

3rd RESTATED AND AMENDED BY LAWS

OF

STREET LEGAL MOTORCYCLE CLUB

ARTICLE 1.

OFFICES

1.1 Registered Office. The registered office of the Corporation shall be Law Center Building, Room 208, Hamline University School of Law, 1536 Hewitt Avenue, St. Paul, Minnesota 55104-1284. The Board of Directors shall have the authority to change the registered office of the Corporation from time to time, and any such change shall be made and filed with the Secretary of State of Minnesota as provided by law.

1.2 Principal Executive Office. The Corporation shall have its principal executive office and such other business offices and Chapters either within or without the State of Minnesota, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE 2.

CORPORATE SEAL

2.1 Not Required. The Corporation may, but need not, have a corporate seal. The use or nonuse of a corporate seal shall not effect the validity, recordability, or enforceability of a document or action of the Corporation. If the Corporation has a corporate seal, the use of the seal by the Corporation on any document shall not be required.

2.2 Form. The corporate seal of the Corporation, if any, shall have inscribed thereon the words "STREET LEGAL MOTORCYCLE CLUB," or any abbreviation thereof, and the word "Seal" or the words "Corporate Seal." One or more duplicate seals may be kept and used by the officers and designated agents of the Corporation.

ARTICLE 3.

MEMBERS

3.1 Qualification. The Board of Directors may exercise discretion to admit as the members of this Corporation individuals that are either licensed to drive motorcycles or own or ride a licensed motorcycle, and meet the requirements of this Article 3.1 and either currently or prior to retirement or change of employment, meet the requirements of either Article 3.2, 3.3 or 3.4.

Individuals formerly licensed to practice law that have been disbarred in any state, province or country, and individuals currently suspended from practicing law in one or more jurisdictions, are ineligible for admission as members of this Corporation.

Before becoming a member an individual shall be subject to a prospecting period of up to one year beginning at such time as the prospective member shall apply for membership. A prospect shall attend and participate in a minimum of three Corporate events during the prospecting period to familiarize the prospect with the nature and operations of the Corporation. At the end of the prospecting period, as determined by the Board of Directors or Credentials Committee, a prospect otherwise meeting the membership requirements, may be admitted as a member. No prospect shall be permitted to wear club insignias, except as the Board of Directors, in its discretion, may authorize.

No individual shall be denied membership based upon race, creed, religion, belief system, political belief, national or ethnic origin, age, sex, sexual orientation, sexual preference or familial status or motorcycle brand, make, design or engine displacement.

A motorcycle, as used in these By Laws, does not include a motorized scooter and no member shall wear club insignias while riding a scooter. The Board shall, in its sole discretion, determine if a vehicle is a scooter.

Any lifetime member of any membership class shall be placed on retired or inactive status if he or she fails to participate in any club ride, social event or meeting for a period of at least two years or upon request of the member. Any member placed on retired or inactive status shall not have the right to vote and shall not be counted in establishing a quorum of members for the purpose of conducting Corporate business. The retired or inactive status of any member shall be reactivated whenever the member requests reactivation and attends a club ride, social event or meeting.

No individual shall hold more than one membership in the Corporation. Membership rights may not be transferred, assigned or devised. No member, by virtue of membership, shall have any right, title or interest in any property of the Corporation. There shall be three (3) categories of members. All active members, except as limited in Articles 3.3 and 3.4, shall have an equal right to vote.

3.2 Road Lawyers. The first category of members shall be those individuals that hold, in good standing, the professional academic degree of Juris Doctor (JD), or its prior equivalent Bachelor of Laws (LLB), or its foreign equivalent (as determined by the Board of Directors). This category of members shall have the right to bear all of the club colors, including, exclusively, the designation of "Road Lawyer(s)."

