



---

**BYLAWS**  
Of  
**American Bikers Aimed Toward Education of West Virginia, Inc.**  
**(Abate of Wv. Inc)**  
**Ratified October 11, 2008**

**Article I: Corporation**

- 1) Hereafter, ABATE of WV, Inc the "Corporation" is a non-profit corporation organized under the laws of the state of West Virginia. The governing Board of Directors is an Executive Board hereafter "the Board."
- 2) The Corporation's purpose is to work together with motorcycle enthusiasts, educators, public officials and legislators to promote motorcycle awareness and safety, effect legislation concerning motorcyclists, and or motorcycles. It may conduct meetings, conventions, conferences, workshops, seminars and related activities relating to motorcyclists rights and safety. It may gather and provide to the membership information from the state and national level. The Corporation shall not sponsor or participate in any event or program that discriminates against any Motorcycle club, organization or affiliation.
- 3) Upon dissolution of the Corporation, assets shall be distributed to one or more exempt purposes within the meaning of Section 501 (c) (3) or (4) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code.
- 4) The Corporation shall have a mailing address as the Board may from time to time adopt upon proper notice. Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.
- 5) The fiscal year begins January 1 and ends December 31. Quarterly "Executive Board Meetings" (hereafter called EBMs) are scheduled in January, April, July, and October. The January EBM is to be held in Charleston, Wv., on a weekend that coincides with the opening of the West Virginia Legislature. Remaining EBMs to be scheduled at various locations throughout the state as voted on by the Board.
- 6) The Board shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and approval of the Board. Members serving the organization in any other capacity, such as staff, are allowed to receive compensation. Therefore the Board may hire such paid staff, as they deem proper and necessary for the operations of the Corporation. The powers and duties of the paid staff shall be as assigned or delegated to be assigned by the Board.
- 7) Membership: Any member whose dues are paid and current shall be considered a member in good standing, enjoying all rights and privileges of membership, including voting, and participation in all Abate sponsored events and meetings.
- 8) The property, affairs and business of the Corporation shall be managed by the Board; and, except as otherwise expressly provided by law, the Articles of Incorporation or these bylaws, all of the powers of the Corporation shall be vested in such Board. No member, officer, or director of the corporation shall be held personally liable for the debts and obligations of ABATE.
- 9) Communication: Communications among the Board and between the Board and Regions or members may be made by telephonic, facsimile or e-mail communication so long as any action taken or agreed to is recorded in writing and maintained by the BOARD.
- 10) State officers and chapter officers, either elected or appointed, are never to hold more than one (1) office at any given time.

## **Article II: Board**

1. The Board shall consist of four elected State officers, (President, Vice-President, Treasurer, Secretary) and the elected President of each active chapter, all of who shall be members in good standing and all of whom shall be elected for a term of one year. This number may be increased at any time by amendment of these bylaws. Supporting offices, Coordinators and Committees may be established if deemed by the Board to be in the best interests of the corporation. Any unforeseen vacancy occurring between established election dates may be filled by a majority vote of the Board. Under no circumstances shall any elected or appointed state or chapter officer serve simultaneously as an officer or director or representative of any other State Motorcyclists Rights Organization (SMRO) or Motorcycle Club.
2. Any person elected or appointed to a State or Chapter office, who quits or resigns before the end of their term more than 1 time in three years will not be eligible to serve as a state or chapter officer either elected or appointed in any capacity for a period of five years

## **Article III: Elections**

- 1) Nominations for State office will be submitted to the Board at the April EBM. Nominations for Chapter offices will be submitted at the November Chapter Meeting. Outgoing officers will mentor incoming officers for at least 60 days.
- 2) A ballot bearing the names of the candidates nominated for State office will be published in the State Newsletter and all chapter newsletters one month prior to Elections. Elections for state offices will be held at local chapter meetings during the month of June, at a time and place advertised at least one month prior to such meeting. Results of said elections are to be forwarded by Chapter President to State Secretary within 72 hours of end of election. The State Secretary will send notice of vote totals to all state and chapter officers, and any active member with e-mail access after all active chapters have sent in their votes. Elected officers will assume duties of office following the adjournment of the July EBM.
- 3) A ballot bearing the names of the candidates nominated for a chapter office will be published in the local chapter newsletter one month prior to Elections, chapter ballot will also appear in the State Newsletter one month prior to elections. Elections will be conducted at the December chapter meeting. Election results will be forwarded to State Board by the current Chapter President within 72 hours of end of election. Elected officers will assume duties following the adjournment of January chapter meeting.
- 4) Any person wishing to be elected or appointed for a state office or chapter office must be a member in good standing for a minimum of 2 years. This requirement can be modified for new start up chapters or resurrecting previously dissolved chapters at the discretion of the board.

