

**BYLAWS
OF
NORTHWEST SUBURBAN**
A Chapter of
A.B.A.T.E. of Illinois

EFFECTIVE AUGUST 27, 2003

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PURPOSE

Purpose. Northwest Suburban Chapter, a Chapter of A.B.A.T.E. (A Brotherhood Aimed Toward Education) of Illinois, Inc., is organized for educational, civic, charitable, benevolent, social, and athletic purposes including for such purposes, the promotion of motorcycle use, acceptance, safety, and enjoyment. Said purposes include promoting and preserving the motorcycling interests of the Chapters members and affiliates. Said chapter is further organized to undertake such interaction, including lobbying, legislative and litigation support as may be necessary or desirable to promote and preserve the motorcycling interests of the chapter's members and affiliates.

ARTICLE 1 - PRINCIPAL ADDRESS

Section 1. Principal Address.

A post office box will be maintained within Illinois and funded by the Chapter. The location of the post office box may be changed by the Chapter Board of Directors.

Section 2. Trademark(s).

The name A.B.A.T.E. and A.B.A.T.E. of Illinois, Inc. is a registered service mark of A.B.A.T.E. of Illinois, Inc. and it's Chapters. The State Corp. reserves the right to regulate its use.

ARTICLE 2 - MEMBERSHIP OF THE CHAPTER

Section 1. Membership

The membership of the Chapter shall consist of non-elected members who vote at the Membership meetings, and elected members who vote at the Chapter Board of Director meetings and Membership meetings.

Section 2. Election of Members.

Any person who meets the membership requirements as set forth by the State Board of Directors may become a member of the corporation, A.B.A.T.E. of Illinois, Inc., by submitting a written application, on a form approved by the State Board of Directors, to the main office of the corporation. Applicants submitting written applications shall become members of the corporation upon payment of the annual membership dues. Annual membership dues are to be established by the State Board of Directors of the corporation.

Section 3. Termination of Membership.

The Chapter Membership, by affirmative vote of 2/3 of those members present at a regularly scheduled Chapter membership meeting, may recommend to the State Board of Directors to terminate a membership for cause. A member shall have the opportunity to be heard at a meeting held by the State Board of Directors at which the termination of that Member's membership is decided. If the member cannot attend, he may provide a written statement, recorded statement, or a representative. An individual may be barred from membership for any period of time including lifetime, deemed appropriate by the State Board of Directors.

ARTICLE 3 - MEETINGS

Section 1. Board Meetings

All chapter Board of Directors meetings shall be open where all members of the chapter or A.B.A.T.E. of Illinois are welcome to attend except as when necessary to go into a closed session. The chapter Board of Directors is not obligated to recognize anyone visiting unless requested to attend by the chapter Board of Directors.

Section 2. General Membership Meetings

All General Membership meetings shall be open to members and non-members with only members in good standing of the Northwest Suburban Chapter able to vote.

Section 3. Parliamentary Procedure

All meetings of the Northwest Suburban Chapter shall adopt the parliamentary procedures in Webster's New World, Robert's Rules of Order, Simplified and Applied, Second Edition or what is being used by the State Board of Directors when conducting business.

ARTICLE 4 - GENERAL MEMBERSHIP

Section 1. General Power.

The business and affairs of the Chapter shall be conducted by the Membership of the Chapter.

Section 2. Voting.

1. Each member in good standing of the Chapter present, at a Chapter membership meeting, shall have one (1) vote on all issues brought forth for vote at a Chapter membership meeting, with the exception of the President or residing chair, who cannot vote except in the case of a tie. Members with multiple chapter memberships shall only be able to vote in one chapter.
2. The act of a majority of the Members present at a meeting shall be the act of the membership, unless the act of a greater number is required by law or these Bylaws.
3. A majority of the Chapter's members in attendance at the Chapter membership meeting will annually elect the Directors to represent them on the Board of Directors. The name of the Directors shall be sent to the State Office in writing by the Secretary within one (1) week after the election.

Section 3. Special Meetings.