3.3 Street Legal Members. The second category of members shall be individuals that, as determined by the Board of Directors or the Credentials Committee, are bona fide: law students; paralegals, secretaries, investigators, or other permanent employees of a law firm (whether full or part-time); permanent employees of a legal department of a corporation or

other business; judges, court reporters, bailiffs or other permanent employees of any court or other law-related division of state or local government or political subdivisions thereof which is engaged in the practice of law as commonly attributed to the legal profession and is carrying out the activities of the practice of law under the direction or supervision of a licensed attorney. This category of members shall have all rights of membership, except the following: the right to sit on the Board of Directors; the right to vote to amend either the By-Laws or Articles of Incorporation of this Corporation; and the privilege to bear the designation "Road Lawyer(s)."

3.4 Associate Members. The third category of members, Associate Members, shall be: any individual that does not meet the requirements of Article 3.3 but is a permanent employee of a law-related unit, section, department or division of a corporation, business, or state or local government or political subdivisions thereof or any individual that is a spouse, domestic partner, or regular passenger of a member of either of the first two (2) categories of members. This category of members shall have all privileges of membership, except the following: the right to vote to amend either the By-Laws or Articles of Incorporation of this Corporation; the right to vote to elect or remove officers or directors; the right to vote to terminate the membership of a member; the right to sit on the Board of Directors; and the privilege to bear the designation "Road Lawyer(s)."

(a) Any individual who, as of May 4, 2000, has actively participated in the business and activities of the corporation, including the paying of membership fees and dues, and who has enjoyed the rights and privileges of membership similar to those granted other members, shall be deemed an Associate Member from the date of the adoption of this subsection (a) forward, and as such, shall enjoy all of the privileges and responsibilities of membership of Associate Members.

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.

3.6 Membership Termination. Membership of any member may be terminated under the following circumstances:

- (a) By the Board of Directors after thirty (30) days oral or written notice:
- (i) For failure to pay membership dues; or
  - (ii) For failure to remain qualified for membership under Articles 3.1, 3.2, 3.3 or 3.4; or
  - (iii) Where, upon clear and convincing evidence as determined by the Board of Directors, the Board has determined that the member has either:
    - 1. Engaged in illegal activity constituting a felony or gross misdemeanor; or

2. Engaged in undercover law enforcement activities.

The policy underlying this subsection (iii) is that both categories of activities described in subdivisions 1 and 2 above cause substantial risk of harm to the purposes, reputation, and personal safety of this Corporation and its members.

No member shall be terminated under subsections (a)(ii) or (iii) of this Article 3.6, until the member has been afforded a reasonable opportunity to be heard at a meeting of the Board of Directors.

- (b) Upon majority vote of the membership at a regular or special meeting, upon a finding that the purposes, best interests or well being of the Corporation will be served by the termination. No member shall be terminated under this Article 3.6, subsection (b) until the member has been afforded a reasonable opportunity to be heard at a membership meeting.

3.7 Charter Members. Members in good standing on December 31, 1992, shall be known as Charter Members.

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.

(a) Regular or special meetings may be held at any time except for a legal holiday, and may be called by the President or any member of the Board of Directors. The members may transact such business as may properly come before them. A special meeting shall also be called by the President or any member of the Board of Directors, upon receipt, by any one of them, of a written petition signed by 15% of the voting members in good standing at the time of presentation for the purpose of conducting the business that is specified in the petition. The petition may state the date, time and location for the meeting requested so long as it is reasonably possible for the notice of the meeting to meet the requirements of subsection (b) of this Article 3.8.

(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.

(e) Conduct of Meetings. Meetings of the members shall be conducted in accordance with the Roberts Rules of Order, Revised. The President, if present, or if not present, a Vice President as provided in Article 5.4, shall preside over all meetings of the members. In the absence of such officers at any meeting of members, the members present at the meeting shall appoint any other officer or member of the Board of Directors, or in their absence, any member 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) Adjournment.

3.9 Voting for Directors. There shall be no cumulative voting for directors.

## ARTICLE 4.

### BOARD OF DIRECTORS

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

4.2 Number. The number of directors of the Corporation shall be three (3).

4.3 Election. Directors shall be elected by the affirmative vote of the members.

4.4 Qualifications. Directors shall be Road Lawyer members of this Corporation as defined in Article 3.2, and need not be residents of the State of Minnesota.

