

Hillel's Angels motorcycle touring club

Charter & By-laws (v.14a)

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

Active members must embrace the club's statement of purpose, hold a valid motorcycle license endorsement and have paid their dues paid in full. Active 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. There may be requirements for continued rider education as determined, specified and approved by the 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 specified in Appendix A to this Charter. 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.

ARTICLE 3: OFFICERS

The officers of the club shall be President, Vice President, Secretary, Treasurer, Master Ride Coordinator, JMA Representative, and Safety Officer. The officers shall constitute the operating Board of Directors (Board). Positions other than President and Vice President may be combined, at the discretion of the Board.

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.

Beginning with the second election of officers, candidates for president and vice president must have been members in good standing for a minimum of one year 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 people to serve as officers, if an elected officer's position becomes vacant,
- 6 appoint interim officers to fill a vacancy with the approval of a majority of the Board of Directors.
- 7 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, and
- 8 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.

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 skill 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, The Treasurer will maintain a clear and detailed accounting record which will always be available for review,
- 2 collect dues from all active members,
- 3 collect all other money paid to the club, and
- 4 pay club expenditures with the approval of the Board.

5. Master Ride Coordinator

The duty of the Master Ride Coordinator shall be to:

- 1 oversee all ride planning,
 - o Note: while any specific ride may have its own ride coordinator, road captain(s), and sweep(s), the Master 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 maintain the master calendar for the entire organization,
- 4 oversee and assist in the management of the calendar of events and the ride schedule, and
- 5 work closely with the Secretary and/or the Web Master 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:

- 1 assure rider education requirements for membership are fulfilled and maintained and to keep records pertaining thereto,
- 2 establish and oversee safe riding practices for group rides,
- 3 encourage continued education in the form of
 - o providing workshop sessions, both riding (during which time riding exercises may be practiced), and
 - o non-riding events, such as a seminar/lecture, or a discussion related to riding. It is expected to have a minimum of one riding or non-riding session during each calendar year.

7. JMA Representative

The duties of the JMA representative shall be to:

- 1 maintain communications with the JMA Council.
- 2 reporting to the Board on all matters transpiring with the JMA.
- 3 soliciting club responses to inquiries from JMA.
- 4 report to the JMA all matters that the board deems appropriate.

ARTICLE 5: 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 two formal board meetings each year. The requirement for a quorum is a minimum of 50% of the board. The first shall take place in March at or prior to the start of the riding season. An "end of season" meeting shall take place during the month of October. Any gathering, social or ride, may also be considered an official board meeting to transact club business if a quorum is present *if properly pre-noticed*.

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:

If the Board wishes to put a given subject or question before the general membership at a meeting for a vote, 25% of the total voting membership must be present to have a quorum. Similar to the conditions set forth for a Board meeting, for a general membership vote, any gathering, social or ride, will be considered an official meeting to transact club business if a quorum is present *and properly pre-noticed*. A voting member must be a regular 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

Upon the ratification of this Charter by a majority of the active membership in good standing, nominations will immediately be taken for all officer positions and all positions will be filled if possible. These initial officers will hold INTERIM positions only, with elected officers to assume their roles prior to the start of the 2007 riding season.

Beginning in 2007 and every two years thereafter, the board will appoint a nominating committee consisting of five (5) active members by January 15th. The nominating committee shall nominate at least one candidate for each position. The committee must add to the ballot any member who is nominated by a petition signed by at least four active members. Petitions from the membership for elective positions shall be forwarded to the nominating committee by no later than February 28th. The committee shall submit its ballot to the board by the Season Opening Meeting in March. The nominating committee's ballot will be distributed to the membership prior to the meeting and the elections.

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: ANNUAL DUES

Annual dues shall be determined by the Board each year and will be stipulated at the March 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 June 30 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 10: CLUB EXPENDITURES

The Treasurer plus any elected officer may authorize disbursements once approved. No expense will be assumed or accepted by the club without the full understanding and acceptance by the membership. Expenditures may be approved at any recognized meeting (in person or by electronic means as specified in Paragraph 6) where the requirements of a quota and majority vote of the meeting attendees are met.

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 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 11: DONATIONS

All donations made to the club, or made in the name of the club, must be approved by the board. The Board will assign a Steering Committee to seek out worthwhile charitable pursuits. 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 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 the HA 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.

