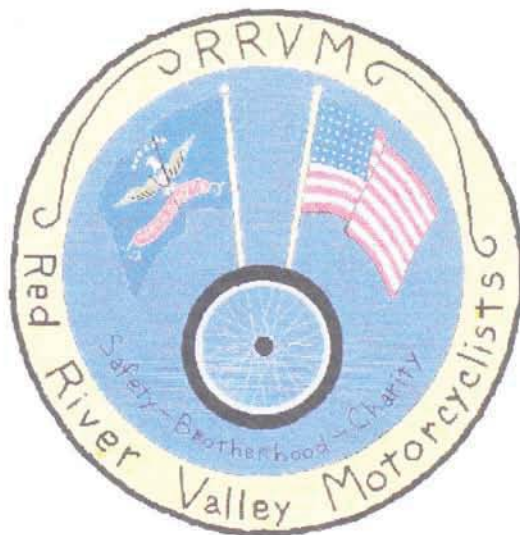


RED RIVER VALLEY MOTORCYCLISTS, INC.



BYLAWS

ADOPTED March 10, 2002

AMENDED JULY 30, 2002

AMENDED OCTOBER 10, 2004

AMENDED OCTOBER 10, 2005

AMENDED May 21, 2007

ARTICLE 1 - The Organization

PART A

Section 1: The name of the organization shall be the Red River Valley Motorcyclists, Inc. (RRVM, Inc.).

Herein may be referred to as the organization.

Section 2: The organization shall have a seal, in the following form: A patch with the Red River Valley Motorcyclists name at the bottom. In the center there will be a wheel with the US flag & the ND flag protruding from it. The words "Safety-Brotherhood-Charity" shall also be in the center area. The organization shall also utilize a logo consisting of the Red River Valley Motorcyclists name 3 lines prior RRVM and "Safety", "Charity" and "Brotherhood".

Section 3: The organization may at its pleasure, by a vote of the membership, change it's name or logo.

Section 4: The following are the purposes for which this organization has been formed:

- a. To promote motorcycle safety, education, and awareness.
- b. Assist local charities by donating monies by way of charitable events.

PART B

IRS Required Provisions (amended July 2002)

This corporation is organized exclusively for charitable and educational purposes with the section 501 [c] 3 of the Internal Revenue Code.

Notwithstanding any other provision of the Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 [c] 3 of the Internal Revenue Code of the 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law).

Upon winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operating exclusively for charitable, educational, religious, and/or scientific purposes and which has established its tax exempt status under section 501 [c] 3 of the Internal Revenue Code.

ARTICLE 2 - MEMBERSHIP

Membership in the organization is open to everyone. Support of the membership is vital to the continued existence of the RRVM. Therefore, all members are encouraged to attend regular meetings and participate in RRVM functions. Patches are available to the members for purchase from the Treasurer. There are no membership fees (at this time) other than the (one time) cost of purchasing their RRVM patch.

ARTICLE 3 - MEETINGS

Section 1: The annual meeting of this organization shall be held on a date determined by the RRVM Board of Directors.

The membership will receive notice of this (or any) meeting, by US Mail, email, or phone.

Section 2: Regular meetings will be held monthly at a location listed in the previously mentioned notice. Monthly records will reflect that fact.

Section 3: The presence of not less than 3 members of the RRVM Board of Directors shall constitute a quorum. If the organization is unable to make a quorum for a meeting, a lesser amount of the Board of Directors may adjourn any meeting for a period of not more than four weeks from the date of said meeting. Notice will also be issued for rescheduled meetings in the aforementioned manner.

Section 4: The organization President may call special meetings of this organization when he/she deems it in the best interest of the organization. Notice to be agreed upon by at least three members of the Board of Directors and sent to the membership at least one week prior to this meeting. No other business shall be conducted at this special meeting than that listed in the RRVM meeting agenda.

ARTICLE 4 - VOTING

Section 1: At all meetings, except for the election of the officers and directors, all votes shall be by voice. For the election of officers and directors, ballots shall be distributed. Voting will be anonymous, as nowhere on the ballot will the members name appear. Only those names nominated for Board positions will be printed or written on said ballot.

Section 2: At any regular or special meeting, if a majority so requires, any question is voted upon in the manner and style provided for election of officers and directors.

Section 3: At votes by ballot, the chairman of such meeting shall, prior the commencement of issuing ballots, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify to the chairman, the results of the election and the certified copy shall physically be affixed to the minutes of that meeting. No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon. Other than the election of officers and directors those individuals with voting rights are members of the Board of Directors.

ARTICLE 5 - ORDER OF BUSINESS for MEETINGS

- 1.) Sign In
- 2.) Reading of minutes of previous meeting
- 3.) Reports of any committees
- 4.) Reports of officers
- 5.) Old and Unfinished Business and Official Business
- 6.) New Business
- 7.) Next scheduled meeting and adjournment of current meeting.

