

BY-LAWS
OF
JUNEAU ABATE, INC
(ALASKA BIKERS ADVOCATING TRAINING AND EDUCATION)

Article I
General

Section 1. Name and Location:

The name of this Corporation shall be Juneau ABATE, Inc. It shall have and continuously maintain in the State of Alaska a registered office and a registered agent, whose office shall be identical with such registered office. The registered office shall be designated by a duly adopted resolution of the Membership.

Section 2. Organization:

The Corporation shall be organized and operated as a non-profit Corporation under the provisions in AS: 10.20.005 of the State of Alaska and under section 501 (c) (3) of the Internal Revenue Code. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code or (b) by a corporation whose contributions are deductible under section 170 (c) (2) of the Internal Revenue Code.

Section 3. Object and Purposes:

The objectives and purposes of the Corporation shall be to form a united motorcycle riders organization for the following:

1. The Corporation and its membership shall promote motorcycle safety education programs, public awareness programs and motorcycle rider training programs.
2. The Corporation and its members shall promote fair motorcycle legislation and shall work to prevent enactment of or to repeal existing unfair anti-motorcycle legislation.

Section 4. Membership:

A. Charter Members. The initial members whose dues are fully paid within ninety (90) days after incorporation will be designated as charter members.

B. Regular Members. Any person who has applied for membership and has paid their dues in full for one year. Membership shall be non-transferable and non-assignable.

C. Honorary Members. The Membership shall be authorized to grant Honorary membership to any person deemed worthy by regular action of the Membership. Any such person shall be exempt from payment of dues, but shall have no vote in the affairs of the Corporation.

D. Dues. The Membership from time to time may set the amount of annual dues that the membership is required to pay to the Corporation. Future annual dues shall be due and payable at the annual business meeting.

E. Membership Cards. The Membership 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 a non-profit organization. The form, size and contents of the membership card in all other respects shall be set from time to time by action of the Membership. The name and address of each member, as well as the date of issuance of the membership card shall be entered into the records of the Corporation. If any card shall become lost, mutilated or destroyed, a new card may be issued on such terms and conditions as the Membership may determine.

F. Termination of Membership. The membership of any member of the Corporation shall automatically terminate: (a) upon expiration of the one (1) year membership unless renewed, (b) on written request by the member for such termination delivered to an officer of the Corporation personally, by United States mail, or electronically; (c) upon suspension from membership in the Corporation of the member by four-fifths (4/5) vote of the members present at a regular meeting for good cause, after the member having received written notice by U.S. Mail and the member having had an opportunity to be heard before the Membership if the member has committed acts prejudicial to the purposes or welfare of this Corporation. The decision of the Membership on termination of membership is final.

Section 5. Powers.

To accomplish the purposes for which the Corporation was organized, it shall have all the powers provided by the State of Alaska and its Articles of Incorporation, as amended from time to time, and its By-Laws.

Article II Membership

Section 1. General.

A. Authority

The Membership shall set policies of the Corporation and shall receive no compensation for services to the corporation, but may be allowed actual and necessary expenses for ABATE purposes, as approved in advance by the Membership.

B. General Powers.

All Corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Membership. The Membership shall arrange for printing and distribution of an official publication or newsletter for the organization, and shall organize, coordinate, and/or arrange for any other programs or events that may be appropriate from time to time.

Section 2. Meetings of the Membership.

A. Annual Business Meeting.

The annual business meeting will be held each January at a designated day, time and location as set by the Membership. Notice of the annual business meeting shall be provided to the members at least one week in advance of the meeting. Requests for items to be placed on the Agenda of the annual business meeting shall be submitted to the Secretary of the Corporation not less than two (2) days prior to the meeting, unless there are mitigating circumstances.

B. Regular Meetings.

Regular meetings of the Membership shall be held at a designated time and location as set by the Membership. Requests for items to be placed on the Agenda of regular meetings shall be submitted to the Secretary of the Corporation not less than two (2) days prior to the meeting, unless there are mitigating circumstances.

