

# **BYLAWS OF THE VICTORY MOTORCYCLE CLUB (the “Club”)**

As Amended by Vote of the BoD May 2018

## **ARTICLE I**

### **MISSION**

- 1.01**           **Vision** – The vision of the Club is to be the best unofficial, independent, worldwide source of information related to the Victory® motorcycle brand, recognizing that the Club has no affiliation with Polaris Industries, Inc. the owner of the Victory® brand of motorcycles and Victory Motorcycle® brand.
- 1.02**           **Mission/Purpose** – Without limiting the purpose set forth in the Club’s certificate of incorporation as amended from time to time (the “Certificate of Incorporation”) the mission of the Club and the objectives that may be promoted by it from time to time may include:
- 1.02.1**           to operate as an independent, not-for-profit, international group of Victory® motorcycle owners and enthusiasts, sharing an appreciation for a high-quality American motorcycle brand that is designed using the latest technology and engineering;
- 1.02.2**           to permit members across the globe to communicate instantly via the internet to share information on accessories, rides, modifications and other topics of interest to motorcycle aficionados;
- 1.02.3**           to permit owners and enthusiasts of Victory motorcycles to socialize at in-person events, such as rides, rallies, races and other meetings; and

As Amended by BoD Vote May 2018

**1.02.4** to support the activities of regional chapters of members that operate within the guidelines established by the Club (“Regional Chapters”).

## **ARTICLE II**

### **MEMBERSHIP**

**2.01 Qualification/Eligibility** – The Club shall have four (4) categories of members: Full members, Associate members, Support members and Sponsors. In addition, there shall be two (2) special dues status categories: Lifetime status and Military status. Persons who are eligible to be members of the Club are (a) individuals that own and operate a Victory motorcycle, (b) family members of persons who own and operate a Victory Motorcycle or other individuals that are interested in and/or support the Victory Motorcycle brand and support the mission and purpose of the Club. No individual shall hold more than one membership in the Club. Membership rights may not be transferred, assigned or devised. No member, by virtue of membership, shall have any right, title or interest in/to any property of the Club. Membership in this organization or benefits received from any association with this organization shall be determined on a nondiscriminatory basis, without regard for age, sex, race, religion or national origin. All memberships, including those for which no dues are payable, must be renewed annually pursuant to the procedures from time to time adopted by the Board of Directors and posted on the Club’s website. The failure to renew a membership within 60 days of the renewal date is grounds for a member to be dropped from the membership rolls. The Club is not obligated to contact a non-renewing member before eliminating the member from the membership rolls.

As Amended by BoD Vote May 2018

**2.02 Full Membership** – The Full Membership category is open to any person dedicated to the purposes of the Club, showing proof of current ownership of a Victory motorcycle or who are grandfathered as Full members pursuant to this paragraph shall be eligible for a “Full Membership.” Full members have all voting privileges and pay full dues. All persons who were owners of Victory motorcycles at time they initially became Full members, but who ceased ownership of a Victory motorcycle prior to March 4, 2004, will be grandfathered in as Full members; however, only those Full members evidencing current ownership of a Victory motorcycle shall be eligible to hold Club leadership positions, including but not limited to serving as an officer or director of the Club. Full members ceasing ownership of a Victory motorcycle on or after March 4, 2004 shall be entitled to remain a Full member only through the end of their then-current annual membership term. At time of renewal, the former Victory motorcycle owner will lose eligibility for Full member status, but may rejoin as an Associate member (if eligible) or Support member.

**2.03 Associate Membership** – The Associate Membership category is open to any family member(s) of a documented Full member dedicated to the purposes of this organization. Associate members in good standing age 18 or older have all voting privileges except (a) the right to vote to amend either these Bylaws or the Certificate of Incorporation of the Club, and (b) the right to vote to terminate the membership of a member. Associate members pay reduced dues. Associate members may not hold Club leadership positions, including but not limited to serving as an officer or director of the Club. An Associate Membership will terminate automatically upon the death or resignation of the affiliated Full member.

