

South Carolina Motorcycle Rights Association LLC

BY-LAWS

ARTICLE I

Purpose

1. South Carolina Motorcycle Rights Association (hereinafter referred to as "SCMRA" or the "corporation") is organized as a for-profit Limited Liability Corporation (LLC) as defined by the laws of South Carolina.
2. The purposes of SCMRA are to preserve the freedom of the road; to unite motorcyclists in a brotherhood; to promote fair legislation and, to provide a network for communication on issues affecting motorcyclists.

ARTICLE II

Offices

1. The registered office of the corporation shall be located within the State of South Carolina at a location deemed best suited to the needs of the corporation by the Board of Advisors (hereinafter referred to as the "Board"). The business address and name of the registered agent will be filed with the Secretary of State of the State of South Carolina.
2. Auxiliary offices may be established within the State of South Carolina if deemed to be in the best interests of the corporation by the Board.

ARTICLE III

Membership

1. Any individual accepted for membership in the corporation shall be a member of the corporation (hereinafter referred to as "member"). Collectively, all members shall constitute the membership (hereinafter referred to as "the membership") by virtue of the fact that each member holds a membership (hereinafter referred to as "a membership").

2. Each member shall have the right to vote for each of the corporate officers provided for in Article V, hereafter. In addition to their duties as officers of the corporation, said elected officials shall serve as members of the Board.

3. Each member shall have the right to vote for his/her Local and District Advisors as provided in Articles IV and VI, hereafter.

4. All members in good standing shall have the right to vote on issues coming before consideration. Except as otherwise provided herein, only those members elected, as officers of the corporation shall have the right to exercise the duties of the office to which each was duly elected.

5. Any individual who subscribes to the goals and principles of SCMRA shall be eligible for membership in the corporation. At their sole option, any married couple, or couple who have established a permanent relationship if not married, may apply for a joint membership. Couples selecting a joint membership are required to pay the membership dues established by the Board. Each individual in the joint membership shall be deemed a separate member and shall have one membership vote. At their sole option, individuals or couples may apply for a family membership. Individuals or couples selecting a family membership are required to pay the membership dues established by the Board. Those individuals in the family membership aged eighteen years or younger shall not have a membership vote, and, upon reaching the age of eighteen years, will no longer be eligible for family membership. Individuals aged eighteen years or older must apply for a full membership. A membership shall be non-assessable, non-transferable and non-assignable.

6. Application for a membership in the corporation must be submitted to the local office of the corporation on a form approved by the Board. In addition to all other information deemed relevant by the membership, said form shall contain the address to which the form is to be delivered and the amount of the first year's annual dues which applicant shall be required to submit with said application.

7. Membership of Locals is at the discretion of the membership. Prospective members should have sponsorship of one or more current members, and indicate their intent to uphold the purpose and bylaws of SCMRA. Prospective members can be disapproved by a majority vote of the local, if called by the membership.

8. A disapproval of a membership application may be based upon knowledge of a lack of adherence to the codes of conduct and/or principles of SCMRA by said applicant but shall not be based upon any form of personal discrimination.

9. Membership cards and official SCMRA insignia shall be issued only by duly elected officers of the corporation. A special gold membership card, bearing the legend "CHARTER MEMBER", shall be reserved for those persons who were charter members of South Carolina Motorcycle Rights Association. Lost, stolen or destroyed membership cards shall be replaced by the Local Advisors, or their representative, upon request and upon payment of a reasonable replacement fee established by the Board.

10. The Local Advisors, or their representative, shall maintain a current roster of active members in the corporate files and provide a written copy at each regular or special meeting of the Board when requested. Upon the death of an active member in good standing, his/her name will be removed from the active roster and placed upon a Roll of Honor which will be kept in the membership files.

11. Membership dues are payable by May of each year. Any member who fails to pay his/her annual dues by July 1st of the membership year shall have his/her membership rights canceled. Any former member may apply for new membership in the manner and form set forth under paragraph 6 of this Article III.