Special meetings of the membership or chapter Board of Directors may be called by, or at the request of, the Chapter President or any two (2) members of the Board of Directors.

Section 4. Notice.

Notice of any special meeting called as set fourth in Article 4, Section 3 above shall be published in the Chapter Newsletter (Freedom Reader) at least five (5) days before the meeting is to take place. This is contingent upon time constraints and/or any emergency that does not permit the requirement to be fulfilled.

Section 5. Disclaimer of Personal Liability of the Membership.

Members of the Northwest Suburban Chapter shall not be liable for acts of the Chapter except to the extent of the assets of the Chapter and shall not be personally liable for acts of the Membership

ARTICLE 5 - DIRECTORS OF THE CHAPTER

Section 1. Board of Directors.

There shall exist a Board of Directors composed of the Directors of this Chapter as set forth in Article 5, Section 5 of these bylaws. This includes those Directors whose positions have not specifically been stated herein but have been established by action of the Membership.

1. All offices shall be created by the Membership and governed by the Membership.
2. All Directors, excepting State Board representatives, shall hold office for one (1) year or until the next scheduled election, whichever comes first. The State Board Representatives shall hold office for two (2) years or until the next scheduled election, whichever comes first.
3. Each voting member of the Board of Directors shall have one (1) vote on issues brought forth for vote at a Board of Directors meeting. Directors of the Chapter, except the President, may appoint an alternate member in good standing to take that directors place and may vote at the Board of Directors meeting.
4. A quorum shall consist of a simple majority of the Board of Directors present for the transaction of business at any meeting of the Board of Directors.
5. A simple majority of Board of Directors members present (provided a quorum is present) is required for any and all decisions to be valid.
6. Each newly elected Board of Director will adopt Responsibility Guidelines as outlined in Article 5.

Section 2. Nominations.

1. A candidate for the Board of Directors must be a member in good standing at the close of nominations.
2. All candidates for the Board of Directors shall reside within the State of Illinois by the close of nominations.
3. Persons seeking election to the chapter Board of Directors shall have their name placed in nomination and seconded by a member of the Membership.
4. Nominations for members of the Board of Directors will begin at the September Membership meeting and continue until the end of nominations at the November

Membership meeting.

Section 3. Elections.

1. The Directors of the Chapter shall be elected annually by a majority of the Members present.
2. The Membership shall elect the Board of Directors, and other Directors, as it shall deem appropriate. Such Directors shall have the authority to perform the duties prescribed in these Bylaws.
3. The Board of Directors shall be elected during the November Membership meeting with their duties being assumed at the December Board of Directors meeting of the same year.

Section 4. New Offices.

New offices may be created and existing offices eliminated or combined by a majority vote of those present at any meeting of the Membership. Such actions shall not violate State bylaws and are pursuant to amendment of these Bylaws.

Section 5. Directors.

The Board of Directors of the Chapter shall consist of the following voting members:

- President *
- Vice-President
- Secretary *
- Treasurer *
- Membership Director
- Legislative Director *
- Safety and Education Director *
- State Representative(s)
- Activities Director
- Public Relations Director
- Newsletter Director
- Products Director
- Information Technology Director

* Denotes officer position required by state bylaws

Section 6. General Power.

The daily affairs of the Chapter shall be conducted by the Directors of the Chapter. No Director shall spend more than one hundred dollars (\$100) on a single item without the consent of at least three (3) other Directors. The Board of Directors shall not spend more than five hundred dollars (\$500) on a single item without approval of the Membership.

Section 7. Panels.

1. The Board of Directors may appoint Panels to deal with any issue the Board of Directors deems necessary.
2. The President may appoint Panels to deal with any issue the Membership deems necessary.
3. The President and/or Vice-President will serve in an advisory position on all Panels.

Section 8. Board of Directors Veto.

1. For good cause, the Board of Directors may veto any action of the Membership. Notification of any such veto and an explanation thereof, must be made in the next Chapter newsletter. Failure to do so shall automatically cause the veto to be null and void.
2. Any Board of Directors veto may be overridden by a 2/3 majority vote of the Membership in attendance.

Section 9. Vacancies.

