



Alaska Bikers Advocating Training and Education (A.B.A.T.E.) OF ALASKA, INC.

BY-LAWS

Article I General

Section 1. Name and Location:

The name of this Corporation shall be A.B.A.T.E. of Alaska, Inc. It shall have and continuously maintain in the State of Alaska a registered office and a registered agent, whose office shall be identical with such registered office. The registered office shall be designated by duly adopted resolution of the Board of Directors.

Section 2. Organization:

The Corporation shall be organized and operated as a non-profit Corporation under the provisions in AS: 10.20.005 of the State of Alaska and under section 501 (c) (3) of the Internal Revenue Code of 1986. Notwithstanding any other provision of these articles, the Corporation shall not carry any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation whose contributions are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Revenue law).

Section 3. Membership:

A. Charter Members. The initial members of any district chapter established by the Board of Directors whose dues are fully paid and the members of any new district chapter formed according to these By-Laws whose dues are fully paid and who become members of the district chapter within ninety (90) days after the chapter is granted its charter by the Board of Directors will be designated as charter members of that district chapter.

B. Regular Members. Any person who has applied for membership and has paid their dues in full for one year.

C. Honorary Members. The Board of Directors shall be authorized to grant Honorary membership to any person deemed worthy by the Board of Directors. Any such person shall be exempt from payment of dues, but shall have no vote in the affairs of the Corporation.

D. Dues. The Board of Directors from time to time by resolution may change the annual dues that the membership is required to pay to the Corporation. Future annual dues shall be due and

payable on the anniversary of the member's admission to membership. Membership shall be non-transferable and non-assignable.

E. Membership Cards. The Board of Directors shall provide for the issuance of membership cards. Each card shall state the period for which it is valid and shall have printed on its face in clear type that the Corporation is a non-profit. The form, size and contents of the membership card in all other respects shall be fixed from time to time by resolution of the Board of Directors. The name and address of each member, as well as the date of issuance of the membership card shall be entered into the records of the Corporation. If any card shall become lost, mutilated or destroyed, a new card may therefore be issued on such terms and conditions as the Board of Directors may determine.

F. Termination of Membership. The membership of any member of the Corporation shall automatically terminate: (a) upon expiration of the one (1) year membership unless renewed, (b) on written request by the member for such termination delivered to an officer of the Corporation personally or by United States mail; (c) upon suspension from membership in the Corporation of the member by four-fifths (4/5) vote of the Board of Directors for good cause, after the member having received written notice by U.S. Mail and the member having had an opportunity to be heard before the Board if the member has committed acts prejudicial to the purposes or welfare of this Corporation. The decision of the Board of Directors on termination of membership is final.

Section 4. Object and Purposes:

The objects and purposes of the Corporation shall be to form a united motorcycle riders organization or association, both at the individual local level as well as at the state level.

1. The Corporation's membership shall promote motorcycle safety education programs, public awareness programs and motorcycle rider training programs.

2. The members of the Corporation shall promote fair motorcycle legislation and shall work to prevent enactment of or to repeal existing unfair anti-motorcycle legislation.

Section 4. Powers.

To accomplish the purposes for which the Corporation was organized, it shall have all the powers provided by the State of Alaska and its Articles of Incorporation, as amended from time to time and its By-Laws.

Article II Board of Directors

Section 1. General.

The Board of Directors shall set policy of the Corporation. The Board of Directors shall consist of four or more members which shall include the President.

A. Term of Office and Election.

1. The Board of Directors shall be elected by the membership in November of each year and shall take office at the annual meeting of the Corporation in January and shall serve for one year.

2. Vacancies on the Board shall exist (a) on the death, resignation, or removal of a Board member, (b) failure by any Board member to attend regular Board meetings on two (2) consecutive meeting dates, unless excused by action of the Board.

3. Vacancies on the Board shall be filled by the Board of Directors at its next regular meeting or at a Special Meeting called for that purpose.

4. The Board of Directors shall elect its chairman at its annual January meeting.

B. Compensation.

The Board of Directors shall receive no compensation for their services as Directors, but may be allowed their actual and necessary expenses for A.B.A.T.E. purposes

C. General Powers.

All Corporate powers shall be exercised by or under the authority of and the business and affairs of the Corporation shall be controlled by the Board of Directors. The Board of Directors shall arrange for printing and distribution of an official publication or newsletter for the organization, and shall organize, coordinate , and/or arrange for any other programs or events that may be appropriate from time to time.

