



By-laws

Battle Born Indian Motorcycle Riders Group

Chapter #2066

ARTICLE 1 MEMBERSHIP

1.01 Qualification:

The members of the Battle Born Indian Motorcycle Riders Group (hereby referred to as the “Chapter” or “Battle Born IMRG”) shall be individuals that are interested in the betterment of Indian Motorcycles. Membership rights may not be transferred, assigned, or devised. No Member by virtue of membership shall have any right, title, or interest in / to any property of the Chapter. Membership in this organization or benefits received from any association with this organization shall be determined on a nondiscriminatory basis, without regard for age, sex, race, religion, or national origin. There shall be a single category of membership.

1.02 Full Membership:

Any person (over the age of 18) dedicated to the purposes of this organization, showing proof of current ownership of an Indian Motorcycle (or other brand or former ownership at time of inception) shall be eligible for a “Full Chapter Membership”. Full Chapter Members have all voting privileges and pay dues. Full Members evidencing current Chapter membership in good standing shall be eligible for Battle Born IMRG Chapter leadership positions. Full Members losing eligibility of status through expiration of Chapter membership shall lose their rights of status.

1.02.1 Membership by other than Indian Motorcycle Owners:

The primary focus of Battle Born IMRG is for owners of Indian Motorcycles. Although we accept memberships from owners of other brands, the ratio between Indian Motorcycle owners and non-Indian motorcycle owners shall not exceed a 75% / 25% ratio.

If this occurs, the Chapter will not accept any new non-Indian motorcycle members until the ratio returns to 75% / 25%. Exceptions may be made on a case-by-case basis by the Board of Directors.

1.03 Membership Fees and Dues:

Members’ dues shall be subject to annual review and change. Dues should be paid by January 1st each year and are valid for the one-year period from January 1 through December 31.

Discretion may be used for new members joining in the months of November and December to have their dues applied to the following year.



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1.04 **Code of Conduct:**

The Board of Directors shall adopt and publish a Code of Conduct to be observed by all members of the Battle Born IMRG chapter and shall make the Code of Conduct available to all members. The Code of Conduct is not meant to be exhaustive, and the Board of Directors reserve the right to modify it at any time. The Code of Conduct is in addition to the Battle Born IMRG Bylaws, which each member agrees to abide when joining the Battle Born IMRG.

1.05 **Membership Termination:**

Any membership may be terminated under the following circumstances:

By the Board of Directors after thirty (30) days written notice for failure to pay dues; or

Upon majority vote of the Full board at a special meeting, upon finding that the purposes, best interest, or well-being of the Chapter will be served by the termination. No member shall be terminated under this clause (b) until member has been afforded a reasonable opportunity to be heard at a membership meeting, or special meeting.

By not complying to the Battle Born IMRG Chapter Code of Conduct. No reimbursement of any membership dues paid should be expected, or given, by Battle Born IMRG.

1.06. **Meetings of Members:**

Place of Meeting: Meetings of the membership shall be held at such place convenient to the membership as may be designated by the Chapter President.

Regular Meetings: Regular meetings may be held at any time, even on a legal holiday, and may be called by the Chapter President, or shall be called by him or her as directed by the Board of Officers. The Members may transact such business as may properly come before them. This also includes virtual meetings



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Notice of Meetings: It shall be the duty of a board member to give notice of each regular or special meetings as well as the time and place where it is to be held.

(c)Voting Rights: At each meeting of the membership, each Member present and current with Chapter dues, shall have the right to cast one (1) vote on each question, and never more than one (1) vote.

(d) **Conduct of Meetings:** Meetings of the Members shall be conducted in accordance with the Roberts Rules of Order, revised. The Chapter President, if present, or if not present, the Chapter Vice President, then Secretary, then Treasurer shall preside over the meetings of the Members. In the absence of such Officers at any meeting of Members, the Members present at the meeting, shall appoint any person present to act as presiding office of the meeting. The order of business at each meeting of the Members, shall be via agenda, and should flow as follows:

- (i) Call to Order
- (ii) Introductions
- (iii) Reports: President, Vice President, Treasurer, Secretary, Directors
- (iv) Unfinished Business
- (v) New Business
- (vi) Member Open Forum
- (vii) Upcoming Events
- (viii) Adjournment



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ARTICLE II
BOARD OF OFFICERS / DIRECTORS

2.01 **Powers:**

The Board of Officers shall have only such powers as required by laws or conferred upon the Board in the articles of incorporation or these Bylaws. The Board of Officers shall have the power to act as an Executive Committee between meetings of the membership.

