



AMENDED AND RESTATED BYLAWS OF THE SKYLANDS BMW RIDERS
ADOPTED October 24, 2001

PREAMBLE

This document is not intended to address every circumstance, controversy, or issue that may arise. Rather, it along with Roberts Rules of Order and the unwritten rule of mutual respect among members, is to provide a framework for the conduct of Club affairs and for the rights and responsibilities of the members.

ARTICLE I - Name and Status

The name of this organization shall be "Skylands BMW Riders, Inc.". In these Bylaws the organization will sometimes be referred to as the Club. This organization is incorporated under the laws of the State of New Jersey.

ARTICLE II – Purpose

The purpose of this organization is to encourage safe and careful motorcycle riding, to bring about and foster a spirit of unity, comradeship and community service and to hold and promote motorcycle events in such a manner as to reflect credit on the club and the entire motorcycling community.

ARTICLE III – Affiliations

The Skylands BMW Riders will become and remain a member of any local, regional, or national organizations that the membership deems to be of benefit to the club, until such time as the club decides to drop such membership. Examples of such organizations are The BMW Motorcycle Owners of America, The BMW Riders Association and the American Motorcyclist Association.

ARTICLE IV – Officers and Board of Directors

Section 1: The elected officers of this club shall be: President, Vice-President, Secretary and Treasurer. They shall take office commencing in January following election in November. They, along with the Past President and the Ride Committee Chairman, shall comprise the Board of Directors of the club. The Ride Committee Chairman shall be a non-voting Director. The other Directors are Voting Directors. The duties and powers of the Board of Directors shall be limited to the duties and powers of the respective officers as provided for in these bylaws or as required by the laws of the State of New Jersey.

Section 2: Meetings of the Board of Directors shall be held as needed, but not less than four times per year. The time and place of Board meetings shall be set by the President. The time and place of such meetings shall be reasonably convenient for the Directors.

Section 3: Special meetings of the Board may be called by any Director. All Directors must be notified of any special meetings at least ten days prior to the meeting. The time and place of such meetings shall be reasonably convenient for the Directors. Such notice shall include the reasons for the special meeting and the subject matter of any vote expected to be taken at the meeting. Any vote at such a meeting shall be limited to the topic(s) set forth in the notice to Directors.

Section 3: A Quorum of 2/3 of the Voting Directors must be present before any binding vote can be taken at any regular or special Board meeting. The vote of a majority of those Voting Directors present at a meeting at which there is a quorum shall be the act of the Board except as may otherwise be provided specifically by law or by these bylaws.

Section 4: The President shall make regular reports to the membership on the actions of the Board of Directors.

ARTICLE V – Membership

Section 1: All members shall be persons of good character. All members must abide by the bylaws of the Skylands BMW Riders. All members shall be at least eighteen years old. There shall be three types of membership in this organization: Full, Associate and Companion. The Full and Companion Members shall be referred to as the Voting Members.

Section 2: Full Member - A person with a valid motorcycle rider license, owning and operating a street-legal motorcycle, may apply for membership as a Full Member. Full Members may vote on matters of club business and hold club office and are urged to attend at least three club events, including meetings, each calendar year.

Section 3: Companion Member. Companion Members are persons who do not qualify for Full Membership for any reason but who regularly accompany a Full Member as a motorcycle passenger. Companion Members pay full club dues, are eligible to win club awards, may vote and hold club office.

Section 4: Associate Member - Associate Members are persons who do not qualify for Full Membership for any reason. Associate Members pay one half the normal club dues and are eligible to win club awards, but may not vote or hold club office.

Section 5: Application for Membership - An applicant for Full, Companion or Associate Membership must fill out the club application form and return it to the club Membership Chairman. Dues for the remainder of the year shall be due and payable at the time of application. Membership is granted by the Membership Committee upon compliance with membership requirements and payment of dues.

Section 6: Dues - The dues for Full Members and Companion Members shall be twenty-four dollars per year, due by January 1 of each year. The dues for Associate Members shall be twelve dollars per year, due by January 1 of each year. Members joining the club after the first of July in a given year shall pay dues of two dollars per month for Full Members and Companion Members and one dollar per month for Associate Members for the remainder of the year with dues payable in a lump sum upon application. The amount charged as dues may be changed from time to time, but not more frequently than every two years, upon two thirds vote of the Voting Members of the club, without amending this section.

Section 7: Club Vote on Active Status - If at any time, a Full Member shall, because of illness, accident, or other circumstances beyond his or her control, be unable to meet the requirements of Full Membership, the club may, by a two thirds vote of those Voting Members present and voting, allow that member to retain Full Membership status until the member once again meets the requirements for Full Membership. Such vote shall be conducted only after notice to the Voting Members and reasonable opportunity to be heard.