4.5 Term of Office. Directors shall serve for three (3) year staggered terms, so that only one (1) may be elected per year. As determined among the first Board of Directors, one (1) director shall have a first term expiring December 31, 1995, another shall have a first term expiring December 31, 1996, and the third shall have a first term expiring December 31, 1997. Each director shall hold office until a successor is elected and has qualified, or until the earlier death, resignation, removal or disqualification of such director.

4.6 Duties. In the absence of a Credentials Committee, or when the Credentials Committee fails to take such action, it shall be the duty of the Board to review and act on each application of every applicant requesting admission as a member in accordance with the provisions of Article 3.1, and to carry out such other duties and responsibilities and make such other determinations as may be required by these By-Laws.

4.7 Meeting. Any director may call a meeting of the Board, whether by assembly in person or by electronic conference as provided by law, upon not less than five days oral, written, or electronic notice stating the purpose of the meeting or conference. It shall be the duty of each director to make every reasonable effort to make himself or herself available for such meeting or conference. In the event it is not reasonably practicable under the circumstances for each board member to participate in the meeting or conference, the remaining members of the board may take written action as provided by law and Article 5 of the Articles of Incorporation.

## ARTICLE 5.

### OFFICERS

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.

5.3 President. The President shall be responsible for the operations of the Corporation and have general active management of the business of the Corporation; shall, when present, preside at meetings of the members of the Corporation; shall, with the direction and approval of the Board, establish, and appoint members to, committees from time to time; and shall, in general, perform all duties usually incident to the office of the President and chief executive officer.

5.4 Vice President. Each Vice President shall have such powers and shall perform such duties as may be specified by the Board of Directors. In the event of absence or disability of the President, respective Vice Presidents shall succeed to the President's powers and duties in the order in which they are elected or as otherwise prescribed by the Board, until the President shall resume his duties or until a new President is elected by the Board.

5.5 Secretary. The Secretary shall serve as secretary of and shall attend and record the proceedings of all meetings of the members of the Corporation; shall maintain a register of the names and addresses of all members of the Corporation; shall maintain to date and have custody of the permanent minute book and records of the Corporation; shall have custody of and affix the corporate seal, if any, where appropriate, shall attest to and certify any corporate documents and instruments; shall give notice and provide proof of notice of meetings and other proceedings of the members and the Board in accordance with law and these By-Laws; shall, together with the President, sign certificates of membership in the Corporation; and in general, shall perform all duties usually incident to the office of Secretary.

5.6 Treasurer. The Treasurer shall keep accurate financial records for the Corporation; shall deposit all money, drafts, and checks in the name of and to the credit of the Corporation in the banks and depositories designated by the Board of Directors; shall endorse for deposit all notes, checks, and drafts received by the Corporation as ordered by the Board, making proper vouchers therefor; shall disburse corporate funds and issue checks and drafts in the name of the Corporation, as ordered by the Board; shall render to the President and the Board, whenever requested, an account of all transactions by the Treasurer and of the financial condition of the Corporation; and in general, shall perform all duties usually incident to the office of Treasurer.

5.7 Road Captain. The Road Captain shall be responsible for on-the-road safety, coordination and training of monthly and event ride captains, interface with highway authorities for any desirable or necessary permits for rides, maintaining all maps and road books for availability to the membership and in general, shall perform all duties usually incident to the office of Road Captain.

5.8 Sergeant at Arms. The Sergeant at Arms shall be responsible for maintaining order at meetings of members, and in general shall perform all duties usually incident to the office of Sergeant at Arms.

5.9 Assistant Officers. If the Board of Directors shall establish and appoint assistant vice presidents, assistant secretaries, assistant treasurers, assistant road captains, or assistant sergeant at arms, such assistant officers shall have such powers and shall perform such duties as may be delegated to them by the Board, but each shall be subordinate to the principal officer to which such assistant officer is designated to assist. In the event of absence or disability of any Vice President, Secretary, Treasurer, Road Captain, or Sergeant at Arms, respective assistant officers shall succeed to the powers and duties of such principal officer in the order in which they are elected or as otherwise prescribed by the Board, until such principal officer shall resume his duties or until a replacement is elected by the Board.

