



(The) Texas ABATE Confederation, Inc.

ARTICLES OF INCORPORATION AND BYLAWS

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ARTICLES OF INCORPORATION

Mission Statement

(The) Texas ABATE Confederation, Inc. is 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.

Definitions

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

“Board of Directors” – Representatives elected by each chartered chapter and independents, hereinafter collectively referred to as the “Board”

“Member in Good Standing” – a member who is current on membership dues

“Proxy” – a written statement, by a Board member, authorizing a substitute Texas ABATE member, in good standing for six (6) months, to vote in their absence

Article I - Name

- A. The name of the Corporation is (The) Texas ABATE Confederation, Inc., a corporation not for profit.
- B. The registered agent is Registered Agents Inc. 5900 Balcones Dr. Suite 100, Austin, Texas 78731.

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 through charitable works and other activities.

Article III - Members

- A. Any person who wishes to become a member must submit a completed application along with membership fees.
 - a. Types of memberships:
 - i. Individual – One person
 - ii. Couple – Two persons
 - iii. 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 at the chapter or independent level.
- C. Persons may join either as:
 - a. Members of an existing chapter, or
 - b. Independent members
- D. Termination of memberships.
 - a. Nonpayment of membership fees.
 - i. Inactive/Expired – Will be issued their former membership number if available when reactivating, otherwise will be issued a new number.
 - b. Acts considered by the Board to be detrimental to Texas ABATE.
- E. Texas ABATE reserves the right to set the cost of membership fees.
- F. Membership is not transferable between persons.

Article IV - Governing Body

- A.** Texas ABATE shall be governed by the Board.
- B.** Members serving on the Board may hold other State positions, with the exception of State Executive Officer positions.
- C.** Persons must be 18 years of age or older to be an officer or serve on the Board of Texas ABATE.
- D.** The required State Executive Officers of Texas ABATE shall consist of State Coordinator, State Assistant Coordinator, State Secretary, and State Treasurer. Election of State Executive Officers and their respective duties are specified in the Bylaws.
- E.** The State Administrative Officers of Texas ABATE shall consist of: State Legislative Officer, State Membership Officer, and State Newsletter Officer. Election of State Administrative Officers and their respective duties are specified in the Bylaws.
- F.** The optional positions that may be filled at the request of Texas ABATE may include, but not limited to: State Security Officer, State Products Officer and/or Public Relations. These positions are appointed by the State Coordinator.
- G.** State Executive and State Administrative Officers shall serve for a period of two (2) years.
 - a. In odd numbered years, the position of State Coordinator, State Secretary and State Legislative shall be nominated and elected, taking office at the first meeting of the following even numbered year.
 - b. In even numbered years, the position of State Assistant Coordinator, State Treasurer, State Membership and State Newsletter shall be nominated and elected, taking office at the first meeting of the following odd numbered year.
- H.** The State Coordinator may appoint a member to fill a vacant State Executive and/or State Administrative officer position on a temporary basis until next election.
- I.** Texas ABATE shall meet quarterly, or more frequently, as deemed necessary for State Board Meetings. The State Coordinator or State Assistant Coordinator will chair the meeting. In the absence of the State Secretary, the State Officer chairing the meeting will appoint a member in good standing to take minutes of the meeting.
- J.** Texas ABATE shall provide for not less than one (1) general membership meeting annually. The State Coordinator or State Assistant Coordinator is required to chair the meeting. In the absence of the State Secretary, the State Executive Officer chairing the meeting will appoint a member in good standing to take minutes of the meeting.
- K.** A quorum of the Board is required for Texas ABATE to conduct business.
 - a. A quorum is established when all chartered Chapters are compliant with the Texas ABATE Bylaws; and at least 50% of the Board is present.
 - b. A Board member may be counted present if communicating by electronic means (phone, etc.) during the meeting.
 - c. 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. Substitute member must be a member in good standings for six (6) months.

Article V - Texas ABATE Functions

- A.** Texas ABATE Records:
 - a. Minutes of meetings of Texas ABATE shall be maintained by the State Secretary.
 - b. Financial Records of Texas ABATE shall be maintained by the State Treasurer.
 - c. All Texas ABATE records shall be retained for a period of seven (7) years.
- B.** Use of Texas ABATE's legal name, its 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.** Texas ABATE shall utilize prudent financial judgment in its conduct of business.
 - a. 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.

