

**BY- LAWS
MERRIMACK VALLEY HOG CHAPTER INC.**

SECTION 1. NAME, PURPOSE, LOCATION AND FISCAL YEAR

- 1.1 **Name and Purposes.** The name of the corporation shall be MERRIMACK VALLEY HOG CHAPTER MA NH. The purpose of this corporation is to promote the sport of Harley-Davidson motorcycling.
- 1.2 **Location.** The principal office of the corporation shall initially be located at 220 Boston Road, P.O. Box 120, North Billerica, Massachusetts 01862. The officers may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the secretary of the commonwealth.
- 1.3 **Fiscal Year.** The fiscal year of the corporation shall, unless otherwise decided by the officers, end on January 31st.

SECTION 2. MEMBERS OF THE CHAPTER

- 2.1 **Tenure.** Tenure in the local chapter is for one year and is renewable annually. Members must be in good standing and current with H.O.G. National to qualify for membership with the local chapter.
- 2.2 **Annual Meeting.** The annual meeting shall be on the second Thursday in February.
- 2.3 **Special Meetings.** Special meetings of the membership may be held at any time and at any place within the United States. Special meetings of the membership may be called by the Director or by the officers, and shall be called by the Secretary, or in the case of the death, absence, incapacity or refusal of the Secretary, by any other officer upon written application of ten or more members.
- 2.4 **Quorum.** At any meeting of the membership, ten percent of the total membership shall constitute a quorum.
- 2.5 **Proxies.** Members may vote for the elections of officers, amendments, alterations, or repeals of by-laws either in person or by written proxy dated no more than seven days before the meeting named therein. Proxies must be requested from the Secretary in writing and must be witnessed to be valid.
- 2.6 **Membership Fees.** Membership fees shall be determined from time to time by the chapter officers.
- 2.7 **Action By Vote.** When a quorum is present at any monthly or special meeting called by the director, a majority vote shall decide any question, including election of officers, unless otherwise provided by law or the articles of these by-laws.

SECTION 3. CHAPTER OFFICERS

- 3.1 **Number and Qualification.** There shall be four elected officers of the corporation: director, assistant director, secretary, and treasurer.
- 3.2 **Appointments.** The director may at his or her discretion appoint additional officers.
- 3.3 **Tenure.** Each elected officer shall hold office for a period of one year or until his or her successor is elected and qualified, or until he or she sooner dies, resigns, is removed or becomes disqualified. Election of officers will take place in November and their term will commence on January 1st and end on December 31st the following year.
- 3.4 **Director.** The director shall preside at all meetings of the officers and members. The director shall appoint all chairmen of the standing committees and shall be an ex officio, a member of all committees with power to vote. The director shall have the authority to sign contracts on behalf of the corporation as may have been approved by the membership or its officers.
- 3.5 **Assistant Director.** The assistant director shall have such duties and powers as the director shall determine. The assistant director shall have and may exercise all of the powers and duties of the director during the absence of the director or in the event of his inability to act.
- 3.6 **Treasurer.** The treasurer shall be the chief financial officer and the chief accounting officer of the corporation. He or she shall be in charge of its financial affairs, funds, securities, and valuable papers and shall keep full and accurate records thereof. He or she shall have such other duties and powers as designated by the director. He or she shall also be in charge of its books of account and accounting records, and of its accounting procedures.
- 3.7 **Secretary.** The secretary shall record and maintain records of all proceedings of the members and officers in a book or series of books at his or her residence and shall have them open to the general membership at its monthly meeting. Such book or books shall also contain original or attested copies of by-laws and names of all members and officers and the address of each. If the secretary is absent from any meeting of members or officers, a temporary secretary chosen by the director shall exercise the duties of the secretary at the meeting. In the event that the secretary is not a resident of the state of Massachusetts, a resident agent shall be appointed by the director.
- 3.8 **Powers.** The affairs of the corporation shall be managed by the officers who shall have and may exercise all the powers of the corporation.
- 3.9 **Quorum.** At any meeting of the officers, three officers present and able to vote shall constitute a quorum.
- 3.10 **Action By Vote.** When a quorum is present at any monthly or special officers meeting called by the director a majority vote shall decide any question unless otherwise provided by law or the articles of these by-laws.
- 3.10.1 **Officers Meetings:** In the event of a tie vote among the four primary officers, any of the appointed chapter officers present (Ladies of Harley, Activities, Safety, Editor, and/or Historian) at the time of the tie vote will vote. If a tie still exists a representative of each point of view will have a joint meeting with the sponsoring dealership representative to reach a decision for the good of the chapter.
- 3.11 **Committees.** The director may elect or appoint one or more committees and may delegate to any such committee or committees any or all of his or her powers. Any committee to which the powers of the director are delegated shall be chaired by an officer of the corporation. Unless the director otherwise designates, committees shall conduct their affairs in the same manner as is provided in these by-laws for the officers. The members of any committee shall remain in office at the pleasure of the director.
- 3.12 **Suspension or Removal.** An officer may be suspended or removed (a) with or without cause by a two-thirds majority vote of a qualified members quorum, or (b) with cause by a majority vote of the elected officers. An officer may be removed with cause only after reasonable notice and opportunity to be heard.
- 3.13 **Resignation.** An officer may resign by delivering his written resignation to the director, assistant director, treasurer or secretary of the corporation, or to a meeting of the members. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.
- 3.14 **Vacancies.** If the office of any officer becomes vacant, the director shall appoint a successor until an election can be held. Each such successor shall hold office for the unexpired term or in each case until he or she sooner dies, resigns, is removed or becomes disqualified.
- 3.15 **Officers Meetings.** Regular meeting of the officers may be held at such places and at such times as the officers may determine.
- 3.16 **Special Meetings.** Special meetings of the officers may be held at any time and at any place when called by the director or by two or more officers.
- 3.17 **Officers Patch.** Any officer either elected or appointed shall have the option of wearing said officers patch. If this officer resigns or is voted out of office in an officer election he/she shall be provided with either one "PAST OFFICER" patch or one "PAST DIRECTOR" patch (as applicable) by the chapter. The "PAST OFFICER" or "PAST DIRECTOR" patch may be sewn on to an article of clothing in place of the previously provided officer's patch. Under no circumstances shall a prior officer continue to exhibit a patch for a previously held officer's position for more than thirty-one (31) days after leaving office. This also applies to any position that a patch has been created for, i.e. road captain, membership committee, etc. Upon an unfavorable dismissal of any chapter officer, he/she will be required to return their officer patch which was provided to them at no cost by the chapter. Any additional officer patches he/she may have purchased will be bought back by the chapter at their original cost.

