

By-Laws



BY-LAWS OF VINTAGE IRON RIDERS

Section I: NAME.

The Club shall be known as “Vintage Iron Riders” and may be referenced in these By-Laws as “Club.”

Section II: PURPOSE.

The purposes of the Club are to promote the motorcycling interests of its members (especially as related to antique and vintage motorcycles) in an atmosphere of fellowship and civility.

“Promoting the motorcycling interests of its members” includes helping establish contacts and communication with others whose experience, knowledge, and access to parts and materials might assist those members in the acquisition, restoration, maintenance, and use of antique and vintage motorcycles. Above all, the purpose of this club is to have fun.

Section III: MEMBERSHIP.

A. The membership of the Club shall consist of regular members and family memberships.

1. Regular members have full membership rights and privileges, including receiving the Club newsletter by e-mail or by regular US mail anywhere in the United States.

2. Family membership allows all members of the member family to attend and participate in Club events as if they were regular members, except as noted below. Only one newsletter will be sent to the designated address of the family.

B. Prospective new members shall be sponsored by a current member (family or regular) in good standing. The prospect’s qualifications and background shall be reviewed by the Membership Committee or, if that committee cannot be convened, by the Executive Board of the Club. After attending at least one regular monthly meeting or club event, the prospect may be introduced at a regular meeting by his/her sponsor for approval or disapproval by the members present if a quorum exists. Before a vote is made on the prospect’s membership, a report of findings by the Membership Committee or Executive Board shall be made to those present. A supermajority

vote of 3/5ths of those present is needed for a new member to be accepted. Voting shall be either by secret ballot or by open voting without the prospective member(s) present.

C. Sanctions, up to and including termination of membership or loss of office, may be imposed on a member whose actions or failure to act are detrimental to the interests of the Club. Such sanctions shall be considered by the Executive Board which shall present its recommendation to the general membership for final decision. A simple majority vote is required for sanctions less than termination of membership or office. For termination of office or of membership, a 3/5ths vote is required. Before the final vote is taken, the member shall have an opportunity to be heard by the Board and at the meeting when the vote on the sanction is to be taken.

D. Decisions of the Executive Board with respect to membership eligibility may be overruled by a super-majority vote of 3/5ths of the members when a quorum is present.

Section IV: MEETINGS.

A. An annual meeting of the Club shall be held in Springfield, Illinois on the third Wednesday in December of each year, or on a date in December set by the Board. Other regular or special meetings for the transaction of business may be held at such times and in such places as the President or the Executive Board may direct. Upon filing with the Secretary a petition signed by at least 10 regular members requesting a special business meeting for a particular purpose, a meeting shall be held for the specified purpose.

B. Monthly meetings will usually be held at 7 PM on the third Wednesday of each month. If a monthly meeting is to be held at a different date or time, the Secretary shall give notice of the time and place of such meeting to all members at least 7 calendar days in advance of that meeting.

C. Fifteen regular members and member families, or one-third of the regular membership, whichever is less, shall constitute a quorum for the transaction of business at any meeting. Members present only by proxy and not in person shall not be counted for purposes of establishing a quorum.

D. Hopefully, the meetings of the Club may be conducted rather informally. If, however, a problem arises requiring more formal procedures or if any member insists, the latest edition of Robert's Rules of Order shall govern a meeting of the Club.

Section V. VOTING.

A member, who is 16 years of age or older, may vote at any meeting of the Club either in person or by a signed written proxy exercised by a member who is present in person. Members may also

vote by mail (electronic or regular), in accordance with procedures adopted by the Board, in elections for officers and on other issues designated by the Board. No more than two persons in a family membership may vote on any matter. In the event the family cannot decide who will vote, the Club's presiding officer's determination shall be final.

Section VI. OFFICERS and EXECUTIVE BOARD.

A. The Executive Board ("Board") of the Club shall consist of the following: President, Vice President, Secretary, Treasurer, newsletter editor, events chairperson, and the immediate past president. If a person holds more than one office, that person shall still have only one vote on the Executive Board. The Board shall have general control and supervision of the affairs of the Club and shall, among other things, be responsible for strategic planning. Except as noted elsewhere, a decision of the Board may be overruled by a majority vote of a quorum of members at a meeting.

B. The president shall preside at meetings of the Club and the Executive Board, and shall be the chief operating officer of the Club. Upon leaving the office of president, the immediate past president shall serve, ex officio with full voting rights, as a member of the Executive Board until replaced by a more recent immediate past president.

