

Bylaws of Moto Recovery, Inc.

(a Colorado Nonprofit Corporation)

Article I – Name and Purpose

1. The name of this corporation shall be **Moto Recovery, Inc.**
 2. Moto Recovery is organized exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code.
 3. The mission of Moto Recovery is to enhance motorcycle safety and education, provide roadside assistance and recovery services for riders, and support programs such as motorcycle endorsement and advanced training scholarships.
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Article II – Principal Office and Registered Agent

1. The principal office of the corporation shall be located in the State of Colorado.
 2. The **Executive Director** shall serve as the registered agent on all government filings with the State of Colorado and the Internal Revenue Service.
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Article III – Membership

1. Individual Members:

- Riders who participate in the Annual Rider Assist Plan shall be considered members of Moto Recovery.
- Members have full voting rights, including the ability to nominate and elect officers.

2. Corporate Sponsors:

- Businesses that financially sponsor Moto Recovery are recognized as corporate sponsors.
 - Corporate sponsors do not hold voting rights as entities.
 - However, each corporate sponsor may appoint up to **two individuals** as members. These appointed members have full voting and election privileges.
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Article IV – Board of Directors and Officers

1. Board Composition:

- The governing body shall include the **Executive Director, President, Secretary, and Treasurer.**
- Additional directors or officers may be established by resolution of the Board.

2. Executive Director:

- The Executive Director shall serve as the chief executive of the corporation.
- The Executive Director is responsible for daily operations, government compliance, and the execution of the nonprofit's mission.
- If legally permissible, the Executive Director may receive reasonable compensation based on a percentage of funds raised by the nonprofit, consistent with IRS rules for nonprofit executive compensation.

3. Officers:

- Officers shall include a President, Secretary, and Treasurer.
- Officers shall initially be appointed by the Executive Director.
- Each officer serves a **four-year term.**

4. Elections:

- Nominations for officer positions open in **August.**
- Elections shall be held in **November.**
- Newly elected officers assume their roles in **January.**
- If no nominations or elections occur, the Executive Director may:
 - a) Assume the vacant role(s), or
 - b) Appoint qualified individuals to the vacant role(s).

Article V – Duties of Officers

1. **President:** Chairs meetings, oversees Board activities, and represents Moto Recovery in public forums.

2. **Secretary:** Maintains records, prepares meeting minutes, and manages official correspondence.
 3. **Treasurer:** Oversees financial matters, prepares budgets, and ensures compliance with nonprofit accounting standards.
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Article VI – Meetings

1. An annual meeting of members shall be held to elect officers and review organizational progress.
 2. Special meetings may be called by the Executive Director, the President, or a majority of members.
 3. Notice of meetings must be provided to all members at least **14 days in advance**.
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Article VII – Committees

1. The Board may establish committees as necessary to carry out the mission, including but not limited to:
 - Safety & Education Committee
 - Scholarship Committee
 - Fundraising Committee
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Article VIII – Compensation and Conflict of Interest

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except as reasonable compensation for services rendered.
 2. The Executive Director and any compensated officer must disclose potential conflicts of interest, which will be addressed in accordance with nonprofit law and IRS guidelines.
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Article IX – Amendments

1. These bylaws may be amended by a **two-thirds (2/3) vote** of the voting members present at a duly called meeting.
 2. Proposed amendments must be submitted to the Secretary in writing at least **30 days before** the meeting.
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Article X – Dissolution

1. Upon dissolution of Moto Recovery, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to the federal government, or to a state or local government for a public purpose.
2. No assets shall be distributed to members, officers, or directors for personal benefit.