

The Yankee Chapter of The Antique Motorcycle Club of America, Inc.

BYLAWS

ARTICLE I

NAME

Section 1. Name. The name of the corporation is “*The Yankee Chapter of The Antique Motorcycle Club of America, Inc.*” (the “**Corporation**”).

ARTICLE II

PURPOSE AND POWERS

Section 1. Purpose and Powers. The purpose of the Corporation is to engage in any lawful act or activity permitted by the Connecticut Revised Nonstock Corporation Act including any amendments thereto or the corresponding provisions of the nonstock corporation laws of the State of Connecticut in force from time-to-time (the “**Act**”), and *more specifically* to:

- i. promote the collection, restoration, preservation, education, and use of antique motorcycles, including related parts and accessories, as well as literature pertaining to the history of antique motorcycles; and
- ii. encourage an interest in antique motorcycle operation, maintenance, ownership, preservation, and history for the mutual and common benefit of the Members (as defined in Article III, Section 1 of these Bylaws).

The Corporation shall have all powers granted by law and all powers granted in the Act.

Section 2. Relationship to The Antique Motorcycle Club of America, Inc. The Corporation has received a charter from The Antique Motorcycle Club of America, Inc. (the “**AMCA**”) and, accordingly, has an affiliate relationship with AMCA. To the extent consistent with the Corporation’s purposes and/or the Act, the Corporation shall operate its activities in a manner consistent and in compliance with its AMCA charter.

Section 3. Nonprofit and Nonstock Operations. The Corporation shall exist for the benefit of the Members generally, and not for purposes of making a profit. The Corporation is nonstock and shall not authorize or issue shares of stock or make distribution to the Members. The Corporation is not exempt from taxation under applicable provisions of the Internal Revenue Code of 1986 as the same may be amended, or to any successor provisions of United States federal law of similar effect.

ARTICLE III

MEMBERSHIP

Section 1. Members; Two Classes. The Corporation shall have members (the “**Members**”). There shall be two (2) classes of Members for purposes of determining the Members’ respective rights and privileges. The two (2) classes of Members shall consist of: General Members and Associate Members.

Section 2. Rights, Powers and Roles of Members. The General Members shall have the right to elect the Corporation’s Board of Directors (the “**Board**”), to remove directors from the Board, and to vote on those matters for which the vote of the General Members is required under the Act, the Corporation’s Certificate of Incorporation (the “**Certificate**”), or these Bylaws as well as those matters that the Board deems desirable and in the best interests of the Corporation to submit to the General Members for action by referendum or other method. The Associate Members shall have no voting rights whatsoever; provided that, at the discretion of the Board, the Members (General *and* Associate) may be asked and invited from time to time to participate in special referendums, fundraising, educational and other events and activities intended to enhance the operations of the Corporation, promote the Corporations aforementioned purposes and help establish strong ties between and amongst the Members.

Section 3. Qualifications.

a. General Members: The General Members shall be natural persons who have paid their dues in full to the Corporation and shall also be required to be current dues-paying members of the AMCA and; not members of any other organization, group, club or association which has or currently rejects the authority of the AMCA Board

b. Associate Members: The Associate Members shall be natural persons who are either the spouse, child, or companion of a General Member residing at the same address as the member and shall owe no additional dues to the Corporation. Each General Member may designate no more than one (1) Associate Member in a manner approved by the Board.

Section 4. General Member Voting. Each General Member shall have one (1) vote on any matter for which the vote of the General Members is required under the Act, the Certificate or these Bylaws as well as any matter submitted by the Board to the General Members for action. At the discretion of the Board, a vote of the General Members may be conducted by ballot and mail in accordance with § 33-1064(b) of the Act. The General Members action on any matter whatsoever shall require the affirmative vote of a majority of the General Members present in person or by written ballot at a meeting at which quorum is present; provided that for those matters for which the affirmative vote of a greater proportion of General Members may be specified by the Act, the Certificate, or the Bylaws, the affirmative vote of the proportion of General Members so specified shall be required. In the event the vote of the General Members is taken by ballot; the General Members action shall require the affirmative vote of a majority of the ballots cast; provided that for those matters for which the affirmative vote of a greater

proportion of General Members may be specified by the Act, the Certificate, or the Bylaws, the affirmative vote of the proportion of General Members so specified shall be required

Section 5. Transferability; Term of Membership. Membership in the Corporation shall be nontransferable. Membership shall terminate upon a Member's resignation, failure to maintain their qualifications as a Member, or removal in accordance with these Bylaws.

