

**BYLAWS OF  
PIONEER CHAPTER RIDERS CLUB (PCRC) Revised – 28 Feb 2016  
ARTICLE I  
MEMBERSHIP**

1.01 Qualification. The regular members of this Club shall be individuals that are enthusiasts of or own and operate a motorcycle. No individual shall hold more than one membership in the Club. 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 Club. All members shall have an equal right to vote.

1.02 Regular Members. Regular members shall have all rights and privileges of membership. All members on record as of the effective date of these shall have all privileges of membership including the right to vote to amend either the Bylaws or Articles of Incorporation of this Corporation; the right to vote to elect or remove officers or directors; the right to vote to terminate the membership of a member; the right to be an elected officer or member of the Board of Directors.

1.03 Membership Fees and Dues. Members shall pay such dues as may be determined from time to time by the Board of Directors, subject to the right of the members to determine the dues at a membership meeting called for that purpose.

1.04 Membership Termination. Membership of any member may be terminated under the following circumstances:

- (a) By the Board of Directors after thirty (30) days written notice for failure to pay dues; or
- (b) Upon majority vote of the regular membership at a regular or special meeting, upon finding that the purposes, best interest or well being of the Club will be served by the termination. No member shall be terminated under this clause (b) until the member has been afforded a reasonable opportunity to be heard at a membership meeting.

1.05 Charter Members. Members in good standing on December 31, 2001 shall be known as Charter Members.

1.06 Meetings of Members.

- (a) Place of Meeting. Meetings of the membership shall be held at such place convenient to the membership as may be designated by the Club Director.
- (b) Regular Meetings. Regular meetings may be held at any time, whether or not a legal holiday, and may be called by the Club Director, or shall be called by him or her as directed by the Board of Directors. The members may transact such business as may properly come before them.

- (c) Notice of Meetings. It shall be the duty of the officer, assistant officer or committee chairperson appointed by the Club Director to give e-mail, oral, or mail written notice of each regular, or special meeting stating the purpose thereof, as well as the time and place where it is to be held, to each member of record, at the e-mail address, phone number(s), or address of the member as such information appears on the membership records of the Club at least ten (10) but not more than twenty (20) days prior to any such meeting.
- (d) Quorum. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, presence at any meeting, in person, of twenty percent (20%) of the members shall constitute a quorum.
- (e) Voting Rights. At each meeting of the membership, each member present shall have the right to cast one (1) vote on each question and never more than one (1) vote. There shall be no voting by proxies except for election of officers or directors, termination of membership, or amendments to these Bylaws or the Articles of Incorporation. No member may hold or exercise more than three (3) proxies or the proxies of five percent (5%) of the members entitled to vote on the issue, whichever is less. Proxies must be received by the Secretary no later than five (5) days before the meeting.
- (f) Conduct of Meetings. Meetings of the members shall be conducted in accordance with the Robert's Rules of Order, revised. The Club Director, if present or if not present the Assistant Club Director, shall preside over all meetings of the members. 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 officer of the meeting. The order of business at each regular meeting, and so far as possible, at special meetings of members, shall be:
- Call of roll;
  - Proof of notice or waivers and declaration of proxies;
  - Review and approval of minutes of previous meetings or action of members; Reports;
  - Unfinished business;
  - New business;
  - Open forum;
  - Adjournment.

## **ARTICLE II BOARD OF DIRECTORS**

2.01 Powers. The Board of Directors shall have only such powers as required by law or conferred upon the Board in the Articles of Incorporation or these Bylaws. The Board of Directors shall have the power to act as an executive committee between meetings of the membership.

2.02 Number. The number of directors of the club shall be three (3).

2.03 Qualification. The members of the Board of Directors shall be individuals that hold the three (3) elected officer positions.

2.04 Term of Office. Each director shall serve for a term of two (2) years and until a successor has been elected and is qualified or until removed by the members. The terms of the directors holding the offices shall be staggered from each other.

### **ARTICLE III OFFICERS**

3.01 Number and Qualification. The elected officers of this Club shall be a Club Director, Secretary, and Treasurer. Officers shall be members in good standing of the Club.

3.02 Club Director. The office of President of this corporation shall be known as the Club Director, who shall be responsible for the operations of the Club; shall have general active management of the business and affairs of the Club; shall, when present, preside over all meetings of the members and the Board of Directors; and shall, in general, perform all duties usually incident to the office of the President. The Club Director shall share responsibility for actively promoting the club, recruiting and maintaining the membership in the Club with the other Board of Directors members.