ARTICLE 13: 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 four 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 14: LOCAL CHAPTERS

The board has the authority to grant charters for the establishment of local chapters of the HA. All new chapters will be required to adopt the HA Charter & By-laws. There shall be a written agreement granting charter status. The Board of the founding HA has the authority to suspend or remove for reasonable and due cause the grant of local chapter status previously so granted to any local chapter. Any local chapter removed by the Board will be prohibited from using the name of the club.

Local chapter members will be invited to attend all riding and non-riding events of any other chapter. Local chapters will be expected to participate in state-wide events and contribute to those efforts.

Dues will be the same for all throughout the HA organization and paid to the founding chapter. (Dues will not be collected or maintained at any chapter.) A chapter may not create a liability for itself or for the founding chapter without the express written approval of the founding chapter. All administrative costs, e.g., the HA website, shall be absorbed by the founding chapter.

As the needs of a chapter may vary due to local circumstances, the written agreement that provides charter status shall make provision for stipends to the chapter for operating expenses, etc.

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.

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 accrue to any member or individual.

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 10th day of November in the year 2006.

Attest: Gil Paul, President

Larry Edelman, 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 must participate in a minimum of two riding events and one non-ride event in any calendar year to maintain voting status, even if the member's dues are fully paid.
 - a. Members not meeting the above shall be deemed to be associate members.
 - b. Upon meeting the above criteria, an associate member may be restored to full membership status, but voting privileges will not be reinstated until 3 months have elapsed after reinstatement.
 - c. A riding event is any pre-announced and organized ride with a minimum of 5 participants.
 - d. A non-riding event can be attendance at a scheduled meeting or social event.
3. In addition to dues, members may be charged a fee for any given ride to offset any cost associated with that ride, or for charitable purposes. Should this be required, it will be announced sufficiently in advance of the ride.
4. For safety considerations, newly-licensed riders must have completed a Basic Rider Course as offered by any accredited facility that offers such a course. Additionally, the rider must have accumulated driving experience of 3000 miles minimum. The mileage requirement may be waived by a designated club member traveling with the new rider and ascertaining that the skill level is sufficient to ride with the club.

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 at any skill level once every four years.
5. Members are expected to maintain their motorcycles in good working order.
6. Non-members (visitors) may participate in HA events (rides or social) under the following conditions:
 - e. For rides, the visitor shall meet the requirement for having taken a Basic Riders course and having 3000 miles road experience.
 - f. 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.
7. Conduct at HA events:
 - g. 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.
 - h. 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.

- **Charter Amendments:**

- **Article 1, last sentence,** change “our” to “the Jewish”, as agreed at General Membership meeting – 3/14/2007. (“HA will make every effort to represent **the Jewish** faith and heritage proudly with respect for all.”)
- Article 2, 1st paragraph, last sentence, change “may” to “will”. (“There **will** be requirements for continued rider education...”)
- **Article 3, JMA Representative-** Problem: the original language for this paragraph was accidentally left off of the latest version (14a) of the Charter. Take the original language from a prior version and add it back into the latest version of the Charter.

- “JMA Representative: The duties of the JMA representative are to maintain communications with the JMA Council, reporting to the Board on all matters transpiring with the JMA, soliciting club responses to inquiries from JMA, and to report to the JMA all matters that the board deems appropriate.”

- **Article 4: Officer Responsibilities,**

- **Pt 1 – President-** In addition to the responsibilities to be assumed by the President as noted in Charter version 14a, the following is approved to be added: “The President can appoint committees with the consent of the board.”

- The above amendment, suggested by the board (and not raised as an issue by the President) clarifies the method by which committees can be created. Note that Committees can also be suggested or requested by the general membership and would also be approved by the board.

- **Pt 2 – Vice President -** In addition to the responsibilities to be assumed by the Vice President as noted in Charter version 14a, the VP will also accept the role of managing the Membership roster.

- This will include working with the Secretary of the club to maintain updated member information. The VP will also oversee the dissemination of information to existing members in regards to current membership status, and provide board approved information related to the Hillel’s Angels in response to inquiries from potential new members.

- **Article 12: Honorary Member Status-** The current article states that an Honorary member had to have been a member. Change in the 1st sentence “Any member” to read “Any person” as follows:

Any **person**, 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. 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.

