

AFM By-Laws

American Federation Of Motorcyclists, Inc. By-Laws

ARTICLE I

OFFICES. The principal office of the Corporation, hereinafter called the Club, shall be in the county of Alameda, State of California. The location or address of the principal office may be changed from time to time by resolution of the Board of Directors without amendment of the Articles of Incorporation or these By-Laws. Such change shall be made in compliance with the California Corporations Code as now in effect or at any time hereafter amended, and with all applicable procedures as set forth by the Secretary of State. The Club may have such other offices, either within or without the County in which the principal office is located, as the Board of Directors may determine or as the business of the Club may require.

ARTICLE II

NAME, EMBLEM AND SEAL. The name of the Club shall be American Federation of Motorcyclists, Incorporated, which may be abbreviated as AFM, Inc. The names American Federation of Motorcyclists and AFM, as used officially, shall be reserved by the Club. The emblem and seal shall be the following design:



ARTICLE III

Section 1. COMPETITION MEMBERSHIP. All persons holding current AFM Competition Licenses issued by the Club, the qualifications and standards of which are set forth by the Board of Directors in the AFM Competition Rules, are competition Members of the Club and one of its affiliate Chapters, and are entitled to voting rights and all privileges of membership. In the remainder of these By-Laws the term "member" shall refer to a Competition Member. Memberships are not transferable.

Section 2. ASSOCIATE MEMBERSHIP. Associate Memberships may be offered to persons not holding AFM Competition Licenses. Such members shall receive voting rights and other privileges as established by the Board of Directors.

Section 3. DUES. The fiscal year of the Club and all affiliate Chapters shall be the calendar year. Dues for Competition Membership in the Club shall take the form of the AFM Competition License fee as set forth in the AFM Competition Rules by the Board of Directors. Associate Membership dues shall be set by the Board of Directors.

Section 4. DELINQUENCY. The following actions shall be taken with respect to any member who stands indebted to the Club or to any affiliate Chapter for ninety (90) days or more: their AFM Competition License shall be suspended or revoked; if revoked member shall forfeit all fees therefore and pursuant to Section 1 of this Article, member shall there by cease to be a member of the Club.

Section 5. TERMINATION. Any member, either competition or associate, in good standing, whose account is fully paid, may resign, the resignation shall be accepted at the next meeting of the Board of Directors and shall be effective as of the date of resignation. All memberships shall terminate on the death or resignation or of a member or their expulsion by the Board of Directors. On any such termination, any right, title or interest of the member in or to the property and assets of the Club shall cease.

Notwithstanding any termination of membership, all sums due to the Club from any member shall be due and remain a debt in favor of the Club and shall be enforceable against the member or their estate.

Section 6. EXPULSION OR SUSPENSION. The Board of Directors may suspend or revoke membership, including AFM Competition License, for infractions of the AFM Competition Rules, or any other reasonable cause if the Board of Directors shall determine that such action is in the best interests of the Club. The Board of Directors shall give the member in question thirty (30) days prior notice of such action, and the reasons therefore, in writing by certified mail to the member's address of record. The member shall have the opportunity to respond, orally or in writing, not less than five (5) days before the effective date of the suspension or revocation, to the Board of Directors, or to a representative empowered to act on behalf of the Board of Directors. The member may request a hearing before the Board of Directors, or to a sub-committee appointed by the Board of Directors. The member shall have the right to appeal the decision of a sub-committee of the Board of Directors to the full Board of Directors.

Section 7. VOTING. All members shall have equal voting rights and each member shall be entitled to cast one vote. In the election of At-Large Directors, each member shall have one vote for each vacant position to be filled on the Board of Directors. The candidates receiving the highest number of votes in descending order shall be elected to fill such vacant positions. As provided in Article V, Section 2 of these By-Laws, each Chapter shall elect two (2) Directors from its membership. Voting rights consistent with aforesaid Section shall be established by each Chapter for such election.

ARTICLE IV

Section 1. ANNUAL AND SPECIAL MEETINGS OF AFM, INC. The time and place of the Annual Meeting of the Club shall be established by the Board of Directors. All members shall be notified in writing thirty (30) days in advance thereof. Special meetings of the members of the Club may be called at the discretion of the Board of Directors upon similar written thirty (30) days' notice.

Section 2. QUORUM. The presence in person and/or through an electronic communication medium of a total of seventy-five (75) members of the Club shall constitute a quorum for the transaction of business at any meeting of the members. There shall be no voting by proxy.

ARTICLE V

Section 1. BOARD OF DIRECTORS OF AFM, INC. The affairs of the Club shall be managed by a board of directors. Said board shall be referred to hereafter as the Board of Directors or the AFM Board of Directors, and the members thereof as Directors. The appointment and supervision of committees as are necessary from time to time shall be undertaken by the Board of Directors. All Directors shall have one vote.