- b. The provisions of this section shall not apply to the responsibility or liability of 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 the provision of these Articles of Incorporation or Bylaws shall be addressed by the Board. Texas ABATE shall refer to Robert's Rules of Order for additional clarification as to meeting procedure.
- E.** Conflict Resolution:
 - a. Upon receipt by the State Coordinator of a situation concerning complaints, termination of memberships, removal of office, or acts detrimental to the Texas ABATE, the State Coordinator shall appoint a committee of not less than three (3) members, in good standing for a minimum of six (6) months, none of whom are involved in the issue.
 - b. 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 State Coordinator. The State Coordinator will present the committee's report to the Board.
 - c. The Board shall determine the validity of the complaint, review the committee's report of their findings and recommendations and formulate a resolution.
 - d. The Board's resolution will be final.

Article VI - Changing the Articles of Incorporation or Bylaws

- A.** 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 Texas ABATE should, for any reason, find it necessary to cease its existence, the State 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 Texas ABATE, the State 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 of
(The) Texas ABATE Confederation, Inc.

Article I - Meetings

- A.** All Texas ABATE Board, Chapter, and Annual General Membership meetings shall be open to the public.
 - a. Guests may not speak during the Board meeting, but instead take their questions, concerns, issues, etc. to their Chapter or Independent Representative for discussion, at the discretion of the Chapter or Independent Representative.
 - b. Guests may only speak during Chapter meetings when acknowledged by the Chapter Coordinator.
 - c. Guests may only speak during Annual General Membership meetings when acknowledged by the chair.
- B.** Chapter meetings require 50% of Chapter Executive Officers and two (2) Chapter Members who are currently in good standing and who are not currently holding a Chapter Executive Officer position in attendance to establish a Quorum and conduct Chapter business.
- C.** Roberts Rules of Order will be followed at all meetings.

Article II - Chapters

A. Establishing a Chapter Charter

- a. Any prospective Chapter must have no less than three (3) members holding five (5) required Chapter Executive officer positions; a Chapter Coordinator, a Chapter Assistant Coordinator, a Chapter Secretary, a Chapter Treasurer and a Chapter Representative.
- b. A prospective Chapter must have and maintain a minimum of fifteen (15) members in good standing.
- c. The prospective Chapter must have a mailing address, a bank account that requires two (2) signatures, regular meetings, and regular representation at Texas ABATE State Board meetings.
- d. Each prospective Chapter is required to pay an initial charter fee; to be set by the Board.
- e. After a period of not less than six (6) months, a prospective Chapter may petition for recognition as a fully Chartered Chapter, provided that they have demonstrated growth, continuity, completed all requirements stated in sub-paragraphs (a), (b), (c), and (d) above.
- f. The Board may accept this petition by a 2/3 majority vote.

B. Maintaining a Chapter Charter

- a. The Chapter Executive Officers shall consist of: Chapter Coordinator, Chapter Assistant Coordinator, Chapter Secretary, Chapter Treasurer and chapter Representative.
- b. The Chapter Administrative Officers shall consist of: Chapter Membership Officer and Chapter Legislative Officer and may be elected or appointed by the Chapter Coordinator.
- c. Other additional Chapter Officers shall consist of: Chapter Security and Chapter Products Officer. These positions are appointed by the Chapter Coordinator.
- d. Should a Chapter become non-compliant with Article II, Paragraph A, sub-paragraphs (a), (b), (c) and delinquent in payment of its annual charter fees, the Board will place said Chapter on probation and suspend eligibility to vote at State Board meetings until the Chapter becomes compliant. The State Secretary will provide written notification to the Chapter of The Board's decision to place the Chapter on probation for a period up to one hundred eighty (180) days to allow the Chapter to meet all requirements and become compliant in order to reinstate its voting eligibility.

