



NATIONAL POWERSPORTS DEALER ASSOCIATION

BYLAWS

This instrument constitutes the Bylaws of National Powersports Dealers Association, incorporated as a nonstock corporation under the laws of the State of Delaware, adopted for the purpose of regulating and managing the internal affairs of the corporation.

ARTICLE I

Name and Principal Offices

- Section 1. The name of this organization shall be NATIONAL POWERSPORTS DEALER ASSOCIATION, hereinafter “NPDA” or “the Association”.
- Section 2. The principal office of the Association shall be at 435 S. Washington St., Falls Church, VA 22046, or in such other place within the United States as may be determined by its Board of Directors.

ARTICLE II

Purpose

- Section 1. NPDA shall operate as a nonstock corporation under the provisions of the Delaware General Corporation Law (“DGCL”).
- Section 2. NPDA shall operate exclusively to pursue any and all activities permitted under Section 501(c)(6) of the Internal Revenue Code (the “Code”) and the DGCL.
- Section 3. NPDA will advance the Powersports industry by elevating dealers to be well-prepared, sustainably profitable and exceeding the expectations of a growing powersports customer base; serving as an advocate and leader for its members and the industry; and any other services or activities that are desirable, appropriate, and in the best interests of the members and industry as determined by the Board of Directors.

ARTICLE III

Voting Members

- Section 1. The Association's Voting members shall be Dealer Members. A Dealer Member shall be a licensed retail powersports vehicle dealership that retails new or used major powersports units from a physical location. A Dealer Member shall pay the Dealer Member dues in effect at that time and conform to the Dealer Member qualifications and requirements set by the Association. The rights and privileges of a Dealer Member shall be as follows:
- a. The right to participate in all member meetings of the Association and speak to matters of business therein.
 - b. The right to vote on all matters presented to the membership, including elections of Directors.
 - c. The opportunity to serve on committees and councils, and to hold any office for which the individual is qualified.
 - d. The right to participate in Association services and benefits made available to Dealer Members.
- Section 2. Each Dealer Member shall designate one individual to serve as its Designated Voting Representative ("DVR"). The DVR shall be the sole person authorized to cast the Dealer Member's vote in Association elections and on matters brought before the general membership, and shall serve as the primary point of contact and representative for the Dealer Member in all Association matters, unless otherwise specified herein. The DVR must be an owner, an executive-level manager, or an individual formally designated by the owner. Dealer Members may also designate a person or persons to serve on Association committees and councils when so requested.
- Section 3. Application for membership shall be submitted online or directly to the Association's principal office in such form as the Board of Directors may prescribe, together with the applicant's dues payment in the amount prescribed in Article XIII and agreement to membership terms. Applications will be reviewed and approved/denied by the Board of Directors or its designees.
- Section 4. Voting Membership in the Association may be terminated in any of the following ways:
- a. Failure to pay dues.
 - b. By letter of resignation addressed to the Association.
 - c. By termination of the status that qualifies the individual/organization for membership, including changes to membership structure enacted by the Association
 - d. Failure to comply with membership terms.

Termination of membership does not release a member from its obligation to pay all dues owed or levied to the end of their membership. Any termination of membership by the Association shall not occur until the individual/organization in question has been notified by the Board and given adequate opportunity to be heard in its own defense. The Board shall render the final decision.

ARTICLE IV

Non-Voting Members

Section 1. An Affiliate Dealer Member shall be a licensed retail powersports vehicle dealership that retails new or used major powersports units from a physical location, and is owned, controlled, or shares common ownership with a Dealer Member. An Affiliate Dealer Member shall pay the Affiliate Dealer Member dues in effect at that time and conform to the Affiliate Dealer Member qualifications and requirements set by the Association. The rights and privileges of an Affiliate Dealer Member shall be as follows:

- a. The right to participate in all meetings of the members of the Association.
- b. Affiliate Dealer Members shall be non-voting members and, as such, shall not be entitled to vote on any matter presented to the membership, including the election of Directors.
- c. The opportunity to serve on committees and councils, pursuant to these Bylaws.
- d. The right to participate in the services and benefits that, from time to time, may be offered by the Association to Affiliate Dealer Members.

An International Dealer Member shall be a retail powersports dealership located outside the United States that retails new or used major powersports units from a physical location. International Dealer Members are not required to be owned, controlled by, or share common ownership with a U.S. Dealer Member. An International Dealer Member shall pay the International Dealer Member dues in effect at that time and conform to the qualifications and requirements established for this class of membership by the Association. The rights and privileges of an International Dealer Member shall be as follows:

- a. The right to participate in all meetings of the members of the Association.
- b. International Dealer Members shall be non-voting members and, as such, shall not be entitled to vote on any matter presented to the membership, including the election of Directors.
- c. The opportunity to serve on committees and councils, pursuant to these Bylaws.
- d. The right to participate in the services and benefits that, from time to time, may be offered by the Association to International Dealer Members.

