

CONSTITUTION OF A.B.A.T.E. OF ARKANSAS, INCORPORATED

Incorporated May 30, 1986 / Amended May 29, 1990



ARKANSAS BIKERS AIMING TOWARDS EDUCATION

Amended by Statewide Vote 10-2005

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OF
ARKANSAS BIKERS AIMING TOWARDS EDUCATION

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ARKANSAS BIKERS AIMING TOWARDS EDUCATION (A.B.A.T.E.) CONSTITUTION

ARTICLE 1: NAME AND OBJECTIVES:

This corporation shall be known as: (A.B.A.T.E.) which stands for:

‘ARKANSAS BIKERS AIMING TOWARDS 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 May 1990.)
- *ABATE, as a state organization, will remain bipartisan and support issues, not politicians.

ARTICLE 2: CORPORATION:

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 and other income shall be disbursed to promote the objectives of the corporation.

The business and Affairs of the corporation shall be managed and conducted according to bylaws, rules, regulations and constitution established by its membership.

ARTICLE 3: CONSTITUTION AMENDMENTS:

1. The Constitution of the corporation may be proposed to be amended, altered or repealed by a popular majority vote of the active members in good standing, and in attendance, at each district’s regularly scheduled general meeting.
2. All proposed changes to the Constitution **must** be submitted to the State Board in writing for consideration at the July State Board meeting.
3. All proposed Constitution changes shall be sent to the districts’ active membership one month prior to being voted on in October of the same year. Proposed changes will also be published in the organization’s monthly newsletter beginning with the August edition. Voting shall take place at a regularly scheduled general meeting of the district by ballot.
4. ALL individual ballots shall be forwarded to the Executive Board and State Board of Representatives for final tally statewide at the October State Meeting and the results will be made known to the Board of Representatives who will take those back to the individual districts.

5. State events will take precedent over district events for scheduling and advertising.
6. NO alcohol will be allowed during meetings.
7. Financial statements will be made available to each State Board Representative at the state meetings and will not be published in the newsletter.
8. Any check submitted for payment must have driver's license number, phone number and current physical address on it. Returned checks will be charged a fee that is at the current rate charged by the banks.
9. Anyone doing official business for ABATE may have their expenses reimbursed upon approval by the State Board of Representatives.
10. ABATE will have NO district boundaries concerning membership.
11. State Board meetings to conduct business concerning the State Organization shall be held quarterly and in a location central to all districts when possible.

ARTICLE 4: DUES

1. Membership dues for the corporation shall be set by the State Board of Representatives based upon an annual audit with a 2/3 majority vote of the Representatives in attendance at a regularly scheduled State meeting. Dues shall be kept at an amount approved by the State Board of Representatives.

ARTICLE 5: FUNDING

1. All membership dues and monies raised for the State Organization shall be placed in the state account to be used for expenses incurred by the State Organization.
2. Each district will have at least one (1) fund raising event in the calendar year to support the ABATE of Arkansas State funds.

ARTICLE 6: CHARGES OF MISCONDUCT ON THE DISTRICT OR STATE LEVEL

1. Any member of ABATE 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.
2. All charges shall be heard before the District or State Board of Representatives only. Either board shall fine, suspend or expel said person from the district or state. The accused member must be allowed to present his or her case to the District or the State Board of Representatives before any ruling on the charge is rendered.

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

ARTICLE 7: STATE BOARD OF REPRESENTATIVES

1. The control and management of the affairs of the Corporation shall be vested in the State Board of Representatives.
2. All members of the State Board of Representatives shall be members in good standing.
3. The State Board of Representatives shall be comprised of three (3) 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 Representatives shall be called by the Chairman at least quarterly. Special meetings may be called by the Chairman or any five (5) State Representatives acting in concert.
5. Each district shall have an elected alternate 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 or her place. Failure to attend two (2) consecutive regular meetings of the State Board shall result in the 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 or her duties, a special election by his or her district shall be held to replace him or her.
8. The Chairman, Co-Chairman, Secretary, Treasurer and Sergeant-at-Arms shall be elected from the State Board of Representatives by the State Board of Representatives.
9. A majority of Representatives or alternates being present shall constitute a quorum to conduct regular business.

ARTICLE 8: ELECTION OF STATE OFFICERS AND STATE BOARD OF REPRESENTATIVES

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 for a term of one (1) year after the election results are known.

2. Any active member whose membership dues 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 of Representatives at the first quarterly meeting after the 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 the district delegates an equal opportunity to attend the election meeting, that meeting will be held at a site in one of the central districts.
4. Officers of the Executive Board of Representatives shall serve a term of two (2) years with the Chairman and Secretary to be elected in the even years and Co-Chairman, Treasurer and Sergeant-at-Arms to be elected in the odd years. This will serve to provide continuity of experience on the Executive Board.

