

Bylaws of
Northern Colorado Indian Motorcycle Riders Group
#2036

Revised 2023-03-04

**ARTICLE 1
MEMBERSHIP**

1.01 Qualification:

The members of the Northern Colorado Indian Motorcycle Riders Group® (hereby referred to as the “Chapter” or “NoCo IMRG”) shall be individuals that are interested in the betterment of Indian Motorcycles. Membership rights may not be transferred, assigned, or devised. No Member by virtue of membership shall have any right, title, or interest in / to any property of the Chapter. Membership in this organization or benefits received from any association with this organization shall be determined on a nondiscriminatory basis, without regard for age, sex, race, religion, or national origin. There shall be a single category of membership.

1.02 Full Membership:

Any person (over the age of 18) dedicated to the purposes of this organization, showing proof of current ownership of an Indian Motorcycle (or other brand or former ownership at time of inception) shall be eligible for a “Full Chapter Membership.” Full Chapter Members have all voting privileges and pay dues. Full Members evidencing current Chapter membership in good standing shall be eligible for NoCo IMRG Chapter leadership positions. Full Members losing eligibility of status through expiration of Chapter membership shall lose their rights of status.

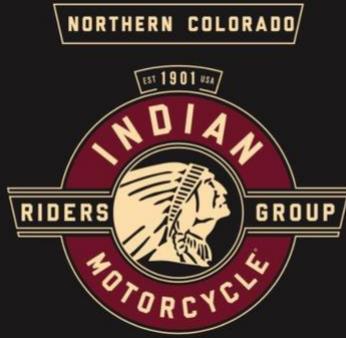
- 1.02.1** The primary focus of NoCo IMRG is for owners of Indian Motorcycles. Although we accept memberships from owners of other brands, the ratio between Indian Motorcycle owners and non-Indian motorcycle owners shall not exceed a 75% / 25% ratio.

If this occurs, the Chapter will not accept any new non-Indian motorcycle members until the ratio returns to 75% / 25%. Exceptions may be made on a case-by-case basis by the Board of Directors.

1.03 Membership Fees and Dues:

Membership dues shall be subject to annual review and change. Dues are valid for the calendar year from January 1st through December 31st. Member dues will cover the remainder of the calendar year from the date paid. Dues should be paid by January 1st each year and are valid for the one-year period from January 1 through December 31. Board discretion may be used for a new member joining in the months of October through December to partially or fully apply their dues to the following year.

Renewing members should pay their dues by January 1st of the new calendar year. If the dues for a renewing member have not been paid by January 31st of the new year then their membership will no longer be considered in good standing until reinstated with their paid dues.



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1.04 Code of Conduct:

The Board of Directors shall adopt and publish a Code of Conduct to be observed by all members of the NoCo IMRG Chapter and shall make the Code of Conduct available to all members. The Code of Conduct is not meant to be exhaustive, and the Board of Directors reserve the right to modify it at any time. The Code of Conduct is in addition to the NoCo IMRG Bylaws, which each member agrees to abide when joining the NoCo IMRG.

1.05 Membership Termination:

Any membership may be terminated under the following circumstances:

- a) By the Board of Directors after thirty (30) days for failure to pay dues; or
- b) Upon majority vote of the Full Board at a special meeting, upon finding that the purposes, best interest, or well-being of the Chapter will be served by the termination. No member shall be terminated under this clause (b) until the member has been afforded a reasonable opportunity to be heard at a membership meeting, or special meeting.
- c) By not complying to the NoCo IMRG Chapter Code of Conduct.

No reimbursement of any membership dues paid should be expected, or given, by NoCo IMRG.

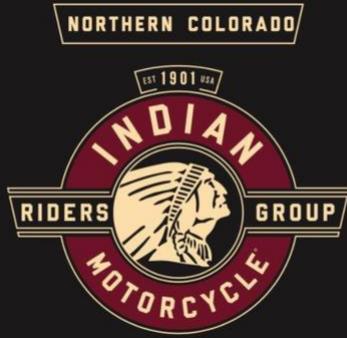
1.06. Meetings of Members:

(a) Place of Meeting: Meetings of the membership shall be held at such a place convenient to the membership as may be designated by the Chapter President.

