

**BYLAWS OF  
TANANA VALLEY ABATE, INC.**

**as of June 4, 2002**

**Bylaws Committee:**

**Anna M. Chamberland, Chair & Board Secretary**

**Todd Wloszczynski, Vice President**

**Patti Stroud, Board Member**

# Table of Contents

<b>Article I -</b>	<b>Name, Address, Purpose.....</b>	<b>3</b>
	Section 1 - Name	
	Section 2 - Address/Phone	
	Section 3 - Purpose	
<b>Article II -</b>	<b>Membership .....</b>	<b>3</b>
	Section 1 - Membership Requirements	
	Section 2 - Voting Requirements	
	Section 3 - Staff and Support Positions	
	Section 4 - Termination of Memberships	
	Section 5 - Membership Transfers	
	Section 6 - Voting Privileges	
<b>Article III -</b>	<b>Annual Meeting .....</b>	<b>3</b>
	Section 1 - Annual Meeting	
	Section 2 - Special Meeting	
	Section 3 - Notices	
	Section 4 - Board Attendance	
	Section 5 - Nominations	
<b>Article IV -</b>	<b>Board of Directors .....</b>	<b>4-5</b>
	Section 1 - Conducting Business	
	Section 2 - Board Roles, Size, Compensation	
	Section 3 - Executive Officers and Committees	
	Section 4 - Meetings	
	Section 5 - Notices	
	Section 6 - Quorum	
	Section 7 - Board Elections	
	Section 8 - Vacancies	
	Section 9 - Resignations, Terminations and Absences	
	Section 10 - Special Meetings	
<b>Article V -</b>	<b>Committees .....</b>	<b>5</b>
	Section 1 - Committee Assignments	
	Section 2 - Executive Committees and Officers	
	Section 3 - Finance Committee	
<b>Article VI -</b>	<b>Limitation of Liability.....</b>	<b>6</b>
	Section 1 - Personal Liability	
	Section 2 - Legal Actions	
	Section 3 - Mandatory Directors and Officers Insurance Policy	
	Section 4 - Contracts and Agreements	
<b>Article VII -</b>	<b>Amendments .....</b>	<b>6</b>
	Section 1 - Bylaws	
	Section 2 - Amendment Procedures	
	Section 3 - Proposed Changes	
	Section 4 - Voting	
<b>Article VIII -</b>	<b>Miscellaneous Provisions.....</b>	<b>7</b>
	Section 1 - Bylaw Enforcement	
	Section 2 - Corporate Dissolution	
	Section 3 - Proceeds of Fundraisers	
<b>Article IX -</b>	<b>Effective Date .....</b>	<b>7</b>
	Section 1 - Adoption Date	
<b>Article X -</b>	<b>Affiliations .....</b>	<b>7</b>
	Section 1 - Other Organization Affiliations	
<b>Article XI -</b>	<b>Standard Operating Procedures .....</b>	<b>7</b>
	Section 1 - General Membership Meetings	
	Section 2 - Honorary Lifetime Memberships	
	Section 3 - Membership Applications	
<b>Appendix A - Position Descriptions .....</b>		<b>8-9</b>
<b>Appendix B - Membership Application Form .....</b>		<b>10</b>

## **ARTICLE I - NAME, ADDRESS, PURPOSE**

- Section 1: Name: The name of the organization shall be Tanana Valley ABATE, Inc. (herein referred to as TV ABATE). TV ABATE is organized under the laws of the State of Alaska as a 501 (c)(3) non-profit corporation and shall conduct business in accordance with those laws.
- Section 2: Business Address: The Business Address and Telephone Number of TV ABATE shall be:  
PO Box 82095 (907) 452-2234  
Fairbanks, Alaska 99708-2095 email: abate@alaska.net  
website: www.alaska.net/~abate
- Section 3: Purpose: The Tanana Valley ABATE, Inc. is organized exclusively to educate the general public, riders, and drivers of motorcycles about the benefits of motorcycles, awareness, and safety related to the operation of motorcycles, to engage in Charitable and Benefit work, and to advocate fair motorcycle legislation.

