

ABATE OF COLORADO
BYLAWS
Revised May 21, 2016

ARTICLE I
Mission

1. ABATE of Colorado (hereinafter referred to as “ABATE” or the “Corporation”) is organized under the Colorado Nonprofit Corporation Act and shall conduct its Affairs in accordance with the provisions of said Act.
2. ABATE’s Mission Statement is: To preserve the freedom of the road; to unite motorcyclists in a brotherhood; to promote fair legislation, safety and rider education; and to provide a network for communication on issues affecting motorcyclists.
3. Our mission also includes working with other organizations to raise awareness through the promotion of motorcycling and motorcyclists; to assist those other organizations through fundraising.

ARTICLE II
Offices

1. The registered office and agent of the Corporation shall be within the State of Colorado at a location deemed best suited to the needs of the Corporation by the Board of Directors (hereinafter referred to as the “Board”). The business address (hereinafter referred to as the “State Office”) will be filed with the Secretary of State of the State of Colorado.
2. Auxiliary offices may be established within the State of Colorado if deemed by the Board to be in the best interests of the Corporation.

ARTICLE III
Membership

1. Any individual accepted into the Corporation shall be a member of the Corporation (hereinafter referred to as “Member”). Collectively, all Members shall constitute the membership (hereinafter referred to as “the Membership”).
2. Any individual who subscribes to the mission of ABATE shall be eligible to be a Member of the Corporation. At their sole option, any married couple or couple who has established a permanent relationship if not married, may apply for a couple membership and pay the required dues established by the Board. Each individual in the

couple membership shall be deemed a separate Member. A Membership shall be non-assessable, non-transferable and non-assignable.

3. Application to become a Member of the Corporation must be submitted to the State Office of the Corporation on a form approved by the Board. In addition to all other information deemed relevant by the Board, said form shall contain the address to which the form is to be sent and the amount of the first year's annual dues which applicant must submit with said application. Application to become a Member of the Corporation can also be submitted electronically through our website www.abateofcolo.org.
4. The State Office shall maintain a current roster of active members in the corporate files.
5. Each Member shall have the right to vote for each of the corporate officers provided for in Article VI; paragraph 1, hereinafter.
6. Each Member who is also a member of a District of the Corporation, as defined in Article IV, Paragraph 1, shall have the right to vote for his/her District Officers as defined and provided for in Article IV; paragraph 3, hereinafter.
7. Any Member who fails to pay his/her annual dues within thirty (30) days subsequent to the date such dues become due, as defined in Policy and Procedures, shall have his/her membership canceled.
8. Any Member electing to terminate his/her Membership in the Corporation may do so by submitting his/her written resignation to the State Office.
9. Upon having been made aware of allegations of possible gross and/or repeated violations of established Codes of Conduct of the Corporation, as defined in Article XI, violations of the law or violations of common standards of ethics by any active Member, the State Coordinator shall suspend said Member immediately and shall set a date for a hearing regarding said allegations. The State Coordinator shall send a letter with delivery confirmation to the accused Member stating the allegations and the time and place of hearing. The Member charged with such violations shall have the right to appear at such hearing to defend himself/herself against such allegations. After the presentation of all "arguments" regarding the allegations, whether or not the Member attends, if four-fifths (4/5ths) of the Board attending the hearing determine it to be in the best interests of the Corporation, the membership of the accused shall be immediately terminated. If, at a later date, the individual whose membership had been so terminated applies to become a Member, the granting of such membership requires approval by four-fifths (4/5ths) of the members of the Board.