12. Upon having been made aware of allegations of gross and/or repeated violations of established codes of conduct of the corporation, violations of the law or violations of common standards of ethics by any active member, the Board shall set a date for a hearing regarding said allegations. The member charged with such violations shall be given notice and shall have the right to appear at such hearing to defend himself/herself against such allegations. If the accused member fails to appear at the hearing or if, after hearing all arguments, four-fifths (4/5ths) of the members of the Board attending the hearing shall determine it to be in the best interests of the corporation, the membership of the accused member shall be immediately terminated. If, at a later date, the individual whose membership has been so terminated applies for new membership, the granting of such application may be had only upon approval by four-fifths (4/5ths) of the members of the Board.

ARTICLE IV

Locals

1. After having given due consideration to (i) population density, (ii) geographic proximity of member residences to a meeting place and (iii) the preferences of the elected members, the Board may establish boundaries for corporate Locals throughout the State of South Carolina (hereinafter referred to as Locals). Being mindful of the same considerations, the Board shall have the right to reestablish boundaries within Locals which have experienced significant demographic changes.

2. Any group of ten (10) or more members of the corporation may apply to the Board for authorization to establish a new Local organization.

3. Each Local organization shall hold an annual election of Local officers at which the members shall elect from its membership three (3) Local Advisors, a Local Secretary, Local Treasurer, and, at the sole option of its membership, such other officers which it deems necessary in accordance with the policy and procedures manual.

4. The Local Advisors shall be the chief executive officers of the local organization and a member of the Board of Advisors of the corporation. They shall preside at all local meetings and oversee the activities of all other local officers.

5. The Local Secretary shall keep minutes of local meetings and maintain all of the local membership and other records except the financial records. He/she shall provide a copy of local membership records to the corporate Secretary at each scheduled meeting of the Board, for review by the Board if requested.

6. The Local Treasurer shall maintain all financial records of the local, including a bank account for processing local funds. All disbursements of funds made by check, drafts and other instruments shall be signed in the name of the corporation by the Local Treasurer or one of the Local Advisors. He/she shall provide a copy of local accounts to the corporate Treasurer at each scheduled meeting of the Board, for review by the Board if requested. It is imperative that all funds accepted by the local be processed in a manner easily verifiable upon audit.

7. SCMRA is a for-profit organization. Locals shall not engage in any activities which result in financial gain to its individual members.

8. In order to provide the corporation capital to operate locals will send a percentage, as defined in the Policies and Procedures, of all membership fees to the State Treasurer, due at each scheduled board meeting, to be deposited in the corporate general fund. These funds may only be applied to a furtherance of the goals and principles of SCMRA.

ARTICLE V Districts

1. After having given due consideration to geographic proximity of existing Locals, the Board may establish boundaries for corporate Districts throughout the State of South Carolina (hereinafter referred to as Districts). The Board shall have the right to reestablish boundaries within Districts which have experienced significant demographic changes.

2. Districts shall consist of two or more Local organizations.

3. Each even numbered year, members of Local organizations within a District shall elect from their membership a District Advisor and, at the sole option of its membership, such other officers which it deems necessary in accordance with the policies and procedures manual.

ARTICLE VI Board of Advisors

1. Control of the corporation is vested in the Board of Advisors which shall consist of the officers of the corporation provided for in Article VII, hereafter, a District Advisor from each District and a Local Advisor from each Local.

2. A Local Advisor on the Board may be removed at any time by a recall vote of the members of his/her Local. If any Local fails to meet with the Board on two

consecutive regularly scheduled meetings, in its discretion the Board may refuse to recognize the representation from that local until new representatives are elected.

3. Advisors shall receive no compensation for their service as Advisor, but may be allowed the actual and necessary expenses in attending Board meetings and in conducting other SCMRA business as approved by the Board.

4. Regular meetings of the Board shall be held on the third Saturday of January, March, May, July, September, and November of each year at a place approved by a majority of the board. Unless rescheduled with approval by three-fourths (3/4ths) of the members of the Board.

5. Special meetings of the Board may be called by any of the three State Advisors or by a majority of the members of the Board. Such meeting shall be held at the principal office of the corporation, or at such other place as is mutually agreed upon by a majority of the Advisors.

