

ChaiwayRiders

Charter and By-laws

ARTICLE 1: STATEMENT OF PURPOSE

ChaiwayRiders (hereafter referred to as CR) serves to provide people of the Jewish faith with an organization that recognizes and embraces motorcycle-riding enthusiasts. CR will make every effort to represent our faith and heritage proudly with respect for all.

Activities of CR will include, but not be limited to, motorcycle rides, non-riding social events, business meetings and charitable pursuits deemed appropriate and as permitted under this Charter and By-laws in furtherance of the goals of CR.

The club is a not-for-profit organization. It shall not be structured to provide financial profit for its members.

ARTICLE 2: MEMBERSHIP

While CR is a Jewish organization, any interested parties who adhere to this Charter and By-laws may join. Members must embrace the club's statement of purpose and meet other obligations based on their class of membership including the acceptance of a waiver of liability as established by the Board of Directors.

Members and guests shall abide by the rules & regulations established and maintained by the Board of Directors. Applications for membership along with prorated yearly dues will be submitted to the Board of Directors for membership approval.

There are three classes of membership: full, associate and honorary.

- **Full Members** must have a motorcycle license and are entitled to all rights and privileges of membership including voting, serving as an officer on the Board of Directors (see the Faith Exception in Article 3) and to address the Board of Directors at a Board meeting.
- **Associate Members** are afforded all rights of Full Members with the exception of voting rights and the ability to serve on the Board. A Full Member must sponsor an Associate Member. Dues for an Associate Member are established at one-half the rate of a Full Member but may be changed on an annual basis by a vote of the Board. The Board will determine a person's eligibility for Associate Membership. If the applicant is denied Associate Membership status then the person may apply for Full Membership. A family member that rides may apply for associate member status.

Passenger or non-riding spouses or partners are considered Associate Members but are not charged any additional dues. Riding spouses or partners must apply for either full or associate member status as desired. The riding spouse or partner is responsible for all dues and receives all rights and privileges based on membership level.

If a Full Member no longer wishes to sponsor an Associate Member, the Associate Membership may be terminated and all dues paid by the Associate Member for the calendar

year will be returned. In the event that the sponsoring member paid the Associate Member's dues, no refund will be forthcoming.

- **Honorary Members** are defined in Article 12.

ARTICLE 3: OFFICERS

The officers of the club shall be President, Vice-President, Secretary, Treasurer, Past President (immediate), Ride Coordinator, and Safety Officer. The officers shall constitute the Board of Directors (Board). Positions other than President may be combined at the discretion of the Board. The positions of President, Vice-President, Secretary and Treasurer will constitute the Executive Committee of the Board. Except as otherwise provided herein, each officer shall be elected for a 2-year term.

Candidates for President, Vice-President, Secretary and Treasurer must be members in good standing for a minimum of one year prior to the date of election.

All positions are considered voluntary and as such, the officers may not receive any compensation for carrying out the duties of the office.

Faith Exception: members of the Executive Committee must be of the Jewish faith in order to maintain and assure the continuation of the Statement of Purpose. Should the number of officers be changed by the amending of this Charter and By-laws, it is required that two-thirds of all Board members be of the Jewish. For the purposes of this Charter and By-laws, a person is considered to be "of the Jewish faith" if that person either (a) has at least one parent that was Jewish at the time of the person's birth and the person claims to be Jewish, or (b) has formally converted to Judaism.

In the event that the President is unable to continue to serve in that capacity, the Vice-President will assume the position of President and per Article 4 will appoint a new Vice-President.

Upon a specially announced vote to take place at a General Membership Meeting, an officer may be removed from his or her position with a two-thirds majority vote of those Full Members in attendance. A quorum for a General Membership Meeting must be present as established in Article 6. Members must be physically present in order to participate in this vote. Succession will follow according to Articles 3 and 4.