ARTICLE IV
Districts

1. After considering: (i) population density; (ii) geographic proximities to existing districts; and (iii) the preferences of the Members, the Board shall establish boundaries for corporate districts throughout the State of Colorado (hereinafter referred to as "Districts"). Being mindful of the same considerations, the Board shall have the right to re-establish boundaries within Districts which have experienced significant demographic changes.
2. Any group of ten (10) or more Members of the Corporation may apply to the Board for authorization to establish a new District.
3. District Officers as defined herein shall consist of a District Representative, District Secretary, District Treasurer, and District Legislative Affairs Officer. At the sole option of the District membership, it may have such other officers or positions it deems necessary.
4. The District Representative shall be the Chief Executive Officer of the District and a member of the Board. He/She shall preside at all District meetings, oversee the activities of all other District Officers, and be a member of all District committees. In the absence of, or at the request of the District Representative, another elected District Officer shall fulfill the duties of the District Representative.
5. If the District Representative, or other elected District Officer, cannot attend a regular Board meeting, any member of the District may be temporarily appointed or elected at a prior regular District meeting to attend as representation for the District.
6. The District Secretary shall keep minutes of District meetings and maintain all of the District records except the financial records.
7. The District Treasurer shall maintain all financial records of the District, including a bank account for processing District funds. All disbursements of funds shall be made by check signed by two (2) officers of the District; the District Treasurer and one (1) other elected officer who cannot be related to the District Treasurer. He/She shall provide a copy of the District accounts to the State Treasurer monthly for review. It is imperative that all monetary transactions by the District be processed in a manner easily verifiable upon audit.
8. The District Legislative Affairs Officer shall be responsible for: (i) staying current on state and federal legislation affecting motorcycling; (ii) advising the District of such legislation; and (iii) taking actions recommended by the District.

9. Any elected District Officer may be removed at any time by a recall vote of the Members of his/her District.
10. ABATE is a non-profit organization. Districts shall not engage in any activity which results in financial gain to its individual members. Activities may be conducted which result in a monetary gain to the District, but those funds may only be applied to a furtherance of the Mission of ABATE.
11. If at any time the monetary balance in a District treasury exceeds fifteen hundred dollars (\$1,500.00), except as provided for in Article IV, paragraph 12, that District shall contribute the amounts in excess of fifteen hundred dollars (\$1,500.00) to the state treasury.
12. Districts that find the fifteen hundred dollar (\$1,500.00) limit on finances to be too low to operate effectively may present to the Board, at any regular or special meeting of the Board, an itemized budget for the upcoming year. Such budget must show just cause, in the furtherance of the Corporate Mission, as to why said District should be allowed to retain funds exceeding the fifteen hundred dollar (\$1,500.00) limit. Copies of this proposed budget shall be made available in advance to the Board and discussion on the proposed District budget shall be set for the next regularly scheduled board meeting. An affirmative vote of four-fifths (4/5ths) of the Board attending the meeting shall be required to approve said District's right to retain the additional funding. Any additional funds granted by the Board to said District, shall at any time be subject to review and/or revocation if the Board determines said funds are not being used as proposed. Such revocation shall require a four-fifths (4/5ths) vote of the Board attending a regular or special meeting. Any funds exceeding the fifteen hundred dollar (\$1,500.00) limit, which are revoked by such action shall be immediately withdrawn from the district account and deposited in the general membership account of the Corporation.

ARTICLE V Regions

1. After considering geographic proximity of existing Districts, the Board shall establish boundaries for Corporate regions throughout the State of Colorado (hereinafter referred to as "Regions"). The Board shall have the right to reestablish boundaries within Regions, which have experienced significant demographic changes.
2. Regions shall consist of two or more Districts.

ARTICLE VI
Corporate Officers

1. Corporate Officers shall be defined as follows:
 - a. State Coordinator
 - b. Regional Coordinators
 - c. State Recording Secretary
 - d. State Treasurer
 - e. State Legislative Affairs Officer

2. The State Coordinator shall be the Chief Executive Officer of the Corporation. He/She is subject to directives of the Board. He/She shall: (i) supervise/manage the business and affairs of the Corporation; (ii) preside at meetings of the Board; (iii) be a member of all committees; (iv) oversee the activities of all other Corporate Officers; (v) cause a written report of the affairs of the Corporation to be prepared at the completion of any Board meeting; and (vi) not have a vote on the Board except in the case of a tie.

