

# ABATE OF ARKANSAS, INC. CONSTITUTION



- \*Approved by State Wide Vote 10-09-05
- \*Amended by State Wide Vote 10-08-06
- \*Amended by State Wide Vote 10-14-07
- \*Amended by State Wide Vote 10-2008
- \*Amended by State Wide Vote 10-2010
- \*Amended by State Wide Vote 10-2011
- \*Amended by State Wide Vote 10-2012
- \*Amended by State Wide Vote 10-2013
- \*Amended by State Wide Vote 10-2015
- \*Amended by State Wide Vote 10-2016

**TABLE OF CONTENTS FOR  
CONSTITUTION**

**ARKANSAS BIKERS AIMED TOWARDS EDUCATION**

<b>ARTICLE I: NAME AND OBJECTIVES:.....</b>	<b>PAGE 3</b>
<b>ARTICLE II: GOVERNING BODY:.....</b>	<b>PAGE 3</b>
<b>ARTICLE III: CONSTITUTIONAL AMENDMENTS: .....</b>	<b>PAGES 3</b>
<b>ARTICLE IV: DUES:.....</b>	<b>PAGE 4</b>
<b>ARTICLE V: FUNDING:.....</b>	<b>PAGES 4</b>
<b>ARTICLE VI: CHARGES OF MISCONDUCT:.....</b>	<b>PAGE 5</b>
<b>ARTICLE VII: STATE BOARD OF DIRECTORS:.....</b>	<b>PAGES 5</b>
<b>ARTICLE VIII: ELECTION OF STATE OFFICERS AND STATE BOARD OF DIRECTORS:.....</b>	<b>PAGE 6</b>
<b>ARTICLE IX: DUTIES AND RESPONSIBILITIES OF THE STATE BOARD: ELECTED STATE OFFICERS RESPONSIBILITIES:.....</b>	<b>PAGES 6 &amp; 7</b>
<b>STATE BOARD MEMBERS RESPONSIBILITIES:.....</b>	<b>PAGES 8</b>
<b>MEMBERSHIP:.....</b>	<b>PAGES 9 &amp; 10</b>
<b>ARTICLE X: DISTRICTS: .....</b>	<b>PAGE 10 &amp; 11</b>
<b>ARTICLE XI: BOARD OF DIRECTORS-DISTRICT LEVEL:.....</b>	<b>PAGES 11 &amp; 12</b>
<b>ARTICLE XII: DISTRICT OFFICERS RESPONSIBILITIES:.....</b>	<b>PAGES 12</b>
<b>ARTICLE XIII: ELECTION OF DISTRICT OFFICERS AND APPOINTMENTS OF DIRECTORS:.....</b>	<b>PAGE 12 &amp; 13</b>
<b>ARTICLE XIV: CHANGES IN THE CONSTITUTION:.....</b>	<b>PAGE 13</b>

# **ARKANSAS BIKERS AIMING TOWARD EDUCATION (A.B.A.T.E.) CONSTITUTION**

## **ARTICLE I: NAME AND OBJECTIVES:**

This corporation shall be known as: *(A.B.A.T.E.)* which stands for:  
“ARKANSAS BIKERS AIMING TOWARD EDUCATION”

The Objectives of the corporation shall be:

- To further motorcycle education and increase public motorcycle awareness.
- A.B.A.T.E. shall exist for the purpose of assisting motorcycle riders of the State of Arkansas in acquiring and maintaining the rights of motorcycle riders.
- Part of the activities of the corporation shall be used for attempting to influence legislation; but the corporation shall not participate in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. *(This language came directly out of the Certificate of Incorporation papers dated 29 May 1990.)*
- ABATE as a state organization will remain bipartisan and support issues, not politicians

## **ARTICLE II: GOVERNING BODY:**

The entity shall be a nonprofit corporation governed by a state board. This state board shall elect officers referred to as the Executive Board that direct the daily operations of the corporation. The corporation shall be comprised of districts located geographically throughout the State of Arkansas. All dues, levies and other income shall be disbursed to promote the objectives of the corporation, along with associated social activities.

