

**ABATE of Virginia, Inc.**  
**BY-LAWS**

**ADOPTED NOVEMBER 18, 2007**  
**AMENDED JUNE 19, 2017**

**Article A. Corporation**

**Section 1. Establishment.**

- A) ABATE of Virginia, Inc. hereinafter referred to as the Corporation, is empowered under the Articles of Incorporation with the Commonwealth of Virginia.
- B) The Corporation is a State Motorcyclist Rights Organization. The letters of the ABATE acronym stand for A Brotherhood Against Totalitarian Enactments, effective March 16, 2008.
- C) The governing body of the Corporation is the Board of Directors.
- D) The Chief Executive Officer (CEO) of the Corporation is the Executive Director.
- E) All persons who meet membership requirements are Members of the Corporation.
- F) The Corporation is subdivided into a number of commissioned Chapters of the Corporation.
- G) The fiscal year of the Corporation is October 1 through September 30 of each calendar year.

**Section 2. Governance**

- A) Robert's Rules of Order apply to all official meetings within the Corporation.
- B) Except as otherwise specified in the By-Laws, the Corporation delegates authority to its officers to perform their duties as is prudent with any corporation.
- C) One half the total number of Directors is required to establish a quorum of the Board of Directors.
- D) A Director that votes by proxy constitutes an additional Director present for purposes of establishing a quorum.
- E) A majority vote of a quorum of the Board of Directors constitutes a Board Approval.
- F) A unanimous affirmative vote by the Board of Directors constitutes a Board Mandate.
- G) The Board must keep an official record of all Board of Directors meetings.

### **Section 3. Elections and Appointments**

- A) Elections for all Director offices normally occur during the last appropriate meeting prior to October 1.
- B) Elections must occur during a regularly scheduled meeting.
- C) Majority vote of a quorum is required for assumption of any elected office.
- D) Any Member may nominate any other Member as a candidate for an Executive Office.
- E) Any Chapter Member may nominate any other Member of that same Chapter as a candidate for Chapter Director.
- F) The Executive Director may appoint any Member to fill a vacant office.
- G) Appointed officers cannot as such vote on matters before the Board.
- H) Each Chapter elects a Chapter Director to serve on the Board of Directors.
- I) A written proxy may be used for voting in any meeting or election. The proxy must include the date of the meeting, the name of the Member giving the proxy and the name of the member receiving the proxy.
- J) All Directors serve a 1-year term commencing October 1.

### **Article B. Officers**

#### **Section 1. General.**

- A) Executive Officers include the Executive Director, Operations Director, and Financial Director. Executive Officers must be elected by a Board Approval, which normally occurs during the last scheduled Board meeting of the fiscal year. Executive Officers report to the Board of Directors.
- B) Staff Officers are appointed officers that support operation of the Corporation. Staff Officers must be appointed by Executive Officers. Staff Officers report to their respective appointing Executive Officers.
- C) Members may simultaneously serve in more than one office, but only may vote as a single person.
- D) Chapter Officers must include a Chapter Director and Chapter Treasurer. Chapters may elect or appoint officers as determined by the Chapter. Chapter Directors report to the Board of Directors.
- E) Appointed officers are not representative, and their appointments do not convey voting rights. Officer appointments may be rescinded by the appointing Director or by Board approval.
- F) Removal of any Director requires a Board Mandate. A Director subject to removal may address the Board during the removal proceedings, but cannot vote on their own removal motion.
- G) Any Officer who leaves office must, in a prompt and orderly manner, relinquish all records and resources of that office to the Corporation. A Member assuming a vacated office may take custody of the records and resources on behalf of the Corporation.

## **Section 1. General. (continued)**

- H) The term “Director” is exclusively reserved for offices on the Board of Directors.
- I) A Chapter Manager is an appointed officer that helps start a new chapter or restore a decommissioned chapter.

## **Section 2. Board of Directors**

- A) The Board of Directors consists of the Executive Director, Operations Director, Financial Director, and all Chapter Directors.
- B) The Executive Director leads overall operation of the Corporation, serves as official spokesman for the Corporation, is chairman during meetings of the board of Directors, and is a voting member of the Board of Directors.
- C) The line of succession for Executive Director is:
  - 1) Operations Director
  - 2) Financial Director
  - 3) Any Director by Board Approval
- D) The Operations Director manages routine and internal operations of the Corporation, manages production of all publications of the Corporation, and is a voting member of the Board of Directors. In the absence of the Executive Director, the Operations Director may temporarily serve as Executive Director.
- E) The Financial Director maintains the financial integrity of the Corporation, establishes standards for Chapter treasuries, is official custodian of all records and assets of the Corporation, and is a voting member of the Board of Directors.
- F) Each Chapter Director represents Members of that Chapter, and is a voting member of the Board of Directors.

