

# **Hillel's Angels Motorcycle Touring Club**

## **Charter & By-laws (v. 2.8)**

### **ARTICLE 1: STATEMENT OF PURPOSE (Mission Statement)**

The Hillel's Angels Motorcycle Touring Club (hereafter referred to as HA) serves to provide people of the Jewish faith with an organization that recognizes and embraces the motorcycle riding enthusiasts that live within our community by providing its members with organized riding and non-riding events. HA will make every effort to represent our faith and heritage proudly with respect for all.

At its core, HA is a club that focuses on its main identity: that of motorcycling, stressing safety and rider education, however, it will encourage participation in activities that will promote worthy educational and charitable pursuits that are beneficial to the Jewish community (and the broader non-Jewish community) in support of the goals and aspirations of our people. Additionally, HA will foster awareness and dissemination of news and information related to motorcycling that we think will be of interest to our members.

Activities of HA will include, but not be limited to, motorcycle rides and non-riding social events, as well as educational and charitable pursuits deemed appropriate and as permitted under these By-laws in furtherance of the goals of HA.

The club is a not-for-profit organization. It shall not be structured to provide financial profit for its members, but shall be structured to promote the common interests of its members as set forth in these By-laws. The club's activities will be organized as events for the enjoyment of its members.

## **ARTICLE 2: MEMBERSHIP**

While HA is clearly a Jewish organization, any interested party who adhere to this Charter may join.

Members shall abide by the Rules & Regulations as specified in this Charter and By-laws. Noncompliance to the letter or intent of the Charter could result in membership revocation.

No individual member, unless authorized by the president or Board, shall be authorized to make statements on behalf of the organization to the public or press.

- 1. Active Members:** Active members must embrace the club's statement of purpose, hold a valid motorcycle license endorsement and have paid their dues in full. Members must show evidence of successfully completing a Motorcycle Safety Foundation Rider Course previous to, or within one year of their initial membership to remain in good standing. Safety is of paramount importance to all motorcycle riders, especially those who ride in a group. To provide for the safety of HA members as well as others, it is required that all active members take an accredited motorcycle safety course of any skill level once every four years.
- 2. Prospective Members:** In addition to meeting all the requirements of the Active members(Article 2, paragraph 1) prospective riders wishing to join HA must:
  - a. have accumulated motorcycle driving experience of 3000 miles minimum. The mileage requirement may be waived by a designated road captain traveling with the new rider and ascertaining that the skill level is sufficient to ride with the club.
  - b. Ride on two official club rides after applying for membership OR have ridden on several HA Club rides prior to seeking membership
  - c. Fill out a membership application and motorcycle waiver and return them with dues to a Board member.
  - d. Submit proof or affirm attendance at a certified Motorcycle Safety Course within the past three years.
  - e. Receive a majority of votes cast for acceptance into the HA Motorcycle Touring Club.

### **ARTICLE 3: OFFICERS (BOARD OF DIRECTORS)**

The elected officers of the club shall be President, Vice President, Secretary, Treasurer, JMA Representative, Safety Officer, and Ride Coordinator. These officers shall constitute the operating Board of Directors (Board). Being as HA is a Jewish organization, these Board positions can only be filled by someone of the Jewish faith. In addition, so as to avoid any conflicts of interest, Board members may not be members or otherwise affiliated with the organization or operation of any other JMA clubs.

Positions other than President and Vice President may be combined, at the discretion of the President with the understanding that each person has one vote regardless of the number of positions held and that there always be an odd number of Board members (5 or 7) for purposes of voting.

The President, at his discretion can appoint a committee chairman that may include, but not limited to Social Director, Events Coordinator, Religious Leader, or Fundraising Chairman, Officers shall hold their positions for two years or until successors are elected. There are no term limits for any position. See Article 8 for Election details.

To afford an orderly transition following elections, new officers shall take office one week following their election. Outgoing officers are expected to aid in a smooth transition and shall, within that time frame, forward all records and relevant information to the appropriate incoming officer.

Candidates for president and vice president must have been members in good standing for a minimum of two years prior to the date of election.

### **ARTICLE 4: OFFICER RESPONSIBILITIES**

#### **1. President**

The duty of the President shall be to:

- 1 preside at all club meetings
- 2 have general supervision of club affairs
- 3 personally represent the club on appropriate occasions and in business contacts
- 4 assist other club officers in their records, correspondence and other duties
- 5 appoint interim officers to fill a vacancy with the approval of a majority of the Board of Directors
- 6 create and appoint additional positions within the organization as he/she may deem appropriate and in the best interests and greater good of the Hillel's Angels and the membership
- 7 foster within the organization a feeling of brotherhood, common purpose, and a shared desire to be a part of Hillel's Angels and its stated mission

## 2. Vice President

The duty of the Vice President shall be to:

