

AMENDED BYLAWS
of
BURLINGTON HARLEY RIDERS, INC.
(A MEMBERSHIP ORGANIZATION)

ARTICLE I.
NAME

The name of this organization shall be " Burlington Harley Riders, Inc.," which had been formerly Burlington Harley Owners Group, Inc. It is a non-profit Corporation organized pursuant to the New Jersey Non-Profit Corporation Act, N.J.S.A. Title 15A, and it has and may exercise all powers for which the Corporation is organized as allowed by New Jersey law.

ARTICLE II
PURPOSE

The purposes for which the corporation is organized are exclusively as a non-profit, social club under section 501(c)(7) of the Internal Revenue Code or corresponding section of any future federal tax code and consist of the following:

1. To develop programs, which will assist in community betterment and to promote a good name for motorcyclists.
2. To promote responsible motorcycling activities for the organization's members by conducting activities and encouraging participation in safe motorcycling events.
3. To conduct riding and other social activities and operations in a manner consistent with its purposes and with a family-oriented, nonpolitical philosophy.
4. To affiliate ourselves with other private and public organizations that share these same purposes.
5. To promote and participate in charitable activities for local charitable organizations.
6. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized which are allowed pursuant to the New Jersey Nonprofit Corporation Act, N.J.S.A. 15A: 1-1 et seq. to the extent such activities are allowable under Section 501(c)(3) and Section 501(c)(7) of the United States Internal Revenue Code, or applicable provision of any subsequent law.

ARTICLE III LOCATION

The location of the office/meeting place may be changed and/or established or new locations added by action of the Board. Records including the Certificate of Incorporation, by-laws, financial records and minutes shall be kept at the home of the Director and be available for inspection by the Board. A second copy of the corporation's records including the Certificate of Incorporation, by-laws, financial records and minutes shall be kept by the Secretary at his or her address and be available for inspection by the Board.

After each election, the names and addresses of the newly elected primary officers and board members, shall be added to the Annual Corporation minutes.

ARTICLE IV. MEMBERSHIP

A. Qualifications and Procedures for Membership

1. Members of Burlington County Harley Owners, Group, Inc. as of September 1, 2010, shall be "grandfathered" into the club so long as they maintain continuous membership.

2. The Corporation shall have members. Membership shall be open to *Harley Davidson* motorcycle riders and their immediate families.

3. New members admitted into the club after December 2010, shall be Harley Davidson owners or Members of National HOG. They must sign the Corporation's Membership Enrollment Form and Release, which is good for a term of one year, and pay dues as set by the Corporation at the time of renewal. Signing a Corporation Membership Enrollment Form and Release and payment of dues in the amount set at the time must be accomplished annually in order to maintain membership.

4. A membership list shall be kept and updated on a regular basis.

5. The Corporation shall have annual dues in the amount of \$25.00. The Corporation shall also increase or decrease the amount for annual dues as may be needed to run the Corporation, and as determined by the Board and members upon a motion and vote of the membership. In the event the Corporation receives any funds donated towards the operating expenses of the Corporation, said donations are not and shall not be tax deductible.

B. Resignation

Members may resign from membership by submitting a written notice of resignation to the Director/President of the Corporation.

C. Termination of Membership

A member's membership may be terminated for good cause, including but not limited to, failure to sign the annual Corporation Membership Enrollment Form and Release, and failure to pay membership dues.

Good cause may include conduct unbecoming a member, such as:

1. Inappropriate behavior that could bring disgrace or discredit to the Burlington Harley Riders, Inc.
2. Actions that could cause harm to any fellow member, or any unrelated person.
3. Irresponsible conduct.
4. Inflammatory internet use, emails, or texting.
5. Fighting and other disruptive behavior will not be tolerated.

The procedure for termination of membership shall be:

1. Grievance to be made by any member in good standing in writing and presented to the Grievance Committee.
2. The conduct must have been witnessed by at least one (1) member in good standing.
3. Grievance will be brought before the Grievance Committee who will resolve. If there is no successful resolution, the grievance will be presented to the Board for review/resolution within 15 days.
4. The member in question can have representation.
5. A member may be terminated by a 2/3 majority vote of the board
6. Notify the member in writing of the cancellation of his or her membership.
7. Refund the member's dues for the year, if paid. If termination is for failure to pay dues, there shall be no refund.