Section 2. Meetings of the Board of Directors.

A. Regular Meetings.

Regular meetings of the Board of Directors shall be held at a designated location on the second Thursday of each month unless otherwise notified.

B. Special Meetings.

Special meetings of the Board of Directors may be called by the Chairman of the Board or by any three members of the Board of Directors and such meetings shall be held at a designated location. The call for a special meeting shall state the nature of the business to be considered and the place, date, and hour of the meeting and notice of such meeting shall be mailed to each Director at least five (5) days before the day on which the meeting is to be held. Business considered and acted upon shall be limited to that stated in the call for the meeting.

C. Attendance.

Meetings of the Board of Directors shall be open to all members. The chairperson, or in the event of his/her absence or incapacity, the person acting in his/her behalf, shall have authority to exclude any person from a meeting when, in his/her judgment, because of the sensitive issues or because of a possible conflict of interest, such person should be absent when the issue is voted on or discussed. Requests for items to be placed on the Agenda of regular Board meetings shall be submitted to the Secretary of the Corporation not less than two (2) days prior to the meeting, unless there are mitigating circumstances. Participation by persons other than the Directors in meeting discussions or presentations, shall be at the discretion of the Chairperson.

D. Quorum.

Sixty (60%) percent of the then existing Board of Directors shall constitute a quorum for the transaction of business.

E. Rules of Order.

Robert's Rules of Order as Revised shall be the parliamentary authority in all meetings.

Article III Officers

Section 1. Purpose.

The purpose of the Officers is to carry out the policies of the Corporation.

Section 2. Number.

The officers of the Corporation shall be a President who will also serve on the Board of Directors, Vice-President, Secretary, Treasurer, Membership Coordinator, Legislative Coordinator, ABATE REP Coordinator, Run Coordinator, Newsletter Editor, Sergeant at Arms, and such other officers as may be appointed in accordance with the provisions of Article III, Section 4 of these By-Laws.

Section 3. Election, Term of Office and Qualifications.

Each officer elected annually by the membership shall hold his/her office until his/her successor shall have been duly elected and qualified, or until his/her death, or until he/she shall resign, or shall have been removed from office in the manner hereinafter provided in Article III, Section 5.

Section 4. Additional Officers.

The Board of Directors may appoint such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have authority and perform such duties as are provided by these By-Laws or as the Board of Directors may delegate to any officers or committee the power to appoint any such additional officers.

Section 5. Removal.

Any officer may be removed by provisions of Article I, Section 3F of these By-Laws, either with or without cause, by recall, by recall by the majority vote of the membership, or in the case of any officer appointed by the Board, by any committee or superior officer upon whom such power of removal may be conferred by the Board.

Section 6. Resignation.

Any officer may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect at the time specified therein, or at the pleasure of the Board; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. President.

The President shall be the Chief Executive Officer of the Corporation and shall, in general, subject to the control of the Board of Directors, supervise and control all business and affairs of the Corporation. He/she shall perform all duties incident to his/her office and such other duties as may be required by law, and the Articles of Incorporation of this Corporation, or by these By-Laws, or that which may be prescribed from time to time by the Board of Directors. He/she shall preside at all meetings of the Board of Directors and be ex-officio member of all standing committees. The President of the Corporation shall reside on the Board of Directors but does not hold the position of Chairman of the Board, and shall have no vote, unless the Board be equally divided. Vacancy occurring in the position of President shall be filled by an election at the next

meeting of the membership after the position has been declared vacant through the death, resignation, or removal of the person previously holding the position.

Section 8. Vice-President.

The Vice-President shall, in the absence of the President, perform all duties required of, and have all of the powers of the President and act as an ex-officio member of all committees. He/she shall perform such other duties as from time to time may be assigned by the Board of Directors or the President.

Section 9. Secretary.

The Secretary shall;

A. Certify and keep the original copy of the Corporation By-Laws as amended from time to time, the original copy of the Articles of Incorporation, and a book of minutes of all meetings with the time and place of holding, whether regular or special, and if special, how authorized, the notices thereof given and the names of those present at the meetings. Provide copies of minutes from previous month's meeting.

B. Shall make available at all meetings, a meeting agenda for all attending members. Prepare committee reports for agenda.

