

The Constitution and By-Laws of Empire City Motorcycle Club, Inc.

Article III

1.. Qualifications for Membership:

Active members shall be male owner-riders of motorcycles and men actively connected with the motorcycle trade.

Applicants for active membership must be recommended by two members in good standing. The applicant must have attended three meetings. At the next club meeting, which the applicant will not attend, the members will discuss the applicant's qualifications with the sponsors. The sponsors will then advise the applicant of members' responses and advise for or against pledging. Upon payment of a \$5.00 initiation fee, the applicant will be placed on probation until he has attended three additional meetings and participated in two club supervised rides. At the expiration of that time, his conduct having been satisfactory, his application will come before a membership meeting, which will not be attended by the pledge. If a majority of the active members present vote "yes" in secret ballot, and if fewer than three members vote "no", he will be considered a member and will be entitled to all privileges of the club.

Honorary membership in the Empire City Motorcycle Club, Incorporated, may be bestowed upon those persons proposed for that honor, providing that at the time the proposal is presented for approval, two-thirds of the active membership in good standing vote favorably. The Secretary shall be required to notify all members prior to such a meeting, in the most expeditious manner.

Membership shall not be restricted because of age.

2.. Privileges of Membership:

Active membership in the Empire City Motorcycle Club, Incorporated, shall include the right to vote on all matters of club business and activities, whatever, unless such right is specifically denied elsewhere in this Constitution. Likewise, members shall enjoy the right to participate for prizes and/or awards in any club activities offering such prizes or awards.

Honorary membership in the Empire City Motorcycle Club, Incorporated, shall not include the right to vote on club business or activities, nor shall Honorary members be permitted to participate for prizes and/or awards in any club activities offering such awards or prizes.

3. Membership Meetings:

Regular membership meetings of the Empire City Motorcycle Club, Incorporated, shall be held on the first and third Wednesday of each month. In the event a regular membership meeting day falls on a legal holiday, the club may designate an alternate meeting date.

The regularly scheduled meeting date immediately following the annual election of officers shall be designated as the Annual Membership Meeting.

Special meetings of the Corporation may be called by the Directors. The Secretary shall be required to notify all members prior to such a meeting, in the most expeditious manner.

4. Quorum:

The attendance of more than half of the Active N.Y.C. members in good standing, at a meeting, shall constitute a quorum for the transaction of club business.

5. Proxies:

Every member entitled to vote at a meeting of members may authorize another person to act for him by proxy.

Every proxy must be signed by the member executing the proxy.

Every proxy shall be revocable at the pleasure of the member executing it.

Article IV

Order of Business

1. The order of business at all meetings of members shall be as follows:

- A. Roll Call
- B. Reading of minutes of previous meeting
- C. Reports of Officers
- D. Reports of Committees
- E. Old and Unfinished Business
- F. New Business
- G. Good and Welfare
- H. Adjournment

Article VOfficers and Directors

1. The Officers of the club shall include the following:
 - A. President
 - B. Vice-President
 - C. Corresponding Secretary
 - D. Treasurer
 - E. Road Captain
 - F. Recording Secretary
2. The Directors of the club shall be the elected officers of the club.
3. The Corporation shall be managed by the Directors.
4. Any or all of the Directors may be removed for cause, by vote of the members, or by action of the Board. Directors may be removed without cause, only by a vote of the members.
5. A Director may resign at any time by giving written notice to the Board, the President, or the Secretary. The resignation shall take effect upon receipt thereof, and the acceptance of the resignation shall not be necessary to make it effective. The resignation of a Director does not necessarily constitute a resignation of membership in the club.
6. A majority of the entire Board of Directors shall constitute a quorum of the Board of Directors Meeting. A vote of a majority of the Directors present at the time of such vote, if a quorum is present, shall be the action of the Board.
7. The Board of Directors shall hold meetings at the discretion of the President, or upon proper call by other Directors.
8. At all meetings of the Board of Directors, the President shall preside.
9. Duties of the Officers:
 - A. The President shall be the Chief Executive Officer of the Corporation; he shall preside at all meetings of the members and of the Board; he shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the Board are carried into effect.
 - B. The Vice-President, during the absence or disability of the President, shall have all the powers and functions of the President; and shall perform such other duties as the Board or the President shall prescribe.

C.. The Corresponding Secretary shall have custody of the seal of the corporation and shall affix and attest the same to documents when duly authorized by the Board. He shall attend to the giving and serving of all notices of the corporation with the exceptions of those notices pertaining to the times and places of meetings, runs, and other such events as the club may hold or sponsor. He shall have charge of such books and papers as the Board may direct. He shall be responsible for all official correspondence of the club as may become necessary and directed by the club or Board.

