

Bylaws of
INDIAN MOTORCYCLE RIDERS GROUP™
SAN JOSE CHAPTER 1927

ARTICLE 1
MEMBERSHIP

- 1.01 Qualification: The members of the Indian Motorcycle Riders Group™ of San Jose (hereby referred to as the “Club”) shall be individuals that own and operate an Indian Motorcycle, or those individuals that are interested in the betterment of Indian Motorcycles™. No individual shall hold more than one membership in the Club. Membership rights may not be transferred, assigned or devised. No member by virtue of membership shall have any right, title or interest in/to any property of the Club. Membership in this organization or benefits received from any association with this organization shall be determined on a nondiscriminatory basis, without regard for age, sex, race, religion or national origin. There shall be four (4) categories of membership.
- 1.02 Full Membership: Any person (over the age of 18) dedicated to the purposes of this organization, showing proof of current ownership of an Indian Motorcycle (or former ownership at time of inception), shall be eligible for a “Full Membership”. Full Members have all voting privileges and pay full cost dues. All members on record meeting these qualifications as of the effective date of these Bylaws will be grandfathered in as Full Members; however, only those Full Members evidencing current ownership of an Indian shall be eligible to assume IMRG Club leadership positions. Full Members losing eligibility of status through non-ownership shall continue their rights of status only through the term of the current annual membership. At time of renewal, they lose Full Member status, and may then, if desired, opt for Associate (if eligible) or Support membership. (This class of membership is specifically designed for those able to document current ownership.) (Following adoption of these laws, all newly applying former owners will be eligible only for Associate (if eligible) or Support membership.)
- 1.03 Associate Membership: Any family member(s) (over the age of 18), of a documented Full Member, dedicated to the purposes of this organization, shall be eligible for an “Associate Membership”. Associate members pay reduced dues. Associate members may not hold IMRG leadership positions. (This class of membership is specifically designed for family members of documented Full Members.)
- 1.04 Support Membership: Any person ineligible for Full or Associate Membership, who is dedicated to the purposes of this organization, shall be eligible for a “Support Membership”. Support members have no voting privileges and pay reduced dues. (This class of membership is specifically designed for former owners and anyone expressing positive interest in the Indian motorcycles.)
- 1.05 Sponsor Membership: Any business entity dedicated to the purposes of this organization shall be eligible for a (Sponsor Membership). Sponsor members have no voting privileges. Due to the commercial/business relationship with the Sponsor member, Sponsor dues are higher. (This class of membership is solely

for business entities wishing to show their support for the Indian Motorcycle Club and its purpose.)

- 1.06 Membership Fees and Dues: Members dues shall be subject to annual review and change. Dues are paid by February 1 each year and are valid for one year February to February. No prorated dues.
- 1.07 Membership Termination: Any membership may be terminated under the following circumstances:
- (a) By the Board of Directors after thirty (30) days written notice for failure to pay dues: or
 - (b) Upon majority vote of the Full board at a special meeting, upon finding that the purposes, best interest or well-being of the Club will be served by the termination. No member shall be terminated under this clause (b) until member has been afforded a reasonable opportunity to be heard at a membership meeting.
- 1.08 Charter Members: Members in good standing on February 28, 2015, shall be known as Charter Members.
- 1.09 Meetings of Members:
- (a) Place of meeting: Meetings of the membership shall be held at such place convenient to the membership as may be designated by the Club President.
 - (b) Regular Meetings: Regular meetings may be held at any time, whether or not a legal holiday, and may be called by the Club President, or shall be called by him or her as directed by the Board of Officers. The members may transact such business as may properly come before them via agenda.
 - (c) Notice of Meetings It shall be the duty of the meeting Secretary or committee chairperson appointed by the Club President to give email, oral, or written notice of each regular, or special meetings stating the purpose thereof, as well as the time and place where it is to be held, to each member of the record, at the email address, phone number(s), or address of the member as such information appears on the membership records of the Club at least ten (10) days prior to any such meeting.
 - (d) Voting Rights: At each meeting of the membership, each member present shall have the right to cast one (1) vote on each question, and never more than one (1) vote. There shall be no voting by proxies, except for election of officers, or amendments to these bylaws or the articles of incorporation. No member may hold or exercise more than three (3) proxies or the proxies of five (5%) of the members entitled to vote on the issue, whichever is less. The Secretary must receive proxies prior to the vote.
 - (e) Conduct of Meetings. Meetings of the members shall be conducted in accordance with the Roberts rules of order, revised. The Club President, if present, or if not present, the Club Vice President, then Secretary, then Treasurer shall preside over the meetings of the members. The absence of such officers at any meeting of members, the members present at the

meeting, shall appoint any person present act as presiding officer of the meeting. The order of business at each regular, and so far as possible, at special meetings of the members, shall be via agenda.

