

SIXTH EDITION  
January 1, 2019



(The) Texas ABATE Confederation, Inc.

ARTICLES OF INCORPORATION  
AND BYLAWS

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## **Preface**

An alliance dedicated to the protection of the individual rights of motorcyclists through political change and awareness, charitable works, public education and the promotion of motorcycling.



## **ARTICLES OF INCORPORATION**

### **Definitions**

“Board of Directors” - Elected Chapter Representatives and the Independent Representative, hereinafter called the “Board”.

“Executive Officers” - Coordinator, Assistant Coordinator, Secretary and Treasurer.

“Administrative Officers” - Legislative, Membership, and Newsletter.

“Optional Officers” - Products, Security and Media Relations.

“Corporation” – (The) Texas ABATE Confederation, Inc. hereinafter referred to as the “Corporation”.

### **Article I - Name**

A. The name of this Corporation is (The) Texas ABATE Confederation, Inc., a corporation not for profit.

B. The registered agent is Bruce Guffee, 390 Kerfoot Ln., Bells, TX 75414; mailing address is P.O. Box 44, Bells, TX 75414.

## **Article II – Objectives**

- A. Political involvement with the actions of our local, state, and federal government with regards to the rights of motorcyclists.
- B. Educate individuals in the political process, from registering to vote to running for office.
- C. Promote motorcycle safety through awareness and education programs.
- D. Improve the image of motorcyclists to the general public.

## **Article III - Members**

- A. Any person who wishes to become a member must submit a completed application along with membership fees.
  - 1. Types of memberships:
    - a. Individual – One person
    - b. Family - Two persons
    - c. Lifetime –
      - 1. Gold; An honorary membership approved by the Board or
      - 2. Silver; A membership purchased by the member
- B. Persons must be a member in good standing for a period of one (1) month before having voting privileges.
- C. Persons may join either as:
  - 1. Members of an existing chapter, or
  - 2. Independent members
- D. Termination of memberships.
  - 1. Nonpayment of membership fees.
    - a. Inactive/Expired – Will be issued their former membership number if available when reactivating, otherwise will be issued a new number.
  - 2. Acts considered by the Board to be detrimental to ABATE.
- E. The Corporation reserves the right to set the cost of membership fees.
- F. Membership is not transferable between persons.

## **Article IV - Governing Body**

- A. The Corporation shall be governed by the Board.
- B. The Board shall consist of members designated as Chapter Representatives, elected by their chapters, and the Independent Representative, elected by the independent members. Board members may hold other state positions, with the exception of Executive Officer positions.
- C. Persons must be 18 years of age or older to be an officer of the Corporation or Board member.
- D. The required Executive Officers of the Corporation shall consist of; Coordinator, Assistant Coordinator, Secretary, and Treasurer.
- E. The Administrative Officers of the Corporation are: Legislative, Membership, and Newsletter.
- F. The optional positions that may be filled, at the request of the Corporation may include; Security, Products and/or Media Relations. They may also include other positions, as required by the Corporation. These positions may be elected or appointed by the Coordinator.
- G. A quorum of Board members is required for the Corporation to conduct business.
  - 1. A quorum shall consist of 50% of the Board.
  - 2. A Board member may be counted present if communicating with the Board by electronic means (phone, etc.) during the meeting.
  - 3. Should a Board member be unable to attend a scheduled meeting; that Board member may send a substitute member carrying a written proxy from their chapter and said proxy will count towards a quorum.
- H. Executive and Administrative Officers shall serve for a period of two (2) years.
  - 1. In odd numbered years, the position of Coordinator, Secretary and Legislative shall be nominated and elected, taking office at the first meeting of the following even numbered year.
  - 2. In even numbered years, the position of Assistant Coordinator, Treasurer, Membership and Newsletter shall be nominated and elected, taking office at the first meeting of the following odd numbered year.
- I. The Coordinator may appoint a member to fill a vacant Executive and/or Administrative officer position on a temporary basis until next election.

- J. The Board shall meet quarterly, or more frequently, as deemed necessary.
- K. The Corporation shall provide for not less than one (1) general membership meeting annually.

