

**Bylaws
Of
Dallas Fort Worth
Valkyrie Riders Cruiser Club**

October 9th, 2003

ARTICLE I

OFFICES

The principal office of the Dallas Fort Worth Valkyrie Riders Cruiser Club (DFW VRCC) shall be in the State of Texas.

The DFW VRCC may have such other offices, either within or without the State of Texas, as the Board of Directors may designate or as the business of the DFW VRCC may require from time to time.

ARTICLE II

MEMBERS

SECTION 1. Membership.

Membership is open to any person who is at least (18) years of age and who is not in arrears in their dues, shall have full privileges of membership, may serve as officers, and sit on the Board of Directors of the DFW VRCC.

Those individuals, who wish to participate in club activities, who have not paid dues, or who are in arrears in payment of their dues will be known as "Guest Members". Guest members will not have voting rights, may not serve as officers of the DFW VRCC, nor may they represent the DFW VRCC in any capacity. Guest Members may be asked to pay a premium for special product offerings arranged by the DFW VRCC.

SECTION 3. Annual Meeting.

The annual meeting of the members shall be held on the second Thursday of the month of July in each year, beginning with the year 2004. The annual meeting shall be for the purpose of electing Officers and Directors and for the transaction of such other business as may come before the meeting.

If the election of officers and directors shall not be held on the day designated herein for any annual meeting of members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be scheduled. Upon resolution of the board of Directors, the election of any officers or directors may be executed via an official letter ballot.

SECTION 4. Special Meetings.

Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors. At the request of not less than twenty-five percent (25%) of the members entitled to vote at the meeting the President shall call a special meeting at the earliest time convenient to the membership.

SECTION 5. Place of Meeting.

The Board of Directors or president may designate any place, either within or without the State of Texas, unless otherwise prescribed by statute, as the place for holding of such meeting. If no designation is made, the place of meeting shall be the principal office of the DFW VRCC.

SECTION 6. Notice of Meeting.

Written notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall unless otherwise prescribed by statute, be delivered not less than seven (7) nor more than thirty (30) days before the date of the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the member at his/ her address as it appears on the membership list of the DFW VRCC, with postage thereon prepaid. If e-mailed, such notice shall be deemed to be delivered when transmitted to the member at his/her e-mail address as it appears on the membership list of the DFW VRCC.

SECTION 7. Determination of Membership List.

For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or in order to make a determination of members for any other proper purpose, the Board of Directors of the DFW VRCC may fix in advance a date as the record date for any such determination of members. Such date in any case to be not more than fourteen (14) days and, in case of a meeting of members, not less than seven (7) days, prior to the date on which the particular action requiring such determination of members is to be taken.

If no record date is fixed for determination of members entitled to notice of or to vote at a meeting of members, the date on which notice of the meeting is mailed (USPS or e-mail) shall be the record date for such determination of members. When a determination of members entitled to vote at any meeting of members has been made as provided in this section, such determination shall apply to any adjournment thereof.

SECTION 8. Voting Lists.

The officer or agent having charge of the membership list of the DFW VRCC shall make a complete list of the members entitled to vote at each meeting of members or any adjournment thereof, 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 for the purposes thereof.

SECTION 9. Quorum.

A majority of the officers and directors of the DFW VRCC entitled to vote, represented in person or by electronic means, shall constitute a quorum at a meeting of members. If less than a majority of the officers and directors are represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice.

SECTION 10. Proxies.

At all meetings of members, a member may vote in person or by proxy executed in writing by the member. Such proxy shall be filed with the secretary of the DFW VRCC before or at the time of the meeting.

A meeting of the board of Directors and/or DFW VRCC Officers may be had by means of a telephone conference, e-mail exchange, or other electronic means available to all directors or officers, and participation in a meeting under such circumstances shall constitute presence at the meeting.

SECTION 11. Letter Ballots.

Unless otherwise provided by law, any action required to be taken at a meeting of the members, or any other action that may be taken at a meeting of the members, may be taken without a meeting via a formal letter ballot sent to the membership. The letter ballot shall, in writing, set forth the action to be taken and contain instructions for voting. Upon receipt of a letter ballot the voting member shall review the subject matter thereof and complete and return the ballot to the secretary, or agent appointed by the board of Directors. Members failing to return their ballot will be deemed to be forfeiting their voting privilege and will not be considered when calculating majority requirements.

SECTION 11a. Dissent Ballots.

Unless otherwise provided by law, day-to-day business activities of the DFW VRCC may be transacted via an email dissent ballot sent to the appropriate officers or membership. The email dissent ballot shall, in writing, set forth the action to be taken and be clearly identified as a dissent ballot. Upon receipt of an email dissent ballot the voting member shall review the subject matter thereof and reply, with five (5) days, to the Secretary, or

agent appointed by the Board of Directors, only if they wish to enter a dissenting vote. Upon receiving any dissenting vote the ballot will be put before the membership for a full vote.

