

DEDICATED TO FREEDOM OF THE ROAD



ABATE OF ARIZONA

BYLAWS OF A.B.A.T.E. OF ARIZONA, INC.

An Arizona Corporation

Revised:

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**BYLAWS
OF
ABATE OF ARIZONA, INC.**
An Arizona Corporation
QUICK REFERENCE GUIDE

ARTICLE ONE: OFFICES

- 1.01 Known Places of Business and Statutory Agent
- 1.02 Other Offices

ARTICLE TWO: OBJECTIVES AND PURPOSES

- 2.01 Objectives and Purposes

ARTICLE THREE: DIRECTORS

- 3.01 Management
- 3.02 Number; Election; Term; Qualifications
- 3.03 Organization
- 3.04 Vacancies
- 3.05 Regular Meetings
- 3.06 Special Meetings
- 3.07 Removal
- 3.08 Quorum; Majority Vote

ARTICLE FOUR: COMMITTEES

- 4.01 Designation
- 4.02 Number; Authority; Qualification; Term

ARTICLE FIVE: GENERAL PROVISIONS RELATING TO MEETINGS

- 5.01 Notice
- 5.02 Waiver of Notice
- 5.03 Telephone and Similar Meetings – (no current information)*
- 5.04 Action Without Meeting – (no current information)*

ARTICLE SIX: OFFICERS

- 6.01 Number; Title; Election; Term
- 6.02 Removal
- 6.03 Vacancies; Special Elections
- 6.04 Authority
- 6.06 State President
- 6.07 State Vice President
- 6.08 State Treasurer
- 6.09 State Secretary
- 6.10 State Sergeant—at-Arms
- 6.11 State Safety Program Coordinator
- 6.12 State Communications Officer
- 6.13 State Political Action Coordinator
- 6.14 Designated Lobbyist

ARTICLE SEVEN: MEMBERSHIP

- 7.01 Membership Requirements
- 7.02 Membership Rights
- 7.03 Special Memberships
- 7.04 Membership Termination, Expulsion, Suspension

ARTICLE EIGHT: LOCAL ORGANIZATIONS

- 8.01 The Chapter
- 8.02 Chapter Operations
- 8.03 Chapter Elections
- 8.04 The Chapter Coordinator
- 8.05 (Deleted)
- 8.06 Coordinator Identification
- 8.07 Members-At-Large

ARTICLE NINE: INDEMNIFICATION

- 9.01 Indemnification by Third Parties
- 9.02 Indemnification in Actions by or in the Rights of the Corporation
- 9.03 Indemnification Against Expenses
- 9.04 Required Determinations
- 9.05 Insurance

ARTICLE TEN: FINANCIAL

- 10.01 Membership Fees
- 10.02 Treasury Reports
- 10.03 Expenses
- 10.04 Treasury Expenditures
- 10.05 Treasury Audits

ARTICLE ELEVEN: POLICIES AND PROCEDURES

- 11.01 Policies and Procedures Manual
- 11.02 Manual Responsibility
- 11.03 Manual Distribution

ARTICLE TWELVE: MISCELLANEOUS PROVISIONS

- 12.01 Books and Records
- 12.02 Seal
- 12.03 Resignation
- 12.04 Amendment
- 12.05 Invalid Provisions
- 12.06 Headings

**BYLAWS
OF
ABATE OF ARIZONA, INC.
An Arizona Corporation
ARTICLE ONE: OFFICES**

1.01 KNOWN PLACE OF BUSINESS AND STATUTORY AGENT:

(a) The known place of business and statutory agent of ABATE OF ARIZONA, INC. (the "Corporation") shall be as designated from time to time by the appropriate filing by the Corporation in the office of the Corporation Commission of the State of Arizona.

(b) The statutory agent shall provide the Board of Directors copies of any papers filed with the Corporation Commission within 30 days of such filing.

1.02 OTHER OFFICES:

The Corporation may also have offices at such other places, both within and without the State of Arizona, as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE TWO: OBJECTIVES AND PURPOSES

2.01 OBJECTIVES AND PURPOSES:

The primary objectives and purposes of the Corporation shall be to:

(a) Promote safety and educational programs and other programs to improve the general image of the motorcycle community.

(b) Preserve and protect the rights of motorcyclists by informing the membership on all relevant regulations and legislation, and promote political action campaigns in the best interest of the motorcycle community.

