

2003

OWYHEE MOTORCYCLE CLUB

Constitution and Bylaws

All amendments to the constitution and bylaws have been incorporated into the text of this document July, 2003.

OWYHEE MOTORCYCLE CLUB

I. The name of this CORPORATION shall be the OWYHEE MOTORCYCLE CLUB, INC.

OBJECTS:

II. The object of this club is formed is a increase the social relations existing between owners and users of motorcycles; to encourage and assist in the building of good will with the people of the State of Idaho; to teach the proper use of motorcycles and/ to encourage the owners and users to refrain from all violations of the law and the rules of the road; to conduct and promote tours, events, and race meets; to do all the every action and thing necessary and proper to carry out the purpose of the CLUB in the same manner and to the same extent as natural persons could do in their individual capacity.

ARTICLE I – CORPORATE POWERS:

III. The corporate powers of this club shall be invested in a Board of Directors who shall be members in good standing, two-thirds (2/3) of whom shall constitute a quorum for the transaction of business.

ARTICLE II – ELECTION OF DIRECTORS:

IV. The voting Board of Directors shall consist of 8 directors; president, vice-president Motocross, vice president Short Track, secretary, treasurer, advertising and public relations chairperson, road captain Motocross, and road captain Short Track. Non-voting elected directors shall consist of 8; assistant vice president Motocross, assistant vice president Short Track, assistant road captain Motocross, assistant road captain Short Track, referee Motocross, referee Short Track, assistant referee Motocross, and assistant

referee Short Track. Appointed non-voting board positions shall be; SGT of Arms and membership coordinator. The elected directors shall be elected by ballot on the first meeting in October of each year by the members of the club, to serve for one year and until their successors are elected and qualified. The date can be changed based on a thirty day notification by the board of directors to the general membership. Their term of office shall begin January 1 of each year. The outgoing directors are asked to work with the newly elected directors for six months, but without voting privileges.

ARTICLE III – REMOVAL OF OFFICERS:

V. To remove an officer from office, charges must be presented in writing to the Board of Directors who, after due deliberation, shall report to the CLUB its recommendations. A two-thirds (2/3) majority ballot vote of the general membership present shall be required to remove the officer involved.

ARTICLE IV – VACANCIES IN THE BOARD OF DIRECTORS

VI. Vacancies in the Board of Directors shall be filled at a regular meeting by a vote of the club members no later than one (1) month following such vacancies. The President shall appoint an interim appointed board member to fill vacancy until the general membership can vote in a new director.

ARTICLE V – POWER OF DIRECTORS

1. Call special general membership meetings of this club when they deem it necessary, and/or they shall call a meeting at any time upon the written request of ten percent (10%) of the members of the OWYHEE MOTORCYCLE CLUB.

2. Conduct, manage, and control affairs and business of the CLUB and to make rules and regulations not inconsistent with the rules and constitution, the Bylaws of the CLUB, or management of the affairs of the CLUB.

ARTICLE VI – DUTIES OF DIRECTORS:

It shall be the duty of the Directors:

1. To cause to be kept a complete record of all their minutes and acts of the proceedings of the board and general membership meetings, and present a full statement at the following meeting for the general club members, showing in detail all the business covered at said meetings.

2. To supervise all officers, agents, consultants and contractors, and see that their duties are properly performed.

3. To cause to be issued to members of this CLUB certificates of membership and to provide for the cancellation of the same.

ARTICLE VII – OFFICERS:

1. Nomination and election of such officers shall be made on the first meeting night in October. The compensation of all officers shall be fixed and determined by a vote of the club members. Dealers, their families and their employees are eligible to hold office with the exception of president or vice president. AMENDED: 10/1/68

2. To insure all necessary insurance policies are in place that will protect all club members and directors.

ARTICLE VIII – PRESIDENT

It shall be the duty of the President:

1. To preside over all general meetings and all board meetings, and said President shall be casting vote.

2. To sign, as President, all contracts and other instruments of writing, which have been first approved by the CLUB members.

3. To call all Directors together whenever said President deems it necessary and shall have, subject to the advice of the Board of Directors, direction of the affairs of the CLUB, and generally shall discharge such other duties as may be required of the President by the Bylaws of the CLUB.

4. To appoint all other committees not otherwise provided for. To appoint the position of Sergeant of Arms and Membership Coordinator.

The President or two (2) of the Board of Directors may call special meetings of the Board of Directors at any time, and notice shall be given of such called meetings to each Director.