Section 2. COMPOSITION OF THE BOARD OF DIRECTORS. The Board of Directors shall be composed of the following: The presidents of each affiliated chapter; two (2) Directors from each affiliated chapter; and three (3) Directors from the membership of the club at large. In any years that there is only "one active AFM Chapter" (specifically, only one authorized Chapter holding regular Chapter meetings and racing events), the complete elected Board of Directors for that one active AFM Chapter shall act under these "special circumstances" as the AFM Inc. Board of Directors, with all voting powers listed in these by-laws. As soon as an additional AFM Chapter is formed and meets the "active" criteria (of holding regular Chapter meetings and racing events), this "special circumstance" authorization for that one Chapter Board of Directors is no longer in effect. No changes to the AFM Inc. Board of Directors' elected positions, election timing/methods, assignments within the Inc Board of Directors (Chairman,

Vice- Chairman, Secretary, Treasurer) or duties are made by this fact, just the addition of those additional "one active Chapter Board of Directors" to the official AFM Inc. Board for the intention of voting on Rule Changes, AFM Inc. policies and business decisions, etc.. No changes to the "one active AFM Chapter's" by-laws or elected Director positions are made by this fact, either; all elected Director positions, election timing/methods, duties, responsibilities, etc. from that Chapter's original By-Laws also remain intact.

Section 3. EX-OFFICIO BOARD MEMBERS. The Board of Directors may appoint ex-officio members to the board to head specific committees or to accomplish such tasks as the Board of Directors may deem appropriate. Such ex-officio members of the Board of Directors shall not have voting privileges. Ex-officio members may be removed at any time by majority vote of the Board of Directors.

Section 4. TERM OF OFFICE. All Directors shall serve two (2) year terms beginning at the first Board meeting of the calendar year. Each Chapter shall elect two (2) Directors from its membership as follows: One to take office in the even-numbered years and one to take office in odd-numbered years. Three (3) At-Large Directors shall be elected from the membership of the Club at large. Two of the At-Large Directors will take office in even-numbered years and one will take office in the odd-numbered years.

Section 5. NOMINATION AND ELECTION OF CHAPTER DIRECTORS. Nominations by each Chapter shall be limited to members in good standing of that Chapter. Nominations must be concluded at the November Chapter meeting. Elections shall be decided by majority vote of eligible members either through returned written ballots mailed to all Chapter members at their address of record, a majority vote by a quorum at any regular Chapter meeting, or through a secure electronic and/or on-line voting system and must be in accordance with Chapter By-Laws. Elections must be concluded prior to the first Board meeting of the calendar year. Voting by proxy shall not be permitted.

Section 6. NOMINATION AND ELECTION OF AT-LARGE DIRECTORS. Nominations of At-Large Directors shall be conducted at Chapter meetings. Nominees shall be members of the club in good standing. Nominations must be concluded at the November Chapter meeting. Elections shall be decided by majority vote of eligible members either through returned written ballots mailed to all Chapter members at their address of record or through a secure electronic and/or on-line voting system. Elections must be concluded prior to January 1. Voting by proxy shall not be permitted.

Section 7. RESPONSIBILITIES OF DIRECTORS. Directors shall be responsible, conscientious and competent in the discharge of their obligations to the Club, and shall do so in accordance with these By-Laws and the Articles of Incorporation, with the law, and with generally-accepted business practice.

Section 8. REMOVAL FROM OFFICE. Any Director may be removed from office who has been convicted of a felony, or has been declared of unsound mind by a final court order, has been found by final court judgment to have breached any duty under Article 3, "Standards of Conduct", of the California Non-Profit Corporation Code, or by a majority vote in a properly conducted recall election. Directors elected by a Chapter, including Chapter presidents, can be removed by a majority vote of the Chapter members participating in a recall election. The Chapters shall establish grounds consistent with these By-Laws and the California Corporations Code for calling for and conducting such elections. Directors elected by the Club membership at-large may be removed by a majority vote of the membership in a recall election. Such election may be called for by either a 2/3 majority vote of the Board of Directors or by a petition signed by at least 150 members in good standing of the Club. The recall election shall take place not more than thirty (30) days after such recall election has been called and shall be by majority vote of eligible members either through returned written ballots mailed by first class mail to all Chapter members at their address of record or through a secure electronic and/or on-line voting system. Such ballot (whether in written or electronic form) shall give each member the opportunity to vote for or against the recall, and shall allow at least twenty-one (21) days from the date of mailing written ballots or activation of the electronic voting system for the results to be counted and reported to the membership.

Section 9. VACANCIES. Vacancies in the At-Large Directors shall be filled by appointment by the Board of Directors or by special election, at the Board's option. Appointment shall be by majority vote of the Board and the appointee shall be a Club member in good standing. Vacancies in the Chapter Directors shall be filled by the Chapters by appointment or special election. Chapter Directors left vacant for more than forty-five (45) days may be filled by the Board of Directors. Any successive Director, if chosen by a special election, shall serve for the remaining unexpired term of the preceding Director. Appointed successors shall serve for the unexpired term or until the next general election, whichever comes first. If at that time the term of the original Director has still a year remaining a Director must be elected to fill the remaining year. An appointed Director may run as an incumbent in such an election.

Section 10. BOARD MEETING NOTICE. Board meetings shall be called by the Chairman of the Board of Directors at their discretion, or at the request of any two (2) Directors, upon fourteen (14) days' written notice to all Directors. Regular meetings of the Board may be held without notice other than this By-Law Section immediately before or after and at the same location as the Annual Meeting.

Section 11. BOARD MEETING ATTENDANCE AND VOTING. A majority of the authorized number of Directors present in person or through audio and/or visual off-site access shall constitute a quorum at any Board meeting. Directors shall vote by open ballot and Club members may be informed of the vote of any Director upon request. Attendance at Board meetings shall be limited to Directors, to members of the Club, and to guests invited by any Director and approved by a majority of the Board. Attendees other than the Board of Directors shall be limited to observation of the proceedings. Participation of attendees other than the Board of Directors shall be by the discretion of the Board of Directors.