ARTICLE 4: OFFICER RESPONSIBILITIES

1. President

The duties of the president are to:

- preside at all club meetings
- generally supervise club affairs
- represent the club on appropriate occasions and in business contacts
- assist other club officers in their records, correspondence and other duties
- appoint interim officers to fill a vacancy with the approval of a majority of the Board of Directors
- create and appoint, with the consent of the Board, additional positions within the organization as deemed appropriate and in the best interests of CR and its membership
- foster within the organization a feeling of brotherhood, common purpose, and a shared desire to be a part of CR and its stated mission
- to break tie votes at Board meetings

2. Vice-President

The duties the Vice-President are to:

- assume the duties of the President in his/her absence
- be the primary liaison to the Jewish Motorcycle Alliance (JMA)
- other duties as determined by Board of Directors

3. Secretary

The duties of the Secretary are to:

- keep records and/or minutes of all club meetings
- send out notices of club events and regular or special meetings, via email, mail, or telephone
- work closely with the web site's webmaster to assure prompt posting of information and updates
- attend to all club correspondence as may be necessary
- perform such other duties as may be assigned that normally fall into the category of this office

4. Treasurer

The duties of the Treasurer are to:

- maintain club bank accounts and financial records, and to deliver financial reports on a timely basis to the Board and the membership
- maintain clear and detailed accounting records which will be available for review
- collect dues from all active members
- collect all other money owed to the club
- pay club expenditures with the approval of the Board

5. Ride Coordinator

The duties of the Ride Coordinator are to:

- establish a ride committee, consisting of interested members and the social committee, to develop the annual ride schedule and social calendar
- oversee all ride planning (Note: while any specific ride may have its own event coordinator, road captains, and sweeps, the Ride Coordinator will oversee the planning and details to assure adherence to CR planning and safety standards.)
- assist in organizing rides and producing route plans (when applicable)
- oversee and manage the ride schedule and social calendar for the entire organization
- work closely with the Secretary and/or the webmaster to assure all members have access to current information via the web site and or e-mail

6. Safety Officer

The duties of the Safety Officer shall be to:

- form and manage a safety committee that will independently determine rules for riders (with Board approval), appoint road captains, sweeps, and anything pertaining to ride safety
- ensure that rider education requirements for membership (if established) are fulfilled and maintained and to keep records pertaining thereto
- establish and oversee safe riding practices for group rides
- encourage continued education in the form of riding workshops, seminars and exercises provided by CR, other non-affiliated clubs or organizations or government sponsored programs

7. Past President (immediate)

The duties of the Past President are to:

- assist in the transition from one Board to the next during election years
- vote on all measures that come before the Board
- other duties as determined by the Board

Standing Committees

• Social Committee

A chairperson will be appointed by the Board to recommend and oversee all social activities that the club may wish to pursue. The chairperson shall report to the entire Board. The chairperson may staff the committee as deemed appropriate to perform its duties with permanent or temporary members as necessary. The committee will work with the Ride Coordinator to ensure that the social calendar and ride schedule do not conflict to any significant degree.

• Grievance Committee

The Board will appoint a three (3) member committee with a chairperson to independently adjudicate problems within the scope of this Charter and By-laws, or if this cannot be done, to bring the matter to the Board for discussion and resolution. No member of the Board may be a member of the Grievance Committee.

ARTICLE 5: BOARD OF DIRECTORS

The Board will perform in a manner conducive with the best interests of CR as its core responsibility, directing the club towards fulfilling its goals as stated herein, while adhering to this Charter and By-laws.

The Board is empowered to establish committees, appoint chairpersons and create and maintain rules and regulations as needed.

The Board will meet to address club issues related to the affairs of the club and its activities. A meeting may be called by any Board member with the signed or verbal approval of at least two other Board members. These meetings can take place by personal, internet, or telephone conference attendance. Any member wishing to address the Board at a meeting may make the request to the President, who will then notify the member of the next scheduled meeting. The general membership shall be informed of all Board meetings and have the right to attend.

ARTICLE 6: MEETINGS

Board Meetings:

There shall be a minimum of one formal Board meeting each year. The requirement for a quorum is a minimum of 50% of the Board. The mandatory annual meeting shall take place during the first quarter of the year.

Each formal meeting will include a brief summary of financial activities, including current balances and a statement of the most recent receipts and disbursements.