- (i) Call to Order
- (ii) Introductions
- (iii) Approval of Minutes
- (iv) Reports: President, Vice President, Treasurer, Secretary, Directors
- (v) Unfinished business
- (vi) New Business
- (vii) Member Open Forum
- (viii) Upcoming Events
- (ix) Adjournment

ARTICLE II BOARD OF OFFICERS / DIRECTORS

- 2.01 Powers: The Board of Officers shall have only such powers as required by laws, or conferred upon the board in the articles of incorporation or these bylaws. The Board of Directors shall have the power to act as an executive committee between meetings of the membership.
- 2.02 Number: The Board of Officers of the Club shall consist of four (4) elected officers (as described in ARTICLE III of these Bylaws). Additional Directors may be appointed by the Board of Officers (as described in ARTICLE III of these Bylaws).
- 2.03 Qualification: The members of the Board of Officers shall be individuals that hold either one of the four (4) elected officer positions, or one of the seven (7) appointed Director positions. Only full Club members may be elected to the Board of Officers or appointed as Directors as outlined in Article I of these bylaws.
- 2.04 Term of Office: Each elected officer or nominated director shall serve for a term of two (2) years; and until a successor has been elected and is qualified, or until such time as removed by the board. The terms of the members holding the offices of Club President and Vice President shall be staggered from each other; as shall the member holding the offices of Secretary and Treasurer; so that only one Officer from each of these groups is elected within a 12-month period (one year) as of 2016.
- 2.05 Term Limits: No officer may hold any position for more than two consecutive terms, but after vacating the position for one year, may hold that position again.
- 2.06 Officers and Directors Termination: Elected Officers or nominated Directors members may be removed from their position under the following circumstances:
 - (a) They are removed from the Club pursuant to section 1.07 - membership termination.
 - (b) Absence from three unexcused board meetings will require the Secretary to contact that individual to let them know if they miss the next board

meeting, they may be removed. This does not affect the individuals Club membership status.

- (c) Any board member convicted of a felony offense while in office, is subject to removal from their position by vote of the board.

ARTICLE III

OFFICERS

- 3.01 Number and Qualification: The elected Officers of this Club shall be a Club President, Vice President, Secretary and Treasurer. Officers shall be full Members in good standing of the Club.
- 3.02 Club President: The office of President of this organization shall be known as the Club President, who shall be responsible for the operations of the Club; shall have a general active management of the business and affairs of the Club; shall, when present, preside over all meetings of the members and the Board Of Directors; and shall, in general, perform all duties usually incident to the office of the President. President may have signatory power for any bank accounts in the Club's name, with the same limitations as the Treasurer.
- 3.03 Vice President: The office of Vice President shall be responsible for actively promoting the Club; recruiting and maintaining membership in the Club, and such duties as assigned by the Club President. The Vice President shall, in the event of the absence of the Club President, succeed to the Club Presidents powers and duties until the Club President shall resume his or her duties, or until the members elect a new Club President. Vice President may have signatory powers for any bank accounts in the Club's name, with the same limitations as the Treasurer.
- 3.04 Secretary: The office of Secretary shall act as Secretary at all meetings of the members and the Board of Officers/Directors, unless some other persons appointed to act as Secretary; shall, when requested to do so, give proper notice of meetings of the members, the Board of Directors and committees; shall be responsible for maintaining or supervising the maintenance of this Club's records, including the articles of incorporation, these bylaws, the minutes of all meetings of the members, the Board of Directors and the committees and the registry of the names and addresses of all members of the Club; and, in general, shall perform all duties usually incident to the office of Secretary. Secretary may have signatory power for any bank accounts in the Club's name, but the same limitations as the Treasurer.
- 3.05 Treasurer: The office of Treasurer shall consist of, but not be limited to, the following duties: general accounting duties, consisting of billing and collecting Club dues and donations, banking functions and reconciliation of the bank account (s), Accounts Payable, General ledger, and other related tasks. Treasurer shall provide the board with financial reports, quarterly, or as requested by the board.