ARTICLE VI

POWERS OF THE BOARD OF DIRECTORS. Subject to the limitations of the Articles of Incorporation and of the California Non-Profit Corporations Code on action to be authorized by the members, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Club shall be controlled by, the Board of Directors. Without prejudice to these general powers, but subject to the same limitations, it is expressly declared that the Directors shall have the following powers:

- a. To appoint and remove all officers, agents and employees of the Club, and to prescribe powers and duties for officers, agents and employees as may not be inconsistent with the law, the Articles of Incorporation or these By-Laws.
- b. To conduct, manage and control the affairs and business of the Club, and to make such rules and regulations as are not inconsistent with the law, with the Articles of Incorporation or with these By-Laws, as they deem best.
- c. To adopt, make and use a corporate seal and to alter the form of the seal from time to time as they may deem best, provided the seal shall comply at all times with the provisions of the law.
- d. To borrow money and incur indebtedness for the purposes of the Club and, for that purpose, to cause to be executed and delivered in the Club's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt, and securities for them.
- e. To manage in the manner they may deem best all funds and property, real and personal, received, acquired, or earned by the Club, and to distribute or dispense them
- f. To make and publish rules not inconsistent with these By-Laws to govern Club activities and the operation and use of Club facilities.
- g. To make assessments of the membership to defray Chapter expenses. It may also, at its sole discretion, refund such assessments in whole or in part.
- h. To appoint and supervise committees, as are necessary from time to time; to specify the purpose, membership and authority of the committee; and to require of the committee any written reports the Board deems necessary.

- i. To appoint and supervise Race Officials responsible for the proper conduct and management of races sponsored by the Chapter, as described in the Competition Rules of AFM, Inc.

ARTICLE VII

Section 1. OFFICERS. The Board of Directors shall elect from its members a Chairman, Vice Chairman, Treasurer and Secretary, as well as additional officers as may be required.

Section 2. ELECTION. Officers shall be chosen annually by the Board of Directors at any Board Meeting or, in lieu thereof, either by written ballot distributed by mail or through a secure electronic and/or on-line voting system. Each officer shall hold office until the officer shall resign, be removed by the Board of Directors or otherwise be disqualified to serve, or until a successor shall be elected and qualified.

Section 3. REMOVAL AND RESIGNATION. Any officer may resign, or be removed with or without cause, by a majority vote of the Board of Directors, at any time. Such removal or resignation from office shall not effect the officer's status as a Director. Vacancies caused by death, resignation or removal of any officer shall be filled by appointment by the Board of Directors of a member of the Board.

Section 4. CHAIRMAN. The Chairman shall supervise the general affairs of the Club and conduct meetings of the Board of Directors and membership meetings.

Section 5. VICE CHAIRMAN. The Vice Chairman shall assume the responsibilities of the Chairman at the request of the latter, or upon the resignation, death, or removal of the latter.

Section 6. TREASURER. The Treasurer shall supervise the receipt, custody, control and expenditure of all assets and liabilities of the Club; shall keep correct and complete books and records of account; and shall prepare or cause to be prepared and distribute quarterly financial reports to each Director within thirty (30) days of the close of each calendar quarter. The Treasurer shall be authorized by the Board of Directors to write checks of up to Five Hundred Dollars (\$500.00) without the co-signature of the Chairman.

Section 7. SECRETARY. The Secretary, or a designated alternate, shall attend all meetings of the members and of the Board of Directors, and record minutes thereof in a book kept for that purpose; shall be responsible for maintaining a current roll of all Club members, their addresses and telephone numbers; shall give notice of all meetings as required by law and these By-Laws; shall be responsible for all correspondence as directed by the Board of Directors; and shall have custody of the corporate seal. The Secretary shall also be responsible for preparing and distributing an agenda for each membership meeting and each Board Meeting. Attendance at meetings for the secretary (and/or their designated alternate) may be either in person or from an off-site location using an interactive conferencing system.

ARTICLE VIII

Section 1. AFFILIATE CHAPTERS. The Club shall encourage the formation and/or continuation of functioning non-profit organizations whose purposes and activities generally conform to those of the Club, and at its discretion, the Board of Directors will issue Charters to such organizations as affiliate Chapters of the club. Chapters shall be established within well-defined geographical boundaries, with no two Chapters holding jurisdiction in the same area.

Section 2. CHARTER QUALIFICATIONS. Charters shall be limited to non-profit organizations whose affairs and property are managed in accordance with established by-laws and generally-accepted business practices; whose officers are elected periodically by the general membership; which hold regular membership and business meetings (at least annually); which conduct events and activities in general accordance with the purposes of the Club; and whose by-laws and similar instruments shall, after review by the Board of Directors, be found to be consistent with the By-Laws and Articles of Incorporation of the Club. The Board of Directors shall establish, and from time to time modify, additional standards required

of organizations to qualify as affiliate Chapters of the Club, and shall apply such standards uniformly and consistently.