## **Article V - Corporate Functions**

- A. Corporate Records:
  - 1. Minutes of meetings of the Corporation shall be maintained by the Secretary.
  - 2. Financial Records of the Corporation shall be maintained by the Treasurer.
- B. Use of the (The) Texas ABATE Confederation Inc. name, it's abbreviations, derivatives, or logo may not be used for endorsement by a business, person, political party, political candidate, or other organization unless authorized by the Board.
- C. The Corporation shall utilize prudent financial judgment in its conduct of business.
  - 1. Officers of Texas ABATE may not be held liable for monetary damages as such for any action taken, or any failure to take action, unless the officer has breached or failed to perform the duties of his/her office and the breach or failure to perform constitutes willful misconduct or recklessness.
  - 2. The provisions of this section shall not apply to the responsibility or liability on an officer pursuant to any criminal statute or the liability of an officer for payment of taxes to local, state or federal agencies.
- D. Any situation, circumstance or procedure not covered by provision of these Articles of Incorporation or Bylaws shall be addressed by the Board. The Corporation shall refer to Robert's Rules of Order for additional clarification as to procedure.
- E. Conflict Resolution:
  - 1. Upon receipt by the Corporation Coordinator of a situation concerning complaints, termination of memberships, removal of office, or acts detrimental to the Corporation, the Corporation Coordinator shall appoint a committee of not less than three (3) people, none of whom are involved in the issue.
  - 2. This committee shall investigate and report their findings which will include the nature of the complaint, the person making the complaint, and the committee's recommended resolution to

the Corporation Coordinator. The Corporation Coordinator will present the committee's report to the Board.

3. The Board shall determine the validity of the complaint, review the committee's report of their findings and recommendations and formulate a resolution.

4. The Board's resolution will be final.

### **Article VI - Changing the Articles of Incorporation or Bylaws**

Any changes, deletions, or additions may only be made by a 2/3 majority vote of the Board after a 60 day review and comment period. Changes are considered to be final upon approval by the Board.

### **Article VII - Dissolution Clause**

A. In the event ABATE should, for any reason, find it necessary to cease its existence, the Executive Officer(s) shall prepare a list of all obligations and liabilities including all final local, state, and federal tax returns.

B. Upon the dissolution and after paying or making provisions for the payment of all the liabilities of the Corporation, the Executive Officer(s) shall dispose of all the assets to an organization for motorcyclists' rights and/or education.

C. In case of insolvency, the assets will be sold and monies divided among debtors according to a formula of percentage as prescribed in bankruptcy proceedings.



## **BYLAWS**

### **Article I - Meetings**

- A. All ABATE business meetings shall be open to the public.
- B. Roberts Rules of Order will be followed at all meetings.

### **Article II - Chapters**

- A. To establish a Chapter: Any prospective Chapter must have no less than three (3) members holding four (4) pro tem officer positions; a Coordinator, Assistant Coordinator, Secretary/Treasurer and a Chapter Representative.
  - B. A start-up Chapter must have and maintain a minimum of fifteen (15) current paid members. The Chapter must have a mailing address, a checking account that requires two (2) signatures, regular meetings, and regular representation at Corporation Board meetings.
  - C. Each start-up Chapter is required to pay an initial charter fee; to be set by the Board.
  - D. After a period of not less than six (6) months, a start-up Chapter may request recognition as a full Chapter, provided that they have demonstrated growth, continuity, and have paid their initial charter fee. The Board may accept this petition by a simple majority.
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- E. Should a Chapter's membership fall below fifteen (15) members, the Board may grant the Chapter up to one hundred eighty (180) days to meet requirement.
- F. The Corporation Treasurer shall be on the signature card of all Chapter bank account(s). A copy of all monthly bank statement(s) and all monthly financial report(s) shall be forwarded to the Corporation Treasurer no later than the 20th of each month.
- G. Each Chapter is required to pay an annual charter fee; amount to be set by the Board. Charter fees are based on the number of current members as of December 31st. Charter fees are billed on January 1st and payable by March 1st.
- H. All Chapter assets are the property of The Texas ABATE Confederation Inc.
- I. Each Chapter is required to meet on a regularly scheduled basis, not to be less than nine (9) meetings per year.
- J. Chapters are to elect officers on an annual basis, and to notify the Corporation of the Chapter officers' names, addresses, phone numbers, and email addresses, if available.

### **Article III – Chapters Officers**

- A. Chapter elected officers:
  - 1. Shall serve one (1) year terms, elected by the Chapter members, taking office in January of each year. Chapters may elect or appoint additional officer positions as deemed necessary.
  - 2. Chapter members must be in good standing for a period of six (6) months before serving as an officer.
- B. In the event of a vacancy at the Chapter level the Coordinator shall fill the position with an appointee, subject to the approval of the Chapter membership.
- C. Duties of Chapter Officers
  - 1. Coordinator
    - a. May hold any other position within the Chapter with the exception of Chapter Representative.
    - b. Chair meetings.
    - c. Formulate agendas with the Secretary for upcoming meetings.
    - d. Call officer meetings as necessary.
    - e. Formulate and propose projects, events, and objectives for the upcoming year to the membership.