SECTION 12. Voting.

Each member in good standing entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of members.

ARTICLE III

FEES AND DUES

Section 1. Annual Dues.

Membership dues shall be \$20.00 per year. Dues are payable in advance at such times as the Officers and Board of Directors of the DFW VRCC shall designate. Dues shall be paid by all Members and by the dates specified to maintain membership. Membership dues entitle the member to a VRCC local chapter club patch, ID Card and a club shirt with a design and logos designated by the members and or Officers and board of Directors of the DFW VRCC.

Section 2. Amount of Dues.

Any changes in the amount of dues payable shall be proposed by a resolution of the Board of Directors, and adopted by a majority vote of the membership as a whole in a scheduled meeting or letter ballot.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers.

The business and affairs of the Dallas Fort Worth Valkyrie Riders Cruiser Club (DFW VRCC) shall be managed by its Board of Directors.

SECTION 2. Number, Tenure and Qualifications.

The number of directors of the DFW VRCC shall be fixed by the membership, but in no event shall be less than four (4) in total and have a minimum of two (2) members who are not also officers of the DFW VRCC.

Members of the Board of Directors of the DFW VRCC are elected to a two-year term by the membership.

Elections shall be held every other year at the annual meeting of the membership.

Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified, or until his/her death, or until he/she resigns or shall have been removed in the manner herein provided.

Members of the Board of Directors must be Members, in good standing, of the DFW VRCC.

SECTION 3. Regular Meetings.

A regular meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after, and at the same place as, the annual meeting of the members. The Board of Directors 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 Directors may be called by or at the request of the president or any two directors.

The person or persons authorized to call special meetings of the board of Directors may fix the place for holding any special meeting of the board of Directors called by them.

SECTION 5. Notice.

Notice of any special meeting shall be given at least two (2) weeks previous thereto by written notice delivered personally, mailed, or e-mailed to each director at the address of record in the membership list. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If e-mailed, such notice shall be deemed to be delivered when transmitted to the member.

Any directors may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director 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 the number of directors fixed by Section 2 of this Article IV shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

SECTION 7. Manner of Acting.

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 8. Action Without a Meeting.

Any action that may be taken by the Board of directors at a meeting may be taken without a meeting if a consent in writing, or via email, setting forth the action so to be taken, shall be approved, in writing or via e-mail, before such action by all of the directors.

SECTION 9. Vacancies.

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, unless otherwise provided by law. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by election by the Board of Directors for a term of office continuing only until the next election of directors by the members.

SECTION 10. Compensation.

Members of the Board of Directors of the DFW VRCC serve in a voluntary capacity and will receive no monetary compensation for their time other than to be reimbursed directly for any expenses incurred on behalf of the club.

SECTION 11. Expenses.

Members of the Board of Directors of the DFW VRCC serve in a voluntary capacity and will receive no monetary compensation for any expense incurred in the performance of their duties.

SECTION 12. Presumption of Assent.

A director of the DFW VRCC who is present at a meeting of the Board of Directors at which action on any DFW VRCC matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof, or shall forward such to the Secretary of the DFW VRCC immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE V

OFFICERS

SECTION 1. Number.

The officers of the DFW VRCC shall be a president, one or more Vice presidents, a Secretary and a treasure, each of whom shall be elected by membership of the DFW VRCC.

Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the board of Directors, including a Chairman of the Board.

In its discretion, the Board of Directors may leave unfilled for any such period as it may determine any office except those of president and Secretary.

Any two or more officers may be held by the same person, except for the offices of President and secretary, which may not be held by the same person.

Officers must be Members, in good standing, of the DFW VRCC. Offices are also members of the Board of Directors.

SECTION 2. Election and Term of Office.

The officers of the DFW VRCC are elected to a two-year term by the membership.

Elections shall be held every other year at the annual meting of the membership.

Nominations for officers shall be officially opened by the Secretary of the DFW VRCC and shall remain open for at least two weeks prior to the annual meeting. Immediately prior to the election of officers additional nominations will be allowed from the floor.

All elections shall be by role-call (unless a secret ballot is called for and voted on by the membership) with a majority vote of all members present at the time of the election necessary for the election.

If the election of officers shall not be held at such meeting, such election shall be held as son thereafter as conveniently may be.

Upon resolution of the Board of Directors, the election of any officers or directors may be executed via an official letter ballot.

Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified, or until his/her death, or until he/she shall resign or shall have been removed in a manner hereinafter provided.

SECTION 3. Removal.

Any officer or agent may be removed by the Board of directors whenever, in its judgment, the best interests of the DFW VRCC will be served thereby, but such removal shall be without prejudice to contract rights, if any, of the person so removed. Election or appointment shall be terminable at will.