(b) Regular Meetings: Regular meetings may be held at any time, even on a legal holiday, and may be called by the Chapter President, or shall be called by him or her as directed by the Board of Officers. The Members may transact such business as may properly come before them. This also includes virtual meetings.

(c) Notice of Meetings: It shall be the duty of a board member to give notice of each regular or special meetings as well as the time and place where it is to be held.

(d) Voting Rights: At each meeting of the membership, each Member present and current with Chapter dues, shall have the right to cast one (1) vote on each question, and never more than one (1) vote.

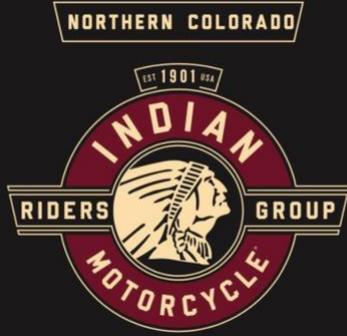


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(e) Conduct of Meetings: Meetings of the Members shall be conducted in accordance with the Roberts Rules of Order, revised. The Chapter President, if present, or if not present, the Chapter Vice President, then Secretary, then Treasurer shall preside over the meetings of the Members. In the absence of such Officers at any meeting of Members, the Members present at the meeting, shall appoint any person present to act as presiding officer of the meeting. The order of business at each meeting of the Members should flow using the following guidelines:

- (i) Call to Order
- (ii) Introductions
- (iii) Reports: President, Vice President, Treasurer, Secretary, Directors
- (iv) Unfinished Business
- (v) New Business
- (vi) Member Open Forum
- (vii) Upcoming Events
- (viii) Adjournment



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ARTICLE II
BOARD OF OFFICERS / DIRECTORS

2.01 Powers:

The Board of Officers shall have only such powers as required by laws or conferred upon the Board in the articles of incorporation or these Bylaws. The Board of Officers shall have the power to act as an Executive Committee between meetings of the membership.

2.02 Number:

The Board of Officers of the Chapter shall consist of four (4) elected Officers (as described in ARTICLE III of these Bylaws). Additional Directors may be appointed by the Board of Officers (as described in ARTICLE III of these Bylaws).

2.03 Qualification:

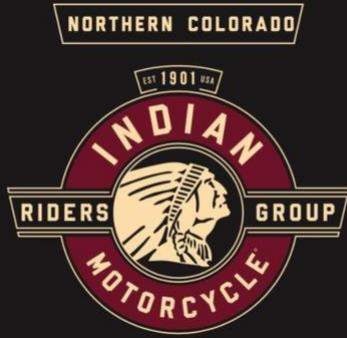
The members of the Board of Officers shall be individuals that hold either one of the four (4) elected Officer positions, or one of the appointed Director positions. Only full Chapter members in good standing may be elected to the Board of Officers or appointed as Directors as outlined in ARTICLE I of these Bylaws.

2.04 Term of Office:

The elected Officer or nominated Director shall serve for a term of one (1) year (unless taking office mid-term) or until such time as removed by the Board. Officers may be re-elected after their term expires. Term of office is from January 1 through December 31 of each year.

2.05 Officers and Directors Termination:

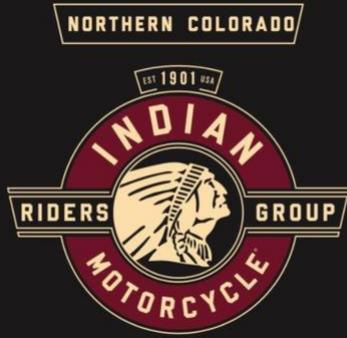
Elected Officers or nominated Directors may be removed from their position under the following circumstances:



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- (a) They are removed from the Chapter pursuant to section 1.04 – Membership Termination.
- (b) Absence from three consecutive **unexcused** Board meetings will require the Secretary to contact that individual to let them know if they miss the next board meeting, they may be removed. This does not affect the individuals Chapter membership status.
- (c) Any Board Member convicted of a felony offense while in office, is subject to removal from their position by vote of the board.