- f. Serve as official spokesperson for the Chapter and generally lead the Chapter politically, socially and charitably throughout the term.
    - g. Any other such duties as may be assigned by the Corporation, or requested by the Chapter membership.
  2. Assistant Coordinator
    - a. Assumes the position of the Coordinator upon the office becoming vacant (prior to the next general election); or at the request of the Coordinator, or in the event of an absence, disability or incapacitation of the Coordinator.
    - b. Any other such duties as may be assigned by the Coordinator, or requested by the Chapter membership.
  3. Secretary
    - a. Maintain Chapter records.
    - b. Record and report minutes of all Chapter meetings and forward copies of each meeting minutes to the Corporation Secretary.
    - c. Any other such duties as may be assigned by the Coordinator, or requested by the Chapter membership.
  4. Treasurer
    - a. Act as custodian of all Chapter monies.
    - b. Receive and disperse money as approved by the Chapter officers.
    - c. Maintain current books and records of all financial transactions.
    - d. Report at each Chapter meeting the financial status of the Chapter; including receipts and disbursements, balances on hand, and profits or losses from events and/or other projects.
    - e. Submit monthly financial reports and bank statement copies to the Corporation Treasurer no later than the 20th day of the following month.
    - f. Chapter checks require two (2) signatures: Chapter Treasurer and one (1) other Chapter officer, who cannot be married to, cohabiting with, or related to the Chapter Treasurer..
  5. Membership
    - a. Process and forward to the Corporation all

membership informational changes with copies of all membership applications, funds, financial and membership reports within fourteen (14) days of receipt.

- b. Maintain all Chapter membership records.
6. Legislative
  - a. Maintain communications with the Corporation Legislative Officer to keep the Chapter informed of political and legislative issues.
7. Chapter Representative
  - a. May hold any other position within the Chapter with the exception of the Coordinator.
  - b. Responsible for reporting all relevant Corporation information to the Chapter and all relevant Chapter information to the Corporation.
  - c. Votes at Corporation elections and meetings as directed by the Chapter membership.
  - d. Presents Chapter concerns and suggestions for changes, amendments, proposals, etc. to the Corporation for their consideration.

#### **Article IV – Corporate Elections**

- A. Election notification for open Corporation positions will be reported in the Corporation newsletter published during the year’s first quarter.
- B. Nominations for open positions will be accepted from July through September.
- C. Candidates for open positions must be current members in good standing for a period of six (6) months, and may accept the nomination either in person, by phone, written notice, or via electronic communications. Candidates for office have the opportunity to address the general membership via print, electronically or in person.
- D. Board members are to vote at the last Corporation meeting of the calendar year.
- E. Installation of the new officers will be held at the first Corporation meeting of the following year.
- F. The Independent Representative will be elected by a vote of the independent members only.

## **Article V - General Funds**

- A. The Corporation shall maintain a general fund, to be administered by the Treasurer, at the direction of the Board.
1. Monies shall be dispersed, as required, to maintain routine operational functions of the Corporation.
  2. Should there be a questionable expenditure; the Treasurer is required to bring this expenditure to the attention of the Board for resolution.

