

BY-LAWS of TRI-COUNTY CHAPTER OF A.B.A.T.E.

ARTICLE I - Purpose

Tri-County Chapter of A.B.A.T.E. (hereinafter sometimes “Tri-County”) is organized as a chapter of A.B.A.T.E. of Illinois, Inc., (hereinafter “A.B.A.T.E.”) an Illinois not-for-profit civic organization. As such, the corporation assumes full liability for its activities, but is subordinate to A.B.A.T.E. on policy matters. Tri-County is organized for charitable, educational, civic, benevolent, social, and athletic purposes including, for such purposes, the promotion of motorcycle use, acceptance, safety, and enjoyment. Said purposes include promoting the motorcycling interests of members of A.B.A.T.E. Tri-County is further organized to undertake such interaction (including lobbying and litigation support) with various governmental bodies as may be necessary or desirable to promote the corporation’s interests.

ARTICLE II— Principal Office and Registered Agent

Section 1: The principal office of the corporation shall be 311 East Main Street, Suite 418, Galesburg, Illinois 61401.

Section 2: The Registered Agent shall be selected with the intention of achieving consistency and facilitating information flow throughout A.B.A.T.E. of Illinois, Inc. Toward that end, the address of the Registered Agent should be the corporate headquarters of A.B.A.T.E of Illinois, Inc. (Paula A. Ward)

ARTICLE III — Membership

Section 1: Only those members in good standing in A.B.A.T.E. of Illinois, Inc. may be members of Tri-County. All members of Tri-County shall have full voting privileges.

Section 2: Membership in the corporation may be transferred to or from any other chapter of A.B.A.T.E. of Illinois, Inc.

Section 3: Termination of Membership: The Membership, by an affirmative vote of 2/3 present, may terminate or suspend a Chapter membership for cause after the member and the State office is given notice and the member opportunity to be heard. Any person in default in the payment of annual membership dues shall automatically and immediately have his membership terminated without notice or other action of Tri-County.

ARTICLE IV — Board of Officers

Section 1: The BOARD shall consist of the officers of the corporation (President, Vice-President, Treasurer, Legislative Coordinator, and Safety & Education Coordinator). The secretary shall be an officer of the Board that is non-voting officer. The BOARD shall be elected annually by the membership of the corporation and shall consist of registered voters.

Section 2: The Public Relations Coordinator, Membership Coordinator, Activities Coordinator, Products Coordinator, Website Coordinator, Newsletter Letter Coordinator, and Sergeant-of-Arms shall be an appointed non-voting position.

Section 3: Powers and duties: The business and affairs of the corporation shall be conducted by the BOARD which shall have such powers and perform such duties as may,

from time to time, be specified in resolutions or other directives of the BOARD. Any action of the BOARD may be countermanded by a majority vote of the membership at any meeting of the Chapter. An audit or review of the Chapter's financial records will be preformed by a Licensed Certified Public Accountant if the Membership deems it necessary.

- a. Board of Officer Veto-For good cause and in the best interest of the Chapter, the Board of Officers may veto an action of the membership.
- b. A Board of Officer veto may be overridden by a 2/3 majority vote of the membership present.

Section 4: Meetings

- a. Frequency: Board of Officers meetings shall be held monthly, two weeks prior to Chapter meetings.
- b. Quorum: A majority of the BOARD shall constitute a quorum for the transaction of business at any meeting of the BOARD. If less than a quorum of the BOARD is present at any meeting, the meeting may be adjourned by a majority of those present.
- c. Notice: Board of Officers shall establish a consistent meeting place, time, and day, of the month (e.g. Second Thursday, 7:00 PM). Other meeting arrangements may be made at the discretion of the BOARD with at least 5 days prior notice to those BOARD members not present when alternate meeting arrangements were made.
- d. Urgent business: Special meetings may be called by the President to conduct business of the Chapter that requires immediate attention. A special meeting may also be called by at least 5 BOARD members. As much notice as feasible must be given prior to any special meeting. In combination with, or in lieu of a physical gathering, BOARD members may conduct business by electronic communication or by polling by the President on special issues.

