

CONSTITUTION AND BY-LAWS OF  
THE 101 ASSOCIATION, INC.  
A CORPORATION NOT FOR PROFIT  
REVISED JANUARY 2, 2011

Constitution and By-Laws  
Of  
The 101 Association, Inc.

**Article 1**

Purpose

- Section 1. An Association of Indian 101 Scout Enthusiasts devoted to the use, preservation, restoration and history of this famous motorcycle.
- Section 2. To provide information, regulate meets, tours and encourage good fellowship.
- Section 3. To assist whenever possible other historic or antique motorcycle endeavors.
- Section 4. To provide safe keeping of motorcycles, literature, parts and other related items in such a manner as to make them available for study or observation by any active member of the association within certain rules and regulations to be determined by the Board of Directors.

**Article 2**

Offices

- Section 1. The principal office shall be located at:
- 679 Riverside Avenue  
Torrington, Connecticut, 06790  
County of Litchfield  
United States of America

**Article 3**

Members

- Section 1. (Eligibility) Any person with a keen interest in the Indian101 Scout may become a member by completing a membership application which in turn is approved by the Board of Directors.

- Section 2. (Dues) The amount of annual dues shall be determined by the Board of Directors. The term of membership is from January 1 through December 31. Dues must be paid by February 15<sup>th</sup> to remain an active member.
- Section 3. (Active Members) Any duly approved member who has paid his or her dues for the current year is considered an active member.
- Section 4. (Denial) A person may be denied membership by a majority vote at any Board Meeting.
- Section 5. (Membership Card) A non-transferable membership card will be issued to each paid up member upon request.
- Section 6. (Meetings) Any active member may attend a Board Meeting during the “Special Orders” section of the meeting or by written request to the secretary received at least 30 days before the meeting.
- Section 7. (Nominations) Any active member may nominate a person for a Board position by writing to the Secretary, to be received at least 30 days before the meeting. Any nomination so submitted must be supported by the signatures of 4 other active members.
- Section 8. (Privileges) Any active member shall have access to motorcycles, literature, parts and other related items, for observation or study within rules and regulations, determined by the Board of Directors.

## **Article 4**

### Meetings

- Section 1. (Annual Meetings) The Annual Meeting of the Board of Directors shall be held on the second Saturday in the month of November in each year beginning in 1983 or at such time as the Board may decide. This meeting will be for the purpose of holding elections and the transaction of such other business as may come before the meeting.
- Section 2. (Notice of Meeting) Written notice of our annual or semi-annual meeting shall be mailed or e-mailed at least 15 days before the meeting date to each active member of record. This notice shall state the date, place and hour of the meeting.

- Section 3. (Special Meetings) Special Meetings of the Board of Directors may be called by the President or a majority of Directors. Notice of the Special Meeting shall be by e-mail or phone at least three days before the Meeting date. At a special meeting, only business specified in the notice may be transacted.
- Section 4. (Quorum) At least 50% of the officers and directors must be present to constitute a Quorum and conduct business. If a Quorum is not present, a majority of the board members present may adjourn the meeting to another time without further notice.
- Section 5. (Voting) At all meetings, except for Election of Officers and Directors, the Board Members will vote by a showing of hands. Written ballots will be used for all elections and when requested by a majority of the Board Member present. Any Board Member may vote by proxy.
- Section 6. (Vacancies) Any vacancy on the board may be filled by the affirmative vote of the majority of the remaining Board Members, even if less than a Quorum of the Board. A Board Member so elected to fill a vacancy shall complete the unexpired term of his predecessor in office.
- Section 7. (Compensation) The Board of Directors may provide compensation for services provided to the corporation by resolution.
- Section 8. (Removal) The Board of Directors may remove any Board Member at any time if, in its judgment, the best interest of the Association (Corporation) would be served thereby.
- Section 9. (Order of Business) Roberts Rule's of Order, revised shall govern this Association (Corporation) in all cases where applicable.

## **Article 5**

### **Officers and Directors**

- Section 1. (Election of Officers and Directors) The Board of Directors shall consist of the President, Vice President, Treasurer, Secretary and at least three additional Directors. The terms to be served by the Officers shall be for one year. The terms to be served by the three (Minimum) additional Directors shall be one year. Election of Officers and Directors shall be by written ballots submitted by the Board of Directors. A majority vote constitutes election. Upon election each Officer & Director must supply a valid phone number and e-mail address.

- Section 2. (Nomination of Officers and Directors) Nomination of Officers and Directors shall be made by the Board of Directors. Nominations may also be submitted by an active member in writing to be received by the Secretary at least 30 days before the Board meeting. Nominations submitted by an active member must be supported by the signatures of four other active members.
- Section 3, (President) The President shall be the principal officer of the Association (Corporation) and shall supervise and control all of the business affairs of the Association (Corporation). The President shall preside at all meetings of the Board of Directors. He or she shall have all such powers as may reasonably be construed as belonging to the Chief Executive of a non-profit Association (Corporation).
- Section 4. (Vice-President) The Vice-President shall perform the duties of the President in the absence of the President or in the event of the Presidents inability of refusal to act.
- Section 5. (Secretary) The Secretary shall keep the minutes and records of the Association (Corporation) in appropriate books, see that all notices are given in accordance with these By-Laws or as provided by law, keep the seal of the Corporation and affix same to corporate documents, keep a list of all members and their mailing addresses and, in general perform all duties incidental to the office of Secretary and such other duties as may be assigned by the President or Board of Directors.
- Section 6. (Treasurer) The Treasurer shall have charge and custody of and be responsible for all funds of the Association (Corporation) and in general, perform all the duties incidental to the office of Treasurer and other duties as may be assigned by the President or Board of Directors.

## **Article 6**

### Committees and Appointments

- Section 1. (Committees) The Board of Directors may, by resolution of a majority of the Board establish committees of one or more active members to conduct specific Association (Corporation) business. All committees shall function in accordance with the rules and procedures established by the Board of Directors.
- Section 2 (Appointments) The President or Board of Directors may appoint active members, officers or Directors for specific duties such as judging, editing or any other Association (Corporation) needs.

## **Article 7**

### Amendments

Section 1. (Amendment) This Constitution and By-Laws may be amended at any meeting of the Board of Directors by a 2/3 majority vote of the Directors present which must constitute at least a Quorum (Article 4 Section 4), provided notice of the proposed amendment was given to all officers and Directors at least 30 days prior to the meeting. Amendments are to be effective upon adoption.

## **Article 8**

### Termination

Section 1 (Termination of Organization) Upon termination of the Organization, approved by a majority vote of the Board of Directors, all liabilities of the Association (Corporation) shall be resolved thence all remaining assets are to be donated to an Antique or Historical Non Profit Corporation most closely conforming to the Purpose of this Association (Corporation).

## **Article 9**

### Seal

Section 1 (Seal) The seal of the Corporation shall be in the form affixed immediately below.