## **Article IV: Executive Board Meetings**

The Executive Board meeting will be held on a quarterly basis. The meeting shall be open to all membership. All Board meetings shall be governed using Robert's Rules of Order as a guide and the President shall serve as Chairperson. A quorum shall consist of more than one half of the members of the BOARD elected and serving at the time of any meeting. Other Board meetings may be held at any time upon call of the President without notice if all the Board members are present, or if those not present waive notice in writing either before or after the meeting. No Board Member may abstain from a vote. If for any reason, a chapter President can not be present at an EBM, he or she may designate any chapter member, in good standing, to represent that chapter at EBM and will have the same voting power as their President. Said representative will arrive at EBM with a written declaration from chapter President to hand over to Board upon arrival, denoting proxy. The Board will not refuse a properly documented proxy.

- a. Order of Business: (the following order of business will also pertain to chapter meetings)
  1. Pledge of Allegiance
  2. Reading of the minutes
  3. Financial report
  4. Old Business
  5. New Business
  6. Open Discussion
  7. Invocation Moment of Silence
  8. Adjournment

## **Article V: State Officers, Coordinators, Committees, and Assistants**

### **1) President:**

The State President shall be the Chief Executive Officer of the Corporation. All Board Members shall perform the duties of their respective offices and the Board or President may assign other duties from time to time as needed. The President shall supervise and control all business and affairs of the Corporation, and perform all duties pertaining to the office and other duties as may be required by law or these by-laws. The State President only has Board voting powers if results of a Board vote result in a tie. No Board Member may abstain from a vote.

### **2) Vice President:**

In the absence of the President, the Vice-President shall perform all duties required of the President with Board approval. The Vice-President shall assist the State President in compiling records, reports, meeting agenda, correspondence and other duties.

### **3) Treasurer:**

The State Treasurer shall maintain records of income and disbursement of all funds. He/she shall keep accurate books of account and report quarterly or upon request to the Board as to the financial condition of the Corporation. The treasurer will process all membership dues received and report to Secretary.

- 1) State funds will require 2 signatures on any check paid out
- 2) State President and State Treasurer will be the only officers authorized to sign checks during the normal course of business of the Corporation. In the event that either officer becomes unable to fulfill their duties, the State Vice President, or the State Secretary may sign checks for the Corporation.
- 3) Any disbursement of Corporate funds will require a majority approval of the Board before being paid out. The Board may approve, in advance, ongoing monthly payments either on a quarterly or yearly basis, such items as newsletter publishing and related expenses.
- 4) The State Treasurer may contact the local chapter Treasurers at any time concerning quarterly reports or any other financial matter.

### **4) Secretary:**

The State Secretary shall note the minutes of each Board meeting, report the minutes in a timely manner and have minute summary available for the newsletter/webpage. The Secretary may handle correspondence & meeting agenda of the Corporation. The Secretary may work with a Membership Coordinator to facilitate accurate data on membership information. The State Secretary will be responsible for all communication with the West Virginia Secretary of States office.

### **6) Coordinators:**

The Board may appoint state coordinators to fill specific duties, such as communications coordinator, membership coordinator, activities coordinator, product coordinator, legislative coordinator, or such. Any coordinator position is a non pay position, and must be filled by a member in good standing. Any open coordinator positions shall be communicated to all active chapters within a reasonable period of time to allow all interested parties time to express their desire to assume that specific duty. All duties of any coordinator must be specified in writing by the Board. The Board may alter duties of coordinator, with written notice.

### **7) Committees:**

The Board, by resolution duly adopted, may establish such standing or special committees of the Board as it may deem advisable

### **8) Assistants:**

Any person appointed as an assistant to an officer of the corporation, shall first be approved by a majority of the Board and shall bear the title of "Assistant" to that office and perform the duties of that office, at the direction and control of the elected officer. An appointed assistant to an elected officer who is attending meetings of the Board in place of the elected officer has the right to vote in the elected officer's absence, but under no circumstances shall said assistant have authority to sign checks on behalf of the corporation.

