

SIERRA SHADOW CASTERS MOTORCYCLE CLUB (MC)

**P.O. Box 1311
Coarsegold, CA 93614**

“Club Founded September 2003”

CONSTITUTION and BYLAWS

An IRS 501(c)4 Non-Profit Corporation Established March 2015

The Sierra Shadow Casters (SSC) is a Motorcycle Club (MC) for the purpose of enjoying motorcycle riding with club members, participating in organized rides and events, and raising money for various community charities.

The SSC is a not for profit charitable civic organization.

The SSC membership is available to the motorcycle enthusiast who wants to be a contributing and active part of our organization by participating in Club functions and activities.

**Motto:
*“Riding for Others”***



(Adopted: November 17 2015, Revision 3- 5/20/2017)

Table of Content:

Article I. BOARD OF DIRECTORS:	3
Article II. ELECTION OF OFFICERS:	4
Article III. DUTIES OF OFFICERS:	4
Article IV. FUNDRAISING:	6
Article V. RULES OF ORDER:	7
Article VI. CLUB PATCHES:	8
Article VII. GENERAL MEMBERSHIP MEETING:	11
Article VIII. SPECIAL MEMBERSHIP MEETING:	11
Article IX. ANNUAL DUES:	11
Article X. RESPONSIBILITIES OF REGULAR MEMBERSHIP:	12
Article XI. RESPONSIBILITIES OF ASSOCIATE MEMBERSHIP:	12
Article XII. LIFE MEMBERSHIP:	12
Article XIII. RESPONSIBILITIES OF CANIDATE MEMBERSHIP:	13
Article XIV. CANIDATE SPONSOR RESPONSIBILITIES:	14
Article XV. REWARD AND RECOGNITION:	14
Article XVI. DISCIPLINARY ACTION:	15
Article XVII. RULES AND REGULATIONS:	16
Article XVIII. TRADEMARK:	16
Article XIX. DEFINITIONS:.....	17

Article I. BOARD OF DIRECTORS: The Club is governed by five (5) officer positions, President, Vice President, Secretary/Treasurer, Sargent at Arms, and Past President, serving as the SSC Board of Directors.

Section 1.01 These officers shall serve as the SSC Board of Directors managing the organization. Any member holding an office within the Club will wear a patch designating their office. This patch will be worn on the front right, upper third of the Club vest.

Section 1.02 A *quorum* must be present at a properly called meeting in order to conduct business in the name of the SSC. A quorum shall consist of three (3) board members must include the President or Vice President.

Section 1.03 Each Board of Director – SSC Officer, must sign the acknowledgement receipt for the Conflict of Interest Policy. Board Officers shall not violate the terms and conditions of this policy. A violation can result in dismissal and revocation of SSC membership.

Section 1.04 The rules of succession between offices will not be practiced within the SSC. (Example: If the Club Secretary/Treasurer were to quit, or not be able to perform his/her duties, the Sgt. at Arms would not automatically move up into that position.) If an officer does not, or is unable to perform his/her duties, or quits his/her office, it will be the responsibility of the President to appoint someone to that position until the next regularly scheduled election.

Section 1.05 Non-Board Offices include Road Captain. This office is filled by majority vote of the Board of Directors.

Section 1.06 The Board of Directors will meet at least four time each year, and additional meetings that may be called by the President as necessary.

Section 1.07 Elections will be held every year at the June General Meeting for the offices of President, Vice President, Secretary/Treasurer, Sgt. at Arms, and Member at Large.

Section 1.08 Each elected officer shall serve a two (2) year (24 month) term. Beginning July 1 and ending June 30 of the second year of term.

Section 1.09 Any Regular Member in Good Standing is eligible to serve as an officer. Regular Members desiring to run for an office must submit his/her name in writing (email sent from the members email address is authorized) to the Club Secretary/Treasurer before April 30 of an election year. By May 15 of the election year, the Ballot listing all names of qualified candidates for each office will be distributed by email to the SSC membership, and are available in writing for a member to pick up from the Secretary/Treasurer.

Article II. ELECTION OF OFFICERS: The election will take place at the June General Meeting.