## **ARTICLE II - MEMBERSHIP**

- Section 1: Any person who meets the Membership Requirements as set forth by the Board of Directors of TV ABATE may become a member of TV ABATE. A membership application is attached as Appendix B.
- Section 2: Voting Members shall consist only of the members whose dues are current. Dues are payable by the last day of the month in which they become due. A person must be a member to participate in a General Membership meeting. Visitors are welcomed, but are not allowed to participate in corporate business (i.e.: no voting rights).
- Section 3: Staff and Support Positions assist in the operation and other activities of TV ABATE. All staff and support positions will be held by members whose dues are current. The Board of Directors can appoint members to these positions if there are no volunteers. There are no terms or term limits for these positions. These positions shall consist of the following:  
Events Coordinator Legislative Coordinator  
Newsletter Editor Web Tech  
Safety & Education Coordinator Products Coordinator  
Sergeant At Arms
- Section 4: Membership in TV ABATE may be terminated for cause. The Board of Directors will discuss any issues/cause regarding membership termination prior to a Hearing to take place at a regularly scheduled General Membership meeting. A quorum of present membership will then vote on any such termination.
- Section 5: Membership in TV ABATE is not transferable to another person.
- Section 6: Any new member must wait 30 days after joining TV ABATE to be granted voting privileges.

## **ARTICLE III - ANNUAL MEETING**

- Section 1: Annual Meeting. The date of the regular annual meeting shall be held in November of each year with a specific date set by the Board of Directors.
- Section 2: Special Meetings. Special meetings may be called by the President or a member of the Board of Directors.
- Section 3: Notice. Notice of each meeting shall be given to each voting member, by mail and/or electronic mail, not less than ten days before the meeting.
- Section 4: Members of the Board of Directors and all other members of TV ABATE should be present at all meetings and events.
- Section 5: Nominations for elected offices will be held in October with a simple majority vote of members present at the meeting in November of each year. Nominations will not require a second. A verbal acceptance of nomination will be allowed. There will be no absentee ballots issued. If there are no nominations for an office, the Board of Directors will appoint someone to hold that office until the following year.

## ARTICLE IV - BOARD OF DIRECTORS

Section 1: All business of TV ABATE shall be conducted by the Board of Directors.

Section 2: Board Role, Size, Compensation. The Board is responsible for overall policy and direction of TV ABATE, and delegates responsibility for day-to-day operations to the General Membership and committees. The Board shall have up to 9 and not fewer than 5 members. The board receives no compensation other than reasonable expenses.

The Board of Directors shall consist of the following minimum positions:

President	Vice President
Secretary	Treasurer
Membership Coordinator	Gaming Coordinator

If a person should hold more than one elected position on the Board of Directors, they will only be entitled to one vote on the Board.

The President shall not vote on issues unless there is a tie. The President will have the tie-breaking vote.

Descriptions of duties are included in these bylaws as **Appendix A**.

Section 3: Executive Officers and Executive Committee: The Executive Committee of TV ABATE shall consist of the President, Vice President, Secretary, Treasurer, Gaming Coordinator and Membership Coordinator.

- A) The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the Board of Directors to preside at each meeting in the following order: Vice-President, Secretary and Treasurer.
- B) The Vice-President will chair committees on special subjects as designated by the board.
- C) The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all meetings, sending out meeting notices, and assuring that corporate records are maintained. The Secretary will read the minutes of the previous meeting at regular and special meetings.
- D) The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.
- E) The Membership Coordinator will be in charge of Chapter membership acquisitions, informing the Board of any Membership changes, keep a ledger for members to sign at General Membership meetings to prove attendance, maintain membership records and accurate accounting of Membership Applications, suggest membership names for Appreciation of Participation awards, and assist the Treasurer as is necessary.
- F) The Gaming Coordinator will be in charge of the Gaming Permit and ensure business related to the Gaming Permit is conducted in accordance with State of Alaska Gaming laws. This Coordinator will sit on the Finance Committee. This position has veto rights as it relates to gaming funds. **NOTE: Only those individuals who are eligible to have their name assigned to a gaming permit are eligible to hold this position.**

Section 4: Meetings. The Board shall meet at least once per month at an agreed upon time and place. Currently, the Board of Directors meets the 3rd Tuesday of each month, 7:00 p.m. at the Veterans of Foreign War Post 3629 in Fairbanks, Alaska. The copies of the minutes of such Board of Directors meetings will be made available at the next scheduled General Membership meeting.

