



The by-laws Of the Yankee Beemers, Inc.
incorporated may 10, 1994
revision 2 (8/2000)

ARTICLE I

The name of the Corporation shall be "Yankee Beemers, Inc.", and shall be referred to herein as the Corporation.

ARTICLE II

The purposes of the Corporation are to promote motorcycle safety and education through sponsorship and involvement in motorcycle rider safety courses, seminars and rallies; and through newsletters and discussion among members. To provide educational information on mechanical improvements, safety gear, riding techniques, motorcycle history, restoration of vintage motorcycles, and motorcycle maintenance and repair. To promote fellowship among motorcycle riders and improve relations between the general public and motorcycle riders through discussion and social events.

1. LOCATION

The principal office of the Corporation in The Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the Corporation. The Board may change the location of the principal office of the Corporation in The Commonwealth of Massachusetts, effective upon the filing of a certificate of such change with the Secretary of The Commonwealth of Massachusetts.

2. FISCAL YEAR

The fiscal year of the Corporation shall, unless otherwise decided by the Board, end on December 31 in each year.

ARTICLE 111

The officers of the Corporation shall be a President, a Vice President, a Secretary and Clerk of the Corporation, and a Treasurer. There shall also be a Board.

1. OFFICERS

Officers shall be regular or joint regular members of the Corporation. The term of each officer shall be one (1) year and shall begin on January 1 and end on December 31. No officer shall serve more than (4) consecutive terms in the same office. A member shall not hold more than one (1) office at a time.

Any officer, board member, or committee member may resign by written notice thereof to the Secretary, or, in the case of the resignation of the Secretary, by written notice to the President. Vacancies shall be filled by the President for the remainder of the term. In the case of a vacancy in the office of the President, the Vice President shall assume the office of the President for the remainder of the term.

a. PRESIDENT

The duties of the President shall be to preside at all meetings of the Corporation; to have general supervision of the Corporation; to appoint any person or committee members not otherwise ordered by the Corporation; to personally represent the Corporation on proper occasions and with business contacts; to assist all other officers of the Corporation in their records, correspondence, and other duties; and to promote interest on the part of each member in the Corporation and its activities.

b. VICE PRESIDENT

The duties of the Vice President shall be to perform the duties of the President in his absence and to assist the President in all of his duties.

c. SECRETARY AND CLERK OF THE CORPORATION

The Secretary and Clerk of the Corporation shall be a resident of The Commonwealth of Massachusetts unless the Corporation has a resident agent duly appointed to accept service of process. The duties of the Secretary shall be to record (or arrange to be recorded) and maintain records of all meetings in a book or books kept for that purpose, which book or books shall be kept within The Commonwealth of Massachusetts at the principal office of the Corporation or at the office of its Secretary or of its resident agent and shall be open at all reasonable times to the inspection of any member. Such book or books shall also contain records of all meetings of Incorporators and the original or attested copy of the Articles of Organization and by-laws of the Corporation and the names of all the officers and Board members and the address of each. The duties of the Secretary shall also be to handle all correspondence for the Corporation; to perform all functions related to the election of Corporation officers as described in these by-laws; to maintain the BMW MOA and BMW RA club charters as required by those organizations with regard to renewal and notification of changes of officers; to file with the Commonwealth of Massachusetts on a yearly basis the form "Annual Report" and the form "PC-Annual Report"; to file with the Internal Revenue Service on a yearly basis Form 990EZ; to file with the Commonwealth of Massachusetts a "Certificate of Change of Directors or Officers of Domestic Non Profit Corporations" whenever there is such a change; and to perform other such duties as generally fall to that office.

d. TREASURER

The Treasurer shall be the chief financial officer of the Corporation and shall be subject to the direction of the Board. The duties of the Treasurer shall be to establish and/or maintain a bank account in the name of the Corporation; to maintain the financial records of the Corporation; to collect all dues and other monies owed to the Corporation; to maintain these funds in said bank account; to maintain all membership files and records; to keep the President and the editor of the newsletter apprised of all changes in the membership; to provide information to the newsletter committee regarding inclusion of a membership renewal form in the newsletter; to examine and (if found correct) approve all bills against the Corporation; to make payments from Corporation funds when so ordered by the membership, the President or the Board; to present a financial report at each Board Meeting; to present a written financial report at the Corporation's Annual Meeting, and to assist the Secretary and Clerk of the Corporation in completing the forms to be sent annually to The Commonwealth of Massachusetts and to the Internal Revenue Service.

2. BOARD

The Board shall consist of nine (9) members, four (4) of which shall be the four (4) officers. The other five (5) members shall be regular or joint regular members of the Corporation and shall be appointed by the President and approved by two (2) other officers. The appointed Board members shall serve a two (2) year term beginning on January 1 and ending on December 31, and shall not be eligible to serve as officers while serving on the Board. The Board is the governing body of the Corporation and shall have the customary duties of a Board of Directors. As such they shall conduct the management of the Corporation's affairs and finances. [In order to ensure continuity of leadership, initially, of the individuals appointed by the President, three (3) shall serve a two (2) year term and two (2) shall serve a one (1) year term.]