The Business and Affairs of the corporation shall be managed and conducted according to by-laws, rules, regulations and constitution established by its membership. *(This language came directly out of Certificate of Incorporation papers dated 30 May 1986.)*

## **ARTICLE III: CONSTITUTIONAL AMENDMENTS:**

1. The constitution of A.B.A.T.E. shall be reviewed annually in July by the State Board of Directors.
2. The Constitution and by-laws of the corporation may be amended, altered or repealed by a popular majority vote of the active members in good standing in attendance at each district's regularly scheduled general meeting.
3. All proposed changes to the constitution must be submitted to the State Board in writing for consideration.
4. All proposed constitutional changes (and by-laws) shall be sent to the active membership one month prior to their being voted upon. Voting shall take place at a regularly scheduled general meeting, by ballot.

5. All individual ballots shall be forwarded to the State Board for final tally statewide and the results will be made known to the general membership.

#### **ARTICLE IV: DUES:**

1. Dues for the corporation shall be set by the State Board of Directors based upon an annual audit with two-thirds (2/3) majority vote in attendance at a regularly scheduled board meeting. Dues shall be kept within a reasonable amount to meet organizational cost and expenditures. Couples may join for a combined membership fee approved by the State Board of Directors.
2. Special levies may be approved by a majority vote of the active members of a district present at a regularly scheduled meeting. The collection of special levies against the membership shall be used to meet expenses of the corporation.

#### **ARTICLE V: FUNDING:**

1. All annual membership dues and moneys raised for the State shall be placed in a State fund to be used on projects, products or expenses incurred by the State.
2. Funds may be loaned (\$500 max) to any one (1) district, or group of districts, out of state funds with a limit of two (2) outstanding loans (\$1000) max at any given time. All funds are to be repaid by the end of the quarter in which the loan was made. In the event of nonpayment, the State Executive Board is authorized to seek reimbursement, plus a 10% late fee, by any and all legal means.
3. State events take precedent over District events for scheduling and advertising.
4. No alcohol will be allowed during meetings.
5. Financial statements will be made available to each state board member at the meeting, and will not be published in the newsletter.
6. Any check submitted for payment must have driver's license number, phone number and current physical address printed on it. Returned checks will be charged a fee that is at the current rate charged by banks.
7. Anyone doing official business should have expenses reimbursed upon State Board approval.
8. ABATE will have no District boundaries concerning membership.
9. A free newsletter will be sent to anyone purchasing an ad in the newsletter for the month(s) that ad runs.
10. State Board meetings to conduct business concerning the State organization shall be held quarterly and in a location central to ALL districts.

**ARTICLE VI: CHARGES OF MISCONDUCT ON DISTRICT OR STATE LEVEL:**

Any member of A.B.A.T.E. may bring charges against another member for misconduct prejudicial to the interest of the corporation. Written specific charges must be provided to the Sergeant-At-Arms of the District or State. All charges shall be heard before the District or State Board of Directors only. The board shall fine, suspend or expel said person from the district or state, or take such other measures as may be deemed appropriate. The accused member must be allowed to present his case to the District or State Board before any ruling on the charge is rendered.

Decisions by the District or State Board in these matters must be by a three-fourths (3/4) vote of those District or State Board members present and shall be made known to the accused within seven (7) days of hearing the charges.

**ARTICLE VII: STATE BOARD OF DIRECTORS:**

1. The control and management of the affairs of the corporation shall be vested in the State Board of Directors.
2. All members of the State Board of Directors shall be members in good standing.
3. The State Board shall be comprised of three (3) elected delegates from each district, plus one (1) additional delegate per each two hundred (200) members in the district. No one district shall at any time have more than forty-nine percent (49%) of the representation on this Board.
4. Regular meetings of the Board of Directors shall be called by the Chairman at least quarterly. Special meetings may be called by the Chairman or any five (5) State directors acting in concert.
5. Each District shall have an elected alternate equal to the number of delegates they are entitled to and each alternate is eligible for election to office on the Executive Board, as long as their membership is current.
6. In the event an elected delegate cannot attend a meeting, his elected alternate may vote in his place. Failure to attend two (2) consecutive regular meetings of the State Board shall result in removal of the office of representative unless excused by action of the State Board.
7. In the event an elected delegate or his alternate resigns or is otherwise unable to continue his duties; a special election by his district shall be held to replace him/her.
8. The Chairman, Co-Chairman, Secretary, Treasurer, and Sergeant-At-Arms shall be elected from the State Board of Directors by the State Board of Directors.
9. A majority of Directors or alternates being present shall constitute a quorum to conduct regular business.