A simple majority vote of the Board is required to pass a motion.

Any gathering, social or ride, may also be considered an official Board meeting to transact club business if at least 50% of the Board is present and if membership is given at least 2 weeks notice.

General Membership Meetings:

Similar to the conditions set forth for a Board meeting, any gathering, social or ride, will be considered an official meeting to transact club business if the membership is given at least 2 weeks notice.

ARTICLE 7: MEETING PROCEDURES

Roberts Rules of Order will be the general guide for conducting club meetings.

ARTICLE 8: ELECTIONS

Subsequent to the ratification of this Charter and By-Laws, an election shall be held to establish the first Board. The first Board shall commence serving on the election date. The term for President, Secretary and Ride Coordinator shall expire on October 31, 2008. The term for Vice President, Treasurer and Safety Officer shall expire on October 31, 2009. Thereafter, each officer of the Board shall serve for a two-year period commencing on November 1. There are no term limits for any Board position. Outgoing officers are expected to aid in a smooth transition and shall forward all records and relevant information to the appropriate incoming officer.

Following the initial terms, the President, Secretary and Ride Coordinator will be elected in even numbered years and the Vice-President, Treasurer and Safety Officer will be elected in odd numbered years.

Prior to August 1, 2008, the Board shall appoint a nominating committee consisting of three (3) Full Members, none of whom shall be current members of the Executive Committee of the Board. The nominating committee shall solicit Board nominations for open positions from the general membership, to be received by the nominating committee by August 31, 2008. The nominating committee shall then nominate at least one candidate for each open Board position. The nominating

committee shall then submit its recommended slate of Board candidates to the Board by September 15, 2008. The nominating committee shall disband upon submission of its recommended slate of officers. The Board will notify the general membership of the nominating committee's recommended slate of candidates by October 1, 2008. Elections will follow at a meeting held for the purpose of electing Board officers, not later than October 15. At the aforementioned meeting, additional nominations may be made from the floor. The meeting may be held in conjunction with another event (see Article 6, General Membership Meeting). This process shall be repeated every year thereafter for the open Board positions. Terms of office begin on November 1 and are for a period of two years.

Only Full Members in good standing shall be eligible to vote or hold office (see Faith Exception in Article 3). A majority vote by all Full Members present at the meeting, and those voting by proxy, is sufficient to elect officers. A quorum according to Article 6 must be in attendance.

ARTICLE 9: ANNUAL DUES

Annual dues shall be determined by the Board each year, and will be stipulated at every December meeting thereafter. New members must pay *pro rata* dues within 30 days of membership acceptance to receive membership privileges. Existing members must pay dues no later than January 31st of the current year to assure continued membership privileges. Dues will be used to offset any costs incurred with maintaining CR or to fund charitable events in accordance with the procedures established to approve expenditures.

In addition to dues, members may be charged a fee for any given ride or event to offset any associated costs. Should this be required, it will be announced sufficiently in advance.

If a member resigns, dues are forfeited. Any member removed by the Board for cause shall be entitled to a pro rata refund of the annual dues.

ARTICLE 10: CLUB EXPENDITURES

The Treasurer will make disbursements once approved by the Board. The Treasurer shall prepare an annual budget for acceptance by the Board. The Board shall present this projected budget for membership approval. If not approved, the Treasurer shall prepare a modified budget for approval via the process noted above.

No individual of CR may derive personal monetary gain from any monies collected or raised, no matter the method. If profits are earned (e.g., income exceeding costs), for example, during the sale of T-shirts or patches, the funds earned will go into an CR account, to be used in a manner consistent with this Charter and By-laws as determined and decided by the membership.

ARTICLE 11: DONATIONS

The Board must approve all donations made to the club, or made in the name of the club. The Board will assign a committee to seek out worthwhile charitable pursuits. The Board may make a selection from any recommendations and then the general membership will vote on those causes that they feel are most worthy of CR's efforts.