C. Special Meetings.

Special meetings of the Membership may be called by the President or by any five members of the Membership and such meetings shall be held at a designated location. The call for a special meeting shall state the nature of the business to be considered and the date, time and location of the meeting. Notice of such meeting shall be distributed to each Member at least five (5) days before the day on which the meeting is to be held. Business considered and acted upon shall be limited to that stated in the call for the meeting.

D. Attendance.

Meetings of the Membership shall be open to all members. The President, or in the event of his/her absence or incapacity, the person acting in his/her behalf, shall have authority to exclude any person from a meeting when, in his/her judgment, because of the sensitive issues or because of a possible conflict of interest, such person should be absent when the issue is voted on or discussed. Participation by persons other than the Membership in meeting discussions or presentations shall be at the discretion of the President.

E. Quorum.

A simple majority of the members present at a properly scheduled and announced meeting shall constitute a quorum for the transaction of business.

F. Rules of Order.

Robert's Rules of Order as Revised shall be the parliamentary authority in all meetings.

Article III Officers

Section 1. Purpose.

The purpose of the Officers is to carry out the policies and business of the Corporation.

Section 2. Number.

The elected officers of the Corporation shall be a President, Vice-President, Secretary, and Treasurer. The offices of Secretary and Treasurer may be held by the same individual. A Membership Coordinator, Legislative Coordinator, ABATE REP Coordinator, Event Coordinator, Newsletter Editor and such other officers may be appointed in accordance with the provisions of Article III, Section 4 of these By-Laws.

Section 3. Election, Term of Office and Qualifications.

Election and installation of officers for the ensuing year will be held prior to conclusion of the Annual Business Meeting. Each officer elected by the membership shall hold his/her office until his/her successor shall have been duly elected and qualified, or until his/her death, or until he/she shall resign, or shall have been removed from office in the manner hereinafter provided in Article III, Section 5. All officers must be current Regular Members of the Corporation, and must maintain that status throughout the term of their office.

Section 4. Additional Officers.

The elected officers may appoint from the Membership such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have authority and perform such duties as are provided by these By-Laws. Elected officers may hold other appointed offices in addition to their elected office.

Section 5. Removal.

Any officer may be removed by provisions of Article I, Section 3(F) of these By-Laws, either with or without cause, by recall by the majority vote of the membership.

Section 6. Resignation.

Any officer may resign at any time by giving written notice to the President. Any such resignation shall take effect at the time specified therein, or at the pleasure of the Membership; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. President.

The President shall be the Chief Executive Officer of the Corporation and shall, in general, supervise and control all business and affairs of the Corporation. He/she shall perform all duties incident to his/her office and such other duties as may be required by law, and the Articles of Incorporation of this Corporation, or by these By-Laws, or that which may be prescribed from time to time by the Membership. He/she shall preside at all meetings of the Membership and be an ex-officio member of all standing committees. Vacancy occurring in the position of President shall be filled by an election at the next meeting of the membership after the position has been declared vacant through the death, resignation, or removal of the person previously holding the position.

Section 8. Vice-President.

The Vice-President shall, in the absence of the President, perform all duties required of, and have all of the powers of the President and act as an ex-officio member of all committees. He/she shall perform such other duties as from time to time may be assigned by the Membership or the President.

Section 9. Secretary

The Secretary shall;

A. Certify and keep the original copy of the Corporation By-Laws as amended from time to time, the original copy of the Articles of Incorporation, and a book of minutes of all meetings with the time and place of holding, whether regular or special, and if special, how authorized, the notices thereof given and the names of those present at the meetings. Provide copies of minutes from previous month's meeting.

B. Shall make available at all meetings, a meeting agenda for all attending members and prepare committee reports for agenda.

