

**BY-LAWS
OF
UTAH SPORT BIKE ASSOCIATION, INC.**

**ARTICLE I
OFFICES**

The main office of the corporation in the State of Utah shall be located in the City of Salt Lake City, County of Salt Lake, State of Utah. The corporation may have such other offices, either within or without the State of Utah, as the Board of Trustees may designate or as the business of the corporation may require from time to time.

**ARTICLE II
MEMBERS**

SECTION 1. Members. The Membership of the Corporation shall consist of two (2) classes of voting Members: Directing Members and Associate Members. Each member of both classes shall be entitled to one vote on all issues presented to membership, except that Associate Members shall not be entitled to vote on issues specifically affecting only normal business operations of the Association. The Board of Trustees shall conclusively determine which issues affect only normal business operations. The Membership shall be open to any individual interested in promoting the education and operation of safe motorcycle riding, regardless of age, race, creed, national origin, political belief, religious persuasion, sex, or handicap of the Member.

SECTION 1.1. Application for Membership. Members shall be admitted to membership in the Corporation at such time as an application for membership is accepted by the Board of Trustees and the membership fee, if any, as may be established by the Board of Trustees is paid. An annual membership fee may also be assessed by the Board of Trustees.

SECTION 1.2. Revocation of Membership. Membership in the Corporation may be revoked by the Board of Trustees whenever in its judgment a Member has repeatedly demonstrated conduct detrimental to the sport of motorcycle riding or in the event of nonpayment of any annual fees. In the event of such revocation, the individual whose membership is revoked shall not receive a refund of the membership fee paid.

SECTION 2. Nomination Meeting. Nominations for expiring officer positions shall be held at the regularly scheduled meeting in October, each year, for the purpose of establishing candidates for the election.

SECTION 2.1 Annual Meeting. The annual meeting of the members shall be held on the regular meeting in November, each year, for the purpose of electing officers and for the transaction of such other business as may come before the meeting. If the election of officers is not held on the day designated herein for any annual meeting of the members or at any adjournment thereof, the Board of Trustees shall cause the election to be held at a special meeting of the members as soon as possible thereafter.

SECTION 3. Special Meetings. Special meetings of the members for any purpose or purposes, unless otherwise prescribed by statute, may be called by any three (3) officers or by the Board of Trustees, and shall be called by the President at the request of not less than ten percent (10%) of all outstanding members in good financial standing.

SECTION 4. Place of Meeting. The Board of Trustees may designate any place, unless otherwise prescribed by statute, as the place of meeting for any annual meeting or for any special meeting.

SECTION 5. Notice of Meeting. Regular meetings shall be held at 7:00 p.m. on the 1st Thursday of the month during the months of March through November. The first newsletter of each Calendar year shall designate the meeting location. In case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, to each member of record entitled to vote at such meeting. The special meeting notice shall be delivered by United States Mail. Such notice shall be deemed to

be delivered when deposited in the United States Mail, for delivery, addressed to the member at her/his address as it appears on the records of the corporation, with postage thereon prepaid.

SECTION 6. Closing of Transfer Books or Fixing of Record. For the purpose of determining members entitled to notice of or to vote at any meeting of members, the books shall be closed following the close of the Nominating meeting held in October.

SECTION 7. Voting Lists. The officer or agent having charge of the books of the corporation shall make a complete list of the members entitled to vote at each such meeting of members, arranged in alphabetical order, with the address of each. Such list shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting for the purposes thereof.

SECTION 8. Quorum and Special Voting Requirements. A minimum of 15 members in good standing is present, and may conduct any business that might have been transacted at the meeting as originally noticed. The affirmative vote of a majority of all members present shall be the act of the members for any purpose or transaction in the ordinary course of business.

SECTION 9. Proxies. At all meetings of members, a member may vote in person or by proxy executed in writing by the member or by her/his duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

SECTION 10. Informal Action by Members. Unless otherwise provided by law, any action required to be taken at a meeting of the members or any other action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

ARTICLE III **BOARD OF TRUSTEES**

SECTION 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Trustees. The Board of Trustees shall be the elected positions of leadership as defined in Article IV.