As CFO, Treasurer shall act as financial advisor, and perform budgeting, projections, and financial planning for the Club. In addition to the above, the Treasurer shall provide Treasurer's report at the board meetings.

- 3.06 Sergeant at Arms and Safety Director: The Sergeant at Arms shall be appointed by the Club President and approved by the Board of Officers. The appointed Sergeant at Arms shall be responsible for maintaining order at meetings of members, and all other Club events, and provide chapter members with information relating to the availability of rider training Assistant Safety Directors may be appointed for certain events.
- 3.07 Appointed Director Positions: The Board of Officers shall have the power to appoint Principal Directors and Assistant Directors who shall have the powers and shall perform such duties as may be delegated to them to support the on-going functions and activities of the Club. Each appointed Director or Assistant Director shall be subordinate to the Board of Officers. In the absence of Principal Director, an Assistant Director shall succeed the powers and duties, until such Principal Director shall resume his or her duties, or until a replacement, temporary or acting officer is appointed by the Board of Officers.
- 3.08 The duties of Principal and Assistant Directors may change over time based on the needs of the Club upon the approval of the Board of Officers and club members. Refer to the National IMRG handbook for this information.
- 3.09 Nomination and Election: Nominations for each office up for election shall be in writing and delivered to the Secretary at least 30 days before the February meeting of the members, in which time the election is held. The nomination notification may be made through an email to the Secretary. Members may only hold one (1) office. The Secretary shall post a list of the candidates, no later than one (1) week after the deadline for nominations has passed. No nominations from the floor are allowed during the membership meeting for election of officers, unless the Secretary has posted no one as a nominee for that office. The member receiving the majority votes cast for an office shall be declared elected. In the event no member receives a majority of the votes cast, the two (two) candidates with the most votes shall be voted upon a second time.
- 3.10 Vacated Office and Replacements: From time to time an officer representative may vacate a position. The replacement policy is: Vacancies on the board may be filled by approval of the board.

ARTICLE V

NON-PROFIT STATUS

- 4.0 Indian Motorcycle Riders Group TM of San Jose (IMRGSJ) will operate as a non-profit organization per section 501(c)(3) of the IRS code. Any funds collected by the organization that are not consumed by internal costs and activities shall be distributed to other qualified non-profit organizations as prescribed by Federal and State of California law.
- 4.1 To that end, any funds in excess of \$1000.00 in the IMRGSJ treasury at the end of the calendar year shall be distributed to qualified non-profits as soon as practical. Receiving parties may be any qualified non-profit that supports the charitable, educational and/or scientific purposes of IMRGSJ. Funds shall not be used for any political purpose nor distributed with the intent to support any political candidate or position.

- 4.2 The treasurer will keep a record of all funds distributed along with evidence that the receiving party is a qualified non-profit organization, and shall permit auditing of those records by all persons and organizations with a valid interest in doing so.

ARTICLE V

INDEMNITY

- 5.0 Indian Motorcycle Riders Group TM of San Jose (IMRGSJ) shall, to the full extent legally possible, indemnify all persons who may serve or who may have served as an officer, director or employee against all expenses and liabilities that may be incurred as a direct or indirect result of their actions on behalf of IMRGSJ.
- 5.1 This indemnification will apply in all cases except where such action is adjudicated to be willfully not in the best interest of IMRGSJ, is in conflict with any federal, state or local laws, or goes against the stated intent of the organization's bylaws. Such indemnification shall extend to the heirs, assigns, executors and administrators of all persons entitled to indemnification.
- 5.2 Neither the IMRGSJ club, nor its officers, directors, nor members are in any way responsible or liable for personal/property damage during club activities. All individuals and guests participate in activities at their own risk. Members and guests will be required to sign a liability waiver before each IMRG San Jose ride.

ARTICLE VII

DISSOLUTION

- 6.0 This club may be dissolved in accordance with the law. Any assets remaining after payment of cost and expenses of the dissolution proceedings, payment of debts, obligations and liabilities of the club shall be distributed to the Sturgis Motorcycle Museum.