

September, 2002

EZRR CLUB, INC.

BYLAWS

ARTICLE I
NAME

1.1 NAME

The name of this organization will be EZRR Club, Inc.

ARTICLE II
PURPOSE

- 2.1 PURPOSE To foster the sport and recreational activity of motorcycling through education of the public and members as to responsible and safe biking; through the fostering of state, national and international amateur biking activities; and through the organization and operation of charitable activities and events.

ARTICLE III
MEMBERS

- 3.1 Classes of Members. The Classes of Members shall be Charter Member; Active Member and Associate Member. The qualifications shall be as follows: Charter Member, those members joining the Club in 2002 and continue to keep their dues current; Active Members will be any motorcycle rider with a current license to operate same and their dues are current; Associate Member will be those members who are passengers on someone's bike.

3.2 Membership.

(a) Members shall complete the Club's application and submit their first year dues to the Treasurer..

(b) If a member loses his license he does not lose his membership.

(c) For L.O.A. the Member must turn in his Club patch and t-shirts.

(d) Medical L.O.A. Member may keep the patch and t-shirts.

(e) L.O.A. Members have no vote.

(f) Any member, who no longer actively rides a motorcycle and wishes to remain an active member of the Club, may apply to the Executive Board for Emeritus Status. Only the Executive Board is empowered to grant this status after due deliberation. Emeritus Members will continue to pay their dues and will have all the rights of an Active Member.

3.3 DUES

(a) Membership dues will be \$15.00 per year and due within 60 days of the end of each year.

(b) Nothing herein contained shall prevent reinstatement of a delinquent member upon payment in full of their unpaid dues, together with a reinstatement fee of \$10.

(c) A Member may resign at any time by submitting written notice to the Secretary and returning all Club logos, such as patches, t-shirts, hats, etc.

3.4 Obligations of Members.

(a) Members shall pay their fees, dues and other indebtedness to the Club in a timely manner.

(b) Members shall conform to the Bylaws and other Rules and Regulations as established from time to time by the Board, its appropriate committees, or the Members.

(c) If Club property is damaged or destroyed by a Member or by a guest of a Member, the Member shall reimburse the Club for the damages.

(d) Members are responsible for seeing that their guests conform to the Rules and Regulations to which the Members are subject.

4.5 Discipline of Members.

(a) Members who fail to pay their indebtedness to the Club during the period provided in these Bylaws, shall not receive the Club Newsletter or have a vote.

(b) Any Member who's check is returned for non payment will incur the cost of the returned check in addition to a \$10 return check fee.

(c) Any Member or his guest who performs an unsafe act during Club meetings; events or rides will be asked to state his case before the membership at the next regular scheduled meeting following the incident. The majority vote will decide if the Member will be fined or asked to leave the Club.

ARTICLE IV MEETINGS OF MEMBERS

4.1 A regular meeting shall be held every month for the purpose of discussing and voting on Club business. The meeting shall be held on the 3rd Saturday of each month at 10 a.m. at the Union Hall in the 3200 Block of Crenshaw Avenue, Richmond, Virginia.

4.2 Special Meetings. Special meetings of the Members may be called by the President or the Board [and shall be called by the Secretary upon demand of Members as

required by law.]. Only business within the purpose or purposes described in the notice for a special meeting of Members may be conducted at the meeting.

4.3 Record Dates. [The record date for determining Members entitled to demand a special meeting is the date the first Member signs the demand that the meeting be held.

4.4 Notice of Meetings. Written notice stating the place, day and hour of each meeting of Members and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than 10 nor more than 60 days before the date of the meeting (except when a different time is required by law) either personally or by mail, telegraph, teletype, telecopy or other form of wire or wireless communication, or by private courier, to each Member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be effective when deposited in the United States mail with postage thereon prepaid, addressed to the Member at his address as it appears on the records of the Members of the Club. If given in any other manner, such notice shall be deemed effective on the day it is given personally or sent by telegraph, teletype, telecopy or other form of wire or wireless communication or given to a private courier to be delivered.

4.5 Waiver of Notice; Attendance at Meeting. A Member may waive any notice required by law, the Articles of Incorporation or these Bylaws before or after the date and time of the meeting that is the subject of such notice. The waiver shall be in writing, be signed by the Member entitled to the notice, and be delivered to the Secretary for inclusion in the minutes or filing with the corporate records.

