XXL MOTORCYCLE CLUB

CLUB BYLAWS

ARTICLE I NAME, ORGANIZATION, AND FOUNDING

This nonprofit club is known as XXL Motorcycle Club. This may be abbreviated as “XXL M/C”. Founded in Upper Marlboro, Maryland in 2005.

ARTICLE II PURPOSE

The purpose of the Club is to promote sport bike riding at a higher level, safety and riding skills for persons who enjoy and appreciate sport bike motorcycles; To develop riding skills by participating in track day events. To exchange technical information among members and/or to acquire it from appropriate outside sources; and to promote and present a better image of motorcyclists to the general public.

ARTICLE III MEMBERSHIP

Membership in this Club shall:

Section 3.1 Be open to sport bike motorcycle owners who support the purpose stated above and meet the standards of conduct prescribed by the membership.

Section 3.2 All new members are required to pay their initial dues of $150. Each new candidate for membership will be on a 90 day probation period. Attend a minimum of 5 XXL M/C events. Attend at least 1 track day per season with other XXL club members.

Section 3.3 Membership is contingent on the individuals’ payment of dues, good conduct and continued support of the Club purposes.

Section 3.4 Members shall participate in Club activities on a reasonable basis.

Section 3.5 In order to join XXL you must own a sport bike and meet all new member requirements for XXL M/C. If at any time after joining a member goes for a period 12 months without owning a sport bike, they may remain a member of the club so long as they pay the required membership dues on time and otherwise meet the standards of conduct required. They must also attend

and support the club at the track days. However, during this time they loose their voting privileges within the club unless member does not own a motorcycle or is not riding based on accident, injury or illness.

Section 3.6 Colors should be worn with pride and treated with respect. Members encouraged to wear color whenever on the road as it increases awareness of the club; however, colors are mandatory for all official rides and functions.

Section 3.7 All new candidates for membership will be voted on by secret ballot.

Section 3.8 Any member who voluntarily rescinds their membership by written, either paper or via electronic means, notice and wishes to have their membership reactivated must be voted in by a two thirds majority vote. This vote can only occur at the Annual or Quarterly business meetings and must be done by secret ballot.

Section 3.9 Suspension entails the following: lose of voting privileges and XXL group benefits. After 45 days of suspension, a member may be voted out of the club if the reasons for the suspension have not been satisfied.

ARTICLE IV DUES

Section 4.1 The annual dues shall be determined by the membership at the beginning of each calendar year and published in the newsletter or club website. Inaugural membership dues are $75.00.

Section 4.2 Dues shall be due and payable to the Treasurer or to the Secretary in the event of the Treasurer's absence, annually, beginning January 1, and delinquent after February 15 of each year. Members not paying by March 31 will be automatically suspended.

Section 4.3 New member's dues shall be pro-rated on the basis of the number of months remaining in the year.

Section 4.4 In the event of dissolution of the Club, all distribution of remaining funds and assets shall be determined by the Board of Directors.

ARTICLE V ELECTIONS

Section 5.1 The affairs of this Club shall be controlled by the membership. The Board of Directors shall be the elected officers. The following officers, President, Vice-President, Treasurer, Secretary, and Parliamentarian/Sergeant at Arms shall be elected from the Club membership.

Section 5.2 Candidates for office receiving the greatest number of votes shall be elected to a term of two years commencing with the January 2007 Annual election meeting.

Section 5.3 Annual elections of officers shall be held in January. All members in good standing shall be notified, either in print or electronically, at least one month in advance of the election.

Section 5.4 Any officer may be removed from office upon the affirmative vote of a majority of the membership.

Section 5.5 Vacancies in all offices shall be filled by appointment by the remaining officers for the duration.

Section 5.6 Prohibits the re-election of any officer who has failed to attend at least 50% of the previous years' business meetings.

ARTICLE VI DUTIES OF THE OFFICERS

Section 6.1 The administration of the Club shall be conducted by the officers, reference Article V.

Section 6.2 Duties of the President: (a) Preside at all meetings, (b) Promote objectives and purposes of this Club, (c) Appoint committees, designate chairpersons, and define the scope and authority of their duties, (d) Perform duties specifically pertaining to this office, (e) Inform the Vice President of the President's inability to preside at any meeting.

Section 6.3 Duties of the Vice President: (a) Perform the duties of the President in case of absence or inability of the latter, (b) Serve as Activities Coordinator for Club events, (c) Perform any other duties assigned by the President.

