

Amended and Restated By-Laws of L. I. Harley Riders, Inc.

(The Original By-Laws of Jan 17, 2012, as amended by the first amendment approved by all the Primary Officers Aug 17, 2015 and then by a vote of the AMA members Sept 27, 2015 and as further amended by the second amendment approved by all the Primary Officers Oct 22, 2018 and then by a vote of the AMA members Nov 25, 2018.)

ARTICLE I - NAME AND ADDRESS

The name of this organization shall be L.I. Harley Riders, Inc. (the "Club"). The principal mailing address of the Club shall be:

PO Box 1375
Commack, NY 11725

or such other address as shall be designated by the Board (as defined below) and posted on the Club's official website from time to time.

ARTICLE II - PURPOSE and MISSION

L.I. Harley Riders is a family oriented, non-political, not-for-profit corporation and social organization established and organized with the purpose and mission of riding our Harley-Davidson motorcycles and having fun. We also promote responsible motorcycling and related activities for our members and their families. We conduct a variety of riding events; both closed and open, some in and around the Long Island, NY area, but not limited to that geographic region. We also devote time, money and effort to worthwhile charitable causes. We proudly adhere to the standards and operating policies set forth in these By-Laws and the guidelines of the American Motorcyclist Association ("AMA").

ARTICLE III – FULL MEMBERSHIP (A member who meets the requirements of this Article III is referred to herein as a "full member".)

- A. There shall be no limit to the number of full members this Club may have.
- B. Full members of the Club are required to be at least 18 years of age, own and ride at least one Harley-Davidson motorcycle, and have a valid motorcycle driver license.
- C. Full members are encouraged to be active National AMA members.
- D. To become a full member of the Club, applicants must pay the annual membership dues and sign the club Membership Enrollment Form and Release.
- E. The yearly membership dues for full members shall be an amount determined each year by resolution of the Primary Officers, and shall cover the member through December 31st (no pro-rating). The only exception shall be new full members joining the Club or converting from associate membership in September, October, November or December. Their membership dues shall be covered through December 31st of the following year. These members will need to sign two Club Membership Enrollment Form and Releases, one to cover their initial enrollment period (i.e., the balance of the then current year) and another form to cover the months of January through December of the following year.
- F. The annual renewal dues shall be due by January 1st of each year and full members must

again sign the Club Membership Enrollment Form and Release. Full members whose dues are not paid by January 31st shall be automatically dropped from membership in the Club.

G. Members who are also AMA members shall be eligible to vote on Club matters; all members are eligible to receive the weekly Club email and access to the “member’s only” section of the Club’s website and the Club’s social media outlet(s).

H. Each member of the Club who wishes to run for Primary Officer must (i) be a full member, (ii) have been a member for a minimum of 24 months, (iii) have previously served as a Primary Officer or Discretionary Officer (as defined below) for a minimum of 12 months and (iv) be a member of the AMA.

I. The Primary Officers may suspend or terminate a person's membership at any time, at their discretion, based on a majority vote.

J. Full members are welcome to invite a guest to rides. Once a guest has attended three rides, they will be required to join the Club to continue participating in Club activities. In order to join, they must meet the criteria for either full membership or associate membership.

K. Members and guests are expected to conduct themselves in an appropriate manner at rides and events. Members and guests are responsible for their own actions and safety and adherence to government laws; in addition, members are accountable for their guests’ behavior. At the discretion of the Primary Officers and/or Road Captains, unruly guests and their sponsoring members may be asked to leave a ride/event in progress, and/or not attend future rides/events. All guests must sign the Club Release Form in order to participate in rides. Riding under the influence of alcohol or drugs will not be permitted nor tolerated.

L. By participating in Club rides/events, members and guests give their permission to use their photograph in club publications and website.

ARTICLE IV-ASSOCIATE MEMBERSHIP (A member who meets the requirements of this Article IV is referred to herein as an “associate member”; associate members and full members are sometimes referred to herein collectively as “members” and individually as a “member”.)