(c) Oppose discrimination that is based upon race, color, creed, religion, national origin, gender, sexual preference, brand of motorcycle ridden, association, membership or non-membership in any club or organization.

ARTICLE THREE: DIRECTORS

3.01 MANAGEMENT:

The business and affairs of the Corporation shall be managed by the Board of Directors; and, subject to the restrictions imposed by law, the Articles of Incorporation or these Bylaws, the Board of Directors may exercise all the powers of the Corporation.

3.02 NUMBER; ELECTIONS; TERM; QUALIFICATION:

(a) The initial Board of Directors named in the Articles of Incorporation shall hold office for a term of two years or until such time as they voluntarily retire, resign or are removed from office as provided in these Articles, Section 3.07; or until their successors are elected and qualified.

(b)(1) Thereafter, the number of directors which shall constitute the Board of Directors shall be no less than five (5) nor more than eleven (11) as determined by the Board of Directors on its own authority; but in no case shall the Board be less than the number of active chapters, as defined in Section 3.02 (e), below.

(2) Each active chapter, as defined below, shall be entitled to one (1) seat on the Board of Directors, beginning with the biennial election of Directors in 1996. Unassigned seats on the Board of Directors, if any, shall be chosen at large, as provided in Section 3.02 (d) below.

(c) A director must be at least eighteen (18) years of age, a member of the Corporation of the respective chapter, and have served as an officer in the Corporation for a period of not less than one year. For a director's name to be placed on the ballot for election, he must be nominated by another member of the Corporation. The directors shall be elected by the general membership at its annual meeting each November to serve for a term of two years and until their successors are elected and qualified commencing January of the year following the election.

(d) The active chapters, as defined in Section (e) below, shall each nominate at least one (1) candidate for the Board of Directors. The general membership of the respective chapter shall vote every two (2) years for all candidates so nominated, at the Corporation's annual meeting. The candidate of each chapter who receives the greatest number of votes, as compared to the other candidates from that same chapter, shall be the representative to the Board of Directors from that chapter. After these seats have been assigned, the candidates who have received, in descending order, a plurality of the remaining of the total votes, shall be assigned to those seats remaining.

(e) For the purpose of this section, an "Active Chapter" shall be an organization, as defined under Article 8.01, to have been in continuous operation prior to an election of the Board of Directors for a period of no less than twelve (12) months.

3.03 ORGANIZATION:

The Board of Directors shall, by majority vote, elect a Chair of the Board of Directors. At all meetings of the Board of Directors the Chair or, if absent, an interim chosen by a majority of the Directors present, shall preside. A secretary shall be present at all Board of Directors meetings.

3.04

VACANCIES:

(a) Any vacancy in the Board of Directors resulting from death, resignation, incapacity or removal may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A Trustee appointed by a quorum of the existing BOD may fill a vacancy on the BOD. The Trustee shall act as a member of the Board until his/her appointment is ratified or he/she is replaced by an election by the voting membership, at the Annual Meeting.

(b) Any person holding the position of Director or State Officer who is removed for malfeasance or resigns that position to avoid the removal process, shall not again serve in the position of Director or State Officer for a period not less than five (5) years commencing from the date of such removal and/or resignation.

3.05 REGULAR MEETINGS:

The Chair of the Board of Directors shall determine the date and place of the regular meetings and shall be responsible for preparing the agenda for such meetings. The Board of Directors may hold its meetings at such place or places within or without the State of Arizona as the Chair may from time to time determine.

3.06 SPECIAL MEETINGS:

Special meetings of the Board of Directors may be called at any time by the Chair of the Board of Directors or by any two members of the Board. Notice of such meeting stating the purpose and the time and place where it is to be held shall be given by serving a copy of such notice personally or by mail upon each director at least seven (7) days before the day on which the meeting is to be held. E-mail or telephone calls may be used to confirm dates of meeting or attendance but may not be used to circumvent mail or personal notification. Individual Directors may sign a waiver of notice via U.S. Mail that would authorize notice by E-mail in lieu of U.S. Mail.

3.07 REMOVAL:

(a) REMOVAL FOR VACANCY. The Board of Directors may declare the place of any director vacant and fill the vacancy if such director is absent from more than two (2) consecutive regular or special meetings or three(3) meetings of the Board within a twelve (12) month period, of the current term, without a cause deemed sufficient by the Board. The requirements of employment shall always be deemed sufficient. The Board must first advise the director and the appropriate chapter of the Board's intent to remove the director and the date of the Board meeting at which such action will be taken. Such notification shall be by "Certified Mail-Return Receipt Requested".

