

***WORKING PAPERS OF
THE BYLAWS OF**

**MODIFIED MOTORCYCLE ASSOCIATION
OF ARIZONA**

An Arizona Non-Profit Corporation
Compiled July, 2007
By Mary E. Hart, State Secretary

***Note – Resolutions that have been motioned, voted and approved are noted in these working papers. Additions to a bylaw are in bold text and deletions from a bylaw are noted with strikethroughs. For clarification purposes, these are working papers only!**

DEFINATIONS

AGENT	An employee, officer of Board of Directors member who performs the business of MMA of Arizona.
BOARD OF DIRECTORS	(AKA: The Board, The Directors, Management) A group of people who manage or control the business of MMA of Arizona.
CHAIRPERSON	A current member of the Board of Directors chosen by the Board to preside at all meetings of the Board.
DISTRICT MANAGER	A person elected by a district as defined by MMA of Arizona, appointed by the District or appointed by the Board of Directors to represent the members of the District and to oversee the day-to-day operations of said District.
EMPLOYEE	A person hired by MMA of Arizona to work for wages or salary to fulfill a specific job description.
NON-VOTING MEMBER	All current members of the MMA of Arizona who are not representatives on the Board of Directors.
OFFICER	A person elected or appointed to a position of authority and responsibility within the Corporation. These may be at the State level or the District level.
QUORUM	A simple majority of the Board of Directors.
RESERVES	Funds held out of use to meet expected or unexpected demands of the Corporation.
SECURITIES	Any evidence of debt or ownership in an entity.
SHAREHOLDERS	In the event MMA of Arizona becomes a publicly owned corporation and makes shares available, these are persons who hold or own shares of MMA of Arizona.

VOTING MEMBER An MMA of Arizona Board of Directors member with the right and responsibility of voting in order to carry out the business of the Corporation.

ARTICLE ONE: OFFICERS

- 1.01 Known place of Business and Statutory Agent—The known place of business and statutory agent of Modified Motorcycle Association of Arizona (MMA of Arizona) shall be designated from time to time by the appropriate filing by the Corporation in the office of the Corporation Commission of the State of Arizona.
- 1.02 Other Offices—The Corporation may also have offices at such other places, both within and without the State of Arizona, as the Board of Directors may from time to time determine or the business of the Corporation may require.
- 1.03 Name—This Corporation shall operate under the name of Modified Motorcycle Association of Arizona.

ARTICLE TWO: PURPOSE

- 2.01 The purpose of the Corporation shall be:
- (a) The specific and primary purposes for which the Corporation is formed are to establish and operate a social-educational association dedicated to motorcycling safety.
 - (b) The general purposes and powers:
 - a. To study, test and analyze motorcycles, motorcycle parts, equipment and machinery related to the construction, use, repair and operation of motorcycles in order to discover areas of improvement, looking toward the greater safety in the construction, operation and repair of motorcycles.
 - b. To study, test and analyze the environmental incidence of motorcycling, specifically but not exclusively highway safety, driving habits, the use of the motorcycles by individuals and groups with relation to metro-population and urban areas, group activities for the motorcyclists, safety and civil involvement in the use of the motorcycle and methods of optimum cooperation between the motorcyclist and the public at large.
 - c. To devise, discover and carry out individual and group activities, runs, rallies and functions of general interest to the motorcyclist with particular emphasis on cooperative, friendly public involvement, obedience to local regulations, observance of the public peace, the environment and ecology.
 - d. Generally, to buy, sell, store, warehouse fabricate and invent materials, parts equipment and supplies relative to motorcycling, not only as relates to engineering and machinery, but including also incidence of group and individual enjoyment of the motorcycle on the public highway.

- e. To buy land, lease land, construct buildings, employ entertainment, safety and sanitary facilities and do all things necessary for group or individual motorcycle rallies, runs, trips, races and the like.
- f. To engage in any business or transaction which the Board of Directors of the Association may from time to time authorize or approve, whether related or unrelated to the activities described above or to any particular business then being transacted by the Association.
- g. To act as principal, agent, joint venturer, partner or in any other capacity which may be authorized or approved by the Board of Directors of the Corporation for short or on-going events.
- h. To have and exercise all rights and powers now or hereafter granted to a non-profit corporation by law.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers and the purposes and powers in each paragraph shall, except where otherwise expressed, not be limited or restricted by reference to or inference from the terms or provisions of any other paragraph but shall be regarded as independent purposes and powers.

