

BYLAWS OF HOMOTO MOTORCYCLE CLUB

The name of the organization is Homoto Motorcycle Club. The organization is organized in accordance with the Nonprofit Corporation Act of California, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The organization is organized exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code.

ARTICLE I: MEMBER MEETINGS

Section 1. Annual Meeting

An annual meeting shall be held each calendar year for the purpose of electing board members and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the board.

Section 2. Regularly Scheduled Member Meetings

The board may decide a cadence to regular meetings. A regular meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members and pose questions

Section 3. Special Member Meetings

Special meetings may be requested by the President, Vice President, Secretary, or any two Directors of the board. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, comment on matter submitted to the members, and pose questions.

Section 4. Notice

Written notice of all meetings shall be provided under this section or as otherwise required by law. The notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose(s) of the meeting. Such notice shall be communicated to all board members and full members, at least ten days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, addressed, and with postage prepaid or via any established electronic means of communication such as email or social site currently associated with the group, or any other means the board agrees to use.

Section 5. Place of Meeting

Meetings shall be held at the organization's principal place of business unless otherwise stated in the notice. Unless the articles of incorporation or bylaws provide otherwise, the board may permit any or all board members or full members in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all board members or full members participating may simultaneously hear each other during this meeting. A board member or full member participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 6. Quorum

There is a requirement that two-thirds majority of the board be present to constitute a quorum. In the absence of a quorum, a majority of the board members present may adjourn the meeting to another time without further notice.

Section 7. Informal Action

Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the directors with respect to the subject matter of the vote.

Section 8. Procedures

The vote of a majority of the members present at a properly called meeting at which a quorum is present shall be the act of the Club, unless the vote of a greater number is required by law or by these bylaws for a particular resolution. A member of the organization who is present at a meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The club Secretary, or appointee, shall keep written minutes of its proceedings in its permanent records.

ARTICLE II: BOARD OF DIRECTORS

Section 1. Number of Directors

The organization shall be managed by a Board of Directors consisting of up to twelve directors. The number of directors needs to comply with California State Law.

Section 2. Election and Term of Office

The directors shall be elected by the Full Members present at an annual meeting. Each director shall serve a term of one year or until a successor has been elected and qualified.

Section 3. Adverse Interest

In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

Section 4. Regular Board Meeting

The Board of Directors shall meet within thirty days after the beginning of the new calendar year for the purpose of transferring knowledge to its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate. The board may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

Section 5. Quorum

There is a requirement that two-thirds majority of the board be present to constitute a quorum. In the absence of a quorum, a majority of the board members present may adjourn the meeting to another time without further notice.

Section 6. Notice

Written notice of all regular board meetings shall be provided under this section or as otherwise required by law. The notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose(s) of the meeting. Such notice shall be communicated to all board members at least ten days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, addressed, and with postage prepaid or via any established electronic means of communication such as email or social site currently associated with the group, or any other means the board agrees to use.

Section 7. Special Board Meeting

Special meetings may be requested by the President, Vice-President, Secretary, or any two directors by providing fourteen days' written notice by ordinary United States mail, Club email

account, or any other established electronic means of communication on record effective when mailed. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting.

Section 8. Procedures

The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these bylaws for a particular resolution. A director or board member may participate via electronic communications and be considered present. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The board shall keep written minutes of its proceedings in its permanent records.

Section 9. Informal Action

Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

Section 10. Removal / Vacancies

A director/officer shall be subject to removal, with or without cause, at a meeting called for that purpose. The director/officer can be removed after the motion receiving a two-thirds majority of board members. The director who is removed from the board may remain a Full Member of Homoto.

Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 11. Committees

To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees. Individuals who are not yet Full Members may be appointed as the board deems appropriate.

ARTICLE III: OFFICERS

Section 1. Number of Officers

The officers of the organization shall be a President, a Vice-President, a Treasurer, and a Secretary. The President may not concurrently serve as the Vice President, Secretary or Treasurer.

President. The President shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the board.

Vice President. The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.

Secretary. The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of all meetings

Treasurer. The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee.

Section 2. Election and Term of Office

The officers shall be elected annually by the membership at the annual monthly Member's meeting. Each officer shall serve a one year term or until a successor has been elected and qualified.

Section 3. Removal or Vacancy

The Board of Directors shall have the power to remove an officer of Homoto by a two-thirds majority vote of eligible board members. Any vacancy that occurs for any reason may be filled by the Board of Directors.

ARTICLE IV: MEMBERSHIP

Section 1. Eligibility for and classes of membership

The Club shall have two classes of membership. Any person is eligible to be a Member of the club if such person meets the following requirements:

- **Full Member -**
 - Has a valid motorcycle license
 - Receive two-thirds majority votes of Full Members present
 - Confirmed by the club as a Full Member as defined in the membership manual
 - Has voting rights relating to club business
 - Represents the club values on and off the road
 - Maintains fully paid yearly dues

- **Legacy Member -** (To be nominated by a current Homoto MC Board member)
 - A simple majority of the board (one half) to bestow the title Legacy
 - Legacy do not have voting rights
 - A Legacy Member does not have to have a valid motorcycle license or motorcycle
 - Any Legacy member that does not uphold the club values may have their club membership revoked in the same manner as a Full member.
 - A Legacy member in good standing may become a Full Member at any time by paying annual dues and meeting the membership requirements. Legacy Membership is retained while serving as a Full Member.

Section 2. Termination of membership

The membership and all rights of membership shall automatically terminate on the occurrence of any of the following events:

- The voluntary resignation of a member
- The non-payment of dues
- The expulsion of a member

Section 3: Expulsion of a member

The Board of Directors shall have the power to remove a Club member of Homoto by a two-thirds majority vote of eligible Club members present at a meeting called for that purpose. A Club member may be expelled for any reason the Board majority feels is appropriate to include but not limited to:

- Violations of these Bylaws
- Acting in a manner harmful to the welfare, safety, or reputation of the club

Section 4: Effect of Termination

All rights of a member in the club shall cease on the termination date. Termination shall not relieve the member from any obligation for charges incurred, dues or fees, arising from contract or otherwise. The club shall retain the right to enforce such obligation or obtain damages for its breach.

ARTICLE V - CORPORATE LOGO

- Club T-shirts, sweatshirts and any other article of clothing bearing a copy of the club logo are to be worn only by full members in good standing.
- At no time shall these articles of clothing be worn and/or visible for any ride, activity or event detrimental to the reputation of the club and/or which is contrary to the Bylaws of the club, such as but not limited to the following:
 - Events associated with a club or group that degrades or dishonors the club's reputation

ARTICLE VI - BYLAWS

Section 1

The Bylaws may be amended or new Bylaws adopted by a two-thirds majority of the voting Full Members present at any regular or special meeting called for the purpose, provided the proposed amendments have been pre-approved by the Board, included in the notice of the meeting, and mailed or emailed to each Member at least two weeks prior to the date of the meeting.

Article VII - PARLIAMENTARY AUTHORITY

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