A full member may sponsor a family member or significant other to become an associate member of the Club. Associate members are encouraged to be active AMA members. Associate membership is for a non-motorcycle riding person or a person that rides as a passenger only. Associate membership includes all the rights, requirements and/or restrictions of full membership set forth in Article III above, with the following exceptions:

A. The yearly membership dues shall an amount determined each year by resolution of the Primary Officers, and shall cover the associate member's annual dues through December 31st (no pro-rating). The only exception shall be new associate members joining the Club in September, October, November or December. Their membership dues shall be covered through December 31st of the following year. These associate members will need to sign two Club Membership Enrollment Form and Releases, one to cover their initial enrollment period (i.e., the balance of the then current year) and

another form to cover the months of January through December of the following year. The annual renewal dues shall be due by January 1st of each year and associate members must again sign the Club Membership Enrollment Form and Release. Associate members whose dues are not paid by January 31st shall be automatically dropped from membership in the Club.

B. Associate membership provides the opportunity to hold a Club office, with the exceptions of Primary Officer, Road Captain and Safety Officer.

C. There shall be no limit to the number of associate members this Club may have.

ARTICLE V-BOARD OF DIRECTORS; OFFICERS

A. The affairs and property of the Club shall be managed by or under the direction of the Board of Directors (the "Board"). The number of directors that shall constitute the full Board shall be four (4). Directors shall be elected as outlined in Article VI of these By-Laws. Vacancies occurring in the Board may be filled by the vote of a majority of the directors then in office, although less than a quorum, or by a sole remaining director. Subject to Article VI.A below, each director shall serve for a two year term and until such director's successor is elected or appointed and qualified or until such director's earlier death, resignation or removal.

B. The Club shall have the following Primary Officers. Primary Officers shall be elected as outlined in Article VI of these By-Laws.

1. President
2. Vice President
3. Treasurer
4. Secretary

C. A Primary Officer that has been appointed by the Board may be removed, for cause, by the unanimous vote of the other Primary Officers. For purposes of these By-Laws, "cause" shall mean and include a flagrant violation of these By-Laws or conduct unbecoming of a Primary Officer. A Primary Officer that has been elected by the members may be removed, with or without cause, only by majority vote of the members; but the Board may for cause suspend the ability of any member-elected Primary Officer to act on behalf of the Club.

D. Subject to clause E below, the Primary Officers, to improve operations of the Club, may by majority vote create and appoint such Discretionary Officer positions as may be needed, from time to time, including, but not limited to:

1. Assistant Treasurer
2. Assistant Secretary
3. Activities Officer(s)
4. Editor
5. Head Road Captain
6. Assistant Head Road Captain
7. Ladies of Harley Officer
8. Membership Officer

9. Photographer(s)
10. Public Relations Officer
11. Road Captains
12. Safety Officer
13. Webmaster

E. No member may be appointed as a Discretionary Officer unless and until such member has been a member of the Club for at least 12 months.

F. The Primary Officers may by majority vote eliminate Discretionary Officer positions at any time they deem them to be unnecessary.

ARTICLE VI - ELECTION OF PRIMARY OFFICERS

A. Nomination Procedure: Any Club member who is an AMA member may nominate a candidate for election to a Primary Officer position. Each Nominee must (i) be a full member, (ii) have been a member of the Club for a minimum of 24 months, (iii) have previously served as a Primary Officer or Discretionary Officer for a minimum of 12 months, and (iv) be a member of the AMA. To be placed on the ballot, a nomination must be received by the Secretary before the close of the Club meeting immediately preceding the meeting at which the election will be held.

Nominations shall be taken for the President, Vice President, Treasurer and Secretary positions every two years.

Candidates may be nominated for only one Primary Officer position.

If a quorum is present or represented by proxy at the meeting at which an election is held, the nominee with the highest number of votes shall be elected to the position. In the event of a tie, a runoff election, by show of hands, shall be immediately conducted (with all proxies being included in the tally in accordance with the votes reflected in such proxies). At any meeting at which an election for Primary Officers is conducted, a quorum shall exist as long as 25% of the members who are also AMA members are present or represented by proxy.

All Primary Officers shall be ex officio members of the Board. Any member of the Board shall be deemed to have resigned from the Board upon such member's resignation or removal as a Primary Officer or failure to be re-elected as such.

B. Election Procedure. In the event that two or more candidates are nominated for a position, an election shall take place at the regular meeting held in November, and results of the election shall be announced immediately. Any member who is an AMA member on the day of the general meeting of members at which the election is held may vote either in person or by a proxy executed in writing by the member. If the validity of any proxy is questioned it must be submitted to the Secretary for examination (or to the Treasurer if the Secretary is not present at the meeting). The Secretary (or, if the Secretary is not present, the Treasurer), shall determine the validity or invalidity of any proxy submitted. The procedures for voting by proxy are annexed to these By-Laws as Exhibit A.