C. See that all notices are duly given in accordance with the provisions of the By-Laws or as required by law.

D. In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Board of Directors and or the President.

Section 10. Treasurer/Financial Officer-Job Description

A) Accounts Receivable/Accounts Payable: Treasurer shall physically make deposits of all funds of the Corporation and maintain a record of the income and disbursement of such funds. Treasurer will reconcile accounts receivable on a monthly basis to verify income vs. deposits and the accounting thereof. The Treasurer is responsible for reviewing and paying all bills or outstanding statements against the Corporation and insuring these bills and or judgements are paid in a timely manner, as to not jeopardize the Corporation's standing and credit. Treasurer will physically submit and prepare invoices for payment. Withdrawals from the Corporation accounts may only be made by check and must be signed by the Treasurer and one of the following: President, Vice-President or Secretary. He/She will review accounts payable and reconcile with the check register and the accounting thereof.

B) Financial Statements: The Treasurer will review; Profit & Loss Statements periodically determined by the Board, additional reporting required by other authority's, (Insurance, Internal Revenue, State of Alaska Dept. of Labor, Division of Charitable Gaming, etc.), and report these and other necessary topics to the Board.

C) Checkbook Reconciliation: The Treasurer will review checkbook reconciliation, checks paid, deposits made, explain adjustments, deviations, mathematical errors in register and other topics that may pertain to the reconciliation and the explanation thereof.

D) Payroll: The Treasurer will review payroll periods, Federal and State Employer Reports, Employer Deposits, and the accounting thereof to ensure timely reporting and the correct taxes paid on any and all employees in the service of the Corporation.

E) Membership: The Treasurer will ensure dues received are coordinated with the Membership Coordinator so to issue membership individually verified through accounts receivable and payable. **G) Charitable Gaming:** The Treasurer will ensure the accounting of charitable gaming meets State and Federal requirements and review reporting from the GAMING MEMBER IN CHARGE OR ALTERNATE MEMBER.

H) Budget-Cash Flow: The Treasurer will review projected capital expenses and issue a recommendation of approval to the Board as to how much expenses will affect cash flow and budgeting.

I) Miscellaneous Reporting: The Treasurer will ensure required reporting from authority's (ie: IRS, Labor Dept., MOA), is accomplished as necessary and report such topics to the Board.

J) Meetings: The Treasurer shall report to the Board of Directors monthly on all the above mentioned topics as to its past, present and future financial status, shall prepare for all members review a copy of the current months itemized report at the monthly meetings, and shall prepare for a fiscal year report to be published within the organizations newsletter publication for all members review.

Section 11. Legislative Coordinator.

The Legislative Coordinator shall keep membership informed of political activity; local, federal or international which is of concern to the membership. He/she shall coordinate with the State Legislative Representative and other Motorcycle Rights Organizations (MRO's) on political activities and pertinent informational issues and shall appoint an assistant of his/her choice from within the membership. The Legislative Coordinator may establish a legislative committee and will be chairperson of said committee.

Section 12. A.B.A.T.E. (REP) Riders Education Program Coordinator.

The A.B.A.T.E. R.E.P. Coordinator shall appoint an assistant of his/her choice from within the membership. May establish a committee and will be chairperson of said committee. He/she shall follow the Motorcycle Safety Foundation curriculum and will adhere to rules and regulations required. He/she shall coordinate scheduling of program requirements.

Section 13. Membership Coordinator.

The Membership Coordinator shall adhere to Article I, Section 3 of these By-Laws. He/she shall make available a current membership list for review/correction by members at all General Membership meetings. He/she shall have membership materials available at all A.B.A.T.E. functions. He/she shall provide the Newsletter Editor with a current membership list for each mailing.

Section 14. Run Coordinator.

The Run Coordinator shall establish a committee of choice from within the membership and will be chairperson of said committee. He/she shall establish sub-committees for each established annual run. He/she shall coordinate runs with other groups establish a yearly run schedule, and make said schedule available to the membership by the March general membership meeting. His/her duties shall include but are not limited to complete coordination of all runs.

Section 15. Newsletter Editor.

The Editor shall be responsible for the monthly publication of a newsletter to be mailed in a timely manner. The Editor shall establish a consistent deadline for the publishing and shall be

knowledgeable about current postal mailing regulations. He/she is also responsible for obtaining and billing advertising.

Section 16. Sergeant at Arms.

The Sergeant at Arms shall be responsible for keeping order during all A.B.A.T.E. meetings/functions and will delegate a representative in the case of his/her absence.

Article IV Committees

Section 1. Appointment to Committees.

Except as otherwise provided in these By-Laws, all appointments to committees shall be made by the President and confirmed by the Board of Directors. All vacancies shall be filled by similar appointment.