As Amended by BoD Vote May 2018

**2.04 Support Membership** – The Support Membership category is open to any person ineligible for Full or Associate Membership, who is dedicated to the purposes of the Club, regardless of whether he or she owns or has owned a Victory motorcycle. Support members have no voting privileges and pay reduced dues.

**2.05 Sponsor Membership** – Any business organization or entity dedicated to the purposes of the Club shall be eligible for a "Sponsor Membership." Sponsor members have no voting privileges. Due to the commercial/business motivation of the Sponsor member, sponsor dues are higher.

**2.06 Military Status** – Military status shall be available to any member who (1) otherwise qualifies as a Full member, an Associate member or a Support member, and (2) who is on active military duty and provides evidence of such status. Dues shall be waived for a member of Military Status in recognition of the member's service to our country, for any annual membership term during which such Member is on active duty for any portion of the year.

**2.07 Lifetime Status** – The Board of Directors may from time to time award honorary Lifetime status to members who have made significant contributions to the Club. Once attaining Lifetime status, a member shall be exempt from payment of dues for the rest of the member's life, subject to continued renewal of membership as required by these Bylaws. Any member attaining Lifetime status shall retain the rights associated with his or her membership class.

**2.08 Membership Fees and Dues** – Member dues shall be subject to annual review by the Board of Directors and the Board of Directors shall have the discretion to increase dues as necessary to meet expenses of the Club, or to reserve for future anticipated

As Amended by BoD Vote May 2018

expenses. The Board of Directors may also create additional membership/dues categories as deemed appropriate by the Board.

**2.09 Membership Termination** – A membership shall lapse and be terminated for nonrenewal as set forth in Section 2.01. A member may resign by written notice to the Club, but a resigning member shall not be entitled to a refund of dues paid. Any membership may be involuntarily terminated under the following circumstances: (a) by the Board of Directors after thirty (30) days written notice for failure to pay dues; or (b) upon majority vote of the Full members entitled to vote at a regular or special meeting, upon a finding that the purposes, best interest or well-being of the Club will be served by the termination. No member shall be terminated under this clause (b) until the member has been afforded a reasonable opportunity to be heard at a membership meeting, which may be the meeting at which the termination is considered. If a member is given prior written notice satisfying Section 2.12(d) of these Bylaws that the member’s termination is to be considered at an upcoming members meeting at least thirty (30) days prior to the proposed meeting and does not contact the Club to object to the date and does not attend the meeting, the member shall be deemed to have had a reasonable opportunity to be heard. A member’s rights, powers and privileges will terminate upon death and are not transferable during the member’s lifetime or upon his or her death or resignation.

**2.10 Regions** – Members may be assigned to a Regional Chapter based on their residence address. Full members and Associate members within a Regional Chapter shall be deemed a separate class of members for purposes of electing regional Board representatives, and shall vote together as a single class to elect their Regional Representatives.

As Amended by BoD Vote May 2018

**2.11 Charter Members** – Members who were members in good standing on December 31, 2001 shall be known as Charter Members. Charter Membership is not a class of membership for voting purposes or for any other official purpose. Rather, it is an honorary designation entitling the Charter Members to special recognition for their support and contributions in founding the Club.

### **ARTICLE III**

#### **MEETINGS OF MEMBERS**

**3.01 Place of Meeting** – Meetings of the membership shall be held at such place as may be designated by the Club President or the Board of Directors; provided that the Board of Directors may, in its sole discretion, determine that the meeting shall not be held at any place, but may instead be held solely by means of remote communication as set forth in these Bylaws.

**3.02 Annual Meeting** – The annual meeting for election of elected Officers and directors shall be held in November of each year, with one half of the Board being elected each year, as more particularly described in Article 4.04. The election shall take place online, with the polls opening at 12:01 a.m. Eastern time on November 1st and closing at 12:00 midnight Eastern time on November 15th.

