

**BYLAWS OF  
THE VICTORY MOTORCYCLE CLUB**

**ARTICLE I  
MEMBERSHIP**

1.01            Qualification. The regular members of this Club shall be individuals that own and operate a Victory motorcycle, or those individuals that are interested in the betterment of the Victory Motorcycle. No individual shall hold more than one membership in the Club. Membership rights may not be transferred, assigned or devised. No member, by virtue of membership, shall have any right, title or interest in/to any property of the Club. Membership in this organization or benefits received from any association with this organization shall be determined on a nondiscriminatory basis, without regard for age, sex, race, religion or national origin. There shall be four (4) categories of members.

1.02            Full: Any person dedicated to the purposes of this organization, showing proof of current ownership of a Victory motorcycle (or former ownership at time of inception), shall be eligible for a "Full Membership". Full members have all voting privileges and pay full cost dues. All members on record meeting these qualifications as of the effective date of these Bylaws will be grandfathered in as Full members, however, only those Full members evidencing current ownership of a Victory shall be eligible to assume VMC Club leadership positions. Full members losing eligibility of status through non-ownership shall continue their rights of status only through the term of their current annual membership. At time of renewal, they lose Full member status, and may then, if desired, opt for Associate (if eligible) or Support membership. (This class of membership is specifically designed for those able to document current ownership.) (Following adoption of these by-laws, all newly applying former owners will be eligible only for Associate [if eligible] or Support membership.)

1.03            Associate: Any family member(s) of a documented full member, dedicated to the purposes of this organization, shall be eligible for an "Associate Membership". Associate members aged 18+ have all voting privileges except the right to vote to amend either the Bylaws or Articles of Incorporation of this Corporation, and the right to vote to terminate the membership of a member.

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Associate members pay reduced dues. Associate members may not hold VMC Club leadership positions. (This class of membership is specifically designed for family members of documented Full Members.)

1.04        Support:        Any person ineligible for Full or Associate membership, who is dedicated to the purposes of this organization, shall be eligible for a "Support Membership". Support members have no voting privileges and pay reduced dues. (This class of membership is specifically designed for former owners and anyone expressing positive interest in the Victory motorcycle.)

1.05        Sponsor:        Any business entity dedicated to the purposes of this organization shall be eligible for a "Sponsor Membership". Sponsor members have no voting privileges. Due to the commercial/business relationship of the Sponsor member, sponsor dues are higher. (This class of membership is solely for business entities wishing to show their support for the Victory Motorcycle Club and its purpose.)

1.06        Membership Fees and Dues. Member's dues shall be subject to annual review and change.

1.07        Membership Termination. Any membership may be terminated under the following circumstances:

- (a)        By the Board of Directors after thirty (30) days written notice for failure to pay dues; or
- (b)        Upon majority vote of the regular membership at a regular or special meeting, upon a finding that the purposes, best interest or well being of the Club will be served by the termination. No member shall be terminated under this clause (b) until the member has been afforded a reasonable opportunity to be heard at a membership meeting.

1.08        Charter Members. Members in good standing on December 31, 2001 shall be known as Charter Members.

1.09        Meetings of Members.

- (a)        Place of Meeting. Meetings of the membership shall be held at such place convenient to the membership as may be designated by the Club President.

(b) Regular Meetings. Regular meetings may be held at any time, whether or not a legal holiday, and may be called by the Club President, or shall be called by him or her as directed by the Board of Directors. The members may transact such business as may properly come before them.

(c) Notice of Meetings. It shall be the duty of the club Secretary or committee chairperson appointed by the Club President to give e-mail, oral, or mail written notice of each regular, or special meeting stating the purpose thereof, as well as the time and place where it is to be held, to each member of record, at the e-mail address, phone number(s), or address of the member as such information appears on the membership records of the Club at least ten (10) days prior to any such meeting.

(d) Voting Rights. At each meeting of the membership, each member present shall have the right to cast one (1) vote on each question and never more than one (1) vote. There shall be no voting by proxies except for election of officers, termination of membership, or amendments to these Bylaws or the Articles of Incorporation. No member may hold or exercise more than three (3) proxies or the proxies of five percent (5%) of the members entitled to vote on the issue, whichever is less. The Secretary must receive proxies prior to the vote.