- Section 2. Each Affiliate Dealer Member shall designate one person to serve as its representative to Association and/or otherwise act on its behalf in regard to Association matters. Affiliate Dealer Members may also designate a person or persons to serve on Association committees and councils when so requested.
- Section 3. Application for membership shall be submitted online or directly to the Association’s principal office in such form as the Board of Directors may prescribe, together with the applicant’s dues payment as prescribed in Article XIV and agreement to membership terms. Applications will be reviewed and approved/denied by the Board of Directors or its designees.
- Section 4. Non-Voting Membership in the Association may be terminated in any of the following ways:
- a. Failure to pay dues.
 - b. By letter of resignation addressed to the Association.
 - c. By termination of the status that qualifies the individual/organization for membership, including changes to membership structure enacted by the Association
 - d. Failure to comply with membership terms.

Termination of membership does not release a member from its obligation to pay all dues owed or levied to the end of their membership. Any termination of membership by the Association shall not occur until the individual/organization in question has been notified by the Board and given adequate opportunity to be heard in its own defense. The Board shall render the final decision.

ARTICLE V

Advisors to the Board

- Section 1. The Board of Directors may appoint individuals to serve as Advisors to the Board (“Advisors”) for the purpose of providing strategic counsel, subject-matter expertise, and industry insight in support of the Association’s mission and the work of the Board.
- Section 2. Advisors shall be individuals with substantial professional experience, industry knowledge, or specialized expertise beneficial to the Association. Advisors are not required to be Dealer Members, Affiliate Dealer Members, or International Dealer Members, but must satisfy any other specific qualifications established by the Board. Advisors shall not be required or expected to be a sponsor or partner of the Association or its affiliates, nor to make any financial contribution to the Association or its affiliates.

Section 3. Advisors shall provide advice, expertise, and guidance to the Board and may be asked to participate in committees, councils, task forces, or work groups as determined by the Board. Advisors may attend meetings of the Board when approved in advance by consensus of the Board.

Advisors shall serve in a voluntary capacity. An Advisor's term of service shall be at the discretion of the Board of Directors and may be terminated by the Board at any time.

Advisors shall receive no compensation from the Association for their service. However, they may receive reimbursement of reasonable expenses incurred in the performance of their duties when such expenses are approved in advance by the Board of Directors.

Section 4. Appointment as an Advisor does not constitute membership in the Association, nor does it confer any rights or privileges associated with any voting or non-voting membership class.

ARTICLE VI

Administration

Section 1. Responsibility for the governance of the Association and for the determination of its policies and programs shall be vested in the Board of Directors. Day-to-day operations of the Association shall be carried out through an Executive Director as further defined within these Bylaws and other staff as may be engaged for that purpose by the Board of Directors.

Section 2. The Executive Director shall be the principal administrative officer of the Association and in that capacity shall perform duties as prescribed in an appropriate job description approved by the Board of Directors. The Executive Director is not a voting member of the Board of Directors, but attends Board meetings to provide information and reports to the Board of Directors. The Executive Director shall be compensated for the Executive Director's services in accordance with a contract of engagement entered with the Association. The Board may engage a part-time Executive Director if it so desires.

Section 3. The Association may, subject to the approval of the Board of Directors, participate in joint or cooperative programs with other industry associations when such programs further the purpose of the Association.