Section 5: Notice. An official Board Meeting requires that each Board member be provided with a meeting notice one week in advance.

Section 6: Quorum. A quorum must be attended by at least 3 of the Board members before regular business can be transacted or motions made or passed.

Section 7: Board Elections. Election of new directors or election of current directors to an additional term will occur as the first item of business at the annual meeting of the corporation. Directors will be elected by a majority vote of the current members present during the Annual Meeting.

- A) Terms. All Board members shall serve two (2) year terms, but are eligible for unlimited re-election.
- B) No more than 50% of the Board positions will be voted on in any given year.

At the very minimum, this formula will be utilized:

On even numbered years, the following positions will be up for election:

President            Secretary            Gaming Coordinator

On odd numbered years, the following positions will be up for election:

Vice President        Treasurer            Membership Coordinator

Section 8: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 9: Resignation, Termination and Absences.

- A) Resignation from the Board must be in writing or given verbally during either a General Membership meeting or a Board of Directors meeting and received by the Secretary.
- B) A Board member shall be dropped for excess unexcused absences from the Board if s/he has three consecutive unexcused absences from Board meetings. Excused absences can be requested through the President of TV ABATE.
- C) At the discretion of the Board of Directors, a Board member may be removed for other reasons by a unanimous vote of all the remaining directors.

Section 10: Special Meetings. Special meetings of the Board shall be called upon the request of the President or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member two weeks in advance. A quorum of 50% +1 of the entire Board must be present.

## ARTICLE V - COMMITTEES

Section 1: The Board may create committees as needed, such as fundraising, event planning, etc. Chairs of committees are named on a volunteer basis or appointed by the Board of Directors.

Section 2: The five Executive Officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors and General Membership, subject to the direction and control of the Board of Directors.

Section 3: Finance Committee. The Treasurer is chair of the Finance Committee, which includes three other Board members, including the Gaming Coordinator. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

## **ARTICLE VI - LIMITATION OF LIABILITY**

- Section 1: No member or Officer of the Corporation shall be personally liable for the debts or obligations of TV ABATE.
- Section 2: In the event of legal action against one or more of the officers/directors of the corporation, the corporation will be responsible for the amount of the deductible portion of the Directors & Officers Insurance Policy that is in effect at the time the legal action is taken.
- Section 3: Directors and Officers Insurance must be obtained by TV ABATE when there is over \$25,000 between the Gaming and General Checking accounts.
- Section 4: If one or more of the officers/directors of the corporation should enter into a legal contract or cause any other written or oral agreements to be made, without the remaining officers/directors having knowledge that the contracts/agreements had been entered into, only those officers/directors causing the contracts/agreements to be entered into will be held liable for any legal actions that maybe brought against the corporation as a result of these contracts/agreements.

## **ARTICLE VI - AMENDMENTS**

- Section 1: These Bylaws may be amended when necessary at a regularly scheduled General Membership meeting. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.
- Section 2: The Secretary will read the proposed change to the membership during a regularly scheduled General Membership meeting, but no voting action will occur. Discussions may take place. Voting action will be conducted at the next regularly scheduled General Membership meeting to allow members to be aware of the proposed change.
- Section 3: All proposed changes will include the Article Number and/or the paragraph letter which is being changed or added to.
- Section 4: A simple majority vote of the members present will be sufficient for passage of a proposed change.