2.02 **Number:**

The Board of Officers of the Chapter shall consist of five (5) elected Officers (as described in ARTICLE III of these Bylaws). Additional Directors may be appointed by the Board of Officers (as described in ARTICLE III of these Bylaws).

2.03 **Qualification:**

The members of the Board of Officers shall be individuals that hold either one of the five (5) elected Officer positions, or one of the appointed Director positions. Only full Chapter members in good standing may be elected to the Board of Officers or appointed as Directors as outlined in ARTICLE I of these Bylaws.

2.04 **Term of Office:**

The elected Officer or nominated Director shall serve for a term of one (1) year (unless taking office mid-term) or until such time as removed by the Board. Officers may be re-elected after their term expires. Term of office is from January 01 through December 31 of each year.

2.05 **Officers and Directors Termination:**

Elected Officers or nominated Director's Members may be removed from their position under the following circumstances:

- (a) They are removed from the Chapter pursuant to section 1.04 – Membership Termination.
- (b) Absence from three consecutive unexcused Board meetings will require the Secretary to contact that individual to let them know if they miss the next board meeting, they may be removed. This does not affect the individuals Chapter membership status.
- (c) Any Board Member convicted of a felony offense while in office, is subject to removal from their position by vote of the board.



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ARTICLE III OFFICERS

3.01 **Officers:**

The Officers of the Chapter shall consist of a President, Vice President, Secretary, Treasurer and Safety Officer. Any Member in good standing shall be qualified to be an officer of the Chapter. All Officers of the Chapter shall be nominated and elected by a plurality of the votes of the Members at such meeting. If required, the Chapter President with the Executive Committee (EC) approval may appoint additional Officers. Nominations of officers should be made during the regular meeting prior the annual Membership Meeting.

3.02 Executive Committee:

The Executive Committee (EC) is a group of five (5) Officers appointed to act on behalf of, and within the powers granted to them by, the Board of Directors. It consists of the President, Vice- President, Secretary, Treasurer and Safety Officer. A quorum of the EC shall consist of four (4) members. Motions shall be passed by majority vote. If a motion is stalled by a tie vote after three (3) attempts, it must go before the membership for consideration.

3.03 Elected Officers:

3.03.1 Duties of President:

- Enforce the “Charter” and operating policies along with sponsoring dealer
 - Overall responsibility for Chapter operation, administration, and implementation of Indian Motorcycle policies
 - Ensure that the Chapter complies with all corporate state and federal tax and annual filing requirements
 - Preside at all Chapter meetings
 - Plan and coordinate Chapter meetings to ensure well planned and worthwhile agendas
 - Inform Members of any news from Indian Motorcycle ‘s Corporate Office
- A ‘President’ patch or other approved insignia can identify the office holder.



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3.03.2 **Duties of Vice-President:**

The Vice-President may assume and perform the duties of the President in the absence or disability of the President or whenever the office or President is vacant.

A 'Vice-President' patch or other approved insignia can identify the office holder.

3.03.3 **Duties of Secretary:**

-Oversee administrative duties

-Record Chapter minutes

-Submit any forms / reports on behalf of Battle Born IMRG

-Organize and maintain Chapter records for insurance and injury release / waiver forms

-Comply with any annual state filing requirements

-Submit meeting minutes for the Yearly Chapter Application

-Submit goals for upcoming year for the Yearly Chapter Application

A 'Secretary' patch or other approved insignia can identify the office holder.

3.03.4 **Duties of Treasurer:**

-Maintain the Chapter's financial accounts

-Pay all expenses

-Provide financial reports to the Chapter monthly

-Manage all charitable contributions and distribution of contributions

-Maintain running comparison of yearly Chapter finances

-Submits annual financial statement to Battle Born IMRG

-File annual Periodic Report with the Colorado Secretary of State

A 'Treasurer' patch or other approved insignia can identify the office holder.