ARTICLE THREE: DIRECTORS

3.01 Management—The business, finances and property of the Corporation shall be managed by the Board of Directors and subject to the restrictions imposed by law, the Articles of Incorporation, or these Bylaws. The Board of Directors may exercise all the powers of the Corporation.

3.02 Number, Election, Term and Qualification—Each active District shall be represented by no more than (2) Directors. A new District shall have one (1) Director until that District has twenty (20) members or more, in which case the number of Directors shall be two (2). A Director must be a current MMA of Arizona member, a citizen of the United States and a resident of the State of Arizona. **Elections require a simple majority vote by the membership of the District that the Director will represent. The Board of Directors will approve or disapprove the Districts choice of Directors by a majority vote.** A District is defined as the boundaries of the city or town the District is headquartered in. Current MMA of Arizona members living outside the District boundaries will belong to the closest District to that member **or members may choose their District** Application for Director must be submitted in writing to the Board of Directors. Each Director shall continue to serve as a Director until ~~death~~, resignation or removal by ~~a vote of the majority of the Directors~~ **the Board of Directors or the District they represent.**

3.03 Organization—At all meetings of the Board of Directors, the Chairperson, or if the Chairperson is absent, a Chairperson chosen by the majority of the Directors present shall preside.

3.04 Vacancies—Any vacancy in the Board of Directors resulting from death, resignation, incapacity or removal may be filled by the Board at any meeting of the Board provided the proposal to take such action be stated in the notice of such meeting. **Directors absent for more than two**

consecutive Board Meeting maybe subject to removal after contact by the Chairman and by majority vote by the Directors. It constitutes a breech of duty and is subject to removal by the majority vote of the Board of Directors

- 3.05 Meetings—Quarterly meetings of the Board of Directors shall be held at a place designated by a majority vote of the Directors, ~~near the center of the State~~ **at a designated location**, during the month of January, April, July and October of each year. Quarterly meetings of the Board of Directors are open to non-voting members. Special meetings of the Board of Directors may be called by three (3) members of the Board of Directors or by the Chairperson or by **a majority of the Board of Directors can call a special meeting**. Special meetings of the Board of Directors will be held ~~near the center of the state~~ **at a designated location**. Notice of all meetings, quarterly and special, stating the agenda, time and place shall be given by serving copy of such notice ~~by certified mail~~ to each Board of Director at least seven (7) days before the meeting is to be held. Board of Directors Board of Directors is responsible to maintain a current mailing address.
- 3.06 Quorum—The attendance at a meeting of a majority of the Board of Directors shall constitute a quorum for any meeting of the Board of Directors. A proxy representation shall not be counted as a quorum presence. **Board Member proxies count toward a quorum, and they can vote during a Board of Director’s meeting. The Board Member voting by proxy must be from the same District.**
- 3.07 Act of Board of Directors—Unless otherwise expressly provided by the Bylaws or Articles of Incorporation, the vote or act of a majority of Directors present at a meeting of the Directors shall constitute the vote or action of the Directors.
- 3.08 Compensation of Directors—Directors shall receive no compensation for their services but can be allowed and paid reasonable and necessary expenses in attending a Director’s meeting. **State should be billed on cases where individuals cannot pay transportation costs and the District has less than \$1.000.00 in its Treasury.**
- 3.09 Robert’s Rules of Order—All meetings of the Board of Directors shall be governed by “Robert’s Rules of Order” and presided over by the Chairperson, or in the Chairperson’s absence, by a Chairperson chosen by the majority of the Directors present. The Secretary of the Corporation shall act as Secretary of the Board unless the presiding officer, in the Secretary’s absence, appoints another.
- 3.10 No Personal Liability—Neither Board of Directors nor Officers shall be personally liable for the debts, liabilities or other obligations of the Corporation.

ARTICLE FOUR: COMMITTEES

- 4.01 Designation—The Board of Directors may, by resolution adopted by a quorum of the Board of Directors, designate committees.
- 4.02 Number, Qualification, Term—Each committee shall consist of one or more Directors. The Director on each committee shall appoint non-directors to serve on the respective committee.