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ARTICLE III OFFICERS

3.01 Officers:

The Officers of the Chapter shall consist of a President, Vice President, Secretary and Treasurer. Any Member in good standing shall be qualified to be an officer of the Chapter. The primary four (4) Officers of the Chapter shall be nominated and elected by a plurality of the votes of the Members at such meeting. Appointed Officers are nominated and voted on by the primary four (4) Officers. If required, the Chapter President with the Executive Committee (EC) approval may appoint additional Officers. Nominations of officers should be made during the regular meeting prior to the annual Membership Meeting.

3.02 Executive Committee:

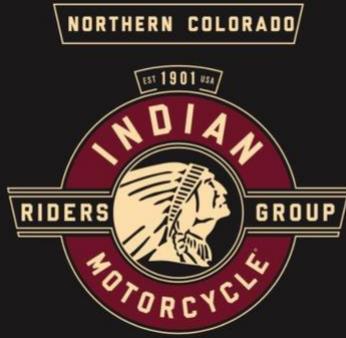
The Executive Committee (EC) is a group of five (5) Officers appointed to act on behalf of, and within the powers granted to them by, the Board of Directors. It consists of the President, Vice- President, Secretary, Treasurer and Safety Director. A quorum of the EC shall consist of four (4) members. Motions shall be passed by majority vote. If a motion is stalled by a tie vote after three (3) attempts, it must go before the Dealer Advisor Director for consideration.

3.03 Elected Officers:

3.03.1 Duties of President:

- Enforce the “Charter” and operating policies along with sponsoring dealer
- Overall responsibility for Chapter operation, administration, and implementation of Indian Motorcycle policies
- Ensure that the Chapter complies with all corporate state and federal tax and annual filing requirements
- Preside at all Chapter meetings
- Plan and coordinate Chapter meetings to ensure well planned and worthwhile agendas
- Inform Members of any news from Indian Motorcycle’s Corporate Office
- Submit goals for upcoming year for the Yearly Chapter Application
- Submit application to National IMRG for approval for the next year

A ‘President’ patch or other approved insignia can identify the office holder.



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3.03.2 Duties of Vice-President:

The Vice-President may assume and perform the duties of the President in the absence or disability of the President or whenever the office of President is vacant.

- Assists in ordering of merchandise such as T-shirts, patches and NoCo IMRG specific
- Assist the President in the various needs of the Chapter

A 'Vice-President' patch or other approved insignia can identify the office holder.

3.03.3 Duties of Secretary:

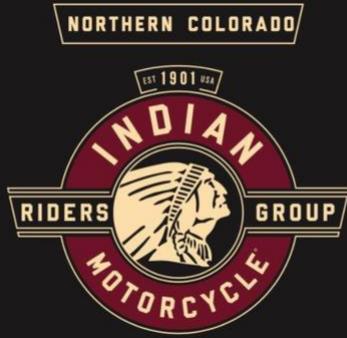
- Oversee administrative duties
- Record Chapter minutes
- Submit various forms / reports on behalf of NoCo IMRG
- Organize and maintain Chapter records for insurance and injury release / waiver forms
- Organize and maintain file folders on Google Drive
- Comply with any annual state filing requirements

A 'Secretary' patch or other approved insignia can identify the office holder.

3.03.4 Duties of Treasurer:

- Maintain the Chapter's financial accounts
- Pay all expenses
- Provide financial reports to the Chapter monthly
- Manage all charitable contributions and distribution of contributions
- Maintain running comparison of yearly Chapter finances
- Submits annual financial statement to NoCo IMRG
- File annual Periodic Report with the Colorado Secretary of State
- File 503 c (7) Postcard filing with the state for taxes online

A 'Treasurer' patch or other approved insignia can identify the office holder.