6. Except for emergency business all motions duly made and seconded at a board meeting will be brought before the membership for a decision and decided no earlier than the next regular or special board meeting.

7. Two-thirds (2/3rds) of the Board of Advisors of the Corporation shall constitute a quorum for the transaction of the business of the corporation.

8. Each Local Advisor shall bring to each regular or special Board meeting a compilation of Yeas and Neas from their local concerning each subject voted on. The State Recording Secretary shall record all votes and publish the results at the board meeting. Every act or decision done or made by a majority of the recorded vote at a meeting held in accordance with these By-Laws shall be deemed an act of the corporation.

9. Vacancies on the Board which are created by the resignation, removal or death of an officer of the corporation shall be filled by a special election held by the members affected. Any officer so elected shall fulfill the duties of the vacated office until the next annual election.

10. All meetings of the Board shall be presided over by at least two of the State Advisors of the corporation or, in their absence, three of the District Advisors or, in their absence, by a Chairperson chosen by the majority of the Advisors present. The Recording Secretary of the corporation shall act as Secretary of the Board unless the presiding officers, in the Recording Secretary's absence, appoints another.

11. The board shall construct a policy and procedures manual to be provided to each elected officer of the corporation. The policies and procedures manual will contain expanded instructions on policies and procedures deemed needed by the board.

ARTICLE VII Officers

1. Except for the offices of State Advisor and District Advisor, all officers of the corporation shall be elected annually by the membership. The offices of State Advisor shall be for a term of two years and elections for those offices shall be held in each odd numbered year. The office of District Advisor shall be for a term of two years and elections for that office shall be held in each even numbered year.

2. Election of all SCMRA officers shall be conducted in accordance with the Policies and Procedures Manual.

3. The officers of the corporation shall be the three (3) State Advisors, Legislative Affairs Specialist, Recording Secretary, and Treasurer as outlined in the Policies and Procedures Manual.

4. The State Advisors shall be the chief executive officers of the corporation and, subject to directives of the Board, shall supervise the business and affairs of the corporation. They shall preside at all meetings of the Board of Advisors, and be ex-officio members of all standing committees. The State Advisors shall oversee the activities of all other officers and shall cause to be prepared an annual written report of the affairs of the corporation, including a financial statement from the Treasurer, which they shall present to the membership at the annual meeting.

5. The District Advisor shall act as a liaison between the various Local organizations within his/her District. He/she shall oversee the activities of the Locals within the District and shall be an ex-officio member of all committees within the District. A District Advisor shall, in the absence of, or at the request of a State Advisor, perform any or all duties required of a State Advisor. Should a State Advisor fail to, or be unavailable to, delegate specific authorities to a specific District Advisor, the other two (2) State Advisors may resolve the matter between themselves. In the absence of agreement between the State Advisors, specific authorities shall be delegated by the Board of Advisors.

6. The Legislative Affairs Specialist shall be responsible for keeping current information regarding state and federal legislation affecting motorcycling; for keeping the Board advised of such legislation; keeping Local Officers advised of such legislation; and, for taking such actions as are recommended by the Board.

7. The Recording Secretary shall keep the minutes of all regular and special Board meetings, and handle all correspondence incident to the office of secretary. The Recording Secretary shall supply a copy of the approved minutes of the meetings to the registered office of the corporation, for permanent record, and publication in the newsletter. The Recording Secretary shall also be responsible for a tally of the votes at the board meetings and the annual election, as well as maintaining a record of all Board resolutions on file at the registered office. He/she shall receive bi-monthly membership reports from the local secretaries and shall report the status of those reports to the Board, when requested.

8. The Treasurer shall deposit all funds of the corporation in a corporate bank account and maintain a record of the income and disbursements of such funds. Disbursements from said bank account shall be made in accordance with Article VIII, henceforth. He/she shall keep accurate books of account and report bi-monthly to the Board of Advisors as to the financial condition of the corporation. He/she shall receive bi-monthly statements of account from the local treasurers and shall report the status of those accounts to the Board, when requested. He/she shall cause an audit of corporate accounts to be made in June of each year for presentation to the Board at the September meeting.