- e. The Texas ABATE State Treasurer must be added as an authorized signer on all Chapter bank account(s).
 - i. It is the responsibility of the Chapter Treasurer to work with the State Treasurer to ensure the currently elected State Treasurer is an authorized signer on all Chapter bank account(s).
 - ii. A copy of all Chapter monthly bank statement(s) and all Chapter monthly financial report(s) shall be forwarded to the State Treasurer no later than the 10th of each month.
- f. Each Chapter is required to pay an annual charter fee; amount to be set by the Board.
 - i. It is the responsibility of the State Membership Officer to calculate the annual Chapter Charter fees and provide those amounts to the State Treasurer. These fees are based on the number of members in good standing plus those within six (6) months of their expiration date, as of December 31st.
 - ii. It is the responsibility of the State Treasurer to bill the annual charter fees to each Chapter within the first week of January. Annual charter fees are due and payable by March 1st of the same year.
- g. All Chapter assets are the property of Texas ABATE.
- h. Each Chapter is required to meet on a regularly scheduled basis, not less than nine (9) meetings per year.
- i. Chapters are to elect officers on an annual basis, and notify Texas ABATE of the Chapter officers' names, addresses, phone numbers, and email addresses, if available.

Article III – Chapter Officers

A. Chapter Officers:

- a. Executive Officers shall serve one (1) year terms, are elected by the Chapter members in good standing, and take office in January of each year.
- b. Administrative and other additional Chapters Officers may be elected or appointed by the Chapter Coordinator, as deemed necessary.
- c. Chapter members must be in good standing for a period of six (6) months before serving as a Chapter officer.
- d. In the event of a vacancy at the Chapter level, the Chapter Coordinator shall fill the position with an appointee, subject to the approval of the Chapter membership.
- e. Timing of annual Chapter nominations and elections shall be determined by each respective Chapter.

B. Duties of Chapter Officers

- a. **Chapter Coordinator;**
 - i. May hold any other position within the Chapter with the exception of Chapter Representative.
 - ii. Chair Chapter meetings.
 - iii. Formulate agendas with the Chapter Secretary for upcoming meetings.
 - iv. Call Chapter Officer meetings as necessary.
 - v. Formulate and propose projects, events, and objectives for the upcoming year to the membership.
 - vi. Serve as official spokesperson for the Chapter and generally lead the Chapter politically, socially and charitably throughout the term.
 - vii. Any other such duties as may be assigned by Texas ABATE or requested by the Chapter membership.
- b. **Chapter Assistant Coordinator**
 - i. Assumes the position of the Chapter Coordinator upon the office becoming vacant (prior to the next general election); or at the request of the Chapter Coordinator, or in the event of an absence, disability or incapacitation of the Chapter Coordinator.
 - ii. Any other such duties as may be assigned by the Chapter Coordinator or requested by the Chapter membership.
- c. **Chapter Secretary**
 - i. Maintain Chapter records.
 - ii. Record and report minutes of all Chapter meetings and forward copies of each meeting minutes to the State Secretary, no later than seven (7) days after the minutes are approved by the Chapter.
 - iii. Any other such duties as may be assigned by the Chapter Coordinator or requested by the Chapter membership.

- d. **Chapter Treasurer**
 - i. Act as custodian of all Chapter monies.
 - ii. Receive and disperse money as approved by the Chapter membership.
 - iii. Maintain current Chapter books and records of all financial transactions and retain for a period of seven (7) years.
 - iv. 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.
 - v. Submit monthly Chapter financial reports and bank statement copies to the State Treasurer no later than the 10th day of the following month.
 - vi. Chapter checks require two (2) signatures: Chapter Treasurer and one (1) other Chapter Executive Officer, who cannot be married to, cohabiting with, or related to the Chapter Treasurer.
- e. **Chapter Representative**
 - i. May hold any other position within the Chapter with the exception of the Chapter Coordinator.
 - ii. Responsible for reporting all relevant Texas ABATE State Board meeting information to the Chapter and presenting any relevant Chapter information to the Texas ABATE State Board.
 - iii. Votes at Texas ABATE elections and meetings as directed by the Chapter membership.
 - iv. Presents Chapter concerns and suggestions for changes, amendments, proposals, etc. to Texas ABATE for their consideration.
- f. **Chapter Membership Officer**
 - i. Process and forward to the Texas ABATE State Membership Officer all Chapter membership informational changes with copies of all Chapter membership applications, funds, financial and membership reports within fourteen (14) days of receipt.
 - ii. Maintain all Chapter membership records.
- g. **Chapter Legislative Officer**
 - i. Maintain communications with the Texas ABATE Legislative Officer to keep the Chapter informed of political and legislative issues.
- h. **Chapter Security Officer**
 - i. Maintain order at all Chapter meetings and events.
 - ii. Keep and maintain Chapter security equipment.
- i. **Chapter Products Officer**
 - i. Develop and implement a Chapter merchandising program, at the direction of the Chapter membership.
 - ii. Maintain accountability of Chapter inventory and submit all monies received to the Chapter Treasurer within ten (10) business days of receipt.
 - iii. Submit the Chapter monthly financial reports to the Chapter Treasurer no later than the 10th day of the following month of all Chapter sales and expenses.