Section 8: Loss of Membership

A) Non-Payment of Dues - Any member who has failed to pay dues by the February meeting shall be dropped from membership effective the date of the February meeting. Any member who is dropped from membership for non-payment of dues shall be notified in writing by the Secretary that such action has been taken. If a dropped member wishes to resume association with the Club they shall apply for membership in the same manner as any new member.

B) Misconduct – Any member may be removed from the club for misconduct which may include but need not be limited to conduct inconsistent with the bylaws or failure to meet the requirements for membership. A vote of two thirds of the Voting Members shall be required to remove a member for misconduct. Such vote shall be taken only at a regular meeting of the club, after at least thirty days notice of the allegations and intended vote has been given. Before any vote is taken all interested members will be given an opportunity to be heard.

ARTICLE VI – Election of Officers

Section 1: Regular elections will be held once each year, in November. Nominations will open at the September meeting and be accepted at the September and October meetings.

Section 2: There shall be a Nominating Committee that will solicit nominations from the membership. The Chairman of the Nominating Committee will make known the names of persons seeking office at the September and October meetings. In addition there may be nominations from the floor at such meetings.

Section 3: Elections will be by secret ballot and each office shall be voted upon independently. Any members unable to attend the November election meeting may vote by proxy or by completing the ballot in the October newsletter and mailing it to the Secretary prior to the November meeting. Only those mailed ballots received by the Secretary before the vote will be included in the vote. The votes will be tallied by a three person committee appointed by the President consisting of the Secretary (if not a candidate) and two impartial club members.

Section 4: The term of office is one year, beginning with the January meeting following the November election. No person may hold the same office for more than two years in succession.

Section 5: If, in the balloting for an elective office, no nominee receives a majority of the votes cast, additional ballots shall be taken between the two nominees who receive the most votes on the first ballot until one receives a majority of the votes.

ARTICLE VII – Duties of Officers

Section 1: An officer of the club shall not be personally liable to the club or its members for damages for breach of any duty owed to the club or its members, except that officer shall not be relieved of liability for any breach of duty based upon an act or omission (a) in breach of such person's duty of loyalty to the club or its members, (b) not in good faith or involving a knowing violation of law or (c) resulting in receipt by such person of an improper personal benefit. (N.J.S.A. 15A:2-8(c)).

Section 2: The President - It shall be the duty of the President to:
Preside at all meetings; appoint committee chairmen and committee members; appoint all special committees; see that all officers and committees perform their assigned duties in a timely fashion, and; have general supervisory control over matters pertaining to the club. The President shall report to the membership on the actions of the Board of Directors.

Section 3: Vice-President - It shall be the duty of the Vice-President to:
Assist the President in performance of his duties; serve as acting President in those instances where the President is unable to do so, and; chair the Membership Committee.

Section 4: Secretary - It shall be the duty of the Secretary to:
Keep a record of the minutes of the club meetings, of attendance at meetings and club activities, and of all matters of which a record may be deemed advisable. These records shall at all reasonable times be open to inspection by any member. The Secretary shall also keep a list of the names and addresses of all members, with the dates of their admission to the club. The Secretary shall also collect annual dues, make a record thereof, and forward the dues to the Treasurer. The Secretary shall also renew charters or memberships with any national organizations with which the club chooses to affiliate. At the expiration of his or her term of office the Secretary shall turn over to his or her successor all of the documents and records pertaining to the office.

Section 5: Treasurer - It shall be the duty of the Treasurer to:
Maintain the club checking account. Said account shall require the signature of the President or Treasurer for a check to be valid. The Treasurer shall also: collect and hold in the name of the club all monies payable to the club; pay all bills contracted by the club; keep a true and complete record of all monies and property received by the club and of any disposition made of such monies and property; give a report at each meeting of all receipts and disbursements since the preceding meeting and of the amount in club accounts as of the date of the report. At the expiration of the term of office the Treasurer shall turn over to his or her successor all funds and financial records of the club. An audit of the financial records shall be performed at the end of each calendar year.

Section 6: Past President

The last elected President of the club shall serve the current officers, particularly the President, in an advisory status. The office shall last for the duration of the current President's term.

Section 7: Removal or Replacement of Officers and Directors:

A) Any officer or director who fails to carry out or who is unwilling or unable to carry out the duties of his office may be removed from office by a two-thirds vote of all Voting Members. Any such vote shall be conducted only after reasonable notice to all Voting Members and reasonable opportunity to be heard. An officer or director removed from office shall no longer be a member of the Board of Directors.

B) If any office other than that of the President shall be vacated due to the death, resignation, or removal of that officer, the President shall appoint a replacement if the term of office has four months or less to run, or call for a special election to fill the vacancy if the term of office has more than four months to run. If the office of President shall become vacant, the Vice-President shall succeed to that office for the balance of the term. The new President shall then appoint a new Vice President or call for a special election as provided by this section.