(a) Quartermaster (Assistant Treasurer). The Quartermaster shall be responsible for maintenance and distribution of Corporate merchandise as directed by the President or the Board of Directors, shall chair the Merchandise Committee, and shall perform all duties usually incident to the office of Quartermaster. The Quartermaster shall be appointed by the Board of Directors to serve as an assistant treasurer and may be removed and replaced by the Board of Directors at any time and may be removed by the membership as provided in Article 5.11.

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.

5.11 Removal. An officer may be removed from office upon a petition signed by not less than twenty-five percent (25%) of members in good standing and entitled to vote on the issue and presented to the Secretary, or, in the event the Secretary is the officer named in the petition for removal, the President. To effect the removal of an officer, a quorum of members in good standing and entitled to vote on the issue and present at the special meeting have the option to vote on the question of removal. A decided vote to remove must be carried by a two-thirds (2/3) majority of the members present and entitled to vote.



## ARTICLE 5A

### NATIONAL OFFICERS

5A.1 Number and Qualification. The Corporation shall have national officers that include: a National President, one or more National Vice-Presidents, a National Secretary, a National Treasurer, a National Sergeant at Arms, a National Road Captain, and such other national officers as the Board may determine by resolution. Each officer shall be a natural person. The National President and Vice President(s) shall be Road Lawyer members as defined in section 3.2 of these By-Laws. The same person may hold any number of national offices, except the offices of National President and National Vice President. National officers need not be directors of a chapter, but shall be members of this Corporation or members in good standing of a state or provincial chapter in good standing with and chartered and licensed by this Minnesota Corporation under section 7.2 of these By-Laws.

5A.2 Appointment, Removal and Term of Office. National Officers shall be appointed, and may be removed, by resolution of the Board of Directors of the Corporation, subject to the power of members to remove or elect national officers set forth in subsection 5A.3 below. Subject to the requirements of 5A.1, in the event no such appointment or election has been made for any particular national office, the Minnesota Officer elected under Article 5 of these By-Laws shall also be the corresponding national officer. Article 5 officers shall hold their national office concurrently with their Minnesota office. Except for the first term, National officers that are appointed (or elected under subsection 5A.3 below) shall hold their offices for a period of three calendar years, in staggered terms, so that 1/3 are appointed or elected per year. The Board of Directors shall determine which offices shall have terms expiring December 31, 2002, December 31, 2003 and December 31, 2004. Each National officer shall hold office until their successor is appointed or elected and has qualified or until his or her earlier death, resignation, removal or disqualification.

5A.3 Members' Election or Removal of National Officers. If members holding fifteen percent (15%) or more of the voting power of the membership entitled to vote propose a resolution for action by the members to either elect a national officer for a specific term, or remove a national officer, and the resolution sets forth the office proposed for election or removal, then such resolution shall be submitted to a vote at a November meeting of members.

5A.4 National President. The national president shall be responsible for the interstate operations of the Corporation, and shall have general active management of the interstate business of the Corporation, including management of relations among the various chapters that may be established from time to time in accordance with Article 7.2 of these By-Laws, and relations between Street Legal Chapters and other national organizations. Furthermore, the national president shall be responsible for enforcement of: 1) any National Constitution established by the Board of Directors; and 2) charter (licensing) requirements for the various Chapters established in accordance with Article 7.2 of these By-Laws. The national president shall, when present, preside at interstate meetings of Street Legal chapters and meetings involving activities and organizations from outside the State of Minnesota. Further, the national

president shall establish and appoint members of Street Legal Chapters to committees from time to time and shall, in general and subject to the power of the Board of Directors, perform all duties usually incident to the office of a national president and national chief executive officer.