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3.04 Appointed Director Positions:

The Board of Officers shall have the power to appoint Principal Directors, and Officers who shall have the powers and shall perform such duties as may be delegated to them to support the ongoing functions and activities of the Chapter. Each appointed Director shall be subordinate to the Board of Officers. Appointed Director positions can be filled by one or more elected Board of Officers. Appointed positions include:

Safety Director:

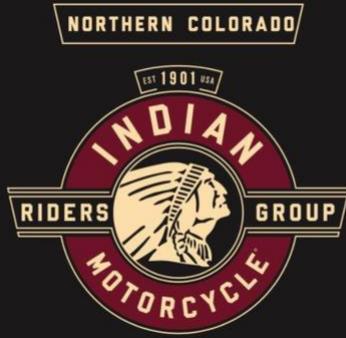
- Must attend and pass a certified advanced motorcycle course (Example: T3RG, MSF or a Ride Like a Pro type program)
- Organize and conduct training each year for the Road Officers
- Teach members proper safety instructions and hand signals
- Assist the Road Director in keeping the Road Officer Manual current and up to date
- Mentor the Road Director if appropriate.

A 'Safety Director' patch or other approved insignia can identify the office holder.

Road Director:

- Work with the Safety Director to ensure safety and guidelines are being met for the Road Officers and the events that are planned.
- Ensure that the Road Officers are following all safety guidelines
- Gather ride waiver forms from Road Officers after each ride
- Organize and conduct training each year for the Road Officers with Safety Director
- Assist the Safety Director in keeping the Road Officer Manual current and up to date
- Maintain Road Officer assignment schedule for the rides and events
- Mentor newly appointed Road Officers
- Attend Safety Director Trainings

A 'Road Director' patch or other approved insignia can identify the office holder.



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Road Officer:

- The Safety Director will appoint the Road Officers
- Plan, lead and sweep ride routes for Chapter ride events
- Attend Safety Director Trainings
- Appoint “fill in” Road Captain(s) as necessary
- Give a pre-ride overview: road conditions, safety, planned stops, etc.
- Follow the Road Officer manual
- At each ride make sure each driver has a verified endorsement.
- Verify each rider has signed the appropriate liability waiver on each ride
- Makes sure all forms (liability waivers, incident reports and any other various notes) are accounted for and given to the Road Director for filing each ride.

A ‘Road Officer’ patch or other approved insignia can identify the office holder.

Marketing Director:

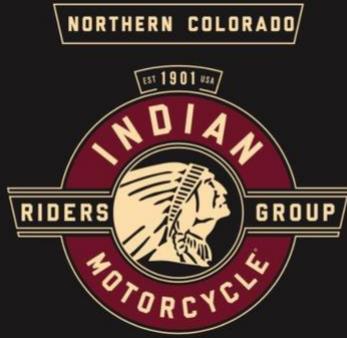
- Market events to Chapter Members and any individual interested.
- Ensure that all communication pieces and Chapter business are being communicated with members.
- Maintain social media platforms and keep maintained and up to date

A ‘Marketing Director’ patch or other approved insignia can identify the office holder.

Activities Director:

- Assists in planning activities for the Chapter as the Chapter sees fit.
- Oversees the administrative planning, logistics, and other duties of events.
- Assists in posting on various forums to communicate with the chapter members
- Creating and sending the NoCo Informer monthly to membership or as needed

An ‘Activities Director’ patch or other approved insignia can identify the office holder.



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Photographer:

- Take and organize Chapter photos.
- Upload photo files to the Chapter drives that are being maintained.
- Capture memories via photo, video, etc. and post on FB or give to the Marketing Director to be posted.

A 'Photographer' patch or other approved insignia can identify the office holder.