Article IV – State Elections

- A.** Election notification for open State positions will be reported in the Texas ABATE newsletter published during the year's first quarter.
- B.** Nominations for open State 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.
- D.** Candidates for office have the opportunity to address the general membership via print, electronically or in person.
- E.** Elections take place at the last meeting of the calendar year.
- F.** Installation of the new officers will be held at the first State Board meeting of the following year.
- G.** The Independent Representative will be elected by a vote of the independent members only.

Article V - General Funds

- A.** Texas ABATE shall maintain a general fund, to be administered by the State Treasurer, at the direction of the Board.
 - a. Monies shall be dispersed as required to maintain routine operational functions of Texas ABATE.
 - b. Should there be a questionable expenditure, the State Treasurer is required to bring this expenditure to the attention of the Board for resolution.
- B.** Each Chapter shall maintain a general fund, to be administered by the Chapter Treasurer, at the direction of the Chapter membership.
 - a. Discretionary, urgent or emergency funds, up to \$500, may be approved by a 2/3 majority vote of Chapter Executive Officers, with the disbursement details recorded in the Chapter minutes at the next Chapter business meeting.
 - b. All other disbursements of Chapter funds require approval at a Chapter business meeting by a majority vote.

Article VI - Duties of Texas ABATE State Officers

A. State Coordinator:

- a. Responsible for the operations of the organization, including State meetings, events and other functions.
- b. Responsible for directing the organization and maintaining organizational cohesiveness.
- c. Responsible for public relations and may designate an official spokesperson.
- d. Chair all State meetings and the Annual General Membership meeting.
- e. Make all decisions, not requiring Board approval, to ensure continuous operation of Texas ABATE on a daily basis.
- f. The State Coordinator is not authorized to obligate Texas ABATE funds or assets, sign contracts, exempt individuals or groups from any policies in the Articles of Incorporation and/or Bylaws without Board approval.
- g. May only vote at State Board meetings in the event of a tie.
- h. May sign Texas ABATE checks.
- i. Authorized to make expenditures benefiting Texas ABATE, not exceeding \$250.00 annually.
- j. Any such other duties that the State shall require.

B. State Assistant Coordinator

- a. Assumes authority of State Coordinator in the event of the State Coordinator's absence.
- b. To advise and assist the State Coordinator, as required.
- c. May sign Texas ABATE checks.
- d. Responsible for maintaining communications between the State and the independent membership in the absence of an Independent Representative.
- e. The Assistant Coordinator will not have a vote at the State Board meetings unless he/she is assuming the authority of the State Coordinator, in their absence, and in the event of a tie vote.

C. State Secretary

- a. Record and maintain Texas ABATE State Board meeting minutes, and pertinent documents.
- b. Work in conjunction with the State Coordinator to establish State Board meeting agendas and provide notification for every Texas ABATE State Board meeting to the Board members and State Officers.
- c. Maintain a current copy of the Articles of Incorporation and Bylaws.
- d. May sign Texas ABATE checks.

D. State Treasurer

- a. Responsible for maintaining the financial accounts and records of Texas ABATE.
- b. Responsible for filing and maintaining all taxes and related documents for a period of seven (7) years.
- c. Receive, maintain, review, and distribute Chapter financial reports and necessary forms.
- d. All government filings (i.e., sales & use tax, franchise tax, IRS corporate income tax) will be available to all Board members, Texas ABATE State Executive officers, and each Chapter Coordinator upon request.

