

By-Laws for Women On Wheels®, Inc.
(a 501(c)(7) non-profit social organization)

Article I. General

Section 1. Name

- 1.1 The name of this corporation shall be "Women On Wheels, Inc." which, in these bylaws, may be referred to as WOW.
- 1.2 The name of the operating organization shall be Women On Wheels® which, in these bylaws, may be referred to as WOW.

Section 2. Purpose

Mission Statement

To unite all women motorcycle enthusiasts for recreation, education, mutual support, recognition, and to promote a positive image of motorcycling.

Section 3. Publications of WOW

- 3.1 The official publication of WOW shall be *Women On Wheels®*. *Women On Wheels®* shall be published on a bi-monthly basis, and shall be the primary means of communicating information regarding WOW to the members.
- 3.2 *Women On Wheels®* shall be sent to all full members, except as otherwise provided in these by-laws.
- 3.3 The Board of Trustees ("Board") may establish other publications, as deemed appropriate. The Board has the sole authority to authorize WOW publications.

Section 4. Remuneration

No member of the Board of Trustees may receive remuneration of any kind for services to WOW, in the capacity of a Board of Trustees member, except as provided in Section 5.

Section 5. Reimbursement

Members of the Board of Trustees, members of WOW, employees of WOW, and other individuals may be reimbursed for out-of-pocket expenses incurred in providing services for the benefit of WOW, or when contracted by WOW, provided such services and expenses are authorized by the Board of Trustees and are in accordance with any policies and procedures that may be established by the Board.

Section 6. Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern WOW in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that WOW may adopt.

Section 7. Indemnification

The corporation will have the power to indemnify and hold harmless any trustee, officer, or employee from any suit, damage, claim, judgment, or liability arising out of, or asserted to arise out of, conduct of such person in her capacity as a trustee, officer, or employee (except in cases involving willful misconduct). The corporation will have the power to purchase or procure insurance for such purposes.

Article II. Member

Section 1. Full Membership.

Said membership is open to any woman who supports the purposes of the organization, completes the membership application and pays the

dues established by the Board in a timely manner. Only full members in good standing shall have voting privileges in national, state or chapter business.

Section 2. Support Membership.

Said membership is open to those persons who support the purposes of the organization, when sponsored by a full member in good standing.

Section 3. Child Membership.

Said membership is open to all children under the age of 16, when sponsored by a full member in good standing. A Child Membership can be converted to Full or Support Membership at age 16.

Section 4. Other Memberships.

Memberships, other than those specifically included in these bylaws may be established, and dues assessed, by the Board of Trustees from time to time.

Section 5. Dues

The Board of Trustees shall establish the rate of dues for each class of membership from time to time.

Section 6. Suspension and Termination of Membership

6.1 A membership may be suspended for a term of six months as a result of the Application and Enforcement of the Code of Conduct. During the suspension term, the member shall be ineligible to be a candidate for election to, or participate in, any chapter office or to the Board of Trustees. At the end of the suspension term, membership is reinstated. If membership expires during the suspension term, the member will have to reapply. If membership is granted, the membership number will be reinstated.

6.2 A membership shall be automatically terminated when the payment of dues falls in arrears by three months. Following termination, a full member shall not receive the WOW Magazine under Article I, Section 3.2; shall have no voting rights under Article II, Section 8.1; shall be ineligible to be a candidate for election to any chapter office or to the Board of Trustees and shall not be allowed to participate as an officer or board member. A member's join date shall be adjusted to reflect the period of inactivity if said member renews after termination.

6.3 A membership may be terminated by a two-thirds vote of the Board of Trustees if such membership would be contrary or detrimental to the purposes of WOW or if a member does not satisfy the requirements for membership or as a result of the Application and Enforcement of the Code of Conduct. Such termination may only occur after the member is notified of the proposed termination of membership and is provided an opportunity to rebut the proposed termination.

6.4 Any person whose membership is terminated under this section, and who desires membership in WOW, must apply for membership as a new member and, if membership is granted, shall be assigned a new membership number. Any person whose membership is terminated shall have the application for membership approved by two-thirds vote of the Board before membership is granted.

Section 7. Refusal of Membership

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Any person whose membership in WOW would be contrary or detrimental to the purposes of the organization may be refused membership by two-thirds vote of the Board of Trustees.

Section 8. Powers and Privileges of Full Membership

In addition to any provisions elsewhere in these bylaws, all full members of the organization shall have the powers and privileges enumerated in this section.