A Member's attendance at a meeting (i) waives objection to lack of notice or defective notice of the meeting, unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (ii) waives objection to

consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Member objects to considering the matter when it is presented.

4.6 Quorum and Voting Requirements.

(a) Members holding [one-tenth] of the votes entitled to be cast represented in person or by proxy shall constitute a quorum. Once a Member is represented for any purpose at a meeting, he is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or shall be set for that adjourned meeting. The vote of a majority of the votes entitled to be cast by the Members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Members unless a greater proportion is required by these Bylaws.

(b) A quorum of three (10) members, two (2) of whom must be an officer, shall be necessary to conduct a regular or special business meeting.

4.7 Proxies. A Member entitled to vote may vote in person or by logging on to the Club's website and entering his/her membership number to vote.

4.8 Action Without Meeting. Action required or permitted to be taken at a Members' meeting may be taken without a meeting and without action by the Board of Directors if the action is taken by all the Members entitled to vote on the action. The action shall be evidenced by one or more written consents describing the action taken, signed by all the Members entitled to vote on the action, and delivered to the Secretary of the Club for inclusion in the minutes or filing with the corporate records. Any action taken by unanimous written consent shall be effective when all consents are in the possession of the Club, unless the consent specifies a

different effective date and states the date of execution by each Member, in which event it shall be effective according to the terms of the consent. A Member may withdraw his consent only by delivering a written notice of withdrawal to the Club prior to the time that all consents are in the possession of the Club.

ARTICLE V
DIRECTORS & EXECUTIVE COMMITTEE

3.1 Composition and Election of the Board.

(a) The affairs of the Club shall be managed by the Board of Directors consisting of the members of the Executive Committee (President, V-President, Secretary, Treasurer, Membership Chairman, Events Coordinator, Assistant Events Coordinator, Road Captains (5), Safety Officer, Newsletter Editor, and Historian) the immediate past president, two directors elected by the membership and Andy Frank.

(b) in February

(b) At least 45 days prior to the annual meeting of Members, the Nominating Committee shall report to the Secretary as nominees for election to the Board, the names of twice as many Resident Members as are to be elected. The Secretary shall cause ballots to be printed for the annual meeting which shall contain, in addition to any other matters to be considered at the meeting, a list of the nominees. The ballots shall be mailed to each Resident Member at least 30 days prior to the meeting. (•13.1-846; •13.1-852)

(c) Each Member entitled to vote may indicate on his ballot his choice of not more than five nominees, whether or not they have been selected by the Nominating Committee, for election as directors, by signing and returning his ballot to the Secretary. The Secretary shall

count the ballots in the presence of two witnesses selected by him and having certified the results to the President, shall preserve the same until the adjournment of such annual meeting. At the annual meeting of the Members, the President shall announce the names of the five persons receiving the highest number of votes on the ballots and shall declare them elected to the Board for a term of [three] years. (• 13.1-846; • 13.1-852))

(d) If matters other than the election of directors are to be considered at a meeting of Members then ballots for the election of directors may be combined with proxies relating to such other matters, but all elections of directors shall be conducted by mail, as aforesaid. (• 13.1-846).

3.2 Removal; Vacancies. The Members may remove any director, with or without cause, but only at a meeting called for that purpose and the notice of the meeting must state that the purpose, or one of the purposes, of the meeting is removal of the director. Removal of a director shall be effective only if the number of votes cast to remove him constitutes a majority of the votes entitled to be cast at an election of directors. A vacancy on the Board, including a vacancy resulting from the removal of a director or an increase in the number of directors, may be filled by (i) the Members, (ii) the Board of Directors or (iii) the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, and may, in the case of a resignation that will become effective at a specified later date, be filled before the vacancy occurs but the new director may not take office until the vacancy occurs. (• 13.1-860; • 13.1-862)

Note: The Articles of Incorporation may provide that directors may only be removed for cause.

3.3 Meetings of the Board of Directors and Notice. The Board shall hold regular meetings at least once in each month, except [August], on such days and at such hours as shall from time to time be fixed by the Board, and, in addition to the regular [January] meeting, it shall hold a meeting immediately following the annual meeting of the Members to elect officers and appoint committees. The Board may hold special meetings on the call of the President and the President shall call a special meeting at the request of three Members of the Board. Meetings of the Board shall be held at the Clubhouse or at such other place in [Richmond,] Virginia as the President shall designate. No notice need be given of regular meetings of the Board or of the meeting of the Board which follows the annual meeting of Members. At least three days' written notice shall be given of the day and hour of each special meeting of the Board. (• 13.1-864, • 13.1-866)

Note: The statute does not require that the purpose of the meeting be given in the notice.

