

**BYLAWS OF  
HARLEY OWNERS GROUP ~ WASHINGTON , PA. CHAPTER INC.  
#1928**

**ARTICLE I ~ PURPOSE AND DECLARATION**

The specific purpose for which the Corporation shall conduct business shall be that of a Harley Owners Group (H.O.G.) Chapter pursuant to an annual renewable license with the Harley Owners Group (H.O.G.). H.O.G. Chapter business operations shall be conducted in such a manner as to comply with the requirements of the “Annual Charter for H.O.G. Chapters” and with all rules, regulations and policies published from time to time by the Harley Owners Group. These Bylaws shall not replace, supersede or conflict with the “Annual Charter for H.O.G. Chapters” or Harley Owners Group Operating Policies.

**ARTICLE II ~ OFFICES**

**2.1 PRINCIPAL OFFICE.** The principal office of the non-stock, non-profit Corporation shall be located at Steel City Harley-Davidson, 1375 Washington Road, Washington Pennsylvania, 15301 or such other location designated by the Board of Directors.

**2.2 REGISTERED OFFICE.** The registered office of the Corporation required by law to be maintained in the State of Pennsylvania may be, but need not be, identical with the principal office.

**2.3 OTHER OFFICES.** The Corporation may have offices at such other places, either within or without the State of Pennsylvania, as the Board of Directors may designate or as the affairs of the Corporation may require from time to time.

**ARTICLE III ~ BOARD OF DIRECTORS**

**3.1 GENERAL POWERS.** The business and affairs of the Corporation shall be managed by its Board of Directors. Except as otherwise expressly provided by law, the Articles of Incorporation, or these Bylaws, all of the powers of the Corporation shall be vested in the Board of Directors.

**3.2 NUMBER AND TERM.** The number of Directors of the Corporation shall be four (4), which may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3). The Director(s) shall hold office for a term of one (1) year or until such Director’s successors has been qualified and elected or until the

Director's death, resignation, retirement, removal, or disqualification. The Director(s) need not be a resident of the State of Pennsylvania.

**3.3 DEFINITION.** The Board of Directors of the Corporation shall be those persons defined as "Primary Officers" in Article V of the "Annual Charter for H.O.G. Chapters". They are as listed: (Director/President, Assistant Director/Vice President, Treasurer and Secretary). No Director may act in more than one capacity where the actions of two or more Directors are required.

**3.4 QUALIFICATION AND NOMINATION.** Candidates for the Board of Directors shall be qualified by a Nominating Committee consisting of three (3) members of the Chapter in good standing. The chairman of the Nominating Committee shall be the most recent past Director/President. If the past Director/President is not able to serve as the Nominating Committee chairman, the position may be appointed by the current Director/President. Nominating Committee members are ineligible as candidates for the Board of Directors defined in Article III, Section 3.3.

**3.5 ELECTION OF DIRECTORS.** The Nominating Committee shall propose a slate of Directors to be elected by a majority vote of the general membership present at the November Chapter meeting. As part of the order of business at each Annual Meeting of the Board of Directors, the newly elected Directors shall be declared and will serve as Officers of the Corporation. The Director(s) so elected shall hold office until the Director's successor is qualified and elected and until the next Annual Meeting of the Board of Directors. Directors may be re-elected to serve more than one term in office.

**3.6 REMOVAL.** Any Directors may be removed from office at any time with or without cause by the action of such vote of the Directors, whenever in their judgment the best interest of the Chapter will be served thereby.

**3.7 VACANCIES.** Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors even though less than a quorum, or by the sole remaining Director. A Director elected to fill a vacancy shall be elected for the unexpired term of the Director's predecessors in office.

**3.8 COMPENSATION.** The Board of Directors may not compensate Directors for their services as such but may provide the payment of any and all expenses incurred by Directors in attending regular and special meetings of the Board of Directors.