Section 5: Removal: Two-thirds (2/3) of the membership present may remove an officer or a person in a role of authority from their respective position at a Chapter meeting for non performance of a specific duty or the commission of other acts or omissions deemed by the Membership to be contrary to the interests of the corporation.

Section 6: Vacancies: Any vacancy occurring in the BOARD may be filled by a majority vote of those present at any meeting of the Membership. An officer appointed to fill a vacancy shall serve for the unexpired term of his predecessor. A special election may be called by a majority vote of those present at any meeting of the Membership.

Section 7: Members of the BOARD shall not be personally liable for acts of the BOARD of Officers.

Section 8: The BOARD may form committees to address any issue deemed appropriate. The President shall appoint the chairman of each committee. The chairman shall determine the membership of the committee with the advice and consent of the President.

Section 9: The BOARD by a majority vote of those present at any meeting of the BOARD must approve the expenditure of all moneys, products, and donations. The

BOARD must give prior approval to the expenditure of all monies with the exception of Sec. 10.

Section 10: President Duties: The President shall preside over Chapter meetings and coordinate business and affairs as determined by the BOARD. The President may spend up to a total of \$100.00 without prior BOARD approval provided proper documentation is presented.

Section 11: Vice President Duties: The Vice President shall preside over Chapter meetings in the absence or at the request of, the Chapter President and shall also coordinate the corporation's business and affairs as determined by the BOARD.

Section 12: Secretary's Duties: The Secretary shall keep minutes of all Board and Chapter meetings, review those minutes at meetings, furnish copies of said minutes at meetings, and furnish copies of said minutes to all officers at or before each Board of Officers meeting. The Secretary shall perform any other secretarial duties as directed by the BOARD.

Section 13: Treasurer's Duties: The Treasurer may hold office only so long as that person is covered by an adequate bond made payable to Tri-County. Tri-County shall reimburse the Treasurer for the reasonable cost of said bond. The Treasurer may take office only after a certified copy of the bond is accepted by the BOARD. The BOARD shall accept the bond except for good cause. The bond shall provide that the bonding company shall notify Tri-County at least 30 days prior to the termination of the bond. The Treasurer shall submit a detailed financial report at each Chapter meeting and shall submit a financial report to the State Office every year as requested by that Office. The Treasurer shall maintain and keep all financial records for the corporation and be responsible for all moneys collected by the corporation. The Treasurer shall act as the liaison to any certified public accountant hired by the corporation and insure the timely filing of state or corporate financial forms. The Treasurer shall also perform any other financial duties as directed by the BOARD.

Section 14: Activities Coordinator's Duties: The Activities Coordinator shall coordinate all Chapter activities and work in conjunction with Chapter personnel and coordinate other activities as directed by the Membership and BOARD.

Section 15: Legislative Coordinator's Duties: The Legislative Coordinator shall coordinate all state and federal legislative concerns and work in conjunction with the State Legislative Coordinator.

Section 16: Newsletter Coordinator's Duties: The Newsletter Coordinator shall be responsible for compiling, assembling, and delivering the Chapter newsletter. The Newsletter Coordinator shall be responsible for distributing all moneys collected, expenditures, and financial records in association with the publication or distribution of the Chapter newsletter to the Chapter Treasurer on a periodical basis as directed by the Membership and the BOARD.

Section 17: Public Relations Coordinator's Duties: The Public Relations Coordinator shall be responsible for communicating the activities and events of Tri-County to the members, the general public, and the media as directed by the Membership and the BOARD.

Section 18: Product Coordinator's Duties: The Product Coordinator shall oversee the sale of all A.B.A.T.E. of Illinois, Inc. and Tri-County A.B.A.T.E. Inc. merchandise as required. The Product Coordinator shall oversee the production of all Tri-County merchandise after approval by the Membership and BOARD. The Product Coordinator shall provide for appropriate intellectual property right protection on all original artwork used in Tri-County products. The Product Coordinator shall submit a detailed report of inventory and sales to the Treasurer at the Board Meeting prior to the membership meeting.

Section 19: Safety & Education Coordinator's Duties: The Safety & Education Coordinator shall promote motorcycle safety to motorcyclists throughout the state and motorcycle awareness to the general public. The Safety & Education Coordinator must take the Safety and Education Training provided by the State Safety & Education Coordinator.

