

Bylaws for Heartland Chapter of Women On Wheels®, Inc.
Drafted from
Bylaws for Women On Wheels®, Inc.
(a 501(c) (7) non-profit social organization)
and Robert's Rules of Order Newly Revised (10th Edition)

Article I. Name

Section 1. Name

The name of this chapter serving the Greater St. Louis Metropolitan area shall be "Heartland Chapter of Women On Wheels®, Inc." which, in these bylaws, may be referred to as Heartland WOW.

Section 2. Purpose

The purpose of Heartland WOW will be consistent with the Mission Statement of Women On Wheels®, Inc. which is "To unite all women motorcycle enthusiasts for recreation, education, mutual support, recognition, and to promote a positive image of motorcycling".

Article II. General

Section 1. Publications of Heartland WOW

The chapter members may establish a chapter newsletter, chapter brochures, and other supporting chapter materials, as deemed appropriate.

Section 2. Remuneration

No chapter member may receive remuneration of any kind for services to WOW, except as provided in Section 3.

Section 3. Reimbursement

Chapter members of Heartland WOW may be reimbursed for out-of-pocket expenses incurred in providing services for the benefit of Heartland WOW, provided such services and expenses are authorized in advance for documented expenses over \$50.00 (fifty) by the Chapter officers approved by the majority of the chapter and are in accordance with any policies and procedures that may be established by the chapter.

Section 4. Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern Heartland WOW in all cases to which they are applicable and in which they are not inconsistent with these bylaws, the bylaws of WOW, the WOW Articles of Incorporation, the Wisconsin statutes (C-181) and any special rules of order that Heartland WOW may adopt.

Section 5. Chapter By-Laws

A copy of the Heartland Bylaws will be given to each new Chapter member.

Section 6. Guests

All members who bring guests to Chapter meetings or events will be responsible for their guest's behavior and for familiarizing their guest with Chapter Bylaws. Members are asked to introduce their guest at the beginning of each meeting or event.

Section 7. Safety

All members and guests are solely responsible for their own safety and actions while participating in Chapter functions.

7.1 All WOW members and guests are solely responsible for the safety of their motorcycles and accessories and annual compliance with state, city, county and federal laws.

7.2 The Chapter holds the right to prohibit any member or guest from participating in any Chapter function if city, county, state or federal laws are violated.

7.3 Consumption of alcohol by members and guests will not be allowed during any Chapter function involving the operation of motor vehicles. Once the final destination has been reached and operation of motor vehicles ceases for the day, responsible drinking will be allowed in accordance with local, state and federal laws.

Article III. Members

Section 1. Full Membership.

Said membership is open to any woman who supports the mission and purposes of WOW, completes the WOW membership application and pays the WOW dues.

Section 2. Support Membership.

Said membership is open to those persons who support the mission and purposes of WOW, when sponsored by a full member in good standing, completes the WOW support membership application and pays the WOW support dues.

Section 3. Child Membership.

Said membership is open to all children under the age of 16, when sponsored by a full member in good standing, completes the WOW child membership application and pays the WOW child membership dues.

Article IV. Member Meetings

Section 1. Regular meetings

Regular meetings of the members shall be held monthly, at a time and place designated by the members.

Section 2. Notice of meetings

Notice of each meeting shall be given to each voting member not less than one week prior to the meeting in a manner to be approved by the membership.

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Section 3. Quorum

The full members present at any properly announced meeting shall constitute a quorum. Seven (7) full members shall constitute a quorum of the Chapter for the transactions of business at a monthly meeting.

Section 4. Voting

All issues to be voted on shall be decided by a simple majority of those full members present or no less than a quorum at the meeting in which the vote takes place.

Article V. Chapter Officers

Section 1. General

The chapter officers shall include the following elected and appointed officers: Director and Assistant Director or two (2) Co-Directors, Treasurer, and Secretary. All chapter officers shall be full members of WOW. Officers shall remain in good standing while holding office. All records and materials from the outgoing officers will be transferred to the incoming officers within two (2) weeks prior to December 31 in the year of an election. Full duties and responsibilities for officers will be as provided in the WOW CD/SA Handbook or the Heartland WOW chapter policies and procedures.

Section 2. Election and Term of Office and Term Limits

The Director or Co-Directors for a term of one year shall be elected at the January meeting following the election, or for the balance of a current calendar year term.

Section 3. Powers and Duties

The chapter officers shall be the governing body of Heartland WOW, and, as such, shall exercise all powers and perform all duties as required in these bylaws and as detailed in any Heartland WOW chapter Polices and Procedures.

Section 4. Vacancies

Temporary Vacancies

In the event of a vacancy or anticipated vacancy of four (4) months or less in the position of an officer, the Director or Co-Directors shall appoint with approval of Chapter members a full member to fill the unexpired term.

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Permanent Vacancies

In the event of a vacancy or anticipated vacancy of more than four (4) months in the position of an officer, the office shall be elected by full members annually as provided in Article VII. If no candidate is elected, a Secretary or Assistant Director may be appointed, with Chapter majority approval, by the Director or Co-Directors for a term of one year beginning at the January meeting following the election, or for the balance of a current calendar year term.

Section 5. Removal From Office

Whenever the interests of Heartland WOW shall best be served, an officer may be removed by a two-thirds majority vote, no less than a quorum, of the full membership present.

Section 6. Resignation

Resignation from an officer position must be in writing and received by the Director or Co-Directors.