(b) REMOVAL BY RECALL. Any Director elected or appointed may be removed by a simple majority vote of the membership through a recall election which can be initiated by:

- (1) The Board of Directors, or
- (2) Petition of 25% of the General Membership of the respective chapter

(c) REMOVAL FOR CAUSE.

- (1) Any Director may be removed by the Board of Directors upon complaint by the State Secretary, according to the provision of (2) and (3) below:
 - (2) With the presence of at least four (4) written statements by members of the Board of Directors, documenting malfeasance, inability to perform the duties of Director or evidence indicating Director actions of a nature which discredits the organizations slated objectives and purposes as cited in paragraph 2.01 above. In addition, no Director may be removed without a simple majority vote of the State Officers.

(3) The Board of Directors shall have the final judgment on what acts shall warrant action.

(4) Malfeasance shall be defined as any wrongful conduct that affects, interrupts, or interferes with the performance of official duties or the performance of the Corporation.

3.08 QUORUM; MAJORITY VOTE:

At all meetings of the Board of Directors, a majority of the directors fixed in the manner provided in these Bylaws shall constitute a quorum for the transaction of business. If a quorum is not present at a meeting, a majority of the directors present may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum is present. The act of a majority of the directors present at a meeting at which a quorum is in attendance shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

ARTICLE FOUR: COMMITTEES

4.01 DESIGNATION:

The Board of Directors shall by resolution adopted by a majority of the Board of Directors designate a Bylaws Committee and such other committees as it deems appropriate.

4.02 NUMBER; AUTHORITY; QUALIFICATION; TERM:

The Bylaws Committee shall consist of three members who are volunteers and whose duty shall be to review and recommend to the Board of Directors from time to time amendments to these Bylaws. The term of members on the Bylaws Committee shall be as determined by the Board of Directors. The number of the Bylaws Committee members may be increased or decreased from time to time by resolution adopted by a majority of the Board of Directors. The number, authority, qualification and term of any other committees shall be as determined by the Board of Directors.

ARTICLE FIVE: GENERAL PROVISIONS RELATING TO MEETINGS:

5.01 NOTICE:

Whenever by law, the Articles of Incorporation, or these Bylaws, notice is required to be given to any committee member or director and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given: (a) in writing, by mail, postage prepaid, addressed to each such committee member or director at his address as it appears on the books of the Corporation, or (b) by any other method permitted by law. Any notice required or permitted to be given by mail shall be deemed to be delivered and given at the time when the same is deposited in the United States mail.

5.02 WAIVER OF NOTICE:

Whenever by law, the Articles of Incorporation or these Bylaws, any notice is required to be given to any committee member or director of the Corporation, a waiver thereof in

writing, signed by the person or persons entitled, to such notice, whether before or after the time notice should have been given, shall be equivalent to the giving of such notice. Attendance of a committee member or director at a meeting shall constitute a waiver of notice of such meeting, except where such person attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE SIX: STATE OFFICERS

6.01 NUMBER; TITLE; ELECTION; TERM:

(a) ENUMERATION: The Corporation shall have a President (designated as the “President”), one Vice President (designated as the “Vice President”), one Sergeant-At-Arms, a Secretary (as that term is described in Arizona Revised Statutes 10-1002 (24)), a Treasurer, a Political Action Coordinator, a Membership Coordinator, and such other officers and agents as the Board of Directors may deem desirable.

(b) ELECTION; QUALIFICATIONS; TERM:

- (1) Each officer shall be a member of the Corporation and shall have served for a period of at least (1) year as an officer of a chapter. Each officer shall hold office for the term for which he is elected or appointed and until his successor has been elected or qualified and appointed. The members of the Corporation shall elect officers at their annual meeting.

State officers, with the exception of the State Treasurer, who is appointed by the Board, shall hold office for a term of two (2) years. All State officers and the Board of Directors shall maintain a membership with the American Motorcyclist Association (A.M.A.) through the duration of their term of office, to ensure the Corporation’s Charter Status with A.M.A. Any two or more offices may be held by the same person, except that the President and the Treasurer shall not be the same person. With the exception of the State Treasurer, members of the Corporation may submit to the Corporation candidates who are members of the Corporation for its consideration to elect as an officer of the Corporation. No member of the Corporation shall hold a position as State Officer and member of the Board of Directors concurrently.