ARTICLE FIVE: GENERAL PROVISIONS RELATING TO MEETINGS

- 5.01 Notice—Whenever by law, the Articles of Incorporation, or these Bylaws, notice is required to be given to any committee such notice shall be given it shall not be construed to mean personal notice, but any such notice may be given: (a) in writing, by mail, postage prepaid, addressed to such member, director, or shareholder at his or her address as it appears on the books or (in the case of a shareholder) the stock transfer records of the Corporation or (b) by any other method permitted by law. Any notice required or permitted to be given by mail shall be deemed to be delivered and given at the time when the same is deposited in the United States mail.
- 5.02 Waiver of Notice—Whenever by law, the Articles of Incorporation or these Bylaws, any notice is required to be given to any committee member, shareholder or Director of the Corporation, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time notice should have been given, shall be equivalent to the giving of such notice. Attendance of a committee member, shareholder, or Director at a meeting shall constitute a waiver of notice of such meeting, except where such person attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.
- 5.03 Telephone and Similar Meetings—Shareholders, directors or committee members may participate in and hold a meeting by means of a conference telephone call or similar communications equipment by means of which persons participating in the meeting can hear each other. Participation in such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.
- 5.04 Action Without Meeting—Any action which may be taken, or is required by law, the Articles of Incorporation, or these Bylaws to be taken at a meeting of shareholders, the Directors, or any committee members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders, Directors, or committee members, as the case may be, entitled to vote with respect to the subject matter thereof, and such consent shall have the same force and effect as a unanimous vote of such shareholders, Directors, or committee members as the case may be and may be stated as such in and document filed with the Corporation Commission of the State of Arizona or in any certificate or other document delivered to any person. The consent may be in one or more counterpoints so long as each shareholder, director, or committee member signs one of the counterpoints. The signed consent shall be placed in the minute books of the Corporation.

ARTICLE SIX: DISTRICTS

- 6.01 Designation—A non-voting member may petition the Board of Directors for designation or reactivation of a District.
- 6.02 Active Districts—An active District requires a minimum of three (3) agents. These agents shall be identified as District Manager, Secretary and Treasurer. Districts not meeting these

requirements shall be considered as inactive and will relinquish all District and Corporate funds and records to the Board of Directors.

6.03 Inactive Districts—An inactive District has no agents, however, continues to have Board representation for their active members.

6.04 Reactivation—A District may reactivate by meeting requirements in 6.01 and 6.02.

6.05 Finances

(a) Designations—All funds earned or received by a District are Corporate funds. The District Manager has authorization over the day to day expenses of the Districts: ie: postage, copies, representatives meetings, general meetings, etc. All funds raised within each District shall be controlled by that District, except that the Board of Directors, at their discretion, may require funds forwarded and deposited in the state treasury of the MMA of Arizona.

(b) Distributions—All funds received from memberships shall be sent to the MMA of Arizona treasury. Ten percent (10%) of any “logo” products sold by the District shall be sent to the state treasury of MMA of Arizona. Ten percent (10%) of any profits realized from District functions, events, runs, etc. shall be sent to the state treasury of MMA of Arizona. Funds donated to Districts for special events purposes, such as charity or benefit events, shall not be subject to the ten percent (10%) provision, but shall go directly to the special event purpose.

6.06 Functions, Events, Runs, etc.

(a) Districts shall be responsible for the promotion, financing and execution of their own events.

(b) Initialization or reactivation of any function, event, run, etc. shall require written notice to the Board of Directors. Notice shall include:

- i. Name of function, event, run, etc
- ii. Proposed date(s)
- iii. Details of estimated costs
- iv. Sources of proposed income and expenses

ARTICLE SEVEN: OFFICERS AND OTHER AGENTS

7.01 Number, Title, Election and Terms—The Corporation shall have a Business Manager, a Secretary, a Treasurer and such other Officers and Agents as the Board of Directors may deem desirable. The Board of Directors shall elect a Chairperson, a Business Manager, a Treasurer and a Secretary at its first meeting at which a quorum shall be present after the annual meeting of shareholders or whenever a vacancy exists. **The Chairperson cannot hold more than one official State office. Official State offices are: Chairman, Business Manager, Secretary, and Treasurer.** The Board of Directors then, or from time to time, may also elect or appoint one or more other Officers or Agents as it shall deem advisable **by majority vote.** Each Officer and Agents shall hold office for the term for which he or she is elected or appointed and qualified unless otherwise provided in the resolution of the Board of Directors following the resignation or removal. Any two (2) or more officers may not be held by the same person **or two (2) or more positions unless the office is vacant and individual**

would be “acting as” while the position is vacant. Each Officer, Director and Agent must be current member of the MMA of Arizona and a citizen of the United States.