C. See that all notices are duly given in accordance with the provisions of the By-Laws or as required by law.

D. In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Membership and or the President.

Section 10. Treasurer

The Treasurer shall;

A. Shall physically make deposits of all funds of the Corporation and maintain a record of the income and disbursement of such funds. Shall maintain a record of financial activity on a regular basis to verify the accounting for income and deposits. Responsible for reviewing and paying all bills or outstanding statements against the Corporation and insuring these bills are paid in a timely manner, as to not jeopardize the Corporation's standing and credit. Withdrawals from the Corporation accounts may only be made by check and must be signed by two elected officers of the Corporation. He/She will review accounts payable and reconcile with the check register and the accounting thereof on a regular basis.

B. Prepare and present to the Membership on a quarterly basis Profit & Loss Statements. Prepare additional reports as required by other authorities, (Insurance, Internal Revenue, State of Alaska Dept. of Labor, Division of Charitable Gaming, etc.). Report these, as well as other necessary topics, to the Membership.

C. Present to the Membership at each regular meeting a report on checkbook reconciliation, checks paid, deposits made, and explain any adjustments, deviations, mathematical errors in register and other topics that may pertain to the reconciliation.

D. Ensure dues received are coordinated with the Membership Coordinator so as to issue membership cards individually verified through dues payments.

E. Ensure the accounting for any charitable gaming meets State and Federal requirements and review reporting from the Gaming Member in charge.

F. Review projected capital expenses and issue a recommendation of approval to the Membership as to how much expenses will affect cash flow and budgeting.

G. Ensure required reporting for other agencies (ie: IRS, Labor Dept., MOA), is accomplished as necessary and report such topics to the Membership.

H. Report to the Membership at all regular meetings on all the above mentioned topics as to financial status, prepare for all members review a copy of the current financial status and prepare for a fiscal year report to be published within the organizations newsletter publication for all members review annually.

Section 11. Legislative Coordinator.

The Legislative Coordinator shall keep membership informed of political activity; local, federal or international which is of concern to the membership. He/she shall coordinate with the State Legislative Representative and other Motorcycle Rights Organizations (MRO's) on political activities and pertinent issues and may appoint an assistant of his/her choice from within the membership. The Legislative Coordinator may establish a legislative committee and will be chairperson of said committee.

Section 12. ABATE REP (Riders Education Program) Coordinator.

The ABATE REP Coordinator shall follow the Motorcycle Safety Foundation curriculum and adhere to rules and regulations required for the establishment or support of a sustainable motorcycle rider safety training program. He/she shall appoint an assistant of his/her choice from within the membership, may establish a committee and will be chairperson of said committee.

Section 13. Membership Coordinator.

The Membership Coordinator shall adhere to Article I, Section 4 of these By-Laws. He/she shall make available a current membership list for review/correction by members at the Annual Business Meeting and all regular meetings of the membership. He/she shall have membership materials available at all Juneau ABATE functions. He/she shall provide the Newsletter Editor with a current membership list for each mailing.

Section 14. Event Coordinator.

The Event Coordinator shall establish a committee of choice from within the membership and will be chairperson of said committee. He/she shall establish sub-committees for each established Juneau ABATE event. He/she shall coordinate events with other groups, establish a yearly event schedule, and make said schedule available to the membership by the March general membership meeting. His/her duties shall include but not be limited to complete coordination of all events.

Section 15. Newsletter Editor.

The Newsletter Editor shall be responsible for the publication of a newsletter to be mailed to all members in good standing in a timely manner. The Editor shall establish a consistent deadline for the publishing and distribution of said newsletter. He/she is also responsible for pursuing and billing for advertising.

Article IV Committees

Section 1. Appointment to Committees.

Except as otherwise provided in these By-Laws, all appointments to committees shall be made by the President and confirmed by the Membership. All vacancies shall be filled by similar appointment.

Section 2. Size of Committees, Chairperson and Quorum,

Unless otherwise provided by these By-Laws or by resolution, all committees shall consist of at least two members, one of whom shall be an officer, with a chairperson. A quorum of the committee for the conduct of business shall be (50%) percent of the committee members.

Section 3. Meetings.

