

## **Bylaws of the American Historic Racing Motorcycle Association (A.H.R.M.A.)**

### **ARTICLE I**

#### **Name, Purpose, Status and Office**

SECTION 1. Name: A.H.R.M.A. (hereinafter the "Association")

SECTION 2. Purpose: The Association's primary purpose shall be to promote the sport of vintage motorcycle racing by circulating printed material about the sport, by conducting exhibitions to introduce the sport to the public, by conducting vintage motorcycle racing events and by giving instructional clinics for the public, all to the end of providing wholesome activity and entertainment for the social improvement and welfare of the community.

SECTION 3. Status: The Association shall be an Ohio non-profit corporation.

SECTION 4. Principal Office: The principal office of the Association shall be 8913 Town and Country Circle #1093, Knoxville TN 37923. The Association may have such other offices, either within or without the State of Ohio, as the Board of Trustees may designate or as the business of the Association may require from time to time.

SECTION 5. Registered Office: The registered office of the Association, required by the Ohio Revised Code to be maintained in the State of Ohio, may be, but need not be, identical to the principal office as set forth above and the address of the registered office may be changed from time to time by the Board of Trustees. The registered office is CT Corporation System, 1300 E. 9th Street, Suite 1010, Cleveland, Ohio 44114.

### **ARTICLE II**

#### **Membership**

SECTION 1. Members: The Association may have two classes of members: Full Members and Associate Members. Any person interested in and capable of furthering the purposes of the Association shall be eligible for membership.

a) Full Members are those individual members who hold membership as provided in Section 2 of this Article II. Such members shall be entitled to all of the privileges of membership in the Association.

b) Associate Members may be individuals, corporations, partnerships or any other entities interested in and capable of furthering the purposes of the Association. Such members shall be eligible to receive only such benefits and privileges of membership as the Board of Trustees shall determine on a case-by-case basis.

SECTION 2. Application to Membership: Any person or entity interested in becoming a Full or Associate Member shall submit a completed membership application to the Executive Director through the Membership Office. Those individuals accepted as Full Members shall thereupon be entitled to all of the privileges of membership in the Association but shall be required to pay such dues as set by the Board of Trustees pursuant to Section 3 of this Article II. Any person or entity approved for Associate Membership shall pay such dues and enjoy only those privileges of membership as the Board shall determine.

SECTION 3. Dues: Full Members who have joined the Association on an annual basis shall pay dues annually at such times and in such amounts as the Board of Trustees may from time to

time establish. Associate Members' dues shall be payable at such times and in such amounts as shall be determined by the Board of Trustees. Any member who has failed to pay dues for a period of ninety (90) days beyond his or her renewal date shall be subject to the termination of membership privileges pursuant to Section 4 below. No refund of dues shall be made under any circumstances.

#### SECTION 4. Resignation:

- a) A member may resign by letter addressed to the Executive Director. The resignation shall be effective upon receipt by the Executive Director.
- b) A member shall cease to be a member if they fail to pay their dues within ninety (90) days after they become due. Such member shall thereupon lose all membership privileges and forfeit all dues and fees already paid.
- c) The Board of Trustees, at its sole discretion, may terminate, suspend or choose not to renew any membership at any time, with or without cause, if the Board shall deem such action to be in the best interest of the Association. The Executive Director shall immediately notify a member in writing of the action of the Board of Trustees. The member shall thereafter be entitled to a reasonable opportunity to be heard, in person or through a representative, by the Board of Trustees or a committee appointed by it. The Board of Trustees may thereafter rescind its decision, reject membership, terminate the suspension, continue the suspension for a definite term or expel the member; and its decision shall be final.

### **ARTICLE III**

#### **Meetings of the Members**

SECTION 1. Annual Meeting: The annual meeting of the Association shall be held in the first six months of each calendar year for the purpose of presenting the reports of officers, committees and boards and to transact such other business as may lawfully come before the members. The time and place of the annual meeting shall be established by the Board of Trustees.

SECTION 2. Regular Meetings: regular meetings of the Association shall be held at the Board's discretion. Such meetings shall be held to transact such business as the Board of Trustees shall determine. Regular meetings shall be held at such time and place as the Board of Trustees shall designate.