ARTICLE VII

Board of Directors

- Section 1. The Association shall be governed by a Board of Directors. Except for the Immediate Past Chair, Directors must be an owner, partner, or senior executive (GM, COO, VP, or equivalent) of a Dealer Member in good standing and shall be elected by the Voting Members in accordance with Article VIII. To be eligible to serve as a Director, except for the Immediate Past Chair, an individual must be the Designated Voting Representative (DVR) of a Dealer Member in good standing.
- Directors shall serve two (2) year terms, or less in the event of appointment to complete a prior Director's term, with terms commencing the first day of January. Directors may serve successive terms, but no individual shall serve more than eight (8) consecutive years, partial years excluded.
- Section 2. Management and control of the Association and conduct of its business affairs shall be vested in the Board of Directors.
- Section 3. The Board of Directors shall meet at least once per year and shall participate in the Annual Meeting of the Association, and at the call of the Chair of the Board of the Association or 10 members of the Board of Directors, should the Chair fail to call such a meeting at their request.
- Section 4. There shall be up to 15 members of the Board of Directors, all of them Directors. All but the Immediate Past Chair of the Board shall be elected by the members in accordance with Article VIII. Four (4) of the Directors shall be Officers, with one (1) of the Officers being the Immediate Past Chair of the Board.
- Section 5. A Director position, including the Immediate Past Chair of the Board, may be vacated by one of the following:
- a. Written resignation.
 - b. Failure to attend three consecutive meetings of the Board of Directors without good cause.
 - c. Persistent conduct prejudicial to the welfare of the Association, violation of any law or regulation that is material to the Association, or willful disregard of the Association's policies or directives of the Board of Directors when duly enacted.
 - d. The individual no longer meets the qualifications established in Article VII, Section 1, unless the Board otherwise chooses to allow that Director to serve the remainder of their term or a portion thereof.

For purposes of this Section, a vacancy under subsections (b) through (d) may be declared by an affirmative vote of two-thirds (2/3) the then-serving Board of Directors and shall constitute termination of that person's role as Director, or as otherwise provided

for in subsection (d). Any vacated Director position, with the exception of the Immediate Past Chair of the Board, may be filled by appointment by the Chair of the Board with the approval of the Board for the balance of the unexpired term of the vacated position. If the vacated Director was an Officer, then Article IX, Section 8 also applies.

Section 6. A quorum for regular meetings of the Board shall consist of a simple majority of the Directors then serving.

Section 7. All Directors shall comply with the Association's Conflict-of-Interest Policy as adopted and amended by the Board of Directors. Each Director shall complete an annual disclosure and shall recuse themselves when requested by the Board from deliberation or voting on any matter in which they have a financial or personal conflict.

ARTICLE VIII

Elections

Section 1. Directors other than the Immediate Past Chair of the Board shall be elected annually. Seven (7) Directors shall be elected in even-numbered years and the other seven (7) shall be elected in odd-numbered years, with the initial Director positions available and timing of the first election being determined by the Board. Directors shall be elected in a single election by a plurality of the votes cast.

Section 2. Nominations for Directors and oversight of the election process shall be the responsibility of the Election Committee. The Election Committee shall ensure the voting members are notified in advance of the timing and process for nominations and elections.

Section 3. There shall be at least thirty (30) days from completion of nominations to the time of elections to provide sufficient time for the ballot process to be prepared. Nominees shall be published and distributed in print or electronic form to the members at least 2 weeks before elections.

Section 4. There shall be one regular election of Directors each year in December or another month as determined by the Board, with votes cast for each available Director position via secure print or electronic methods, as determined by the Election Committee. Ballots shall be verified to be cast by authorized members, but shall remain anonymous as to how each member cast their votes.

Section 5. If any Director position remains unfilled in an election after all votes are counted, that position shall be considered vacated.

Section 6. Elections results shall be published and distributed to members within 14 days of the completion of an election and prior to the Annual Meeting and the first Board meeting of each year.

Section 7. The Election Committee shall also be responsible for overseeing any other elections to be conducted by the Association.

ARTICLE IX

Officers

Section 1. The Officers of the Association, who are Directors of the Board, shall be the Chair of the Board, the Vice-Chair, the Secretary/Treasurer, and the Immediate Past Chair. The Board shall elect the Chair, Vice-Chair, and Secretary/Treasurer from among its Directors during the Board's initial meeting in January of each year. Officer elections shall be administered by the Board, which the Board may delegate as necessary. Directors may submit nominations for Officer candidates upon completion of annual elections and no later than two (2) weeks prior to Officer elections. A list of eligible Officer candidates, including Officer candidates allowed by Section 5 of this article, shall be distributed to the Board no later than one (1) week prior to the Officer election. Officers shall serve a one (1) year term, or a shorter term if appointed to complete an unexpired term.

Section 2. The Chair must be an owner or executive of a Dealer Member of the Association and shall be the principal officer of the Association, serving as the Chair of the Board of Directors and of the Executive Committee. To be eligible for election as Chair, an individual must have served as a Director for at least two (2) years on the board and must meet any additional eligibility requirements established for Officers by the Board. The Chair shall not serve more than five (5) consecutive years as Chair of the Board, partial years excluded, but may be re-elected after one (1) or more years have elapsed. The Chair of the Board shall serve as an ex officio member of all committees and councils.