Section 2.01 When a voting regular member is not able to attend the meeting their vote may be cast by email sent from their email address and received by the Secretary/Treasurer no later than one day prior to the scheduled June General Election Meeting.

Section 2.02 The election will be the first New Business item at the June General Meeting. The President will call the meeting to order and have the Secretary/Treasurer read aloud the candidates for each office and distribute ballots to each voting member. The President shall adjourn the meeting to allow for voting. The President will provide a maximum of 15 minutes for voting process then call for all ballots to be returned to the Secretary/Treasurer. The completed ballot shall be immediately returned to the Secretary/Treasurer (Placed in the Ballot Box at the Secretary/Treasurer's table). The Member at Large and the Secretary/Treasurer will at this time tabulate the returned ballots including all valid email ballots, prepare the results, and present them to the President. The meeting will be reconvened by the President and the election results read aloud to the membership. The meeting will continue according to the agenda.

Section 2.03 The new Board of Directors will coordinate with any outgoing officers and assume their new offices effective July 1 of the election year.

Article III. DUTIES OF OFFICERS: The Board Officer shall conduct the business of the club including but not limited to, business operations, club organization, event coordination, and financial management, under the direction of the President.

Section 3.01 PRESIDENT

- (a) The President shall preside over all board and general membership meetings. He/she will oversee all affairs of the Club and may appoint persons or committees as may be required for Club business. If any officer in the Club is unable to, or fails to perform their duties, it is the responsibility of the President to appoint a replacement until the next general election.

Section 3.02 VICE PRESIDENT

- (a) The Vice President shall perform all duties incumbent upon the President during the absence of the President.
- (b) The Vice President shall provide support and assistance to the other Board members in the accomplishment of their assigned responsibilities.
- (c) The Vice-President will lead the Public Relation efforts for the Club.

Section 3.03 SECRETARY/TREASURE

- (a) The Secretary/Treasurer shall keep a record of all proceedings and shall keep the minutes at all General Meetings. Within one week of the meeting will distribute the minutes to the Club membership, either in writing or by email. The Secretary/Treasurer must account for all income and expenditures of the Club. Secretary/Treasurer will maintain an accounting journal and log all transactions by the Club. Secretary/Treasurer will give a financial report at each General meeting showing the current financial status of the Club.
- (b) Secretary/Treasurer must insure that all disbursements of Club money are approved as follows: Disbursements under \$100 must be with the knowledge and approval of the President and or Vice-President. Disbursements of \$100 or more must be approved by majority vote of the Board of Directors.
- (c) Secretary/Treasurer will insure signature cards are current for authorized check signers. The checking account shall require two of the authorized signers to sign each check. Only the President, Vice-President, and Secretary/Treasurer are authorized to be check signers.
- (d) Secretary/Treasurer shall prepare a written financial/expenditure report each month and send via email to the membership.
- (e) Secretary/Treasurer shall be responsible to collect annual membership dues, collect all fees required by the Club, maintain the membership roster/contact list, maintain all records and reports, compile and complete all non-profit tax fillings, and provide financial reports to Club Membership at General Meeting(s).

Section 3.04 SARGENT AT ARMS

- (a) The Sargent at Arms (SAA) shall promote safety throughout the Club. SAA duties include maintaining order during all Club meetings, events and functions, and to protect the rights of the Club and its members. SAA Duties include the management all complaints and to bring them to the attention of the President. The SAA will also keep an up to date record of all members to make sure that each member's motorcycle driver's license, motorcycle insurance, and bike registration are all current.

Section 3.05 MEMBER AT LARGE

- (a) The Member at Large shall promote the good of the Club as a Board Member, and attend all meetings representing the membership. In addition to Board Member duties the Member at Large may be assigned to serve on committees or undertake special projects by the President.

Section 3.06 ROAD CAPTAIN

- (a) The Road Captain (RC) shall be responsible for the safety of the membership any time the Club rides as a group. RC will review routes for safety concerns, and will assist other riders in practicing safe riding while traveling in formation. RC will be responsible for scheduling departure times and locations for trips or rides, and will communicate this information to all the membership. In the event that the RC is unable to take part in a Club run or trip, the President will appoint an acting RC and any assistants necessary. The Vice-President will help the RC in the ride preparation as necessary.