Section 6. Admission of Additional General Members. Any natural person who desires to become a General Member shall apply for membership on such reasonable financial and other terms and conditions as the Board deems necessary to establish from time to time; provided that Applicants who are current AMCA members shall be deemed to be General Members upon the Corporation's receipt of a complete application and dues and assessments.

Section 7. Resignation. Any Member may resign at any time by giving written or verbal notice of such resignation to the President or, if any, Secretary, which resignation shall be effective upon such date as is designated in the notice or, if no such date is designated, upon receipt.

Section 8. Removal. Any Member may be removed for good cause and after due process, by the affirmative vote of at least two-thirds (2/3) of the Board present at a duly constituted meeting of the Board. Notice of any Board meeting to consider removal of a Member must be given at least seven (7) days prior to the meeting date and must state that one of the purposes of the meeting is to vote on the particular Member's removal. An Associate Member shall be deemed to be removed automatically and without any action by the Board if the General Member who designated such Associate Member ceases to be a General Member or informs the Corporation of his cancellation of sponsorship of the Associate Member.

Section 9. Annual Meeting. The annual meeting of the Members shall be held on such date and time, and at such place, as may be determined from time to time by the Board.

Section 10. Special Meetings. Special meetings of the Members may be called by the Board and shall be called by the Secretary upon receipt of a petition signed by at least twenty percent (20%) of the General Members provided that such petition must state the specific agenda items to be discussed at the Special Meeting.

Section 11. Membership Meeting Notices. Except as otherwise provided in these Bylaws, written notice of each annual or special meeting of the Members stating the place, day and hour thereof, and, if a special meeting, the purpose of the meeting shall be given to each General Member by the Secretary at least ten (10) and not more than sixty (60) days before the meeting. For clarification, written notice of each annual or special meeting is not required to be given to the Associate Members. Unless otherwise required by the Certificate, these Bylaws or the Act, notice of any annual or regular meeting need not indicate the purpose for which such meeting is being called. At any special meeting, only the business stated in the notice of such meeting may be transacted thereat. Written notice may include electronic notice by e-mail as well as notice by

circulation of the Corporation's Newsletter to the General Members.

Section 12. Quorum; Transaction of Business without Meeting; Proxies. The presence of at least ten percent (10%) of the General Members shall be necessary to constitute a quorum. In the event the vote of the General Members is taken by ballot under Article III, Section 4, then the number of votes cast by ballot shall constitute a quorum. Any action of the General Members may also be taken without a meeting if all the General Members entitled to vote on such action consent in writing, and such consent shall have the same force and effect as an action authorized at a duly called meeting of the Members. The action of the General Members shall be evidenced by one or more written consents describing the action taken, signed by each General Member (whether on one instrument or in multiple counterparts), and the Secretary of the Corporation shall file these consents with the minutes of the meetings of the Members. Action taken by written consent is effective when the last General Member representative signs the consent, unless the consent specifies a different effective date. General Members may vote by proxy. All proxies must be in writing and shall be effective upon the filing of an executed appointment form with the President. A photographic or similar reproduction of an appointment, or a telegram, cablegram, facsimile transmission, wireless or similar transmission of an appointment, received by the President shall be sufficient to effect an appointment. A proxy shall not be valid after thirty (30) days from its date of execution. Attendance at any meeting by a General Member that has filed an outstanding proxy shall automatically revoke such proxy. The Corporation, acting in good faith, may treat any duly executed proxy as not revoked and in full force and effect until it receives an original, a photographic or similar reproduction, or a facsimile or similar transmission of a duly executed instrument revoking it, or of a duly executed proxy bearing a later date.