**3.03 Regular Meetings** – Regular meetings may be held at any time, whether or not a legal holiday, and may be called by the Club President, or shall be called by him or her as directed by the Board of Directors. The members may transact such business as may properly come before them.

As Amended by BoD Vote May 2018

**3.04**            **Notice of Meetings** – It shall be the duty of the Club Secretary or committee chairperson appointed by the Club President to give notice by U.S. mail or electronically, as more particularly set forth below, of each regular or special meeting stating (i) the purpose thereof, as well as (ii) the time and place where it is to be held, and whether such meeting is to be held at a designated place or solely by means of remote communication, as determined by the Board of Directors, and (iii) the means of remote communications, if any, by which members and proxy holders may be deemed to be present in person and vote at such meeting (which may include online voting, in which case the notice shall indicate the dates and times at which the polls shall open and close), to each member of record as of the applicable record date, at the e-mail address, phone number(s), or address of the member as such information appears on the membership records of the Club, at least ten (10) days but not more than 60 days prior to any such meeting. Any meeting that is to be held online shall also be noticed by posting the notice as a private message on the Club’s online message board for each member entitled to vote. For purposes of these Bylaws, notice shall be deemed given:

**3.04.1**            If by facsimile telecommunication when directed to a number at which the member has consented to receive notice (which consent maybe evidenced by providing an email address in a membership or renewal application, to the extent disclosed in such application);

**3.04.2**            If by electronic mail when directed to an electronic mail address at which the member has consented to receive notice;

**3.04.3** If by a posting on an electronic network together with separate notice to the members of such specific posting, upon the later of (A) such posting and (B) the giving of such separate notice; and

**3.04.4** If by any other form of electronic transmission when directed to the members.

An affidavit of the Club Secretary or other committee that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein. For purposes of these Bylaws, "electronic transmission" means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process, and may include (but is not limited to) online voting.

**3.05** **Record Date** – Except as otherwise provided in the Certificate of Incorporation, in these Bylaws, or by resolution of the Board of Directors, the record date for any meeting or corporate action shall be deemed to be the date of such meeting or corporate action; provided, however, that no record date may precede any action by the Board of Directors fixing such record date.

**3.06** **Quorum** – Ten percent (10%) of the members entitled to vote on a particular matter, present in person or represented by proxy, shall constitute a quorum for the transaction of business at all meetings of the members except as otherwise provided by statute or by the certificate of incorporation. Both Full members and Associate members shall be counted in determining a quorum for any matter as to which Associate members are entitled to vote. For any matter as to which Associate members are not entitled to

As Amended by BoD Vote May 2018



vote, only Full members shall be counted in determining the existence of a quorum. With regard to regional elections, only voting members within the relevant Regional Chapter shall be counted in determining a quorum.

**3.07 Voting Rights** – At each meeting of the membership, each member present and entitled to vote on a matter shall have the right to cast one (1) vote on each question and never more than one (1) vote. There shall be no voting by proxies except in connection with voting in election of elected Officers and directors, termination of membership, or amendments to these Bylaws or the Certificate of Incorporation. No member may hold or exercise more than three (3) proxies or the proxies of five percent (5%) of the members entitled to vote on the issue, whichever is less. The Secretary must receive proxies prior to the vote. A member may authorize a person to act for such member as proxy by transmitting or authorizing the transmission of a telegram, cablegram, or other means of electronic transmission to the person who will be the holder of the proxy or to a proxy solicitation firm, proxy support service organization or like agent duly authorized by the person who will be the holder of the proxy to receive such transmission, provided that any such telegram, cablegram or other means of electronic transmission must either set forth or be submitted with information from which it can be determined that the telegram, cablegram or other electronic transmission was authorized by the member. If it is determined that such telegrams, cablegrams or other electronic transmissions are valid, the inspectors of the election or, if there are no inspectors, such other persons authorized by the Club or the chair of the meeting to make that determination shall specify the information upon which they relied. To the extent that a written ballot is required under the Certificate of Incorporation in an election of directors, any requirement of a written

As Amended by BoD Vote May 2018

ballot shall be satisfied by a ballot submitted by electronic transmission, provided that any such electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the member or proxy holder.

