

BY-LAWS OF BLACK MOUNTAIN MOTORCYCLE CLUB, INC.

Adopted by the Board of Directors on 10/23/2018

ARTICLE ONE - ORGANIZATION

The name of this organization shall be. BLACK MOUNTAIN MOTORCYCLE CLUB, INC hereinafter referred to as BMMC and shall be organized as a 501-C Not-For-Profit Corporation.

BMMC shall have a corporate seal.

ARTICLE TWO - PURPOSE

The purpose of Black Mountain Motorcycle Club, Inc. is to promote the enjoyment of motorcycle riding, motorcycle safety and fellowship among the membership.

ARTICLE THREE - MEMBERSHIP

Membership in BMMC shall be open to all who enjoy motorcycle riding, hold a valid license for riding motorcycles, show proof of motorcycle insurance and adhere to the by-laws of BMMC. The Board of Directors may make exceptions to membership requirements at it deems appropriate.

Membership in BMMC is limited to individuals, and can be held in single or couple status. No Company or commercial memberships will be allowed.

ARTICLE FOUR - MEETINGS

Regular member meetings of BMMC shall be held on the first Saturday of each month.

Meetings of the Board of Directors shall be called by the President at the time and date of his or her choosing and meetings shall be held at least four times per calendar year.

In order to conduct the general business of BMMC, a quorum shall consist of six or more Directors; however, in order to remove a director, the quorum shall be a minimum of seven directors. Items may be passed with a simple majority of the required quorum of directors.

Special meetings of the Board of Directors may be called by the President or Vice President. Special meetings of the Board of Directors may be requested by either an individual member or by a member of the Board of Directors in writing to the President or Vice President and at least

15 days before the requested date. The President or Vice President has authority to grant or decline such requests; however, a quorum of the Board of Directors has ultimate authority and can overrule and call special meeting

ARTICLE FIVE - VOTING

Voting by Directors at all Board of Director meetings shall be via voice or whatever means deemed appropriate by the Chairperson of the Board. The Board of Directors shall elect officers of BMMC and only Directors may serve as club officers. Directors are elected by the general membership by ballot and such ballots and method of balloting shall be in the form and manner as approved by the Board of Directors.

Elections for positions to the Board of Directors or other matters, brought to the membership for voting, shall be conducted by an Inspector of Elections. The Inspector of Elections shall be comprised of the President and Secretary, who will cause ballots to be sent to the membership, determine eligibility of ballots returned, tally such eligible ballots, and certify the results in writing to the Board of Directors. Each 'membership' has one vote. The Inspector of Elections shall affix a copy of the validated results to the minutes of the subsequent Board Meeting.

ARTICLE SIX - BOARD OF DIRECTORS.

The business of BMMC shall be managed by a Board of Directors consisting of nine (9) directors including four (4) officers.

The directors shall be elected by the membership and shall serve for a term of three years. The Board of Directors may, at its discretion, appoint one additional Director who is not elected by the membership. This Director position serves at the pleasure of the Board of Directors and has voting rights only in the event of a tie.

The Board of Directors shall rotate out of office as per the approved rotation schedule on file with the secretary of BMMC.

The Board of Directors shall have the control and management of the affairs and business of BMMC. Such Board of Directors shall only act in the name of BMMC when it shall be regularly convened by its president after due notice to all of the directors of such meeting.

Each director shall have one vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Directors may be filled, at the discretion of the Board of Directors, by a vote of the majority of the remaining members of the Board of Directors to fill the unexpired term of any vacancy.

A Board of Directors meeting shall be called by the President after election of new Directors. At that meeting, from within the group of Directors, nominations shall be accepted and seconded and voice balloting held for the positions of President, Vice President and Secretary and Treasurer. The President shall also serve as the Chairperson of the Board of Directors.

A director may be removed when sufficient cause exists for such removal. In such case, a director cannot be removed without the opportunity for the director to appear before the board in his or her defense.

ARTICLE SEVEN - OFFICERS

The officers of BMMC shall be as follows:

President
Vice President
Secretary
Treasurer

QUALIFICATION REQUIREMENTS OF OFFICE - DIRECTORS

Must be an active member of BMMC for at least two years with the following additional requirements:

- Citizen of the State of Arizona (eligible to vote in Arizona elections).
- Primary residence is in the State of Arizona.
- Must be a member in good standing and hold a valid motorcycle endorsement.
- Must have a depth of motorcycling and leadership experience, be willing to accept leadership positions within the Board of Directors and commit to advanced rider training every two to three years.

The Inspector of Elections shall certify the eligibility of candidates for the Board of Directors.

TERMS OF OFFICE

- President: One year
- Vice President: One year
- Secretary: One year
- Treasurer: One year
- Director: Three years

The President shall:

Preside at all membership meetings, by virtue of the office be chairperson of the Board of Directors, present at each annual meeting of BMMC, appoint all committees, temporary or permanent, see that all books, reports and certificates as required by law are properly kept or filed, be one of the officers who may sign the checks of BMMC, and have such powers as may be reasonable construed as belonging to the chief executive of BMMC.