Section 13. Adjournment. A majority of the General Members present at any meeting, including a meeting at which a quorum is not present, may adjourn the meeting to another date not exceeding thirty (30) days from the date of the meeting originally called. Notice of the new date, time and place of any adjourned meeting shall be given by a general announcement via e-mail. At such substitute meeting any business may be transacted which might have been transacted at the meeting originally called, provided a quorum is present.

Section 14. Dues and Assessments In the normal course of business, the Board will review and change the levying of dues on, or the assessment of, the Members, in such amounts as the Board deems necessary or prudent. Dues or assessments approved by the Board shall not require the approval of the Members.

Section 15. Waiver of Notice. A General Member may waive notice of any meeting required under these Bylaws by a written instrument executed and filed with the Secretary of the Corporation either before or after the date and time specified in the notice. The Secretary shall cause any such waiver to be filed with the Corporation's minutes or corporate records. A General Member attending or participating in a meeting shall be deemed to have waived any required notice of the meeting, unless the General Member, at the beginning of the meeting or promptly upon arrival, objects to holding the meeting or transacting business at the meeting, and

does not thereafter vote for or assent to action taken at the meeting.

ARTICLE IV

DIRECTORS

Section 1. Board of Directors – Elected by the General Members. The Board shall be elected by the General Members from among the Members pursuant to Article III, Section 12 of these Bylaws.

Section 2. Powers of the Board. The care, control and disposition of the property and funds of the Corporation and the general management of its affairs shall be vested in the Board. All corporate powers, other than those reserved to the General Members as provided in the Certificate and these Bylaws, shall be and hereby are vested in, and shall be exercised by or under the authority of the Board. No individual director has any authority to act or bind the Corporation except by action within the confines of the Board or to the extent expressly authorized by resolution of the Board to act as a representative of the Corporation.

Section 3. Election; Number; Term. The Board shall be elected by the General Members at the annual meeting of the Members or by ballot and mail pursuant to Article III, Section 4. The Board shall consist of nine (9) directors. The Board shall be divided into three (3) groups of directors with three (3) directors in each group. The directors shall serve for staggered terms of three (3) years so that at each annual Member's meeting, the General Members will elect three (3) directors for a term of three (3) years to fill the group of directors whose term is then expiring. Any director filling an interim vacancy on the Board shall be elected by the General Members at the Annual or Special Meeting of the Members to serve only for the unexpired portion of the term of the director whose departure created the vacancy. The Board at its discretion may elect a member to fill the vacant Board position, until a member is elected by the General Membership to fill the vacant position for the unexpired term of the departed director.

Groups of directors:

Group 1:

President

Director 1

Director 2

Group 2:

1st Vice President

Director 3

Director 4

Group 3:

Vice President

Director 5

Director 6

Section 4. Removal; Resignation. A director may be removed with or without cause by two thirds (2/3^{rds}) majority of the General Members voting by way of a referendum ballot caused by either of:

- a. A majority vote by the Board to initiate a recall ballot concerning the applicable director by mail, or
- b. A petition to Secretary by thirty percent (30%) of the General Members requesting a recall ballot concerning the applicable director by mail.

A director may resign from office at any time by giving written notice thereof to the Corporation. The resignation shall be effective as of the date specified therein, or immediately if no date is specified. Notwithstanding the foregoing, a director shall be deemed to have automatically resigned if such director has been removed or has resigned as a Member for any reason including, but not limited to, the applicable Member's removal or resignation pursuant to Article III, Sections 7-8.

Section 5. Vacancies. Any vacant position on the Board shall be filled by vote of the General Members at the next annual meeting of the General Members occurring after the vacancy or by ballot and mail pursuant to Article III, Section 4, and the person so selected shall serve for the unexpired portion of the term of the director whose departure created the vacancy. The Board at its discretion may elect a member to fill the vacant Board position, until a Member is elected by the General Membership to fill the vacant position for the unexpired term of the departed director.

Section 6. Regular Meetings. Regular meetings of the Board shall be held whenever and wherever the Board may specify by resolution. Notice of regular meetings need not be given. If no resolution shall be in effect, regular meetings of the Board shall be called in the manner set forth below for calling special meetings of the Board.