A. Meetings of the General Membership

Regular membership meetings. Regular meetings shall be held at a location determined and announced by the Board or as otherwise determined by the members. Membership meetings will be held on the third Friday of each month 8:00 PM or as determined by the members. Notice of all regular meetings shall be given in the monthly email and/or electronic newsletter and on any internet sites designated for use by the Corporation and used for communicating with the membership.

Annual meeting. An annual meeting will be held in the month of November or as otherwise determined by the members. Notice of annual meeting and voting agenda shall be at least (7) and no more than (45) days before the meeting date. Elections of Officers and Board Members shall take place at the annual meeting. Notice shall be provided as for regular meetings.

Special meetings. Special meetings may be called by the primary Officers. Notice shall be given as provided above for notice of regular meetings, and/or by email to all members at least 7 days in advance.

Conduct of meetings. The meetings shall be conducted by the Director, and in his or her absence, by the Assistant Director or, if necessary, the most senior officer present.

Adjourned meetings. Meetings may be adjourned for lack of quorum or as otherwise determined by the Director.

Minutes. Minutes, as well as attendance records, shall be maintained by the secretary of all membership meetings, rides and events via sign-in sheets (designating "member" or "guest") and shall be kept together with all corporate documents.

Quorum. The presence of one-third of general membership shall be required for a quorum.

B. Voting; Decision-making

Each member present at a meeting, over the age of 18 years, shall be entitled to cast one (1) vote. Decisions are made by majority vote of members present, unless a higher number of votes is required by law or by a provision of these Bylaws. Amendment of the Certificate of Incorporation, merger, consolidation, sale of all of the corporation's assets, and dissolution would require a 2/3 vote.

F. Corporation Activities

There shall be three (3) categories of Corporation activities:

1. *Member events* are open to current members only.
2. *Closed events* are open to current members only and one guest per member.
3. *Open events* are open to current members and the general public.

ARTICLE V. BOARD & OFFICERS

A. Authority of Board

Except as otherwise provided in the Certificate of Incorporation or the Bylaws, the power of this Corporation shall be exercised, its properties controlled and its affairs conducted by the Board and Officers. The Board may delegate the performance of any duties or the exercise of any powers to such officers and agents as the Board designates.

B. Number and Qualifications of Board

The Board of the Corporation shall consist of four (4) Officers, seven (7) Board members, and one (1) alternate Board Member. The Board members must be 18 years of age or older, and be members in good standing. All Board members and Officers shall be elected by the membership. The alternate Board member does not vote except in the

absence of a Board Member.

Election procedures:

1. The Board Members & Officers shall be elected by the voting membership of the Corporation at its annual meeting in November. Absentee ballots available upon request to director with 14 days notice.
2. Nominations of Board Members & Officers shall take place at the September and October monthly meetings.
3. Steps for nomination for office:
 - a. Nominee must be a member in good standing as defined by attending 50% of previous year's general membership meetings and club events.
 - b. A name shall be put forth at the general meeting and must be seconded by one other member.

C. Terms

The terms of the Board Members shall be two (2) year beginning January 1st of each year and the term of the Alternate shall be one (1) year

A. Four Board members will be elected in November of even number years: 2010, 2012, 2014, etc. The fourth place finisher shall fill the position of the Alternate Board member for one year.

B. Five board members will be elected in November of odd numbered years: 2011, 2013, 2015, etc. The fifth place finisher shall fill the position of the Alternate Board member for one year.

C. New Board Members are installed in January following their election.

The terms of the Officers shall be two (2) year beginning January 1st of each year and the term of the discretionary positions shall be one (1) year

D. The Director and Treasurer shall be elected in November of odd numbered years: 2011, 2013, 2015, 2017, etc.

E. The Assistant Director and Secretary shall be elected in November of even numbered years: 2010, 2012, 2014, etc.

F. New officers are installed in January following their election.

D. Officer Duties

1. There shall be four (4) primary officers and four (4) discretionary officers. Officers do not have a vote, with the exception of the Director, who shall vote in the event of a tie of the Board Members. The duties and responsibilities of the Corporation's Officers shall be as follows:

A. **Director:** The Director shall uphold the Corporation's Certificate of Incorporation and the Corporation's bylaws, conduct Corporation meetings and coordinate Corporation officer responsibilities.