ARTICLE 9: DUTIES AND RESPONSIBILITIES OF THE STATE BOARD

SECTION A: EXECUTIVE BOARD OF REPRESENTATIVES AND THEIR 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 of Representatives at the State meetings.
- *The Chairman shall be responsible for seeing that lines of direction given by the State Board of Representatives are carried into effect, to include legal and financial matters.
- *The Chairman shall be responsible for reporting to the State Board of Representatives 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 of Representatives.
- *The Chairman shall be responsible for approving the agenda required for the State Board meetings.
- *The Chairman shall, at his/her discretion, hold an Executive Board meeting prior to each State Board of Representatives meeting.

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, PUBLIC RELATIONS OFFICER AND STATE LEGISLATIVE COORDINATOR

*These offices are not part of the Executive Board of Representatives. They are appointed, not elected to those positions and approved by the Executive Board of Directors. Deputy officers can be appointed to learn the duties of all officers except Chairman. The Co-Chairman should be learning those duties while he/she is serving in that position.

7. STATE OFFICE MANAGER

*The State Office Manager is not a member of the Executive Board of Representatives

*The State Office Manager will be responsible to the Executive Board and the State Board of Representatives and will attend all regularly scheduled meetings of the Corporation. This position will also be responsible for setting an agenda for said meetings and put together a packet for distribution at State meetings that includes a representative roster, minutes of the previous meeting and a set of the financial records as provided by the State Treasurer.

*The State Office Manager will receive all monies for membership dues, advertisement, etc. and deposit said funds into the State bank account.

*The State Office Manager will keep the database for membership confidential and will only distribute copies to the district presidents and secretaries.

*The State Office Manager will also be included on the bank signature card.

ARTICLE 9: DUTIES AND RESPONSIBILITIES OF THE STATE BOARD OF REPRESENTATIVES

Section B:

1.The State Board of Representatives shall conduct business of the organization that concerns ALL the districts.

2.The State Board of Representatives shall have general supervision over all disbursements of the treasurer and may appoint an auditing committee who shall audit the accounts and records annually.

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 of Representatives meetings.
- *The Co-Chairman shall assist the Chairman in compiling State records, reports, correspondence and other duties as 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 State Secretary shall take minutes of State Board of Representatives 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 State Treasurer shall 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 quarterly and informally and/or when called upon to do so at Corporate meetings and submit such a report to the Secretary for inclusion in the minutes.
- *The State Treasurer shall act as comptroller of all ABATE funds.
- *The Treasurer shall disburse all monies as directed by the State Board of Representatives and obtain all signatures as required.
- *The State Treasurer will keep and submit all receipts for the State files 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 the districts. The District Treasurers are responsible for making sure their quarterly reports are received by the State Treasurer by the 15th of the month following the quarter (Jan-April-July & Oct). These reports can be brought to the State meetings, mailed or emailed to the State Treasurer. Email address will be sent by the current State Treasurer.

(abateofartreasurer@gmail.com is NOT TO BE USED ANY LONGER)
- **The name of the State Treasurer shall be on ALL district accounts for information purposes only. **In the case of a district closing, if the district is not distributing their funds according to Article 10, sub-section 4, the State Treasurer has the right to take control of those funds.

- 3.The State Board of Representatives shall have the power to appoint committees and/or deputy officers from the membership.
- 4.The State Board of Representatives shall handle matters of a judicial nature within the Corporation upon request by a District Board.
- 5.The State Board of Representatives shall have the power to coordinate events with the Corporation to prevent conflicts of interest within the districts.
- 6.The State Board of Representatives will accept petitions for district status and review qualifications and criteria for 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 of Representatives shall conduct all business of the Corporation in such manner as to uphold the Articles of Incorporation and the Constitution.
- 8.Members of the State Board of Representatives are to serve the general membership of the districts and are directly responsible to them. If at any time the general membership feels a State Representative is not doing his/her job properly, he/she is subject to a recall vote of the general membership of his/her district. A recall vote shall be obtained by petition of 2/3 of the number of members who voted in the election of that representative.
- 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 Secretary for final tally and results.
- 10.The State Board of Representatives shall have the power to revoke a district charter with a three-fourths (3/4) vote of the State Board of Representatives present at a regularly scheduled State meeting.
- 11.The State Board of Representatives, 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 or pledge its credit, or render it liable for any purpose or amount.