Membership Director:

- Ensure new members are welcomed.
- Interact with new members at Chapter meetings and events.
- Manages on-line member list.
- Facilitates getting new members a welcome letter, copies of the Code of Conduct, Bylaws, and pertinent information and invite to join the Slack channel.
- Recruiting new members.
- Collect new membership forms and work with Treasurer for accountability of money and member counts being in balance.

A 'Membership Director' patch or other approved insignia can identify the office holder.

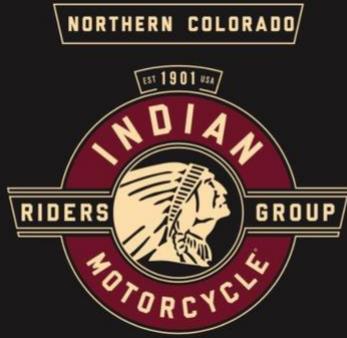
3.05 Nomination and Election:

Nominations for each office up for election shall take place 30 days (September) before the election meeting. Nominations may be verbal or in writing. Nominations will be submitted to the President or Secretary.

Election of Officers will be held at the October Chapter meeting. Voting by absentee ballot will be permitted provided it is in writing, signed by the chapter member, and submitted to the Secretary (or President if Secretary is unavailable) prior to the annual membership meeting elections.

Only active Members may vote and hold office. An active Member is defined as:

- Has an active IMRG Membership (if applicable).
- Has an active Chapter Membership.
- Is current with Chapter dues.



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The Member receiving the majority votes cast for an office shall be declared elected. In the event no Member receives a majority of the votes cast, the two (2) candidates with the most votes shall be voted upon a second time by the members present. At that time a Board of Director and the Dealer Advisor Director will count the votes in private. (If the re-vote comes to a tie, the Dealer Advisor Director will make the final decision.) The outcome of the second vote and or tie breaker will be announced as the winner. (This protects the Dealer Advisor Director)

If **all** positions run unopposed- No ballots/vote is needed as the President may declare by acclamation (a round of applause) as congratulations.

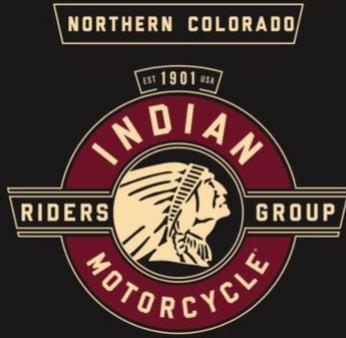
Members may only hold one (1) elected office during any given period.

3.06 Vacated Office and Replacements:

From time to time an Officer representative may vacate a position. The replacement policy for vacancies on the Board may be filled by majority approval of the Board.

3.07 Removal of a Chapter Officer:

Any officer of the Chapter may be removed from office, with just cause, by a 2/3 majority vote of the Members in attendance. Impeachment of an Officer must be done at a Special Meeting of the membership with prior notice. There will be no proxy voting for the removal or impeachment of an Officer. **Member or Officer removal must be ratified by the Dealer Representative.**

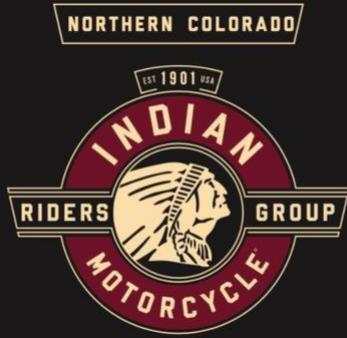


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ARTICLE IV
Non-Profit STATUS

- 4.1** Northern Colorado Indian Motorcycle Riders Group (NoCo IMRG) will operate as a non-profit organization per section 501 (c) (7) of the IRS code. Any funds collected by the organization that are not consumed by internal costs and activities shall be distributed to other qualified non-profit organizations as prescribed by Federal and State of Colorado law.
- 4.2** To that end, any funds over \$5,000.00 in the NoCo IMRG treasury at the end of the calendar year shall be distributed to qualified non-profits as soon as practical. Receiving parties may be any qualified non-profit that supports the charitable, educational and / or scientific purposes of NoCo IMRG. Funds shall not be used for any political purpose nor distributed with the intent to support any political candidate or position.
- 4.3** The Treasurer will keep a record of all funds distributed along with evidence that the receiving party is a qualified non-profit organization and shall permit auditing of those records by all persons and organizations with a valid interest in doing so.



