

THE BYLAWS ST. CROIX VALLEY MOTORCYCLE RIDERS ASSOCIATION, INC.

Amended April 14, 2024

ARTICLE 1.0 – MEMBERSHIP

1.1 GENERAL: Membership is open to all individuals of good character who are motorcycle enthusiasts. Membership is neither restricted nor prohibited because of sex, age, race, religion, sexual orientation or type of motorcycle.

1.2 DUES: MEMBERS shall pay calendar year dues to St. Croix Valley Motorcycles Riders Association Inc. (hereinafter referred to as SCVR) in an amount required and determined from time to time by the Board of Directors (hereinafter referred to as BOD). The calendar year expires on December 31st of the year.

1.2.1 Members who have been in good standing for twenty (20) calendar years shall be issued a Lifetime Membership and shall no longer be required to pay calendar year dues. Lifetime members shall be considered in good standing with all rights and responsibilities provided by these bylaws.

ARTICLE 2.0 -- BOARD OF DIRECTORS

2.1 MANAGEMENT: The organization shall be managed by a Board of Directors (*as defined in the Articles of Incorporation*) who shall have the authority to make reasonable rules and regulations consistent with and in accordance with the rules and regulations promulgated from time to time by SCVR.

2.2 NUMBER: The BOD shall be nine (9), elected OFFICERS of the organization, and one (1) [non-voting member] who shall be President Emeritus (past president of the organization).

2.3 QUORUM: A simple majority of the BOD shall constitute a quorum for any annual, special or general meeting of the BOD.

2.4 DUTIES: The BOD shall have:

2.4.1 general charge of the affairs of the organization;

2.4.2 supervision over all sponsored and sanctioned activities;

2.4.3 charge of all financial matters relative to the organization, being guided *by* resolutions adopted at any ANNUAL, SPECIAL or GENERAL meetings of the MEMBERS of the organization; and

2.4.4 charge of all matters not fully covered in the Articles of Incorporation and Bylaws, or not otherwise taken care of by resolutions passed at any ANNUAL, SPECIAL or GENERAL meetings of MEMBERS of the organization.

2.5 VACANCIES: The PRESIDENT shall fill, by appointment, subject to approval of the BOD, any vacancy caused by resignation, death, or removal from office, of any member or members of the BOD, and such appointment shall be for the balance of the un-expired term of the member or members vacating. Prior to appointment,

the President shall announce the vacancy at the general membership meeting immediately following the vacancy and request that interested members submit a notice of interest to the President within ten (10) calendar days of the announcement.

2.6 POWERS: The BOD *shall* have the power to:

2.6.1 conduct, manage, and control the affairs and business of the organization, to make rules and regulations consistent with the laws of the United States and the State of Minnesota, the Articles of Incorporation and bylaws of the organization; and

2.6.2 appoint and remove agents of the organization, prescribe their duties, fix their compensation and require from them, security for faithful performance.

2.6.3 appoint committee chairs of all standing and special committees of the organization.

2.6.4 approve expenditures that fall within the annual budget approved by the General Membership at a regular, annual or special meeting of the organization.

2.6.5 approve expenditures not included within the annual budget approved by the General Membership of up to one thousand dollars (\$1,000.00) per expenditure without a vote of the General Membership.

2.7 MEETINGS OF THE BOARD OF DIRECTORS:

2.7.1 Regular meetings of the BOD shall be on a date, time and place as the BOD shall appoint; and

2.7.2 special meetings of the BOD may be called by the PRESIDENT, or any two (2) members of the BOD, by giving fifteen (15) days notice to each BOD member stating the date, time, place, object and purpose of the meeting.

2.7.3 All regular or special meetings of the BOD, except when acting as a trial body as outlined in Article 5 shall be open to the membership of the organization and notice of those meetings shall be posted using SCVR's social media outlets.

ARTICLE 3.0 – OFFICERS

3.1 NUMBER: There shall be a maximum of nine (9) elected officers, a PRESIDENT, a VICE PRESIDENT, a SECRETARY, a TREASURER, a SERGEANT AT ARMS, two (2) DIRECTORS, and two (2) LEGISLATIVE DIRECTORS; one (1) constituent from MN and one (1) constituent from WI; (hereinafter referred to as the OFFICERS), for the purpose of transacting business and carrying out the purpose of the organization. Whenever the BOD may so order, any two (2) offices, the duties of which do not conflict, may be held by one person.