Section 3. CHARTER STIPULATIONS. In consideration of the granting of authority by the Board of Directors to affiliate Chapters to use the Club name, emblem and initials AFM, which are service marks, trademarks and/or trade-names of the Club by issuing Charters thereto, said affiliate Chapters shall make it their policy to conscientiously maintain the standards and carry out the general purposes and policies of the Club; shall conduct their affairs responsibly and competently; and shall conform to the provisions of these By-Laws, the AFM Competition Rules and any other policies and/or standards the Board of Directors may from time to time establish. The affiliate Chapters shall have full responsibility for organizing and running competition events at locations within their regions, and shall be responsible for the enforcement of the AFM Competition Rules at these events.

Section 4. CHARTER TERM. Charters issued by the Club to affiliate Chapters shall expire at the end of the fiscal year. Provided no action to the contrary has been taken by the Board of Directors, all Charters are automatically reissued at the start of each fiscal year.

Section 5. CHAPTER PENALTIES. At any time the Board of Directors shall be satisfied, by evidence, that a Chapter has failed to perform its duties or failed to abide by the conditions stated in sections 2 or 3 of this Article, the Board may, by a 2/3 majority of the existing Board of Directors, penalize the Chapter. The officers of the Chapter in question shall be given written notice of the proposed penalty, and the reason therefore, and shall have opportunity to respond, prior to the penalty taking effect. Penalties imposed by the Board may include, but are not limited to, the suspension of the Chapter's Charter. If a Chapter's Charter is suspended the permission and authority to use the Club name, emblem and initials, as earlier provided, shall also be in suspense until reinstated.

Section 6. CHARTER REVOCATION. The Charter of any affiliate Chapter shall be subject to revocation by action of the Board of Directors at any time if the latter shall be satisfied, by evidence, that said Chapter has violated or stands in violation of any provision or provisions of these By-Laws. Such action by the Board of Directors shall be by a two-thirds (2/3) majority vote of the Board of Directors of AFM, Inc., and shall be final. Following such revocation, the permission and authority to use the Club name, emblem and initials, as earlier provided, shall terminate.

Section 7. FINANCIAL RESPONSIBILITY. Under no circumstances shall the Club be responsible for the indebtedness incurred by any affiliate Chapter unless, prior to incurring such debt, the Board of Directors has agreed to guarantee payment thereof.

ARTICLE IX

PERSONAL LIABILITY. All persons or corporations extending credit to, contracting with, or having any claim against the Club or the Board of Directors, shall look only to the funds and property of the Club for the payment of any debt, damages, judgment or decree, or any other money that may otherwise become due or payable to them from the Club or Board of Directors, so that neither the members of the Club, nor the officers or members of the Board of Directors, present or future, shall be personally liable therefore.

ARTICLE X

ASSESSMENTS. The Board of Directors shall have the authority at any time to make quarterly assessments of the affiliate Chapters in proportion to the size of their memberships to defray Club expenses. The Board may also, at its sole discretion, refund such assessments in whole or in part, in the same proportion.

ARTICLE XI

BOOKS AND RECORDS. The Club shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, Board of Directors, and committees having any of the

authority of the Board, and shall keep a record giving the names and addresses of the members. All books and records of the Club may be inspected by any member, or the member's agent or attorney, for any proper purpose at any reasonable time. Copies of these By-Laws and the Articles of Incorporation of the Club shall be kept at the principal office.

ARTICLE XII

PETITIONS. Where specifically allowed by these By-Laws, petitions may be submitted to the Executive Board to effect action. All petitions must meet the following standards:

- a. Statement of Purpose. Each page of each petition must contain the complete statement of action desired by petitioners, statement of cause, and Rule or By-Law number to which the petition pertains. No other attachment, enclosure, or afterword shall be considered a part of the petition unless specifically referred to on each page of each petition as an attachment thereto.
- b. Singularity of Purpose. No petition may bear more than one purpose or desired action.
- c. Identification. Each petitioner must enter their printed name, signature, the date of signature and for purposes of verification, their AFM number, telephone number, and electronic contact information (e-mail, etc.). Where the petitioner cannot be contacted directly by telephone or electronic means, their signature must be witnessed by an AFM North member who can be contacted directly by telephone or electronic means, and that witness must enter all identification required herein.
- d. Submission. Petitions must be submitted to the Chapter Secretary for consideration by the Chapter Board at their next Board meeting.
- e. Retraction. A member's signature may be retracted at any time before the Chapter Board has ruled on the petition. Retractions must be submitted to the Secretary, individually and in writing.
- f. Verification. At the request of the Chapter Board, the Secretary shall attempt to verify all signatures to the petition. Signatures that cannot be verified shall not be counted in the number of required signatures.

ARTICLE XIII

WAIVER OF NOTICE. Whenever any notice is required to be given under the provisions of the General Non-Profit Corporation Law of California or under the provisions of the Articles of Incorporation or these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV

Section 1. MEETING: To qualify as a meeting of the Board of Directors and/or membership, the meeting must be attended by the required number of participants to form a quorum as defined in these By-Laws. Attendance to a meeting can be in person and/or through an interactive conferencing method.