Section 7. Special Meetings. Special meetings of the Board may be called by petition of thirty percent (30%) of the General Members to the Secretary. Persons constituting not less than one-third (1/3) of the directors then in office may also call for special meetings of the Board. Such General Membership petition or directors demand must state one (1) or more agenda items for the special meeting. At least two (2) business days oral or written notice (which includes notice by e-mail) of any special meeting shall be given to each director. Notice of a special meeting shall be provided by the President and shall include the agenda item(s) that provide a description of the purpose or purposes for which the meeting is called, and only those items included in the notice may be voted upon at the special meeting.

Section 8. Quorum and Voting Requirements. A majority of the number of directors then in office shall constitute a quorum, and the approval of any transaction or other business to come before the Board meeting shall also require no less than the affirmative vote of a majority of the number of directors then in office unless a greater proportion of the Board may be specified by the Act, the Certificate, or the Bylaws.

Section 9. Transaction of Business Without Meeting; Irregular Meetings. Any corporate action which can be authorized at a meeting of the Board may be taken without a meeting if all of the director's consent in writing to the action before or after the action is taken. The corporate action shall be evidenced by one or more written consents describing the action taken, signed by each director (whether on one instrument or in multiple counterparts), and the Secretary of the Corporation shall file these consents with the minutes of the meetings of the Board. Action taken by written consent is effective when the last director signs the consent, unless the consent specifies a different effective date. In addition, a director may participate in any meeting of the Board by means of a conference telephone call or similar communications equipment enabling all of the directors participating in the meeting to simultaneously hear one another, and such participation in a meeting shall constitute presence in person at such meeting.

The use of E-mail shall be allowed by the Directors and Board members for any and all purposes of the board.

Section 10. Notice; Waiver of Notice. Written notice of meetings shall be given in accordance with these Bylaws or the Act. Written notice may include electronic notice by e-mail. A director may waive notice of any meeting required under these Bylaws by a written instrument executed and filed with the Secretary of the Corporation either before or after the date and time specified in the notice. The Secretary shall cause any such waiver to be filed with the Corporate minutes or corporate records. A director attending or participating in a meeting shall be deemed to have waived any required notice to him or her of the meeting, unless the director, at the beginning of the meeting or promptly upon his or her arrival, objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

Section 11. Committees. The Board may create such *ad hoc* or permanent committees consisting of one or more individuals as it, in its discretion, deems necessary or proper for the prudent governance of the Corporation. Subject to the advice and consent of the Board, the President may appoint any Member, director, or officer to any committee authorized by the Board. Any committee or position shall have only those powers and responsibilities conferred upon it by the Board resolution creating the committee. In no event shall any committee or position have any powers which, under the Act, may not be conferred upon a committee of the board of directors of a Connecticut nonstock corporation.

ARTICLE V
OFFICERS

Section 1. Title, Election and Duties. The General Membership shall elect the Executive Officers from among the General Membership. The **President, 1st Vice President and Vice President** shall be directors of the Corporation. Any two (2) **offices, other than the President, 1st Vice President and Vice President** may be held by the same person. The duties of each officer shall be the duties prescribed by these Bylaws and/or those prescribed by resolution of the Board.

Section 2. President. The President shall preside at all meetings of the Board and shall be in charge of and direct the business and affairs of the Corporation under the control of the Board. Subject to the advice and consent of the Board, the President shall be allowed to appoint individuals to committees or positions within the Corporation. With the advice and prior consent of the Board, the **President** shall sign any agreement entered into between the Corporation and another party

Section 3. 1st Vice President. The 1st Vice President shall assist the President in the performance of his or her duties and shall carry out the duties of the President whenever the President is unable to perform them.

Section 4. Vice President. The Vice President shall assist the President and 1st Vice President in the performance of his or her duties.

Section 5. Secretary. The Secretary shall keep the minutes of the meetings of the Board and of the Members and shall give notice of these meetings when notice is required by these Bylaws. He or she shall keep all books, records, and papers of the Corporation except those kept by the Treasurer or another person authorized to keep them by a resolution of the Board. The Secretary shall also coordinate any balloting or referendums.