SECTION 2. Number, Tenure and Qualifications. The number of trustees of the corporation initially shall be 8. Beginning in 2002 the number of trustees of the corporation shall be 7. Each trustee shall hold office until December 31 and until her/his successor shall have been elected and qualified.

SECTION 3. Regular Meetings. A regular meeting of the Board of Trustees shall be held without other notice than this by-law immediately after, and at the same place as, the Annual meeting. The Board of Trustees may provide, by resolution, the time and place for the holding of additional regular meetings without notice other than such resolution.

SECTION 4. Special Meetings. Special meetings of the Board of Trustees may be called by or at the request of the President or any trustees. The place for any such special meeting shall be the principal place of business of the corporation unless otherwise agreed by the consent or resolution of the Board.

SECTION 5. Notice. Notice of any special meeting shall be given by written notice delivered personally or e-mailed. Any trustees may waive notice of any meeting. The attendance of a trustees at a meeting shall constitute a waiver of

notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 6. Quorum. A majority of trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees, but if a quorum is not present at a meeting, the trustees who is present may adjourn the meeting from time to time without further notice to the other trustees, provided, however, that if a matter before the Board is a transaction involving a trustee, a quorum shall consist of all trustees not involved in the transaction, but no fewer than two trustees.

SECTION 7. Manner of Action. The act of the trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees. Any such act shall require a majority vote of the quorum for the transaction of business.

SECTION 8. Action Without a Meeting. Any action that may be taken by the Board of Trustees at a meeting may be taken without a meeting if consent in writing, setting forth the action so to be taken, shall be signed by all of the trustees before such action is taken.

SECTION 9. Vacancies. Any vacancies occurring in the Board of Trustees shall be filled by an election of the membership. Such election shall take place at the next regularly scheduled meeting, providing that there be at least 14 days between the vacancy and the election. A trustee elected to fill a vacancy shall be elected for the unexpired term of her/his predecessor in office. Any trusteeship to be filled by reason of an increase in the number of trustees may be filled by election by the Board of trustees for a term of office continuing only until the next election of trustees by the members.

SECTION 10. Compensation. By resolution of the Board of Trustees, each trustee may be paid her/his expenses, if any, of attendance at each meeting of the Board of Trustees. No such payment shall preclude any trustee from serving the corporation in any other capacity and receiving compensation therefor.

SECTION 11. Presumption of Assent. A trustee of the corporation who is present at a meeting of the Board of Trustees at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless her/his dissent shall be entered in the minutes of the meeting or unless he shall file her/his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a trustee who voted in favor of such action.

ARTICLE IV **OFFICERS**

SECTION 1. Number. The officers of the corporation in 2001 shall be a President, a Vice President, a Secretary, a Treasurer, a Safety Officer, a Tech Officer, an Equipment Manager, and a Public Relations Director. The officers of the corporation beginning in 2002 shall be a President, a Vice President, a Secretary, a Treasurer, a Director of Competition, a Director of Schools, and a Membership Director. The Board of Trustees may from time to time eliminate any one or more of such positions or create new officers, each of whom shall be elected by the membership. Such other assistants as may be deemed necessary may be appointed by the Board of Trustees. A person may only hold one office at a time.

SECTION 2. Term of Office. The officers of the corporation shall be elected by the membership at the Annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. Each officer shall hold office beginning on January 1st and ending December 31st of the elected term, or until his/her successor shall have been duly elected, or until her/his death, or until he shall resign or shall have been removed in the manner hereinafter provided. Unless otherwise specified herein, the term of office for officers shall be one year. Beginning in 2002, the term of Office for the President and Treasure shall be two years. Beginning in 2003, the term of office for the Vice President and the Secretary shall be two years.

SECTION 3. Removal. Any officer may be removed by the Board of Trustees whenever, in its judgment, the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election of an officer shall not of itself create contract rights, including contract rights of employment.