**3.08 Required Vote** – When a quorum is present at any meeting, (i) members of the Board of Directors shall be elected by a plurality of the votes of the members of the Club present in person or represented by proxy at the meeting and entitled to vote thereon, and (ii) in any other matter submitted to a member vote, the vote of a majority of the members present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of the Delaware General Corporation Law or of the Certificate of Incorporation, a different vote is required in which case such express provision shall govern and control the determination of such question.

**3.09 Conduct of Meetings** - Meetings of the members that are conducted in person shall be conducted in accordance with the Robert’s Rules of Order, revised. The Club President, if present or if not present the Club Vice President, shall preside over all meetings of the members. In the absence of such officers at any in-person meeting of the members, the members present at the meeting shall appoint any person present to act as presiding officer of the meeting. The order of business at each regular meeting, and so far as is possible at special meetings of members conducted in person, shall be: (i) Call of roll; (ii) Proof of notice or waivers and declaration of proxies; (iii) Reading and approval of minutes of previous meetings or action of members; (iv) Reports; (v) Unfinished business; (vi) New business; (vii) Open forum; (viii) Adjournment.

As Amended by BoD Vote May 2018

**3.10 Online Meetings/Voting** – Given the nature of the Club as a nonprofit membership organization with members located across the United States and outside the United States, meetings and elections may be held in the discretion of the Board of Directors pursuant to a secure online interface, provided that the Club shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of electronic communication is a member entitled to vote or is a proxy holder, (ii) the Club shall implement reasonable measures to provide such voting members and proxy holders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members with respect to which the related members have a right to vote, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings, and (iii) if any member or proxy holder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Club. For elections, the Board of Directors may permit the candidates to engage in stump campaigning on designated forum pages, provided that all stumps will close prior to the opening date and time of the elections.

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

**4.01 Powers** – The Board of Directors shall have only such powers as required by law or conferred upon the Board in the Certificate of Incorporation or these Bylaws. The Board of Directors may adopt policies and procedures not inconsistent with the Club’s Certificate of Incorporation or these Bylaws applicable to the conduct of meetings and

As Amended by BoD Vote May 2018

events, and terms of service for the Club website, provided that they are posted on the website and accessible to members. In the event of a conflict between these Bylaws and any Board policies and procedures, these Bylaws will control.

**4.02**            **Number** – The number of directors of the Club shall be twenty-two (22), or such additional number, determined by the Board of Directors, as may reflect the creation of additional Regional Chapters entitled to Board representation, and/or increase in number of At-Large Representatives or elected Officers. The Board may also determine or redefine the boundaries of each Regional Chapter from time to time, in its discretion.

**4.03**            **Qualification** – The members of the Board of Directors shall be individuals that hold either (a) one of the four (4) elected officer positions, (b) one of the sixteen (16) elected Regional Representative positions, or (c) one of the two (2) elected At Large Representative positions. Only Full members may be elected to the Board of Directors as outlined in Article I of these Bylaws. The Regional Chapters entitled to elect Regional Representatives as of April, 2014 are: Northeast, Mid-Atlantic, Southeast, South Central, North Central, Great Lakes, Northwest and Southwest, each entitled to elect two (2) Regional Representatives. Each Regional Representative must be a Full member in good standing in the Regional chapter he or she represents.