Article IV. FUNDRAISING: The SSC is a not for profit Charitable Motorcycle Club. The Club's fundraising objective is to raise money for identified charities as a Non-Profit IRS registered 501(c)4 Civic Organization with Federal Tax Exempt Status.

Section 4.01 The Secretary/Treasurer is responsible to accomplish and maintain all Federal and State Tax filing records and to insure all required filings are completed per requirements.

Section 4.02 All fundraising activities:

- (a) Fundraising activities require approval of the Board of Directors
- (b) The Board will determine which charity(s) will be selected for the fundraising donation

- (c) Event financial accounting shall be the responsibility of the Secretary/ Treasurer, with assistance of the President and Vice President or approved designee
- (d) Club members are required to participate in Club fundraising activities
- (e) Motorcycle based events such as, but not limited to, Poker Runs, Bike Shows, and Entertainment Events shall be the basis for charitable fundraising
- (f) Post event financial records (Run Tally Sheet) shall be approved by the Board of Directors and presented to the Club Membership

Article V. RULES OF ORDER: All decisions affecting the Club will be voted on by the membership present at any meeting called by the President. The voting membership consists of Regular Members in good standing authorized to wear the SSC Patch and Community Bottom Rocker on their Club vest. In the event a tie vote occurs, the final decision will rest with a majority vote of the Board of Directors.

Section 5.01 The Board of Directors shall conduct the business of the club including but not limited to, business operations, club organization, event coordination, and financial management, under the direction of the President. The Board of Directors shall hold a minimum of one (1) General Membership Meeting and four (4) Board Member meetings each year. The President may call additional Special Board Meeting(s) or General Membership Meeting(s) as necessary to conduct Club business.

Section 5.02 All fundraising activities will be in accordance with the Articles of Incorporation, be authorized by the membership, and approved by a majority vote of the Board of Directors. At no time can SSC membership be compensated by the SSC for volunteer hours worked at any Club function or event.

Section 5.03 General Membership Meeting shall be held each year **on or before** June 30. Notice of the General Meeting must be distributed 30 days prior to the scheduled meeting date. General Meetings are the forum for conducting business relative to electing officers, establishing budget- financial planning, annual business planning, establishing goals and objectives, and formal reporting. Each year the annual Business Plan is developed by the Board and approved by the membership at a General Membership Meeting.

Section 5.04 An agenda of items to be discussed must be prepared by the President and distributed by Secretary/Treasurer via email to the Regular Membership a minimum of seven days prior to the meeting. Items may be added to the agenda at the beginning of the meeting upon majority approval of the Board Members present at the meeting.

Section 5.05 Special Meetings can be called by the President for the purpose of conducting business, implementing goals and objectives of the Business Plan, and developing a new annual Business Plan.

Article VI. CLUB PATCHES: The Club patches will consist of Two (2) back patches, the SSC Main Patch and the Community Bottom Rocker, three (3) front patches the SSC Front Patch, Officer Patch and the Charter Member patch, and Spoke Point patches worn on side panels toward rear.

Section 6.01 Charter Member Patches may be worn to signify a club member that joined the club prior to its one year anniversary, (Joining prior to September 1, 2004).

- (a) Original Charter Members are members that started the club joining within the first four months, (Joining prior to January 1, 2004). Original Charter Members may wear the original black Charter Member Patch or select to wear the updated Charter Member.
- (b) Charter Members are original club members who attend the SSC Reunion party to reestablish the SSC as a club, or return to the club by July 31, 2015. Charter members can only wear the updated patch.

Section 6.02 Back patches consist of a top main SSC Insignia Patch that reads “Sierra Shadow Casters, MC, Sierra Nevada CA”, a bottom rocker that reads the Community name, for example; “COARSEGOLD”. Patches must be sewn on the vest as specified below. The SSC retains ownership of all patches.