Section 2. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board of Directors by these By-Laws may be taken without a meeting of the Board of Directors, provided all Directors are collectively notified in writing (by written or electronic method) to such action. Votes resulting from such actions, require the minimum number of responses to meet the definition of a quorum as per these By-Laws. In the event that an on-line motion is made without meeting, Directors not responding within 72 hours will be considered absent and will not have their vote counted for purposes of deciding the motion or qualifying as a quorum. Result of such votes is determined by majority. Such written motions and voting outcomes shall be filed with the minutes of the proceedings of the Board, and such action shall have the same force and effect as any other vote of such Directors. Any certificate or other document filed pursuant to the foregoing shall state that the action was taken with written consent of the Board of Directors without a meeting and that the By-Laws of the club authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

ARTICLE XV

RULES OF ORDER. The rules contained in Robert's Rules of Order, revised, shall govern all meetings of the members and of the Board of Directors of the Club, except in instances of conflict between Robert's Rules of Order and the Articles of Incorporation or By-Laws of the Club or provisions of law.

ARTICLE XVI

AMENDMENT OF BY-LAWS. The Board of Directors, or any ten (10) members in good standing, by written petition submitted to the Secretary, may propose amendments to these By-Laws. Upon presentation of such proposal, copies thereof shall be mailed or provided through secure electronic or on-line method to all members in good standing, and not less than thirty (30) days shall be allowed for balloting. If two-thirds (2/3) of the members submitting ballots, which number shall be at least seventy-five (75), favor the amendment, it shall be approved and adopted the first day of the calendar month following the tabulation of ballots. The Board of Directors may, at its discretion, devise and use a secret ballot form or implement an electronic/on-line voting method for By-Law Amendments. The Secretary shall give the results of the balloting in the next Club publication following the close thereof, or by special written notice within thirty (30) days.

ARTICLE XVII

AMENDMENT OF ARTICLES OF INCORPORATION. The Articles of Incorporation of the Club may be amended pursuant to the provisions thereof, which provisions are as follows: Amendment of the Articles of Incorporation may be proposed by the Board of Directors or by written petition submitted to the Secretary by any twenty (20) members in good standing, and not less than thirty (30) days shall be allowed for balloting. If two-thirds (2/3) of the members submitting ballots, which number shall be at least seventy-five (75), favor the amendment, it shall be approved and adopted the first day of the calendar month following tabulation of the ballots. The Board of Directors may, at its discretion, devise and use a secret ballot form or implement an electronic/on-line voting method for Amendments of Articles of Incorporation. The Secretary shall give the results of the balloting in the next Club publication following the close thereof, or by special written notice within thirty (30) days.

KNOW ALL PERSONS BY THESE PRESENTS: That the undersigned secretary of the corporation known as the AMERICAN FEDERATION OF MOTORCYCLISTS, INCORPORATED, does hereby certify that the above and foregoing By-Laws were duly adopted by the members of said corporation, as the By-Laws of said corporation, on the day of _____, 20_____, and that they do now constitute the By-Laws of said corporation.

Attest: _____ Secretary

AFM North Chapter By-Laws

American Federation Of Motorcyclists, Inc. North Chapter By-Laws

ARTICLE I

OFFICES. The principal office of the Chapter, hereinafter called the chapter, shall be in the county of Alameda, State of California. The location or address of the principal office may be changed from time to time by resolution of the Chapter Board of Directors (hereinafter called Board of Directors) without amendment to these By-Laws. Such change shall be made in compliance with the California Corporations Code as now in effect or at any time hereafter amended, and with all applicable procedures as set forth by the Secretary of State. The Chapter may have such other offices, either within or without the County in which the principal office is located, as the Board of Directors may determine or as the business of the Chapter may require.

ARTICLE II

NAME, EMBLEM AND SEAL. The name of the Chapter shall be American Federation of Motorcyclists, North Chapter, which may be abbreviated as AFM, North. The names American Federation of Motorcyclists and AFM, as used officially, shall be reserved by the Chapter. The emblem and seal shall be the following design:

ARTICLE III

Section 1. MEMBERSHIP. All persons holding current AFM Competition or Associate Licenses issued by the Club, bearing the affiliation "SF" (San Francisco) the qualifications and standards of which are set forth by the Board of Directors of AFM, Inc. in the AFM Competition Rules. Members of the Chapter are entitled to voting rights and all privileges of membership. Memberships are not transferable.

Section 2. DUES. The fiscal year of the Chapter shall be the calendar year. Dues for Membership in the Chapter shall take the form of the AFM Competition or Associate License fees as set forth in the AFM Competition Rules by the Board of Directors.

Section 3. DELINQUENCY. The following actions shall be taken with respect to any member who stands indebted to the Club or an affiliate Chapter for ninety (90) days or more: their AFM License shall be suspended or revoked; if revoked member shall forfeit all fees there for and pursuant to Section 1 of this Article, member shall thereby cease to be a member of the Club and affiliate Chapter.

Section 4. TERMINATION. Any member, either competition or associate, in good standing, whose account is fully paid, may resign, the resignation shall be accepted at the next meeting of the Chapter and shall be effective as of the date of resignation. All memberships shall terminate on the death or resignation of a member, or their expulsion by the Board of Directors. On any such termination, any right, title or interest of the member in or to the property and assets of the Chapter shall cease. Notwithstanding any termination of membership, all sums due to the Chapter from any member shall be due and remain a debt in favor of the Chapter and shall be enforceable against the member or their estate.