10. Matters requiring more than a simple majority vote must be attended to at a regularly scheduled State Board meeting.

## **ARTICLE VIII: ELECTION OF STATE OFFICERS AND STATE BOARD OF DIRECTORS:**

1. The delegates and alternates shall be elected by secret ballot by a majority of active members in good standing in attendance at the December meeting of each district. Delegates and alternates shall assume office after the election results are known for a term of one (1) year.
2. Any active member whose membership fees or levies remain unpaid on Election Day shall be disqualified from voting or holding office.
3. The Executive Board of Directors shall be elected by the members of the State Board at the first quarterly meeting after December district elections. Each member may vote for one nominee for each office. All officers will assume office as soon as the election results are known. In order to give Districts delegates an equal opportunity to attend the election meeting, that meeting will be held at a site in one of the central districts.

## **ARTICLE IX: DUTIES AND RESPONSIBILITIES OF THE STATE BOARD:**

### **SECTION A:**

#### **EXECUTIVE BOARD OF DIRECTORS RESPONSIBILITIES:**

1. Chairman:
  - The Chairman shall be the principle officer of the Corporation, be impartial with all matters, preside in a dignified manner, assure the rights of all members, preserve order, and regulate the assembly and its individuals.
  - The Chairman shall preside as Chairman of the Board at the State Board Meetings. .
  - The Chairman shall be responsible for seeing that lines of direction given by the State Board are carried into effect, to include legal and financial matters.
  - The Chairman shall be responsible for reporting to the State Board and to the membership on the conduct and management of the affairs of the Corporation. (To the Executive Board at each meeting of the Executive Board, and to the members through the monthly newsletter.)
  - The Chairman shall speak for ABATE and represent ABATE at all outside functions as directed by the State Board.
  - The Chairman shall be responsible for preparing the agenda required for the State Board Meetings.
  - The Chairman, at his/her discretion, will hold an Executive Board meeting prior to each State Board meeting.
2. Co-Chairman:
  - The Co-Chairman by order of rank shall preside in the temporary absence or disability of the State Chairman at State Board meetings.
  - The Co-Chairman shall assist the Chairman in compiling State records, reports, correspondence and other duties appointed to.

- The Co-Chairman shall be responsible for providing advice and assistance to committees appointed by the State Board (excluding the Balloting Committee).
  
- 3. Secretary:
  - The Secretary shall take minutes of State Board Meetings and election results and provide a copy of such to the State Office Manager for distribution to delegates and alternates upon request.
  
- 4. Treasurer:
  - The Treasurer will be responsible for keeping an accurate and accountable record of the fiscal matters of the corporation and shall make a formal statement of corporate funds annually and informally at corporate meetings.
  - The State Treasurer shall act as comptroller of all ABATE funds
  - The Treasurer will disburse all moneys as directed by the State Board and obtain all signatures as required.
  - The Treasurer will keep and submit all receipts for the State files for audit.
  - The State Treasurer shall be responsible for the accuracy of the State records and bank accounts; the state treasurer should not be responsible for the finances of all the districts. Districts are now responsible for bringing their reports to the state meeting to be given to the state treasurer.
  - The Treasurer shall make a statement of corporate funds quarterly and/or when called upon to do so by the State Board and submit such a report to the Secretary for inclusion in the minutes.
  
- 5. Sergeant-At-Arms: The Sergeant-At-Arms shall be responsible for security at all meetings. He may appoint members from the general membership to assist him at any time he deems necessary. He shall call all meetings to order and shall be responsible for maintaining order at regular meetings in accordance with Robert's Rules of Order.
  
- 6. Deputy Officers: Deputy Positions may be appointed by the elected officer with approval by the State Board for the duration of the elected officer's term.
- 7. Public Relations Deputy: This position will be appointed by the elected officers and will handle all matters pertaining to Public Relations of ABATE of Arkansas. This position will work closely with the ABATE of Arkansas office Manager and the State Officers. Duties will include, but are not limited to, timely notification of events to media and other means of advertisement for the advancement of ABATE of Arkansas.
  