ARTICLE 6 - BOARD OF DIRECTORS

- Section 1: To remain in good standing with the State of North Dakota and the IRS, no one who has been charged with and/or convicted of a felony can be nominated for or hold a position on the organization's Board of Directors.
- Section 2: All members of the RRVM Board of Directors are required to attend a minimum of 9 meetings per year. Regular meetings of the organization are held monthly.
- Section 3: A Board of Directors consisting of five (5) members of the organization shall manage the business of this organization. At least one of the directors shall be a resident of North Dakota and a citizen of the United States.
Each person on the Board of Directors will be chosen for a term on the (RRVM) Board, shall be chosen at a time so decided on by the organization. A Board members term shall consist of 2 years. Maximum length of time in an office shall be 10 years. The Board of Directors has the right to change the maximum length of time of a Board members term.
The Board of Directors to be chosen shall have the control and management of the affairs and business of this organization. The Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of said meeting.
- Section 4: Three members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be regularly held as designated at the close of the previous meeting.
- Section 5: Each Board member shall have one vote. Proxy voting is an acceptable manner of voting as long as it is not a Board member's family that has their proxy. The RRVM has proxy forms, which must have the Board members signature and must list the person who has their proxy.
- Section 6: The RRVM Board of Directors reserves the right to set the rules and regulations covering meetings as it may, in its discretion, determine necessary.
- Section 7: Vacancies on the RRVM Board of Directors shall be filled by a vote of the majority of the remaining members of the Board for the balance of the vacated seat.
- Section 8: The President of the Red River Valley Motorcyclists, by virtue of office, shall be the Chairman of the Board of Directors.
- Section 9: The Board of Directors shall select from one of their members a Secretary.

Section 10: A Board member may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any board member, if warranted. Counsel upon any removal may (at a removal meeting) represent any Board member. The Board of Directors shall adopt such rules for such meeting, as it may in its discretion, deem necessary.

Section 11: Standard of Conduct for Officers NDCC 10-33-56 #1
1. An Officer shall discharge the duties of an office in good faith, in a manner the officer reasonably believes to be in the best interests of the corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. An individual exercising the principal functions of an office or to whom some or all of the duties and powers of an office are delegated pursuant to section 10-33-55 is deemed an officer for purposes of this section and sections 10-33-81 and 10-33-84

Section 12: Indemnification of Directors and Officers. The Red River Valley Motorcyclists, insofar as permitted by law, may indemnify any and all of its directors or officers, or both, or former directors or officers, against any liabilities arising and related expenses actually and necessarily incurred by them, in the defense of any claim, action, suit, or proceeding, civil or criminal, which they or any of them are made parties or a party, by reason of being or having been such director or officer, except in relation to matters as to which any such director or officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty.

ARTICLE 7 - OFFICERS/BOARD OF DIRECTORS

The officers of the Red River Valley Motorcyclists shall be as follows:

President, Vice President, Secretary-Sgt.-At-Arms, Treasurer, Director.
Director *Director*

The following states the description and duties of the President, Vice President, Secretary, Treasurer and Registered Agent. This in accordance with North Dakota Century Code 10-33-50 and 10-33-12.

The President shall:

- a. Have general active management for the business of the corporation;
- b. When present, preside at all meetings of the Board and members;
- c. See that all orders and resolutions of the Board are carried into effect;
- d. Sign and deliver in the name of the corporation, and deeds, mortgages, bonds, contracts in which the other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the articles or bylaws or the Board to some officer or agent of the corporation;
- e. Maintains records of and, whenever necessary, certify all proceedings of the Board and the members, and;
- f. Perform other duties prescribed by the Board.

The Vice President shall:

If any or more than one, the VP in the order determined by the Board shall:

- a. In absence or disability of the President, perform the duties and exercise the powers of the president; and
- b. Perform any other duties and shall have such other powers as the Board may from time to time prescribe.

The Treasurer shall:

- a. Keep accurate financial records for the corporation;
- b. 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;
- c. Endorse for deposit all notes, checks, and drafts received by the corporation as ordered by the Board;
- d. Disperse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board;
- e. Give to the President and the Board, when requested, an account of all transactions by the treasurer and of the financial condition of the corporation; and
- f. Perform other duties prescribed by the Board or the President

The Secretary shall:

- a. Attend all meetings of the Board, all meetings of the members and, when required, all meetings of standing committees;
- b. Record all proceedings of the meetings;
- c. Give, or cause to be given, notice of all meetings and meetings of the Board; and
- d. Will see to it that all Board members receive a copy of the meeting minutes within one week following any meeting;
- e. Perform other duties prescribed by the Board.

All other officers and agents of the corporation, as between themselves and the corporation, have the authority and shall perform the duties in the management of the corporation as may be provided in the articles or by-laws.

Registered Agent and Office as in the ND Century Code 10-33-12

A Nonprofit corporation must continuously maintain a Registered Agent and Office in the State of North Dakota. The registered agent is the official contact person for the corporation for service of any process, notice, or demand. The registered agent is also the official contact person to whom notices from the Secretary of State are sent.

The name & address of the registered agent must be included in the Articles of Incorporation.

The Registered Agent may be:

- a. An individual residing in North Dakota,
- b. Another domestic corporation,
- c. A domestic limited liability company,
- d. A foreign corporation, or
- e. A foreign limited liability company

A corporation of limited liability company appointed as a registered agent must be authorized to transact business in North Dakota, must have a business office in North Dakota, and be in good standing with the Secretary of State. If a corporation or limited liability company is being named as registered agent, provide the "correct" name of the corporation or limited liability company. A limited liability company cannot serve as its own registered agent.

The Articles of Incorporation must include the complete address in North Dakota of the appointed registered agent. The address of the registered agent must include an actual location, including a street or rural address, and a post office box number if applicable for mailing purposes, and the city, state and zip code. This address may not be only a post office box.

The registered agent must sign consent to serve in the capacity of registered agent. The Secretary of State prescribes a form for consent to serve in the capacity of registered agent.

Officers shall by virtue of their offices be members of the Board of Directors. No officer shall for reason of his (her) office be entitled to any salary or compensation, but nothing herein shall be construed to prevent an officer from receiving any compensation for the organization for duties other than as a director or officer.

ARTICLE 8 - COMMITTEES

The Board of Directors shall appoint all committees for this organization. The length of their term(s) shall be set forth as needed, by the Board of Directors.

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than all five (5) members of the Red River Valley Motorcyclists Board of Directors.