3.1.1 The non-voting position of President Emeritus shall be filled by the immediate past President (or the previous past President if the immediate past President is unable to serve). Immediate past President shall be defined as the most recent President elected by the General Membership who completed a two-year term of office or the most recent President appointed by the BOD to fill a vacancy in the office of the PRESIDENT resulting from the resignation of the PRESIDENT prior to completion of their two-year term of office

3.2 ELECTION AND TERMS OF OFFICE: The OFFICERS and TRUSTEES of the organization shall be elected at the ANNUAL meeting of the MEMBERS of the organization by ballot, and shall hold their offices until their successors are duly elected.

- a) Terms of office for the President, Secretary, Sergeant at Arms, one (1) Director at Large, and the MN Legislative Director elected in even numbered calendar years shall be for a period of two (2) years.
- b) Terms of office for the Vice-President, Treasurer, one (1) Director at Large, and the WI Legislative Director elected in odd numbered calendar years shall be for a period of two (2) years.
- c) In addition to the Officers of the organization there shall be two (2) Trustees who are members of the Financial Review Committee as described in Article 7 elected from and by the membership. One (1) Trustee shall be elected each year at the ANNUAL meeting for a term of two (2) years.

3.2.1 All elections shall be conducted by an ELECTION COMMITTEE appointed by the President subject to approval of the BOD at least three (3) months prior to the ANNUAL Meeting.

- a) No member of the Election Committee shall be a current member of the BOD or a candidate for an officer of the organization while serving on the committee.
- b) The Election Committee shall accept nominations from among the members in good standing with the exception provided below for officer positions scheduled for election at any GENERAL or SPECIAL meeting of the membership in the two (2) months prior to the ANNUAL meeting. Nominations shall close at the GENERAL meeting of the membership in the month prior to the ANNUAL meeting.
 - i. A member in good standing is considered to be any member of the organization whose dues are current.
 - ii. No member may be nominated for any Officer or Trustee position if they are currently married to or in a significant relationship, as determined by the BOD, with any current Officer of the BOD or Trustee. This provision will be effective with the election occurring in June 2024.

The Election Committee shall conduct the election at the ANNUAL meeting and supervise the mailing of absentee ballots provided for in Section 4.5.1 below.

3.3 DUTIES OF THE PRESIDENT: The duties of the PRESIDENT shall be to preside at all meetings of the BOD and at the ANNUAL, SPECIAL and GENERAL meetings of the MEMBERS of the organization, execute all contracts and legal instruments, have general charge and supervision over all business of the organization subject to the BOD, and said PRESIDENT shall be an ex-officio member of all committees.

3.4 DUTIES OF THE VICE PRESIDENT: The VICE-PRESIDENT shall perform such duties as may be assigned by the BOD, and in the event of death, disability or absence of the PRESIDENT, said VICE PRESIDENT shall preside and be vested with all the duties and powers of the PRESIDENT.

3.5 DUTIES OF SECRETARY: The SECRETARY, shall take minutes and keep a record of the minutes of the proceedings of ANNUAL, SPECIAL and GENERAL meetings and of the BOD meetings; shall give notice, as required by these Bylaws, for all meetings of the organization; shall have custody of all books, records and papers of the organization, except those authorized, by resolution by the BOD, to be in the custody and possession of any other person.

3.6 DUTIES OF TREASURER: The TREASURER shall collect all dues required by the organization; shall be the custodian of all monies, securities, and vouchers of the organization; shall preserve the receipts for monies paid out and is authorized to receive for the organization, all funds due it; shall deposit all monies in the accounts of the organization and be in charge of all financial matters relative to the organization, being guided by resolutions adopted at any ANNUAL, SPECIAL or GENERAL meetings of the MEMBERS of the organization. The Treasurer shall be responsible to prepare and present annual financial records to the appointed agent that will prepare and file any State or Federal income or sales tax reports for SCVR. The Treasurer shall be responsible to maintain an inventory of all property of the organization. The Treasurer shall prepare financial summaries of all fund raising events within 30 days of the completion of the event.

3.7 DUTIES OF SERGEANT AT ARMS: The Sergeant AT Arms shall be responsible for maintaining order and conducting all votes at all meetings of the organization.