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3.03.5 **Duties of Safety Officer:**

- Must attend and pass a certified advanced motorcycle course (Example: T3RG, MSF or a Ride Like a Pro type program)
- Train Road Officers
- Ensure that the Road Officers are following all safety guidelines
- Gather ride waiver forms from Road Officers after each ride
- Organize and conduct training each year for the Road Officers
- Teach members proper safety instructions and hand signals
- Help collect signed waiver release forms for ride events
- Keep the Road Officer Manual current and up-to-date

A "Safety Officer" patch or other approved insignia can identify the office holder.

3.04 Appointed Director Positions:

The Board of Officers shall have the power to appoint Principal Directors, Assistant Directors and Officers who shall have the powers and shall perform such duties as may be delegated to them to support the ongoing functions and activities of the Chapter. Each appointed Director or Assistant Director shall be subordinate to the Board of Officers. Appointed Principal Director Positions can be filled by one or more elected Board of Officers. Appointed positions include:

Road Officer-

- The Safety Officer will appoint the Road Officers
- Plan, lead and sweep ride routes for Chapter ride events
- Attend Safety Officer Trainings
- Appoint Assistant Road Captain(s) as necessary
- Give a pre-ride overview: road conditions, safety, planned stops, etc.
- Follow the Road Officer manual

A "Road Officer" patch or other approved insignia can identify the office-holder.



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-Marketing Director: Market events to Chapter Members and any individual interested. Ensure that all communication pieces and Chapter business are being communicated with members. (Refer to IMRG Handbook for specific responsibilities).

-Activities Director – Plans activities for the Chapter as the Chapter sees fit, and oversees the administrative planning, logistics, and other duties of events.

-Photographer – Take and organize Chapter photos. Upload photo files to the Chapter drives that are being maintained.

-Membership Director: Ensure new members are welcomed. Interact with new members at Chapter meetings and events. Manages on-line member list. Facilitates getting new members copies of the Code of Conduct, Bylaws and pertinent information. Recruiting new members.

A “Directors” patch or other approved insignia can identify the office holder.

3.05 **Nomination and Election:**

Nominations for each office up for election shall take place 30 days (September) before the election meeting. Nominations may be verbal or in writing. Nominations will be submitted to the Secretary.

Election of Officers will be held at the October Chapter meeting. Voting by absentee ballot will be permitted provided it is in writing, signed by the chapter member, and submitted to the Secretary prior to the annual membership meeting elections.

Only active Members may vote and hold office. An active Member is defined as:

- Has an active IMRG Membership.
- Has an active Chapter Membership.
- Is current with Chapter dues.

The Member receiving the majority votes cast for an office shall be declared elected. In the event no Member receives a majority of the votes cast, the two (2) candidates with the most votes shall be voted upon a second time by the members present. If the re-vote comes to a tie, the Dealer Advisor Director will make the final decision.

If all positions run unopposed- No ballots/vote is needed as the president may declare by acclamation (a round of applause) a congratulations.

Members may only hold one (1) elected office during any given time.



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3.06 Vacated Office and Replacements:

From time to time an Officer representative may vacate a position. The replacement policy for vacancies on the Board may be filled by approval of the Board.

3.07 Removal of a Chapter Officer:

Any officer of the Chapter may be removed from office, with just cause, by a 2/3 majority vote of the Members in attendance. Impeachment of an Officer must be done at a Special Meeting of the membership with prior notice. There will be no proxy voting for the removal or impeachment of an Officer. **Member or Officer removal must be ratified by the Dealer Representative.**

ARTICLE IV

NON_PROFIT STATUS

- 4.0 Battle Born Indian Motorcycle Riders Group (Battle Born IMRG) will operate as a non-profit organization per section 501 (c) (7) of the IRS code. Any funds collected by the organization that are not consumed by internal costs and activities shall be distributed to other qualified non-profit organizations as prescribed by Federal and State of Colorado law.
- 4.1 To that end, any funds over \$5,000.00 in the Battle Born IMRG treasury at the end of the calendar year shall be distributed to qualified non-profits as soon as practical. Receiving parties may be any qualified non-profit that supports the charitable, educational and / or scientific purposes of Battle Born IMRG. Funds shall not be used for any political purpose nor distributed with the intent to support any political candidate or position.
- 4.2 The Treasurer will keep a record of all funds distributed along with evidence that the receiving party is a qualified non-profit organization and shall permit auditing of those records by all persons and organization with a valid interest in doing so.