**4.04**            **Term of Office** – Each director shall serve for a term of two (2) years and until a successor has been elected and is qualified or until removed by the members entitled to elect that director. The terms of the directors holding the offices of Club President and Vice President shall be staggered from each other, as shall the directors holding the offices of Secretary and Treasurer, so that only one director from each of those pairs is elected each year. The Regional Representatives shall also have staggered terms, so that

As Amended by BoD Vote May 2018

each Regional Chapter elects one Regional Representative that year, and one At-large Representative shall be elected each year. The Club's records shall identify the year in which each officer and director was elected. Any director or officer appointed or elected to fill a vacancy shall serve the remaining term of his or her predecessor.

**4.05 Term Limits** – No officer may hold the same position for more than two (2) consecutive terms, but after vacating the position, may hold that position again after the lapse of two years.

**4.06 Board Member Termination** – A Board member may be removed from his or her position under the following circumstances: (a) automatically, if he or she is removed as a Member of the Club pursuant to section 2.09 – membership termination; (b) automatically, if he or she is absent from four (4) consecutive board meetings (regardless of whether such absences are excused); provided that after missing three (3) consecutive meetings, the secretary shall notify that individual that if he or she misses the next board meeting, he or she will be removed; and further if removal from the Board will not affect the individual's Club membership status; (c) he or she is convicted of a felony offense while in office; provided that in this instance the Board shall have the discretion to remove the individual as a Board member. Any director removed under clause (a) or (b) shall be deemed to have resigned from the Board if the minutes do not reflect that a vote was taken.**4.07**

### **Board Meetings**

**4.07.1** By virtue of the Club's status as a non-stock corporation, pursuant to Section 141(j) of the Delaware General Corporation Law (as hereinafter amended), the Certificate of Incorporation of the Club provides for online Board meetings. Considering the fact that the Club is a worldwide organization

As Amended by BoD Vote May 2018

governed by a Board that is made up of members from diverse geographic locations, Board meetings may be conducted online using online chat or other means of electronic communication or online meetings. Motions may be brought by any Board member by posting the motion in the boardroom area of the website. Board members may engage in discussion in the discussion area of the online boardroom, which discussion shall remain open for a minimum of two (2) weeks. At the conclusion of the discussion period, a motion may be brought to a poll that shall remain open for one month or until a majority is sooner attained. The Board member that posted the motion may recall that motion at any time prior to the earlier of the month time limit or approval by a majority of the Board. The Board may promulgate additional rules and regulation applicable to online meetings in the policies and procedures developed pursuant to Section 3.01 and may post them in the terms of service for the website.

**4.07.2** In addition, Members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of the Board or committee by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other or can view each other's responses, and participation in a meeting pursuant to Section 3.07(a) or (b) of these Bylaws shall constitute presence in person at such meeting.

**4.07.3** Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the board or committee, as the case may be, consent thereto in writing, or by electronic transmission and the writing or writings or electronic

As Amended by BoD Vote May 2018

transmission or transmissions are filed with the minutes of proceedings of the board, or committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

## **ARTICLE V**

### **OFFICERS AND OTHER POSITIONS**

**5.01**            **Number and Qualification** – The elected officers of this Club shall be a Club President, Vice President, Secretary, and Treasurer. Additional officers may be appointed as set forth in these Bylaws. Officers, whether elected or appointed, shall be regular members in good standing of the Club. A person elected as an officer shall automatically be elected to a two-year term as a member of the Board of Directors. The officers of the Club shall have the duties set forth below, and such additional duties as may be delegated to them by the Board of Directors.

**5.02**            **Club President** – The President of the Club shall also be known as the Club President, who shall be responsible for the operations of the Club; shall have general active management of the business and affairs of the Club; shall, when present, preside over all meetings of the members and the Board of Directors; and shall, in general, perform all duties usually incident to the office of President of a Delaware corporation. The President may have signatory power over any bank accounts in the Club's name, with the same limitations set forth below with respect to the signing authority of the Treasurer. The President shall vote only to break a tie in a Board vote.