Meetings of any committee may be called by the Chairperson of the committee or by the President. The time and place of all committee meetings will be decided by the person calling the meeting and shall be indicated in the notice of the meeting. Only the committee members shall be entitled to notice, but any Member may attend any meeting of any standing committee. The chairperson shall have authority to exclude any person from a meeting when, in his/her judgment, because of sensitive issues or a potential conflict of interest, such person should be absent when the issue is voted on or discussed.

Section 4. Sub-Committees.

Each chairperson of such committees may establish such sub-committees as he/she may from time to time deem necessary, with the authority to carry out the responsibilities assigned to them.

Section 5. Duties and Responsibilities.

Each committee shall prepare a statement or progress report of its recommendations as needed upon request by the President or the Membership and forward this statement/report to both the President and the Secretary. The Membership shall review and approve these statements/reports.

Article V

Miscellaneous Provisions

Section 1. Contracts.

The Membership, except as otherwise provided in these By-Laws, may by Resolution authorize any elected officer of the Corporation to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation, and such authority may be general or conformed to specific instances. Unless so authorized, no officer, agent, member or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or render it fiscally liable for any purpose or amount.

Section 2. Annual Report.

The President shall cause to be prepared and submitted to the Membership at the Annual Business Meeting a written report, including a financial statement from the Treasurer, which covers activities of the Corporation during the previous calendar year. Such report shall be distributed to the membership. The Treasurer, at the direction of the President, shall also cause to be prepared all reports necessary for other agencies and to pay all taxes and other charges against the Corporation.

Section 3. Corporate Seal.

The Membership may adopt and use a Corporate Seal and the Corporate Seal shall be maintained by the Secretary of the Corporation, to be affixed on all Corporation instruments at the direction of the Membership.

Section 4. Fiscal Year.

The fiscal year of the Corporation shall be from January 1 through December 31.

Section 5. Personal Liability.

Each Member and Officer of the Corporation shall not be held personally responsible for the actions of the Corporation and shall be indemnified by the Corporation against the costs and expenses reasonably incurred by him/her in connection with any action, suit or proceeding, either criminal or civil, in which he/she may be involved by reason of being or having been a Member or an Officer of the Corporation except to the extent of that such Member or Officer is adjudged to be guilty of willful negligence, misconduct, misfeasance or malfeasance in the performance or his/her duties.

Section 6. Activities.

The following are considered Juneau ABATE functions:

1. Promote and support rider education.
2. Motorcycle Awareness
3. Charity drives.
4. Motorcycle rallies.
5. Legislative activities to improve vehicular laws.

Article VI Notices

Section 1. Notices.

Whenever any notice is required to be given to any member or any other person by statute, or by these By-Laws, whether of a meeting or for some other purpose, it may be given personally or sent to such person by mail, electronically, telephone, facsimile or other form of communication.

Section 2. Waiver of Notices.

Notice may be waived in writing signed by the person entitled to notice. Waiver, whether given before or after the meeting or at the time notice is required to be given, shall be the equivalent to notice of such meeting. A person attending the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened is not a waiver of notice. All such waivers shall be filed with the records of the Corporation.

Article VII Amendments and Effective Date

Section 1. Effective Date.

These By-Laws and subsequent Amendments shall become effective immediately upon adoption by majority vote of the membership, either by proxy or in person.

Section 2. Amendments.

These By-Laws may be amended or repealed at any regular meeting of the assembled membership, after 30 days notice, by a vote of two-thirds (2/3) of all members present or by written proxy given to the President or the Secretary.

Section 3. Effective Date of Amendments.

Amendments to these By-Laws shall become effective immediately upon adoption unless otherwise designated by the vote.

Article VIII Dissolution

Section 1. Dissolution of the Corporation.

The Corporation shall comply with the Internal Revenue Code, Section 501(C)(3) and Section 170(C)(2) maintenance, which states "Upon dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organized and operated exclusively for such purposes."

CERTIFICATION OF BY-LAWS BY OFFICER

We certify, by placing our signatures below, that these are a true and correct copy of our By-Laws, as amended, and approved in accordance with Article VII, Section 2 on this date.

February 2, 2010
Date of Adoption of Amended By-Laws

President

Vice President

Secretary

Treasurer