## **Article C. Membership**

### **Section 1. Membership Requirements.**

- A) A member in good standing, herein referred to as a Member, is a person that:
  - 1) Has fulfilled dues obligations; and
  - 2) Possesses a valid membership card; and
  - 3) Is not terminated.
- B) [WITHDRAWN]
- C) Members cannot vote in or be a member of more than one Chapter.
- D) Members vote on matters before their respective Chapters, and in elections for their respective Chapter offices.
- E) Corporate membership is non-assessable, non-transferable, non-assignable and non-refundable.

## **Section 1. Membership Requirements. (continued)**

- F) No Member of the Corporation is personally liable for the debts, liabilities, or obligation of the Corporation.
- G) The basis for membership in the Corporation must not be motorcycle ownership, membership in any other organizations, or any illegal form of discrimination.

## **Section 2. Termination of Membership.**

- A) Membership is automatically terminated upon any of the following conditions:
  - 1) Death of the Member
  - 2) Upon written request by the Member for termination.
  - 3) Failure of the Member to renew payment of dues if the Member has been adequately notified.
- B) Membership may be administratively terminated in accordance with the following requirements:
  - 1) A Board Approval is required for administrative termination 90 days after a Member is notified of termination proceedings.
  - 2) A Board Mandate is required for immediate administrative termination of a Member.
- C) A Board Approval is required before a terminated Member may be reinstated.

## **Article D. Chapters**

### **Section 1. General.**

- A) A Chapter is an exclusive group of Members that has been commissioned as a Chapter of the Corporation.
- B) Chapters must keep an official record of all Chapter meetings.

### **Section 2. Commissioning and Decommissioning**

- A) Minimum Chapter commissioning standards include the following:
  - 1) Having an elected Chapter Director.
  - 2) Having 6 or more Chapter Members.
  - 3) Holding regularly scheduled Chapter meetings.
  - 4) Meeting financial standards of the Corporation.
- B) Any Chapter may appoint a Chapter Manager to foster creation of a new Chapter.
- C) If a Chapter has not met financial reporting requirements for 90 or more days, the Executive Director may appoint a Chapter Manager to facilitate restoration of Chapter operation.
- D) If a Chapter has not met financial reporting requirements for 180 or more days, it is automatically decommissioned. All resources of a decommissioned Chapter revert to the Corporation.

## **Article E. Delegations and Policies**

### **Section 1. Delegations of Authority.**

#### A) Board of Directors

- 1) A Board Mandate can revoke any delegations of authority to Officers of the Corporation.
- 2) A Board Mandate can amend By-Laws.
- 3) A Board Mandate can change membership requirements.
- 4) A Board Approval can establish the budget of the Corporation.
- 5) A Board Approval can endorse strategic plans of the Corporation.
- 6) A Board Approval can endorse performance targets of the Corporation.
- 7) A Board Approval can commission Chapters of the Corporation and administratively decommission Chapters of the Corporation.
- 8) A Board Approval can establish an address used by the Corporation.

#### B) Executive Director.

- 1) Serves as Chairman of the Board of Directors.
- 2) Leads the strategic planning of the Corporation.
- 3) Manages governmental and public affairs of the Corporation, and serves as principal liaison to external organizations.
- 4) Serves as editor emeritus of corporate publications.
- 5) Serves as strategic planning liaison to Chapters of the Corporation.
- 6) Develops and manages an annual budget for all responsibilities of this office.
- 7) May appoint Staff Officers and thereunto delegate responsibility.
- 8) Develops performance standards for all Staff Officers appointed by this office.
- 9) Assists Chapters in developing strategic plans and performance targets.

#### C) Operations Director

- 1) Manages routine, on-going, or periodic business processes for the Corporation. This includes management of the membership roster and production of corporate publications.
- 2) Serves as acting Executive Director in the absence of the Executive Director.
- 3) Serves as operational planning liaison to the Chapters of the Corporation.
- 4) Develops and manages an annual budget for all responsibilities of this office.
- 5) May appoint Staff Officers and thereunto delegate responsibility.
- 6) Develops performance standards for all Staff Officers appointed by this office.

#### D) Financial Director.

- 1) Manages the Corporate treasury.
- 2) Has disbursement authority for all budgets approved by the Board.
- 3) Serves as records custodian of the Corporation.
- 4) Serves as property custodian of the Corporation.
- 5) Develops financial reporting standards for all treasuries.
- 6) Develops and manages an annual budget for all responsibilities of this office.
- 7) May appoint Staff Officers and thereunto delegate responsibility.
- 8) Develops performance standards for all Staff Officers appointed by this office.