Section 6.03 . Patch Locations on Vest:

- (a) Back Main Patch – Sewn upper back of vest in the centered 3 to 4 inches from top edge of vest
- (b) Back Community Rocker – Sewn one half inch below the Main Patch centered with Main Patch.
- (c) Front Club Patch – Sewn on Left upper breast pocket centered and square above breast pocket if one is present.
- (d) Charter Member Patch - Sewn on Right upper breast pocket centered and square above breast pocket if one is present, or centered below Officer Patch when worn.

- (e) Officer Patch – Sewn on Right upper breast pocket centered and square above breast pocket if one is present. To be sewn above Charter Member patch with no space between patches
- (f) Original Charter Members may wear the original style black Charter Member patch on front of vest as previously worn. When a new style Charter Member patch is worn it shall be located as described in Paragraph (e) above.
- (g) Spoke Point Patches – To be sewn on the side of the vest positioned toward the rear. Position in numerical order as earned – 100, 100, 100, 100, 500, 100, 100, 100, 100, 1000 and so on.
- (h) Co-Founder Patches – Are authorized to be worn by the Dobson's in place of the new Charter Member patch sewn as described in (f) above
- (i) Regular Members may receive a second set of Club Patches when they provide a Club donation of \$100.00. The Club retains ownership of all Club patches including the second set.

(j) Patch Layout Example:



Section 6.04 Any member leaving the Club, for any reason, will return all Club Patches to any Board Member within 48 hours of leaving.

Article VII. GENERAL MEMBERSHIP MEETING: Meeting will be held in June of each year at a designated location. This meeting is very important, and every member should make every effort to attend the meeting. For the Club to thrive and prosper, it requires the participation of every member. Any member, upon learning that they will be unable to attend this meeting, or any other event planned by the Club, should send out an email to the membership, and or contact the Board of Directors advising them of the situation. This will prevent time lost or wasted, waiting on a member that is not going to attend.

Article VIII. SPECIAL MEMBERSHIP MEETING: Meeting may be called by the President at any time as deemed necessary to effectively conduct Club business. When the Club membership gathers for a Breakfast Ride the president may call a Special Meeting where an appropriate area is available to conduct the business conversation. It is the Presidents responsibility to provide an appropriate location when calling for the Special Meeting.

Article IX. ANNUAL DUES: Yearly dues will be paid by each Club Member and are due by March 1 each year. The Annual Dues year covers from March 1 to February 28th.

Section 9.01 For Regular Members the annual due is \$50.00. A non-riding Regular Member is accepted only as the significant other of a "riding" member and pay reduced annual due of \$40.00. Non-riding members have the same voting rights as Regular Members.

Section 9.02 Candidate Members must pay dues and application fee upon being sponsored by a Patched Member and will receive the SSC Front Patch and Community Rocker. Candidate members pay a prorated fee determined by the remaining months of the membership year at time of sponsorship. When voted in as a Regular Member, the annual dues must be current to receive club patches and recognition. Failure to pay fees will result in Club membership termination.

Section 9.03 For Associate Members the annual due of \$35.00.

Section 9.04 For Life Members the annual due is zero.

Section 9.05 New Membership Application Fee - The Club has a ONE TIME, NON-REFUNDABLE MEMBERSHIP APPLICATION FEE of \$50.00. The fee purpose is to off-set the cost to purchase club patches, and administration expenses. The Application Fee is not refundable, even when membership is ultimately denied.

Section 9.06 Other Fees - Any other fee needed for the day to day operation of the Club will be dealt with on an individual basis must be voted on by the membership, and approved by the Board of Directors.

Article X. RESPONSIBILITIES OF REGULAR MEMBERSHIP: Regular Membership (RM) is a full patch member that must own and ride a street motorcycle. A RM must make an effort to attend all meetings, events, and functions, and be dedicated to actively supporting the SSC. The RM should help out other members in any way possible, whenever possible. The RM must show appropriate respect to fellow members, and other clubs. The RM must be a mentor to Candidates, showing them the ways of the Club. The RM must always remember that when he/she wears the patches of the SSC, that the RM represents the whole Club and must never act in a manner that would bring discredit or dishonor to the Club. The RM should wear Club vest or Shirt at all Club functions and events. Any Regular Member that has not attended any Club events, functions, or meetings for Six (6) Months, will be asked to turn in their Patches to one of the Board of Directors. The exception to this rule would be if the member, or his family, has a medical emergency that would prevent the RM from being active in the club for long periods of time. Board of Directors will deal with these situations on an individual basis, and will make decisions accordingly.