## **Article VI: Regions**

### **Regional Officers:**

No regional offices exist at this time. This policy may be reviewed by the Board when deemed necessary.

## **Article VII: Chapters**

ABATE is a non-profit organization. Chapters shall not engage in any activities that result in financial gain to its individual members. Activities may be conducted which result in a monetary gain to the district organization, but those funds may only be applied to a furtherance of the goals and principles of ABATE.

### **1. Chapter Officers:**

Any Chapter officer must be a member in good standing of the chapter they wish to represent. All Chapters must have a minimum of the following elected Positions: President, Vice President, Secretary, and Treasurer. Other appointed positions as deemed necessary by chapter membership may be included.

### **2. Meetings:**

Chapter Meetings will not be held during the same time as Board Meetings. Meeting time to be set by individual chapter, but to further growth, Chapter Meetings should be held at the same time, each month unless a holiday or other unusual circumstance precludes attendance by the majority of the active members of the chapter.

### **3. Finances:**

- a. All chapter finances are to be kept by Chapter Treasurer. All financial records are subject to review by State Treasurer.
- b. Chapter Treasurer will disperse proper funds to the State Treasurer on a quarterly basis, (i.e. the quarterly report). Quarterly report and funds due are to be paid to the State Treasurer by the 5<sup>th</sup> day of the month immediately following end of the fiscal quarter.
- c. Proper funds to the State are:
  - 1) 10% of net proceeds from every chapter sponsored event. (Deposit into State General Fund.)
  - 2) Entire proceeds from one chapter sponsored run in the month of May (Motorcycle Awareness Month) (Deposit into State Legislative Fund.)
  - 3) One dollar (\$1.00) for every participant in every chapter sponsored event. (Deposit into State Legislative Fund)
  - 4) All membership dues money paid to chapter.
- d. All renewing memberships will be rewarded back to the chapter by a rebate of dues. Renewing single memberships will be repaid at \$2.00 per year. Renewing joint memberships will be repaid at \$4.00 per year.
- e. Rebate of dues to be paid back to chapters only if quarterly report is received on time. State Treasurer will send rebate to chapter in a similarly timely manner.
- f. Any new chapter started in the state, will be given a one time fee of \$100.00 from the State General Fund to facilitate start up costs.
- g. Any chapter that dissolves from lack of members or lack of required officers will turn over all available funds to the State Treasurer. The State Treasurer will deposit these funds into the General Fund.

### **4. Maximum chapter balance to not exceed \$1000**

- a. It is always the corporate intent to have the actions of the corporation reflect the desires of the membership. To that end, and under these circumstances, that chapter, being that segment of the membership which has generated excess funds, shall have the right, but not the obligation, of designating how those funds will be used in the furtherance of the corporate goals.
- b. At the next scheduled Chapter meeting occurring after an excess exists in that Chapter's treasury, there shall be an item on the meeting agenda for a determination as to whether or not that Chapter wishes to designate the manner in

which the corporation will utilize the contributed excess funds.

- c. The Board shall be given adequate advance notice of the meeting and any or all members of the Board may, in their individual discretion, attend the meeting. In the event that the membership of that Chapter votes in favor of directing the corporation in the use of said funds, the meeting shall be open to discussion as to the manner in which said funds are to be used.
- d. Members of the Board attending the meeting shall be free to express their opinions regarding proposed uses, but only the members of the Board who are also members of the Chapter shall have the right to vote on subsequent motions. Motions that are duly made, seconded and approved by the Chapter membership shall be binding upon the corporation and those funds shall be employed by the corporation only as directed by the Chapter.
- e. In the absence of such designation, all contributed funds will be placed in the general fund and allocated in accordance with the directions of the Board.

### **Article VIII: Grievance / Removal**

A BOARD member or Officer may be removed by majority vote of the BOARD, at any time, with or without cause. The BOARD Member or Officer shall be notified in writing. An opportunity will be given to the Board member or Officer to appear before the BOARD in his, or her own defense prior to such vote. The affected BOARD Member or Officer shall not participate in said vote. The decision of the BOARD shall be final.

### **Article IX: Amendments to the Bylaws**

The Bylaws committee will consist of 1 member from each active chapter. Bylaws are subject to review at any time. Bylaws are only amendable by a majority vote of the membership.