ARTICLE IX – VICE PRESIDENT, MOTOCROSS & SHORT TRACK:

Either of the Vice President's, chosen by the president shall act in the absence of the President and perform the duties of the President when so absent in the manner herein before provided, and to do and discharge such other and further duties that may be required of the President, by the Bylaws, or the Board of Directors.

1. To keep a record of all riders and /or members participating in CLUB events, meets, etc.

2. The vice president shall have the power to change destination or to discontinue any CLUB event for good and sufficient reasons, and shall use best efforts to notify all riders and/or members of such changes.

3. The vice president may demand sufficient proof from any rider and/or member proving his good-standing membership in the CLUB.

4. The vice president shall use his best efforts to keep the members together, care for their welfare, inform them of the proper routes to take and have full charge of starting all official CLUB events.

5. To set times for meets and events.

ARTICLE X – TREASURER:

It shall be the duty of the Treasurer:

1. To record all the accounting functions of the CLUB on the order of the President, and pay all bills. All checks shall be signed by two signatures of the President and/or the Secretary and/or Treasurer, when bill exceeds the spending budget set by the club.

2. To keep the Corporate Seal and shall affix said Corporate Seal to all papers requiring a seal.

3. To keep all necessary accounting in a basic accounting method that is in a standard of accounting practice, making available to all general club members and its directors these records.

ARTICLE XI – SECRETARY:

It shall be the duty of the Secretary:

1. To keep a record of proceedings of the Board of Directors and of the meetings of general membership of this CLUB.

2. To receive and read the members all communications, and to attend to all CLUB correspondence, and to perform such other like duties as may be required.

3. If unable to perform these duties during any board and or any general membership, shall forward all records of communication to a member to have these records available and to record the minutes of such meetings.

ARTICLE XII – ROAD CAPTAIN – MOTOCROSS & SHORT TRACK:

It shall be the duty of Road Captain:

1. Maintain, prepare and care take of OMC property and equipment.
2. Responsible for any track preparation and to maintain equipment for OMC operations on or off club grounds.
3. The Assistant Road Captain shall assist the Road Captain as the Captain deems necessary, and in said Road Captain's absence, shall assume the duties of the Road Captain.

ARTICLE XIII – ASSISTANT ROAD CAPTAIN – MOTOCROSS & SHORT TRACK:

The Assistant Road Captain shall act in the absence of the Road Captain and perform the duties of the Road Captain when so absent, in the manner hereinbefore provided, and to do and discharge such other further duties that may be required by the President, by the Bylaws, or the Board of Directors.

ARTICLE XIV – PUBLIC RELATIOSN AND ADVERTISING CHAIRPERSON:

It shall be the duty of the Public Relations and Advertising Chairperson to help further the good will of the CLUB and it shall be said Chairperson's duty to submit a report of misconduct of any member of the CLUB to the President for presentation to the Board. The Chairperson shall be Chairperson of the Advertising Committee, and shall

appoint two (2) other members of the committee, and carry out other duties as may be required by the Chairperson.

1. To maintain OMC newsletters and website with all applicable CLUB communications, or appoint a committee in which the chairperson would oversee.

ARTICLE XV – REFEREE – MOTOCROSS & SHORT TRACK:

It shall be the duty of the Referee:

1. To attend all OMC events and/or operations and to insure that his/her assistant is in attendance if he/she is unable to attend.

2. To arbitrate any dispute or event misconduct, and to assess penalties as according to OMC rules. To notify the acting Vice President of his/her decision.

3. To maintain and enforce the OMC rule book.

4. To schedule race/event orders.

5. Conduct riders meetings at race/events.

ARTICLE XVI – ASSISTANT REFEREE – MOTOCROSS & SHORT TRACK

It shall be the duty of the Assistant Referee's to act in the absence of the Referee and perform the duties of the Referee when so absent in the manner herein provided, and to do and discharge such other duties that may be required by the Bylaws, or the Board of Directors.

ARTICLE XVII – SERGEANT AT ARMS (appointed):

It shall be the duty of the Sergeant at Arms to keep order at the Board meetings, all CLUB meetings, and the CLUB functions requiring restraint, as deemed necessary by the President. The Sergeant at Arms shall make preparations for voting and balloting,

guard the CLUB from intrusions during meetings, and carry out such other duties as may be required of said Sergeant at Arms.

ARTICLE XVIII – MEMBERSHIP COORDINATOR (appointed):

It shall be the duty of the Membership Coordinator:

1. To maintain record keeping for all membership, membership in good standing & access to club grounds based on membership participation.
2. To perform duties that may be required of by the President, the Bylaws or the Board of Directors.
3. To keep all property and necessary books of account showing the number of membership cards issued, date of issuance, and statue of members.
4. Coordinate with Sergeant at Arms during voting to insure only eligible members are voting.