Section 7. Director or Co-Directors

The Director or Co-Directors shall have organizational and advisory responsibility to the chapter, coordinate communications between full members and the State Ambassador, and ensure the chapter charter requirements are met (quarterly report, annual report, chapter renewal fees, etc.).

Section 9. Assistant Director - Treasurer
The Treasurer will keep full and accurate account of all receipts and disbursements, which will be open at all times to the inspection of the chapter members.

All Women On Wheels® checks and negotiable instruments shall be signed by the Treasurer and approved by any one of the following: Director or Co-Directors, Assistant Director, Secretary. The name of the approving officer and the date approved shall be recorded and kept with the treasury records. All documented expenditures over \$50.00 (fifty) must have prior approval from 2/3 majority vote of the full membership present.

Section 10. Secretary

The Secretary shall be responsible for keeping records of the attendance and meeting minutes of all meetings, distributing copies of meeting minutes to the members, and handling other correspondence and duties as the Director or Co-Directors may assign.

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Article VI. Committees

Section 1. General

The Director or Co-Directors may create committees as needed, such as nominating, election, bylaws, policies and procedures, state rally, etc.

Article VII. Elections

Section 1. General

There shall be an annual election to elect the Heartland WOW Chapter Officers. The Chapter Director or Chapter Co-Directors and Chapter Treasurer must be elected by majority vote of full members in good standing of the chapter. The Secretary, Assistant Director, Coordinator and Committee Chair positions shall be elected by full members in good standing annually as provided in Article VII. If no candidate is elected, these positions may be appointed, with Chapter majority approval of full members in good standing, by the Director or Co-Directors for a term of one year beginning at the January meeting following the election, or for the balance of a current calendar year term. Each full member in good standing of Heartland WOW shall be eligible to vote in the annual election, except as otherwise provided in these bylaws.

Section 2. Nominating Committee

The Director or Co-Directors shall appoint, with Chapter approval, a chair to head the nominating committee consisting of one or more full members in good standing. No member who is seeking nomination shall serve on the nominating committee.

Section 3. Election Committee

The Director or Co-Directors shall appoint, with Chapter approval, an election committee chair to receive the ballots cast in the annual election, count the ballots, certify the results of the election, report the results to the Director/Co-Directors and comply with the bylaws. This committee shall be composed of not less than two (2) full members in good standing of Heartland WOW who are not candidates in the annual election. Each member voting in such election shall return the ballot directly to the election committee. The election committee shall count the votes cast for each candidate, but shall not, in any instance, record how any member voted, nor discuss how any member voted with any person not a member of the election committee.

Section 4. Election Procedures

The Election Committee shall submit to the Secretary, not later than two (2) meetings before the election, a notice of election procedures. Such notice shall contain an explanation of the nomination and election process, the eligibility requirements and the election timetable.

- 4.1 The Webmaster shall cause to be posted on the Chapter's website, no later than two meetings preceding the annual election, a notice of the upcoming election. Such notice shall contain an explanation of the nomination and election process, the eligibility requirements and the election timetable.

- 4.2 The Secretary shall cause to be printed in the Heartland WOW meeting minutes, no later than two meetings preceding the annual election, a notice of the upcoming election. Such notice shall contain an explanation of the nomination and election process, the eligibility requirements and the election timetable.

Article VIII. Amendment of Bylaws

Section 1. General

A copy of the original bylaws and all subsequent revised bylaws will be filed with the Heartland WOW records in the custody of the Director or Co-Directors and Secretary.

Section 2. Amendments

Any full member in good standing with voting rights may propose a bylaw amendment by presenting it in writing to the Director or Co-Directors. The Director or Co-Directors shall appoint a chair to head a bylaws committee, consisting of one or more full members. The bylaws committee will review the proposed amendment to ensure it is consistent with current Heartland WOW purposes and draft the proposed bylaw amendment.

Section 3. Notice of Proposed Amendments

Copies of proposed bylaw amendments shall be provided to each member before the meeting during which a vote will be taken. Notice to amend the bylaws will be made not less than sixty (60) days prior to the meeting at which a vote is to be taken. Notice of proposed amendments will be posted on the Chapter's website and recorded in the Chapter's meeting minutes.

- 3.1 The Webmaster shall cause to be posted on the Chapter's website, no later than the sixty (60) days before the meeting during which a vote is to be taken, a notice of the upcoming vote. Such notice shall contain the proposed bylaw amendments, an explanation of the voting process, and the date of the meeting during which a vote will be taken.

- 3.2 The Secretary shall cause to be printed in the Heartland WOW meeting minutes, no later than sixty (60) days before the meeting during which a vote is to be taken, a notice of the upcoming vote. Such notice shall contain the proposed bylaw amendments, an explanation of the voting process, and the date of the meeting during which a vote will be taken.

Section 4. Voting

These bylaws may be amended when necessary by two-thirds majority vote of the full members in good standing, provided a quorum is present.

Article IX. Dissolution

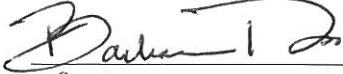
Upon the dissolution of the Heartland chapter and after the payment or the provision for payment of all the liabilities of the chapter, the chapter Director or Co-Directors will dispose of all of the assets of the chapter exclusively to other organizations that are then qualified as tax-exempt "charitable" organizations under section 501(c)(3) of the Internal Revenue code.

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Drafted November 2008

CERTIFICATION

These bylaws were approved at a meeting of the Heartland WOW chapter members in good standing by a two-thirds majority vote on March 25, 2009



Secretary

3/25/09

Date