ARTICLE 12: HONORARY MEMBER STATUS

Any member, for example someone who no longer actively rides a motorcycle and wishes to remain a member of the club, or has relocated out of CR area, may apply to the Board for honorary membership status. The Board, at its sole discretion, is empowered to grant this status. Honorary Members will not be liable for dues nor will they have voting privileges, but will be entitled to attend meetings and wear the club patch.

Additionally, the Board, if deemed appropriate for furtherance of the club's mission, may grant any person the status of Honorary Member.

ARTICLE 13: AMENDING THE CHARTER AND BY-LAWS AND OTHER GOVERNING DOCUMENTS

The Charter and By-laws may be amended according to the following process. The proposed changes are submitted in writing to the Secretary. The Board will schedule a special meeting for the purpose of discussing and voting on these matters. The Secretary will communicate the proposed changes to all Full Members in good standing, using mail, e-mail or telephone as deemed appropriate, at least two weeks prior to the special meeting. Two-thirds (2/3) of all eligible members must approve the amendment(s). Quorum requirements for a General Membership Meeting as established in Article 6 must be met for the vote to take place.

ARTICLE 14: ASSETS

Any member whose membership in CR shall have been terminated by resignation, membership revocation, or other cause shall forfeit thereby all rights of membership thereof. No member has any property rights in any assets of CR. Furthermore, no surplus funds of CR (if any) shall inure to the benefit of any member of CR.

Assets are, but not limited to:

- Internet domain name(s) ownership*
- Web site host ISP ownership*
- Club display banner(s)
- Identifying paraphernalia such as patches, hats, t-shirts, etc., not in the possession of the member as a result of purchase or membership
- Any item as so declared by resolution at an official club meeting.

* For administrative purposes only, a member may be temporarily assigned as the official owner of record in order to conduct club business with these Internet entities. The member acknowledges that conveyance of this temporary ownership conveys no rights to the actual ownership of the asset, which shall always remain with CR.

ARTICLE 15: DISSOLUTION AND DISBURSEMENT OF CLUB PROPERTY AND TREASURY

If CR ceases to be functional and dissolution is the only option, the members remaining at that time will choose the manner in which all property, intellectual and otherwise — with the exception of the money in the treasury — shall be disbursed. The money in the treasury (less any funds required to pay outstanding debts) shall, by a vote of the remaining members, be given to a recognized and legitimate Jewish charity. No funds or assets shall accrue to any member or individual.

ARTICLE 16: INTELLECTUAL PROPERTY RIGHTS

All copyrights, or other intellectual property owned or created by any member independent of CR shall remain the property of that member, and rights there under shall not be affected in any way by the member’s participation in CR. However, all copyrights, or other intellectual property created by any member for and under the direction of CR shall become the property of CR, unless otherwise agreed to in writing. All material presented to CR shall be deemed non-confidential in nature and hence for public distribution unless otherwise stated and marked as such. The CR, through its activities, may generate intellectual property such as graphics or marketing materials, and may license such materials at its sole discretion on reasonable and non-discriminatory terms, conditions and prices.

The CR may publish documents to promote its purposes and goals. Members may be cited as authors and co-authors when appropriate. In no event, however, shall the name of any member be used in any publication of CR without prior written consent. This obligation shall survive resignation, membership revocation, or cessation of activity of any member or dissolution of CR.

ARTICLE 17: GEOGRAPHIC SCOPE

CR is primarily a club based in northeastern Illinois. This Charter and By-laws does not promote nor prohibit the establishment of club chapters in other locations. Should there be a desire to establish other chapters, this Charter and By-laws must be amended so that a national or international parent organization may be formed.

ARTICLE 18: PUBLICITY AND CONFIDENTIALITY

No member, unless authorized by the president or Board, shall be authorized to make statements on behalf of the organization to the public or press, or to use the club’s logo in any communications or other media. The membership list will not be sold or distributed without the approval of the membership.

ARTICLE 19: RATIFICATION

This Charter and By-laws will become effective upon ratification at the first organizational meeting of the charter members.

Ratified by the charter membership of CR on this ____ day of _____ in the year 2007.

Attest: _____, President
Barry NewDelman

_____, Director
William Levy