ARTICLE VIII

Finances

1. From time to time, the annual dues the membership is required to pay to the corporation shall need changing. Any changes approved will be communicated to the membership and placed in the Policies and Procedures Manual. Annual dues are payable in May of each year. If not paid by July 1, membership shall be terminated. The first annual dues shall be payable and submitted in full with the application in an amount pro-rated for the months remaining in the membership year.

2. The Board may authorize events related to and sponsored by the corporation which may create revenue for the corporation. No individual members of the corporation may be financially benefited by such events. The funds realized from such events shall be used by the corporation in the conduct of its business.

3. Unless authorized by the membership, no officer, agent, or employee shall have any power of authority to bind the corporation to any contract, or to pledge its credit, or render it liable pecuniary for any purpose or amount. Upon approval, state officers will be allowed to enter the corporation into contracts. Their authority will be limited by the limits approved by the membership.

4. All checks, drafts and other instruments for payment of money not in excess of two hundred dollars (\$200) shall be signed in the name of the corporation by the Treasurer, or in the event of the absence of the Treasurer, by one of the State Advisors. However, all checks, drafts and other instruments for payment of money in excess of two hundred dollars (\$200) shall be signed in the name of the corporation by any two of the state officers. The corporate year shall extend from July 1 through June 30.

ARTICLE IX

Other

1. No member, officer or Advisor of the corporation shall be held personally liable for the debts and obligations of SCMRA.

2. Amendments to these By-Laws must be adopted by not less than a two-thirds (2/3rds) affirmative vote of the voting membership.

ARTICLE X Codes of Conduct

1. The Board shall promulgate codes of conduct (herein referred to as "Code of Conduct" or "Code") for members of the corporation. They shall cover any and all aspects of the conduct of members as they might reflect upon the activities of, and public perception of, SCMRA. Every member shall be furnished with a copy of said Code and shall be advised to adhere to said Code. Further, each member shall be responsible for conduct in conformity with the Code by his/her invited guests at SCMRA functions. Failure to adhere to said Code by a member and/or his invitees shall be grounds for expulsion of the member from the membership. With membership concurrence, the Board may amend the Code from time to time and shall advise the members of any change or amendment.

ARTICLE XI Dissolution

1. Upon the dissolution of the corporation the Board shall, after paying or making provision for payment of all the liabilities of the corporation dispose of all the assets of the corporation by a donation to any non-profit organization selected by the membership.

South Carolina Motorcycle Rights Association CODE OF CONDUCT

1. South Carolina Motorcycle Rights Association does not discriminate against any person because of their gender, ethnicity, motorcycle choice, or religious preference.

2. Only the State Advisors, or the Legislative Affairs Specialist, are authorized to make public statements regarding policies of SCMRA. The State Advisors may designate specific policy areas for specific officers, and the Board of Advisors, in its

discretion, may provide input to those officers on specific statements regarding particularly sensitive issues. All other members, whose statements on SCMRA policies are solicited by the media, or other outsiders, shall refer the questioner to the designated officer(s).

3. No individual or entity shall use the name of South Carolina Motorcycle Rights Association (SCMRA) except as authorized by the Board of Advisors and may not reproduce the official SCMRA logo or insignia without having been authorized to do so by the Board of Advisors.

4. No pets shall be brought to any SCMRA function.

5. Any person unlawfully discharging a firearm, misusing knives or other dangerous objects at an SCMRA function will be requested to leave the function and may be subject to expulsion from the membership.

6. Members and guests while on an SCMRA organized run will observe all state and local laws while at an SCMRA function on private property or any other property leased or authorized for that SCMRA function, will operate their motor vehicle in a safe manner so as not to endanger other persons or property.

Always remember that the conduct of each individual member has a very strong bearing upon the public's respect and esteem for SCMRA and upon the personal pride of the membership.

We, the undersigned current officers of the South Carolina Motorcycle Rights Association, do hereby accept these By-Laws on this ___ day of _____, 2006:

Advisor

Advisor

Print Name

Print Name

Secretary

Treasurer

Printed Name

Print Name