3. If the Board is made aware of allegations of gross and/or repeated violations of established Codes of Conduct of the Corporation, violations of the law, common standards of ethics, or illegal or negligent business practices by the State Coordinator, he/she shall be immediately suspended by agreement of a majority of the Corporate Officers. The Corporate Officers shall then schedule a hearing before the Board regarding said allegations. A Corporate Officer shall send a letter with delivery confirmation to the accused State Coordinator stating the allegations and the time and place of hearing. The State Coordinator shall have the right to appear at such hearing to defend himself/herself against such allegations. After the presentation of all "arguments" regarding the allegations, whether or not the State Coordinator attends, if four-fifths (4/5ths) of the Board attending the hearing determine it to be in the best interests of the Corporation, the elected State Coordinator shall be terminated immediately.

4. The Regional Coordinators shall: (i) assist the State Coordinator; (ii) act as a liaison between the Districts within their Region; (iii) be a member of the Board; and (iv) oversee the activities of the District Representatives within the Region. The Regional Coordinators shall, in the absence of or at the request of, the State Coordinator, perform any or all duties required of the State Coordinator. Should the State Coordinator fail to, or be unavailable to, delegate specific authorities to a specific Regional Coordinator, the Regional Coordinators may resolve the matter between themselves. In the absence of agreement between the Regional Coordinators, the Board shall delegate specific authorities.

5. The State Recording Secretary shall: (i) keep the minutes of all regular and special Board meetings; (ii) handle all correspondence incident to the office of State Recording Secretary; (iii) supply a copy of the approved minutes of the meetings to the State Office for permanent record; (iv) be responsible for a tally of the votes at the annual election; (v) maintain a record of all Board resolutions on file at the State Office; and (vi) update the

Policy and Procedure Manual after each regular and special Board meeting and provide it to the State Office and the Board along with minutes of each meeting at the next regular Board meeting.

6. The State Treasurer shall: (i) be responsible for the Financial Records of the Corporation; (ii) receive monthly statements of account from the District Treasurers; (iii) report the status of those accounts to the Board at the bimonthly Board meetings; (iv) make sure Districts are complying with the Bylaws concerning finances; (v) make sure Districts change bank signature cards whenever the District Officers change; (vi) ensure bank accounts from dissolved Districts are closed; (vii) ensure the CPA has all the reports needed for tax purposes; (viii) prepare and review the budget; (ix) report to the Board as to when taxes are filed; and (x) cause to be prepared P&L, Balance Sheets and other financial documents as may be necessary for the Board.
7. The State Legislative Affairs Officer shall: (i) stay current on state and federal legislation affecting motorcycling; (ii) advise the Board and District Legislative Officers of such legislation; (iii) take actions recommended by the Board; (iv) initiate and attend meetings with legislators, politicians, and other interested parties and report on such meetings to the Board; and (v) organize lobbying and issue Legislative Alerts.

ARTICLE VII Board of Directors

1. All meetings of the Board shall be presided over by the State Coordinator. In his/her absence, by a Chairperson chosen by the Board attending the meeting.
2. Control of the Corporation is vested in the Board, which shall consist of the Corporate Officers and the District Representative from each District.
3. Regular meetings of the Board shall be held on the third Saturday of January, March, May, July, September, and November of each year.
4. Special meetings of the Board may be called by the State Coordinator or by a majority of the Board. Such meetings shall be held any place mutually agreed upon by the Board. Email voting may be done in lieu of special meetings. The motions voted on and all emailed votes must be kept and entered into the minutes at the next regular Board meeting for decisions to be considered of record.
5. Fifty one percent (51%) of the Board shall constitute a quorum for the transactions of the business of the Corporation.