(2) The Board of Directors may, at its discretion, qualify a candidate with equivalent officer experience from an ABATE organization from another state, provided the candidate meets the other provisions of Article 6.01 (b) (1) above.

6.02 REMOVAL:

(a) REMOVAL BY RECALL: Any State officer elected or appointed may be removed by a simple majority vote of the membership through a recall election, which can be initiated by:

- (1) The Board of Directors, or
- (2) Petition of 25% of the General Membership State Wide.

(b) REMOVAL FOR CAUSE BY PETITION:

(1) Any state or chapter officer except the President, may be removed by the Board of Directors upon written complaint to the President, according to the provisions of (3) below.

(2) The President may be removed by the Board of Directors upon written complaint by one or more members of the Board of Directors, according to the provisions of (3) below.

(3) No such action shall be taken without the presence of at least three (3) written statements by the President or member of the Board of Directors, documenting malfeasance or inability to perform the duty of the office, or evidence indicating the Officers actions of a nature which discredited the organizations stated objectives and purposes as cited in paragraph 2.01 above. The Board of Directors shall have the final judgment on what acts shall warrant action.

(4) "Malfeasance" shall be defined as any wrongful conduct that affects, interrupts or interferes with the performance of official duties.

6.03 VACANCIES; SPECIAL ELECTIONS:

(a) Any vacancy occurring in any office of the Corporation may be filled by appointment by the Board of Directors, subject to the provisions of Sections 3.01 and .8.02 of these Bylaws.

(b) In the event of the loss of more than one third (1/3) of the Board of Directors, or of the State Officers elected or appointed, the Board of Directors, or the remaining directors thereof, may call for a special election of the general membership to fill the positions.

6.04 AUTHORITY:

Officers shall have such authority and perform such duties in the management of the Corporation as are provided by these Bylaws or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

6.05

(Compensation - deleted language – 06/02)

6.06

STATE PRESIDENT:

The duties and powers of the President shall be as set forth in these Bylaws and as may be given from time to time by the Board of Directors. The President shall be Chief Executive Officer and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the organization and officers. Other responsibilities shall be to:

- (a) act as the official spokesperson for ABATE of Arizona;
- (b) manage and maintain an office in the name of the Corporation;
- (c) assist new and existing chapters in an advisory capacity;
- (d) assist new chapters in the appointment of interim officers;
- (e) represent the Corporation at meetings of traffic safety groups, workshops and other activities which affect motorcycling;
- (f) conduct an annual coordinator's training session;

(g) gather and manage compilation of information regarding motorcycle statistics, legislation, and ABATE programs;

(h) develop a calendar of events for Board approval;

(i) work on establishing a coalition of motorcycle groups on a statewide basis in the common interests of motorcycle safety and political awareness.

(j) shall serve as Editor-In-Chief of the corporation's newspaper, and appoint such editorial and management staff as needed for its publication.

(k) reprimand officers in the event of incompetence or neglect of their duties.

6.07 STATE VICE PRESIDENT:

The Vice President shall assume the duties as directed by the President within guidelines established by the Board of Directors.

6.08 STATE TREASURER:

The State Treasurer shall keep a complete and accurate account of all the Corporation's monies and shall publish a quarterly financial statement for distribution to the directors and officers of the Corporation, and to other parties as may be required by law. The State Treasurer shall give a copy of the Monthly Financial Report to all Board Members. The State Treasurer shall submit an annual projected budget to the Board of Directors at their designated quarterly Board of Directors meeting for the next year.

6.09 STATE SECRETARY:

The State Secretary shall take minutes of all monthly meetings of the Board of Directors, the members and any committee and place them in the Corporation's record book to be maintained at the Corporation's principal office. Meeting minutes shall be sent to all Board members and State officers within two weeks after each meeting.

6.10 STATE SERGEANT –AT- ARMS:

The Sergeant-at-Arms shall perform several duties for the President and will be expected to maintain his alertness and be prepared to respond to the summons of the President during all meetings, activities and functions. The Sergeant—at—Arms will be entrusted with the role of keeper-of-the-peace during meetings, activities and functions.

6.11 STATE SAFETY PROGRAM COORDINATOR:

The Safety Program Coordinator shall coordinate with state and private agencies to devise, develop and assist any program or idea that might be beneficial to the motorcyclist. The Safety Program Coordinator shall report directly to the President and shall give progress reports to the Board of Directors at its meetings.