Section 2. Size of Committees, Chairperson and Quorum,

Unless otherwise provided by these By-Laws or by resolution, all committees shall consist of at least two members and one whom shall be an officer, with a chairperson. A quorum of the committee is necessary to conduct business and a quorum is fifty (50%) percent of the committee members.

Section 3. Meetings.

Meetings of any committee may be called by the Chairperson of the committee or by the President. The time and place of all committee meetings will be decided by the person calling the meeting and shall be indicated in the notice of the meeting. Only the committee members shall be entitled to notice, but any Board Members or Officers may attend any meeting of any standing committee. The chairperson shall have authority to exclude any person from a meeting when, in his/her judgment, because of sensitive issues or a potential conflict of interest, such person should be absent when the issue is voted on or discussed.

Section 4. Sub-Committees.

Each chairperson of such committees may establish such sub-committees as he/she may from time to time deem necessary, with the authorization to carry out the responsibilities assigned to them.

Section 5. Duties and Responsibilities.

Each committee shall prepare a statement or progress report of its recommendations as needed upon request by the President or the Board of Directors and forward this statement/report to both the President and the Secretary. The Board of Directors shall review and approve these statements/reports.

Article V Miscellaneous Provisions

Section 1. Contracts.

The Board of Directors, except as otherwise provided in these By-Laws, may by Resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of or on the behalf of the Corporation, and such authority may be general or conformed to specific instances. Unless so authorized, no officer, agent, member or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or render it fiscally liable for any purpose or amount.

Section 2. Annual Report.

The President shall cause to be prepared and submitted to the Board of Directors an annual written report, including a financial statement from The Treasurer. Such report shall be distributed to the membership. The Treasurer at the direction of the President shall also cause to be prepared, all reports necessary for government agencies and to pay all taxes and other charges against the Corporation.

Section 3. Corporate Seal.

The Board of Directors may adopt and use a Corporate Seal and the Corporate Seal shall be maintained by the Secretary of the Corporation, to be affixed on all Corporation instruments at the direction of the Board of Directors.

Section 4. Fiscal Year.

The fiscal year of the Corporation shall be from January 1 through December 31.

Section 5. Personal Liability.

Each Director and Officer of the Corporation shall not be held personally responsible for the actions of the Corporation and shall be indemnified by the Corporation against the costs and expenses reasonably incurred by him/her in connection with any action, suit or proceeding, either criminal or civil, in which he/she may be involved by reason of being or having been a Director or an Officer of the Corporation except to the extent of that such Director or Officer is adjudged to be guilty of willful negligence, misconduct, misfeasance or malfeasance in the performance or his/her duties.

Section 6. Activities.

The following are considered A.B.A.T.E. functions:

- A. Promote and support education.
- B. Charity drives, such as Toys for Tots Runs.
- C. Blood Runs.
- D. Motorcycle rallies.
- E. Work with a legislative coordinator to improve vehicular laws.

Article VI Notices

Section 1. Notices.

Whenever any notice is required to be given to any Board member or any other person by statute, or by these By-Laws, whether of a meeting or for some other purpose, it may be given personally or sent to such person by mail, telegram, telephone, or other form of communication.

Section 2. Waiver of Notices.

Notice may be waived in writing signed by the person entitled to notice. Waiver, whether given before or after the meeting or at the time notice is required to be given, shall be the equivalent to notice of such meeting. Where a person attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened is not a waiver of notice. All such waivers shall be filed with the records of the Corporation.

Article VII Amendments and Effective Date

Section 1. Effective Date.

These By-Laws and subsequent Amendments shall become effective immediately upon adoption by two-thirds (2/3) vote of the membership, either by proxy or in person.

Section 2. Amendments.

These By-Laws may be amended or repealed at any regular meeting of the assembled membership, after 30 days notice, by a vote of two-thirds (2/3) of all members or by written proxy given to the President or the Secretary.

Section 3. Effective Date of Amendments.

Amendments to these By-Laws shall become effective immediately upon adoption unless otherwise designated by the vote.

Article VIII

Section 1. Dissolution of the Corporation.

Internal Revenue Code of 1986, Section 501-c-3 and Section 170-C-2 maintenance.
"Upon dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organized and operated exclusively for such purposes."

We certify, that by placing our signatures below, that these are a true and correct copy of our amended By-Laws, excepted by two-thirds (2/3) vote of our membership on this date. of

Chairman of the Board
Secretary of the Corporation