B. **Assistant Director:** The Assistant Director shall assist the Director in carrying out the Director's duties. The Assistant Director shall also be responsible for promoting membership, membership orientation, membership retention, and keeping the Corporation members informed of activities.

C. **Treasurer:** The Treasurer shall be responsible for the collection and disbursement of Corporate funds, reporting the financial transactions to the membership on a monthly basis, submitting any annual financial reports to state and/or federal agencies, and compliance with any other revenue recording and reporting requirements.

D. **Secretary:** The Secretary shall be responsible for the administrative needs of the Corporation, keeping the minutes of Corporation's annual business meetings and general meetings, assisting with the position of membership officer, if it exists, ensuring that all Corporation members are current members, having on file a signed copy of the Annual Corporation Membership Enrollment Form and Release of each member as signed on an annual basis, filing the Annual Corporation Report, and submitting any other reports as may be required by state and federal agencies as well as affiliate entities, if such exist. Further, as appropriate, the Secretary shall ensure that all insurance requirements are met (including participant signatures to required release forms), shall ensure preparation of injury report forms, timely submission of injury report forms to the appropriate insurance company and shall be responsible for the maintenance and storage of release forms and injury reports.

2. There are four (4) established discretionary officers, which number may change as may be determined by the Board and membership.

The duties and responsibilities of the Corporation's discretionary positions shall be:

A. **Head Road Captain/Safety Officer:** The Road Captain(s) shall be responsible for assisting in the planning of routes for Corporation rides and in the execution of planned rides in an orderly and safe fashion. In addition, the Head Road Captain/Safety Officer shall be responsible for providing Corporation members with information relating to the availability of rider training and providing tips on safe riding. To address the need for participation in all riding activities by the Head Road Captain in order to assure the rides occur in an orderly and safe fashion, Assistant Road Captains shall be appointed by the elected Road Captain with approval by the primary officers. The number of Assistant Road Captains needed to be appointed shall be up to the elected Road Captain with approval by the primary officers.

B. **Editor:** The Editor shall be responsible for assembling and organizing written, oral (broadcast) and electronic material for Corporation publications, e.g., newsletters, press releases. All Corporation publications, whether written, oral (broadcast) or

electronic, shall be subject to approval by the primary officers prior to publication as may be deemed necessary.

C. **Photographer:** The Photographer shall be responsible for obtaining and organizing Corporation photographs for use in Corporation publications and Corporation history albums.

D. **Webmaster:** The Webmaster shall be responsible for assembling and organizing material for the Corporation's Web site and seeking approval from the executive committee of the Board prior to publication.

E. The following positions may be appointed by the Director, upon approval of the Board:

1. **Membership Officer-** The Membership Officer shall be responsible for ensuring that all Corporation members are current Harley Owners as evidenced by title, registration, insurance card, or National HOG membership, having on file a signed copy of the Annual Corporation Membership Enrollment Form & Release of each member as signed on an annual basis; maintains Corporation membership report.

2. **Grievance Committee-1** members who, with the Assistant Director, will hear grievances of members

E. Resignation of Officers or Board Mmember

Any officer or Board Member may resign at any time from his or her position as an officer by delivering a written notice of resignation to the President of the Board or next senior Officer, as needed. Acceptance of the resignation shall not be necessary to make it effective.

F. Removal of Officers/Board

If a majority of the Officers and the Board members believe an Officer or Board Member is not fulfilling the duties of their position or the requirements of members, as outlined herein, that Officer or Board Member may be removed.

The procedure for removal is as follows:

1. If removal of an Officer/Board Member has been proposed, notice shall be provided to the entire Board and the Officer or Board Member whose removal is being considered shall be given an opportunity to be heard prior to the taking of the vote regarding removal.

2. The Officers shall share their concerns with the Officer/Board Member being considered for removal who will be allowed time to correct the situation, if possible.

3. If, in the opinion of the majority of Officers, no change in the situation occurs, then the Officers and Board Members may take a final vote for or against

removal of the offending Officer.

