

BYLAWS
OF
UTAH RIDERS ASSOCIATION OF TRIUMPH (URAT)

Article One

Statement of Purpose

1.1 Statement of Purpose- The purpose of the Utah Riders Association of Triumph (URAT) is to promote enjoyment and interest in ownership, riding skills and safety for persons who own or appreciate Triumph motorcycles and to exchange technical information and assistance among members and from appropriate outside sources.

Article Two

Name and Organization

2.1 Name and Organization- This club shall be known as the Utah Riders Association of Triumph (the "club"). The club shall be a non-profit corporation under the laws of the State of Utah.

Article Three

Board of Directors

3.1 The affairs of the Club shall be managed by its Board of Directors. The Directors shall consist of the President, Vice President, Secretary, Treasurer and Webmaster and any such officers as may be elected in accordance with the provisions of this article. The Board may elect or appoint such other officers or directors as it shall deem desirable, such persons to have the authority to perform the duties prescribed by the Board.

3.2 Election and Term of Office- The officers of the Club shall be elected annually by the members of the Club. Nominations for officers shall be made via email in December with the election held at the Winter Party. An officer will hold office for one year beginning January after the election or until a successor has been duly elected.

3.3 The election of officers will be by written ballot to be counted by the Secretary and Vice President.

3.4 Eligibility- To be eligible for office, any nominee must be member in good standing.

3.5 Removal- Any officer may be removed at the discretion of the Board. Such a removal will require a simple majority vote of the Board. An officer may also be removed for inappropriate conduct which reflects negatively on the Club. Such a removal will require a simple majority vote of the Board.

3.6 Attendance- Officers are expected to attend officer meetings. Missing 3 consecutive meetings may result in removal of the officer from the board (see 3.5 Removal). Officers are also expected to attend club events (rides, parties, etc.) whenever possible. Lack of participation may result in officer removal at the board's discretion (see 3.5 Removal).

3.7 Vacancies- Vacancies in any office shall be filled by a regular member in good standing appointed by a consensus of the Board of Directors, and shall serve until the next regular election of officers.

3.8 Board Meetings- Meetings of the Board of Directors shall be called at the discretion of the President. All club officers shall be given timely notice of such meetings. Any three members of the Board can require the President to specify a quorum for any decisions.

3.9 Duties of Officers.

A. The President shall preside at all Club meetings and activities, approve all expenditures in excess of \$100.00 and call meetings of the Board.

B. The Vice President shall exercise all of the functions of the President in the event of the President's absence. The Vice President will count ballots in the general elections of officers.

C. The Secretary shall keep minutes of all business meetings, handle correspondence for the Club and keep records current. The correspondence and record keeping may be delegated as appropriate. The Secretary, along with the Vice President, will count ballots in the general election of officers. The Secretary will also serve as Club Historian.

D. The Treasurer shall keep an accurate record of Club accounts, establish and maintain a club checking account, collect all dues, and pay all obligations. During the first quarter, the Treasurer shall present an annual summary financial report to the Club membership. The Treasurer will also maintain a list of club members in good standing including name, address, phone number and e-mail address as may be available. The Treasurer will issue membership cards and handle mailings of membership packages. This membership card and member package mailing process may be delegated as appropriate.

E. The Webmaster is responsible to establish a web domain name, set up and maintain a Club website and coordinate announcements on the website and social media.

Article Four

Commitment of Club Funds

4.1 Commitment of Funds- Club Officers may commit up to \$100 for Club expenditures on their own responsibility. Any expenditure in excess of \$100 requires the Club President's approval.

4.2 Signature Authority for Club Checking Account-The Treasurer and President have signature authority for the Club checking account. Normal banking procedures will apply when new Officers are elected for changing account access.

4.3 Loans-No loan or advance shall be contracted on behalf of the Club; no negotiable paper or other evidence of its obligation under any loan or advance shall be issued in its name; and no property of the Club shall be mortgaged, pledged, hypothecated, or transferred as security for

the payment of any loan or advance. Indebtedness, or liability of the Club unless and except as authorized in writing by the Board. Any such authorization must be general or confined to specific instances. Notwithstanding any other provisions of these Bylaws to the contrary, no loan shall be made by the Club to any of its Directors or officers.

4.4 Deposits-All monies of the Club not otherwise employed or invested shall be deposited from time to time to its credit in such banks or trust companies or with such bankers or other depositories as the Board of Directors may select or as from time to time may be selected by any officer or agent authorized to do so by the Board of Directors.

Article Five

Admission and Membership

5.1 Admission- Admission shall be open to all persons who own or are interested in Triumph motorcycles as written in the Statement of Purpose (Article One).

