

BY-LAWS OF BLACK MOUNTAIN MOTORCYCLE CLUB, INC.

Adopted by the Board of Directors on 1/26/2010

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 nine 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 day 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 meetings.

ARTICLE FIVE - VOTING

Voting by Directors at all Board of Director meetings shall be via voice. 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 on the Board of Directors or other matters that shall be brought to the membership for voting, shall be conducted by an Inspector of Elections. This position shall be comprised of the President and Secretary, who will cause ballots to be sent to the membership, determine eligibility of ballots returned and tally such eligible ballots, and certify the results in writing to the Board of Directors and a copy affixed 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 eleven directors including the 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 Director who is not elected by the membership. This Director position serves at the pleasure of the Board of Directors and has full voting rights. In addition, the Director position of Secretary – Treasurer is appointed by the Board of Directors and serves at the pleasure of the Board of Directors. The Secretary – Treasurer has voting rights only in the event of a tie vote.

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. 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 Ride Captain prior to standing for election.
- Must have a depth of motorcycling and leadership experience and be willing to accept leadership positions within the Board of Directors and to plan and lead at least one ride or event each year.

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-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-Treasurer 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 required to sign the checks of BMMC, attend to all correspondence of BMMC and exercise all duties incident to the office of secretary.
- 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.

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.