Section 6.4 Duties of the Treasurer: (a) Receive, record, and report all dues, property donated to, paid to, or owned by the Club, (b) Authorize to

maintain bank accounts in the name of the Club, (c) Keep an account of all receipts and disbursements so that a statement of the financial condition of the Club is available upon request by the officers or general membership, (d) Prepare a quarterly report for the Board of Directors and an annual financial report at the end of the calendar year for all members, (e) Maintain an up to date membership list and ensure that new members are notified of their acceptance and are provided with a copy of the Bylaws, (f) Coordinate these duties with the Club Editor, (g) Perform any other duties which may be assigned by the President.

Section 6.5 Duties of the Secretary: (a) Keep a record of the Membership meetings, business meetings, and other events of the Club, (b) Coordinate and prepare communications required of the Club to maintain the business and historical records of the Club, (c) Maintain a special file for all activities and business events requiring action and ensure that appropriate persons are advised and action initiated, (d) Publish and mail to the membership a newsletter as needed setting forth events or items of interest to the membership, (e) Publish a current membership/phone list in the newsletter at least once a year (f) Assist the Treasurer in maintaining a current membership list, (g) Submit to the Treasurer reimbursable expenses incurred with publication and distribution of the newsletter (h) Submit to the Treasurer reimbursable expenses incurred with publication and distribution of the newsletter. (i) Perform other duties assigned by the President.

Section 6.6 Duties of the Parliamentarian: The Parliamentarian oversees all voting to ensure eligibility and, along with one other Executive Committee member, counts the yeas and nays for all business requiring such a vote. Ensures that the rules of the organization's constitution are available to all members and that the organization is following these rules in its conduct.

Section 6.7 Duties of the Sergeant at Arms (SAA): Shall be responsible for maintaining order at meetings of members and all other Club events. Also he/she will be responsible for bike/member security during extended or overnight rides of club vehicles. SAA will have authority to draft club members to assist in the execution of all necessary security.

Section 6.8 The office of Parliamentarian and Sergeant at Arms will be held by one person.

ARTICLE VII MEETINGS

Section 7.1 Roberts' Rules of Order shall govern the conduct of all meetings of this Club.

Section 7.2 An Annual General Meeting shall be held in January of each calendar year. At least one business meeting shall be held in each quarter of the calendar year. Social meetings may be held in addition to business meetings. Members are expected to support the club and official club activities. Attendance at the Quarterly General Meeting (QGM) and the Annual General Meeting are mandatory as well as certain rides. In the event a member cannot attend a mandatory activity or ride; written or phone, advance notice must be submitted.

Section 7.3 The majority vote of all members present and voting in person or by proxy at a general meeting properly called, will be required for the passage of all resolutions. One vote is allowed per paid membership.

ARTICLE VIII AMENDMENTS

Section 8.1 The Bylaws may be amended or replaced by a two-thirds vote of all members present or by ballot.

Section 8.2 Such amendment or proposal to repeal or change the Bylaws shall first be submitted to the membership in writing at least one month before consideration.

Section 8.3 Any Club member in good standing may submit an amendment or proposal to repeal or change the Bylaws.

Section 8.4 (a) Notification or proposed changed to the Club Bylaws will be made via newsletter at least one month prior to voting, (b) Bylaws may be changed by vote of members present and by members absent who wish to vote by mail, (c) Mailed in ballots must be received by the Secretary in time for the scheduled meeting for this vote, (d) Newsletter Editor shall provide a ballot for this purpose at least one week prior to mail in deadline, (e) The Secretary shall summarize the results of the voting and forward same to the Editor for publication in the next scheduled newsletter (f) Bylaw changes will become effective upon determination of the final ballot results.

ARTICLE IX CONDUCT

Section 9.1 Any member may be dismissed from membership as a result of a vote of two-thirds of attending members (not less than one-half of total membership) at a regular business meeting. Such vote may not be taken until after such time as the officers determine by simple majority vote that the member be warned concerning inappropriate behavior and such warning has been given.

Section 9.2 The following shall be basis for, but not limitations on, disciplinary measures: (a) unsafe riding habits, especially any activity that jeopardizes the safety of other persons, (b) illegal or obnoxious behavior to the detriment of the Club's image, (c) failure to comply with membership requirements set forth in Article III.

ARTICLE X NON-MEMBERS / GUESTS

Section 10.1 Non-members are welcome at rides and social gatherings of the Club as long as they are invited guests of the specific members present.

Section 10.2 Guests must agree to abide by the Club rules and standards of conduct. See Article IX. Members who bring guests shall be responsible for the guest's behavior