SECTION 3. Special Meetings: Special meetings of the Association may be called at any time by the Board of Trustees upon its own motion. The Board of Trustees must call a special meeting of the Association on petition of at least 40% of the Full Members of the Association. The basis upon which this 40% shall be calculated shall be the total number of Full Members on the 30th day of April immediately preceding the submission of the petition. Such meetings shall be held at such time and place as may be designated by the Board.

SECTION 4. Notice: A written notice of each annual, special and regular meeting, stating the place, hour, date and purpose thereof shall be provided by an officer of the Association to every Full Member, not less than seven (7) nor more than thirty (30) days before such meeting. No action shall be taken at any meeting of the members unless the intention to consider the subject matter has been set forth in the notice of the meeting, or in an agenda submitted therewith. Publication of notice in AHRMA MAG, on the Association's Web site or in such other publication as the Association may provide regularly to its members shall be considered proper notice of any meeting.

SECTION 5. Voting: At all meetings of the members, a quorum shall consist of fifteen percent (15%) of the Association's Full Members, as of the immediately preceding April 30th. Each Full Member shall have one vote on each and every matter submitted to a vote of the members. Associate Members shall not be eligible to vote. All matters submitted to membership vote shall be approved upon the vote of a majority of those present and voting so long as a quorum is then present.

#### **ARTICLE IV**

##### **Trustees**

SECTION 1. Role: The business and affairs of the Association shall be managed by the Board of Trustees. The Board shall consist of Full Members of the Association elected in the manner set forth below.

SECTION 2. Number: The number of members to be on the Board of Trustees shall initially be three. Those three Trustees shall name twelve Trustees who shall assume their positions on the Board not later than January 1, 1989, as set forth in this Article IV, Section 5 below. One half of the Trustees shall reside east of the Mississippi River, and the other half of the Trustees shall reside west of the Mississippi River. For Canada, east/west residence shall be determined by the provincial line between Manitoba and Ontario.

SECTION 3. Election: The initial members of the Board of Trustees shall be appointed in accordance with Section 5 below. Thereafter, Trustees shall be elected by majority vote of the Full Members voting.

SECTION 4. Term of Office: After the initial Trustees have served, all Trustees shall be elected for a term of three years.

SECTION 5. Initial Board of Trustees: The Trustees stated on the Association's Articles of Incorporation shall appoint, on or before December 31, 1988, twelve Full Members who shall sit upon the Board of Trustees commencing January 1, 1989. Six of said Board members shall reside east of the Mississippi River and six shall reside west of the Mississippi River. Three of the twelve initial Board members shall be appointed for a one-year term, three for a two-year term, three for a three-year term and three for a four-year term. Thereafter, Trustees shall be elected for three-year terms with two trustees from the East, and two Trustees from the West being elected annually at the end of their three-year terms.

SECTION 6. Disability of Trustee: In the event of a Trustee's death, resignation, lapse of membership, relocation out of the proper area (i.e. east or west of the Mississippi) or other incapacity, such Trustee's office shall be declared vacant. In the event that a Trustee fails to attend three consecutive meetings of the Board, such office shall be deemed to have been vacated. In the event that the office of a Trustee becomes vacant, the Board, by majority vote, shall appoint a replacement Trustee who shall take office and serve for the balance of the vacated Trustee's term.

SECTION 7. Nomination and Elections: Nominations of Full Members to serve as Trustees may be made by any Full Member in good standing pursuant to any procedure which may, from time to time, be authorized by the Board of Trustees. A member in good standing can nominate him or herself. Elections of Trustees shall be held prior to the Association's annual meeting and shall be by secret ballot mailed or delivered by secure electronic means to the membership in accordance with Article III, Section 5 hereof. Such newly elected Trustees shall take office during the annual membership meeting, replacing the previous Trustee at that time. Voting for

Trustees or on a proposed amendment to the Articles of Incorporation of the Association shall be by mail or by secure electronic means or by official ballot that shall be submitted to the officer in charge of the meeting. Two-thirds of the members voting shall be required to approve any proposed amendment to the Articles of Incorporation as set forth in Article VIII, Section 1 hereof. Along with notice of any meeting at which a vote by official ballot is to occur, the Association shall send or publish, if notice of the meeting is provided by publication, an official ballot with the following instructions:

#### INSTRUCTIONS FOR VOTING

Only Full Members in good standing may vote. Only votes on official ballots will be counted. Mark your official ballot and write or print your name and AHRMA membership number on the ballot. Mail or deliver your ballot to the address printed on the ballot. If you do not include your name on your ballot, your ballot will not be counted.