3.8 DUTIES OF DIRECTORS: Shall represent the interests of the general membership.

3.9 DUTIES OF LEGISLATIVE DIRECTORS: To keep the general membership and BOD informed on motorcycle legislation in their respective states.

3.10 REMOVAL OF OFFICERS: Any board member who is absent from two (2) or more consecutive meetings of the Board of Directors (BOD) in any calendar year or accrues three unexcused absences from regular meetings of the general membership in any calendar year may be removed by a 2/3 vote of the members in good standing at a general membership meeting or pursuant to charges filed under Article 5.0.

ARTICLE 4.0 – MEETINGS

4.1 ANNUAL MEETING:

4.1.1 The ANNUAL meeting of the MEMBERS of the organization shall be held at a specified time, date and place as designated by the BOD and shall be held in the month of June.

4.1.2 Notice setting out the time and place of such ANNUAL meeting shall be printed and distributed by mail, postage prepaid, or e-mail, to all MEMBERS in good standing of record at said MEMBER'S address as it appears on the books of the Membership director of the organization at least twenty-one (21) days prior to the ANNUAL meeting. Notice of the ANNUAL meeting shall also be posted using SCVR's social media outlets.

4.2 SPECIAL MEETINGS:

4.2.1 SPECIAL meetings of the MEMBERS of the organization may be called at any time, by the BOD, or by fifteen percent (15%) of the general membership, and notice of such a call shall state the object and

purpose for which the SPECIAL meeting is being called, and said notice shall be given to the SECRETARY of the organization, and no business except as specified in said notice shall be transacted at said SPECIAL meeting.

4.2.2 Notice setting out the time and place of such SPECIAL meeting and the object thereof, shall be sent by mail, postage prepaid, *or e-mail*, by the SECRETARY of the organization to the general MEMBERS in good standing of record at said MEMBER'S address as it appears on the books of the *Membership director* at least fifteen (15) days prior to the date fixed for said special meeting. Such notice shall also be posted using SCVR's social media outlets.

4.3 GENERAL MEETINGS: GENERAL meetings of the MEMBERS of the organization shall be held at a time, frequency and place as determined by the BOD, excluding the month of the ANNUAL meeting. Notice of General Membership meetings shall also be posted using SCVR's social media outlets.

4.4 COMMITTEE MEETINGS: Committee meetings shall be held as needed at the call of the Committee Chair appointed by the BOD. Committee meetings shall take minutes to submit to the BOD. Committees may make recommendations for action to the membership or BOD as appropriate. Notice of the date, time and place of Committee meetings shall be posted using SCVR's social media outlets at least seven (7) calendar days in advance of the meeting.

4.5 VOTING: All MEMBERS of the organization in good standing who are present at a duly called GENERAL, SPECIAL or ANNUAL meeting shall be qualified to vote at said meeting and each MEMBER present at said meeting shall have one (1) vote.

4.5.1: Members in good standing may request absentee ballots related to voting for OFFICERS and TRUSTEES via e-mail, phone, or mail. Absentee ballots will be sent to members in good standing at the address as it appears on the books of the membership coordinator. Ballots must be received at the SCVR PO Box in the official SCVR ballot envelope by the Friday before the annual meeting. Absentee ballots must be requested no later than 2 weeks prior to the annual meeting.

4.6 ORDER OF BUSINESS:

4.6.1 The following shall be the order of business at all ANNUAL meetings of the organization subject to variation by the will of the BOD:

- (1) Call to Order by the Sergeant At Arms
- (2) PRESIDENT'S Report
- (3) Election of Officers and Directors (*as needed*)
- (4) SECRETARY reads previous Annual Meeting Minutes
- (5) TREASURER gives Annual Accounting of Income/Expenses
- (6) GAMBLING REPORT update given by Gambling Coordinator
- (7) Report of Officers
- (8) Report of Committee Chairs & Coordinators
- (9) Unfinished Business
- (10) New Business
- (11) Introduction of New Members
- (12) Adjournment

4.6.2 No order of business will be transacted at any SPECIAL meeting except as is specified in the notice of said special meeting subject to the provisions of Paragraph 4.2.1 of Article 4.0 of the bylaws.