(e) Conduct of Meetings. Meetings of the members shall be conducted in accordance with the Robert's Rules of Order, revised. The Club President, if present or if not present the Club Vice President, shall preside over all meetings of the members. The absence of such officers at any meeting of members, the members present at the meeting shall appoint any person present to act as presiding officer of the meeting. The order of business at each regular meeting, and so far as possible, at special meetings of members, shall be:

- (i) Call of roll;
- (ii) Proof of notice or waivers and declaration of proxies;
- (iii) Reading and approval of minutes of previous meetings or action of members;
- (iv) Reports;
- (v) Unfinished business;

- (vi) New business;
- (vii) Open forum;
- (viii) Adjournment.

(f) Internet Board Meetings. Considering the fact that the VMC is a nationwide club governed by a board that is made up by members from across the country, and further considering the fact that the club was formed on the internet and is managed via the internet utilizing the clubs own website, the board shall not be required to meet in person to conduct business. Board meetings shall be conducted on line using online chat. Motions shall be brought before the board in the boardroom area of the website by any board member. The motion shall be stated and voted on via a poll that shall remain open for one month or until a majority is attained. The board member that posted the motion can also recall that motion at anytime prior to the month time limit or majority vote is reached. The voter is required to identify their vote in the discussion area.

## ARTICLE II BOARD OF DIRECTORS

2.01 Powers. The Board of Directors shall have only such powers as required by law or conferred upon the Board in the Articles of Incorporation or these Bylaws. The Board of Directors shall have the power to act as an executive committee between meetings of the membership.

2.02 Number. The number of directors of the club shall be twenty-two (22).

2.03 Qualification. The members of the Board of Directors shall be individuals that hold either one of the four (4) elected officer positions, or one of the sixteen (16) elected Regional Representative positions, or one of the two (2) elected At Large Representative positions. Only Regular club members may be elected to the Board of Directors as outlined in Article One of these Bylaws.

2.04 Term of Office. Each director shall serve for a term of two (2) years and until a successor has been elected and is qualified or until removed by the members. The terms of the directors holding the offices of Club President and Vice President shall be staggered from each other, as shall the directors holding the offices of Secretary and Treasurer, so that only one director from each of those

groups is elected that year.

2.05            Term Limits:    No officer may hold any position for more than 2 consecutive terms, but after vacating the position, may hold that position again.

2.06            Board Member Termination: Board Members may be removed from their position under the following circumstances:

(a) They are removed from the club pursuant to section 1.07 - membership termination

(b) Absence from 3 consecutive board meetings will require the secretary to contact that individual to let them know if they miss the next board meeting, they will be removed. (Regardless of whether it is excused or not) This does not affect the individual's club membership status.

(c) Any Board Member convicted of a felony offense while in office is subject to removal from their position by vote of the board.

### ARTICLE III OFFICERS

3.01            Number and Qualification. The elected officers of this Club shall be a Club President, Vice President, Secretary, and Treasurer. Officers shall be regular members in good standing of the Club.

3.02            Club President.    The office of President of this corporation shall be known as the Club President, who shall be responsible for the operations of the Club; shall have general active management of the business and affairs of the Club; shall, when present, preside over all meetings of the members and the Board of Directors; and shall, in general, perform all duties usually incident to the office of the President. President may have signatory power for any bank accounts in the club's name, with the same limitations as the Treasurer.

3.03            Vice President. The Vice President shall be responsible for actively promoting the club; recruiting and maintaining membership in the Club, and such other duties as assigned by the Club

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President. The Vice President shall, in the event of the absence or disability of the Club President, succeed to the Club President's powers and duties until the Club President shall resume his or her duties or until the members elect a new Club President. Vice President may have signatory power for any bank accounts in the club's name, with the same limitations as the Treasurer.

3.04           Secretary. The Secretary shall act as Secretary at all meetings of the members and the Board of Directors, unless some other person is appointed to act as Secretary; shall, when requested to do so, give proper notice of meetings of the members, the Board of Directors and committees; shall be responsible for maintaining or supervising the maintenance of this Club's records, including the Articles of Incorporation, these Bylaws, the minutes of all meetings of the members, the Board of Directors and the committees and the registry of the names and address of all members of the Club; and, in general, shall perform all duties usually incident to the office of Secretary. Secretary may have signatory power for any bank accounts in the club's name, with the same limitations as the Treasurer.

3.05           Treasurer. The volunteer position as Officer as Treasurer shall consist of, but not be limited to, the following duties: General accounting duties, consisting of billing and collecting club dues and donations, banking functions and reconciliation of bank account(s), accounts payable, general ledger, and other related tasks. Treasurer shall provide Board with financial reports quarterly, or as requested by the Board. Chief Financial Officer, consisting of the responsibilities for paying any and all vendors, consultants, attorneys, reimbursements, etc., as needed. CFO shall have discretionary signatory power on any single check or draft up to \$1000.00, any sum larger than that amount must be put to Board vote. As CFO, Treasurer shall act as financial advisor, and perform budgeting, projections, and financial planning for the club. In addition to the above, the Treasurer shall provide Treasurer's reports at the Board meetings.