3.03 Assistant Club Director position eliminated 28Feb2016 by vote of the membership.

3.04 Secretary. The Secretary shall act as Secretary at all meetings of the members and the Board of Directors, unless some other person is appointed to act as Secretary; shall be responsible for maintaining or supervising the maintenance of this Club's records, including the Articles of Incorporation, these Bylaws, the minutes of all meetings of the members, the Board of Directors and the committees and the registry of the names and address of all members of the Club; and, in general, shall perform all duties usually incident to the office of Secretary. Also The Secretary shall, in the event of the absence or disability of the Club Director, succeed to the Club Director's powers and duties until the Club Director shall resume his or her duties or until the members elect a new Club Director. The Secretary shall give proper notice of meetings of the members, the Board of Directors and committees. The Secretary shall share responsibility for actively promoting the club, recruiting and maintaining the membership in the Club with the other Board of Directors members.

3.05 Treasurer. The Treasurer shall be the person who is from time to time the chief financial officer of this Club, who shall be supervised and directed by the Club Director of the Club; shall keep accurate accounts of all moneys of this Club received or disbursed; shall deposit all moneys, drafts and checks in the name of, and to the credit of the Club in such banks and such depositories as the Board of Directors shall from time to time designate; shall disburse the funds of this Club as ordered by the Board of Directors, making proper vouchers therefore; shall render to the Board of Directors and the Club Director, whenever requested, an account of all of his or her transactions as

Treasurer and of the financial condition of the Club; shall prepare, maintain or supervise the preparation and maintenance of all federal and state tax, financial and information returns, reports and records; and shall, in general, perform all duties usually incident to the office of Treasurer. The Treasurer shall share responsibility for actively promoting the club, recruiting and maintaining the membership in the Club with the other Board of Directors members.

3.06 Membership Chair position eliminated 28Feb2016 by vote of the membership.

3.07 Road Captain. The Road Captain shall be appointed by the Board of Directors and shall be responsible for on-the-road safety, maintaining all maps and road books for availability to the membership.

3.08 Sergeant at Arms. The Sergeant at Arms shall be appointed by the Club Director, and shall be responsible for maintaining order at meetings of members and all other Club events.

3.09 Assistant Officers. The Board of Directors shall have the power to appoint assistant secretaries or assistant treasurers and such other assistant officers who shall have such powers and shall perform such duties as may be delegated to them by the Board of Directors, but each shall be subordinate to the principal officer to which such assistant officer is designated to assist. In the absence of the principal officer, the respective assistant officer shall succeed to the powers and duties of the principal officer until such principal officer shall resume his or her duties or until a replacement, temporary or acting officer, is appointed by the Board of Directors.

3.10 Election and Term of Office. The members shall, at a regular or special meeting of the membership in March, biennially in each: (i) even numbered year, elect a Club Director and Secretary, (ii) odd numbered years, elect a Treasurer; (all herein "elected officers"). The newly elected officers will take office April 1 following the election. Each elected officer shall hold office for two (2) years and until his or her successor is duly elected and shall have qualified, or until his or her earlier death, disqualification, resignation or removal.

3.11 Nomination and Election. Nominations for each office up for election shall be delivered to the Secretary before or at the February meeting of the members. Members may only hold one (1) office. The Secretary shall e-mail or mail a list of the candidates to each member after the February meeting in each year. No nominations from the floor are allowed during the membership meeting for election of officers, unless the Secretary has posted no one as a nominee for that office. The member receiving the majority of 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.

## **ARTICLE IV COMMITTEES**

By resolution approved from time to time by the affirmative vote of members or the Board of Directors, the Club may establish committees for advisory purposes or having the powers of the Club to the extent provided in such resolution. Such committees may be standing committees and shall have the rights, powers, authority, duties and responsibilities determined by the resolution of the members or Board of Directors, but shall be subject at all time to direction and control of the Board of Directors and the membership. Committee members shall be natural persons and shall be members of the Club. The Board of Directors, with the direction and approval of the membership shall appoint committee members. These committees may include, but are not limited to: membership committee, ride committees, phone committee, events committee, photography committee, other special event committees, charity committee and awards committee.

#### **ARTICLE V DISCLAIMER**

Neither this Club nor its officers, directors, or members are in any way responsible or liable for personal/property damage during Club activities. All individuals and guests participate in activities at their own risk.

#### **ARTICLE VI DISSOLUTION**

This Club may be dissolved in accordance with law. Any assets remaining after payment of costs and expenses of the dissolution proceedings, payment of debts, obligations and liabilities of the Club shall be distributed to the Anamosa IA National Motorcycle Museum - 102 Chamber Drive, PO Box 405, Anamosa, IA 52205 - Phone: 319-462-3925 E-mail: [museum@nationalmcmuseum.org](mailto:museum@nationalmcmuseum.org) - to help establish and/or maintain or improve a Pioneer Chapter Riders Club and Excelsior-Henderson® motorcycle exhibit.