- 8. State Legislative Coordinator: The State Legislative Coordinator will be appointed and shall work with State Officers, District Officers and serve as Chairman of the State Legislative Committee.
  
- 9. The State Office Manager will be responsible to the Executive Board and State Board Members, and will attend all regularly scheduled meetings.
  
- 10. All advertisement moneys from the newsletter will go into the State Treasury.
  
- 11. ABATE membership lists will be kept confidential and lists will only be distributed to district presidents and secretaries.
  
- 12. The State Office Manager will be included on the bank signature card.

13. The bank signature card will include chairman, treasurer and state office manager. Two (2) signatures will be required on all checks.
14. The front page of newsletter is reserved for State use.
15. The State Chairman and District President will sign membership cards.

**ARTICLE IX: SECTION B**  
**STATE BOARD MEMBERS RESPONSIBILITIES:**

1. The State Board of Directors shall conduct business that concerns two (2) or more Districts.
2. The state board shall have general supervision over all disbursements of the treasurer and may appoint an auditing committee who shall audit the accounts and records annually.
3. The State Board shall have the power to appoint committees and/or deputy officers from the membership.
4. The State Board shall handle matters of a judicial nature within the corporation upon a written request by a District Board.
5. The State Board shall have the power to coordinate events within the corporation to prevent conflicts of interest within the districts.
6. The State Board will accept petitions for district status and review qualifications and criteria of the petitioners. The Board will present the petition to the general membership for discussion and questions before making any decisions regarding acceptance or rejection of the petition.
7. The State Board shall conduct all business of the corporation in such manner as to uphold the Articles of Incorporation and the Constitution.
8. State Board members are to serve the general membership and are directly responsible to the membership. If at any time the general membership feels a State Board member is not doing his job properly; he is subject to a recall vote of his general membership. A recall vote shall be obtained by petition of two-thirds (2/3) of the number who voted in the election of that State Board member.
9. A State Board decision may be overridden by a three-fourths (3/4) popular vote of the statewide general membership in good standing in attendance at a regularly scheduled general meeting of each district. All individual ballots shall be forwarded to the State Board Secretary for final tally and results.
10. The State Board shall have the power to revoke a district charter with a three-fourths (3/4) vote of the State Board members present at a regularly scheduled State Board meeting.



11. The State Board, except as otherwise provided by the constitution, may by resolution authorize any officer or agent of the corporation, to enter into any contract or execute and deliver any instrument in the name of and on the behalf of the corporation. Such authority may be general or conformed to specific instances. Unless so authorized, no officer, agent or employee shall have any power to bind the corporation by any contract of engagement, or pledge its credit, or render it liable for any purpose or amount.

## **ARTICLE IX: SECTION C:**

### **MEMBERSHIP:**

#### **The corporation consists of five (5) classifications of members:**

1. **Active Members:** These members shall be entitled to vote, hold office, and benefit in all the advantages of this corporation.
2. **Life-time Members:** This membership is awarded to a person for meritorious service above and beyond by nomination and after a majority vote by the State Board.
3. **Associate Members:** These members are under the age of eighteen (18) years. Upon reaching the age of eighteen (18) years, these members if they so desire, shall acquire full active membership status. These members are not entitled to vote or hold office.
4. **Honorary Members:** These members may be elected at large from those who have rendered valuable service to the organization. They are not entitled to vote or hold office.
5. **At Large Member:** These members will not be able to vote in any election nor will they be able to hold any office due to no affiliation with any district. They will benefit in all other advantages of this corporation.

#### **Sub-section (a): Becoming a Member:**

1. Application for membership shall be made to the State Office Manager in writing upon the form provided. A membership card will be issued by the State Secretary showing the district number and the card number.
2. Two parties residing at the same address on membership application will receive a joint membership price.
3. Honorary members may be appointed by the District Board of Directors not to exceed five (5) honorary per one hundred (100) members
4. All members shall abide by the corporation's Articles of Incorporation, Constitution and by-laws, United States law, and the laws of the State of Arkansas.
5. No charge for yearly pins to new and renewing members. Additional or replacement pins may be purchased for the price of cost + 10% with the exception being that a pin(s) was/were broken or damaged in the original mailing.
6. No charge for personal ad in ABATE newsletter for members (20 words or less).