SECTION 8. Performance of Duties: A Trustee of the Association shall perform his or her duties as a Trustee, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Association and with such care as an ordinarily prudent person in a like position would use under similar circumstances. A Trustee may not serve in a compensated position within AHRMA operations. A Trustee may not participate in or attempt to influence any decision by the Association that may affect his or her own personal business interest or otherwise use his or her position as a Trustee for personal gain. In performing his or her duties, a Trustee shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups listed in paragraphs (a), (b) and (c) of this Section 8; but he or she shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs his or her duties shall not have any liability by reason of being or having been a Trustee of the Association. Those persons and groups on whose information, opinions, reports and statements a Trustee is entitled to rely upon are:

- (a) One or more officers or employees of the Association whom the Trustee reasonably believes to be reliable and competent in the matters presented; or
- (b) Legal counsel, public accountants and persons with expertise in a particular area with whom the Association has consulted; or
- (c) A committee of the Board upon which he or she does not serve, duly designated in accordance with the provisions of the Articles of Incorporation or the Bylaws, as to matters within its designated authority which committee the Trustee reasonably believes to merit confidence.

The duties of the Board of Trustees shall include, but are not limited to:

1. Hiring and firing of the Association's Executive Director;
2. Setting all policy for the Association;
3. Adopting an annual budget and overseeing its administration by the Executive Director;

4. Appointing and terminating such standing or special committees as it deems appropriate pursuant to Section 9, Subsection H; and

5. Electing officers of the Association.

SECTION 9. Administration of the Association by the Board:

The Board of Trustees shall make every reasonable man's effort to conduct the Annual and Regular meetings in person. A majority of all Trustees may vote to conduct any meeting of the Trustees via video conference only in special circumstances (Example: severe weather, pandemics). All meetings shall be conducted either entirely in person or entirely by video conference.

A. Regular Meetings: There shall be at least two regular Board meetings per year with the time and place of such meetings designated by the Board of Trustees.

B. Special Meetings: Special meetings of the Board of Trustees may be called by or at the request of the Executive Director, the Chairman of the Board of Trustees or any five Trustees. The person or persons authorized to call special meetings of the Board of Trustees may fix any place as the place for holding any special meeting of the Board of Trustees or may call a special meeting to be conducted by means of telephonic conference or other similar means. Any Trustee may participate in a special meeting by means of video conference or other similar means.

C. Notice:

1. Regular Meetings: Written notice of any regular meeting of the Board of Trustees stating the place, day and hour of the meeting, shall be given as follows:

(a) By personal service, mail, facsimile or e-mail to the Trustee's address, facsimile number or e-mail address on the books of the Association at least thirty (30) days before the meeting.

(b) Any Trustee may waive notice of any regular meeting in writing executed and filed with the records of the meeting either before or after the holding of the meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular meeting of the Board of Trustees need be specified in the notice or waiver of such meeting.

2. Special Meetings: Written notice of any special meeting of the Board of Trustees stating the place, day and hour of the meeting, shall be given as follows:

(a) By personal service, mail, facsimile or e-mail to the Trustee's address, facsimile number or e-mail address on the books of the Association at least forty-eight (48) hours before the meeting.

(b) Any Trustee may waive notice of any regular meeting in writing executed and filed with the records of the meeting either before or after the holding of the meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be

transacted at, nor the purpose of any special meeting of the Board of Trustees need be specified in the notice or waiver of such meeting.

D. Quorum: A quorum of the Board of Trustees, necessary to conduct any Association business at any meeting, shall consist of seven Trustees. Unless otherwise provided in these Bylaws, in any matter requiring a vote of the Trustees, a simple majority of the Trustees then present shall be required to approve any proposed action. The use of a proxy vote is not permitted.

E. Executive Committee: An Executive Committee, composed of the Chairman, the Treasurer and the Secretary shall have limited authority to act on behalf of the Board of Trustees between meetings. The Executive Committee shall have the authority to enter into contracts of less than fifty-thousand dollars (\$50,000.00) and to supervise the implementation of Association policy, as established by the Board of Trustees, by the Executive Director of the Association.

F. Voting: The selection of officers of the Board of Trustees shall be by secret ballot. All other votes shall be recorded.