C. The Vice President shall assume all the powers and perform all the duties of the President whenever the President is absent, disabled, or otherwise unable to serve, and at such other times as the President may direct in writing. The Vice President should preside over at least one meeting each year.

D. The Secretary shall keep a record of the proceedings of the Club and of the Executive Board, shall be the custodian of all records of the Club (except those required of the Treasurer), and shall be responsible for the correspondence of the Club.

E. The Treasurer shall receive and record all the funds of the Club. The Treasurer shall establish a checking account for the Club, and shall pay all obligations of the Club by check drawn on that account. The Treasurer shall submit an annual financial report to the Executive Board and make such other financial reports as may be directed by the Board. A short report should be given at each monthly meeting. A summary of the annual financial report shall be sent to all members. In the absence of a membership chairman, the treasurer shall maintain membership information. The treasurer shall also be responsible for maintaining good standing with Illinois Secretary of State, Illinois Department of Revenue, IRS, and other government offices as required. This includes filing annual reports and tax returns.

F. The Executive Board shall audit the annual financial report.

Section VII. TERMS OF OFFICERS.

A. Officers shall serve for a term of one calendar year (i.e., from the 1st of January through the 31st of December of the same year, or until a successor has been elected and has qualified.

B. Regular members are eligible to serve as officers of the Club. Only one family member of a family membership may be an officer at any given time. If an immediate past president is from a family membership, another person from that same family membership may not be an officer until the other family member resigns from the Executive Board as immediate past president.

C. In the event that an officer ceases to be eligible for membership during a term of office, the officer shall be deemed to have resigned and the office shall be deemed to have become vacant. A vacancy in the office of President shall be filled by the Vice President. Vacancies in the office of immediate past president shall remain unfilled. Vacancies in any other office shall be filled for the unexpired term by a regular member appointed by the Board.

D. Officers shall serve without compensation.

Section VIII. ELECTION OF OFFICERS.

A. Elections shall be held at the November meeting. Voting shall be by secret ballot. Proxy voting and written absentee ballots shall be allowed.

B. All nominations should be made at or before the October meeting. New officers shall be announced in the December newsletter.

Section IX. COMMITTEES.

A. The Club shall have the following standing committees: (1) Publications; (2) Events; (3) Membership; (4) Elections. The chairperson of each standing committee shall be appointed within 30 days after the annual meeting by the President with the advice of the Executive Board. The other members of these standing committees shall be appointed by the chairperson of that committee, and shall serve at the pleasure of the chairperson.

B. The Club shall also have such ad hoc committees as the president may establish or the Board may direct, the members of which shall be appointed by the President.

C. Each standing committee shall meet at least quarterly, and shall report on its activities at the annual meeting and as otherwise directed by the Board or requested by the president.

Section X. DUES.

A. Persons eligible for regular or associate membership may become members by paying to the Treasurer the required dues. Dues shall be paid in advance for each calendar year. Dues shall initially be \$10 / year and may be changed at the annual meeting or at a business meeting called for that purpose. Family membership dues shall be double regular membership dues.

B. The Treasurer shall mail to each member a statement for dues at least 30 days before the beginning of each fiscal year. Dues shall not be refundable in the event that a member ceases to be eligible for, or withdraws from, membership.

Section XI. MISCELLANEOUS.

The Club may accept donations and gifts as approved by the Executive Board.

Section XII. NOT FOR PROFIT.

The Club shall be operated in accordance with the General Not For Profit Corporation Act of 1986, as amended, or its successor laws, except that in the event of a conflict and if Illinois law permits, these by-laws shall control.

Section XIII. CONSTRUCTION.

The Executive Board shall decide all questions concerning the construction or interpretation of these by-laws, and the Board's determination may only be reversed by two-thirds vote of the membership.

Section XIV. AMENDMENT AND ADOPTION.

A. These by-laws may be amended only at the annual meeting or a special meeting called specifically for that purpose. Amendments may be proposed by the Executive Board, or by petition signed by at least ten regular members and/or member families. Proposed amendments shall be submitted in writing to the Secretary. The Secretary shall mail a copy of each proposed amendment to all members at least 10 days prior to the annual or special meeting at which the proposed amendment is to be considered. A proposed amendment shall be deemed adopted upon its approval by not less than two-thirds of the membership present and voting in person, by proxy, or by such other means as approved by the Executive Board such as electronic means (i.e., e-mail) or regular mail.

B. These by-laws shall take effect upon adoption by at least three-fifths of the paid members voting on the question of their adoption.

8/11/04

11/15/06