7. No district or individual of a district shall enter into an agreement or make policy decisions affecting any other districts without the express written permission from the State Board of Directors.
8. Membership in ABATE of Arkansas shall expire if renewal dues are not received by the state office within 30 days following the member's expiration date. Said member loses all voting privileges, positions held and receipt of newsletter. After 12 months of expiration, the members forfeits ALL seniority rights.
9. NO member/non-member will be allowed to use A,B,A,T,E,/ABATE/ABATE of Arkansas, etc. In ANY personal IP address or personal web-site without the written permission from A.B.A.T.E. Of Arkansas, Inc. This excludes current authorized members & districts.
10. The membership of any member of ABATE of Arkansas shall automatically terminate (a) on the death of the member, (b) failure to pay annual dues, (c) suspension of the member in the corporation by a majority vote of the STATE Board which may occur if a member, after receiving notice and having an opportunity to be heard before the State Board is found not to comply with the rules and regulations set forth by the State Board or has committed acts detrimental to the purpose or welfare of ABATE of Arkansas.

**Sub-section (b): Resignation:**

Any member may resign at any time and shall be deleted from the membership upon receipt of resignation, in writing, by the Secretary of that district.

**Sub-section (c): Suspension:**

1. Any member may be suspended by a three-fourths (3/4) vote of the District Board in attendance at a regularly scheduled Board meeting.
2. Any member under suspension shall not be entitled to vote or participate in any district activities or other social events.
3. Any member suspended for more than four (4) months shall be automatically dismissed from the district membership roll.

**ARTICLE X: DISTRICTS:**

- Robert's Rules of order will be provided to each new district.
- Each district is encouraged to have a Legislative Coordinator and work thru the State Legislative Coordinator.
- Any 20 members who wish to become a District of ABATE of Arkansas, Inc. must be willing to petition the State Board and uphold the Constitution of this organization. Any incoming District will be on a 90-day probationary period.
- The state no longer offers a sample package of ABATE products to promote the sale of ABATE products. It is not cost effective to put a package this size together and mail to each

district. Districts may now go to the state website, view the products available and order from the state office. [www.arkansasabate.org](http://www.arkansasabate.org)

- Upon the dissolution of the district, the district's Board of Directors shall, after paying or, making provisions for the payment of all liabilities (actual debt owed) by the district, 100% (one hundred percent) of the remaining funds shall be turned over to the Executive Board of the Corporation to be used for the purposes outlined in Article III of the parent corporation's Articles of Incorporation. *Article III reads:* "The corporation is organized for charitable purposes, having as its specific objective to further motorcycle education and increase public motorcycle awareness. Arkansas Bikers Aiming Towards Education shall exist for the purpose of assisting motorcycle riders of the State of Arkansas in acquiring and maintaining the rights of the adult motorcycle rider.
- Any district seceding from State by a two-thirds (2/3) vote would maintain their district treasury, but would receive no money or assets back from State fund.
- General meetings to conduct the business of the district shall be held monthly.

#### **ARTICLE XI: DISTRICT BOARD OF DIRECTORS:**

1. The President, Vice-President, Secretary, Treasurer, Sergeant-At-Arms and Legislative Director shall be members of the Board of Directors in their respective district. The control and management of the affairs of the District shall be vested in the District Board.
2. All members of the District Board of Directors shall be active members in good standing. Roll call shall be taken at each District Board meeting. In the event a District Board member misses three (3) consecutive regularly scheduled Board meetings, a letter shall be sent requesting response from said member as to his/her reason for absence. If no response is received by the scheduled meeting of the Board, said person shall be removed from the District Board.
3. The maximum number of District Board members shall be twenty (20).
4. Regular meetings of the District Board of Directors, shall be scheduled at least monthly.
5. Special meetings of the District Board of Directors may be called at any time by the president or by any five (5) directors acting in concert.
6. A majority of Directors in office being present shall constitute a quorum to conduct regular business. Any business requiring more than a simple majority vote must be conducted at a regularly scheduled Board meeting. The District Board shall have the power to fill any vacancy that may occur between elections except that of President.
7. The Secretary shall keep minutes of the District Board meetings, which shall be read to the general membership at general meetings.
8. The District Board shall have general supervision over all disbursements of the Treasurer and shall appoint an auditing committee who may audit the accounts and records biannually.