As Amended by BoD Vote May 2018

**5.03 Vice President** – The Vice President shall be responsible for actively promoting the Club, recruiting and maintaining membership in the Club, and such other duties as assigned by the Club President. The Vice President shall, in the event of the absence or disability of the Club President, succeed to the Club President's powers and duties until the Club President shall resume his or her duties or until the members elect a new Club President. Vice President may have signatory power over any bank accounts in the Club's name, with the same limitations as the Treasurer.

**5.04 Secretary** - The Secretary shall act as recording secretary at all meetings of the members and the Board of Directors, unless some other person is appointed to act as recording secretary for a meeting, and shall, when requested to do so, give proper notice of meetings of the members, the Board of Directors and committees; shall be responsible for maintaining or supervising the maintenance of the Club's records, including the Certificate of Incorporation, these Bylaws, the minutes of all meetings of the members, the Board of Directors and the committees and the registry of the names and address of all members of the Club; and, in general, shall perform all duties usually incident to the office of Secretary. The Secretary may have signatory power over any bank accounts in the Club's name, with the same limitations as the Treasurer.

**5.05 Treasurer** – The duties of the Treasurer shall include, but not be limited to, the following: General accounting duties consisting of billing and collecting Club dues and donations, banking functions and reconciliation of bank account(s), accounts payable, general ledger, and other related tasks. The Treasurer shall provide the Board with financial reports quarterly, or as requested by the Board. The Treasurer shall server as Chief Financial Officer, with the responsibilities for acting as financial advisor to the

As Amended by BoD Vote May 2018



Club and the Board of Directors, and perform budgeting, projections, and financial planning for the Club, paying any and all vendors, consultants, attorneys, reimbursements, etc., as needed, subject to the limits below. The Treasurer/Chief Financial Officer shall have discretionary signatory power on any single check or draft up to \$1,000.00; payment of any sum larger than \$1,000 must be authorized by the Board of Directors. In addition to the above, the Treasurer shall provide Treasurer's reports at Board meetings.

**5.06           Sergeant at Arms** – The Sergeant at Arms shall be appointed by the Club President and shall be responsible for maintaining order at meetings of the members and all other Club events. The Sergeant at Arms shall not be a member of the Board of Directors by virtue of holding this office.

**5.07           Assistant Officers** – The Board of Directors shall have the power to appoint assistant secretaries or assistant treasurers and such other assistant officers who shall have such powers and shall perform such duties as may be delegated to them by the Board of Directors, but each shall be subordinate to the principal officer to which such assistant officer is designated to assist. In the absence of the principal officer, the respective assistant officer shall succeed to the powers and duties of the principal officer until such principal officer shall resume his or her duties or until a replacement, temporary or acting officer is appointed by the Board of Directors. Assistant Officers shall not be members of the Board of Directors by virtue of their appointment as officers.

**5.08           Regional Representatives** – Each Regional Chapter shall be entitled to elect two (2) Regional Representatives, with terms staggered as set forth in Section 5.01. Through input, discussion and vote, the duties of the Regional Representatives are to present

As Amended by BoD Vote May 2018

matters affecting their constituencies within their respective Regional Chapters before the Board, to bring matters from the Board to their respective constituencies, and to represent his or her constituencies in all matters before the Board. Although the Regional Representative is a director, the Regional Representative's primary duty shall be to the members in the Regional Chapter he or she represents and the interests of the Club shall be secondary.

**5.09 At Large Representatives** - Through input, discussion and vote, the duties of the At Large Representative are to present matters affecting the general membership before the Board, to bring matters from the Board to the general membership and to represent the general membership in all matters before the board.