3.06           Sergeant at Arms. The Sergeant at Arms shall be appointed by the Club President, and shall be responsible for maintaining order at meetings of members and all other Club events.

3.07           Assistant Officers. The Board of Directors shall have the power to appoint

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assistant secretaries or assistant treasurers and such other assistant officers who shall have such powers and shall perform such duties as may be delegated to them by the Board of Directors, but each shall be subordinate to the principal officer to which such assistant officer is designated to assist. In the absence of the principal officer, the respective assistant officer shall succeed to the powers and duties of the principal officer until such principal officer shall resume his or her duties or until a replacement, temporary or acting officer is appointed by the Board of Directors.

3.08        Regional Representatives Through input, discussion and vote, the duties of the Regional Representative (two (2) from each Regional Chapter) are to present matters affecting his or her constituency before the Board, to bring matters from the Board to his or her constituency, and to represent his or her constituency in all matters before the Board.

3.09        At Large Representatives Through input, discussion and vote, the duties of the At Large Representative are to present matters affecting the general membership before the Board, to bring matters from the Board to the general membership and to represent the general membership in all matters before the board. There shall be two (2) At Large Representatives.

3.10        Election and Terms of Office. The members shall, cast their votes, electronically through the Internet beginning on November 1st, with votes cast through November 15th. The Board may provide additional methods of voting for members who do not have access to the Internet. Biennially in each; (i) odd numbered years, elect a Club President, and Secretary; (ii) even numbered years, elect a Club Vice President, and Treasurer. Each year there shall be ½ of the Regional Representatives and one Representative at Large elected. The remaining Representatives shall be responsible for notifying the board of the newly elected Representatives. The newly elected officers will take office January 1st following the election. Each elected officer shall hold office until the next biennial election, and until his or her successor is duly elected and qualified, or until his or her earlier death, disqualification, resignation or removal.

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3.11 Nomination and Election. Nominations for each office up for election shall be in writing and delivered to the Secretary at least 30 days before the November meeting of the members at which time the election is held. The nomination notification may be made through an email sent to the Secretary. Members may only hold one (1) office. The Secretary shall post a list of the candidates no later than one (1) week after the deadline for nominations has passed. No nominations from the floor are allowed during the membership meeting for election of officers, unless the Secretary has posted no one as a nominee for that office. The member receiving the majority of votes cast for an office shall be declared elected. In the event no member receives a majority of the votes cast, the two (2) candidates with the most votes shall be voted upon a second time.

3.12 Vacated Office & Replacement. From time to time an officer / representative may vacate a position. The replacement policy is:

(a) When and if a Regional Representative can no longer fulfill his duties to his Region, a Regional Alternate from that Region, shall temporarily fill the position until the region can elect a new Regional Representative. If the Region does not have an Alternate, one of the two Representatives at Large shall be appointed, by the VMC Board to assist in that Region. If the Region does not have any nominations, to allow for an election, the VMC Board shall appoint a new Regional Representative. The VMC Board shall take no action without first posting the open position on the perspective Regions Forum.

In the event a Representative at Large is unable to fulfill his obligation or term, the VMC Board shall appoint a replacement to the open position.

ARTICLE IV  
**COMMITTEES**

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By resolution approved from time to time by the affirmative vote of members or the Board of Directors, the Club may establish committees for advisory purposes or having the powers of the Club to the extent provided in such resolution. Such committees may be standing committees and shall have the rights, powers, authority, duties and responsibilities determined by the resolution of the members or Board of Directors, but shall be subject at all time to direction and control of the Board of Directors and the membership. Committee members shall be members of the Club. The Board of Directors shall appoint the committee chairperson. The Chairperson will be responsible for recruiting committee members and reporting committee activities to the board. These committees may include, but are not limited to: membership committee, ride committees, phone committee, events committee, photography committee, other special event committees, website committee, charity committee and awards committee.

#### **ARTICLE V DISCLAIMER**

Neither this Club nor its officers, directors, or members are in any way responsible or liable for personal/property damage during Club activities. All individuals and guests participate in activities at their own risk.

#### **ARTICLE VI DISSOLUTION**

This Club may be dissolved in accordance with law. Any assets remaining after payment of costs and expenses of the dissolution proceedings, payment of debts, obligations and liabilities of the Club shall be distributed to the Kyle Petty Children's Charities.