



Constitution & By-Laws

Spyder Ryder of America – Mojave Desert Chapter

Article I – Purpose

As of 4 February 2012, the following by-laws will be that of the Spyder Ryder of America™ (SRA), **Mojave Desert** Chapter, a non-profit organization.

- A. The purpose of these By-Laws is to preserve and protect the Constitution and By-Laws of the Organization, as well as the integrity and character of the Club for its Membership.
- B. In the event of an item not covered by these By-Laws, a decision will be made by the founding Members, and presented to the Members for a vote.

Article II – Meetings

Section 2.01 – Order of Business

- A. Call meeting to order
- B. Roll Call of Officers
- C. Reading of minutes of last meeting
- D. Reading of new Membership applications
- E. Treasurers Report
- F. Report of Officers
- G. Correspondence
- H. Committee reports
- I. Unfinished/old business
- J. New business

K. Good of the order

L. Adjournment

Section 2.02 – Meetings

- A. General Membership meetings shall be held every quarter (Jan, April, July, Oct). The time, date, and location of said meetings will be communicated to the membership no less than 2 weeks ahead of time.
- B. The Officers meetings will be held as deemed necessary by the officers.
- C. There shall be 10 days prior notice of any change to the date, time, or location.

Article III – Officers

Section 3.01 – Positions

- A. The Chapter Officers shall consist of the President, Vice President, Secretary, and Treasurer.
- B. Discretionary (optional officers) shall be trustees (3), road captains, webmaster, safety officer, photographer, and others as needed.
- C. All positions will be newly elected annually, on or near anniversary of chapter (February 4, 2011)

Section 3.02 – Duties

- A. President
 - a. Subject to the authority of the Officers, the President shall be the general executive head of the Chapter. The President shall preside at all meetings of the Chapter, and shall be the Ex Officio Member of all committees.
 - b. The President shall be the co-signer with the Treasurer (unless in the case of a conflict of interest) of all notes, checks, deeds, leases, mortgages, and other legal documents given on behalf of the chapter.
 - c. The President shall be appointed Chair of all committees. The President may not vote on any motion presented to the Officers unless there is a tie.
- B. Vice President
 - a. At the request of the President, or in the event of an absence or disability, the Vice President may perform the duties and possess and exercise the powers of the President; and to the extent authorized by law, the Vice President shall have such other powers as the Officers may determine, and shall perform the duties of the President until such time as the Officers declare a vacancy and elects a qualified replacement to serve as President.
- C. Treasurer

- a. The Treasurer shall have custody of all funds and property of the chapter, subject to such regulations as may be imposed by the Officers, in such sum and with such sureties as the Officers may require.
- b. The Treasurer shall receive all Chapter funds, depositing the same in the name of the Chapter in such bank or trust company as may be designated by the Officers, and keep accurate record of all receipts and disbursements. When necessary or proper, the Treasurer may co-sign with the President (unless in the case of a conflict of interest); checks, notes, and other obligations, given on behalf of the Chapter.
- c. The Treasurer shall not make any disbursement of chapter funds, other than chapter administrative expenses in excess of **one hundred dollars (\$100.00)** without prior approval of the Officers.
- d. The Treasurer shall enter regularly on the books of the Chapter to be kept by them for any purpose, full and accurate amount of any monies and obligations received and paid or incurred by them for or on account of the Chapter, and shall make a full report of the financial status of the chapter at each Membership meeting and, upon request, at any meeting of the Officers. The Treasurer shall, in general, perform all duties incident to the Office of the Treasurer, subject to the control of the Officers.

D. Secretary

- a. The Secretary shall have charge of such books, documents, and papers as the Officers may determine. The Secretary shall attend all meetings of the Chapter and the Officers, and shall keep the minutes of all meetings.
- b. The Secretary shall keep the record, containing names, alphabetically arranged, of all Members of the Chapter, showing their places of residence, and such book shall be open to inspection as prescribed by law.
- c. The Secretary shall collect all Yearly Dues from the Membership and turn the same over to the Treasurer upon demand, taking a receipt therefore. The Secretary shall give adequate notice to all Members in advance of the Membership meetings or any special meeting of the chapter, and shall make a full report of the Membership status to the chapter at each Membership meeting. At the request of the President, or as otherwise provided herein, shall give adequate notice of all meetings of the Officers.

E. Trustees

- a. Trustees shall review bills of the Chapter.
- b. Up to 3 trustees may be elected.