4.6.3 The following shall be the order of business at all GENERAL meetings of the organization subject to variation by the will of the BOD:

- (1) Call to Order by the Sergeant At Arms
- (2) PRESIDENT'S report
- (3) SECRETARY reads previous General Meeting Minutes
- (4) TREASURER's reports of Income and Expenses
- (5) GAMBLING REPORT update given by Gambling Coordinator
- (6) Report of Committee Chairs & Coordinators
- (7) Unfinished Business
- (8) New Business
- (9) Introduction of new members
- (10) Adjournment

4.7 QUORUM:

4.7.1 ANNUAL OR SPECIAL MEETING: Fifty (50) members of good standing present at any ANNUAL or SPECIAL meeting shall constitute a quorum of the organization for the transaction of business.

4.7.2 NO QUORUM AT ANNUAL OR SPECIAL MEETING: If a quorum is not present at the ANNUAL or SPECIAL meeting of the organization, the meeting may adjourn to such future time as agreed upon by the members present, and notice of such adjournment shall be hereinbefore provided for in Paragraph 4.2.2 of Article 4.0 of the bylaws and mailed, postage prepaid, or e-mailed, to each member at least five (5) days before said adjourned meeting reconvenes, but if a quorum is present, they may adjourn from day to day or from time to time, as they see fit, and no notice of such adjournment need be given. Such notice shall also be posted using SCVR's social media outlets.

4.7.3 GENERAL MEETING: Twenty-five (25) members in good standing present at any GENERAL meeting shall constitute a quorum of the organization for transacting business.

4.7.4 NO QUORUM AT GENERAL MEETING: If a quorum be not present at any GENERAL meeting of the organization, the meeting may proceed as to the order of business as defined in Paragraph 4.5.3 of Article 4.0 of the bylaws as the MEMBERS and BOD see fit to discuss as informational only and no vote may be taken to officially confirm and transact business and any business and reports normally confirmed by vote by the MEMBERS shall be held in abeyance and reviewed and voted upon at the next succeeding GENERAL meeting when a quorum exists.

4.7.5 QUORUM ESTABLISHED: When a quorum has been present at any ANNUAL, SPECIAL or GENERAL meeting and MEMBERS have withdrawn from the meeting so that less than a quorum remains, the MEMBERS still present may continue to transact business until adjournment.

4.8 All meetings of the membership, committees and BOARD OF DIRECTORS shall be conducted according to Robert's Rules of Order most newly revised.

ARTICLE 5.0 – JUDICIAL PROCEDURE

5.1 TERMINATION: Any MEMBER, OFFICER or DIRECTOR who does not comply with the principles set forth by this organization, who disgraces this organization, whose behavior is construed as unbefitting a MEMBER in good standing, or who is slanderous and misrepresents the principles of this organization by any means may be expelled and may lose all rights granted a member in good standing for a period of time determined as part of the trial process.

5.2 TRIAL PROCESS:

5.2.1 Any member may bring charges against any other member for reasons provided in Section 5.1 by filing written notice with the President and Secretary of SCVR. Charges must be specific, citing in detail the nature, the date and the circumstances of the alleged offense and signed by the member(s) bringing the charges.

5.2.2 Within fifteen (15) calendar days of receipt of the charges, the Secretary of SCVR shall send by certified mail, return receipt requested, at the address on record in membership files, an exact copy of the charge to the accused party together with a copy of this trial process and right of appeal. A copy of the charges shall also be presented to all other BOD members.

5.2.3 For the purposes of the trial process, the trial body shall be the SCVR Board of Directors. In order for a quorum to take place at least seventy-five percent (75%) of the members of the trial body must be present. In the event the accused or accuser(s) is on the BOD, the accused/accuser(s) due to conflict of interest cannot be on the trial body. A general member will be assigned to fill that spot by the Chair of the trial body. The trial body shall fix the date, time and place for the trial in such a manner as to afford maximum convenience practical under the circumstances to both the accused and the accuser(s).

(1) The trial body shall appoint a member of the trial body or a general member of the organization to preside as Chair of the trial body. If a general member is selected, he/she shall not have a vote as part of the final determination regarding the charges.

(2) At the opening of the trial, the Chair shall review the trial procedures.

- i. All parties are expected to act civilly and respectfully during the trial.
- ii. The accuser(s) or their representative shall present an opening statement outlining the charges against the accused and the case they intend to present.
- iii. The accused or their representative may offer an opening statement following that of the accuser(s) or delay their opening statement until they present their own case.
- iv. The accuser(s) or their representative shall present their case including providing testimony from any witnesses supporting their case.
- v. The accused or their representative may cross examine any witnesses presented by the accuser(s) immediately following the witness' testimony.