Article XI. RESPONSIBILITIES OF ASSOCIATE MEMBERSHIP: Associate Membership (AM) is available to a person that wants to actively support and participate with the Club but does not own a motorcycle and or does not have the ability to ride a motorcycle. The AM must show appropriate respect to fellow members, and other clubs. AM's are not Patched and do not have voting rights. They are encouraged to participate in meetings, activities, and events. Associate Members can wear the SSC T-Shirt, Sweatshirt, and Hat. They are not allowed to wear a club patch and vest.

Article XII. LIFE MEMBERSHIP: A Regular Member may be nominated at the General Membership Meeting for Life Member Status. Approval requires a majority vote of the membership present and approval of a quorum of the Board of Directors.

Section 12.01 Life Membership Eligibility – Must have been a member in good standing for a minimum of 10 years. The nominee must have made significant and notable contribution(s) to the betterment of the SSC and the Sierra Nevada Communities.

Article XIII. RESPONSIBILITIES OF CANDIDATE MEMBERSHIP: To become a member of the SSC, a person is required to Candidate for a period of time, during which the Candidate must attend certain Club functions, thus giving the sitting membership time to get to know the individual.

Section 13.01 During this period, the Candidate may wear a Vest with the “Community” Patch on the back and the SSC Front Patch on their vest. Once the Candidate receives these patches, it is their responsibility to see that these patches are sewn properly onto a vest, and worn to the next Club event they attend.

Section 13.02 No other patch will be worn on the back of the Candidate’s vest during this period.

Section 13.03 Before a Candidate can become a Regular Member, they must attend at least FOUR (4) Club events, and MUST attend two (2) General or Special Meetings. (A Club Event is defined as any event scheduled by the Club, in which at least Three (3) Patch wearing members are in attendance.)

Section 13.04 The Candidate must pay the Membership Application Fee and Yearly Due before they receive the Club Community and SSC front patches. A Candidate should never attend a Club function without their Club vest.

Section 13.05 During the Candidate period, the Candidate should make every attempt to meet all members of the Club by introducing them self, shaking hands, and making sure that the members know they are serious about becoming a member of the SSC. Candidates are expected to willingly assist in the coordination of Club functions by contacting the person responsible for the event and offering their assistance.

Section 13.06 The Candidate will only wear their Club Vest when they are either riding to or from a Club function, or when riding with another full patch member of the Club.

Section 13.07 At time of application and prior to joining the Club and receiving their “Community” Patch, all new Candidates must show proof that they have a valid Driver’s License with a Motorcycle Endorsement. They must also show that they have valid Insurance and current registration on the motorcycle they will be riding as a Club Member.

Section 13.08 Non-riding Candidate Members (NRCM) shall be required to have a valid form of identification, pay dues and the application fee. The NRCM must be the significant other of a Regular Member, or a Candidate Member.

Article XIV. CANDIDATE SPONSOR RESPONSIBILITIES: A Sponsor must be a mentor to the Candidate, and guide them through the process of becoming a member of the SSC. It is the Sponsor's job to make sure that the Candidate knows the requirements to become a member, and to keep track of where the Candidate is in the process. Once the Candidate has completed all the requirements to become a member, it is the Sponsor's job to bring this to the attention of the President. The Sponsor will advise the President that the Candidate has completed the requirements. At the next general or special meeting, the President will call for a vote of membership on the Candidate.

Section 14.01 Candidate Voting: Once a Candidate has completed the requirements as set forth within these Bylaws, and the Candidate's Sponsor has advised the President that the Candidate is ready for a vote; the Candidate will be voted on during the next scheduled meeting. To become a member, the Candidate must receive a majority vote of the voting membership present. Any negative votes must be explained to the membership. If the Candidate does not receive a majority vote, the decision will be made by the Board of Directors whether to extend the Candidate's time, or to dismiss the Candidate. The Candidate will not be present in the room during the voting process. If the Candidate receives a majority vote for full membership, he/she will be awarded Club patches.