F. Road Captains

- a. Be recognized by the group during rides by wearing a bright reflective vest during rides.

- b. Hold final authority over road activities and protocol and enforce group riding rules for all rides.
- c. Assure the safety of all riders during any Club-sponsored ride.
- d. Assist with all the tours, runs, and related activities sponsored by the Club.
- e. Abide by all provincial/municipal laws that pertain to the operation of a motorcycle.
- f. Conduct themselves in such a manner as not to diminish the image of the Club.
- g. When group numbers warrant, the Road Captain in conjunction with the President /Vice President will appoint one or more assistant road captains.
- h. If a ride is canceled 12 hours prior to scheduled ride time, the Road Captain shall inform the webmaster so that they can post the change on the website. If a ride is canceled less than 12 hours before the scheduled time, the Road Captain must ensure that all Members are contacted and informed.
- i. The officers shall determine the number of Road Captains necessary and may call to elect more as needed.

G. Webmaster

- a. Shall design and maintain the Club's Internet website to provide information about the Club's activities for Members and potential Members.
- b. Keep and hold all personal information received from the website in trust. Post this information only when given direct permission from Members to do so.
- c. Maintain the website for the Club as set out by the Officers. Any changes to or postings on the website must be made in conjunction with the President /Vice President.
- d. Since pictures and videos posted on the website or on other media controlled by the Club are property of SRA and the respective chapter, and are therefore copyrighted, the Webmaster ensures that they are not used without consent of the Officers.

Section 3.03 – Election of Officers

- A. The election of Officers shall be held annually on the Chapter's anniversary. The first year's positions shall be filled with volunteers or nominations. If there is only one volunteer, that person will hold the position. If there are more, a vote will be held, with simple majority determining who holds that position. Nominees will be taken at the monthly meeting before the anniversary of the Chapter. Newly elected Officers will take their positions at the next meeting.
- B. All positions on the board may be held by one person for as long as it is willed by the membership. It is the duty of the membership to elect a competent leadership during elections.

Section 3.04 – Qualification for Elected Officers

- A. A Member must be present to accept nomination to office at the meeting to which nominations are being made. If such circumstances prevail in which the Member cannot attend, written notification to the Officers that the Member will accept the nomination is required.
- B. The Member to be nominated must be a Member of the Chapter for a period of one year prior, and needs to have attended at a minimum, 75% of the Membership meetings of this Chapter, unless given special dispensation to be absent by the Officers.
- C. If a Member is currently holding an office and is to be nominated for another office, that Member must first relinquish their current position in order to accept nomination. However, the Member may serve until the election results are counted. The office that is relinquished will be placed on the election ballot and any person elected will serve for a period of one year in order to maintain the integrity of election rotation and those elected will assume office immediately following the counting of the ballots.
- D. In the event a vacancy in any office occurs, the President shall appoint a qualified Member, in good standing, to the vacant position with the approval of a majority of the Officers and the general Membership, until that position becomes open during the next election.

Section 3.05 – Term of Office

- A. All Officers shall serve a term of one (1) year, or until their successor assumes the duties of office, whichever is later.

Section 3.06 – Succession of Officers

- A. In event of an Officer's death, resignation, disability, or disqualification, the Membership will nominate a successor. That person will hold the position until regular voting occurs.

Article IV – Membership

Section 4.01 – Membership Qualifications

To qualify as an Active Member, you must:

- A. Own a Can-Am Spyder, be the spouse of a Can-Am Spyder owner
- B. Possess the appropriate endorsement to legally operate a Spyder in your licensing state, and must possess insurance at or above the minimum amount as required by law.
- C. Must have on file a copy of the most current Release of Liability Waiver / Emergency Contact Form prior to participation in Club-sponsored rides or events. Waiver is valid for one (1) year and must be updated annually.

To qualify as an Associate Member, you must:

- A. Be sponsored by an Active Member in good standing. Active Members may sponsor no more than two (2) Associate Members.

- B. If operating own motorcycle, you must possess the appropriate endorsement to legally operate that vehicle, and must possess insurance at or above the minimum amount as required by law
- C. Must have on file a copy of the most current Release of Liability Waiver / Emergency Contact Form prior to participation in Club-sponsored rides or events. Waiver is valid for one (1) year and must be updated annually.

