

**CONSTITUTION
OF
LAKE SUPERIOR RIDERS INC.®
(A Nonprofit Organization)**

Effective Date: August 28, 2005
Authorized By: ElizabethCurrier

ARTICLE I: NAME

The name of the Corporation is Lake Superior Riders Incorporated (the “Corporation”).

ARTICLE II: OFFICERS**Section 2.01 Registered Office and Agent**

The Corporation’s initial registered office is 576 Northland Road, Sault Ste. Marie, Ontario, P6C 3P2, and the name of the initial registered agent is Elizabeth Currier.

Section 2.02 Other Offices

The Corporation may also have offices or Chapters at such other places as the Board of Directors may determine from time to time or the affairs of the Corporation may require.

ARTICLE III: PURPOSES**Section 3.01 Purposes**

The Corporation is organized and will be operated for the following purposes:

1. to create positive public awareness of motorcyclists
2. to educate members in safe motorcycling practices
3. to assist members (and their families) whenever possible
4. to participate in fund raising events for organizations that have similar interests as Lake Superior Riders Inc.
5. to promote safe and fun motorcycle riding events/outings.
(refer to Lake Superior Riders Mission Statement)

Section 3.02 Enabling Clause

The Corporation may, within limits of applicable law, do all things necessary or desirable for the attainment of its stated purposes, and for all purposes incident to or resulting from such stated purposes.

Section 3.03 Tax Status

It is intended that the Corporation shall be exempt from Federal income tax as an organization. This Constitution and the Articles of Incorporation of the Corporation shall be construed accordingly, and all rights, powers and activities of the Corporation shall be limited accordingly.

ARTICLE IV: POLICY

Section 4.01 General

The Corporation is not organized for profit and shall not engage in any regular business of any kind carried on for profit.

Section 4.02 Increment

No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. (examples: gas/mileage, advertising, rentals etc.)

Section 4.03 Limitation on Activities

Notwithstanding any other provision of these Constitution or the Articles of Incorporation of the Corporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax.

ARTICLE V: DURATION OF THE CORPORATION

Section 5.01: Duration

The Corporation shall have perpetual existence, but may be dissolved at any time in accordance with applicable law.

ARTICLE VI: MEMBERS

Section 6.01: Membership

The Corporation shall have two classes of membership: Regular members and Junior members. Regular members shall be entitled to vote, to hold office as an officer or director of the Corporation, and to chair committees of the Corporation. Junior members shall have no such rights or privileges. Any person who purchases a membership prior to December 31, 2005 shall be a charter* member.

Section 6.02: Eligibility for Membership

Regular members shall be any person age sixteen (16) or older who wish to further the express purposes of the Corporation. Junior members shall be individuals under the age of sixteen (16) who wish to further the express purposes of the Corporation. At the next renewal date following the sixteenth (16th) birthday, a junior member will be considered a regular member and shall pay dues as a regular member. Membership dues must be paid by the third meeting attended.

Section 6.03: ADMISSION

Members shall be admitted, or denied admission with just written cause, at the discretion of the Board of Directors in such manner and upon making such application as the Board may from time to time provide. All applications will be reviewed by a membership committee and approved by the majority of the executive board.

* member of the original (first) established organization

ARTICLE VI: MEMBERS (continued)

Section 6.03: Termination of Membership

- (I) Death of the member
- (II) Voluntary resignation
- (III) By majority vote of the membership
- (IV) Failure to pay membership fees and dues as may be fixed by the Corporation from time to time
- (V) Failure to conform to, and comply with the Constitution and other rules of the Corporation now or hereinafter in effect.

Section 6.04a: Return of items that belong to this organization

At termination, any items that belong to this organization will be returned in a timely manner. If they are not, first a phone call will be made to the individual. Then a registered letter will be sent to the last known address of the individual. If there is still no response to the return of these items, legal proceedings will begin and not only will the items be requested to be returned (or a monetary value of such), but a request for all costs incurred to recover said items will be requested through the court system.

Section 6.04b: Rebuttal to removal

Any member that has been asked to remove him or herself from the organization must have the ability or right to meet with his or her accuser(s) and be allowed to present his or her case in his or her defense.

Section 6.05: Dues

The Corporation may determine and establish dues for membership in the corporation.

Section 6.06: Membership Privileges

Members shall be entitled to such privileges, benefits and publications as may be authorized from time to time by the membership.

ARTICLE VII: CHAPTER BOARD OF DIRECTORS (EXECUTIVE COMMITTEE)

Section 7.01: Chapter Name

The Sault Ste. Marie and Algoma District Lake Superior Riders will be known hereafter as Lake Superior Riders, Chapter 1.

Section 7.02: General

The property, affairs, and business of the Chapter shall be vested in an Executive Committee, referred to as the Board of Directors in these articles.