5.2 Membership- Members shall promptly complete a membership application form along with payment of the required dues.

5.3 Dues-The Board of Directors shall establish the rate of dues required to support club activities. Dues are payable to the Treasurer with membership application for the first year and on or before January 1st for every year thereafter. A spouse or significant other of a member can be added as an Associate Member, eligible to receive all benefits of membership, as long as they are noted on the membership application. There is no cost for an Associate Member.

5.4 Limitation of Membership- Membership in the club shall not be limited with respect to number.

5.5 Delinquent Dues- Members delinquent in dues for 3 months shall be dropped from membership until dues are paid in full.

5.6 Undue Criticism- Members bringing undue criticism to the club through disregard to the rules and regulations shall be privately reprimanded by an officer. If this reprimand is disregarded, the member shall be dropped from the membership after a majority vote of the club officers.

5.7 Dissolution of the Club- In the event of dissolution of the Club, all funds in the treasury shall be donated to a local charity selected by a majority vote of the board of directors.

5.8 Non-member Guests- Non-members are welcome at general meetings, rides, and social gatherings of the Club so long as they are invited guests and accompanied by a regular member. Guests must agree to abide by Club rules and standards of conduct.

Article Six

Fiscal Year of the Club

6.1 Fiscal Year-The fiscal year of the Club shall commence on January 1st of each year and end on December 31st of each such year.

Article Seven

Exempt Activities, Tax Restrictions and Investments

7.1 Exempt Activities-Notwithstanding any other provision of these Bylaws, no Trustee, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization as currently incorporated under the Internal Revenue Code of 1986 (the "Code").

7.2 Tax Restrictions- No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Trustees, officers, or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation, or reimbursements of expenses incurred in effecting any of the Corporation's purposes, as shall be fixed by the Board of Trustees; and no such person or persons shall be entitled to share in the distribution of any corporate assets upon the dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidates for public office. All Trustees, officers and members of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Trustees, shall be distributed, transferred, conveyed, delivered, and paid over in the manner provided for in the Articles of Incorporation.

Article Eight

Indemnification

8.1 Indemnification- No Trustee, officer, employee or agent shall be personally liable for any obligations of the Corporation or for any duties or obligations arising out of any acts or conduct of said officer. Trustee, employee or agent performed for or on behalf of the Corporation. The Corporation shall and does hereby indemnify and hold harmless each person and his or her heirs and administrators who shall serve at any time as a Trustee, officer, employee or agent of the Corporation to the fullest extent allowable under Utah law from and against any and all claims, judgments, and liabilities to which such persons shall become subject, by reason of his or her having heretofore or hereafter been a Trustee, officer, employee or agent of the Corporation or by reason of any action alleged to have been heretofore or hereafter taken or omitted to have been taken by him as such Trustee, officer,

employee or agent and shall reimburse any such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability; provided that the Corporation shall have the power to defend such person from all suits or claims; and provided further, however, that no such person shall be indemnified against or be reimbursed for or be defended against any expense or liability incurred in connection with any claim or action arising out of his or her own negligence or willful misconduct. The rights accruing to any person under the foregoing provisions of this section shall not exclude any other right to which he may lawfully be entitled, nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case, even though not specifically provided for herein or otherwise permitted. The Corporation, its Trustees, officers, employees and agents shall be fully protected in taking any action or making any payment or in refusing so to do in reliance upon the advice of counsel.

8.2 Other Indemnification- The indemnification herein provided shall not be deemed exclusive of any other right to indemnification to which any person seeking indemnification may be entitled under the law, the Articles of Incorporation, any Bylaw, agreement, vote or disinterested Trustees, or otherwise, both as to action taken in his or her official capacity and as to action taken in any other capacity while holding such office. It is the intent hereof that all officers, Trustees, employees and agents be and hereby are indemnified to the fullest extent permitted by the laws of the State of Utah and these Bylaws. The indemnification herein provided shall continue as to any person who has ceased to be a Trustee, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of any such person.

8.3 Insurance-The Board of Trustees may, in its discretion, direct that the Corporation purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Trustee, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him against liability under the provisions of this Article.

8.4 Settlement by Corporation-The right of any person to be indemnified shall be subject always to the right of the Corporation by the Board of Trustees, in lieu of such indemnify, to settle any such claim, action, suit or proceeding at the expense of the Corporation by the payment of the amount of such settlement and the costs and expenses incurred in connection therewith.

Article Nine

Amending the Bylaws

9.1 Amending the Bylaws- These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by a majority vote of the board of directors. All proposed amendments to these Bylaws must be submitted in written form to the Secretary.

Adopted April 10, 2014

Article Seven amended on September 18, 2017.

Major revisions October 6, 2020