Article XV. REWARD AND RECOGNITION: The Board of Directors will provide recognition of outstanding member contribution to the betterment of the club and its mission. The Board shall determine what the reward will be for the member.

Section 15.01 The Spoke Point Reward program is intended to recognize member participation. Spoke Points are earned for attending club functions; leading, developing and working at functions or events; sponsoring a Candidate, serving on the Board, and ride and meeting participation. For each 100 points earned the member will receive the Spoke Wing. Spoke Wings are issued in 100, 500, 1000, 1500, and 2000 point increments.

- (a) Wings may be sewn on the rear side of Club Vest. The event coordinator is responsible to provide the Secretary/Treasurer a list of members that earned spoke points at the event.

Section 15.02 Spoke Point Values for Club Activities:

- (a) Serve as a Board Member = 100 Points each year
- (b) Sponsor a Successful Candidate = 40 Points
- (c) Coordinate and or Develop an event or function = 40 Points
- (d) Participate in an overnight trip = 35 points
- (e) Work an event or function = 25 Points
- (f) Function, Ride, or Event Participant = 15 Points
- (g) Meeting Attendance = 10 Points

Article XVI. DISCIPLINARY ACTION: If any member within the Club should do anything that causes dissension among the members, or does anything that goes against the SSC values, the matter will be brought to the attention of the President. The President may have another member of the Board of Directors conduct an investigation and then take the appropriate action. Disciplinary actions may include admonishment, suspension, and or termination of Club membership.

Section 16.01 Occasionally, situations will arise that involve special circumstances. Such situations will be handled by the Board of Directors and administered by the President

Section 16.02 A member has the right to request an Appeal Hearing of the discipline handed down by the President.

- (a) The appeal request must be submitted in writing addressed to all Board Members and received within 5 days of the Presidents ruling. Email is an acceptable means to deliver the written request. The written appeal must be sent from the members email address or contain a valid signature of the member.
- (b) The written request must detail the member's justification for the appeal.

- (c) A special Board Meeting shall be called to hear the appeal within 30 days from the Presidents ruling. The appeal hearing shall be conducted in closed session with the Board Members and only the member(s) filing the appeal may be present. After the closed session the Board must announce if the appeal was granted or if the discipline was up held. This decision of the Board is final with no further consideration.
- (d) The details about the discussion in closed session are considered confidential and any member found to violate this confidence will face a code of conduct violation and be subject to disciplinary action.

Article XVII. RULES AND REGULATIONS: The rules of the club will be strictly enforced. Violations will be reviewed by the Board of Directors and the President will notify the involved member(s) of the consequences that may include their immediate suspension or dismissal.

Section 17.01 Breaking any of the following Rules will be reason for disciplinary action:

- (a) Failure to pay dues according to the Article VIII.
- (b) There will be no stealing among members.
- (c) No member will disgrace the Club
- (d) No member will purposely destroy Club property.
- (e) No member will display an attitude that is not carrying and supportive of other members.
- (f) No member will act negatively or openly oppose anything the board or club membership has voted for and passed.
- (g) Members will have good attendance at Club functions. Good attendance means active and regular participation in club functions.

Article XVIII. TRADEMARK: The Sierra Shadow Casters MC and SSC are a Registered Trademark, and are protected by the United States Patent and Trademark Office.

Article XIX. DEFINITIONS:

Section 19.01 A club function is defined as any event such as Club meetings, breakfast, dinner, any ride or run, or any event where the Club gathers.

Section 19.02 A full patch member is defined as a Regular Member, in good standing, wearing full back patches

- (a) These By-Laws are effective and enforced until replaced or amended by successor Bylaws voted on and approved by a quorum of all voting members.

Written: January 1, 2015

Second Revision November 8, 2015,

Adopted by the SSC Board and Membership: November 17, 2015

Third Revision – Approved and Adopted by Board and Membership - May 20, 2017

Attested to by: Mark Aston SSC President