SECTION 4. President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Trustees, shall supervise and control, in general, all of the business and affairs of the corporation. He/She shall, when present, preside at all meetings. She/He may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these By-Laws to some other officer of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees from time to time.

SECTION 5. Vice President. In the absence of the President or in event of her/his death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to her/him by the President or by the Board of Trustees. If there is more than one Vice President, each Vice President shall succeed to the duties of the President in order of rank as determined by the Board of Trustees. If no such rank has been determined, then each Vice President shall succeed to the duties of the President in order of date of election, the earliest date having the first rank.

SECTION 6. Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the meetings; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records; (d) keep a register of the mailing address of each member; and (e) in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to her/him by the President or by the Board of Trustees.

SECTION 7. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these By-Laws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to her/him by the President or by the Board of Trustees.

SECTION 8. Director of Competition. The Director of Competition shall: (a) be responsible for arranging and coordinating all competition activities; and (b) in general perform all of the duties incident to the office of Director of Competition and such other duties as from time to time may be assigned to her/him by the President or by the Board of Trustees.

SECTION 9. Director of Schools. The Director of Schools shall: (a) be responsible for arranging and coordinating all school activities; and (b) in general perform all of the duties incident to the office of Director of Schools and such other duties as from time to time may be assigned to her/him by the President or by the Board of Trustees.

SECTION 10. Membership Director. The Membership Director shall: (a) be responsible for promoting the growth of the membership; (b) interact directly with the membership and bring forward any concerns and issues which the membership may have; (c) coordinate events (such as track days, fun rides, and Chapter development); and (d) in general perform all of the duties incident to the office of Membership Director and such other duties as from time to time may be assigned to her/him by the President or by the Board of Trustees.

SECTIONS 11 THROUGH 14, For 2001 Only

SECTION 11. Safety Officer. Required to oversee all safety related matters in preparation of and during corporation events.

SECTION 12. Tech Officer. Required to inspect and insure the integrity of all equipment used during corporation events.

SECTION 13. Equipment Manager. Required to oversee the procurement, maintenance, storage and transportation of the corporation's equipment.

SECTION 14. Public Relations Director. Required to be a spokesman for the Corporation, along with the President, in dealings with the public, news media, sponsors and other businesses.

ARTICLE V
INDEMNITY

The corporation shall indemnify its trustees and officers as follows:

(a) Every trustee and officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon her/him in connection with any proceeding to which she/he may be made a party, or in which she/he may become involved, by reason of her/his being or having been a trustee, officer, or agent of the corporation or having served at the request of the corporation as a trustee, officer, or agent of any other corporation, partnership, joint venture, trust, or enterprise, or in any settlement thereof, whether or not she/he is a trustee, officer, or agent at the time such expenses are incurred, except in such cases wherein the trustee or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of her/his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Trustees approves such settlement and reimbursement as being for the best interests of the corporation. If a question of a conflict of interest arises regarding this indemnity provision or any other question of coverage, the corporation shall seek the advice of outside counsel regarding coverage.

(b) The Board of Trustees may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article V.

ARTICLE VI
CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. Contracts. The Board of Trustees may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Trustees. Such authority may be general or confined to specific instances.

SECTION 3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. All expenditure over \$400 shall be approved by the Board of Trustees unless the expenditure is in the budget which has been approved by the Board of Trustees and signed by the Secretary. All checks shall require two signatures. The signatories shall be either: the President and either the Vice President or Treasurer or Secretary; or the Vice President and either the Treasurer or Secretary.

SECTION 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Trustees may select.

ARTICLE VII
FISCAL YEAR

The fiscal year of the corporation shall be the calendar year.

ARTICLE VIII
AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority vote of the membership at any regular or special meeting provided that a minimum of 15 members in good standing shall be present.

The above By-Laws for the Utah Sport Bike Association, Inc. are certified to have been adopted by the Board of Trustees of the corporation on the 15th day of March, 2001, and formally prepared as of February 21, 2007.



Kelly Rees - Secretary of the Utah Sport Bike Association