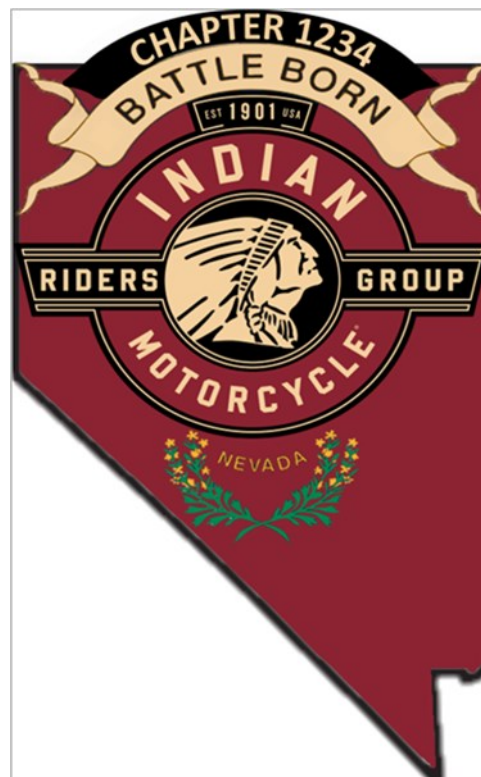
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5.0 The Battle Born IMRG suggested standard for vests is as follows:

If an IMRG patch is worn on the back of a Battle Born IMRG member's vest with a rocker, it should have said rocker stating the chapter name "Battle Born" placed above the back patch (see graphic). As an alternative, members may choose to display the Custom Chapter Patch. **Custom patch will remain the property of the Battle Born IMRG if a member leaves the organization for any reason.**



5.1 Anyone who practices by word or deed anything that would discredit Battle Born IMRG Chapter will be asked and expected to remove his or her Battle Born IMRG back patch. If a member is asked to remove their back patch, no reimbursement should be expected, or given, by Battle Born IMRG.



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ARTICLE VI INDEMNITY

- 6.0 Battle Born Indian Motorcycle Riders Group (Battle Born IMRG) shall, to the full extent legally possible, indemnify all persons who may serve or who may have served as an Officer, Director, or employee, against all expenses and liabilities that may be incurred as a direct or indirect result of their actions on behalf of Battle Born IMRG.
- 6.1 This indemnification will apply in all cases except where such action is adjudicated to be willfully not in the best interest of Battle Born IMRG, is in conflict with any federal, state or local laws, or goes against the stated intent of the organization's Bylaws. Such indemnification shall extend to the heirs, assigns, executors and administrators of all persons entitled to indemnification.
- 6.2 Neither the Battle Born IMRG Chapter nor its Officers, Directors, nor Members are in any way responsible or liable for personal / property damage during Chapter activities. All individuals and guest participate in activities at their own risk. Members and guest will be required to sign a liability waiver before each Battle Born IMRG ride and / or event.

ARTICLE VII DISSOLUTION

- 7.0 This Chapter may be dissolved in accordance with the law and / or when Indian Motorcycle of Reno decides. Any assets remaining after payment of cost and expenses of the dissolution proceedings, payment of debts, obligations and liabilities of the Chapter shall be distributed to Indian Motorcycle of Reno.

ARTICLE VIII Bylaw Conflicts

- 8.0 In the event of any Bylaw conflicts, the Chapter will refer to the National Indian Motorcycle Riders Group Charter Handbook, which will take precedence.

ARTICLE IX Bylaw Changes

- 9.0 Any changes or Revisions to the Chapter By-Laws and or the Code of Conduct must be approved by the Dealer Representative.



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