5A.5 National Vice Presidents. Each national vice president shall have such powers and shall perform such duties as may be specified by the national president, subject to changes made by the Board of Directors. In the event of absence or disability of the national president, respective vice presidents shall succeed to the National President's powers and duties in the order in which they are appointed or elected, as the case may be, or as otherwise prescribed by the Board, until the national president shall resume his or her duties or until a new national president is appointed or elected.

5A.6 Other Officers. The other national officers shall have similar powers and duties as described in Article 5 of these By-Laws, except that their powers and duties shall apply to interstate matters, are subject to the direction of the national president, and are at all times subject to the power and direction of the Board of Directors.

## ARTICLE 6.

### BOOKS AND RECORDS

6.1 Corporate Records. The Corporation shall keep at its principle executive office original or copies of the following records and documents:

- (a) Articles of Incorporation and all amendments currently in effect;
- (b) By-Laws and all amendments currently in effect;
- (c) Minutes or records of all proceedings of members and the Board of Directors since the incorporation of the Corporation;
- (d) Reports made to members generally within the last three years;
- (e) Accurate reports of transactions and proceedings of any committee, officer, representative, or appointed body, as authorized by these By-Laws, of actions taken or representations made on behalf of the Corporation, true and correct copies of which have been provided to the Secretary. Failure to keep and produce such reports shall be grounds for termination in a manner similar to that provided in Article 3.6. An oral report to the membership or Board, when given in good faith at a regular or special meeting, shall be accepted as satisfying this subsection (e) unless, by majority vote of members or directors present, a written record is requested;
- (f) A membership register not more than one year old, containing the names and addresses of the members;

(g) A statement of the names and usual business addresses of the Corporation's directors and principal officers;

Any member, for a proper purpose, shall have the right, upon written demand, to examine in person or by a legal representative, at any reasonable time, all records and documents referred to in this Article 6.1, unless the Corporation obtains a protective order permitting the Corporation to withhold portions of the records of proceedings of the Board.

6.2 Financial Records. The Corporation shall keep appropriate and complete financial records at its principal executive office. Upon the written request of any member, the Corporation shall furnish to each member copies of annual financial statements, including at least a balance sheet as of the end of each fiscal year and a statement of income for the fiscal year. If such statements are not audited by a public accountant, each copy shall be accompanied by a statement of the Treasurer of the Corporation stating his or her reasonable belief that the financial statements were prepared in accordance with accounting methods reasonable in the circumstances, describing the basis of presentation, and describing any respects in which the financial statements were not prepared on a basis consistent with those prepared for the previous year. If the Corporation has financial statements for the most recent interim period prepared in the course of operation, for distribution to members or to a governmental agency as a matter of public record, such statements shall be kept available for inspection in the same manner as those records designated in Article 6.1 herein.

6.3 Annual Approval of Corporate Letterhead and Other Indicia. Any document, communication or transmittal of information in any manner on which recognized Corporate letterhead or Corporate indicium or indicia appears (i.e. Street legal, Street Legal MC, Road Lawyers, club patches, logos, etc.) shall not contain information (including the indicia) that is knowingly inaccurate, false or misleading. All mediums on which Corporate indicia and club patches and logos appear, other than member clothing, shall be first approved by the Board of Directors, and shall also be presented to the membership at an annual or special meeting called for that purpose for approval by a vote of a majority of a quorum of voting members.

## ARTICLE 7

### FINANCIAL AND PROPERTY MANAGEMENT

7.1 Fiscal Year. The fiscal year of the Corporation shall be established, from time to time, by resolution of the Board of Directors.

7.2 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument or document in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

7.3 Banking. The Corporation shall establish by resolution of the Board of Directors a depository or depositories for funds of the Corporation, and all funds not in use shall

be deposited therein. Checks, drafts, and other orders for the payment or withdrawal of money may be signed by the President or Treasurer of the Corporation, and by each other officers and agents of the Corporation as may from time to time be established by Board resolution. Loans may be obtained on behalf of the Corporation only upon the signature of those officers and agents so authorized by Board resolution.