Section 4.02 – Dues

- A. All Members shall pay annual dues. Amounts shall be determined from time to time by resolution of the Officers. Dues paid to the Club become the property of the Club and any sever-able of individual interest of any Members, terminate upon such payment.
- B. Renewal dues, if applicable, shall be payable on or before 1st of the month of their anniversary and be considered delinquent if not received by last day of said month.
- C. Dues paid to the Club entitle the Member free and exclusive participation in all Club-sponsored rides and events, with the exception of the Annual Rally, as well as exclusive access to purchase SRA patches and associated rockers containing the Chapter name as outlined in Section IX herein.
- D. An associate member who meets the prerequisite requirements of active membership and wishes to become an active member may pay the prorated difference between active and associate membership fees and immediately become a full (active) member.
- E. Amounts for Chapter Membership
 - a. Active Member – \$24 / Year
 - b. Associate Member \$18 / Year

SRA National Membership Dues

- i. SRA National - \$ - Active Member
- ii. SRA National - \$ - Associate Member

Section 4.03 – Membership Term

- A. The Membership term shall be twelve (12) calendar months. Membership shall automatically terminate for nonpayment of dues, terminating all rights and privileges in the Club. Membership will renew upon payment of dues before Members anniversary with their respective chapter.

Section 4.04 – Voting rights

- A. All voting will be done by current Active Members that are present at Membership meetings, unless otherwise determined by the President to have a motion only voted on by the Officers.

- B. All voting will be approved by a simple majority whether voted on by the Officers or the general Membership.

Article IV – Meetings of Members

Section 4.05 – Place

- A. Meetings of Members shall be held at a place to be designated by the Chapter Officers. “Place” may be a physical location(s), a virtual location(s), or a combination of both.

Section 4.06 – Regular Meetings

- A. Members shall meet regularly as determined by the President.

Section 4.07 – Quorum

- A. At least 4 ~~Members~~ Officers or alternatively 51% of all Members in good standing shall constitute a quorum. The President shall make the final decision in event of a tie.

Article V – Books, Records, and Reports

Section 5.01 – Funds

- A. All monies paid to the Chapter shall be placed in a general operating fund or in other special funds as approved by the Officers.

Section 5.02 – Disbursements

- A. Each disbursement shall be made by check signed by the treasurer or, in the absence of the treasurer, by the President, Vice President, or Secretary, in that order.

Section 5.03 – Accounting Year

- A. The accounting year for the Chapter shall end on June 30.

Section 5.04 – Bonding

- A. The Officers and other such persons as the Officers may designate, may be bonded by fidelity in an amount set by the Officers and paid by the Chapter.

Section 5.05 – Budget

- A. Prior to the first Membership meeting after election of Officers, a budget of estimated expenses shall be submitted for approval.

Section 5.06 – Annual Report to Members

- A. Each year, a copy of the most recent annual financial report shall be provided to all Members.
- B. Not later than 120 days after the close of the accounting year on June 30, the Chapter shall prepare an annual financial report.

Section 5.07 – Inspection by Directors

- A. The National Director, or an individual nominated by the Office of the National Director, has an absolute right at any reasonable time to inspect all books, records, and documents of any kind, and the physical properties of the Chapter.

Article VI – Indemnification

- A. The Chapter shall indemnify its Officers, Directors, and SRA National to the fullest extent allowed by Calif. and **Nevada** law.

Article VII – Principal Office

- A. The principal office of the Chapter shall be located at the residence of the President of the Chapter, or at such other place that may be designated by the Officers of said Chapter.

Article VIII – Charter Chapters

Section 8.01 – Charter Chapter Defined

- A. A charter chapter is a regional or local chapter that has been approved by the Spyder Ryder of America National Director and inducted into the Club as such.

Section 8.02 – Local Chapter Independence

- A. Each new Chapter operates independently from SRA and independently from all other Chapters of SRA while still bound by the SRA Charter. Each Chapter is responsible for its own actions and conduct. Each Chapter is liable for any and all of their activities.

Section 8.03 Prospective Chapter Members

- A. Prospective Chapter Members will join SRA local chapters and SRA National, through their local chapter.

Section 8.04 – Chapter use of Club Property

- A. Use of Club property, such as the Club trademarks, Club Colors, and Club Patches, by the Chapter must be done in accordance with the SRA Charter and the National Director.

Section 8.05 – Chapter Agreement to Club By-Laws

- A. All Chapters shall agree in writing to abide by the SRA Charter.