- 1 perform the duties of the president in his/her absence
- 2 assume the function of President in his/her absence
- 3 upon assuming the Presidency in the event of a vacancy, shall appoint a successor for the remainder of the term with approval of a majority of the Board of Directors
- 4 assist the President in all activities as assigned by the President
- 5 oversee with the indoctrination of new members including but not limited to membership application, ride waiver, and road rules

## 3. Secretary:

The duty of the Secretary shall be to:

- 1 keep records and/or minutes of all club meetings,
- 2 send out notices of club events and regular or special meetings, via email, mail, or telephone
- 3 assume the role of Web Master or work closely with the Web Master to assure prompt posting of information and updates to the Web Site
- 4 attend to all club correspondence as may be necessary
- 5 perform such other duties as may be assigned that normally fall into the category of this office, and
- 6 maintain records of membership applications, ride waivers, and safety courses attended by members

## 4. Treasurer

The duties of the Treasurer shall be to:

- 1 maintain club bank accounts and financial records, and to deliver financial reports on a timely basis to the Board and the membership
- 2 maintain a clear and detailed accounting record which will always be available for review
- 3 collect dues from all active members
- 4 collect all other money paid to the club
- 5 pay club expenditures without prior Board approval which are commonly understood to be described as Standard Operating Expenses

## 5. Ride Coordinator

The duty of the Ride Coordinator shall be to:

- 1 oversee all ride planning
  - Note: while any specific ride may have its own ride coordinator, road captain(s), and sweep(s), the Ride Coordinator will oversee the planning and details to assure satisfying adherence to HA planning and safety standards
- 2 assist in organizing rides and producing route plans (when applicable)
- 3 oversee and assist in the management of the calendar of events and the ride schedule

## 6. Safety Officer

The duties of the Safety Officer shall be to:

- 1 assure rider education requirements for membership are fulfilled and maintained
- 2 establish and oversee safe riding practices for group rides
- 3 encourage continued education in the form of certified riding courses

## 7. JMA Representative

The job of the JMA Representative is to be the liaison between HA and the JMA; representing the interests and wishes of the Hillel's Angels

## **ARTICLE 5: FUNCTION OF THE BOARD OF DIRECTORS**

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

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.

## **ARTICLE 6: MEETINGS**

### Board Meetings:

There shall be a minimum of one formal Board meeting each year with additional meetings called for as needed. The requirement for a quorum is a minimum of 50% of the Board.

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

### General Membership Meetings:

A general membership meeting is desirable prior to the start of the riding season with additional meetings being called at the discretion of the Board as the need arises to discuss general club affairs. A voting member must be an active member in good standing with all dues and assessments paid to date.

## **ARTICLE 7: MEETING PROCEDURES**

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

## **ARTICLE 8: ELECTIONS**

Elections will be held every two years for either five or seven Board position, depending on the size and needs of the club. Those positions shall consist of: President, Vice-President, Secretary, Treasurer, JMA Representative, Ride Coordinator, and Safety Officer. As stated in Article 3, except for the president and vice president these positions may be combined as needed. Elections will be held at the first general membership meeting of the year; preferably prior to the start of the riding season.

Only active members in good standing shall be eligible to vote or hold office. A plurality vote by all active members present at the meeting, or previously mailed or e-mailed into the meeting, is sufficient to elect officers.

## **ARTICLE 9: REMOVAL OF MEMBER**

Every active member shall be held to the same standards of conduct as stated throughout the Bylaws. An infraction of the “no tolerance” rule as stated in Appendix A, Section 4, paragraph b, will lead to immediate disciplinary action as mandated by the Board.

Any member may be removed from an elected position, assigned position, or general membership due to an infraction that is deemed not to be in the interests of the HA. Voting may be at a general meeting, on the forum, or e-mail vote. The member in question shall have no vote in the matter.

Guidelines for removal of a member shall be as follows:

1. Any member may call for admonition or disciplinary action against another member based on actions or activities which are contrary to the essence of the Charter of the HA. The offensive incident shall be reported to the Board by the person or persons whom have been offended for investigation and discussion.
2. The Board will notify the offensive party and request an explanation of actions.
3. Upon consideration and careful deliberation, the Board will render a decision as to the merits of the claim. Options available to the Board include but are not limited to: dismissal of the claim, verbal admonition, removal from committee or Board position, hiatus of riding privileges, or temporary or permanent dismissal from the club.
4. These rules apply to all Board members in the same manner as they apply to the general membership.
5. Only the Board has the authority to officially admonish or remove a member from the HA Motorcycle Touring Club.
6. A majority vote is required of the Board prior to enactment of an action against any member.
7. After a non-specific time period, and upon reapplication by the admonished member, the Board may consider reinstatement of the offending member.

## **ARTICLE 10: ANNUAL DUES**

Annual dues shall be determined by the Board each year and will be announced at the first general membership meeting. New members must pay dues within 30 days of membership acceptance to assure full membership privileges. Existing members must pay dues no later than May 1 of the current year to assure continued voting privileges. Dues will be used to offset any costs incurred with maintaining HA or to fund charitable events in accordance with the procedures established to approve expenditures.