The Vice President shall:

In the event of the absence or inability of the president to exercise his or her office become acting president of BMMC with all of the rights, privileges and powers as it he or she had been duly elected President.

The Secretary shall:

Keep the minutes and records of BMMC in appropriate books, file any certificate required by statute, federal or state, give and serve all notices to members of BMMC, be the official custodian of the records and seal of BMMC, be one of the officers with authority to sign the checks of BMMC, attend to all correspondence of BMMC and exercise all duties incident to the office of secretary.

The Treasurer shall:

Have the care and custody of all monies belonging to BMMC, be solely responsible for such monies or securities of BMMC and be one of the officers who shall sign checks of BMMC.

Render at stated periods as the Board of Directors shall determine a written account of the finances of BMMC and such report shall be physically affixed to the minutes of the Board of Directors of such meeting and shall exercise all duties incident to the office of Treasurer.

ARTICLE EIGHT - COMMITTEES AND OTHER BOARD POSITIONS

All committees of BMMC shall be appointed by the President and their term of office shall be for a period of one year or less if terminated by the President. The President may nominate members of the Board of Directors to various positions within the board with such nominations voted on by the Board of Directors. *(See Amendment dated October 23, 2018)*

ARTICLE NINE – DUES

The dues of BMMC shall be \$250 per year and shall be payable on the first day of the year. Dues will be set and reviewed annually by the Board of Directors.

ARTICLE TEN - ELECTIONS

Election of members to the Board of Directors will be held in October of each year with newly elected Directors taking office on January 1st of the next year.

ARTICLE ELEVEN - AMENDMENTS

These by-laws may be altered, amended, repealed or added to by an affirmative vote of not less than six directors.

ARTICLE TWELVE – COMMERCIALIZATION

BMMC members shall be allowed to advertise individually owned items to the membership via the club web site.

Businesses shall be allowed to offer discounts to BMMC members via the clubs Businesses Offering Discounts listing. Businesses will not be allowed to offer specific items for sale.

ARTICLE THIRTEEN – RIDE CAPTAIN GUIDE AND GROUP RIDING GUIDE

A Ride Captain Guide and a Group Riding Guide has been written and distributed to the membership and is available for download on the BMMC website. These guides outline the duties and responsibilities of not only the Ride Captain group in planning and conducting BMMC sanctioned rides in a safe and enjoyable manner but also outlines the duties and responsibilities of the participants to ride in a safe manner while following the group riding protocols of the club. These guidelines and rules apply to all BMMC sanctioned group rides.

These guides will be reviewed periodically and updated as necessary and adopted by the Board of Directors.

ARTICLE FOURTEEN – REMOVAL OF A MEMBER

A member may be removed from BMMC at a regular or special meeting of the Board of Directors with a quorum of six directors present. At the President's discretion, voting may be conducted via email in lieu of a special or regular meeting. The Board of Directors has authority to determine the reasons for removal and may, at its discretion, issue a warning rather than removal. A simple majority is required

Black Mountain Motorcycle Club, Inc.

Amendment to By-Laws

Pursuant to a Unanimous Written Consent of the Board of Directors of Black Mountain Motorcycle Club, Inc, (the “Corporation”), dated October 23rd, 2018, the By-Laws of the Corporation were amended as follows:

RESOLVED, that Article VIII (8), COMMITTEES AND OTHER BOARD POSITIONS be, and hereby is, amended and restated in its entirety to read as follows:

ARTICLE EIGHT - COMMITTEES AND OTHER BOARD POSITIONS

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Past President

The outgoing President, at the end of his/her term, shall serve (at his/her discretion) on the Board of Directors, as the immediate past President. This is an advisory role to the newly elected President, Officers and Board of Directors. This is a non-voting position with the following exception: If there is a tie in any vote taken by the Board of Directors, then the immediate past President shall have a vote to break a tie.

If the elected President retains the role for multiple terms, then the immediate past President shall retain the position as immediate past President, serving at his/her discretion.

Should an elected President resign his role as President of BMMC, before their term has expired, or be removed from office by the Board of Directors, then the outgoing President will not serve as the immediate past President.

Founders Emeritus Board

The Founder’s Emeritus Board serves as advisory counsel to the Officers and Board of Director’s and shall be invited to serve on the Board of Directors. This is a non-voting role with the following caveat; In the event there is NOT an immediate past President, then the last, past President, on the Founders Advisory Board, shall have one vote to break a tie.

Membership into the Founders Emeritus Board will be limited to those members who have a minimum of 20 years with BMMC, have served on the Board of Directors during their tenure, and be voted upon by the current Board of Directors to join the Founders Emeritus Board.