SECTION 4. EXECUTION OF PAPERS

- 4.1 Except as the membership may generally or in particular cases authorize the execution thereof, in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted or endorsed by the corporation shall be signed by the treasurer and one other officer in the following order of precedence: Director, Assistant Director, Secretary.

SECTION 5. PERSONAL LIABILITY

- 5.1 The members or officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with or having any claim against the corporation, may look only to the funds and property of the corporation for payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

SECTION 6. INDEMNIFICATION OF OFFICERS

- 6.1 The corporation shall indemnify each of the corporation officers, trustees, and other agents of the corporation and persons who serve at its request against all expenses and liabilities which he or she has reasonably incurred in conjunction with or arising out of any actual or threatened action, suit, or proceeding in which he or she may be involved by reason of his or her being or having been an officer, trustee, or agent of another corporation at the time of incurring such expenses or liabilities. Such expenses and liabilities to include but not limited to judgments, court costs, attorney's fees, and the cost of reasonable settlements provided no such indemnification shall be made in relation to matters as to which such officer, trustee, or agent shall be finally adjudged in any such action, suit or proceeding not to have acted in good faith and a reasonable belief that his or her action was in the best interest of the corporation. In the event that a settlement or compromise of such action suit, or proceeding is effected, indemnification may be had but only if the officers shall have been furnished with an option of counsel for the corporation to the effect that such settlement or compromise is in the best interest of the corporation and that such officer, trustee, or other agent of the corporation does appear to have acted in good faith and the reasonable belief that his action was in the best interests of the corporation, and if the officers shall have adopted a resolution approving such settlement or compromise.

SECTION 7. AMENDMENTS

- 7.1 These by-laws may be altered, amended or repealed in whole or in part by a two-thirds majority vote of a qualified members quorum at a monthly membership meeting. Proposed changes must be given in writing to a member of the by-law committee for clarification. The proposed change must be handed out and read at a general membership meeting and published in the monthly newsletter two months prior to a vote by the membership. All proposed changes will be open for general discussion at the monthly meeting one month prior to its vote.

ACCEPTED - 11 October, 1990
AMENDED - 14 March, 1991
AMENDED - 10 December, 1992
AMENDED - 11 August, 1994
AMENDED - 12 September, 1996

Amended - 14 September, 2000