Section 5. SUSPENSION. The Board of Directors may suspend Chapter privileges, including voting and competition, for infractions of the AFM, North By-Laws, AFM, Inc. By-Laws, AFM Competition Rulebook or any other reasonable cause if the Board of Directors shall determine that such action is in the best interests of the Chapter. The Board of Directors shall give the member in question thirty (30) days prior notice of such action, and the reasons therefore, in writing by certified mail to the member's address of record. The member shall have the opportunity to respond, orally or in writing, not less than five (5) days before the effective date of the suspension or revocation, to the Board of Directors, or to a representative empowered to act on behalf of the Board of Directors. The member may request a hearing before the Board of Directors, or to a sub-committee appointed by the Board of Directors. The member shall have the right to appeal the decision of a sub-committee of the Board of Directors to the full Board of Directors.

Section 6. VOTING. All members shall have equal voting rights and each member shall be entitled to cast one vote. The candidates receiving the highest number of votes in descending order shall be elected to fill such vacant positions. As provided in Article V, Section 2 of AFM, Inc. By-Laws, the Chapter shall elect two (2) Directors from its membership to serve on the AFM, Inc. Board of Directors. Voting rights consistent with aforesaid Section shall be established by the Chapter for such election. Unless otherwise stated in these By-Laws, business shall be transacted by majority vote.

ARTICLE IV

Section 1. MONTHLY AND SPECIAL MEETINGS OF AFM, NORTH. The time and place of the Monthly Meeting of the Chapter shall be established by the Board of Directors. All members shall be notified in writing thirty (30) days in advance thereof. Special meetings of the members of the Chapter may be called at the discretion of the Board of Directors upon written ten (10) days' notice.

Section 2. NOTICE. The time and place of the monthly Chapter meeting shall be advertised in the AFM Newsletter.

Section 3. QUORUM. The presence in person or through an interactive conferencing method of nine (9) members of the Chapter shall constitute a quorum for the transaction of business at any meeting of the members. There shall be no voting by proxy.

ARTICLE V

Section 1. BOARD OF DIRECTORS OF AFM, NORTH. The affairs of the Chapter shall be managed by a board of directors consisting of six (6) members of the Chapter. Said board shall be referred to hereafter as the Board of Directors or the AFM, North Board of Directors, and the members thereof as Directors. The appointment and supervision of committees as are necessary from time to time shall be undertaken by the Board of Directors.

Section 2. COMPOSITION OF THE BOARD OF DIRECTORS. The Board of Directors shall be composed of the following: The President; Vice-President; Treasurer; Secretary; and two (2) Rider Representatives. All Board Members will be elected from the membership of the Chapter.

Section 3. HONORARY BOARD MEMBERS. Members of the AFM, Inc. Board of Directors, who are AFM, North members, shall have a seat on the AFM, North Board of Directors with full voting privileges.

Section 4. EX-OFFICIO BOARD MEMBERS. The Board of Directors may appoint ex-officio members to the board to head specific committees or to accomplish such tasks as the Board of Directors may deem appropriate. Such ex-officio members of the Board of Directors shall not have voting privileges. Ex-officio members may be removed at any time by majority vote of the Board of Directors.

Section 5. TERM OF OFFICE. The offices of President, Vice President, Treasurer, Secretary and two (2) Rider Representatives shall each serve a one (1) year term. The offices of President, Treasurer and one Rider Representative shall take office January 1 of each calendar year. The offices of Vice President, Secretary and one (1) Rider Representative shall take office July 1 of each calendar year. Each Chapter shall also elect two (2) Directors from its membership as follows: One to take office in the even-numbered years and one to take office in odd-numbered years to serve on the AFM, Inc. Board of Directors for a two (2) year term.

Section 6. NOMINATION AND ELECTION OF CHAPTER DIRECTORS TO THE AFM, INC. and AFM, North BOARD OF DIRECTORS. Nominations by the Chapter shall be limited to members in good standing of the Chapter. Nominations must be concluded at either the November or May Chapter meeting. Elections shall be determined by a majority vote from returned written ballots mailed to all chapter members or through a secure electronic or on-line voting system accessible to all Chapter members or by a majority vote by a quorum at any regular or special Chapter meeting in accordance with Chapter By Laws. Elections must be concluded prior to the January or July regular monthly meeting. Voting by proxy shall not be permitted.

Section 7. RESPONSIBILITIES OF DIRECTORS. Directors shall be responsible, conscientious and competent in the discharge of their obligations to the Chapter, and shall do so in accordance with these By-Laws and the Articles of Incorporation, with the law, and with generally-accepted business practice. Directors shall be responsible for attending regularly scheduled meetings. Any commitments made by any Officer must have written prior authorization of the Board.

Section 8. REMOVAL FROM OFFICE. Any Director may be removed from office who has been convicted of a felony, or has been declared of unsound mind by a final court order, has been found by final court judgment to have breached any duty under Article 3, "Standards of Conduct", of the California Non-Profit Corporation Code, or by a majority vote in a properly conducted recall election. Directors elected by a Chapter, including Chapter presidents, can be removed by a majority vote of the Chapter members

participating in a recall election. Such election may be called for by either a 2/3 majority vote of the Chapter Board of Directors or by a petition signed by at least 100 members in good standing of the Chapter. The Chapter shall establish grounds consistent with these By-Laws and the California Corporations Code for calling for and conducting such elections. Directors elected by the Club membership at-large may be removed by a majority vote of the membership in a recall election. Such election may be called for by either a 2/3 majority vote of the Board of Directors or by a petition signed by at least 150 members in good standing of the Club. The recall election shall take place not more than thirty (30) days after such recall election has been called and by majority vote of eligible members either through returned written ballots mailed by first class mail to all Chapter members at their address of record or through a secure electronic and/or on-line voting system. Such ballot (whether in written or electronic form) shall give each member the opportunity to vote for or against the recall, and shall allow at least twenty-one (21) days from the date of mailing written ballots or activation of the electronic voting system for the results to be counted and reported to the membership.