- e. All checks require the State Treasurer's signature and that of one (1) other State Executive officer (Coordinator, Assistant Coordinator or Secretary). The second signature cannot be by any State Executive officer who is married to, cohabitates with, or is otherwise related to the Treasurer.
- f. Maintain and moderate Texas ABATE State bank account debit card.
- g. All monies received are to be deposited within ten (10) business days.
 - i. Monies for any/all State events must be submitted directly to the State Treasurer.
 - ii. It is the responsibility of the State Treasurer to report and confirm funds received to State event committee members.
- h. Prepare and present the proposed Texas ABATE State budget on an annual basis.
- i. The Board members may audit the State financial records when deemed necessary.

E. State Legislative Officer

- a. Direct the legislative and political goals of Texas ABATE, both state and federal.
- b. Serve as Texas ABATE's official representative to other Motorcycle Rights Organizations (MRO's).
- c. Attend MRO seminars/conferences.
- d. Submit articles for the State newsletter on all seminars/conferences attended.
- e. Submit expense report with receipts to the State Treasurer for reimbursement of authorized expenses.
- f. Maintain communications with Chapter Legislative officers.
- g. Ensure current membership for Texas ABATE is maintained in federal and state MRO's.

F. State Membership Officer

- a. Maintain a membership mailing address for Texas ABATE.
- b. Receive and process all membership documentation and deposit funds into the State bank account within ten (10) business days of receipt.
- c. Complete monthly deposit report and submit to the State Treasurer no later than the 10th day of the month following.
- d. Maintain all Texas ABATE State membership records.
- e. Provide renewal notifications to members no less than forty-five (45) days prior to expiration date to ensure no lapse of membership services.
- f. Provide each Chapter Membership Officer and Independent Representative with an updated membership list on a monthly basis, or when requested.
- g. Coordinate and maintain records on Chapter development and information on requests for new Chapter formation.
- h. Maintain all records and communication with American Income Life (AIL) Insurance Company relating to the complimentary Accidental Death & Dismemberment (AD&D) insurance policy each member receives for being a Texas ABATE member in good standings.

G. State Newsletter Editor

- a. Responsible for the publication, editing and distribution of Texas ABATE State Newsletter.

H. State Products Officer

- a. Develop and implement a merchandising program for the State, to be approved by the Board.
- b. Maintain accountability of State inventory and submit all monies received to the State Treasurer within ten (10) business days.
- c. Submit State monthly financial reports to the State Treasurer no later than the 10th day of the month following all State product sales and expenses.

I. State Security Officer

- a. Maintain order at all Texas ABATE meetings and events.
- b. Keep and maintain State security equipment.

J. The Board

- a. Board members are responsible for communicating the desires of their respective Chapter/Independent membership of the development, implementation, and discharge of organizational policies.

- b. Board members are responsible for sharing relevant news and information between Texas ABATE and their Chapter/Independent membership.
- c. Each Board member shall have one (1) vote at the direction of their Chapter/Independent membership at Texas ABATE State Board meetings, provided their Chapter is in compliance with Article II of these Bylaws.

Article VII - Removal from Any Office

- A.** Executive and Administration Officers may be removed from office due to:
 - a. Improper behavior resulting in negative publicity or derogatory to the image of Texas ABATE.
 - b. Failure to perform assigned duties, responsibilities, and tasks.
 - c. Knowingly or willfully violating current Articles of Incorporation and/or Bylaws.
- B.** Any complaint must be presented in written detail to the Texas ABATE State Executive Officers.
 - a. An immediate investigation will be initiated by Texas ABATE State Coordinator and the person(s) involved notified by certified mail. In the event the accused is the State Coordinator, the State Assistant Coordinator will lead the immediate investigation.
 - b. If the immediate investigation verifies the charges(s) are valid, the State Coordinator will dismiss the accused from office immediately and may take additional action as deemed necessary.
 - c. The accused will have thirty (30) days to appeal the decision to the Board.
 - d. If the charge(s) are dismissed during the appeal, the accused officer may resume his/her duties.
 - e. If the charge(s) are affirmed during the appeal, the accused will be dismissed from his/her office by the Board, and any additional action may be taken. The Board's decision of the appeal is final and shall be recorded in Texas ABATE State minutes.