ARTICLE VIII – Committees

Section 1: Committees. The President shall establish committees as needed or as the Club membership may from time to time deem necessary. The President shall be an ex officio member of all committees except the Nominating Committee. At a minimum, there shall be six committees: Membership, Social, Ride, Awards, Nominating, and Newsletter:

Section 2: Membership Committee. The Membership Committee shall be responsible for actively soliciting new members, reviewing and approving applications for new membership, collecting initial dues payments and forwarding them along with the membership application to the Secretary. The Membership Committee shall also introduce new members to the other members of the club. The Membership Committee shall also be responsible for taking steps to retain members. The Vice President shall be chairman of the Membership Committee.

Section 3: Social Committee. The Social Committee shall be responsible for running the Annual Dinner, Picnic and any other social activities the club membership chooses to hold. The Social Committee shall prepare and maintain a calendar of official club social activities.

Section 4: Ride Committee. The Ride Committee shall be responsible for scheduling monthly group rides for the club members; ensuring that a leader is scheduled for each ride and is prepared to lead it. The Ride Committee shall prepare and maintain a list of official club rides and ride routes.

Section 5: Awards Committee. The Awards Committee shall be responsible for establishing those awards to be presented by the club, subject to approval of the Board of Directors, selecting the awardees each year and obtaining appropriate certificates, plaques, etc for such awards.

Section 6: Nominating Committee. The Nominating Committee shall solicit nominations for club office from the membership. At the September and October meetings the Chairman of the

Nominating Committee shall make known to the membership the names of the persons seeking office. There may also be nominations from the floor at such meetings.

Section 7: Newsletter Committee. The Newsletter Committee shall prepare a periodic newsletter and distribute it to the membership. The Newsletter shall include a calendar of events and rides, notice of regular and special meetings, as well as other items of interest to the members.

ARTICLE IX – Membership Meetings

Section 1: Regular meetings of the club will be held on the first Monday of each month, the time and place to be set by the President. The time and place of such meetings shall be reasonably convenient for the members. Alternate meeting dates due to holidays, etc, shall be announced at least one month in advance in the Newsletter.

Section 2: Special meetings may be called by any officer. All Members must be notified of any special meetings, at least ten days prior to the meeting. The time and place of such meetings shall be reasonably convenient for the members. Such notice shall include the reasons for the special meeting and the subject matter of any vote expected to be taken at the meeting. Any vote at such a meeting shall be limited to the topic(s) set forth in the notice to members.

Section 3: A Quorum of one third of the Voting Members must be present before any binding vote may be taken at any regular or special club meeting. The vote of a majority of those Voting Members present at a meeting at which there is a quorum shall be the act of the members except as may otherwise be provided specifically by law or by these bylaws.

ARTICLE X – Proxy Voting

Proxy voting by members shall be allowed. Any member wishing to vote by proxy shall advise the Secretary in writing of his desire to do so and shall designate in that writing another member as his proxy. Alternatively, the member may advise the Secretary in writing of his vote and the secretary shall cast that vote in accordance with the member's directions.

ARTICLE XI – Activities

In order for an event to be considered to be official club activity, it shall be so designated by the Board of Directors, the Ride Committee Chairman, or the membership at a meeting preceding the event in question. At least one official club activity shall be scheduled each month during the period from March to October of each year.

ARTICLE XII - Financial Transactions

Section 1: Any financial transactions involving amounts exceeding one hundred dollars must be approved by a majority of the Voting Members present at the meeting.

Section 2: On all motions involving the expenditure of club funds on which the vote is not unanimous, the tally of the aye and nay votes shall be recorded in the minutes.

ARTICLE XIII - Disposal of Tangible Assets

Section 1: If at any time two-thirds of all the Voting Members decide to sell club property, after paying any expenses related to that property, the balance will be given to charity.

Section 2: The charities are to be recommended by the Board of Directors and approved by a two-thirds vote of those Voting Members present and voting.

Section 3. Any vote on a proposal to sell club property and the designation of the charities shall be conducted only after notice to the all members and reasonable opportunity to be heard.

ARTICLE XIV – Amendments

Section 1: The Bylaws of the Skylands BMW Riders may be amended or revised by a majority vote of the Voting Members. Proposals to change the Bylaws must be distributed to all members and read before the members at three meetings before the motion can be voted upon. Voting is to be held following the third formal reading of any proposed amendment.

Section2: Until such time as the Bylaws of the Skylands BMW Riders are completely revised and rewritten, all amendments, revisions, and additions to them shall be noted with date of passage and the tally of the aye and nay votes.

Skylands Constitution and Bylaws History: Adopted 7 Nov 94

Revised 6 Apr 96

Adopted 5 May 97

Revised 13 Sep 99

Constitution and Bylaws superseded by Amended and Restated Bylaws October 24, 2001