Section 9. VACANCIES. Vacancies caused by resignation, removal, or death shall be filled as follows: Vacancies in the At-Large Directors shall be filled by appointment by the AFM, Inc. Board of Directors or by special election, at the AFM, Inc. Board's option. Appointment shall be by majority vote of the AFM, Inc. Board and the appointee shall be a Chapter member in good standing. Vacancies in the Chapter Board of Directors shall be filled by appointment of the Chapter Board of Directors or special election. Any successive Director, if chosen by a special election, shall serve for the remaining unexpired term of the preceding Director. Appointed successors shall serve for the unexpired term or until the next general election, whichever comes first. If at that time the term of the original Director has still a year remaining a Director must be elected to fill the remaining year. An appointed Director may run as an incumbent in such an election.

ARTICLE VI

Section 1. BOARD MEETING NOTICE. Board meetings shall be called at the request of any two (2) Directors, upon fourteen (14) days' written notice to all Directors. Regular meetings of the Board may be held without notice other than this By-Law Section immediately before or after and at the same location as the Monthly Meeting.

Section 2. BOARD MEETING ATTENDANCE AND VOTING. A majority of the authorized number of Directors present in person or through audio and/or visual off-site access shall constitute a quorum at any Board meeting. Directors shall vote by open ballot and Chapter members may be informed of the vote of any Director upon request. Attendance at Board meetings shall be limited to Directors, and to guests invited by any Director and approved by a majority of the Board. Attendees other than the Board of Directors shall be limited to observation of the proceedings. Participation of attendees other than the Board of Directors shall be by the discretion of the Board of Directors.

ARTICLE VII

Section 1. POWERS OF THE BOARD OF DIRECTORS. The business and affairs of the Chapter shall be controlled by the Board of Directors in accordance with the AFM, Inc. By-Laws, these Chapter By-Laws, and the California Non-Profit Corporations Code. Without prejudice to these general powers, but subject to the same limitations, it is expressly declared that the Directors shall have the following powers:

- a. To appoint and remove all officers, agents and employees of the Chapter, and to prescribe powers and duties for officers, agents and employees as may not be inconsistent with the law, the Articles of Incorporation or these By-Laws.
- b. To conduct, manage and control the affairs and business of the Chapter, and to make such rules and regulations as are not inconsistent with these By-Laws, and the law, as they deem best.
- c. To adopt, make and use a corporate seal and to alter the form of the seal from time to time as they may deem best, provided the seal shall comply at all times with the provisions of the law.
- d. To borrow money and incur indebtedness for the purposes of the Chapter and, for that purpose, to cause to be executed and delivered in the Chapter's name, promissory notes, bonds,

debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt, and securities for them.

- e. To manage in the manner they may deem best all funds and property, real and personal, received, acquired, or earned by the Chapter, and to distribute or dispense them.
- f. To make and publish rules not inconsistent with these By-Laws to govern Chapter activities and the operation and use of Chapter facilities.
- g. To make assessments of the membership to defray Chapter expenses. It may also, at its sole discretion, refund such assessments in whole or in part.
- h. To appoint and supervise committees, as are necessary from time to time; to specify the purpose, membership and authority of the committee; and to require of the committee any written reports the Board deems necessary.
- i. To appoint and supervise Race Officials responsible for the proper conduct and management of races sponsored by the Chapter, as described in the Competition Rules of AFM, Inc.

ARTICLE VIII

Section 1. **PRESIDENT.** The President shall supervise the general affairs of the Chapter and conduct regular monthly meetings of the Chapter, and regular or special meetings of the Board of Directors. The President shall be able to sign on any and all bank accounts pertaining to the Chapter. Other duties may include, but are not limited to the following: negotiating on behalf of the Chapter pertaining to the business of the Chapter.

Section 2. **VICE PRESIDENT.** The Vice President shall assume the responsibilities of the President at the request of the latter, or upon the resignation, death, or removal of the latter.

Section 3. **TREASURER.** The Treasurer shall supervise the receipt, custody, control and expenditure of all assets and liabilities of the Chapter; shall keep correct and complete books and records of account; and shall prepare or cause to be prepared and distribute quarterly financial reports to each Director within thirty (30) days of the close of each calendar quarter. The Treasurer shall be authorized by the Board of Directors to write checks of up to Five Hundred Dollars (\$500.00) without the co-signature of the President.

Section 4. **SECRETARY.** The Secretary, or a designated alternate, shall attend all meetings of the members and of the Board of Directors, and record minutes thereof kept for that purpose; shall be responsible for maintaining a current roll of all Chapter members, their addresses and telephone numbers; shall give notice of all meetings as required by law and these By-Laws; shall be responsible for all correspondence as directed by the Board of Directors; and shall have custody of the Chapter seal. The Secretary shall also be responsible for preparing and distributing an agenda for each membership meeting and each Board Meeting.

Section 5. **RIDER REPRESENTATIVES.** The Rider Representatives shall attend Chapter competition events with the purpose of representing members in disputes, protests, etc. to Raceday Officials. Rider Representatives shall also be a part of the official Chapter Safety Committee.