- vi. Upon completion of the accuser(s) case, the accused shall present their case including presentation of an opening statement, if initially delayed, and any witnesses supporting their case.
- vii. The accuser(s) or their representative may cross examine any witnesses presented by the accused immediately following the witness' testimony.
- viii. Upon completion of the accused's case, the accused or their representative shall present a closing statement summarizing their case and the reasons that the trial body should find the accused not guilty of the charges. The accuser(s) or their representative shall then present a closing statement summarizing their case and the reasons the trial body should find accused guilty of the charges.
- ix. The Chair of the trial body shall have the right to call for breaks as needed and to take appropriate actions to have the trial conducted in a civil, orderly manner.

5.2.4 The accused member shall have the following rights:

- (1)The right to receive a copy of the full charges within fifteen days after they are filed by certified mail, return receipt requested, at the address of record in the membership files and to receive the copy at least thirty (30) days in advance of the trial date.
- (2)The right to file a written answer to the charges with the SCVR President and/or Secretary.
- (3)The right to be tried within sixty (60) days of being forwarded the charges by US certified mail, return receipt requested.
- (4)The right to at least fifteen (15) days advance notice of the date, time and place of the trial.
- (5)The right to confront the accuser(s) during the trial process.
- (6)The right to cross-examine the accuser and any witnesses.
- (7)The right to present witnesses in the accused person's behalf.
- (8)The right to choose another member to serve as the accused person's counsel in the case.
- (9)The right to be presumed innocent unless proven guilty.
- (10) The right to refuse to testify.
- (11) The right to choose either a hearing open to the membership or a hearing open only to the trial body.
- (12) The right to appeal, in the manner provided below.

5.2.5 The member(s) bringing the charges shall be guaranteed the following rights:

- (1) The right to receive a copy of any written answer to the charge which may be filed by the accused at the time such answer is received by the SCVR President and/or Secretary.
- (2) The right to have the initial trial body convened no later than seventy-five (75) days after the charges were filed.
- (3) The right to at least fifteen (15) days advance notice of the date, time and place of the trial.
- (4) The right to give personal testimony.
- (5) The right to present the testimony of others and to cross-examine witnesses presented by the accused.
- (6) The right to choose another member to act as the charging party's counsel in the case.

5.2.6 The member(s) bringing the charge shall be under the following obligations:

- (1) To file the original charge in sufficient detail as to afford the accused member full opportunity to prepare a defense.
- (2) To appear in person at the trial.
- (3) To assume the burden of proof.

5.2.7 The trial body shall render its decision in writing no later than thirty (30) calendar days following the completion of the trial unless otherwise agreed to by the accused and accuser(s). The decision shall be in writing and shall be transmitted by certified mail, return receipt requested, to the member(s) bringing the charge and the accused simultaneously. The decision of the trial body shall be announced to the membership at the annual, regular or special membership meeting immediately following transmission of the decision.

(1) If found guilty by at least 2/3 of the trial body, the accused person may be suspended from membership for a length of time determined by the trial body or expelled from membership permanently.

(2) If the charges are not sustained and the trial body is convinced the charges were not brought in good faith or were actuated by malice, the trial body may by 2/3 of the trial body, suspend those bringing the charges from membership for a length of time determined by the trial body or expel them from membership permanently. In this instance, the effected member may appeal the decision of the trial body.

5.3 APPEAL PROCESS:

- (1) The suspended or expelled member(s) may, within thirty (30) days following mailing of the decision, file an appeal of the decision to the general membership.
- (2) The appeal shall be in writing, mailed to the SCVR President and/or Secretary, and shall be accompanied by a copy of the original charge and of the decision which is being appealed. The appeal shall set forth in substance the appellant's reasons for believing the trial body was in error and the nature of the error.
- (3) Upon receipt of an appeal, the matter shall be placed on the agenda for the next annual, special or regular meeting of the membership that provides for at least a fifteen (15) day notice to the appellant.
- (4) Consideration of any appeal shall be the first item on the agenda of the meeting following call to order, pledge of allegiance and roll call of officers.
- (5) The Chair of the trial body as selected by the trial body shall outline the decision of the trial body in the matter including a complete summary of any charges, arguments of the accused and accuser(s) at the original trial, decision of the trial body and the rationale for the decision.
- (6) The appellant shall then have a maximum of fifteen (15) minutes to present their reason for believing the trial body erred in the decision made.
- (7) The membership shall be provided ample opportunity to ask for clarification of information presented by the Chair of the trial body and the appellant.
- (8) The membership present at the meeting at which the appeal is heard shall by secret ballot vote whether or not to uphold the decision of the trial body. A simple majority of the votes cast at the meeting shall determine the outcome of the vote.