ARTICLE XVIII – TEMPORARY VACANCIES:

In case of a temporary absence, inability, refusal, or neglect to do the duties required of office, then such duties may be discharged by any member thereunto directed by the voting board of the CLUB until such vacancies are filled.

ARTICLE XX – MEMBERSHIP

1. Any person of good moral character, proposed by two (2) members in good standing and accepted by a two-thirds (2/3) majority of the CLUB, provided that the membership dues are paid in advance at the time of application. To be voted in as an OMC member, the applicant shall attend two (2) meetings plus work one half (1/2) required volunteered hours, or attend three (3) meetings.

2. Members shall consist of five (5) classes: Member in good standing, fee membership, member not in good standing, honorary and lifetime.

3. Memberships are renewed annually, excluding honorary and lifetime.

4. This association is a non-profit sharing membership corporation without capital stock. All persons interested in the purposes of this association, as herein before set forth shall, upon election to membership and the payment of required fee, be eligible to membership herein. The rights and interest of all members of this association shall be equal. This association shall not issue any capital stock but shall issue membership certificates to each member thereof, which certificates cannot be assigned so that the transferee can by such transfer become a member of the association, except by resolution of the Board of Directors and under such regulations as by Bylaws may prescribe.

ARTICLE XXI – AMMENDMENTS:

This Constitution may be altered or amended at a meeting of this CLUB by two-thirds (2/3) ballot vote of the members present, provided that proposed amendments have been submitted in writing at a regular meeting, posted and read to members at three (3) previous meetings. Amendments passed shall be added to the Constitution immediately after passage.

2003

OWYHEE MOTORCYCLE CLUB BYLAWS

ARTICLE I – MEETINGS:

Regular meetings of this CLUB shall be held on the first Thursday night of each month at 7:00 pm.

ARTICLE II – MEETING RULES OF ORDER:

Roberts Rules of Order shall govern the meetings of this CLUB and its Board of Directors, when same does not conflict with these Bylaws.

ARTICLE III – ORDER OF BUSINESS:

1. Call to Order
2. Reading of the Minutes of the previous meeting.
3. Application for membership, election of new members.
4. Reading of communications.
5. Unfinished business.
6. New business.
7. Bills (presentation of payment)
8. Treasurer's report
9. Captain's report
10. Adjournment

ARTICLE IV – RULES OF ORDER

1. When the President takes the chair, the officers and members shall be seated; and at the sound of the gavel, all shall be silent. The President shall say, "The meeting will please come to order."

2. The minutes are read, and errors are corrected, and the minutes are adopted.

3. Communications are read, but no actions are taken until the class of business to which they belong is in order.

4. All unfinished business shall be mentioned, and further or final action taken.

5. New business is brought up for question. When a member desires to speak on any question, said member must raise his/her right hand to gain recognition from the President. Said member must confine himself/herself to the question under debate, and avoid personality and indecorous or sarcastic language, as well as any reflection on the CLUB and its members. No member shall speak more than twice on the same subject or question until members wishing to speak have had an opportunity to do so. Questions on permission to withdraw motions, or appeals to the Chair's decision, have precedence over the main questions.

6. All questions, unless otherwise fixed by law, shall be determined by a majority of votes. The ayes and nays shall be recorded on any question when called for by five (5) members in good standing. Secret ballot may be requested by two (2) members.

7. At the completion of New Business, all expenditures exceeding spending limit will be submitted to the CLUB for approval. A request for objection to the paying of said bills will be asked by the Chair. If no objections are heard, bills stand approved and payable. If objections are heard, majority vote will determine the question.

8. The Treasurer's report shall be given on the first meeting of each month. The Treasurer shall report on the financial condition of the CLUB up to and including the date of the last previous meeting.

9. The Captain's Report on future events to be held will be given. The outcome of previous events will be heard.

10. If there be confusion or disturbance at any time during the meeting, any member may call for a point of order. No debate or delay can be had on it.

11. The President calls order, the member states his point, and the President proceeds with the particular business before the CLUB. When a member is called to order, he or she must sit down at once. If repeated calls do not produce order, the Chair may call the member by name, whereupon the membership shall decide the question without further debate. A member misbehaving during the meeting shall be dealt with as the Board of Directors may determine.