ARTICLE VII: CHAPTER BOARD OF DIRECTORS (EXECUTIVE COMMITTEE) (continued)

Section 7.03: Number of Directors

The Board of Directors, also known as the Executive Committee, shall consist of: (a) President, (b) Vice President, (c) Secretary, (d) Treasurer, and (e) a minimum of one Board Member at Large for the Chapter, who will serve as the Membership Committee Chairperson

Section 7.04: Election of Directors

The Board of Directors of the Chapter shall be elected by a vote at an annual meeting in January of each year. Each director must be a regular member of the Chapter in good standing. Each member seeking election to a position within the chapter shall only be a candidate for one elected position. If nominated for more than one position he or she will have to decide which one of the positions he/she desires. This decision must be made before the voting begins.

Section 7.05: Term

Each member of the Board of Directors shall hold office for a term of two (2) years, and until their successor has been elected and qualified, or until their death, resignation or removal. A member of the Board of Directors may succeed himself or herself any number of times.

Section 7.05a: Modification of Election of Officers

There will only be half of the board elected each year, thereby keeping some stability to the organization, with little or no possibility of overthrows within the organization. During the first election, the first half of the board, as determined by the Board of Directors, will serve the normal 2-year term. The second half of the board will serve only a 1-year term. After that, every election should be on one schedule.

Section 7.06: Resignation

A director from the Board of Directors may resign at any time by giving written notice to the President of the Chapter. In the case of the President requesting to resign, that request must be presented to the entire Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, then upon receipt of the resignation. Unexcused absence as determined by the President and board members of the Chapter from three (3) consecutive meetings of the Board of Directors is considered a resignation.

Section 7.07: Removal

A member serving on the Chapter Board of Directors of this Corporation may be removed from office with adequate justification in writing. Upon receipt of petition for removal signed by a 2/3 majority of the Chapter membership, the Board shall set an inquiry date within ninety (90) days of receipt of the petition. The member in question shall have the right to be present and to present his/her defense at the inquiry. The Board of Directors shall require a majority vote for removal of the officer in question.

ARTICLE VII: CHAPTER BOARD OF DIRECTORS (continued)**Section 7.08: Vacancies**

In the event of any vacancy in an office of the Chapter through death, resignation, removal or other cause, the President of the chapter shall appoint a successor officer. In the event the office of the President becomes vacant, the Vice-President shall assume the office of the President. The appointment shall not exceed a ninety (90) day interim period, at which time there will be a special election to fill the remainder of the term of the office that was vacated.

Section 7.09: Duties of the Chapter Board of Directors

The officers within the Chapter shall have such authority and shall perform such duties as are customarily incident to their respective offices and such other further duties as prescribed in this Constitution. Specifically:

1. **President:** The President shall supervise and control all of the business of the chapter in accordance with policies and directives approved by the membership. The President shall preside at all meetings of the members and the Board, and shall appoint chairpersons of committees, except the Chairperson of the Nominating Committee. The President shall not vote on any issues except when his/her vote is required to break a tie. The only exception to this is during elections when he/she shall be entitled to vote for the candidate(s) of his/her choice. At monthly meetings the President will give a President's Report on the preceding month's activities.
2. **Vice-President:** In the absence of the President or in the event of his/her inability or refusal to act, the Vice-President shall perform the duties of the President, and, when so acting, shall have all of the powers of and be subject to all of the restrictions upon the President. The Vice-President shall perform such other duties and have such other powers as the President or membership may from time to time prescribe.
3. **Secretary:** The Secretary shall be responsible for preparing and maintaining custody of minutes of the meetings of the Board of Directors and for any regular meetings in one or more books provided for that purpose. He/she shall give, or cause to be given, all notices that are required by this Constitution or applicable law. The Secretary shall keep all correspondence and communications that apply to his/her Chapter. At monthly meetings the Secretary will give a report on the minutes of the previous monthly meeting.
4. **Treasurer:** The Treasurer shall have custody of, and be responsible for, all funds and securities of the Chapter. He/she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Chapter. He/she shall deposit all monies and valuable property of the chapter in the name of and to the credit of the chapter in such banks or depositories as the membership may designate. Whenever required by the membership, the

ARTICLE VII: CHAPTER BOARD OF DIRECTORS (continued)

Treasurer shall render a statement of accounts. He/she shall at all times exhibit the books and accounts to any officer, director or member of the chapter. At monthly meetings the Treasurer will give a report on the financial status of the Chapter as of the last monthly Chapter meeting.

5. **Membership Committee Chairperson:** The Membership Committee Chairperson shall be responsible for the distribution and completion of membership applications. He/she shall forward the monies for and copies of such applications to the Treasurer. He/she shall keep, or cause to be kept complete and accurate records of memberships applications. He/she shall also be responsible for the distribution of membership crests to members in good standing. The Membership Committee chairperson will give a report on the status of chapter membership as of the last monthly Chapter meeting.

Section 7.10: Regular Meetings

The Board of Directors (Executive committee) shall conduct a meeting of the Board at least once every three (3) months.