If a Director resigns, the resignation is effective after their written resignation has been received by the Board of Directors. The Membership may fill a vacancy in an office due to resignation, death, removal, disqualification or otherwise, and the successor to the office will serve for the remainder of the predecessor's term.

1. The President may appoint an interim Director until a new Director is elected.
2. All property of Northwest Suburban Chapter must be relinquished to a representative of the Chapter at the time of leaving office.
3. Verbal resignations shall be treated by the Membership the same as the removal of a member of the Board of Directors as stated in Article 5, Section 10 of these bylaws.

Section 10. Removal of Directors.

Any member of the Board of Directors may be removed by a two-thirds (2/3) vote of the Membership present at a Membership meeting when, in its judgment, the interests of the Chapter would be best served thereby. Removal of such Directors may be the result of non-performance of specified duties, or actions deemed by the Membership not to be in the best interest of the Chapter.

Section 11. Notice of Removal.

Any member of the Board of Directors facing removal from their position shall be entitled to a hearing before the Membership. The Director facing removal and all other members shall be notified, by the Secretary, not less than seven (7) days prior, of the time, date and location of the meeting where such a hearing will take place. The hearing shall take place at a regularly scheduled membership meeting.

Section 12. Directors Duties.

1. President's Duties.

The President shall preside over Chapter meetings, and shall coordinate business and affairs as determined by the Membership.

2. Vice-President's Duties.

The Vice-President shall preside over meetings in the absence of the President and shall also coordinate the chapter's business and affairs as determined by the Membership.

3. Secretary's Duties.

The Secretary shall keep minutes of all Board of Directors and Membership meetings, and review those minutes at successive meetings and provide copies. The Secretary shall perform any other secretarial duties as directed by the Membership and the Board of Directors, including but not limited to notifying the State Board of Directors of any changes in the Chapter Board of Directors.

4. Treasurer's Duties.

The Treasurer shall maintain and keep all financial records for the chapter, and be responsible for all moneys collected and disbursed by the chapter. The Treasurer shall act as the liaison to any certified public accountant hired by the Chapter and ensure the timely filing of state and federal income tax forms. The Treasurer shall also perform any other financial duties as directed by the Board of Directors.

5. Membership's Duties.

The Membership Director shall maintain records of all members and coordinate the increase of membership. The Membership Director shall also notify the membership of renewal dates and take care of any membership concerns. The Membership Director shall also receive monies for membership dues and keep records, forwarding said monies to the Treasurer as soon as reasonably possible.

6. State Representative's Duties.

The State Representative(s) shall act as liaison between the Chapter and the State, attend all State Board of Directors meetings and cast votes as directed by the Chapter.

7. Activities Director's Duties.

The Activities Director shall coordinate all Chapter activities as directed by the Membership and work in conjunction with chapter members involved.

8. Public Relations Director's Duties

The Public Relations Director shall be responsible for communicating the activities and events of the Northwest Suburban Chapter to the general public and local authorities. The Public Relations Director shall also be a contact person to receive and relay information about and for the chapter. The Public Relations Director should have a working phone and published number.

9. Legislative Director’s Duties.

The Legislative Director shall coordinate all state and federal legislative concerns and work in conjunction with the State Legislative Directors.

10. Newsletter Director’s Duties.

The Newsletter Director shall be responsible for compiling, assembling and distributing the Chapter newsletter. The Newsletter Director shall keep a ledger of all monies collected and disbursed related to the publication and distribution of the chapter newsletter, and the date monies are forwarded to the Chapter Treasurer.

11. Safety & Education Director’s Duties

The Safety & Education Director shall promote motorcycle safety to the motorcyclists throughout the area and motorcycle awareness to the general public.

12. Products Director’s Duties

The Products Director shall oversee the procurement and sale of all Chapter and State ABATE products. The Products Director shall also keep a ledger of all transactions and inventory, including the date and amount of monies forwarded to the Chapter Treasurer.