4. The Director or next senior Officer can then notify the Officer or Board Member of the results of the vote and, if the result is for removal, shall notify the Officer/Board Member that he or she is removed from their position.

5. Removal from an Officer or Board Member's position shall not affect the membership status, unless removal is based on the failure to comply with membership requirements.

A 2/3 vote of the entire Board shall be needed for removal.

G. Vacancies

Whenever there is a vacancy of an Officer or Board member due to resignation, removal, or any other reason, the vacancy shall temporarily be filled by a majority vote of the entire remaining Officers and Board until the expiration of the term. In the event of a vacancy of a Board member, the position shall be filled by the alternate.

H. Meetings of the Board

Annual meeting. An annual meeting of the Officers and Board will be held in the month of January or as otherwise determined by the Board. Notice of annual meeting and voting agenda shall be at least seven (7) and no more than (45) days.

Regular meetings. Regular meetings shall be held the week prior to the monthly membership meeting, or as determined by the Board. A minimum of four (4) regular meetings shall be held per year. Notice of all regular meetings and the agenda shall be given in writing at least 5 days in advance of the meeting by personal email. The notice shall state the time and place of the meeting.

Special meetings. Special meetings may be called by the primary Officers or a minimum of 2 Board members. Notice shall be given by email to all primary and discretionary Officers at least 7 days in advance but no more than 45 days, except that in an emergency, notice may be given by telephone, or e-mail 24 hours in advance. The notice shall include a statement of the purpose of the meeting.

Location. Meetings shall be held at the principal location of the Corporation or at a location otherwise designated by the Board.

Conduct of meetings. The meetings shall be conducted by the Director, and in his or her absence, by the Assistant Director.

Adjourned meetings. Meetings may be adjourned for lack of quorum or as otherwise determined by the Director or Board.

Telephone meetings. The Board or a committee of the Board may conduct a meeting by means of a telephone conference call or any other means of communication by which all persons participating in the meeting are able to hear each other.

Action without a meeting. Action can be taken without a meeting by written consent of all of the Board Members, which may be obtained by an email response to such request for majority consent. The written consents shall be filed together with the minutes of the Corporation's proceedings.

Minutes. Minutes shall be maintained by the secretary of all Board meetings and shall be kept together with all corporate documents.

I. Quorum; decision-making.

The presence of a majority of all Officers and Board Members shall be required to constitute a quorum. All Board action shall be taken by an affirmative vote of the majority of those present at a meeting at which a quorum is present, unless otherwise required by law or specified in these bylaws.

Establishment of committees shall require vote of the majority of the entire Board. Action regarding amendment of the certificate of incorporation, merger, consolidation, sale of all of the Corporation's assets, and dissolution shall require a 2/3 vote.

J. Committees.

Committees may be established as needed by a vote of the majority of the entire Board. The Chairs of the committees and the members shall be appointed by the Board after volunteers are invited to be involved.

Committees may include and may fully consist of members who are not Officers. The presence of a majority of committee members shall constitute a quorum.

Committees may take actions only as delegated by the Board and must report to the Board of such actions at the subsequent Board or membership meeting as requested by the Board. Minutes of Committee meetings shall be maintained and made available to Board members. Committees may not change bylaws, elect or remove Officers, or amend any resolution of the Board.

ARTICLE VI.
FINANCIAL TRANSACTIONS

K. Fiscal year

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

L. Deposits of funds

All funds of the Corporation shall be deposited in banks or other reliable

depositories as the Board may determine.

M. Loans, Contracts, Payments, and other Financial Transactions

No Officer or any other person may make loans, enter into contracts, purchase or sell assets, make payments, or enter into any financial transactions in the name of the Corporation except as authorized and approved by the Board. An authorization may be general or it may be limited to a particular transaction.

The Treasure will have the authority to sign checks and accept deposits for the Corporation. All checks, drafts, endorsements, notes and evidence of indebtedness of the Corporation shall be signed by the Treasurer.