## **ARTICLE VII - MISCELLANEOUS PROVISIONS**

- Section 1: Authority to enforce these bylaws and for any item not covered herein shall be vested solely in the Board of Directors.
- Section 2: In the event that TV ABATE is dissolved, all assets after the payment of all debts payable by the Corporation shall be given to an Organized Charitable Organization to be determined by the current Members at the time of dissolution. No member shall directly benefit from the disbursement of these assets.
- Section 3: The proceeds from any charity fundraising event shall be distributed solely to the named charity, after payment of all debts incurred in the planning and organizing of the named event.

## **ARTICLE VIII - EFFECTIVE DATE**

- Section 1: These bylaws are effective immediately upon their adoption.

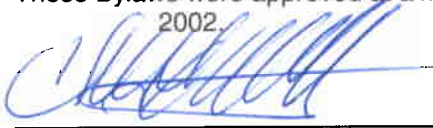
## **ARTICLE IX - AFFILIATIONS**

- Section 1: The TV ABATE may, from time to time, elect to be affiliated with other motorcycle rights, motorcycle safety, or other organizations. Such affiliations must be approved at a regularly scheduled General Membership meeting after sufficient notification has been made to the General membership via email and/or newsletter publication. A simple majority vote of General Members present will be sufficient.

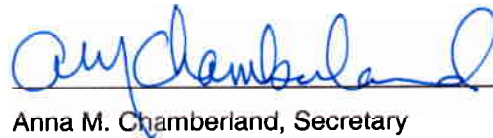
## **ARTICLE X - STANDARD OPERATING PROCEDURES**

- Section 1: General Membership meetings are open to all members of TV ABATE. These meetings will be the first Tuesday of each month at a time and location to be determined by the Board of Directors. Currently, the regular schedule is the first Tuesday of each month, 7:00 p.m. at the Veterans of Foreign War Post 3629 in Fairbanks, Alaska.
- Section 2: The membership may, from time to time, grant honorary lifetime memberships to those members of TV ABATE who have unselfishly given of themselves to promote the organization and its goals beyond the normal expectations of a member.
- Section 3: All membership applications gathered through the Chapter will be routed through the Treasurer before being turned in to the Membership Coordinator. The Membership Coordinator and Treasurer will meet periodically to process any pending applications.

These Bylaws were approved at a meeting of the General Membership of Tanana Valley ABATE, Inc. on June 4, 2002.



Charles E. Mitchell, President



Anna M. Chamberland, Secretary



Date



Date

## APPENDIX A - POSITION DESCRIPTIONS

### EXECUTIVE COMMITTEE:

- President: The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the Board of Directors to preside at each meeting in the following order: Vice-President, Secretary and Treasurer.
- Vice President The Vice-President will chair committees on special subjects as designated by the board.
- Secretary The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all meetings, sending out meeting notices, and assuring that corporate records are maintained. The Secretary will read the minutes of the previous meeting.
- Treasurer The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, and help develop fundraising plans, and make financial information available to Board members and the public.
- Membership Coordinator The Membership Coordinator will be in charge of Chapter membership acquisitions, informing the Secretary of any Member changes, keep a ledger for members to sign at General Membership meetings to prove attendance, maintain membership records and accurate accounting of Membership Applications, suggest membership names for Appreciation of Participation awards, and assist the Treasurer as is necessary.
- Gaming Coordinator The Gaming Coordinator will be in charge of the Gaming Permit and ensure business related to the Gaming Permit are conducted in accordance with State of Alaska Gaming laws. This Coordinator will sit on the Finance Committee. This position will have veto rights as it relates to gaming funds. **NOTE: Only those individuals who are eligible to have their name assigned to a gaming permit are eligible to hold this position.**