3. ELECTIONS

An election shall be held each November. The Secretary shall invite nominations for each of the four (4) offices in the October newsletter. Any regular or joint regular member may nominate another regular or joint regular member for an office by contacting the Secretary. The Secretary shall then determine if the nominee is eligible to serve under the conditions set forth in these by-laws. If the nominee is eligible, the Secretary shall contact the nominee and determine if he is willing to serve; if so, the nominee's name shall be placed on a ballot to be included in the November issue of the newsletter along with instructions to the regular and joint regular members as to how to proceed with voting. The Secretary may count the ballots or may appoint another member to do so. The results of

the election shall be announced by the Secretary at the December general meeting and published in the January issue of the newsletter.

ARTICLE IV

Membership in the Corporation, its dues, meetings and committees are as follows:

1. MEMBERSHIP

There shall be four (4) classes of membership: regular, joint regular, associate, and joint associate. All members have the right to attend any meeting of the Corporation, including Board meetings, and to participate in any events sponsored by or involving the Corporation. Regular and joint regular members shall have a vote in any issue brought before a general meeting, a vote in the election of officers, and shall be eligible to serve as officers or Board members. Only Board members shall have a vote in Board meetings. Membership becomes effective upon receipt of dues and lapses if not renewed by February 1 of each year.

a. REGULAR MEMBERS

To be eligible for a regular membership a person must own or ride a BMW motorcycle. As long as he keeps his membership current he shall retain his status as a regular member even if he no longer owns or rides a BMW motorcycle.

b. JOINT REGULAR MEMBERS

To be eligible for a joint regular membership a person must reside in the same household as a regular member.

c. ASSOCIATE MEMBERS

To be eligible for an associate membership a person need only have an interest in BMW motorcycles. He shall become a regular member when he purchases or begins riding a BMW motorcycle.

d. JOINT ASSOCIATE MEMBERS

To be eligible to a joint associate membership a person must reside in the same household as an associate member. He shall become a joint regular member if the member with whom he resides becomes a regular member.

2. DUES

Dues shall be designated by the Board, may vary according to class of membership, and shall be due on January 1 of each year.

3. MEETINGS

There shall be two types of meetings: general meetings and Board meetings.

General meetings shall be held once a month and will usually be breakfast meetings held the third (3rd) Sunday of the month at a place and time to be determined by the membership. The members shall determine at each general meeting the date, time, and location of the succeeding month's meeting and this information shall be reported in the following month's newsletter. Fifteen (15) regular and/or joint regular members shall constitute a quorum and shall be required to conduct business. A majority vote of all regular and joint regular members present and voting shall be required for passage of all business resolutions, and there shall be no proxy votes. The November general meeting shall be the Corporation's Annual Meeting.

Board meetings shall be held when deemed necessary by the President. The President shall determine the date, time, and location of each Board meeting and make this information available to the membership through the newsletter. Five (5) Board members shall constitute a quorum and shall be required to conduct business. A majority vote of all Board members present and voting shall be required to the passage of all business resolutions, and there shall be no proxy votes.

4. STANDING COMMITTEES

There shall be two (2) standing committees: The Newsletter Committee and the Road Captain Committee. The members of the committees shall be appointed by the President and shall serve a one (1) year term, beginning January 1 and ending December 31. The Newsletter Committee shall have from one (1) to three (3) members. The Road Captain Committee shall have members as deemed appropriate by the President in accord with club membership size and safety requirements. The standing committees shall be subject to the general control and direction of the Board.

a. NEWSLETTER COMMITTEE

The members of the Newsletter Committee shall be led by that member of the committee designated by the President as editor of the newsletter. They shall be responsible for all aspects of producing a monthly newsletter, including soliciting material, printing and distribution. They shall include in each month's issue the date, time, and location of that month's general meeting and any other information deemed necessary by an officer, including officer election information and ballots, membership renewal forms, and news of activities sponsored by or involving the Corporation. The committee shall endeavor to ensure that each regular and associate member receives a copy of the newsletter during the first week of the month.

b. ROAD CAPTAIN COMMITTEE

The members of the Road Captain Committee shall assist with planning all tours, runs, and related activities sponsored by the Corporation. They shall help to arouse interest in and lead said activities and shall enforce group riding rules during said tours and runs. They shall assist at parties and other functions sponsored by the Corporation and shall select assistants to aid in special tasks as they deem necessary.

5. SPECIAL COMMITTEES

Special committees may be created and their members shall be appointed by the President. These committees may be eliminated by the President. As with standing committees, all special committees shall be subject to the general control and direction of the Board.

ARTICLE V

Liability, amendments to these by-laws, and dissolution of the Corporation:

1. NO PERSONAL LIABILITY

The members, Board members, and 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 claim against the Corporation may look only to the funds and property of the Corporation for payment of such contract or claim, or for the payment of any debt, damages, judgment, or decree, or for any money that may otherwise become due or payable to them from the Corporation.

2. AMENDMENTS

These by-laws may be amended by a majority vote of all regular and voting members at a general meeting at which a quorum is present. Voting must be presided over by an officer. Amendments may be proposed by any regular or joint regular member and must be submitted through an officer, in writing, at least thirty (30) days before a vote.

3. DISSOLUTION

If at any time in the future the membership decides to dissolve the Corporation, as shown by a majority vote of all regular and joint regular members, after payment of all of the liabilities of the Corporation or due provision therefor, all of the assets of the Corporation shall be converted to cash and donated to the non-profit American Motorcycle

Heritage Foundation in Westerville, Ohio. Said donation to be used exclusively to support the Foundation's Motorcycle Heritage Museum.

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10/21/00
archived by Deb Shaw Macchi,
YB Secretary and Clerk of the Corporation