- 7.02 Removal—Any Officer or Agent, elected or appointed by the Board of Directors or by any Officer or Agent of the Corporation may be immediately suspended by the consent of any two (2) Directors whenever in his or her judgment, the best interest of the Corporation will be served thereby, but removal shall be without prejudice to the contract rights, if any, of the person so removed. The person so removed shall maintain the right to a reinstatement hearing before the Board, no later than the next regularly scheduled meeting. Any action taken by the Board will be based on the results of a simple majority of a quorum of the Board. Election or appointment of an officer or agent shall not of itself create contract rights. District Directors may be removed upon verification of more than fifty percent (50%) of the total membership of the District that Director represents petitioning to the Board to remove said Director; action pending a Board quorum to do the same. **The Chairman cannot dissolve a District without an open discussion and majority vote by the Board of Directors. Chairman's vote will coincide with majority Board approval. The Chairman cannot fire a District Manager without an open discussion and majority vote by the Board of Directors except with emergency powers with two (2) Board Members and majority of the Board. For the District, there must be a majority of the District and/or District Manager upon notification of all District members, that a vote of officer removal will be conducted at the next District meeting. The District membership in attendance at that meeting will vote on officer removal. For a minor incident two (2) Board Members can suspend pending the Districts next meeting for a vote.**
- 7.03 Vacancies—Any vacancy occurring to any office of the Corporation may be filled by the Board of Directors. **The Chairperson cannot appoint a person to a State level position without an open discussion and majority vote by the Board of Directors. The Chairperson can fill a position on a “temporary” basis subject to the next meeting with a vote.**
- 7.04 Authority—Officers shall have such authority and perform such duties in the management of the Corporation as are provided in these Bylaws or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.
- 7.05 Compensation—Officers shall receive no compensation for their services, but can be allowed and paid reasonable and necessary expenses in attending Board of Directors meetings.
- 7.06 Business Manager—The Business Manager, subject to the supervision of the Board of Directors, shall have the responsibility for general management of the business and property of the Corporation in the ordinary course of its business with all such powers with respect to such business and property as may be reasonably incident to such responsibilities, including, but not limited to: the power to employ, discharge, or suspend Employees and Agents of the Corporation; to fix the compensation of Employees and Agents; and pending final action by the Board of Directors with respect to continued suspension, removal or reinstatement of such Officer. The Business Manager shall see that all orders and resolutions of the Board of Directors are carried into effect and shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.
- 7.07 Treasurer—The Treasurer shall have custody of the Corporation's funds and securities, shall keep full and accurate accounts of receipts and disbursements and shall deposit all monies

and valuable effects in the name of and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors. The Treasurer shall audit all payrolls and vouchers of the Corporation, and shall have charge of matters relating to taxation. **The Treasurer must follow commonly accepted accounting rules.** Additionally, the Treasurer shall have the power to endorse for deposit, collection or otherwise, all checks, drafts, notes, bills of exchange and other receipts and discharges for all payments to the Corporation. **State Treasurers are required to receive and review a copy of the bank statements every month** The Treasurer shall perform such other duties as may be prescribed by the Board of Directors or as may be delegated from time to time by the Business Manager.

- 7.08 Assistant Treasurer—Each Assistant Treasurer shall perform such other duties as may be prescribed by the Board of Directors or as may be delegated from time to time by the Business Manager. The Assistant Treasurer shall exercise the powers of the Treasurer during that officer's absence or inability to act.
- 7.09 Secretary—The Secretary shall maintain minutes of all meetings of the Board of Directors, or any Committee and of the Shareholders or consents in lieu of such minutes, in the Corporation's minute books and shall cause notice of such meetings to be given when requested by any person authorized to call such meetings. The Secretary may sign with the Business Manager, in the name of the Corporation, contracts of the Corporation and affix the seal of the Corporation thereto. The Secretary shall have charge of the certificate books, stock transfer books, and stock papers as the Board of Directors may direct, all of which shall at reasonable times, be open to inspection by any Director, at the office of the Corporation, during business hours. The Secretary shall perform such other duties as may be prescribed by the Board of Directors or as may be delegated from time to time by the Business Manager.
- 7.10 Assistant Secretary—The Assistant Secretary shall perform such other duties as may be prescribed by the Board of Directors or as may be delegated from time by the Business Manager. The Assistant Secretary shall exercise the powers of the Secretary during that officer's absence or inability to act.