- 8.1 Voting. Full members shall be eligible to vote in the annual elections as provided in Article V regarding elections.
- 8.2 Members shall be entitled to express their views on issues regarding the organization to members of the Board of Trustees, to attend regular meetings of the Board, and to attend special meetings of the Board provided such special meetings are not conducted by conference telephone call or meetings that are held in Executive Session.

Article III. Chartered Chapter

Section 1. Formation.

A local contingency of WOW members who are interested in furthering the purposes of WOW may apply for a chapter charter. Activities of each chartered chapter in good standing shall be deemed to be activities of WOW. To be eligible to obtain a charter, such chapter must have at least 10 members who are full members, or a minimum of 7 full members and 3 support members. Each chapter can establish chapter offices, at a minimum Chapter Director and Treasurer must be elected by majority vote of the chapter. Additional chapter offices may be created as deemed necessary. All officers must be full members.

Section 2. Disaffiliation.

- 2.1 The Board of Trustees may withdraw the chapter's charter when such chapter has fewer than two full members.
- 2.2 A two-thirds vote of the Board of Trustees is required for chapter disaffiliation for conduct not in accordance with the organization's Mission Statement or the Code of Conduct.
- 2.3 A chapter's charter may be withdrawn by the Board of Trustees when a chapter has not paid the annual chapter charter renewal fee.

Article IV. Board of Trustees

Section 1. Members

The Board of Trustees shall have nine members who shall elect the following Board officers: President, Vice-President, Treasurer, and Secretary. All members of the Board shall be full members of WOW.

Section 2. Election, Term of Office and Term Limits

- 2.1 The members of the Board of Trustees shall be elected by full members of WOW annually as provided in Article V, and shall serve for a term of three years. The term of office shall begin at the January Board of Trustees meeting following the election. No individual full member may serve as a member of the Board for more than two consecutive full terms of office, although an individual full member may serve an unlimited number of terms of office. A Board member may not hold a State or Chapter office while serving on the Board of Trustees.
- 2.2 If a Board member resigns, they must wait one full term before reapplying for a seat on the Board.

Section 3. Powers and Duties

The Board of Trustees shall be the governing body of WOW, and, as such, shall exercise all powers and perform all duties as required in these by-laws and as detailed in the Policies, Procedures and Programs.

Section 4. Meetings

4.1 Regular Meetings

The governance and management of this corporation's affairs shall be conducted during regular meetings. The Board of Trustees shall hold regular meetings at such times and places as the Board shall determine, but shall hold one regular meeting at the annual Women On Wheels® International Ride-In, if such Ride-In is held. Written notice of a regular meeting shall be sent to each member of the Board of Trustees not less than thirty days prior to the meeting. For the information of the general membership, the secretary shall cause to be published a notice of a regular meeting in the WOW Magazine in an issue not less than thirty days prior to such meeting. Failure to publish such notice shall not invalidate action taken at such meeting.

4.2 Special Meetings

The President or any four Trustees may call a special meeting of the Board of Trustees. The purpose of the meeting shall be stated in the notice. Except in cases of emergency, written notice of a special meeting shall be sent to all Trustees and to the WOW Magazine not less than thirty days prior to such meeting. Failure to publish such notice shall not invalidate action taken at such meeting. Special meetings may be called and conducted by use of current technology.

4.3 Quorum

Five Trustees shall constitute a quorum of the Board of Trustees for the transaction of business at any meeting.

Section 5. Vacancies

In the event of a vacancy in the position of an officer or member of the Board of Trustees except the President, the President shall appoint, subject to a majority vote of the Board of Trustees, a full member to fill the unexpired term.

Section 6. Removal From Office

- 6.1 Whenever the interests of WOW shall best be served, an officer or member of the Board of Trustees may be removed by a two-thirds vote of the remaining members of the Board.
- 6.2 If a board member is removed from the board, she is prohibited from serving on the board again.

Section 7. President

The President shall be the chair of the Board of Trustees, shall appoint all committees with the advice and consent of the other members of the Board, and shall perform such other duties as the Board may assign. The President shall serve a one-year term or until the next officer election, not to exceed three consecutive years.

Section 8. Vice President

The Vice President shall execute the powers and duties of the President during the absence or incapacity of the President, shall assume the presidency in case of vacancy in the presidency, and

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shall perform such other duties as the Board of Trustees may assign. The Vice President shall serve a one-year term or until the next officer election.