Section 8.06 – Chapter Publications

- A. All Chapters shall include their full legal Chapter Name (defined below) on all publications distributed to public or media, such as but not limited to, fliers, business cards, posters, postcards, advertisements, calendars of events, etc. as approved by the National Director.

Section 8.07 – New Charter Chapter Application

- A. To form a new Chapter:

- (a) The founding individuals must first meet base requirements of SRA;

- (b) A minimum of 5 SRA Members is required to apply;
- (c) The Chapter's full legal name must contain "Spyder Ryder of America" for example: "Spyder Ryder of America – San Diego Chapter" or "Spyder Ryder of America – NorCal/Bay Area Chapter".

Section 8.08 – Chapter Name on Club's 2-piece patch set ("colors")

- A. A Chapter will use the SRA logo as their center patch and will use a patch with their own Chapter name as the lower "rocker". Chapter patch must be of same design specified in Section IX, and must always end with "... CHAPTER" for example: "SAN DIEGO CHAPTER".

Section 8.09 Dissolution of a Chapter

- A. Integrity of individual Membership status: if the Members of a Chapter decide to disband, they all still remain individual Members of SRA. The termination of the Chapter shall not, in and of itself, affect the individual Memberships.
- B. Ownership of chapter name: The chapter name remains the property of SRA upon dissolution of the Chapter. Chapter Members agree not to use the Chapter name, in whole or in part, as the name of a new motorcycle Club without written permission from SRA.
- C. Communication of dissolution: It shall be the responsibility of the current Chapter Officers to notify the SRA national director of the dissolution of the chapter.

Article IX – Club Colors and Trademarks

Section 9.01 – Who May Use Club Colors

- A. The SRA Club Colors and Club Patch are for exclusive use of SRA Members, only as long as Members are in good standing with the Club.

Section 9.02 Description of Club Colors

The Club Colors are red, white, and blue used as described in the following two images (a) a circular patch containing "Spyder Ryder of America" in white or black lettering on a white / Black background with a black outline centered on the patch; a shadowed eight-legged spider; and a brown, red, blue, and white eagle, in profile, facing to the right, of same design as indicated on Club patch as depicted above Article I. The rocker portion must always appear below the main patch using black lettering on a white background or white lettering on a black background and containing the Chapter name, i.e. –"San Diego Chapter". SRA National may at its discretion change colors without notice but will maintain SRA's National colors of Red, White and Blue. All SRA patches, SRA Logo Items and Rockers shall be purchased from SRA National only.

Section 9.03 – Club Patch Usage Defined

- A. The primary Club Patch is a 2-piece patch representation of the Club Colors and is a primary use of Club Colors. However, the Club Colors may appear in or on other media. The rules about use of Club colors apply to all other such uses.

- B. When worn by registered SRA Members only the 2-piece patch arrangement as issued by SRA may be used; no substitutions may be made for either patch piece.
- C. Under no circumstances should Members wear 3 patches. This would not only violate the Club By-Laws but would put anyone wearing such an arrangement at risk of being challenged by Members of 3-piece patch Clubs, who traditionally have controlled and sanctioned 3-Piece "colors". Respect those Clubs that have come before us by following this rule!

Section 9.04 – Revocation of the Use of Club Colors

- A. SRA reserves the right to suspend or revoke the use of Club Trademarks or Club Colors by any Chapter or individual Club Member for violations of the SRA Charter and By-Laws or for conduct that brings discredit to SRA.

Section 9.05 – Club Colors Remain Property of the Club

- A. The SRA Club Colors and Club Patch shall remain the property of the Club at all times and as such cannot be transferred or sold to anyone else.

Section 9.06 – Club Trademarks

- A. SRA owns all intellectual property rights to Club Trademarks, which include Club colors, Club Patch, and the text "Spyder Ryder of America" All uses of said Club Trademarks are subject to the control and approval of the SRA National.