SECTION 4. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. President.

The President shall be the principal executive officer of the DFW VRCC and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the DFW VRCC. He/ She shall, when present, preside at all meetings of the affairs of the DFW VRCC. He/she shall, when present, preside at all meetings of the members and of the Board of Directors, unless there is a Chairman of the Board, in which case the Chairman shall preside. He/she may sign, with the secretary or any other proper officer of the DFW VRCC thereunto authorized by the Board of Directors any contracts, or other instruments which the Board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the DFW VRCC, or shall be required by law to be otherwise signed or executed. In general, the president shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. Vice President.

In the absence of the President or in the event of his/her death, inability or refusal to act, the Vice president shall perform the duties of the president, and when so acting, shall have all 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 be assigned to him by the President or by the Board of Directors. If there is more than one Vice president, each shall succeed to the duties of the president in order of rank as determined by the Board of Directors. If no such rank has been determined, then each Vice President shall succeed to the duties of the president in order of election, the earliest date having the first rank.

SECTION 7. Secretary.

The Secretary shall:

- a. Keep the minutes of the proceedings of the members and of the Board of Directors in electronic form. These minutes shall be posted on the DFW VRCC

web site within one (1) week of the meeting and shall remain on this site for at least three (3) months after initial posting.

- b. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- c. Be custodian of the organization's records.
- d. Keep a register of the post office and email address of each member which shall be furnished to the Secretary by such member.
- 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 him/her by the President or by the Board of Directors.

SECTION 8. Treasurer.

The Treasurer shall:

- a. Have charge and custody of and be responsible for all funds and securities of the DFW VRCC.
- b. Receive and give receipts for moneys due and payable to the DFW VRCC from any source whatsoever, and deposit all such moneys in the name of the DFW VRCC in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these Bylaws.
- 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 him/her by the President or by the Board of Directors.
- d. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/ her duties in such sum and with such sureties as the Board of Directors shall determine.

SECTION 9. Salaries.

Officers of the DFW VRCC serve in a voluntary capacity and will receive no monetary compensation for their time.

SECTION 10. Expenses.

Officers of the DFW VRCC serve in a voluntary capacity and will receive no monetary compensation for any expense incurred in the performance of their duties, unless authorized by the President or the Board of Directors, and in each incident must provide the Treasurer with a valid receipt for any authorized purchase or expense.

ARTICLE VI

RULES OF ORDER

SECTION 1. Meetings.

The general procedure of meetings of the DFW VRCC shall be in harmony with the guidelines set forth in Robert's Rules of Order so long as there are no conflicts with these by-laws.

ARTICLE VII

INDEMNITY

The DFW VRCC shall indemnify its directors and officers as follows:

- a. Every **director, officer, agent, or representative** of the DFW VRCC shall be indemnified by the DFW VRCC against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he may become involved by reason of his/her being or having been a **director, officer, agent, or representative** of the DFW VRCC or is or was serving at the request of the DFW VRCC as a **director, officer, agent, or representative** of the DFW VRCC, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he is a **director, officer, agent, or representative** at the time such expenses are incurred, except in such cases wherein the **director, officer, agent, or representative** is adjudged guilty of willful misfeasance or malfeasance in performance of his/her duties; provided that in the event of a settlement the indemnification herein shall apply only when the board of Directors approves such settlement and reimbursement as being for the best interests of the DFW VRCC.
- b. The DFW VRCC shall provide to any person who is or was a **director, officer, agent, or representative** of the DFW VRCC or is or was serving at the request of the DFW VRCC as **director, officer, agent, or representative** of the DFW VRCC partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law.

- c. The Board of Directors may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article VII.

ARTICLE VIII

CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. Contracts.

The Board of Directors 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 DFW VRCC, such authority may be general or confined to specific instances.\

SECTION 2. Loans.

No loans shall be contracted on behalf of the DFW VRCC and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of Directors and approved by a two-thirds (2/3) majority of the membership of the DFW VRCC. 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 DFW VRCC, shall be signed by such officer or officers, agent or agents of the DFW VRCC and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. Deposits.

All funds of the DFW VRCC not otherwise employed shall be deposited from time to time to the credit of the DFW VRCC in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE IX

FISCAL YEAR

The fiscal year of the DFW VRCC shall begin on 1 January and end on 31 December of each year.

ARTICLE X

WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any member or director of the DFW VRCC under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the applicable Business Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI

AMENDMENTS

These Bylaws may be altered, amended or replaced and new Bylaws may be adopted by resolution of the Board of Directors at any regular or special meeting of the Board of Directors and adopted by a majority vote of the membership of the DFW VRCC.

The above Bylaws are certified to have been adopted by the membership and the Board of Directors of the Dallas Fort Worth Valkyrie Riders Cruiser Club (DFW VRCC), on _____, 2003.

Secretary

Name (signature)