- 6 Only those Members elected to the Board shall have the right to vote on issues coming before consideration. Every act done or decision made by a majority of the Board, unless stipulated as a different percentage, shall be deemed an act of the Corporation.
- 7 Each member of the Board shall serve until his/her term expires or until his/her successor is elected.
- 8 Any member of the Board may be removed for cause by an affirmative vote of four fifths (4/5ths) of the other members of the Board.
- 9 Vacancies on the Board, created by resignation, removal or death of an officer of the Corporation, shall be filled by any Member of the Corporation upon an affirmative vote of four-fifths (4/5ths) of the members of the Board. Any officer so appointed shall fulfill the duties of the vacated office until the next scheduled election.
- 10 If the District Representative or designated representative of any District fails to meet with the Board on two consecutive regularly scheduled meetings, the Board may refuse to recognize representation from that District until a new District Representative is elected.
- 11 The Board may, in its sole discretion and upon an affirmative vote of four-fifths (4/5ths) of the Board, appoint any Member of the Corporation as an assistant to any elected Corporate Officer.
- 12 Board members shall receive no compensation for their services, but may be allowed the actual and necessary expenses in attending Board meetings and in conducting other ABATE business. This reimbursement can come from the State Office or district treasury.
- 13 No Board member shall be permitted to be an employee of the Corporation in any capacity or for any reason; nor shall they be entitled to compensation for any activity done to generate income of any nature for the Corporation in pursuit of its Mission.
- 14 Any person appointed as an assistant to a Corporate Officer, shall bear the title of "Assistant" to that office and perform the duties of that office, at the direction and control of the elected officer. An appointed assistant attending a meeting in place of the elected officer has the right to vote in the elected officer's absence. Under no circumstances shall said assistant have authority to sign checks on behalf of the elected officer.

ARTICLE VIII
Elections

1. All elections for the Corporation shall occur in November. Regional Coordinators shall be elected for a 2-year term in even numbered years. The State Coordinator shall be elected for a 2 year term in odd numbered years. All other Corporate and District Officers shall be elected annually.
2. Approximately sixty (60) days prior to the annual elections, the District Secretary shall email the State Recording Secretary and the District Members who have provided email addresses, to provide notice of the time and place of a meeting at which nominations for office may be made. Any Member of the Corporation may become a candidate for any corporate or district office by either: (i) appearing at that meeting and placing his/her own name in nomination; (ii) having another Member appear at the meeting to place his/her name in nomination with written approval; or (iii) written proxy delivered to a Board member.
3. A list of the nominated candidates and their designated offices shall be emailed to the State Recording Secretary and the District's Members who have provided email addresses by the District Secretary approximately thirty (30) days prior to the annual election. Voting shall take place at the Member's respective November District meeting. Members must attend the November meeting to cast their vote. Members that cannot attend the November meeting will be allowed a proxy vote by mail. The proxy vote shall be postmarked and mailed to the District Representative no later than November 30th.
4. The District Secretary shall provide a ballot of the District candidates and positions, and eligible Corporate Officers as may be applicable. Members shall fill out the ballot and place in a ballot box.
5. The District Secretary shall be responsible for counting the votes. The District candidate receiving the largest number of votes for each elective office shall be the elected officer for the subsequent calendar year.
6. The tally of votes from each District for all Corporate Officers up for election shall be sent to the State Office for a count to determine the Corporate Officers. In the event there is a tie vote for an office, a run-off election between the tied candidates shall be immediately presented to the Membership for another vote. The District Secretary shall email or mail the results of the election to the State Office within forty eight (48) hours.
7. Results of the election shall be emailed to all Members who have provided email addresses.

ARTICLE IX
Finances

1. The Board may authorize events related to and sponsored by the Corporation, which may create revenue for the Corporation. No Members of the Corporation may benefit financially from such events. The Corporation shall use the funds realized from such events to conduct its business in accordance to ABATE's mission.
2. Unless authorized by the Board, no officer, agent, or employee shall have any power of authority to bind the Corporation to any contract, pledge its credit, or render it pecuniarily liable for any purpose or amount. In its discretion, the Board may authorize certain officers to periodically enter into certain types of agreements without specific Board approval for each agreement.
3. Disbursement of funds shall be made only by checks containing three (3) authorized signatures. At least one of the signatures shall be of an authorized Corporate Officer.
4. The corporate year shall extend from January 1 through December 31.
5. Electronic movement of funds between banks accounts shall be permitted by the Corporation. Electronic payment processing shall be limited to only where required by certain entities for payment.