6.12 STATE COMMUNICATIONS OFFICER:

The Communications Officer shall be responsible for maintaining and improving communications between chapters, the state officers and the Board of Directors, and between the Corporation and other motorcycle rights organizations within and without the state of Arizona. To these ends, the Communications Officer shall serve on the editorial board of the Corporation's newspaper, to ensure the timely dissemination of this information.

6.13 STATE POLITICAL ACTION COORDINATOR:

The Political Action Coordinator is responsible for keeping abreast with all legislative movements concerning motorcycles in the state and federal legislatures and in other states. The State Political Action Coordinator should be familiar with local, state and federal laws, and proficient in legal research methods.

6.14 DESIGNATED LOBBYIST:

The Designated Lobbyist shall serve as the Corporation's official liaison to local, state and national governments under the supervision of the Board of Directors. The Designated Lobbyist will work with the President to prepare a Political Agenda for the next year, to be presented to the Board of Directors at the third annual Board of Directors meeting for approval. The Designated Lobbyist will prepare and promote legislation and position papers, on legislation pertaining to ABATE's Political Agenda, as required. The Designated Lobbyist shall be appointed by the Board and be a registered State of Arizona Lobbyist for ABATE of Arizona Inc. The Designated Lobbyist cannot hold a seat on the Board of Directors.

ARTICLE SEVEN: MEMBERSHIP

7.01 MEMBERSHIP REQUIREMENTS:

(a) REQUIREMENTS: Any person may become a member upon written application to the Corporation and the payment of annual dues. Any person under the age of 18 shall not be eligible to vote or hold an officer position within the Corporation.

(b) MEMBERSHIP KIT / YEAR PINS: A qualified applicant accepted to membership shall be issued for the first year of membership, a kit containing a membership card with registration number, a patch with the Corporation logo, a window decal and a copy of these Bylaws. Renewing members shall receive a year pin for each subsequent year after the first.

(c) LIMITATIONS ON PATCH USAGE: The ABATE patch is to be worn on the front of a jacket, cut, etc; however, that patch may be worn on the back of a garment provided it is not located in the center, is not the only patch on the back, and is not used with rockers or as rockers.

(d) LIABILITY: No member shall be personally liable for debts or obligations of the Corporation.

(e) LIFETIME MEMBERSHIPS: Lifetime Members will be eligible for the MasterLink and lifetime patch or pin.

7.02 MEMBERSHIP RIGHTS:

The membership shall be empowered to take or direct any action consistent with the Bylaws of the Corporation. The specific rights of the membership are:

- (a) to nominate and vote for representatives of chapter and state organizations; and
- (b) to nominate and vote for directors of the Corporation.

7.03 SPECIAL MEMBERSHIPS:

Honorary memberships may be granted by majority vote of officers of the Corporation upon written recommendation by any member, of the Corporation. A special membership automatically assumes the rights of a general membership.

7.04 MEMBERSHIP TERMINATION, EXPULSION, SUSPENSION

(a) A membership may be terminated, suspended, and/or the member expelled for malfeasance or actions of a nature which discredits the organization's slated objectives and purposes as cited in paragraph 2.01 above.

(b) The following procedure will be initiated upon the written statement from four (4) Board of Directors or State Officers documenting that an infraction of the above has occurred:

(1) A written notice will shall sent to the member at least fifteen (15) days before the termination, expulsion, or suspension with the reasons therefore.

(2) The member will be allowed the opportunity to be heard orally or in writing, before the Board of Directors, at least five (5) days before the effective date of the termination, expulsion, or suspension.

(3) It will be fair and reasonable to take into consideration all relevant facts and circumstances.

(4) Any written notice that is mailed will be sent to the last address of the member shown on the corporation's records.

(c) Any proceedings challenging a termination, expulsion or suspension, including a proceeding in which defective notice is alleged, shall begin within six months after the effective date of the termination, expulsion, or suspension

(d) Any member who has been terminated, expelled, or suspended may be liable to the corporation for dues, assessments, or fees as a result of obligations incurred or commitments made prior to the termination, expulsion, or suspension.

(e) The Board of Directors shall have the final judgment on what acts shall warrant action.

(f) The Board of Directors will determine a duration of time that any termination, expulsion, or suspension shall last. The minimum length of time that any action shall last will be one year.