## **ARTICLE IV ~ MEETING OF DIRECTORS**

**4.1 ANNUAL MEETINGS.** A meeting of the Board of Directors shall be held annually, the second Tuesday of January each calendar year. The purpose of the meeting shall be to declare the elected Directors of the Corporation, the appointment of the Discretionary Officers of the Corporation and for the transaction of any other business properly before the Board of Directors and the Corporation. If the Annual Meeting shall not be held on the day designated by these Bylaws, a substitute Annual Meeting may be

called by, or at the request of, the Board of Directors and such meeting shall be designated and treated for all purposes as the Annual Meeting.

**4.2 SPECIAL MEETING.** Special meetings of the Board of Directors may be called by, or at the request of, the Director(s).

**4.3 PLACE OF MEETINGS.** The annual, or any special meeting of the Board of directors may be held at the principal office of the Corporation or at such other place, either within or without the State of Pennsylvania, as shall be designated in the notice of the meeting or in a waiver of notice of the meeting signed by all Directors then in office.

**4.4 NOTICE OF MEETINGS.** The Secretary shall give notice of each Annual Meeting of the Board of Directors by mailing such notice to each Director at least ten days before the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a meeting of the Board of Directors, except as otherwise provided by law or these Bylaws.

**4.5 WAIVER OF NOTICE.** Any Director may waive notice of any meeting, either before or after the meeting. Written waivers of notice shall be filed by the Secretary with the corporate records or as part of the minutes of the meeting. The attendance by a Director(s) at a meeting shall constitute a waiver of notice of such meeting, except where a Director(s) attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**4.6 QUORUM.** A majority of the number of Directors fixed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

**4.7 MANNER OF ACTING.** Except as otherwise provided in these Bylaws, the action of the majority of the Directors present at a meeting at which a quorum is present shall be the action of the Board of Directors.

**4.8 PRESUMPTION OF ASSENT.** A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to action taken unless his contrary vote is recorded or his dissent is otherwise entered in the minutes of the meeting or unless he either files his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or forwards his written dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. The right to dissent shall not apply to a Director who voted in favor of such action.

**4.9 INFORMAL ACTION BY DIRECTORS.** Action taken by a majority of the Directors without a meeting is never-the-less action of the Board of Directors if written consent to the action in question is signed by all Directors and filed with the

minutes of the proceedings of the Board of Directors, whether done before or after the action so taken.

**4.10 PARTICIPATION BY TELEPHONE.** Any one or more Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications device that allows all persons participating in the meeting to hear each other. Participation by these means shall be deemed in person at the meeting.

## **ARTICLE V ~ DISCRETIONARY OFFICERS**

**5.1 DEFINITION.** The Discretionary Officers of the Corporation shall be defined as such in Article V “The Annual Charter for H.O.G. Chapters”.

**5.2 SELECTION AND TERM.** The Discretionary Officers of the Corporation shall be elected or appointed by the Board of Directors at the Annual Meeting of the Corporation. Each officer shall hold office for an annual term or until the officer’s death, resignation, retirement, removal, or disqualification or until his successor has been appointed.

**5.3 REMOVAL.** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby.

**5.4 BONDS.** The Board of Directors may, by resolution, require any officer or agent of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of his respective office or position, and to comply with such other conditions as may, from time to time, be required by the Board of Directors.

**5.5 DUTIES OF THE OFFICERS.** The duties of the Corporation’s Officers shall be such duties, responsibilities and powers as shall be consistent with those recited in “The Annual Charter for H.O.G. Chapters,” the rules, regulations and policies published by H.O.G. from time to time and the directions of the Board of Directors.

**5.6 VALIDITY OF SIGNATURES.** In case any person whose signature shall appear on any bond, note or other evidence of indebtedness of the Corporation shall cease to be an officer or hold an office different from that held at the time of signature before the delivery of such instrument, such signature shall never-the-less be valid and sufficient for all purposes the same as if such officer had remained in such office until such delivery.