## **ARTICLE 11: CLUB EXPENDITURES**

Small expenditures may be incurred at the discretion of a majority vote by the Board and may authorize disbursements once approved. All disbursements shall be included and specified in the Treasurers report at the general membership meeting to become common knowledge. Larger expenditures or contributions must be approved by the Board through a majority vote. No large expense will be assumed or accepted by the club without the full understanding and disclosure to the membership.

No individual of the HA 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 Hillel's Angels T-shirts, the funds earned will go into an HA account, to be used in a manner consistent with this charter as determined and decided by the membership.

## **ARTICLE 12: DONATIONS**

All charitable donations made by the club, or made in the name of the club, must be approved by the Board. The Board will make a selection from any recommendations and then the general membership will vote on those causes that they feel are most worthy of HA's efforts.

## **ARTICLE 13: 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 the HA area, may apply to the Board for honorary membership status. The Board, at its sole discretion, is empowered to grant this status. In addition, the Board may grant honorary membership to someone who works on behalf of the HA organization. This may include but not limited to a Rabbi, web designer, accountant, public relations people, or the wives of the HA members. 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.

## **ARTICLE 14: AMENDING THE CHARTER AND OTHER GOVERNING DOCUMENTS**

The Charter & By-laws may be changed, deleted or appended, providing the proposed changes, deletions or additions are submitted in writing to the Secretary at least two weeks prior to any official meeting. Note: a special meeting may be called for the purposes of discussing and voting on these matters.

The Secretary must communicate the proposed changes to the entire membership in good standing, using mail, e-mail or telephone as the Secretary deems appropriate. Two-thirds (2/3) of the eligible members attending that meeting must approve the amendment(s). Quorum requirements must be met for the vote to take place.

## **ARTICLE 15 – ASSETS**

Any Member whose membership in Hillel's Angels 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 the HA. Furthermore, no surplus funds of Hillel's Angels (if any) shall inure to the benefit of any member of Hillel's Angels.

Assets are, but not limited to:

- 1 Internet domain name(s) ownership\*
- 2 Web site host ISP ownership\*
- 3 Club display banner(s)
- 4 Identifying paraphernalia such as patches, hats, t-shirts, etc., not in the possession of the member as a result of purchase or membership
- 5 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 the Hillel's Angels Motorcycle Touring Club.

## **ARTICLE 16. DISSOLUTION AND DISBURSEMENT OF CLUB PROPERTY AND TREASURY**

If the HA 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 or any other recognized Jewish-related entity that is not necessarily a charity, but accepts donations. No funds or assets shall be assigned, or relinquished to any member or individual for personal use.

## **ARTICLE 17. INTELLECTUAL PROPERTY RIGHTS**

All copyrights, or other intellectual property owned or created by any Member independent of HA shall remain the property of that Member, and rights there under shall not be affected in any way by the Member's participation in the HA. However, all copyrights, or other intellectual property created by any Member for and under the direction of the HA shall become the property of the HA, unless otherwise agreed to in writing. All material presented to the HA shall be deemed non-confidential in nature and hence for public distribution unless otherwise stated and marked as such. The HA, 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 HA 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 the HA without prior written consent. This obligation shall survive resignation, membership revocation, or cessation of activity of any member or dissolution of the HA.

## ARTICLE 18 – RATIFICATION

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

Ratified by the membership of the HA on this \_\_\_\_ day of \_\_\_\_ in the year \_\_\_\_\_.

Attest: \_\_\_\_\_, President

\_\_\_\_\_, Secretary

### APPENDIX A Member Rules and Regulations

1. It is inherently assumed that all members shall abide by the Charter and these Rules and Regulations.
2. Members are expected to maintain their motorcycles in good working order.
3. Non-members (visitors) may participate in HA events (rides or social) under the following conditions:
  - a. The HA host is responsible for the guest. That includes but is not limited to informing the guest of our riding style, group riding in staggered formation, breadcrumbing, proper ride attire, riding safety issues, inspection of the motor vehicle, etc. It is the responsibility of the host to ride near the visitor to make any corrections or recommendations in riding style as needed.
  - b. After attending four HA events of any type, the visitor shall be encouraged to become a member. If the visitor elects not to join HA, then they will have to refrain from participating in future rides or events.
4. Conduct at HA events:
  - a. HA is first and foremost a Jewish motorcycle club which makes it a very visible representative of our faith, culture, community and family. Act accordingly. Avoid confrontation; prioritize safety; and behave in a way that brings pride to HA and serves as a model for what a motorcycle club should be.
  - b. There will be zero tolerance for drugs and alcohol during riding events. Any violation of this rule will mean, as a minimum, not continuing with the group on a ride, and possible removal as a member.