D. Authority to expend Corporation Funds:

1. The Director shall have the authority to expend Corporation funds up to an amount not to exceed \$ 100.00 per transaction without the need to bring the expenditure up to the entire Board for vote. A majority Board vote is required for expenditures over \$100.00.
2. Expenditure of amounts in excess of \$ 1000.00 shall require it be presented to the membership and a motion voted.
3. At any time a motion is made to expend Corporate funds in excess of \$ 1000.00, the Board, at the request of any officer or member, shall have a right to request that time be permitted to review the details or purpose of the expenditure prior to the motion being voted on by the membership. This review time period shall not extend beyond the next general membership meeting, at which time discussion shall be held on the pros and cons (should they exist) of the requested expenditure prior to the motion being voted on by the membership.
4. A majority vote of members present shall be required for passage of all motions to expend Corporate monies in excess of \$1000.00. If there is a tie vote, the motion shall be deemed to have been voted down, and the expenditure not approved.

ARTICLE VII. DUTIES; CONFLICTS OF INTEREST; COMPENSATION OF OFFICERS

The Officers shall perform their duties in good faith, acting in a manner believed to be in the best interests of the Corporation, and with such care a reasonably prudent person would use under similar circumstance.

The net income of the Corporation will be used to further its social club purposes and/or for other designated charitable and educational purposes. No part of the earnings, properties or assets of this Corporation shall used for the benefit of any member, Officer, or any private person or individual. However, if a member is injured or otherwise has unusual

circumstances arise, a donation to help that member may be provided if approved by a vote of the membership.

The Officers serve on the Board as volunteers.

Officers shall be allowed and paid their actual and necessary expenses incurred on behalf of Corporation. In order to receive compensation, Officers must present written documentation of the expenses and each payment must be approved by the Board, with the Officer requesting payment not participating in the vote.

The Corporation will not enter into a contract or other transaction with one or more of its members, or and any other Corporation, firm, association or other entity in which one or more of its members have a substantial financial interest, unless the material facts as to such members interest in such contract or transaction is disclosed in good faith to the Board, and the Board authorizes such contract or transaction by a majority vote without counting the vote or votes of such interested member.

ARTICLE VIII. INSURANCE; INDEMNIFICATION

The Board may purchase insurance for its Officers. The Board also may provide indemnification to any person and the heirs, executors, and administrators of such person who is made or threatened to be made a party to any lawsuit, action, or proceeding by reason of serving as Officer or agent of the Corporation, unless such a Officer or officer or agent was liable for negligence or misconduct in the performance of his or her duties.

The Board may purchase insurance to provide liability protection for any and all Corporation activities. The purchase of insurance coverage shall be voted on by the membership prior to the expenditure of Corporation funds.

ARTICLE IX. BOOKS AND RECORDS

The Corporation shall prepare and maintain correct and complete books and records of account. The Corporation's official records, including the articles of incorporation, bylaws, financial reports, and minutes of meetings, shall be kept at its corporate office. These records shall be available for inspection by any of the Officers, members, agents or attorneys of either, or any other proper person, upon request during regular business hours.

ARTICLE X. FORCE AND EFFECT OF BYLAWS

These bylaws are subject to the provisions of the New Jersey Nonprofit Corporation Act and the Certificate of Incorporation as they may be amended. If any provision in these bylaws is inconsistent with a provision in the Act or the Certificate of Incorporation, the provision in the Act or the Certificate of Incorporation shall govern to the extent of such inconsistency, and the remaining provisions of the Bylaws shall remain in full force and effect.

**ARTICLE XI.
AMENDMENT OF BYLAWS**

These bylaws may be amended by the membership and the Officers & Board Members at an annual, regular, or special meeting called for this purpose. Notice of the proposed bylaw amendments shall be provided at least 7 days but no more than 45 days in advance of the meeting, by e-mailing it to each member and each Officer or by such additional manner as the Board may determine. The notice shall specify the proposed changes. A majority vote of members present is required.

**ARTICLE XII.
DISSOLUTION OF CORPORATION**

If a decision is made to dissolve the Corporation, the Board shall first pay or make provision for the payment of all of the liabilities of the Corporation. It will then dispose of all of the remaining assets of the Corporation by giving them to another organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes which shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, or to the United States, state, or local government, for a public purpose. In no event shall any part of the remaining assets be distributed to any Officer, member, employee, or officer of the Corporation.

These Bylaws were adopted by the membership and Officers on the _____ day of _____, 2010.

Mike Summers, Director

Gail Summers, Secretary