**5.7 COMPENSATION.** The officers of the Corporation shall not receive compensation for their services. However, such officers shall be reimbursed their reasonable and necessary expenses incurred in the course of performing their duties and responsibilities for and on behalf of the Corporation.

## **ARTICLE VI ~ INDEBTEDNESS**

No indebtedness of the Corporation in excess of \$2,000.00 shall be incurred other than in the normal course of business, except as may be approved by resolution adopted by a majority of the Directors in office.

## **ARTICLE VII ~ CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**7.1 CONTRACTS.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver an instrument in the name of, and on behalf of, the Corporation, and such authority may be general or confined to specific instances.

**7.2 LOANS.** No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**7.3 CHECKS AND DRAFTS.** All checks, drafts or other orders for payment of moneys, issued in the name of the Corporation, shall be signed by two authorized representatives of the Corporation.

**7.4 DEPOSITS.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors may select.

## **ARTICLE VIII ~ GENERAL PROVISIONS**

**8.1 SEAL.** The Corporate Seal of the Corporation shall contain the name of the Corporation and shall be in such form as approved by the Board of Directors.

**8.2 WAIVER OF NOTICE.** Whenever any notice is required to be given to any Director by law, by Articles of Incorporation or by these Bylaws, a waiver thereof in writing signed by the Director or Directors entitled to such notice, whether before or after the time therein, shall be equivalent to the giving of such notice.

**8.3 MANDATORY INDEMNIFICATION.** The Corporation shall, to the fullest extent provided by law, indemnify each Director(s) and Officers against any and all Liabilities, and advance any and all reasonable expenses incurred by a Director(s) or Officer, arising out of or in connection with any proceedings to which such Director(s) or Officers is a part because he is a Director(s) or Officer of the Corporation. The Corporation shall indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Director(s) and Officers. The rights to indemnification granted hereunder shall not be deemed exclusive or any other rights to indemnification against liabilities or the advancement of expenses to which such person may be entitled under any written agreement, board resolution, vote of members, statutes or common law. The Corporation may, but shall not be required to, supplement the right

to indemnification against liability and advancement of expenses under this section by the purchase of insurance on behalf of any one or more of such persons, whether or not the Corporation would be obligated to indemnify such person under this section.

**8.4 LIMITED LIABILITY OF VOLUNTEERS.** Each individual (other than an employee of the Corporation) who provides services to or on behalf of the Corporation without compensation (“Volunteer”) shall be immune to or on behalf of the Corporation without fees, fines, penalties or other monetary liabilities arising from any act or omission as a Volunteer, to the fullest extent provided by statutory or common law. For purposes of this section, it shall be conclusively presumed that any Volunteer who is licensed, certified, permitted or registered under state law and who is performing service to or on behalf of the Corporation without compensation is not acting within the scope of his or her professional practice under such license, certificate, permit or registration unless otherwise stated to the Corporation.

**8.5 FISCAL YEAR.** The fiscal year of the Corporation shall be fixed by the Board of Directors.

**8.6 AMENDMENTS OF BYLAWS.** Except as otherwise provided by law, by the Articles of Incorporation, these Bylaws may be amended or replaced and new Bylaws may be adopted by the affirmative vote of a majority of the directors then holding office at any annual or special meeting of the Board of Directors; provided, however, that notice of the proposed action shall have been included in the notice of the meeting or shall have been waived as provided in these Bylaws.

**8.7 DISSOLUTION.** The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Harley Owners Group Washington PA Chapter, Inc. Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but assets of the Corporation shall be distributed as follows:

- (1) All Liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provisions shall be made therefore;
- (2) Remaining assets shall be distribute to one or more organizations described in Section 501 ( c ) (3) of the Internal Revenue Code as determined in the plan to dissolve adopted in the manner set forth above.

## **ARTICLE IX ~ RULES OF ORDER**

The most current edition of Robert’s Rules of Order shall be the authority on all points not covered by these Bylaws or “The Annual Charter for H.O.G. Chapters”.

**DATE: January 10, 2006**

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**Mary Beth Sella, Secretary**