Malfeasance shall be defined as any wrongful conduct that affects, interrupts, or interferes with the performance of the Corporation

ARTICLE EIGHT: CHAPTERS

8.01 THE CHAPTER:

A local organization (designated as "Chapter") may be established in each county or designated area in the state of Arizona, as determined by the Board of Directors under the supervision of the President. Each chapter shall be headed by a Chapter Coordinator who shall be nominated and elected by members of that chapter. A Chapter Coordinator shall be responsible for no more than one chapter.

8.02 CHAPTER OPERATION:

Each chapter may establish Bylaws, but the chapter Bylaws shall not be in conflict with the Corporation's Bylaws. Each chapter may maintain a treasury, but monthly reports and Corporation monies must be submitted to the State Treasurer. Each chapter may establish its own treasury limit, to be approved by the Board of Directors, by majority vote of that chapter. Each chapter may also determine the use of such funds (i.e., membership meeting expenses), but excess funds shall be submitted to the State Treasurer.

8.03 CHAPTER ELECTIONS:

Each chapter shall have meetings to elect a secretary and treasurer, and other positions as specified in these bylaws. In the event these positions become vacant for any reason, they may be assumed by volunteers with the approval of the remaining officers of that chapter to serve the remainder of the term.

(a) ELECTION; QUALIFICATIONS; TERM:

All prospective Chapter Coordinators must have attended at least 50% or more of the Chapter meetings in the calendar year that they are running for office. Qualified nominee names will be placed on a State-approved ballot form. Election of officers will take place within the last quarter of the calendar year. All elected or appointed Chapter Coordinators must be present for at least 75% of the Chapter's meetings throughout the one-year term. This provision does not apply to newly forming Chapters.

8.04 CHAPTER COORDINATOR:

The Chapter Coordinator shall have the total responsibility for the operation of the chapter, subject to the supervision of the President.

8.05 (DELETED LANGUAGE—11/95)

8.06 COORDINATOR IDENTIFICATION:

The Chapter Coordinator shall provide to the State Membership Coordinator an up-to-date list of all chapter officers including name, address, telephone number and date of assuming those duties.

8.07 MEMBER-AT-LARGE:

(a) Members of the Corporation who so desire may specify that their membership is at-large within the corporation, and not be assigned membership to any local organization.

(b) Members-at-large shall have all rights accorded under Article Seven of these Bylaws, but as a group shall not be considered a Chapter as defined in Articles 3.02 or Articles 8.01 through 8.05, nor automatically entitled to a seat on the Board of Directors as provided in Article 3.02.

(c) The Officers of the Corporation shall be responsible for the direct administration of at-large members in those instances where those duties would normally be assumed by an equivalent chapter Officer.

ARTICLE NINE: INDEMNIFICATION

9.01 INDEMNIFICATION ACTIONS BY THIRD PARTIES:

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a director, committee member, officer or employee of the Corporation or is or was serving at the request of the Corporation as a director, committee member, officer or employee of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney fees, and against judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted, or failed to act in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person acted or failed to act other than in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

9.02 INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE CORPORATION:

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, committee member, officer or employee of the Corporation or is or was serving at the request of the Corporation as a director, committee member, officer or employee of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorney fees, but excluding judgments and fines and, except as hereinafter set forth, amounts paid in settlement, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit, if he or she acted, or failed to act, in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, except that no indemnification may be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, indemnity for the amounts so paid in settlement and for the expenses, including attorney's fees, actually and reasonably incurred by him or her in connection therewith.

9.03 INDEMNIFICATION AGAINST EXPENSES:

To the extent that a director, committee member, officer or employee of the Corporation has been successful on the merits or otherwise in defense of any action, suit or

proceeding referred to in Sections 9.01 or 9.02 of these Bylaws, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses, including attorney fees, actually and reasonably incurred by him or her in connection therewith.

9.04 REQUIRED DETERMINATIONS:

Any indemnifications under Sections 9.01 or 9.02 of these Bylaws, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of a director, committee member, officer or employee is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 9.01 or 9.02 of these Bylaws. Such determination shall be made by any of the following:

(a) By the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding.

(b) If such quorum is not obtainable, in a written opinion of independent legal counsel appointed by a majority of the disinterested directors for that purpose.

(c) If there are no disinterested directors, by the court or other body before which the action, suit or proceeding was brought, or any court of competent jurisdiction upon the approval of an application by any person seeking indemnification may include the expenses, including attorney fees, actually and reasonably paid in connection with such application.

