

RESOLUTION OF THE BOARD OF DIRECTORS
STREET LEGAL MOTORCYCLE CLUB

WHEREAS, the Board of Directors desires to amend the By Laws of the corporation to improve consistency between various articles regarding notification of corporate meetings; and

WHEREAS, the Board of Directors desires to render ineligible to vote members who have failed to pay their club dues; and

WHEREAS, the Board of Directors has determined that the amendments are necessary prior to the deadline for notifying members of candidates nominated for the next annual membership meeting; and

WHEREAS, the each Board members has waived the notice of meeting and agreed to this action by writing;

IT IS HEREBY RESOLVED, by unanimous vote of the Board; that the following Articles of the By Laws shall be amended (amendments in italics and underlined) to state as follows:

3.5 Membership Fees and Dues. Members shall pay such dues as may be determined from time to time by the Board of Directors, subject to the right of voting members to determine the dues at a membership meeting called for that purpose. *Any member whose dues are delinquent shall not be considered a member in good standing.*

3.8 Meetings of Members. Meetings of the membership shall be held at a place convenient to the membership as may be designated by the President or the member of the Board of Directors that is calling the meeting.

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(b) Notice of Meetings. It shall be the duty of the Board member, President, Secretary, or other officer, assistant officer or committee chairperson appointed by either the President or Board member to give oral, electronic, *website posting*, or mail notice of each regular or special meeting stating the purposes thereof, as well as the time and place where it is to be held, to each member *in good standing*, at his or her phone number, email address or address as it appears on the membership records of the Corporation, at least fourteen (14) days but not more than twenty-one (21) days prior to such meeting.

(c) Quorum. Except as otherwise provided by law, the Articles of Incorporation or these By-Laws, the presence at any meeting, in person, of fifteen percent (15%) of the members *in good standing* entitled to vote shall constitute a quorum.

(d) Voting Rights. At each meeting of the membership, each member *in good standing* present, in person, and entitled to vote 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 or directors, termination of membership, or amendments to these By-Laws 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 in good standing entitled to vote on the issue, whichever is less. Proxies must be received by the Secretary no later than five (5) days before the meeting.

5.1 Number and Qualification. The Corporation shall have as its officers a President, one or more Vice Presidents, a Secretary, a Treasurer, a Sergeant at Arms, a Road Captain, and such other officers, assistant officers and agents as the Board of Directors deems necessary for the operations and management of the Corporation, each of whom shall have the powers, rights, duties, responsibilities, and terms in office provided for in these By-Laws or, for officers established by the Board, as determined by Board resolution. The President and Vice President(s) shall be Road Lawyer members as defined in Article 3.2 of these By-Laws. Each officer shall be a natural person. Any number of offices, except the offices of the President and Vice President, may be held by the same person. Officers need not be directors but shall be members *in good standing* of the Corporation.

5.2 Election and Term of Office. Until the first election in November, 2001, the Board of Directors shall appoint the officers of the Corporation. Commencing in 2001, the officers of the Corporation shall be elected by the members *in good standing* at a regular or special meeting of the membership in November, biennially in each odd numbered year for terms of office commencing in the following even numbered year. Each officer shall hold office until the next biennial election of officers, and until their successors are elected and have qualified, or until his or her earlier death, resignation, removal, or disqualification.

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5.10 Nominations and Election. Nominations for each office shall be in writing and delivered to the Secretary before October 15 in odd numbered years. Members *in good standing* may run for any number of offices, except that no member may hold both the office of President and Vice President. The Secretary shall provide by mail, electronic, oral or website posting, a list of the candidates to each member entitled to vote, at the address or email address then on the books of the Corporation, no later than October 22 of each odd numbered year. No nominations from the floor are allowed during the membership meeting for election of officers, unless no one has been posted as a nominee for that office by the Secretary. The member receiving the majority of votes for an office shall be declared elected. In the event no member receives a majority of the votes, the two (2) candidates with the most votes shall be voted upon a second time.

October 10, 2011