## **Article VI - Duties of Corporation Officers**

- A. Coordinator:
1. To oversee the operations of the organization, including Corporation level meetings, events and other functions. The Coordinator is required to direct the organization, and maintain organizational cohesiveness.
  2. The Coordinator is responsible for public relations and may designate an official spokesperson.
  3. Chair all Corporation meetings and the annual general membership meeting.
  4. Make all decisions, not requiring Board approval, to ensure continuous operation of the Corporation on a daily basis. The Coordinator is not authorized to obligate corporate funds or assets, sign contracts, exempt individuals or groups from any policies in the Articles of Incorporation and/or Bylaws without Board approval.
  5. May only vote at Corporation meetings in the event of a tie.
  6. May sign Corporation checks.
  7. Authorized to make expenditures benefiting the Corporation, not exceeding \$250.00 annually.
  8. Any such other duties that the Corporation shall require.
- B. Assistant Coordinator
1. Assumes authority of Coordinator in the event of Coordinator's absence.
  2. To advise and assist the Coordinator, as required.
  3. May sign Confederation checks.
  4. Responsible for maintaining communications between the Corporation and the independent membership in the absence of an Independent Representative.
  5. The Assistant Coordinator will not have a vote at
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- Corporation meetings.
- C. Secretary
1. Record and maintain Corporation meeting minutes, and pertinent documents.
  2. Work in conjunction with the Coordinator to establish meeting agendas and provide notification for every Corporation meeting to the Board and Corporation officers.
  3. Maintain a current copy of the Articles of Incorporation and Bylaws.
  4. May sign Corporation checks.
- D. Treasurer
1. Responsible for maintaining the financial accounts and records of the Corporation.
  2. Responsible for filing and maintaining all taxes and related documents.
  3. Receive, maintain, review, and distribute Chapter financial reports and necessary forms.
  4. All government filings (i.e. sales & use tax, franchise tax, IRS corporate income tax) will be available to all Board members and Corporation officers and to each Chapter Coordinator upon request.
  5. All checks require the Treasurer's signature and that of one (1) other Executive officer (Coordinator, Assistant Coordinator or Secretary). Second signature cannot be by any Executive officer who is married to, cohabitates with, or is otherwise related to the Treasurer.
  6. Maintain and moderate Corporation checking account debit card.
  7. All monies received are to be deposited within ten (10) days.
  8. Prepare and present the proposed Corporation budget on an annual basis.
  9. The Board may audit the financial records of the Corporation when deemed necessary.
- E. Legislative Officer
1. Direct the legislative and political goals of the Corporation, both state and federal.
  2. Serve as the Corporation's official representative to other Motorcycle Rights Organizations (MRO's).
  3. Attend MRO seminars.

- a. Submit articles to the Corporation newsletter on all conferences attended.
  - b. Submit expense report with receipts to the Treasurer for reimbursement.
4. Maintain communications with Chapter Legislative officers.
5. Maintain current membership for the Corporation in federal and state MRO's.
- F. Membership Officer
  1. Maintain a membership mailing address for the Corporation.
  2. Receive and process all membership reports and funds within seven (7) days of receipt to the Treasurer.
  3. Maintain all Corporation membership records.
  4. Provide renewal notifications to members sixty (60) days prior to expiration date to ensure no lapse of membership services.
  5. Provide each Chapter, and Independent Representative with an updated membership list on a monthly basis, or when requested.
  6. Coordinate and maintain records on Chapter development, and information on requests for new Chapter formation.
  7. Maintain all records and communication with American Life Insurance Company relating to the complimentary AD&D insurance policy each member receives for becoming a Texas ABATE Confederation, Inc. member.
- G. Newsletter Editor
  1. Responsible for the publication, editing and distribution of the Corporation Newsletter.
  2. Collect advertising material for the Newsletter, and forward billing information, or monies received, to the Treasurer within ten (10) days of receipt.
- H. Products Officer
  1. Develop and implement a merchandising program.
  2. Makes recommendations to the Board regarding merchandise that the Corporation may wish to sell.
  3. Maintain accountability of inventory and monies received.
  4. Submit monthly financial reports to the Treasurer no later than the 20th day of the following month of all product sales and expenses.
- I. Security Officer
  1. Maintain order at all Corporation meetings and events.

2. Keep and maintain security equipment.
- J. The Board
1. The Board is responsible for the development, implementation, and discharge of organizational/corporate policies.
  2. Board members are responsible for sharing relevant news and information between the Corporation and their Chapter membership.
  3. Each Board member shall have one (1) vote at Corporation meetings, provided their Chapter is in compliance.

### **Article VII - Removal from Office**

- A. Executive and Administrative Officers may be removed from office due to:
1. Improper behavior resulting in negative publicity or derogate to the image of ABATE or it's Chapters.
  2. Non-performance of duties, responsibilities, and assigned tasks.
  3. Knowingly or willfully violating current Articles of Incorporation and/or Bylaws.
- B. Any complaint must be presented in written detail to the Corporation.
- C. An immediate investigation will be initiated by the Corporation, and the person(s) involved notified by certified mail.
- D. If the investigation verifies the charges(s) are valid, the Corporation will dismiss the Defendant from office immediately, and may take additional action as deemed necessary.
- E. Defendant will have thirty (30) days to appeal the decision to the Corporation.
- F. If the charge(s) are dismissed during the appeal, the officer may resume his/her duties.
- G. If charge(s) are affirmed during the appeal, the Defendant will be dismissed from office, and any additional action may be taken.
- H. If charge(s) are affirmed during the appeal, the decision of the appeal is final and shall be recorded in the Corporation minutes.