Section 20: Membership Coordinator's Duties: The Membership Coordinator shall promote the enlistment of new members and maintain the membership data of active and inactive members at the chapter level and will also coordinate and maintain the Chapter membership data in conjunction with the State Office Manager.

Section 21: Web site Coordinator's Duties: The Web site Coordinator shall be responsible for compiling, assembly and updating of the website as directed by the Membership and the Board.

Section 22: The Sergeant of Arms shall be responsible for maintaining order at Chapter meetings and anything else directed by the Board of Officers or Membership.

ARTICLE V - Meetings

Section 1: The location of meetings shall not be at the office of the Registered Agent without the consent of said Registered Agent. The meeting shall be held monthly within the geographical boundaries of the corporation.

Section 2: Quorum: 10% of the membership, whatsoever is less, shall constitute a quorum for the transaction of business at any meeting.

ARTICLE VI — Amendment of By-Laws and Other Provisions

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a majority vote of the membership present at any regular or special meeting if at least 14 days written notice is given prior to such meeting. The written notice must advise the members that the alteration of the By-Laws will be voted on at the upcoming meeting.

ARTICLE VII — Miscellaneous

Section 1: The Corporation shall act as a chapter of A.B.A.T.E. of Illinois, Inc. a state-wide corporation. As such, the corporation shall assume full liability for its activities, but shall answer to the state organization on policy matters.

ARTICLE VIII — Selection of Officers

Section 1: Nominations: Unless otherwise authorized by the BOARD, nominations shall be made at the regular meeting held in August, September and October (prior to election) with elections held at the regular meeting during October. Only members in good

standing are allowed to nominate, second a nomination or be nominated for any office or position. Nominations will be closed prior to voting at the election and any member not present but nominated for office will be dropped from the list of nominees unless they notify the Secretary in writing of their willingness to run for such office. Spoken nominations may be made at the election meeting without prior written notice.

Section 2: Elections

- a.** Only members in good standing are eligible to participate and vote in elections and may be required to present proof of membership during nominations and elections.
- b.** Notification of elections and nominations shall be made in writing by special mailing or by notice in a publication customarily mailed to all members regarding the date, time, and place of nomination and elections. Notice shall be mailed to last known address of each member not less than 15 days prior to nominations.
- c.** The President shall appoint a judge and no less than 2 tellers to preside over elections, distribute, examine and count legal ballots. The judge shall report election results to the President and Secretary before close of the election meeting. The Sergeants at Arms will act as observers and witness the distribution, casting and tabulation of ballots.
- d.** Legal ballot
 - i.** All offices will be filled from a list of duly nominated candidates and not by “write-in ballot.” Absentee ballots and proxy votes will not be used or accepted. A legal ballot will consist of a preprinted list of duly nominated candidates and only those candidates legally nominated prior to close of nomination may be added to the ballot prior to voting.
 - ii.** Elections will be conducted by secret ballot. The nominee receiving the highest number of legal votes for each office shall be declared elected except in those instances where there is only 1 nominee for an office. Then, the uncontested nominee will be declared elected. In the event of a tie, the flip of a coin will determine the winner.

Section 3: Commencement of Term: All officers will assume office at the next regularly scheduled meeting following the election with exception of the Safety and Education Coordinator who will assume office the following July 1st.

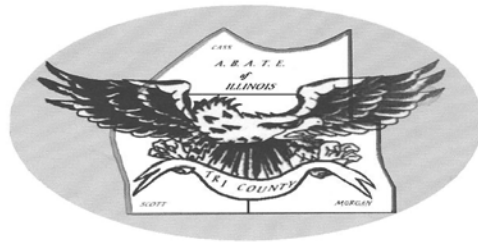
Section 4: Open Office: In the event an office is unfilled at the time of elections, offices may be combined temporarily or officers appointed by the BOARD.

Approved: This 27th day of June,2005 by a majority of the members of Tri-County Chapter of A.B.A.T.E. present at a regular meeting.

President: David Graves Secretary: Terri White

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Tri-County A.B.A.T.E.
A.B.A.T.E. of ILLINOIS
By-Laws



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