## **ARTICLE VI**

### **ELECTIONS**

**6.01 Election and Terms of Office** – For so long as the Board of Directors by resolution (which may be a standing resolution) determines to hold virtual annual meetings, the members shall cast their votes electronically, via the Internet, on the Club's website, beginning on November 1st of each year, with votes cast through November 15th. The Board may provide additional methods of voting for members who do not have access to the Internet. Biennially in each (i) odd numbered year, the members entitled to vote for directors shall elect a Club President and Secretary; (ii) even numbered years, the members entitled to vote for directors shall elect a Club Vice President and Treasurer. Each year the members entitled to vote for directors shall elect one Representative at Large and the members of each Regional Chapter entitled to vote

As Amended by BoD Vote May 2018

for directors shall elect one Regional Representative to succeed the director from such region whose term is expiring). Newly elected Officers and directors will take office January 1st following the election. Each elected Officer shall hold office until the next biennial election, and until his or her successor is duly elected and qualified, or until his or her earlier death, disqualification, resignation or removal.

**6.02           Nomination and Election** – Nominations for each office or other position up for election shall be in writing and delivered to the Secretary at least 30 days before the annual meeting of the members at which the election is to be held. Nominations may be made via email. A member may only hold one (1) office at a time. The Secretary shall post a list of the candidates no later than one (1) week after the deadline for nominations has passed. No nominations from the floor are allowed during the membership meeting or period for election of Officers/directors, except with respect to a position for which the Secretary has not posted any eligible candidate as a nominee. The member receiving the most votes cast for an office (whether or not a majority) shall be declared elected.

**6.03           Vacancies** – Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled as follows: (a) When an elected Officer or Representative at Large resigns or is removed as set forth in these Bylaws, the Board of Directors, acting as a group, shall fill the vacancy, (b) When a Regional Representative resigns or is removed as set forth in these Bylaws, the vacancy shall be posted on the Club's website in the forum section for that Regional Chapter and a Regional Alternate from that Regional Chapter shall temporarily fill the position until the Regional Chapter can hold a special election to elect a new Regional Representative. If the Regional Chapter does not have an Alternate, one of the two Representatives at Large

As Amended by BoD Vote May 2018

shall be assigned by the Club's Board to assist in that Region until a special election is held. If at the time of annual elections, no nominees have been advanced for the vacant position, the Board shall appoint a new Regional Representative [from among the Members in such Regional Chapter.] The Board shall take no action to permanently fill a vacancy in a Regional Representative position without first posting the open position on the respective Regional Chapter Forum page.

## **ARTICLE VII**

### **COMMITTEES**

By resolution approved from time to time by the affirmative vote of members or the Board of Directors, the Club may establish committees for advisory purposes or having the powers of the Club to the extent provided in such resolution. Such committees may be standing committees and shall have the rights, powers, authority, duties and responsibilities determined by the resolution of the members or Board of Directors, but shall be subject at all time to direction and control of the Board of Directors and the members. Committee members shall be members of the Club. The Board of Directors shall appoint the committee chairperson. The Chairperson will be responsible for recruiting committee members and reporting committee activities to the board. These committees may include, but are not limited to membership committee, ride committees, phone committee, events committee, photography committee, other special event committees, website committee, charity committee and awards committee.

## **ARTICLE VIII**

As Amended by BoD Vote May 2018

## **DISCLAIMER**

**7.01** Neither this Club, nor its officers, directors or members, are in any way responsible or liable for personal/property damage during Club activities. All individuals and guests participate in activities at their own risk.

## **ARTICLE IX**

### **DISOLUTION**

This Club may be dissolved in accordance with law. Any assets remaining after payment of costs and expenses of the dissolution proceedings, payment of debts, obligations and liabilities of the Club shall be distributed to the Kyle Petty Children's Charities.

## **ARTICLE X**

### **MISCELLANEOUS**

**10.01** **Amendment** – These Bylaws may be altered or repealed at any regular meeting of the members or the Board of Directors or at any special meeting of the members of the Board of Directors if notice of such alteration or repeal be contained in the notice of such special meeting, or via an online meeting in accordance with Section 3.07 of these Bylaws. Any alteration, repeal or amendment by the members must be approved by a majority of the members entitled to vote on such matter.

**10.02** **Fiscal Year** – The fiscal year of the Club shall be fixed by resolution of the Board of Directors.

As Amended by BoD Vote May 2018