12. Adjournment is a closing of the session for the day, to be resumed again at another time.

ARTICLE V – MEMBERSHIP, PRIVILEGES, DUES, ETC.:

1. For fee only members, the fees and dues of initiation shall be determined annually. Privileges shall be the same as good standing members.

2. Good standing members shall pay no initiation fee, but will pay annual dues as determined annually.

3. Not in good standing members must both work volunteer hours and pay annual dues to achieve good standing status or become a fee only member.

4. Honorary members shall be entitled to social privileges of the CLUB, and shall be exempt from all dues, fees, and subscriptions, but shall have no right to hold office, or to vote; not shall they have any right, title or interest in or to the property or assts of the CLUB.

5. A member in good standing and not indebted to the CLUB may resign his/her membership by giving notice to the Treasurer, who shall report at the first

following meeting of the CLUB. A member who has thus resigned shall forfeit all rights and privileges of the CLUB, and shall forfeit all right, title or interest in or to the property of the CLUB.

6. A member may be suspended for failure or refusal to discharge said member's indebtedness to the CLUB, or for conduct prejudicial to the welfare, interest, order, or character of this CLUB. A member up for suspension may, if said member wishes, present his/her case to the Board for a hearing, after which a ballot shall be taken by the Board, and at the next regular meeting, a ballot vote by the CLUB members, to decide suspension by majority vote.

7. Any member whose dues shall remain for sixty (60) days after due shall be deprived of all privileges of the CLUB until such time as the member is again in good standing. The Membership Coordinator shall promptly notify each delinquent member of the penalty incurred under this section. If any member shall be deprived of said member's privileges as aforesaid for thirty (30) days, the member shall cease to be a member of this CLUB.

8. Each member, upon said member's election, shall receive and there shall be issued to said member a club card, showing that he is a member in good standing of the CLUB. It shall be the duty of the members to carry the CLUB card with them at all times. It is also the duty of each member to notify the Membership Coordinator of any change in address.

9. The members of the CLUB may reinstate any member expelled for non-payment of dues or other indebtedness upon full payment of membership, but a member expelled for misconduct shall not be restored to membership.

10. Members under twenty-one (21) years of age shall be denied attendance at functions that might bring the wrath of parents on the CLUB.

11. The CLUB or any member may demand sufficient proof from any rider or person proving his good standing membership within the CLUB.

12. Any member, unable to fulfill his obligations as a member in good standing due to a hardship may appeal to the Board to maintain his/her membership until able to work and attend meetings.

13. Leaves of absence shall be granted to members in good standing upon request.

ARTICLE VI – NOTIFICATIONS:

All notices required to be sent to any member shall be sent by mail to such member's residence or place of business and/or posted on the OMC website.

ARTICLE VII – CORPORATION:

1. The Seal of the Corporation shall be in the following words:

OWYHEE MOTORCYCLE CLUB
INCORPORATED 1940

2. The Owyhee Motorcycle Club colors shall be royal blue background with gold motif. Nothing other than the OMC emblems and lettering pins shall be worn on the OMC uniform.

ARTICLE VIII – COMMITTEES:

The chair of committee shall be appointed by the President. A member may be excused from serving if at the time of said member's appointment said member is a member of two other committees. All committees shall report their progress and

proceedings when they are discharged. No committee may be discharged until debts contracted by them shall have been paid.

STANDINGS COMMITTEES TO SERVE ONE YEAR

1. Events Committee: To provide CLUB events. To provide prizes. To keep a complete record of all CLUB events. To report CLUB events at each following meeting. The Vice President and Assistant Vice President shall constitute this committee.

2. Librarian: To take charge of CLUB albums, history, books and magazines and manuscripts NOT pertaining to other duties being performed by other officers. To keep a record of all books or magazines borrowed and shall not lend the same except under CLUB regulations. To turn over to said Librarian's successor on leaving office all records pertaining to that office. The Librarian shall be appointed by the President.

3. Scholarship/Good Works Committee: The Scholarship committee shall be appointed by the President. The committee shall work at the direction with the Board to provide benefit to the members considered worthy of scholarship. Then committee shall make recommendations annually to the Board for their review and approval for the number and type of scholarship provided.

4. House Keeping Committee: The house keeping committee shall consist of three (3) members. They shall direct and perform general grounds clean-up and direct the Caretaker activities to assure that the grounds are kept in good orderly conditions. New house keeping committee members shall be appointed immediately upon the conclusions of the elections. Property of the CLUB shall not be used or taken from the

CLUB except on specified occasions to be decided by majority vote of the members or by the Board of Directors.