ARTICLE 6.0 –FINANCE FISCAL YEAR

6.1 FISCAL YEAR: The fiscal year of the corporation shall commence on the first day of January in each year and shall end on the last day of December of each year.

ARTICLE 7.0 AUDIT OF BOOKS AND ACCOUNTS

7.1 The TREASURER shall prepare and keep a continuous inventory of all the property of the organization to be made part of the permanent records of the organization. Such inventory shall show the amount paid for each item of property, and if acquired by gift, that fact, and the reasonable value thereof.

7.2 The books and accounts of the organization shall be audited by the Finance Review Committee at least one time per fiscal year and at such time as there is a newly elected or appointed TREASURER or at any other times as may be directed by the BOD or requested by the TREASURER or PRESIDENT. A copy of the most recent audit and the financial status of the organization shall be presented to each member at the ANNUAL meeting. Any time an audit is conducted, the report of the audit and the financial status of the organization shall be presented at the monthly General Membership meeting immediately following the audit.

7.3 There shall be a Standing Committee called the Finance Review Committee (FRC). The Finance Review Committee members shall include the current Treasurer, the President Emeritus and two (2) Trustees elected from and by the General Membership. The Finance Review Committee shall meet at least one (1) time per year between April 1st and May 31st to audit in detail any and all financial records of the organization, as the committee deems necessary to verify the bookkeeping and record keeping procedures of the organization since its last meeting. The Finance Review Committee shall present a written report of their audit findings to the membership of the organization at the ANNUAL meeting in June of each year.

ARTICLE 8.0 – COMPENSATION

8.1 COMPENSATION: The organization does not afford financial gain, incidentally or otherwise, to its OFFICERS or MEMBERS, and it shall be a nonprofit corporation; nor shall any member of the BOD be entitled to receive compensation, dividends, profits, or any other financial gain or profit, incidentally or otherwise, as a result of the existence and operation of the organization; however, a member of the BOD or a MEMBER may receive financial remuneration for services rendered to the organization providing that the amount and form of said financial remuneration is first determined and approved by two-thirds vote of the BOD

ARTICLE 9.0 -- ASSETS AND PROPERTY RIGHTS

9.1 DISSOLUTION: In the event of the dissolution of the organization and of all of its remaining property, after payment of all debts and obligations, any remaining assets shall be distributed to an organization, exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954, serving purposes similar to those for which this organization is formed. In no circumstances shall any remaining assets thereof be transferred to, or in any respect whatsoever, inure to the benefit of, any OFFICER or MEMBER of the organization, nor shall any OFFICER or MEMBER of this organization have any right, title, or interest whatsoever in or to any of the property or assets which the organization may have or hereafter acquire except as herein provided for the dissolution of the organization.

ARTICLE 10.0 -- CORPORATE SEAL

10.1 CORPORATE SEAL: The BOD at its discretion may provide a corporate seal containing the name of the organization and insignia, and said seal shall be in the charge of the SECRETARY.

ARTICLE 11.0 -- AUTHORITY TO BIND

11.1 AUTHORITY TO BIND: The PRESIDENT and the SECRETARY shall execute and deliver all deeds and other instruments for, and on behalf of the organization, when, and if authorized by the members of the BOD, and no OFFICER or DIRECTOR of the organization shall have power to bind the credit of the organization without the authority of the BOD given by resolution at a regular or special meeting of the BOD.

ARTICLE 12.0 -- CUSTODIANSHIP AND EMPLOYMENT

12.1 CUSTODIANSHIP AND EMPLOYMENT: The BOD shall all have the power and authority to elect or appoint as custodian or custodians over such property of the organization as they may, by resolution, determine, and shall have the power and authority to hire and employ persons to carry out the purposes of the organization.

