of the Board.

Section 2 – Unauthorized Obligations

No Officer or any other person authorized to act in behalf of the Club shall incur any obligation or indebtedness in the name of the Club which is not for the general benefit of the entire membership of the Club nor shall the Executive Council or the Board approve the incurring of any such obligation or indebtedness.

Section 3 – Personal Liability for Unauthorized Obligation

The incurring of any obligation or indebtedness in the name of the Club by any Officer or member in contravention of these bylaws shall be an ultra vires act. The person or persons responsible for such act or acts shall be personally liable, individually and collectively, to the Club in an amount equal to the obligations or indebtedness which the Club may be required to pay.

Section 4- Financial Oversight

A. The Executive Director, all committee chairs, special appointees, and individual members of the Executive Council shall prepare and submit annual budgets to the Treasurer for collective review and approval by the Executive Council.

B. The Treasurer shall submit and the Executive Council shall internally review and audit quarterly reports on the Club's finances.

C. The Treasurer shall give a full and correct report on the financial status of the Club at any meeting of the Board.

D. The Treasurer shall publish on its website a full and correct report annually on the financial status of the Club.

E. The Treasurer shall submit the Club's financial records to an independent certified public accountant, at the Club's expense and at the close of the fiscal year, for audit. The results of this annual audit shall be reported by the Treasurer to the Board and the report shall be published on the Club's website.

F. If the Club's annual expenses exceed 5% of annual net dues, the Executive Council shall report the reasons for the difference to the Board and take corrective action as appropriate.

G. The Club shall protect itself with either insurance or bonding to cover malfeasance by the officers, employees, and any individual empowered to sign checks on behalf of the Club.

H. The Executive Council will specify a minimum of one additional Officer's name other than the Treasurer as signature authority on the Club's accounts.

ARTICLE XI: REGIONAL CHAPTER

Section 1 – Charters

Under normal circumstances the Executive Council may, in its discretion, grant a charter to any group of five (5) or more eligible Rivian Vehicle owners, co-owners, lessees, and reservation holders desirous of establishing a regional club (a "**Chapter**"), and who subscribe to the general objectives of the Club and agree to adopt no rules, regulations or bylaws inconsistent with these bylaws. Under unusual circumstances a charter may be granted to a group of less than five (5). The geographic boundaries of a Chapter shall be determined jointly by the proposed Chapter and the Executive Council. In the event of a jurisdictional dispute between two or more Chapters, the majority vote of the Executive Council shall resolve the dispute. The Chapters, however, may appeal to the Board and the decision of the Board shall be final.

As soon as the formation of a Chapter has been approved by the Executive Council, the Secretary of the Club shall send a notice to all members of the Club who reside in the designated territory announcing the action of the Board and setting the schedule for election of the first chapter executive committee of the Chapter. The notice shall name the members who signed the application as temporary officers.

Section 2 - Chapter Membership

Any member of the Club who resides within the territorial limits of a Chapter shall be considered to be a member of that Chapter and shall be entitled to its privileges. No member shall belong to more than one chapter. Any member may, upon written application to the principal office of the Club, become a member of the Chapter of the member's choice.

Each Chapter shall be an integral part of the Club and not a separate legal entity.

Section 3 – Chapter Management and Finances

The election of a chapter executive committee to manage the affairs of the Chapter shall be carried out through procedures established by the Executive Council. The bylaws of a chapter shall not contain anything that is at variance with the expressed purposes of the Club or with these Bylaws and shall be approved as specified by the Board before becoming effective. A Chapter may not change its name, its boundaries, or its bylaws without approval as specified by the Board.

No dues shall be assessed or collected by a Chapter; however, consistent with the policies of the Board, chapters may conduct fundraising and other activities which require members, as well as others, to pay a fee in order to participate. Each Chapter shall be entitled to receive from the Club a portion of the dues collected from the membership, such amount to be determined in a manner specified by the Board. Such amounts shall be payable to the treasurers of the Chapters quarterly as collected. Nothing in this section shall prevent the Board from allotting additional funds to Chapters for specific purposes.

A Chapter cannot borrow money or own real estate. The Board may, however, place the management of any of the Club's property in the hands of a chapter. All members of the Club shall have equal privileges on such property.

Each Chapter is authorized to undertake such activities as are consistent with the purposes of the Club and are not prohibited by the Board by a general rule applicable alike to all chapters. Chapters shall act on questions of public policy only in pursuance of policies of the Board or in a manner consistent with them.

Section 4 – Suspension

Any Chapter may be suspended or have certain specified privileges revoked by a two-thirds vote of the Executive Council or the Board of the Club for infractions of Club rules, regulations, recommendations or for action inimical to the general or best interest of the Club. Upon written notice of such suspension or revocation of privileges, the Officers of the affected Chapter shall be afforded reasonable opportunity to be heard, in person or through a representative, by the Executive Council, the Board, or a committee appointed by the Executive Council or the Board for this purpose, concerning the alleged misconduct. No suspension or revocation action by the Executive Council shall continue beyond the next regularly scheduled Board meeting where it shall be reported. The Board may then continue the suspension and/or revocation for a definite time, terminate the suspension and/or revocation or recall the Chapter Charter, and its decision shall be final. Recall of a Chapter charter shall result in the members of that Chapter having their membership transferred into an adjoining Chapter as well as the geographic territory of the terminated Chapter being assigned to adjoining Chapters by the Executive Council. Any residual assets of a terminated Chapter are to be transferred proportionately to adjoining Chapters accepting their members.

ARTICLE XII: AMENDMENT OF BYLAWS

Section 1 – Amendment of Bylaws by Board

These bylaws may be amended by a two-thirds (2/3) vote of the members of the Board where there is a quorum present at a regular or special meeting. Notice of the proposed amendment(s) must have been sent out thirty (30) calendar days prior to such regular or special meeting.

Section 2 – Amendment of Bylaws by Members

These bylaws may be amended through an amendment proposal approved by a majority vote of the members of in good standing and subsequently approved by a two-thirds (2/3) vote of the members of the Board of Directors present at a regular or special meeting where there is a quorum present. Notice of the proposed amendment(s) must have been sent out thirty (30) calendar days prior to such regular or special meeting.

Section 3 – Electronic Ballots

Ballots cast electronically must be in accordance with procedures adopted by the Executive Council under this Article XII. Ballots cast in accordance with procedures adopted under this Article XII shall be valid, and all other ballots shall be invalid.

Section 4 – Notice of Vote or Referendum Results

The Secretary shall publish the result of any vote or referendum on a proposed amendment in the Club's website.

ARTICLE XIII: MISCELLANEOUS

Section 1- Meetings

Any meeting may be held virtually (synchronous or asynchronous) or in person.

Section 2- Notice and Reports

Notices and reports will be published on the Club's website. The Executive Committee may institute a virtual or physical magazine that may also contain notices and reports. Anything that needs to be done in writing or by mail may be done electronically and by email.