### STAFF and SUPPORT POSITIONS:

- Sergeant At Arms One member will serve as the Sergeant At Arms at all Board and General Membership meetings. This person will be responsible for the set up and clean up of meeting rooms. Also, this person will be responsible for keeping the order at all meetings.
- Events/Charity Coordinator(s) At least one member will serve as the Events Coordinator. This Coordinator will be responsible for organizing special events during motorcycle runs or other social activities. This person may solicit assistance from the General Membership as needed.
- Legislative Coordinator One member will inform the membership of legislative issues and to attend any meetings and seminars necessary to fulfill that duty.
- Newsletter Editor One member will be appointed as the Newsletter Editor who will be responsible for the production and distribution of the monthly TV ABATE newsletter. That person may, from time to time, solicit assistance from other members. Board members are strongly encouraged to write articles of interest to the General Membership and submit them electronically to the Newsletter Editor.
- Web Tech One member will be responsible for the creation, operation and maintenance of the official web site of the Tanana Valley ABATE. This person will use his/her discretion in ensuring proper protocols and policies are established and utilized in the operation and maintenance of the web site.
- Safety & Education Coordinator At least one member will be responsible for establishing or coordinating with other organizations for safety and education programs related to motorcycling. This person will also be responsible for coordinating public relations for the general public as to Motorcycle Awareness Month (May) and any other motorcycling awareness campaigns.



Products  
Coordinator      One member will be responsible for obtaining new TV ABATE products for sale to the membership and general public, keep accurate records of all receipts and expenditures with a monthly report to the membership, and to bring those products to the monthly meetings. Any purchases of products must be upon approval of the Board of Directors and/or the General Membership at regularly scheduled meetings.

**ABATE OF TANANA VALLEY**

**OBJECTIVE AND PURPOSE:** The objectives and purpose of ABATE shall be to form a united motorcycle riders organization or association at the individual local level as well as the state level. The members of ABATE shall be dedicated to the promotion of fair motorcycle legislation and shall endure their freedom by working to prevent enactment or to work to repeal existing unfair anti-motorcycle legislation. ABATE membership shall promote motorcycle rider training programs and public awareness programs. The membership shall also work to prevent mandatory helmet laws, and shall also work to repeal laws requiring headlights to be turned on during daylight hours, and unreasonable low noise levels.

**ABATE OF TANANA VALLEY MEMBERSHIP APPLICATION**

*Please complete the entire section.*

NAME: _____	_____ NEW _____ RENEWAL
SPOUSE: _____	<b>ANNUAL DUES:</b>
PHONE: _____	_____ \$25 per person/per year
E-MAIL: _____	_____ \$40 per couple/per year
ADDRESS: _____	_____ \$100 Sustaining Member
_____	_____ \$250 Lifetime per person
DATE: _____	COMPLETED: M.S.F. _____ YEARS RIDING _____

**Agreement**

By signing this application I agree to waive any and all claims against Alaska Bikers Advocate Training and Education (ABATE), its officers, board members, and general members for any personal or property loss or damage which may occur as a result of my participation in ABATE functions.

I understand that ABATE cannot and will not assume responsibility for my safety, and that if I participate in any ABATE sponsored ride or event I do voluntarily, assuming all risks, and release and hold ABATE harmless for any personal injury or property loss which may result therefrom. I agree not to sue ABATE or any property owner for any injury or damage which may occur as a result of my own or my guests participation in any ABATE sponsored event, and I agree to reimburse ABATE for any and all losses it may suffer as a result therefrom.

APPLICANT SIGNATURE: \_\_\_\_\_

DATE: \_\_\_\_\_

General Membership meetings are held the first Tuesday of each month at 7:00 p.m. Meetings are held at VFW Post 3629 (downtown Fairbanks on 2nd Street). There are benefits, charitable fundraisers and community projects throughout the year. The safety/ education and political action committees operate year round. ABATE contributes to charitable non-profit organizations and participates in charitable community programs.

*****FOR OFFICE USE ONLY*****			
PATCH SENT: _____	CARD SENT: _____	CARD #: _____	EXP. DATE: _____
PAID: CASH: _____	CHECK #: _____	COMP. UPDATED: _____	

**A.B.A.T.E. OF TANANA VALLEY**

P.O. BOX 82095  
FAIRBANKS, AK. 99708-2095  
(907) 452-2234

[www.alaska.net/~abate](http://www.alaska.net/~abate)  
[abate@alaska.net](mailto:abate@alaska.net)  
A Nonprofit Organization