C. Office-Holding Limitations.

1. No member shall hold more than one Primary Officer position at a time.
2. No member shall serve as President for more than two (2) consecutive elected terms of two (2) years or as Vice President for more than two consecutive elected terms of two (2) years.
3. An Ineligible Member shall not be eligible to be elected or appointed (whether on a full-term or an interim basis) to a Primary Officer position. An "Ineligible Member" is any member having a household or familial relationship (e.g., housemate, spouse, brother, sister, son, daughter, mother, father, aunt, uncle, cousin or in-law derivation of same) with a then-serving Primary Officer or a Primary Officer elect. Notwithstanding the foregoing, an Ineligible Member may be nominated for election as a Primary Officer if, upon or prior to such nominee's election, the Primary Officer having a household or familial relationship with such nominee resigns as a Primary Officer.

D. In the event that a Primary Officer position is vacated during the term of office, the remaining Primary Officers shall appoint an interim officer to assume the vacated position for the remainder of the term of office.

ARTICLE VII - MEETINGS

A. General Meetings. The Club shall hold general monthly meetings of the members on the fourth Sunday of each month other than December (unless otherwise announced). Items of business for these meetings shall include, but not be limited to:

1. Pledge of Allegiance
2. Introduction of guests and new members
3. Officers' Reports
4. Committee report(s)

B. The Primary Officers shall meet periodically to discuss Club business and activities. Except as may be otherwise specifically provided by law, the Club's certificate of incorporation or these By-Laws, at all meetings of the Primary Officers, (i) except as otherwise noted herein a majority of the Primary Officers then in office shall constitute a quorum for the transaction of business and (ii) the act of a majority of the Primary Officers/directors in attendance at a meeting at which a quorum is present shall be the act of the Board. If a quorum shall not be present at any meeting of the Primary Officers, the Primary Officers present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

C. Special Primary Officer meetings may be called by any Primary Officer upon at least two (2) days' notice (which may be sent by email or other electronic means).

D. Special meetings of the members must be called upon the written request of at least ten (10) members of the Club directed to any one of the Primary Officers, provided that such request sets forth the purpose of the meeting in reasonable detail. Upon receipt of a valid request, the Primary Officer shall call the meeting by sending notice to the members by email or other electronic means and posting a copy of the notice on the Club website. The purpose of the meeting shall be stated in the notice. Except in cases of emergency, the notice of any special meeting of the members shall be sent to the members and posted on the Club website at least ten (10) days prior to the meeting.

ARTICLE VIII - PRIMARY OFFICER DUTIES

A. The Primary Officers, in their capacities as officers and members of the Board, shall have general supervision of the affairs of the Club between its meetings, fix the hour and place of meetings, make recommendations to the Club membership, and perform such other duties as are specified in these By-Laws.

B. Except as otherwise specifically required by law, the Club's certificate of incorporation or these By-Laws, the Primary Officers have the final decision-making power and the ability to override any decisions of the Club by majority vote.

C. The duties of the President shall be:

- To preside at all meetings of the Club;
- To have general supervision of the affairs of the Club;
- To appoint any person or committee not otherwise ordered by the Club;
- To represent the Club on proper occasions and in the negotiation and execution of business contracts;
- To assist all other officers of the Club in their record-keeping, correspondence and other duties;
- To promote interest on the part of each member in Club life and activities;
- To cast an additional (second) vote when necessary to break a tie.

D. The duties of the Vice President shall be:

- To perform the duties of the President in his/her absence;
- To assist the President in the performance of his/her duties.

E. The duties of the Treasurer shall be:

- To process dues from all members;
- To collect all other money due the Club;
- To maintain Club financial records and deliver reports on a timely basis;
- To perform such other duties as generally fall to that office.

F. The duties of the Secretary shall be:

- To keep a record of the officer meetings of the Club;
- To handle all Club correspondence;
- To maintain all Club records.

ARTICLE IX – BOARD COMMITTEES

The Board may designate from among its members an executive committee and other committees, each consisting of three or more directors, and each of which, to the extent provided in the resolution, shall have all the authority of the Board, except that no such committee shall have authority as to the following matters:

- The submission to the members of any action requiring members' approval under applicable law;
- The filling of vacancies in the Board or any Board committee;
- The amendment or repeal of these By-Laws or the adoption of new By-Laws;
- The amendment or repeal of any resolution of the Board that by its terms shall not be so amendable or repealable.

The President shall be ex officio a member of all Board committees.