Section 6. Treasurer. The Treasurer, shall keep the fiscal accounts of the Corporation, including an account of all moneys received or paid out and shall make, or cause to be made, such financial reports as requested by the Board or required by the normal activities of the Corporation. The Treasurer shall sign all notes, checks, drafts or other orders for the payment of money duly drawn that are consistent with his duty to approve only appropriate and authorized expenditures.

Section 7. Additional Offices. The Board of Directors may create new officer positions as it deems necessary to insure the wellbeing of the Corporation.

Section 8. Term of Office. Each of the Executive Officers shall be elected by the General

Membership at the annual meetings of General Members for staggered three year terms. The terms of all remaining officer positions shall be determined by the Board of directors for terms determined by the Board of directors.

Section 9. Removal; Vacancies. Any Director, Executive Officer or Officer may be removed by a (2/3rds) two thirds majority of Board at any time, with or without cause and with or without notice or a hearing. Any Director, Executive Officer or Officer may also be removed if thirty percent (30%) of the General Members petition the Secretary for a recall ballot and then a majority of the General Members casting a vote in such ballot vote in favor of the Director, Executive Officer or Officer recall/removal. Vacancies among the officers shall be filled by the Board provided that any officer removed as the result of a ballot initiated by petition of the General Members shall be ineligible to fill an officer vacancy.

ARTICLE VI **MISCELLANEOUS PROVISIONS**

Section 1. Fiscal Year. The Corporation shall act on the basis of a fiscal year beginning on January 1st and ending on December 31st.

Section 2. Indemnification and Reimbursement. The Corporation shall be bound by and comply with the Certificate, the provisions of § 33-1117 of the Act pertaining to mandatory indemnification of directors, and § 33-1122 of the Act pertaining to mandatory indemnification of officers, employees and agents. The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law. In this regard, the Board may advance funds for the purpose of paying legal expenses in the defense of any claim for which indemnification may be available to the fullest extent permitted by law. The Corporation may purchase and maintain insurance providing greater indemnification than that permitted by the Act on behalf of any individual who is or was a director, officer, employee, agent, Member or other representative of the Corporation to the extent set forth in the policy of insurance.

Section 3. Financial Statements. The Corporation shall prepare an annual financial statement that includes a balance sheet as of the end of the fiscal year, an income statement for that year, and a statement of disbursements and receipts for that year. If the annual financial statement is reported upon by a public accountant, then the report of the public accountant must accompany the statements.

Section 4. Amendment of Bylaws. New Bylaws may be adopted and existing Bylaws may be amended or repealed by the affirmative vote of at least two-thirds (2/3) of the Board followed by the affirmative vote of a majority of the General Members present at a duly held Members meeting at which quorum is present or, if General Membership voting is by ballot, a majority of the votes cast by ballots.

Section 5. Record of Changes. Whenever a bylaw is amended or repealed, or a new bylaw is adopted, the action and the date on which it was taken shall be noted on the Bylaws in the appropriate place, or a new set of Bylaws shall be prepared incorporating the changes.

Section 6. Amendment of Certificate of Incorporation. The Certificate may be amended at any time by the affirmative vote of at least two-thirds (2/3) of the Board followed by the affirmative vote of a majority of the General Members present at a duly held Members meeting at which quorum is present or, if General Membership voting is by ballot, a majority of the votes cast by ballots.

Section 7. Inconsistencies with Certificate of Incorporation. In the event of any inconsistency between the Certificate and these Bylaws, the terms of the Certificate shall prevail.

Section 8. Dissolution. The Corporation may be dissolved and liquidated by the affirmative vote of no less than a 2/3 majority of the Board followed by the affirmative vote of a majority of the General Members present at a duly held Members meeting at which quorum is present or, if General Membership voting is by ballot, a majority of the votes cast by ballots.

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Certified by the President of the Corporation as the Bylaws adopted by resolution of the Corporation's Board of Directors on _____, 20__ and votes cast by ballot by the General Members as tabulated on _____, 20__.

Maine Smith, President