

# **BYLAWS MID-MICHIGAN MOTORCYCLIST**

## **ARTICLE I - NAME**

The name of this organization is Mid-Michigan Motorcyclist, hereinafter referred to as M.M.M.

## **ARTICLE II - PURPOSE AND ORGANIZATION**

### **Section 1.**

The purpose of M.M.M. is to promote responsible motorcycling activities for M.M.M members by conducting special organized activities and encouraging participation in existing events.

### **Section 2.**

The name, funds, or influence of M.M.M. may be used only in support of this purpose.

### **Section 3.**

M.M.M. is a non-profit membership corporation incorporated in the State of Michigan on the 17th day of October 1994, under and by virtue of the provisions of Act 162, Public Acts of 1982, as amended, of the State of Michigan.

## **ARTICLE III - AFFILIATION**

M.M.M. is not and shall not form or enter into any affiliation with any individual, group or organization.

## **ARTICLE IV - MEMBERSHIP**

### **Section 1.**

All owners of Harley-Davidson Motorcycles and their partner are eligible for membership in M.M.M. Section 1 ceases to apply to any applicant once they have ten years of continuous membership in M.M.M.

### **Section 2.**

If, by decision of the Board of M.M.M., a member's conduct at a M.M.M. activity, whether business or social, is undesirable, that person may be asked to leave and that person's membership in M.M.M. may be suspended or revoked.

### **Section 3.**

Membership runs from January 1 through December 31. Membership paid for on or after August 31 will be in effect for the remainder of the year and the following calendar year.

### **Section 4.**

All M.M.M. members participate in all activities at their own risk.

## **ARTICLE V - BOARD OF DIRECTORS**

### **Section 1.**

The management and direction of M.M.M. shall be delegated exclusively to its Board of Directors, hereinafter referred to as the Board.

**Section 2.**

The Board shall consist of members: Executive Director, Assistant Executive Director, Secretary, Treasurer, Head Road Captain, and ten Directors.

**Section 3.**

The position of Membership Chairperson and Activities Chairperson shall automatically constitute a Directors position on the Board. These two positions are included with the ten directors.

**Section 4.**

All members of the Board are eligible to vote on M.M.M. business.

**Section 5.**

The Executive Director shall select all standing and special committees, designate duties, and may authorize compensation for justifiable expenses.

**Section 6.**

The Executive Director will vote on issues only in the event of a tie.

**Section 7.**

The Executive Director shall appoint a Board Member to carry on M.M.M. business in the event of his absence.

**Section 8.**

In the event the Executive Director position should become vacant it will be the responsibility of the Board to appoint a person to fill this position for the remainder of the term.

**Section 9.**

M.M.M. shall conduct Board meetings as the Executive Director deems necessary. Such meetings are open to all M.M.M. members. A Board meeting shall not exist if less than a majority of the voting members are present.

**Section 10.**

A majority of the Board shall constitute a quorum.

**Section 11.**

Liability: In the absence of misconduct, fraud or bad faith, the present and former Officers and Board members of M.M.M. shall not be personally liable for its debts, obligations or liabilities.

**Section 12.**

Indemnification: If any Officer, Board member or Chairperson of M.M.M. is made a party to any civil or criminal action or proceeding arising from the performance of any Officer, Board member or Chairperson of his or her duties on behalf of M.M.M., then, to the full extent permitted by law, the Board by affirmative vote of a quorum of its members who are not parties to the action or proceeding, may indemnify such Officer, Board member or Chairperson for all sums paid by him or her in the way of judgments, fines, settlements, and reasonable expenses, including attorney's fees actually and necessarily incurred, in connection with the action or proceeding.

**Section 13.**

Insurance: The Board may authorize the purchase and maintenance by M.M.M. of such insurance on behalf of the present and former Executive Director, Officer, Board members and persons acting in any other capacity at the request of M.M.M. as may protect them against any liability asserted against them in such capacity, whether or not M.M.M. would have the power to indemnify such persons under the Michigan Nonprofit Corporation Act or sections (1) through (6).

## **ARTICLE VI - OFFICERS**

### **Section 1.**

Executive Director: The Executive Director's duties shall be to coordinate and schedule all group activity and to uphold the bylaws of M.M.M.

### **Section 2**

Assistant Executive Director: The Assistant Executive Director's duties shall be to assist the Executive Director with coordination and scheduling of group activity.

### **Section 3.**

Treasurer: The Treasurer shall be responsible for all financial accounting of M.M.M.

### **Section 4.**

Secretary: The Secretary shall be responsible for all administrative needs of M.M.M.

### **Section 5.**

Secretary/Treasurer: If so appointed the Secretary/Treasurer shall be one Officer responsible for the combined duties of both the Secretary and Treasurer.

### **Section 6.**

Head Road Captain: The Head Road Captain shall prepare the annual ride schedule and assign ride captains & sweeps as necessary.