## **Section 1. Delegations of Authority. (continued)**

- E) Chapter Director.
  - 1) Serves as Chairman of all Chapter meetings.
  - 2) Represents all Members of the respective Chapter on the Board of Directors.
  - 3) Develops and manages an annual budget for all responsibilities of this office.
  - 4) If so delegated by the respective Chapter Members, may appoint other Chapter Officers and thereunto delegate responsibility.

## **Section 2. Policy Amendments.**

- A) ABATE Policy: Policies are an integral part of the By-Laws of the Corporation.
- B) ABATE Policy: Supplemental documents and official records are known as Attachments to the By-Laws of the Corporation. Their addition, modification, and deletion do not constitute amendment of the By-Laws.
- C) ABATE Policy: Official correspondence of the Corporation may only be issued by Executive Officers, or by a Director upon Board Approval.
- D) ABATE Policy: All events sponsored by the Corporation or its Chapters must be on neutral territory with respect to any motorcycle organization.
- E) ABATE Policy: All events sponsored by the Corporation, its officers, or its Chapters must not conflict with the By-Laws, Mission, or Goals of the Corporation.
- F) ABATE Policy: The Operations Director must maintain a periodic back-up copy of the membership roster. The back-up copy must be kept in a secure location, apart from any officer who actively manages the membership roster, and it must be readily available to all Executive Officers.
- G) ABATE Policy: Membership information is sensitive and confidential. The membership roster may only be released in an electronic format to Executive Officers, or to other officers by a Board Approval.

## **Attachments**

### **Attachment 1. Implementation of By-Laws.**

- A) Purpose. This section provides instructions to assist in transitioning from the previous articles of incorporation.
- B) The State Coordinator becomes the Executive Director.
- C) The Assistant State Coordinator becomes the Operations Director.
- D) The State Treasurer becomes the Financial Director.
- E) The offices of Regional Director are dissolved.
- F) The responsibilities of Legislative Coordinator, Events Coordinator, and of all external liaison officers convey to the Executive Director.
- G) The responsibilities of Newsletter Editor, Membership Coordinator, State Products Manager, and State Webmaster convey to the Operations Director.
- H) The responsibilities of State Secretary and Insurance Coordinator convey to the Financial Director.
- I) Chapter Coordinators in office at time of By-Law implementation become Chapter Directors.
- J) The Chapters in existence upon implementation of these By-Laws are automatically commissioned as Chapters of the Corporation.

### **Attachment 2. Chapter Commissionings.**

#### **Section 1. Charter Chapters**

- A) The Catawba Valley Chapter is commissioned as a Chapter of the Corporation effective immediately.
- B) Chapter 99 is commissioned as a Chapter of the Corporation effective immediately.
- C) The Coalfield Chapter is commissioned as a Chapter of the Corporation effective immediately.
- D) The Culpeper Chapter is commissioned as a Chapter of the Corporation effective immediately.
- E) The First Capitol Chapter is commissioned as a Chapter of the Corporation effective immediately.
- F) The Hole In The Wall Chapter is commissioned as a Chapter of the Corporation effective immediately.
- G) The Iron Horse Cavalry Chapter is commissioned as a Chapter of the Corporation effective immediately.
- H) The Lonesome Pine Chapter is commissioned as a Chapter of the Corporation effective immediately.
- I) The Mason Dixon Chapter is commissioned as a Chapter of the Corporation effective immediately.
- J) The Mountain Thunder Chapter is commissioned as a Chapter of the Corporation effective immediately.

### **Section 1. Charter Chapters (continued)**

- K) The Nelson County Chapter is commissioned as a Chapter of the Corporation effective immediately.
- L) The Purgatory Mountain Chapter is commissioned as a Chapter of the Corporation effective immediately.
- M) The River City Chapter is commissioned as a Chapter of the Corporation effective immediately.
- N) The Tazewell County Chapter is commissioned as a Chapter of the Corporation effective immediately.

### **Section 2. Chapter Commissionings**

- A) The Flatlander Chapter, formerly the Virginia Cruisers Chapter is commissioned as a Chapter of the Corporation effective June 19, 2017.

### **Attachment 3. Record of Board Actions**

#### **Section 1. Board Mandates.**

- A) [date of vote]. [motion]. This Board Mandate is effective [effective date].

#### **Section 2. Board Approvals.**

- A) [date of vote]. [motion]. This Board Approval is effective [effective date].

#### **Section 3. Other Board Actions.**

- A) [date of vote]. [motion]. This Board action is effective [effective date].