9.05 INSURANCE:

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, committee member, officer or employee of the Corporation or is or was serving at the request of the Corporation as a director, committee member, officer or employee of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such Capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such a liability under Article Nine of these Bylaws.

ARTICLE TEN: FINANCIAL

10.01 MEMBERSHIP FEES:

The state treasury shall receive 100 percent of each membership fee which shall be established from time to time by the Board of Directors. Charter membership fees cannot be raised from the original fee as determined at the time the Charter membership was initiated. Membership applications and 100 percent of the dues will be forwarded to the State not later than 20 days from receipt.

10.02 TREASURY REPORTS:

(a) Each chapter will send the State Treasurer a monthly chapter financial report. Each chapter shall make available to any member the financial status of the chapter and/or the last known status of the treasury. All drafts against all Corporation accounts shall require two (2) officer's signatures, one of which shall be the Treasurer's. The

second signature shall not be that of an officer residing in the same household as the Treasurer.

(b) Each chapter will send the State Treasurer all bookkeeping records and original receipts by January 30th for the previous year. The President and State Treasurer will confirm all Chapters are in compliance and keep records on file in the state office.

10.03 EXPENSES:

Any member may be reimbursed for expenses for the benefit of the Corporation with the pre-approval of the President or respective Chapter Coordinator, if chapter expenses are incurred.

10.04 TREASURY EXPENDITURES:

All expenditures greater than \$500.00 must be approved by the Board of Directors. Expenditures less than \$500.00 can be made with the approval of the State Treasurer and one Board member or officer. This restriction does not apply to routine business expenses such as the purchase of pins, payments for tee shirts and other promotional items, newsletter printing or mailing costs, or annual fund raiser expenses (Too Broke for Sturgis), etc.

10.05 TREASURY AUDITS:

(a) Each chapter will have an annual internal audit. The State Treasurer and President will be responsible for having a qualified person perform each chapter audit. Audit results for each chapter shall be reported to the Board of Directors at the third annual quarterly Board of Directors meeting.

(b) The State Treasurer shall have an internal audit annually. Such audit will include the State Treasurer, President and all the Members of the Board of Directors. State treasury audits will begin no later than the fourth quarterly Board of Directors meeting in 2003 and continue annually at the fourth quarterly Board of Directors meetings.

ARTICLE ELEVEN: POLICIES AND PROCEDURES

11.01 POLICIES AND PROCEDURES MANUALS:

The Corporation shall establish and maintain a policies and procedures manual which shall clearly define all policies and procedures of the Corporation in regard to overall operation, committee operation, duties of officers and coordinators and other matters as from time to time determined by the Board of Directors.

11.02 MANUAL RESPONSIBILITY:

The President shall be responsible for distributing the manual and revisions to all Chapter Coordinators.

ARTICLE TWELVE: MISCELLANEOUS PROVISIONS

12.01 BOOKS AND RECORDS:

The Corporation shall keep correct and complete books and records of account;

shall keep minutes of the proceedings of its members, Board of Directors and any committee; and shall keep at its registered office of principal place of business a record of its members, giving the names and addresses of all members.

12.02 CORPORATION SEAL:

The seal of the Corporation shall be such as from time to time may be approved by the Board of Directors.

12.03 RESIGNATION:

A director, committee member, officer or agent may resign by so stating at any meeting of the Board of Directors or by giving written notice to the Board of Directors, the President or the State Secretary. Such resignation shall take effect at the time specified therein, or immediately if no time is specified. Unless it specifies otherwise, a resignation is effective without being accepted.

12.04 AMENDMENT:

The power and authority to alter, amend or repeal these Bylaws or to adopt new Bylaws are vested in the membership of the Corporation. The majority for amendment to the Bylaws shall be not less than two-thirds (2/3) of those voting.

(a) Alterations, amendments and/or repeal of these bylaws shall become effective, 30 days after the results of the election are certified as accurate, by the State Secretary.

(b) No Bylaw, altered Bylaw, or amended Bylaw shall be applied retroactively, to any Board Member, State Officer or Chapter Officer.

12.05 INVALID PROVISIONS:

If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as it is possible and reasonable, shall remain valid and operative.

12.06 HEADINGS:

The headings used in these Bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these Bylaws.

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Amended December 15th, 2011

Statutory Agent: Matt Brown