9. The District Board shall have the power to appoint committees from among the membership.
10. All district ABATE publications are to be approved by the District Board of Directors. A minimum of forty percent (40%) of the District Board members and the President shall be required to review and approve items prior to release, i.e., special event flyers, posters, informational leaflets and releases. A vote is not required for submissions to the ABATE Newsletter. Approval by the District President and/or the Newsletter editor shall occur.
11. District Board decisions may be overridden by a three-fourths (3/4) vote of the general membership in attendance at a regularly scheduled general meeting.

## **ARTICLE XII: DISTRICT OFFICERS RESPONSIBILITIES:**

1. **President:** The President shall preside at all meetings and shall act as the Chief Executive of the District.
2. **Vice-President:** The Vice-President shall perform all duties of the President in his/her absence.
3. **Secretary:** The Secretary shall have charge of district correspondence, shall keep the records and roll of membership, shall take and read minutes of regular meetings and District Board meetings, and shall keep and report election results.
4. **Treasurer:** The Treasurer shall receive, collect and disburse all funds of the District, shall be responsible for keeping an accurate and accountable record of the fiscal matters of the District, and shall provide a quarterly financial statement and other documents as requested by the State Treasurer and given to that officer at the state meeting. The District Treasurer must provide monthly financial statements at all business meetings.
5. **Sergeant-At-Arms:** The Sergeant-At-Arms shall be responsible for motorcycle security at all meetings and events. He may appoint members from the general membership to assist with security at any time he deems necessary. He shall call all monthly District meetings to order and shall be responsible for maintaining order at all regular monthly District meetings according to Robert's Rules of Order.
6. **State Board Representative and Alternate Board Representatives:** The state delegates and alternates shall be elected by the district and shall serve on the State Board of Directors.
7. **Deputy Officers:** Deputy Positions may be appointed by the elected officer and approved by the District Board for the duration of the elected officer's term.

## **ARTICLE XIII:**

### **ELECTION OF DISTRICT OFFICERS AND APPOINTMENTS OF DIRECTORS:**

1. The floor shall be open to the active members for district officer (President, Vice-President, Secretary, Treasurer, and Sergeant-At-Arms) nominations at the November

general meeting. The nominees or their representative must be present to accept the nomination.

2. The officers shall be elected by the active members present in good standing, for a term of one (1) year by secret ballot at the annual general meeting of the district in December. All duly elected officers shall office no later than the next general meeting. A majority of the active members in good standing and in attendance shall be required for election to an office. Each active member may vote for only one (1) nominee in each office race.
3. An active member **MUST BE PRESENT** at the December general meeting to vote. The district Secretary shall verify member status before the voting member can receive a ballot. Any active member whose dues, fees or levies remain unpaid on Election Day shall be disqualified from voting or holding office.
4. Candidates for District Board of Directors may be nominated to fill a vacancy by a majority vote of the elected District officers at a regular Board meeting. They may be interned by a majority vote of existing Board members in good standing in attendance at the following regularly scheduled Board meeting of that district or may be elected by a majority vote of the general membership at a regularly scheduled meeting in December.

#### **ARTICLE XIV: CHANGES IN THE CONSTITUTION:**

Therefore be it resolved that the above constitution will affect and direct the operation of the state organization now and in the future. All motions made, and carried at the state board meetings, will be reviewed by an appointed committee annually for amendments to this constitution. This will be a living document, and be subject to change by 2/3-majority vote from the state board members present.

The purpose of this constitution is to govern the corporation and its members of the organization known as Arkansas Bikers Aiming Towards Education (A.B.A.T.E.) and to pass the knowledge accumulated through both achievements and error to the future leaders of this organization. With direction defined by historical events, the path of A.B.A.T.E.'s future will be more stable.

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