

**BYLAWS OF THE  
SOUTHERN CALIFORNIA MOTORCYCLING ASSOCIATION**

**A California nonprofit corporation**

**ARTICLE I. OFFICES**

1.01 Principal Office

The principal office of the corporation in the State of California shall be located in the County of Los Angeles.

1.02 Other Offices

The corporation may have such other offices, either within or without the State of California as the Board of Directors may determine, or as the affairs of the corporation may from time to time require.

**ARTICLE II. MEMBERS**

2.01 Qualifications

This corporation shall have three classes of members, members, corporate sponsor members and chartered clubs. Upon application to the board in the form and manner that the board may from time to time prescribe, upon the meeting of such other and further requirements as the board may from time to time impose, and upon payment of the dues, fees, and assessments set by the board of directors, any person dedicated to the purposes of this corporation may be admitted as a member of this corporation, by majority vote of the board of directors, provided, however, that a minor must receive written approval of a parent or guardian before the application may be considered.

2.02 Members

Members shall have all the rights afforded members under the California Nonprofit Mutual Benefit Corporation Law, specifically to include the right to vote, as set forth in

these bylaws, on the election of the officer-directors, on the right to vote, as set forth in these bylaws on the election of directors, on the disposition of all or substantially all of the assets of the corporation, on any merger, and on any election to dissolve the corporation. Only members shall have the right to vote on corporate matters, and only members shall be permitted to participate in SCMA premier events.

#### 2.03 Corporate Sponsor

The corporation may create one or more classes of corporate sponsor members upon such terms and conditions, and granting such privileges and obligations as the board may from time to time adopt by resolution. Corporate sponsor members shall not be members of the corporation within the meaning of Section 5056 of the California Corporations Code and shall not have the right to vote in corporate matters, although the corporation may refer to such persons or entities as "members."

#### 2.04 Chartered Clubs

Motorcycle clubs may apply to be chartered clubs of SCMA, upon such terms and conditions and granting such privileges and obligations as the board may from time to time determine by resolution. Chartered clubs shall not be members of the corporation within the meaning of Section 5056 of the California Corporations Code.

#### 2.05 Dues, Fees, and Assessments

Each member must pay, within the time and on the conditions set by the board, dues, fees, and assessments, in amounts to be fixed from time to time by the board.

#### 2.06 Termination of Membership

A membership shall terminate on occurrence of any of the following events:

1. Resignation of the member, on reasonable notice to the corporation:
2. Failure of the member to pay dues, fees, or assessments as set by the board within the period of time set by the board after they become due and payable: or
3. Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications.

## 2.07 Transfer of Memberships

Memberships in this corporation are is not transferable.

# ARTICLE III. MEETINGS OF MEMBERS

## 3.01 Annual Meeting

An annual members' meeting shall be held on the last Saturday of April at 12:00 noon, unless the board fixes another date or time as so notifies the members as provided in section 3.03 of these bylaws. At this meeting, officer-director candidates shall be nominated, and any other proper business may be transacted

## 3.02 Special Meetings

All membership meetings, other than the annual meeting shall be special meetings. Special membership meetings for any purpose may be called at any time by one of the following:

- a. the chair
- b. the vice chair, secretary and one additional director or.
- c. a majority of directors.

## 3.03 Notice Requirements

Whenever members are required or permitted to take any action at a meeting, written notice of the meeting shall be given to each member entitled to vote. The notice shall specify the place, date, and hour of the meeting, and an agenda of listing all matters that will be presented for action by the members, but except as provided in section 3.04 of these bylaws, any proper matter may be presented at the meeting

Notice must be given at least 15 days before the meeting, and may be given by electronic mail, and/or by inclusion in the association's monthly newsletter. Notice shall be electronically mailed to each member entitled to vote at the email address shown in the member's profile and/or listed in the membership database.

## 3.04 Quorum

Twenty members shall constitute a quorum at any meeting of members, provided,

however, that if a meeting is actually attended by less than one third of the voting power, the only matters that may be voted on are those of which notice of their general nature was given as provided in section 3.02 of these bylaws. All matters shall be decided by majority vote (one-half plus one) of those in attendance, unless the California Nonprofit Mutual Benefit Corporation Law requires a higher percentage, in which case the percentage for approval shall be that mandated by law.