Section 6. **CHAPTER REPRESENTATIVES TO THE AFM, INC. BOARD OF DIRECTORS.** Chapter representatives shall attend all Board meetings of AFM, Inc., and AFM, North.

ARTICLE IX

PERSONAL LIABILITY. All persons or corporations extending credit to, contracting with, or having any claim against the Chapter or the Board of Directors, shall look only to the funds and property of the Chapter for the payment of any debt, damages, judgment or decree, or any other money that may otherwise become due or payable to them from the Chapter or Board of Directors, so that neither the

members of the Chapter, nor the officers or members of the Board of Directors, present or future, shall be personally liable therefore.

ARTICLE X

BOOKS AND RECORDS. The Chapter shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board, and shall keep a record giving the names and addresses of the members. All books and records of the Chapter may be inspected by any member, or the member's agent or attorney, for any proper purpose at any reasonable time. Copies of these Chapter By-Laws shall be kept at the principal office.

ARTICLE XI

PETITIONS. Where specifically allowed by these By-Laws, petitions may be submitted to the Executive Board to effect action. All petitions must meet the following standards:

- a. **Statement of Purpose.** Each page of each petition must contain the complete statement of action desired by petitioners, statement of cause, and Rule or By-Law number to which the petition pertains. No other attachment, enclosure, or afterword shall be considered a part of the petition unless specifically referred to on each page of each petition as an attachment thereto.
- b. **Singularity of Purpose.** No petition may bear more than one purpose or desired action.
- c. **Identification.** Each petitioner must enter their printed name, signature, the date of signature, and for purposes of verification, their AFM number, telephone number, and electronic contact information (e-mail, etc.). Where the petitioner cannot be contacted directly by telephone or electronic means, their signature must be witnessed by an AFM North member who can be contacted directly by telephone or electronic means, and that witness must enter all identification required herein.
- d. **Submission.** Petitions must be submitted to the Chapter Secretary for consideration by the Chapter Board at their next Board meeting.
- e. **Retraction.** A member's signature may be retracted at any time before the Chapter Board has ruled on the petition. Retractions must be submitted to the Secretary, individually and in writing.
- f. **Verification.** At the request of the Chapter Board, the Secretary shall attempt to verify all signatures to the petition. Signatures that cannot be verified shall not be counted in the number of required signatures.

ARTICLE XII

Section 1. MEETING: To qualify as a meeting of the Board or Directors and/or membership, the meeting must be attended by the required number of participants to form a quorum as defined in these By-Laws. Attendance to a meeting can be in person and/or through an interactive conferencing method.

Section 2. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board of Directors by these By-Laws may be taken without a meeting of the Board of Directors, provided all Directors are collectively notified in writing (by written or electronic method) to such action. Votes resulting from such actions, require the minimum number of responses to meet the definition of a quorum as per these By-Laws. In the event that an on-line motion is made without meeting, Directors not responding within 72 hours will be considered absent and will not have their vote counted for purposes of deciding the motion or qualifying as a quorum. Result of such votes is determined by majority. Such written motions and voting outcomes shall be filed with the minutes of the proceedings of the Board, and such action shall have the same force and effect as any other vote of such Directors. Any certificate or other document filed pursuant to the foregoing shall state that the action was taken with written consent of the Board of Directors without a meeting and that the By-Laws of the club authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

ARTICLE XIII

ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board of Directors by these By-Laws may be taken without a meeting of the Board of Directors, provided all Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and such action shall have the same force and effect as a unanimous vote of such Directors. Any certificate or other document filed pursuant to the foregoing shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the By-Laws of the Chapter authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

ARTICLE XIV

RULES OF ORDER. The rules contained in Robert's Rules of Order, revised, shall govern all meetings of the members and of the Board of Directors of the Chapter, except in instances of conflict between Robert's Rules of Order and the Articles of Incorporation or By-Laws of the Chapter or provisions of law.

ARTICLE XV

AMENDMENT OF BY-LAWS. The Board of Directors, or any ten (10) members in good standing, by written petition submitted to the Secretary, may propose amendments to these By-Laws. Upon presentation of such proposal, copies thereof shall be mailed or provided to through secure electronic or on-line method to all members in good standing, and not less than thirty (30) days shall be allowed for balloting. If two-thirds (2/3) of the members submitting ballots, which number shall be at least seventy-five (75), favor the amendment, it shall be approved and adopted the first day of the calendar month following the tabulation of ballots. The Board of Directors may, at its discretion, devise and use a secret ballot form or implement an electronic/on-line voting method for By-Law Amendments. The Secretary shall give the results of the balloting in the next Club publication following the close thereof, or by special written notice within thirty (30) days.

ARTICLE XVI

ARBITRATION. Any unresolved dispute arising under the provisions of these By-Laws concerning AFM North, its Officers, officials, agents, employees or members shall be settled under the then-current provisions of the American Arbitration Association.

ARTICLE XVII

KNOW ALL PERSONS BY THESE PRESENTS: That the undersigned secretary of the chapter known as the AMERICAN FEDERATION OF MOTORCYCLISTS, NORTH CHAPTER, does hereby certify that the above and foregoing By-Laws were duly adopted by the members of said Chapter, as the By-Laws of said Chapter, on the day of _____, 20____, and that they do now constitute the By-Laws of said chapter. Attest:

Secretary