ARTICLE 13.0 – INDEMNIFICATION

13.1 INDEMNIFICATION: The organization shall indemnify any and all persons, who may serve or who have served at any time as DIRECTORS or OFFICERS or members of the BOD of the organization, their respective heirs, administrators, successors and assigns, against and all expenses, including amounts paid upon judgments, fines legal fees, and amounts paid in compromise or in settlement (whether before or after suit is commenced), actually and reasonably incurred by such persons in connection with the investigation, defense, compromise or settlement of any claim, action, suit or proceedings in which they, or any of them, are made or threatened to be made parties or a party, or which may be asserted against them or any of them, by reason of being or having been DIRECTORS, OFFICERS or a member of the BOD of the organization, irrespective of whether any such claim, action, suit or proceeding be civil, administrative, or criminal in nature, whether or not derivative or in the right of the organization, and whether or not such person may ever successfully defend any such claim, action, suit or proceeding; provided that indemnification shall be denied if, by any final and executor judgment of a competent court, such person is found to have been liable for his or her own willful misconduct in the performance of his or her duty to the organization, or if such person expressly concedes his or her willful misconduct and, in writing, waives the relinquishes indemnity in connection with compromise or settlement of any such matter.

ARTICLE 14 -- GRANTS AND DONATIONS

14.1. Grants or donations made by MEMBERS: Each year, at its regular monthly meeting in January (or at a special meeting called for that purpose) the membership shall determine the annual maximum permissible amount for grants or donations made by the membership without review by the board of directors as provided in Section 13.2. Where no action is taken, the amount set during the previous year shall be adopted.

14.2 Grants or donations requiring board review: Requests for grants or donations in excess of the amount determined by the members, as provided in Section 13.1, must be forwarded to the board for its review and comment. It shall be the board's responsibilities to determine whether the request being presented is either for a motorcycle rights related purpose or for a motorcycle related charitable purpose in which one or more members of SCVR may participate. Organizations requesting grants or donations under this section must meet

the minimum standards established annually by the board. The board may report its findings to the membership with or without recommendation. Reports made without recommendation shall not be considered recommendation for denial of the request.

14.3 GRANTS EXCEEDING TEN PERCENT OF ANNUAL REPORTABLE REVENUES: In addition to the requirements of Section 13.2, organizations requesting grants in excess of ten percent (10%) of SCVR’s annual reportable revenues (including annual request totals) shall provide the SCVR BOD with an annual financial report showing the proportionality of the grant requested to the total projected revenues and expenditures of the recipient organization for the year in which the grant will be received. Before a requesting organization may submit a new request in any subsequent year it must provide a copy of its official annual financial report to the SCVR BOD for its review. Only where the board determines that the requesting organization meets the requirements of Section 13.2 and has provided an official financial report which includes a showing of the proportionality of the amount being requested to the total annual revenues of the requesting organization may the board recommend approval of the grant. Where any element of this section is absent, the grant request shall be denied.

ARTICLES 15.0 -- AMENDMENT TO BYLAWS

15.1 AMENDMENTS TO BYLAWS: The bylaws may be amended, altered or rescinded by a majority of the voting MEMBERS present at any ANNUAL, SPECIAL or GENERAL meeting according to the following procedure:

15.1.1. The proposed amendment(s) are announced and read at an ANNUAL, SPECIAL or GENERAL meeting of the membership;

15.1.2. The proposed amendment(s) are posted using SCVR’s social media outlets along with notice that the amendments will be discussed and voted on at the next ANNUAL, SPECIAL or GENERAL meeting of the membership including the date, time and location of the meeting at which the vote will occur;

15.1.3. If SCVR continues to notify members of upcoming meetings via “robo-call” the call shall include notice that a vote to amend the by-laws will be part of the meeting and that a copy of the proposed amendment(s) is available on the SCVR website;

15.1.4. At the meeting at which discussion and voting on the amendment(s) will occur, written copies of the proposed amendment with language to be deleted crossed out and language to be added underlined shall be provided to all members present at the meeting.

15.1.5. In the event multiple amendments are to be voted on at the same meeting, each amendment must be voted on as a separate item.

The undersigned, Angela Brunell, SECRETARY of the ST. CROIX VALLEY MOTORCYCLE RIDERS ASSOCIATION, INC. hereby certifies that the foregoing bylaws were adopted as the complete revised bylaws of the corporation said corporation on the 14th day of April, 2024.

SECRETARY