ARTICLE 9: SECTION C: MEMBERSHIP

The Corporation consists of six (6) 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. **Lifetime 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 of Representatives.
3. **Associate Members:** These members are under the age of eighteen (18) years. Upon reaching the age of eighteen (18), these members, if they so desire, shall acquire a full active membership. 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 Members:** 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.
6. **Sustaining Members:** These memberships are for those members who wish to support ABATE with a higher level of commitment.
 - *\$100 annual sustaining individual membership (up to 2 people)
 - * \$100 annual sustaining district membership

Subsection (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 Office Manager showing the district number, the membership number and the membership expiration date.
2. Two parties residing at the same address on the membership application will receive the 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, By laws, United States law and the laws of the State of Arkansas.
5. There is no charge for one (1) year pins to new members. After that, years pins given at no cost will be 5-10-15-20-25-30-35-40. Additional or replacement pins may be purchased for

the price cost + 10% with the exception being that a pin(s) was/were broken or damaged in the original mailing.

6. There is no charge to members for a personal ad in the ABATE newsletter but it must be at 20 words or less.
7. No district or member 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 Representatives.
8. Membership in ABATE of Arkansas shall expire if renewal dues are not received by the State Office Manager within 30 days following the member's expiration date. If membership is not renewed in that time, said member loses all voting privileges and positions held but not the number of years as a member. Once renewed, said membership will be reinstated where the years left off.
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 website without the written permission from ABATE of Arkansas, Inc. This excludes authorized members and districts.
10. The membership of any member of ABATE of Arkansas shall automatically terminate on the death of the member or suspension of the member in the Corporation by a majority vote of the State Board of Representatives. Suspension may occur if a member, after receiving notice and having an opportunity to be heard before the State Board of Representatives is found not to comply with the rules and regulations set forth by the State Board of Representatives or has committed acts detrimental to the purpose and 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 10: DISTRICTS

- * Robert's Rules of Order will be provided to each new district.
- * Each district is encouraged to have a Legislative Coordinator and work through the State Legislative Coordinator.
- * Any five (5) members who wish to become a district of ABATE of Arkansas must be willing to petition the State Board of Representatives and uphold the Constitution of this organization. Any incoming district will be on a 90 day probationary period.
- * Districts may be dissolved at any time by the WRITTEN CONSENT OF TWO-THIRDS (2/3) MAJORITY VOTE OF THE DISTRICT'S active MEMBERS IN GOOD STANDING AND in attendance at a general meeting. Upon dissolution of the district, the district's Board of Directors shall turn over 100% of the district's funds 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.'*
- * General meetings to conduct the business of the district shall be held monthly.

ARTICLE 11: 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 board member misses three (3) consecutive regularly scheduled board meeting, a letter shall be sent requesting a response from said member as to his/her reason for absence. If no response is received by the next 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 district 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 district 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 district accounts and records annually.
9. The District Board shall have the power to appoint committees from among the district membership.
10. District Board decision may be overridden by a three-fourths (3/4) vote of the general membership in attendance, and in good standing, at a regularly scheduled general meeting.

ARTICLE 12: DISTRICT OFFICERS RESPONSIBILITIES

1. President: The President shall preside at all meetings and shall act as the Chief Executive Officer 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 the membership, shall take and read minutes of all district meetings and District Board meetings and shall keep and report election results. He/she shall send a copy of the district meeting minutes to the State Office Manager.
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. Those records will be given to that officer at the State meetings, mailed or emailed. 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 of Representatives and Alternate Board Representatives: The state delegates and alternates shall be elected by the district and shall serve on the State Board of Representatives.
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 13: ELECTION OF DISTRICT OFFICERS

1. The floor shall be open to the active members for district officer positions; President, Vice-President, Secretary, Treasurer and Sergeant-at-Arms. These nominations shall take place 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 and in good standing for a term of one (1) year by secret ballot at the December general meeting of the district. All duly elected officers shall take 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 that member can receive a ballot. Any active member whose dues 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 District Board meeting. They may be interned by a majority vote of existing board members in good standing and in attendance at the following regularly scheduled District Board meeting or, they may be elected by a majority vote of the general membership at a regularly scheduled meeting in December.

ARTICLE 14: 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 of Representatives meetings will be reviewed by an appointed committee annually for amendments to this constitution. All proposed changes to this document must be presented in writing at the July state meeting and published in the August and September news letters. Districts will vote on the proposed changes at their September meeting and voting results will be turned in at the October state meeting. This will be a living document and its purpose is to govern the Corporation and its members 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. With direction defined by historical events, the path of A.B.A.T.E.'S future will be more stable.