ARTICLE X
Limitation of Liability

No Corporate Officer or Director of the Corporation shall be held personally liable for the debts and obligations of ABATE unless: (i) the Board member has breached or failed to perform the duties of his/her office; or (ii) the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

ARTICLE XI
Code of Conduct

The Board shall promulgate codes of conduct (hereinafter referred to as "Code of Conduct" or "Code") for members of the Corporation. A copy shall be available to every Member and each Member agrees to adhere to said Code. Further, each Member shall be responsible for conduct in conformity with the Code by his/her invited guests at ABATE functions. Failure to adhere to said Code by a Member and/or his/her invitees shall be grounds for disciplinary action or termination of the Member from the Corporation. In its discretion, the Board may amend the Code from time to time and shall advise the Members of any change or amendment.

ARTICLE XII
Bylaws

Any proposed changes to the Bylaws shall be in writing, presented at a regularly scheduled Board meeting, and shall require approval of four-fifths (4/5ths) of the Board attending the meeting.

ARTICLE XIII
Dissolution

Upon the dissolution of the Corporation and paying, or making provision for payments of, all liabilities of the Corporation, the Board shall dispose of all remaining assets by donation to any non-profit organization selected by four-fifths (4/5ths) of the Board attending the meeting.

ABATE OF COLORADO

CODE OF CONDUCT

1. ABATE of Colorado does not discriminate against any person because of their sex, color, motorcycle choice, or religious preference.
2. Only the Corporate Officers are authorized to make public statements regarding policies of ABATE. The State Coordinator may designate specific policy areas for specific officers, and the Board, in its discretion, may provide input to those officers on specific statements regarding particularly sensitive issues. All other Members, whose statements on ABATE policies are solicited by the media or other outsiders, shall refer the questioner to the designated Corporate Officers.
3. Districts and/or Members shall not use the name of ABATE of Colorado except as authorized by the Board and may not reproduce the official ABATE logo or insignia without authorization by the Board.
4. Districts may not have their own ABATE of Colorado personalized clothing, pins or patches without authorization by the Board. ABATE patches may be worn on the back of a jacket, shirt or blouse so long as it is not located in the center of that article of clothing and not used as rockers. The ABATE patch shall never be worn on any garment with any patch which would bring discredit to ABATE. The placement of a patch bearing a likeness to the flag of the United States of America should be governed by the deep respect of the Membership regarding that emblem.
5. A fine or other disciplinary action may be levied on any person discharging a firearm, lighting fireworks (unless provided by a professional company), or misusing knives or other dangerous objects at an ABATE function. In addition, the offending party will be requested to leave the function and may be subject to Membership termination.
6. Members and guests, while on an ABATE organized run, will observe and obey all posted speed limits on streets and highways. Also, while at an ABATE function on private property or any other property leased or authorized for that ABATE function, will operate their motor vehicle in a safe manner so as not to endanger other persons or property.
7. Always remember that the conduct of each Member has a very strong bearing upon the public's respect and esteem for ABATE and upon the personal pride of the Membership.

We, the undersigned members of the Board of Directors of ABATE of Colorado, do hereby accept the revisions to these BYLAWS and Code of Conduct this 18th day of July, 2015:

District 1

District 14

District 2

District 16

District 3

District 17

District 5

NE Regional Coordinator

District 7

Metro Regional Coordinator

District 10

SE Regional Coordinator

District 11

Mountain Regional Coordinator

District 13

Legislative Affairs Officer

State Treasurer

State Recording Secretary

State Coordinator