### 3.05 Action by Written Ballot Without a Meeting

Any action that may be taken at any meeting of members may be taken without a meeting by written ballot. The corporation shall distribute one written ballot to each member entitled to vote as of the date of mailing. Such ballots shall be mailed in the manner outlined in section 3.03.

### 3.06 Solicitation of Written Ballots

All solicitations of votes by written ballot shall set forth the proposed action, provide the members an opportunity to specify approval or disapproval of each proposal, and provide a specific time by which to return the ballot to the corporation. In any election of directors, a written ballot that a member marks "abstain" or otherwise marks in any manner indicating that authority to vote is withheld may not be voted for or against the election of a director.

### 3.07 Voting by Proxy and Cumulative Voting

There shall be no voting by proxy and no cumulative voting in any matter requiring a vote of the members.

## **ARTICLE IV. BOARD OF DIRECTORS**

### 4.01 General Powers

The affairs of the corporation shall be managed by its Board of Directors.

### 4.02 Number and Directors

The number of directors serving on the board of directors of the corporation shall be no less than five and no more than fifteen. The exact number of directors shall be fixed,

within those limits, by a resolution adopted by the board of directors.

#### 4.03 Designation and Term of Office

There shall be two classes of directors, elected directors and appointed ex officio directors.

Elected directors shall be the officers of the corporation, i.e., the chair, vice chair, secretary, treasurer, membership services director, and risk manager. The term of office of elected directors shall be two years, commencing July 1, and continuing until their successors are elected and installed. The chair, secretary and risk manager shall be elected in odd numbered years, and the vice chair, membership services director, and treasurer shall be elected in even years. The board by resolution may create new offices, and add to the number of elected directors, up to the maximum number of directors permitted.

Ex officio directors shall be the ride chairs of events the board has designated as premier events. The premier events are The Three Flags Classic, Four Corner Tour, California Parks and Missions Tours, and 15 Best Roads. The board may change, increase, or reduce the number of premier events. A ride chair shall serve as director for as long as he or she holds the position of ride chair and the ride remains designated as a premier ride. The duties and powers of the two classes of directors shall be the same.

#### 4.04 Nomination of Elected Directors

Nominations for elected directors shall be made at the annual members' meeting. Nominations shall be made for each office separately. Any individual may present himself or herself as a candidate for any one office, provided three other members second the nomination. No member may seek election to more than one office per election.

#### 4.05 Election of Directors

Ballots shall be sent to all members as provided in Sections 3.03 and 3.05 of these bylaws no later than 30 days after the annual members' meeting. Ballots must be received at the place specified in the solicitation to vote not later than the date and time specified by the board for the ballot committee to convene and count votes, but not less than 30 days from the date the ballots were sent. In the case of a tie vote, the winning candidate shall

be chosen by the toss of a coin. Candidates elected to office shall assume office on July 1, or at the first regular or special meeting of the board following the election, whichever shall first occur.

#### 4.06 Appointment of Ex Officio Directors

The chairs of the premier rides shall be appointed and removed by majority vote of the officers, and shall serve as directors for as long as they hold office as ride chair. If a premier ride is demoted to a non premier ride, the incumbent shall cease to be a director upon the vote changing the ride's status.

#### 4.07 Vacancies

In the event of a vacancy in the office of chair, the vice-chair shall assume the office of chair. The board of directors shall by majority vote elect a replacement to complete the remaining term of office in the event of a vacancy in any other position on the board of directors.

#### 4.08 Place of Meetings, Meetings by Telephone

Meetings of the board shall be held at the principal office of the corporation or at such other place as has been designated by the chair. Any meeting may be held by conference, telephone, or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

#### 4.09 Meetings of the Board

Meetings of the board for any purpose may be called at any time by

- a. the chair
- b. the vice chair, secretary and one additional director, or
- c. a majority of the directors.

#### 4.10 Board Actions By Electronic Mail

Any motion that the board may consider in a meeting may be presented by electronic mail addressed to all board members. If the motion is seconded and receives favorable votes of a majority of the directors. The motion shall be effective immediately upon

approval, but shall be read into the minutes of the next regularly scheduled meeting of the board.