G. Removal from Board: The Board of Trustees may, at any regular or special meeting, by the affirmative vote of at least nine (9) Trustees, remove a Trustee from office for the violation of any Association rule or any other cause, including, but not limited to, physical or mental incapacity to serve, conflict of interest, conviction of a felony or behavior detrimental to the Association or deemed to be against the Association's best interests. The Trustee whose removal is considered at any regular or special meeting of the Board of Trustees shall have the right to receive notice of the meeting at which his or her removal is to be considered. Any Trustee who has been removed may file a written appeal of his or her removal with the Secretary within thirty (30) days of receiving notice of his or her removal. Upon the filing of such an appeal, the Board of Trustees shall call a special meeting to be conducted within ninety (90) days. At such special meeting, the removed Trustee will be heard, and the Board of Trustees may reinstate the removed Trustee only by a vote of at least seven (7) acting Trustees. No election or appointment of a Trustee to replace a removed Trustee, excluding the regular election at the end of said Trustee's term, shall be conducted until the removed Trustee has had an opportunity to file a written appeal and, if such appeal is filed, an opportunity to be heard by the Board of Trustees at a special meeting to reconsider his or her removal as set forth herein.

H. Committees: The Board of Trustees may establish or terminate such committees, either standing or special, as it deems appropriate. If a committee exists in a subject area, its input must be obtained by the Board of Trustees before the Board of Trustee takes any action related to such subject area. The Board of Trustees reserves the right to accept, reject or modify the opinions, reports or other input from any committee. The number, membership and term of any committee members shall be as determined by the Board.

## **ARTICLE V**

### **Officers**

SECTION 1. General: The officers of the Association shall consist of a Chairman, an Executive Director, a Treasurer, a Secretary and such other officers and assistant officers as may be deemed necessary by the Board of Trustees. The Chairman, Treasurer, and Secretary shall be Trustees and shall be elected by secret ballot by the Board of Trustees at the first meeting of the Board of Trustees held after each annual meeting of the members. Each of said officers shall serve for a term of one year but may be reelected by the Board of Trustees for consecutive one-year terms. The Executive Director shall be appointed by the Board of Trustees and shall

not be a member of the Board of Trustees. Any officer may be removed by the Board of Trustees whenever in its judgment the best interests of the Association are served thereby. A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by the Board of Trustees for the unexpired portion of such officer's term. All officers shall be Full Members of the Association.

**SECTION 2. Chairman:** The Chairman of the Board of Trustees shall serve as the Chief Executive Officer of the Association and shall, subject to the control of the Board of Trustees, supervise and control all of the business and affairs of the Association. He or she shall preside at all meetings of the Board of Trustees and all meetings of the membership, appoint the chairman of all standing or special committees and shall in general perform all duties incident to the office of Chief Executive Officer. The Chairman shall be elected by majority vote of the Trustees.

### SECTION 3

**Executive Director:** The Executive Director shall not be a member of the Board of Trustees. He or she shall serve as the Chief Operating Officer of the Association. The Executive Director shall be hired and fired and the terms and conditions of his or her employment shall be set by the Board of Trustees. He or she shall hire, fire and set the terms and conditions of employment of all employees of the Association within salary ranges set by the Board of Trustees. He or she shall appoint members (except for chairmen) of standing and special committees; and he or she shall perform those duties ordinarily performed by a corporation's Chief Operating Officer to the extent such duties have not been delegated by the Board of Trustees to another person. The Executive Director shall be authorized to sign checks on behalf of the Association and to obligate the Association for amounts equal to or less than fifteen-thousand dollars (\$15,000.00) without the prior approval of the Board of Trustees or the Executive Committee. With the approval of the Executive Committee, the Executive Director and the Chairman of the Board shall be authorized to co-sign checks on behalf of the Association for amounts equal to less than fifty-thousand dollars (\$50,000.00) only for the purpose of securing venues for AHRMA events.

**SECTION 4. Secretary:** The Secretary shall sign all official documents of the Association, keep minutes of all Board of Trustee and membership meetings, conduct elections for Trustees and officers, including the office of Secretary, see that all notices are duly given in accordance with the provisions of these Bylaws, act as custodian of the Association records and membership lists, cause a record to be maintained and published in said newsletter of all votes of the Board of Trustees, and in general perform such other duties as may be assigned to him by the Board of Trustees. At each meeting of the Association, the Secretary shall have available membership applications and shall assist prospective members in submitting such applications. He or she shall be responsible for recruiting new members for the Association and shall prepare and distribute to each new member an orientation and information packet to familiarize him or her with the activities of the Association. The Secretary may delegate some of the above duties to the Executive Director. The Secretary shall be elected by majority vote of the Trustees.