ARTICLE X - CLUB ASSETS/FUNDS

A. Only the President or his/her designee (e.g., Activities Officer) is authorized to sign contracts on behalf of the Club.

B. The President must approve, in advance, any and all Club financial expenditures. No other Club officers or members are authorized to approve purchases or disbursements of funds on behalf of the Club. This includes, but is not limited to, items that will be reimbursed from the proceeds of any Club fundraising activity.

C. Members that outlay personal funds with prior approval from the President will be reimbursed after producing a valid receipt. Personal expenses incurred without prior approval may not be reimbursed.

D. If the Club disbands at any time, Club funds shall be used to pay any debt owed by the Club and any remaining funds shall be donated to a recognized charity.

ARTICLE XI - ALCOHOL POLICY

- All Club rides end at the destination.
- No alcohol may be consumed before or during a Club riding event.
- If a ride participant (member or guest) consumes alcohol before riding he/she cannot join the ride.
- A member or guest consuming alcohol while riding may be asked to leave.
- We expect each rider's full cooperation and understanding that this is not meant to enforce any one officer's or member's personal moral code, but is a policy for the safety and protection of all riders and the Club.

ARTICLE XII - RIDER RESPONSIBILITY

All members and guests accept the fact that motorcycling is a potentially dangerous activity that may cause injury or even death. It must further be understood that while riding with other riders from L.I. Harley Riders, Inc. the sole responsibility for safety is the individual rider's. In no way will L.I. Harley Riders, Inc., its directors, officers or ride leaders (Road Captains) be held responsible in the event of an accident and/or injury and/or death.

ARTICLE XIII – CONFLICTS OF INTEREST

Any potential conflicts of interest that could result in a direct or indirect financial or personal benefit to a director, Primary Officer or Discretionary Officer must be disclosed in good faith or

be known to the Board, and must be resolved pursuant to the Conflict of Interest Policy adopted by the Board (which is annexed to these By-Laws as Exhibit B, and shall be referred to as the "Conflict of Interest Policy").

ARTICLE XIV – AMENDMENT OF BY-LAWS

These By-Laws may be amended at any general meeting of the Club by a two-thirds vote of those members in attendance who are AMA members (must be a quorum of at least 25% of the members who are AMA members), provided that the amendment has been submitted in writing at the previous general meeting and approved by a majority vote of the Primary Officers.

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Exhibit A

Proxy Voting Procedures

1. At least 14 days prior to the date of a general meeting at which Primary Officers will be elected or at which any other matter shall be put to the members for vote, the Secretary shall post in the member's only section of the Club website a form of proxy suitable for printing.
2. The form of proxy shall list the names of each member properly nominated for a Primary Officer position and the Primary Officer position for which such member is nominated, and shall include a checkbox next to each such name. The form shall also set forth a brief description of any other matter to be put to a vote of the members at the meeting, with two checkboxes for each such matter, one marked "Yes" and the other marked "No". The forms shall have lines for insertion of the name and signature of the member submitting the form. The form of proxy shall authorize two of the Primary Officers, or either of them, to vote on behalf of the member as indicated on the form. Annex 1 sets forth a sample form of proxy.
3. The website posting shall instruct members wishing to vote by proxy to print a form of proxy, complete the form, print their name and sign the form in the spaces indicated, and return the completed proxy to the Secretary by email or regular mail at least three (3) days before the day of the meeting at which the election will be held.
4. Any member may, alternatively, cause their completed proxy to be delivered to the Secretary by any other person, but no such proxy shall be valid or counted for purposes of the election unless received by the Secretary at least 10 minutes before the meeting is called to order.
5. The Secretary (or the Treasurer, if the Secretary is not present) shall check the proxies received against the roll of members and record the votes indicated on the proxies properly received from members who are also AMA members. The Secretary (or the Treasurer, if the Secretary is not present) shall include all such votes reflected in the valid and properly completed proxies in the tally of the votes for each Primary Officer position and each other matter, if any, put before the members for vote at the meeting.
6. If the validity of any proxy is questioned the Secretary (or, if the Secretary is not present, the Treasurer), shall determine the validity or invalidity of any proxy submitted.
7. All valid proxies shall be included in the tally of any runoff vote by show of hands.