#### 4.11 Quorum

The presence of a majority (one-half plus one) of the directors shall constitute a quorum. For any action requiring a majority vote of the directors, a vote of a majority of the directors present at a duly noticed meeting of the board shall constitute a majority vote of the board.

#### 4.12 Proxies

Each director entitled to vote shall have the right to do so either in person or by an agent authorized by a written proxy, signed by the person and filed with the secretary of the corporation. The proxy shall designate the meeting for which it is effective, and shall be effective for one meeting only. A proxy shall extend to any matter which may be raised during the meeting of the board for which it is effective. Proxy voting is not permitted for motions presented to the board by electronic mail.

#### 4.13 Compensation

The board of directors shall serve without monetary compensation of any kind, but may be reimbursed for expenses incurred in the performance of their duties.

### **ARTICLE V. OFFICERS**

#### 5.01 Officers of the Corporation

The officers of the corporation shall be the chair, vice-chair, secretary, treasurer, membership services director, and risk manager.

#### 5.02 Chair

The chair shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the board of directors. In the event of a tie vote at a meeting of the board of directors on any issue which may be decided by a simple majority of the board

of directors, the vote of the chair shall be preponderant. The chair shall perform all duties incident to the office of chair and such other duties as from time to time shall be prescribed by the board of directors.

#### 5.03 Vice Chair

In the absence of the chair the vice chair shall assume the duties of chair.

#### 5.04 Secretary

The recording secretary shall keep the minutes of the meetings of the board of directors in one or more books and/or digital records provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law, and in general perform all duties incident to the office of secretary.

#### 5.05 Treasurer

The treasurer shall have charge and custody of, and be responsible for, all the funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit such monies in the name of the corporation in such banks or other depositories as shall be selected by the board of directors, and in general perform all duties incident to the office of treasurer.

#### 5.06 Membership Services Director

#### 5.06 Membership Services Director

The membership services director shall maintain membership lists, respond to members' requests for assistance, review all applications for membership, provide monthly list to the board of the names of new members, provide members with membership cards, and perform such other duties as the board may from time to time determine.

#### 5.07 Risk Manager

The risk manager is responsible for obtaining sanctions and insurance for all rides and annual officer and director insurance. The risk manager shall assist SCMA chartered clubs in judging competition as requested and shall act as arbitrator in any dispute pertaining to competition in all SCMA events, and perform such other duties and the board may from time to time determine.



#### 5.08 Compensation

The officers of the corporation shall serve without compensation of any kind, but may be reimbursed for expenses incurred in the performance of their duties.

### **ARTICLE VI MISCELLANEOUS PROVISIONS**

#### 6.01 Gifts

The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise, for the general purposes or any specific purpose of the corporation.

#### 6.02 Certificates of Membership

The corporation shall issue certificates of membership to each member.

#### 6.03 Fiscal Year

The fiscal year of the corporation shall run from January 1 through December 31.

#### 6.04 Waiver of Notice

Whenever any notice is required to be given under the provisions of the General Non-profit Corporation Law, or under the provision of the articles of incorporation, or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, will be equivalent to the giving of such notice.

### **ARTICLE VII. AMENDMENTS AND DISSOLUTION**

#### 7.01 Amendments

The bylaws of this corporation may be amended, added to or replaced by a vote of majority of the members present at a meeting called for the purpose of amending bylaws, or by a solicitation to vote by written ballot without a meeting.

#### 7.02 Method of Effecting Dissolution

The board of directors shall call a special meeting of the members for the purpose of dissolution, or a solicitation to vote by written ballot without a meeting, when presented by a written petition signed by two-thirds of the directors requesting such meeting. The resolution will be adopted if a majority of the members so vote. If a quorum is not obtained, a second meeting (or vote) shall be called, and the resolution will be determined by a majority of votes cast.

#### 7.03 Winding Up

The officers of the board of directors shall remain in office for the purpose of winding up the affairs of the corporation. All corporate property shall be disposed of in accordance with the articles of incorporation.

**END OF BYLAWS**