ARTICLE EIGHT: MEMBERSHIP

- 8.01 Classes of Membership—The Corporation shall have two (2) classes of membership: one voting and one non-voting.
- 8.02 Board of Directors—Determination—The voting membership of the Corporation shall be made up of the members of the Board of Directors in numbers hereinafter specified, whose term shall continue until a successor is designated by the Board of Directors.
- 8.03 Non-Voting Member Qualifications—Any person who meets the financial and other requirements which the Board of Directors may from time to time establish, may become a Non-Voting Member of the Corporation.
- 8.04 Admission of Non-Voting Members—Applicants shall be admitted to Non-Voting membership upon making application in writing to the Corporation; by payment of the annual dues; and by satisfying the requirements described in Section 8.03.

- 8.05 Rights of Non-Voting Members—The rights and privileges on the Non-Voting Membership shall include the right to attend quarterly Board of Directors meetings and the right to petition the Board of Directors for a topic of discussion to be placed on the agenda.
- 8.06 Dues of Members—The Board of Directors, from time to time by resolution, may change the annual dues the membership is required to pay the Corporation. The first annual dues shall be payable and submitted in full with the application. Future annual dues shall be due and payable on the anniversary date of the member's admission to the Corporation. Membership shall be non-assessable, non-transferable and non-assignable.
- 8.07 Membership Liability—No Member of this Corporation shall be liable for the debts, liabilities, or obligations of the Corporation.
- 8.08 Membership Cards—The Board of Directors shall provide for the issuance of membership cards. Each card shall state the period for which it is valid and shall have printed on its face in clear type that the Corporation is non-profit. The form, size and contents of the membership card in all other respects shall be fixed from time to time by resolution of the Board of Directors. The name and address of each member and the date of issuance of the membership card shall be entered on the records of the Corporation. If any card shall become lost, mutilated or destroyed, a new card may be issued therefore on such terms and conditions as the Board of Directors may determine.
- 8.09 Interruption of Membership—The membership of any member of this Corporation shall automatically terminate: (a) on written request for such termination delivered to an Officer of the Corporation personally or by United States mail; (b) on the death of a member; (c) Suspension from membership in the Corporation by written petition signed by fifty percent (50%) of the membership in that District or by three (3) votes of the Board of Directors for good cause. Good cause as used herein requires that the member, after having received notice and having had an opportunity to be heard before the Board of Directors, is found to have failed to comply with the rules and regulations promulgated by the Board, or has committed acts prejudicial to the purposes or welfare of this Corporation.

ARTICLE NINE: INDEMNIFICATION

- 9.01 Indemnification Actions by Third Parties—The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative, or other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a Director, Committee Member, Officer or Employee of the Corporation or is or was serving at the request of the Corporation as a Director, Committee Member, Officer or Employee of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney fees, and against judgment, fines and amounts paid in settlement actually and reasonable incurred by him or her in connection with such action, suit or proceeding if he or she acted, or failed to act, in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon plea of polo contendra or its equivalent shall not of itself create a presumption that the

person acted or failed to act other than in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of that Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

- 9.02 Indemnification in Actions by or in the Right of the Corporation—The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Director, Committee Member, Officer or Employee of the Corporation or is or was serving at the request of the Corporation as a Director, Committee Member, Officer or Employee of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorney fees, but excluding judgments or fines and except as hereinafter set forth, amounts paid in settlement, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit, if he or she acted or failed to act, in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification may be made in respect of any claim, issue or matter negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The court application that, in view of all circumstances of the case, indemnify for the amounts so paid in settlement is proper and may order indemnity for the amounts so paid in settlement is proper for the expenses, including attorney's fees, actually and reasonably paid in connection with such application, to the extent the court deems proper.
- 9.03 Indemnification Against Expenses—To the extent that a Director, Committee Member, Officer or Employee of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 9.01 or 9.02 of these Bylaws, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses, including attorney fees, actually and reasonably incurred by him or her in connection therein.
- 9.04 Required Determination--Any indemnification under Sections 9.01 or 9.02 of these Bylaws, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of a Director, Committee Member, Officer or Employee is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 9.01 or 9.02 of these Bylaws. Such determination shall be made by any of the following:
- (a) By the Board of Directors by a majority vote of a quorum considering of Directors who were not parties to the action, suit or proceeding.
 - (b) If such quorum is not obtainable, in a written opinion of independent legal counsel appointed by a majority of the disinterested Directors for that purpose.
 - (c) If there are no disinterested Directors, by the court or other body before which the action, suit or proceeding was brought or any court of competent jurisdiction upon the approval of an application by any person seeking indemnification, in which case

indemnification may include the expenses, including attorney fees, actually and reasonably paid in connection with such application

(d) By act of the Shareholders

9.05 Insurance—The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Committee Member, Officer or Employee of the Corporation or is or was serving at the request of the Corporation as a Director, Committee Member, Officer or Employee of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under Article Nine of these Bylaws.