**SECTION 5. Treasurer:** The Treasurer shall be the Chief Financial Officer of the Association. He or she shall supervise and maintain records concerning the receipt, custody, control and expenditure of all assets and liabilities of the Association and shall provide a performance bond at Association expense, if so required by the Board. He or she shall be responsible for collecting all funds owed to the Association from any source whatsoever and is authorized to sign checks on behalf of the Association. The Treasurer shall at all times maintain adequate financial records for the Association and shall cause a complete monthly financial report of the

Association to be prepared. The Treasurer shall cause the year-end final report to be published in the Association's newsletter. The Treasurer may delegate some of the above duties to the Executive Director. The Treasurer shall be elected by majority vote of the Trustees.

SECTION 6. Bonds: If the Board of Trustees by resolution shall so require, any officer or agent of the Association shall provide a performance bond to the Association, in such amount and with such surety as the Board of Trustees may deem sufficient, conditioned upon the faithful performance of their respective duties and offices.

SECTION 7. Salaries: The salaries of the officers shall be fixed from time to time by the Board of Trustees and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Trustee of the Association.

## **ARTICLE VII Personal Liability**

All persons or entities extending credit to, contracting with, or having any claim against the Association may look only to the funds and property of the Association for the payment of any debts, damages, judgments, decrees, or any money that may otherwise become due or payable to them. The Association shall indemnify its individual Trustees, officers, or employees, past and present, against any personal liability arising from any act or omission made on behalf of the Association and within the scope of the individual's official duties or employment unless it is determined that individual acted with gross negligence, engaged in willful misconduct or breached their fiduciary duty to the Association. The Association will carry insurance to indemnify its Trustees, officers, and employees against such personal liability.

## **ARTICLE VIII Amendments**

SECTION 1. Articles of Incorporation: The Articles of Incorporation may be amended by a vote of the membership. Two-thirds of those voting shall be required to amend the Articles. The Trustees, or three percent (3%) or more of the Full Members, may propose an amendment to the Articles of Incorporation by submitting such proposal in writing to the Secretary. A proposal submitted by the members shall be reviewed by a committee of five Full Members, consisting of four members appointed by the Trustees, two of whom are members proposing the amendment, and the fifth member appointed by these four members, who shall act as a chairman. The committee shall consider the propriety of the proposal, taking into account the intent of the petitioners and the suitability of the proposal, and shall draft the proposed amendment into suitable language. Any proposal submitted by the Trustees, and any proposal submitted by the Full Members which has been approved by majority vote of the membership review committee shall be submitted to the membership for a vote.

SECTION 2. Bylaws: The Bylaws may be amended only by the affirmative vote of nine (9) Trustees.

SECTION 3. Operations Manual: Any manual prepared by the Association that outlines the policies and procedures of the Association in its day to day operations may be amended by the affirmative vote of the Board of Trustees as set forth in Article IV Section 9, Subsection D hereof.

## **ARTICLE IX Fiscal Year**



The fiscal year shall be December 1st through November 30th.

#### Secretary's Certificate

On this 6<sup>th</sup> day of July 2023, I hereby certify that the foregoing Bylaws consisting of nine (9) pages, including this page, constitute the current Bylaws of A.H.R.M.A. as originally adopted by the Board of Trustees of the Association on the 1st day of November 2003 and as subsequently amended by the Board of Trustees.

*Luke Sayer*

Luke Sayer (Jul 6, 2023 10:01 PDT)

Luke Sayer, Secretary

#### Dates of Amendment:

As reflected in an e-vote of the BOT on July 5/6, 2023, and read into the minutes at the upcoming BOT meeting on July 17, 2023.

As reflected in the minutes of the meetings of the Board of Trustees, the foregoing Bylaws (Article V, Section 3) were validly amended on the following date: July 1-3, 2020 (Zoom) meeting minutes.

As reflected in the minutes of the meeting of the board of Trustees, the foregoing Bylaws (Article IV, Section 9) were validly amended on the following date: February 8, 2021 meeting minutes.