3.4 Waiver of Notice. A director may waive any notice required by law, the Articles of Incorporation, or these Bylaws before or after the date and time stated in the notice. Except as provided in the next paragraph of this Section 3.4, the waiver shall be in writing, signed by the director entitled to the notice and filed with the minutes or corporate records.

A director's attendance at or participation in a meeting waives any required notice to him of the meeting unless the director at the beginning of the meeting or promptly upon his arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. (• 13.1-867)

3.5 Quorum; Voting. [Eight] members of the Board shall constitute a quorum at any meeting. If a quorum is present when a vote is taken, the affirmative vote of a majority of the

directors present is the act of the Board of Directors. A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless (i) he objects at the beginning of the meeting, or promptly upon his arrival, to holding it or transacting specified business at the meeting; or (ii) he votes against or abstains from, the action taken. (•13.1-868)

Note: The size of a quorum may be increased to any number or reduced to one-third of the directors in the Articles of Incorporation or the Bylaws. Note that a director, unlike a Member, can break a quorum.

3.6 Telephonic Meetings. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting. (•13.1-964)

3.7 Action Without Meeting. Action required or permitted to be taken at a Board meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents stating the action taken, signed by each director either before or after the action is taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section 3.7 becomes effective when the last director signs the consent unless the consent specifies a different effective date in which event the action taken is effective as of the date specified therein provided the consent states the date of execution by each director. (•13.1-865)

Note: Directors should date their signatures when they sign consents.

3.8 Compensation. No director shall be entitled to any compensation for his services as a director. (•13.1-863)

Note: The Board of Directors may fix compensation for directors unless the Articles of Incorporation provide otherwise.

ARTICLE IV COMMITTEES

4.1 Action and Reports of Committees. Each committee may act by a vote of a majority of its members. Committee minutes need not be kept but each Committee shall regularly report its actions and its agenda to the Board. Committee actions shall be subject to Board approval. The provisions of these Bylaws which govern meetings, action without meetings, notice and waiver of notice of the Board shall apply to committees of Directors and their members as well. (• 13.1-869)

4.2 Contracts, Obligations and Expenditures. No committee shall have power to enter into a contract on behalf of the Club, obligate the Club for the payment of money, or expend money of the Club, except within the limits of a previous authorization or appropriation by the Board or, in case of an emergency, by the President or the Vice President.

4.3 The Membership Committee. The Membership Committee shall present to the Board all applications for Membership, transfers of Members from one class to another, and resignations, and shall concern itself with keeping the Membership in a satisfactory condition.

4.4 The House Committee. The House Committee shall concern itself with making the facilities and services of the Club conveniently available to the Members and with good order in the Clubhouse, but the House Committee shall not be required to supervise the providing of entertainment in the Clubhouse. The House Committee shall have power to revoke guest cards.

4.5 The Finance Committee. The Finance Committee shall concern itself with the financial condition of the Club. It shall cause an examination to be made annually by a certified

public accountant of the books and records of the Treasurer and shall present the report of its examination, with its recommendations, to the Board. The Finance Committee shall make recommendations to the Board as to the bonding by corporate surety of the fidelity of the officers and employees of the Club and as to the insurance to be carried by the Club.

4.6 The Entertainment Committee. The Entertainment Committee shall concern itself with entertainment to be provided by the Club.

ARTICLE V OFFICERS AND EMPLOYEES

5.1 Officers. Immediately following the annual meeting of the Members of the Club, the Board shall elect from its members a President, a Vice President and a Secretary. The Board shall also elect a Treasurer and such other officers as the Board deems appropriate. The terms of the officers shall be for one year or until their successors are elected. Officers who are members of the Board shall be eligible for re-election during their terms on the Board, except that the same person may not be President or Vice President for more than two consecutive terms of one year each. All other officers shall be eligible for re-election. Any officer may resign at any time upon written notice to the Board, and such resignation shall be effective when notice is delivered unless the notice specifies a later effective date. The Board may remove any officer or assistant officer at any time, with or without cause. Neither the President, the Vice President or the Secretary shall receive any compensation for his services as such. (•13.1-872)

Note: If the Articles of Incorporation or Bylaws so provide, Members, rather than the Board, may elect officers. (•13.1-946). Provisions may be made for officers to appoint other officers or assistant officers. (•13.1-872). Appointed officers may be removed by those making the appointment. (•13.1-874).