7.4 Loans and Guarantees. The Corporation may lend money to or guarantee the obligation of another party only if the transaction is approved by the Board and is either:

- (a) In the usual and regular course of business; or
- (b) With related corporations or organizations in which the Corporation has a financial interest or business relationship or to which the Corporation has the power to make donations; or
- (c) With an officer or employee of the Corporation and may reasonably be expected to benefit the Corporation; or is approved by the affirmative vote of two-thirds of the membership.

A loan or guaranty under this Article 7.4 may be with or without interest and secured or unsecured.

7.5 Voting Securities. Any officers or agents of the Corporation designated by resolution of the Board of Directors, shall have full power and authority in the name of and on behalf of the Corporation, to attend, act, and vote at any meeting or proceeding of security holders of other corporations in which the Corporation holds securities. Such representatives shall possess and may exercise any and all rights and powers of the Corporation with respect to such securities.

7.6 Indemnification. The Corporation shall indemnify a person made or threatened to be made a party to a civil, criminal, administrative, arbitration, or investigative proceeding by reason of the former or present official capacity of the person, and shall pay or reimburse such person's expenses in advance of final disposition of a proceeding, all in accordance with the provisions and requirements of Minn. Stat. Sec. 317A.521, as amended. The Corporation may, by Board resolution, reimburse expenses, including attorneys' fees and disbursements, incurred by a person in connection with a proceeding at a time when such person is a witness but has not been made or threatened to be made a party to such proceeding.

## ARTICLE 8.

### AMENDMENTS

8.1 By-Laws. The By-Laws of the Corporation may be amended at any time to contain any provision relating to the management of the business or the regulation of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

(a) Power of Board. The Board of Directors shall have the power and authority to adopt, amend, or repeal By-Laws of the Corporation, subject to the power of the members set forth in subsection (b) below; provided, however, that after the adoption of the initial By-Laws, the Board shall not adopt, amend, or repeal any By-Laws fixing a quorum for meetings of members, prescribing procedures for removing directors or filling vacancies in the Board, or fixing the number of directors or their classifications, qualifications, or terms of office, but may adopt or amend By-Laws to increase the number of directors.

(b) Power of Members. If members holding fifteen percent (15%) or more of the voting power of the membership entitled to vote propose a resolution for action by the members to amend By-Laws adopted or amended by the Board of Directors, and the resolution sets forth the provisions proposed for adoption, amendment, or repeal, such resolution shall be submitted to a vote at a meeting of members. However, notwithstanding the foregoing, members shall not have the authority to repeal By-Laws or amend or alter the provisions of Articles 3 or 4 of these By-Laws.

## ARTICLE 9.

### COMMITTEES

9.1 By resolution approved from time to time by the Board of Directors, as provided in Article 5.3, and subject to the rights of the members to change or modify such action, the Corporation may establish committees for advisory purposes or having the powers of the Corporation 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 Board of Directors, or the members, as the case may be, but shall be subject at all times to direction and control of the Board of Directors and the members. Committee members shall be natural persons and need not be members of the Corporation, except for the Credentials Committee, whose members shall be Road Lawyer members as defined in Article 3.2. Every committee shall have at least one member who is a member of the Corporation. Committee members shall be appointed by the Board of Directors, with the direction and approval of the membership. These committees may include, but are not limited to: credentials committee, fundraising committee, charitable giving/scholarship committee, monthly ride committees, phone committee, social activities committee, photography committee, awards committee, and other special project or event committees.

## ARTICLE 10

### DISCLAIMER

Neither the Corporation nor its officers, directors or members (merely by virtue of their status as members) are in any way responsible or liable for personal injury or property damage during Corporation activities. All members and guests participate in activities at their own risk.

## ARTICLE 11

### DISSOLUTION

This Corporation 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 Corporation shall be distributed to the Legal Services Corporation, its successor(s), or equivalent non-profit organizations.

Adopted by board resolution on July 20, 2011.