Section 9. Secretary

The Secretary shall be responsible for keeping the minutes of all meetings of the Board of Trustees, communicating all board matters to *Women On Wheels®*, and handling such other correspondence and duties as the Board may assign. The Board of Trustees, at its discretion, may elect an assistant secretary, not necessarily a member of the Board of Trustees, who will perform the duties and assume the responsibilities of the Secretary as set forth above under the general direction of the Secretary or the President. The Secretary shall serve a one-year term or until the next officer election.

Section 10. Treasurer

The Treasurer shall be the chief financial officer of Women On Wheels®, Inc. and shall exercise those duties customarily assumed in that office, including the preparation of financial reports and other duties as the Board of Trustees may assign. The Treasurer will keep full and accurate account of all receipts and disbursements of the corporation in books belonging to the corporation, which will be open at all times to the inspection of the Board of Trustees. The Treasurer shall cause to be published in *Women On Wheels®* an annual report of the financial status of Women On Wheels®, Inc. at the end of each fiscal year. The Treasurer shall serve a one-year term or until the next officer election.

Women On Wheels® checks and negotiable instruments and electronic fund transfers shall be initiated by one authorized signer for transactions less than \$1,000.

All Women On Wheels® checks and negotiable instruments and electronic fund transfers \$1,000 and greater shall be signed by any two of the following: the President, the Vice-President, the Secretary, the Treasurer, or their authorized agents approved by the Board of Trustees.

All expenditures, except usual and customary, must have prior approval from the full Executive Committee.

Section 11. The Board of Trustees will have the following standing committees:

Executive Committee. This committee will be chaired by the President of the Board of Trustees and will consist of all other officers of the Board. This committee will serve as the central planning group for the organization and as an advisory group to the Board of Trustees. It also will have full authority to act for the board in managing the affairs of the corporation during the intervals between meetings of the board.

Budget and Finance. This committee will be chaired by the Treasurer and will consist of the President and 2 full members appointed by the President. This committee will oversee and monitor the fiscal operations of the organization, develop an annual budget for recommendation by the Board, and develop and assist in the implementation of a funding strategy for the corporation, publish financial information annually and when requested by the Board of Trustees.

The President may appoint such other committees and/or individuals as deemed necessary to further the objectives of the organization and its members. Such committee members or individuals need not be Trustees however each committee must submit reports to a Board of Trustee liaison.

Article V. Elections

Section 1. General

There shall be an annual election to elect the members of the Board of Trustees whose terms of office expire in that year. Each full member of Women On Wheels® shall be eligible to vote in the annual election, except as otherwise provided in these bylaws. The Secretary shall cause to be printed in the WOW magazine, in the January/February issue preceding the annual election, a notice of the upcoming election. Such notice shall contain an explanation of the election and nomination process, the eligibility requirements to be a member of the Board of Trustees and the election timetable as detailed in the Policies, Procedures and Programs.

Section 2. Nominating Committee

The President shall appoint a chair to head the nominating committee consisting of full members. There are no restrictions on the office any member of the nominating committee may hold. No member who is seeking nomination shall serve on the nominating committee. No more than two members of the nominating committee may be residents of the same state or province, and the chair shall strive to provide a wide geographical representation on this committee.

Section 3. Election Committee

The President shall appoint an election committee chair to receive the ballots cast in the annual election, count the ballots, certify the results of the election, report the results to the President and the Secretary, and comply with the bylaws. This committee shall be composed of not less than two full members of Women On Wheels® who are not candidates in the annual election. Each member voting in such election shall return the ballot directly to the WOW office. The election committee shall be instructed by the Board of Trustees on how to validate each ballot without violating the anonymity of any voter. The election committee shall count the votes cast for each candidate, but shall not, in any instance, record how any member voted, nor discuss how any member voted with any person not a member of the election committee.

Article VI. Amendment of Bylaws

Section 1. By the Board of Trustees

These bylaws may be amended or revised at any regular or special meeting of the Board of Trustees by a two-thirds vote of the full Board of Trustees. Written notice regarding the proposed amendment(s) or revision(s) must be provided to the general membership not less than 30 days prior to the meeting at which the vote is to be taken.

Article VII. Dissolution

Upon the dissolution of the organization and after the payment or the provision for payment of all the liabilities of the organization, the Board will dispose of all of the assets of the corporation exclusively for the purposes of the corporation or to other organizations that are then qualified as tax-exempt "charitable" organizations under section 501(c)(3) of the Internal Revenue code. Any assets not so disposed of will be disposed of by a court of jurisdiction in the state in which the principal office of the corporation is located.

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