5.2 Manager and other Employees. The Board shall employ a Manager of the Club and may employ one or more persons as Assistant Treasurers or Assistant Managers, as well as such other persons as may be necessary for the conduct of the affairs of the Club.

5.3 The President. The President shall be the Chief Executive Officer of the Club. He shall preside at all meetings of the Board and of the Members, shall see that all Bylaws, Rules and Regulations of the Club are enforced, shall designate the chairman of the committees appointed by the Board, and, if directed by the Board, shall appoint the Members of such committees.

5.4 The Vice President. In the event of the absence or disability of the President, and upon a vacancy in the office of President, the Vice President shall perform the duties of the President.

5.5 The Treasurer. The Treasurer shall receive all monies and deposit them in such accounts in such depositories as may be from time to time designated by the Board. At appropriate times he shall mail the Members statements of their indebtedness. He shall keep regular books of accounts and shall make a report of the financial condition of the Club to the Finance Committee and the Board from time to time as requested by such committees or their chairmen as well as to the Membership at each annual meeting of the Members. His books and records shall at all times be subject to inspection by the Board or its Members. He shall procure all necessary licenses for the Club and make all governmental filings for the Club which the Club is required to make by law. He shall maintain and keep posted on the bulletin board in the Clubhouse correct lists of the names and addresses of the Members of each class, and shall present a summary thereof to each monthly meeting of the Board and to each annual meeting of the Members, and shall post for ten days a card indicating the death of a Member.

5.6 Assistants. If the positions of Assistant Treasurer or Assistant Manager are filled, such persons shall perform such duties as are assigned to them by the Treasurer, the Manager or the Board, but no Assistant Treasurer shall have power to sign checks for payments from the funds of the Club unless specifically so empowered by formal action of the Board.

5.7 The Secretary. The Secretary shall take and transcribe in the record book of the Club minutes of all meetings of the Members and of the Board, and shall mail or post or cause to be mailed or posted all notices of actions by the Board, its committees and the Members which are required to be mailed or posted. The Secretary shall be the custodian of the corporate seal of the Club.

5.8 The Manager. The Manager shall, subject to the direction of the Board, its committees and the President, have full charge of the operation of the Clubhouse, assign duties to all of the salaried officers, agents and employees of the Club, and see to the proper performance by them of their duties.

5.9 Checks. All checks for payments out of the funds of the Club shall be signed by any two of the following; namely, the President, Vice President, Secretary, Treasurer, Assistant Treasurer (if specifically authorized by the Board) and Manager.

ARTICLE VI MISCELLANEOUS

6.1 Corporate Seal. The corporate seal of the Club shall be circular and shall have inscribed thereon, within and around the circumference, "[THE ALPHA CLUB]". In the center shall be the word "SEAL".

6.2 Fiscal Year. The fiscal year of the Club shall be determined in the discretion of the Board, but in the absence of any such determination it shall be the [year beginning [month, day] and ending [month, day].] [calendar year.]

6.3 Interpretation. For the purpose of construing these Bylaws, unless the context indicates otherwise, words in the singular number shall be deemed to include words in the plural and vice versa and words in one gender shall be deemed to include words in other genders.

6.4 Amendment. Except as otherwise provided in Section 2.8 [and in the Articles of Incorporation] these Bylaws may be amended or repealed and new Bylaws made at any meeting of the Board by the affirmative vote of a majority of the whole membership of the Board, provided that intention to do so is given in a written notice of the meeting. Any amendments to these Bylaws and new Bylaws made by the Board may be amended or repealed by the Members, and the Members may prescribe that any Bylaw made by them shall not be altered, amended or repealed by the Board. (• 13.1-823)

Note: The right to amend Bylaws may be limited in the Articles of Incorporation. If Members are granted voting rights in the Bylaws, it may be appropriate for the Articles to provide that the Bylaw provision granting voting rights may be amended only by the Members.