ARTICLE TEN: MISCELLANEOUS PROVISIONS

10.01 Reserves—The Board of Directors may create out of funds of the Corporation legally available therefore such reserve or reserves as the Board of Directors from time to time, in its discretion, considers proper to provide for contingencies, to equalize dividends or to repair or maintain any property of the Corporation, or for such other purpose as the Board of Directors shall consider beneficial to the Corporation. The Board of Directors may modify or abolish any such reserve.

10.02 Books and Records—The Corporation shall keep correct and complete books and records of accounts, shall keep minutes of the proceedings of its shareholders, board of directors, and any committee, and shall keep at its registered office or principal registrar, a record of its shareholders and members, giving the names and addresses of all shareholders and members and the number and class of the shares held by each shareholder.

The Districts shall supply the State Office of MMA of Arizona with reports of all monthly meetings, complete financial statements of all accounts and all incomes and expenses within fourteen (14) day of the end of each calendar quarter. MMA of Arizona State Office reports shall be sent to the Districts in a timely manner.

The Districts shall file an annual proposed and adopted budget with the State Office of MMA of Arizona by the second (2) Board of Directors meeting of each calendar year.

10.03 Seal—The seal of the Corporation shall be such as from time to time may be approved by the Board of Directors.

10.04 Resignation—A Director, Committee Member, Officer or Agent may resign by so stating at any meeting of the Board of Directors or by giving written notice to the Board of Directors, the Business Manager, or the Secretary. Such resignation shall take effect at the time specified therein, or immediately if no time is specified. Unless it specifies otherwise, a resignation is effective without being accepted.

10.05 Securities of the Other Corporation—The Business Manager, under the direction of the Board of Directors of the Corporation shall have the power and authority to transfer, endorse for

transfer, vote, consent, or take any other action with respect to any securities of another issuer which may be held or owned by the Corporation and to make, execute and deliver any waiver, proxy, or consent with respect to any such securities.

- 10.06 Amendment—The power to alter, amend, or repeal these Bylaws or to adopt new Bylaws is vested in the Board of Directors. Amendments to these Bylaws shall become effective immediately on adoption unless otherwise designated by the Board of Directors.
- 10.07 Invalid Provisions—If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as it is possible and reasonable, shall remain valid and operative.
- 10.08 Headings—The headings used in these Bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these Bylaws.
- 10.09 Policy--The State and Districts may adopt a list of policies that are not in conflict with any part of the By-laws or Resolutions.
- 10.10 Patch--The MMA patch is to be worn on the front of a jacket, cut. etc.; that patch may not be altered or enlarged, - it may be worn on the back of a garment provided it is not located in the center, is not the only patch on the back, and is not used with rockers or as rockers."
- 10.11 **Removal of members from the rolls of the MMA of AZ**

Any member of the MMA of AZ (the Modified Motorcycle Association of Arizona) referred to in this document as the organization, may have his/her membership removed from the rolls of the MMA of AZ for any serious breach of trust of the organization or any other actions which the Chair or the Board of Directors believe undermine the organization's well-being, credibility, or standing with the general public and/or the MRO community.

Examples of situations warranting removal include, but are not limited to,

Misappropriation of funds or property of the MMA of AZ

Knowingly spreading malicious falsehoods about the Officers, Board, and membership of the organization

Conducting non-MMA of AZ business in lieu of MMA of AZ business during a regularly scheduled MMA of AZ meeting

Using MMA of AZ logos, patches, embroidery, materials or any part thereof in a manner not in keeping with the resolutions and by-laws of the organization

Doing anything egregious to undermine the MMA of AZ

This resolution is not meant to stifle constructive criticism or open discussion of items germane to our organization, at the appropriate time and place. Removal from membership will not occur without the majority vote of the Board of Directors at its' next Board meeting. In emergency situations, the Chair or his/her duly designated

representative, or any other Officer or Board member, may call Board members for their approval by either phone or e-mail, and a majority of the active Board members may voice their vote in that alternative fashion, as needs arise calling for this action. Conference phone calls or e-mails will include the MMA-AZ State Secretary. Removal of membership shall be applied to all categories of membership; this will include regular yearly memberships, life members (of any category: service, paid, business, etc.); upon notification of such action, such former members are to return any/all MMA of AZ property and will no longer be privileged to wear any insignia identifying them as members of the MMA of AZ.

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