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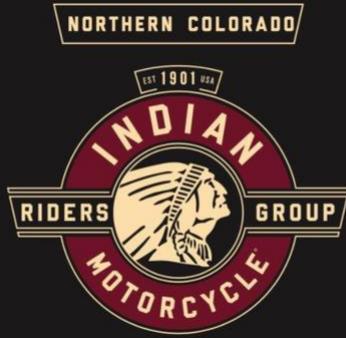
ARTICLE V Northern Colorado IMRG Standards for Vests and Jackets

5.1 The NoCo IMRG suggested standard for vests/jackets is as follows:

- If an IMRG patch is worn on the back of a NoCo IMRG member's vest with a rocker, it should have said rocker stating the chapter name "Northern Colorado" placed above the back patch (see graphic). As an alternative, members may choose to display the Custom Chapter Patch.



5.2 Anyone who practices by word or deed anything that would discredit NoCo IMRG Chapter will be asked and expected to remove his or her NoCo IMRG back patch. If a member is asked to remove their back patch, no reimbursement should be expected, or given, by NoCo IMRG.



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**ARTICLE VI
INDEMNITY**

- 6.1** Northern Colorado Indian Motorcycle Riders Group (NoCo IMRG) shall, to the full extent legally possible, indemnify all persons who may serve or who may have served as an Officer, Director, or employee, against all expenses and liabilities that may be incurred as a direct or indirect result of their actions on behalf of NoCo IMRG.
- 6.2** This indemnification will apply in all cases except where such action is adjudicated to be willfully not in the best interest of NoCo IMRG, conflicts with any federal, state, or local laws, or goes against the stated intent of the organization's Bylaws. Such indemnification shall extend to the heirs, assigns, executors and administrators of all persons entitled to indemnification.
- 6.3** Neither the NoCo IMRG Chapter nor its Officers, Directors, nor Members are in any way responsible or liable for personal / property damage during Chapter activities. All individuals and guests participate in activities at their own risk. Members and guests will be required to sign a liability waiver before each NoCo IMRG ride and / or event.

**ARTICLE VII
DISSOLUTION**

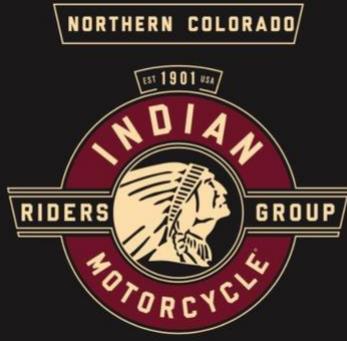
- 7.0** This Chapter may be dissolved in accordance with the law and / or when Indian Motorcycle of Fort Collins decides. Any assets remaining after payment of cost and expenses of the dissolution proceedings, payment of debts, obligations and liabilities of the Chapter shall be distributed to Indian Motorcycle of Fort Collins.

**ARTICLE VIII
Bylaw Conflicts**

- 8.0** In the event of any Bylaw conflicts, the Board of Directors for the members will refer to the Dealer Advisor Director to decide how to handle and rectify the situations at hand.

**ARTICLE IX
Bylaw Changes**

- 9.0** Any changes or Revisions to the Chapter By-Laws and or the Code of Conduct must be approved by the Dealer Advisor Director after voted and approved by the Board of Directors.
- 9.1** Any changes or revisions made to the Chapter By-Laws and or Code of Conduct that have been approved by the Board of Directors and the Dealer Advisor Director must be communicated to the chapter membership.



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