13. Information Technology Director’s Duties

The Information Technology Director shall oversee and/or maintain a chapter website and message board. The Information Technology Director shall also work with the State Technology Advisory Panel to keep up to date with the State electronic information systems and guidelines and responsive to the needs of the Chapter in electronic information technology.

ARTICLE 6 - MISCELLANEOUS

Section 1. Insurance.

Northwest Suburban Chapter shall not hold any event without obtaining liability insurance not less than two (2) weeks prior to the event.

Section 2. Alcohol

If alcohol is involved, Northwest Suburban Chapter shall consult with the State Office to see if dram shop insurance is required. If it is determined that dram shop insurance is required, the Northwest Suburban Chapter shall obtain the required insurance not less than two (2) weeks prior to the event.

Section 3. Property and buildings.

Northwest Suburban Chapter will not purchase real estate or a building. The Chapter may rent facilities for monthly meetings or events, but not to facilitate a clubhouse.

Section 4. Emergency Spending.

If and when the Northwest Suburban Chapter treasury (checking and savings) is reduced to five hundred dollars (\$500.00), the Treasurer will declare an emergency spending situation. Spending will be limited to only those things deemed necessary to sustain the normal day-to-day operations of the Chapter until such a time as the Treasury again exceeds the five hundred dollar (\$500.00) level.

Section 5. Audit

The chapter shall conduct an audit of its financial books and records on an annual basis. The auditor should not be a board member and can be an accountant, member or other person who is reasonably familiar with the audits of financial books and records.

ARTICLE 7 - CONTRACTS AND/OR PROJECTS.

Section 1. Contracts.

No member of Northwest Suburban Chapter may commit or authorize a contract on behalf of the Northwest Suburban Chapter without approval of a majority of the Membership present at a monthly membership meeting.

Section 2. Contract/Project Execution

Once the Membership has approved a contract or project, the Board of Directors must take whatever measures are necessary to execute the contract or project.

ARTICLE 8 - AMENDMENT OF BYLAWS AND OTHER PROVISIONS

Section 1. Amendments of Bylaws.

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Members present at any regular meeting or at any special meeting. Notification is to be given in the newsletter of details to amend, repeal or to adopt new Bylaws.

Section 2. Miscellaneous Provision.

The authority to enforce these Bylaws and for any item not covered herein shall be vested solely in the Membership.

ARTICLE 9 - DEFINITIONS

Section 1. Member in Good Standing.

Any member of the Northwest Suburban Chapter whose membership is paid to date, and who has not had their membership revoked or suspended by the State Board of Directors.

Section 2. Northwest Suburban Chapter

Northwest Suburban Chapter will also be known as NWS, Northwest Suburban or the Chapter.

Section 3. A.B.A.T.E. of Illinois

A.B.A.T.E. of Illinois, Inc. will also be known as State, State Corp. or Corporation.

Section 4. Board of Directors

The Chapter Board of Directors will also be known as the Board of Directors, Directors or Board.

ARTICLE 10 – CHANGES TO THE BY-LAWS

Section 1. Article, Section, Paragraph

Documents changes made to these by-laws. Changes will be listed with Date of Chapter authorization.

1. Chapter Contact position eliminated and duties incorporated into the Public Relations Director's duties. Article 5, Section 12, paragraph 13 eliminated and incorporated into Article 5, Section 12, paragraph 8. Article 5, Section 12, paragraph 14 renumbered as paragraph 13. Amended November 24, 2004.
2. Information Technology Director Position becomes an elected and voting position. Article 5; Section; "And the following non-voting appointed members is removed. Information Technology Director placed under elected and voting members. Amended April 27, 2005.
3. Residency requirement for Board of Directors added to Article 5, Section 2. Original Article 5, Section 2 became Section 3 and original Article 5, Section 3 became Section 4. Amended May 25, 2005.
4. President's term shortened from two years to one year. In Article 5; Section 1; "All Directors, excepting the President and State Board representatives, shall hold office for one (1) year or until the next scheduled election, whichever comes first." The words "the President and" were removed. "The President and State Board Representatives shall hold office for two (2) years or until the next scheduled election, whichever comes first." the words "President and" were removed. Amended June 22, 2005.