Annex 1

Proxy

The undersigned member of L.I. Harley Riders, Inc. (the "Club") hereby appoints [name of President] and [name of Vice President] and each of them, as proxies, each with the power to appoint his or her substitute, and hereby authorizes them to represent the undersigned and vote on behalf of the undersigned on [Month] [], 20[], at the general meeting of the members of the Club, as set forth below:

President

- [Name of first nominee]
- [Name of second nominee]

Vice President

- [Name of first nominee]
- [Name of second nominee]

Treasurer

- [Name of first nominee]
- [Name of second nominee]

Secretary

- [Name of first nominee]
- [Name of second nominee]

Proposal 1: [Describe any other matter to be put to a vote of the members at the meeting]

- Yes
- No
- Abstain

Proposal 2: [Describe any other matter to be put to a vote of the members at the meeting]

- Yes
- No
- Abstain

Name of Member: _____

Signature: _____

** [Note: Only those positions for which there is more than one nominee should be included on the proxy card..]*

Exhibit B

Conflict of Interest Policy

Background

L.I. Harley Riders, Inc. (the “Club”) is subject to the New York Not-for-Profit Corporation Law with respect to its governance, including dealing with conflicts of interest. The Nonprofit Revitalization Act of 2013, as amended in 2016, imposed several new requirements with respect to conflicts of interest, in addition to the judge-made common law that deals with these concerns.

The Club has adopted the following conflicts of interest policy (the “Policy”) in order to avoid any possible conflict between the personal interests of directors and officers and the interests of the Club. The purpose of this Policy is to insure that decisions about operations of the Club, and the use and disposition of its assets, are made solely in terms of benefits to the Club and are not influenced by any private profit or other personal benefit to the individuals affiliated with the Club who take part in the decisions.

In addition to actual conflicts of interest (as defined by this Policy), directors and officers are also obliged to avoid actions that could be perceived or interpreted to be in conflict with the Club’s interest. While these situations are not specifically covered by this Policy, such individuals should disclose these situations as they arise for consideration by the board of directors of the Club (the “Board”) to determine whether the individuals should be recused from deliberations and voting.

This Policy is intended to contain in a single policy the relevant legal rules and best practices that govern the Club and its handling of conflicts of interest that include related party transactions as defined under the New York Not-for-Profit Corporation Law.

No policy can anticipate the fullest range of factual circumstances that may entail a conflict of interest. Accordingly, it is important to interpret and apply this Policy in a way that best assists the Board and others in meeting their obligations under the law. Questions arising under or about this Policy should be forwarded to the President for consideration and resolution.

Who is subject to this Policy?

Any person who is a “Related Party” is subject to this policy. “Related Party” is defined as:

- (1) Any individual who currently serves or has served in the following capacities within the past three (3) years:
 - (a) A director and Primary Officer (as defined in the Club’s By-Laws);
 - (b) a Discretionary Officer (as defined in the Club’s By-Laws);
- (2) Any Relative of those persons listed in (1) above. “Relative” includes: spouse; domestic partner; ancestors; siblings (whether whole or half-blood); children (whether natural or adopted); grandchildren; great-grandchildren; and spouses of siblings, children, grandchildren, and great-grandchildren.

- (3) Any entity in which an individual listed in (1) or (2) has a controlling interest. A controlling interest is defined as:
- for corporations: ownership (direct or indirect) of more than 35% of the combined voting power;
 - for partnerships or personal service corporations: ownership (direct or indirect) of more than 5% of the profit interest; and
 - for trusts or estates: ownership (direct or indirect) of more than 35% of the beneficial interest.

Prior to initial election or appointment, and annually thereafter, all directors/Primary Officers and Discretionary Officers shall complete, sign, and submit to the Secretary a written statement identifying, to the best of such person's knowledge, any entity of which such person is an officer, director, trustee, member, owner, or employee, and with which the Club has a relationship, and whether there is a conflict of interest. The disclosure of a relationship shall not, by itself, constitute a conflict of interest. The Secretary shall maintain all such written statements in the Club's records for at least three (3) years.

Oversight/Administration

This Policy shall be overseen and administered by the Board. The Board shall also have the power to adopt any amendments to this Policy that the Board from time to time deems appropriate.

The Board shall be responsible for determining the proper way for the Club to handle decisions that involve unresolved conflicts of interest with Related Persons. In making such determinations, the Board may consult with legal counsel. Notwithstanding the foregoing, no person with an interest in any transaction or relationship that gives rise to a conflict of interest shall take part in the Board's consideration or decision regarding resolution of any conflict of interest.

The Secretary shall document the resolution of any conflict of interest considered by the Board in the minutes of the relevant Board meeting.