### **Section 7.**

Director: Directors represent the general membership in the decision-making process for M.M.M. affairs, whether business or social.

## **ARTICLE VII - NOMINATION AND ELECTION OF EXECUTIVE DIRECTOR**

### **Section 1.**

All Officers and Directors shall serve a term of two years beginning on January 1<sup>st</sup> of each odd numbered year.

### **Section 2.**

The Executive Director shall be elected by popular vote of the general membership of M.M.M. The Executive Director shall, from the general membership, appoint all other Officers, Board members, and Chairpersons. No Officer, Board member, or Chairperson receives any compensation for services performed for M.M.M.

### **Section 3.**

In each election year, the Board will accept and prepare a list of all candidates for the position of Executive Director nominated by the general membership at or before the October meeting. The list of candidates for Executive Director will be published in the M.M.M. Newsletter prior to the annual meeting in November.

### **Section 4.**

The nominee for Executive Director who receives a majority of the ballots cast at the annual meeting shall be elected thereto. If there is only one nominee for Executive Director, the Secretary may be directed at the meeting to cast a ballot for the full number of votes of the meeting for the nominee, whereupon the Executive Director shall declare the nominee to be elected by acclamation. Otherwise the name of each nominee for Executive Director shall be placed by the Secretary on ballots for voting by secret ballot.

### **Section 5.**

All ballots shall be counted and certified at the meeting by tellers appointed by the Executive Director, and the results shall be reported to the members. Any member who will not be residing in Michigan at the time of the election may request an absentee ballot to be included in that count.

## **ARTICLE VIII - ACTIVITIES**

M.M.M. activities can include any motorcycle related activity that appeals to M.M.M. membership; such as, monthly meetings, organized rides, races, rallies, social gatherings, etc.

## **ARTICLE IX - MEETING OF MEMBERS**

### **Section 1.**

The annual meeting of M.M.M. shall be held during the month of November. Elections shall be held at the annual meeting on every even numbered year. At the January meeting, the Treasurer shall submit an annual report of the finances of M.M.M. and committee reports shall be submitted.

### **Section 2.**

Regular meetings shall be held monthly, except when otherwise decreed by the Board.

### **Section 3.**

Special meetings may be called whenever the majority of the Board deems it necessary, or upon written request by not less than one-tenth of M.M.M. members. The business at special meetings shall be limited to that for which the meeting was called.

### **Section 4.**

These Bylaws and Robert's Rules of Order Newly Revised shall govern the conduct of business of M.M.M.

## **ARTICLE X - FISCAL ADMINISTRATION**

### **Section 1.**

The fiscal year shall be from January 1 to December 31.

### **Section 2.**

The annual dues shall be payable in advance. Dues structure shall be set by the Board.

### **Section 3.**

At the beginning of every fiscal year, the Board shall adopt event budgets showing in detail the anticipated income and expenditures of M.M.M. for the immediately succeeding year.

### **Section 4.**

No member, officer, director, committee, or agent of M.M.M. shall have any right, authority or power to expend any money of M.M.M., incur any liability for or in its behalf, or make any commitment that will or may be deemed to bind M.M.M. to an expense or liability unless such expenditure, liability or commitment has been budgeted and/or authorized by the Board.

### **Section 5.**

The Board shall review expenditures of the preceding period at each board meeting at which time each Board Member will be provided with a monthly treasurer's report and annually with a detailed report.

### **Section 6.**

The Board shall have the authority to appoint a committee to review the books and transactions of the treasurer at the close of any fiscal year. This report shall be read at a scheduled meeting of the members of M.M.M.

### **Section 7.**

When deemed necessary, the Board may employ a firm to prepare a compilation of the financial records of M.M.M.

## **ARTICLE XI - DISCLAIMER**

While the members of M.M.M. are affiliated with this organization, each member remains separate and responsible for his or her own actions. All members and their guests participate voluntarily and at their own risk in all M.M.M. activities. M.M.M. and its Officers and Board members are released and held harmless by the members and their guests for any injury or loss to their property which may result from participation in M.M.M. activities. This means that all members and guests of members of M.M.M. agree not to sue M.M.M. and its Officers and Board members.

## **ARTICLE XII - DISSOLUTION**

After settlement of all claims, all remaining assets of M.M.M. shall be donated to a charity to be determined at time of Dissolution.

## **ARTICLE XIII - AMENDMENTS**

### **Section 1.**

Proposed amendments to these bylaws shall be publicized in the regular M.M.M. Newsletter prior to a regular meeting of the general membership.

### **Section 2.**

These bylaws may then be amended by a two-thirds vote of the members present at the regular meeting.

### **CURRENT**

Adopted	01/05/1995
Amendments	01/14/1996
Amendments	10/09/1996
Amendments	09/13/2000
Amendments	11/13/2011
Amendments	11/08/2015