D. The Treasurer shall have the care and custody of all the funds of the corporation, and shall deposit said funds in the name of the corporation in such bank or trust company as the Directors may elect; he shall, when duly authorized, sign all checks and other papers, when countersigned by the President or Secretary. He shall make a financial report to the membership periodically; he shall, at the direction of the President, or the Board of Directors, pay all bills owed by the corporation.

E.. The Road Captain shall plan all club runs, tours, and activities; he shall lead the club in formation riding or parades; he shall assist at club socials, parties, or other functions; he shall enforce all rules of club riding; he shall be permitted to select and assign an assistant, when needed, in carrying out special tasks; he shall be active in stimulating and arousing interest and participation in club activities.

F.. The Recording Secretary shall be responsible for taking, keeping, and reporting the minutes of all meetings of the club or Board. He shall keep a membership roster containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence and other information pertinent to their membership. He shall be required to issue timely notifications of the times and places of meetings, runs, and other such events as the club may hold or sponsor. He shall perform other secretarial duties as the club may direct, and shall assist and substitute for the Corresponding Secretary when such duty is required and necessary. He shall be required to work in close cooperation and relationship with the Corresponding Secretary at all times.

Article VIII

Amendments

1. This Constitution and By-Laws may be amended or supplemented.

The proposed amendment or supplement shall be submitted in writing at a regular meeting. It shall be read at two consecutive meetings and called for voting at the third meeting. A vote of two-thirds of all active members in good standing shall be required to pass an amendment or supplement.

Article IX

Miscellaneous

1. Non-Resident Membership:

Persons residing outside the Tri-State, Metropolitan New York area shall be eligible for membership after participating in three recognized rides and attending at least one meeting within a three-month period.

2. Dues:

The club dues shall be assessed to all active members at the rate of \$4.00 per month. The dues may be payable quarterly at \$11.00 per quarter (any three-month period), or yearly (any twelve-month period) at \$40.00 per year. Dues are to be paid by the 15th of the month. Active members whose dues are not paid by the 15th of the month shall be considered to be delinquent. Any member who is six months delinquent in his dues may be expelled by a two-thirds vote of a quorum meeting. Any member who is two months delinquent in his dues shall be considered Not In Good Standing, and shall be disqualified in voting, until such delinquency is corrected. Any member who becomes incapacitated and unable to operate his motorcycle will be excused from the payment of dues until such time as his incapacitation shall be ended.

3. Expulsion for Unbecoming Conduct:

A member may be expelled for conduct unbecoming a member of the club. In such an event, a written complaint shall be submitted to the Board of Directors, who shall hold a hearing, take evidence, and report its recommendations to the membership. The accused member will be permitted to appear before the Board at the time of the hearing. A vote on the Board's recommendations shall require a two-thirds vote of all active members in good standing. The recommendations of the Board shall be voted on at the next meeting following the Board's hearing on the complaint.

4. Guests:

Members may invite guests to attend meetings. No guest may attend more than three meetings within one calendar year unless his application for membership is submitted. Members may invite guests to join the club in open riding activities with unlimited attendance. Guests attending such riding activities will be assessed \$1.00 payable in advance to the Treasurer (or other officer).

5. Office Holders Restriction:

No member shall serve as an officer for more than two consecutive terms in the same office.

6. Reinstatement of Membership:

Members who have resigned without prejudice may, within one year of their resignation, re-apply for membership. The probationary period and initiation fee shall be waived for re-applicants under this provision. Normal voting requirements shall apply to such an application.

7. Election Procedures:

Election of officers shall be held at the regular meeting in the third week of January each year. During the first half of December (not later than December 15th) the President shall require the Secretary to forward to all active members formal inquiries as to the recipient's intentions regarding his seeking or accepting an officership in the club. The inquiries shall be returned to the Secretary no later than the first meeting in January. The failure to return these inquiries by the stated time shall be construed to indicate that member's intention to neither seek nor accept an office in the club. Elections shall be held at the meeting in the third week of January. Statements of intention may be rescinded or amended at the election meeting. Proxy voting, within the provisions of this document, shall be permitted. All officers will be elected by a majority vote.

8. Transport Member:

The status of Transport Member is hereby established. This member shall not own a motorcycle, but shall have the use of a motor vehicle for the purpose of transporting club equipment to and from club activities. He shall enjoy all the rights and privileges of active membership, and shall be bound by all the rules, regulations, dues and assessments of membership in the club. Only one such membership shall exist at any one given time.