Section 7.11: Special Meetings

Special meetings of the Board of Directors may be called at any time by the President of the Chapter or by a majority of the Board of Directors of the Chapter. Special meetings shall be held at the place and time designated by the President of the Chapter.

Section 7.12: Quorum

At all meetings of the Board of Directors, a simple majority of the number of directors then in office shall constitute a quorum for the transaction of business. The acts of the majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, unless otherwise specified in this Constitution.

Section 7.13: Records and Reports

The Board of Directors shall cause to be kept a complete record of all its acts and proceedings for an indefinite period of time.

ARTICLE VIII: MEMBERSHIP MEETINGS

Section 8.01: Regular Meetings

Regular meetings of the chapter shall be held on such date as shall be determined by the members of the Chapter on at least a monthly basis.

Section 8.02: Annual Meeting

The annual meeting of the members of the chapter shall be held in January of each year at a time and place to be determined by the membership for the purpose of electing

ARTICLE VIII: MEMBERSHIP MEETINGS (continued)

officers , each for a two (2) year term, with the exception of the first year of operation as stated in Section 7.05a.

Section 8.03: Special Meetings

Special meetings of the members may be called at any time by the President of the Chapter, and shall be called by the President or Secretary at the written request of a majority of the Board of Directors or of the regular members in good standing.

Section 8.04: Quorum

The presence in person of 30 percent (30%) of the regular members entitled to vote at any meeting shall constitute a quorum for the transaction of any business.

Section 8.05: Voting

Each regular member shall be entitled to one (1) vote on all business submitted to the membership for a vote. Votes must be cast in person in a manner designated by the Board of Directors. Except as otherwise provided in this Constitution, the vote of a majority of the members present and entitled to vote on a matter at a meeting at which a quorum for the transaction of business is present, shall be necessary for the adoption thereof.

ARTICLE IX: INDEMNIFICATION**Section 9.01: Rights of Indemnification**

The Corporation shall indemnify to the fullest extent permitted by law any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than action by or in the right of the Corporation) by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation, or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other action, suit, or proceeding to be liable for negligence or misconduct in the performance of such duty. No payment shall be made under this article, however, if it would cause the Corporation to lose its tax-exempt status.

Section 9.02: Insurance

To the extent permitted by law, the Corporation may purchase and maintain bonding insurance for directors and officers and other relevant liability insurance on behalf of any director or officer or former director or officer of the Corporation, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit. The Corporation may reimburse the same for reasonable expenses incurred for the purchase and maintenance of such insurance.

ARTICLE X: MISCELLANEOUS

Section 10.01: Fiscal Year

The fiscal year of the Corporation shall commence on the first day of January and end on the last day of December each year.

Section 10.02: Alcohol and Illegal Substance Policy

There will be no excessive alcohol consumption to the point of intoxication and no illegal substance use during any business meetings of the Corporation or Chapter. This policy shall extend to official functions of the Corporation (i.e. educational programs, attendance at events/functions etc). The presiding officer(s) at the business meeting or official event shall ask anyone attending to leave, if he/she shows signs of violating this/these policies.

Not included in this policy are social functions of the Corporation (i.e. picnics, events, rallies etc.). In the event that the corporation is coordinating a fund-raising event, alcohol sales may be provided by a separate business entity (i.e. bar, restaurant etc.). This business entity shall provide a copy of an insurance certificate releasing the Corporation of any and all liabilities involved in the sale or consumption of alcohol.

Any member that brings discredit to the organization by committing an illegal, immoral, or otherwise reprehensible act while wearing organization identification will be subject to disciplinary action as deemed appropriate by the Board of Directors of the Corporation.

Section 10.03: Roberts Rules of Order

Other than herein stated, all meetings of the Corporation will be conducted using the rules contained in the current edition of Roberts Rules of Order, Newly Revised. There will be at least one parliamentarian present at each meeting, whether it's a general membership meeting or a Board meeting.

Section 10.04: Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively to an organization or organizations exempt from income tax. Such organization (s) shall be determined by a Board or membership vote.

Section 10.05: Severability

To the extent that any provision(s) of this constitution shall be determined by a court of competent jurisdiction to be in violation of any statute, rule of law, government regulation or decree, such provision(s) shall be void and of no effect to the extent, and only to the extent, of such determination. The remainder of the provisions in this constitution shall survive and continue in full force and with full effect.

ARTICLE X: MISCELLANEOUS (continued)**Section 10.06: Effective Date**

This Constitution shall be effective upon confirmation by the membership of the Corporation.

Section 10.07: Amendment of Constitution

Notice of a proposed change to this Constitution will be mailed to all regular members at least thirty (30) days prior to a regular meeting. Notices presented for postal delivery shall be considered delivered. This Constitution may be altered, amended, or new provisions added thereto, by the affirmative vote of 2/3 of the membership present and eligible to vote at the annual meeting. Proposed amendments to the Constitution will be presented in writing by the Board of Directors or any regular member in good standing at the annual meeting.