Article X – Club Rides and Events

Section 10.01 – Requirements for Participants

- A. All participants will be required to maintain a code of conduct as indicated within these By-Laws for all Members
- B. All participants will be required to complete a Release of Liability Waiver and Emergency Contact Form
- C. All participants will be required to have current insurance at the minimal levels required by law as well as the proper endorsement to operate their participating vehicle

Section 10.02 – Designation of Rides and Events

A. "Fee-Free" Open Rides

- a. Rides which are open to all SRA **Mojave Desert** Chapter and non-SRA **Mojave Desert** Chapter members including riders of other motorcycle types and from other motorcycle / Spyder clubs
- b. Open rides will not be subject to any additional fees to any participant

B. "Fee" Open Rides / Events

- a. Rides /events are free to all SRA **Mojave Desert** Chapter Active and Associate Members in good standing.

b. Non-SRA **Mojave Desert** Chapter Members, including Inactive Members and visiting members of other SRA chapters, will be subject to an additional administrative fee in an amount not to exceed \$10 for participation in certain Club-sponsored events designated as such. Actual fee may vary by event and will be determined by the officers.

C. "Members Only" Rides / Events

a. Rides / events are only open to SRA **Mojave Desert** Chapter Active and Associate Members in good standing

b. Rides / events may be open to immediate family of SRA **Mojave Desert** Chapter Active and Associate Members in good standing if indicated as such.

Section 10.03 – Rules of the Road

A. Group Riding Fundamentals

B. Be Ready for the Ride

1. Maintain and check your vehicle for potential mechanical failure, low tire pressure, low fluids, etc
2. Be legal and carry paperwork including proof of endorsement and insurance
3. Always arrive at the start point with a full tank of gas.

C. Be Prompt and Informed

1. Show up in time to attend the ride briefing no later than 10 minutes before scheduled ride time
2. Notify the road captain if possible if you are going to arrive between the time of the ride briefing and anytime after the ride time
3. Review the route ahead of time (if possible) so that you are familiar with the approximate route, estimated ride time, and stops

D. Plan fuel stops according to the Road Captain and top-off at all fuel stops

E. Only ride at the comfort level of the least experienced rider. If levels vary greatly, split into groups according to riding ability

F. When passing other vehicles on the road, allow an opportunity for several riders behind you to also pass and keep up pace with the group

G. Do not break off the route or leave the group without notifying a Road Captain or member of the group

H. Always practice safe riding skills and do not perform unsafe riding maneuvers which may endanger yourself or other riders including, but limited to, unsafe passing of bicyclists around blind turns, excessive speeding, tailgating, and other unsafe passing maneuvers

I. When safe, ride in a staggered formation within one lane on straight open roads to allow other vehicles to better see the group and never ride staggered in turns. When pulling up to traffic

signals, stagger or pull up side-by-side as allowable within the confines of the lane to allow the group to get through the traffic signals as quickly and safely as possible. As the speed increases, increase the space between you and the vehicle in front of you.

J. Every rider is responsible for the rider behind them as to allow the group to stay together and riders not get lost or largely separated from the group

Article XI – Community Services

Spyder Ryder of America – **Mojave Desert** Chapter clearly pledges our dedication to community service and members are requested to volunteer time and donations to worthy causes and participate in special events within their respective communities.

Examples of possible community services may include:

- a. Warriors' Watch Riders, Patriot Guard, and/or American Legion Missions
- b. Parks Appreciation Day
- c. Meals on Wheels
- d. Toys for Tots
- c. Holiday Food Drives
- d. Holiday and Special Community Event Parades
- e. Veteran's Day / Memorial Day Rides including visits to veterans and flag line at the National Cemetery
- f. Fundraiser Rides such as the Walt Grey Ride and Relay for Life Ride for the American Cancer Society

Article XII – Amendments

- A. These By-Laws may be amended or altered by two-thirds (2/3) vote of the Chapter Officers or by a majority of the Members at any regular or special meeting, providing notice for the Members includes the proposals for amendments. Any proposed amendment or alteration shall be submitted to the Officers or the Membership, as the case may be, in writing, at least thirty (30) days before the meeting at which they are to be acted upon.

Article XIII – Rules of Order

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Club may adopt.

ADOPTION

We, the undersigned, are all of the persons named as first Officers in the articles of the Chapter, and hereby consent to, and do, adopt the foregoing By-Laws, consisting of eleven (11) pages, as the By-Laws of said Chapter.

Dated: _____

_____, President

_____, Vice President

_____, Treasurer

_____, Secretary

CERTIFICATION

I, _____, hereby certify: that I am the duly elected and acting Secretary of the Spyder Ryder of America - **Mojave Desert** Chapter, an unincorporated association, and that the foregoing By-Laws consisting of eleven (11) pages, constitute the By-Laws of said association as duly adopted on the date below, by the unanimous written consent of the Officers named in the Articles of Association of this Chapter.

Dated: _____

_____, Secretary