Section 3. The Vice-Chair shall be an owner or executive of a Dealer Member of the Association. In the absence or inability of the Chair to act, the Vice-Chair shall preside over all meetings of the Association, the Board of Directors, and the Executive Committee. When so acting, the Vice-Chair shall have all the powers of and be subject to the same restrictions as the Chair. To be eligible for election as Vice-Chair, an individual must have served as a Director for at least one (1) year on the board and must meet any additional eligibility requirements established for Officers by the Board. The Vice-Chair shall not serve more than five (5) consecutive years in that office, partial years excluded, but may be re-elected after one (1) or more years have elapsed.

Section 4. The Secretary/Treasurer shall be an owner or executive of a Dealer Member of the Association and shall keep the minutes of all meetings of the Association, Board of Directors and the Executive Committee or cause the same to be done, subject to the Secretary/Treasurer's direction and approval. The Secretary/Treasurer also shall monitor, receive and distribute the funds of the Association or cause the same to be done in accordance with the directive of the Board of Directors and the requirements of these

Bylaws. The Secretary/Treasurer shall not serve more than five (5) consecutive years in that officer role, partial years excluded but may be re-elected after one (1) or more years have elapsed.

- Section 5. If, upon completion of Officer nominations, no nominated Director meets the requirements established for an Officer position, the Board of Directors may, by a two-thirds (2/3) affirmative vote of all Directors then in office, temporarily waive the applicable requirement(s) for that Officer position. Any waiver shall be limited to that Officer election and to the minimum extent necessary to fill the Officer position and shall not alter or eliminate the requirements for subsequent Officer elections.
- Section 6. The Immediate Past Chair of the Board shall be the most recent prior Chair of the Board and shall serve on the Board of Directors for one (1) year past the end of their term as Chair of the Board. Thereafter, the Immediate Past Chair of the Board position shall be vacant and remain unfilled until the next Immediate Past Chair of the Board assumes office.
- Section 7. Any Officer's position may be vacated by one of the following reasons:
- a. Written resignation.
 - b. Failure to attend three consecutive meetings of the Board of Directors or substantially perform officer duties without good cause.
 - c. Persistent conduct prejudicial to the welfare of the Association, alleged violation of any law or regulation that is material to the Association or for willful disregard of the Association's policies or directives of the Board of Directors when duly enacted.
 - d. Termination of the Officer's qualifications to serve as an Officer, including the termination of the Officer's status as a Director, unless the Board otherwise chooses to allow that Officer to serve the remainder of their term or a portion thereof.

For purposes of this Section, a vacancy under subsections (b) through (d) may be declared by an affirmative vote of two-thirds (2/3) the then-serving Board of Directors and shall constitute termination of that person's role as Officer, or as otherwise provided for in subsection (d).

- Section 8. In the event of a vacancy among the Officers other than the Immediate Past Chair of the Board, the Board shall nominate and elect a qualified Director to that role at the next Board meeting. If that Director so elected is another Officer, then that Officer position shall also be considered vacated and a qualified Director nominated and elected to that Officer position at the same Board meeting. During the vacancy of any Officer position, the remaining Officers shall be responsible for that vacant Officer's duties.

ARTICLE X

Executive Committee

- Section 1. There shall be an Executive Committee comprised of the Chair of the Board, the Vice-Chair, the Secretary/Treasurer, and the Immediate Past Chair.
- Section 2. The Executive Committee shall have, and may exercise between meetings of the Board, such authority as the Board may delegate to it by resolution.
- Section 3. The Executive Committee may meet as often as required upon the call of the Chair and shall keep written minutes of all proceedings.
- Section 4. A quorum shall consist of a simple majority of the Executive Committee.

ARTICLE XI

Committees

- Section 1. The Standing Committees of the Association, the members of whom are appointed by the Board of Directors, shall be the following:
- a. Finance Committee
 - b. Election Committee
 - c. Annual Meeting Committee
 - d. Education Committee
- Section 2. It shall be the responsibility of the Election Committee to manage the nomination and voting processes for all elections.
- Section 3. It shall be the responsibility of the Annual Meeting Committee to arrange all details of the Annual Meeting, including time, place, program and activities.
- Section 4. It shall be the responsibility of the Finance Committee to oversee financial management of the Association's assets as defined by the Finance Policy approved by the Board.
- Section 5. It shall be the responsibility of the Education Committee to create, implement, and oversee the distribution of educational materials to the Membership at large.
- Section 6. The Board or Executive Committee also may establish committees of any number for any purpose within the scope of these Bylaws.

ARTICLE XII

Councils

- Section 1. Councils may be formed by the Board, or by Dealer Members with the approval of the Board, for a specific purpose or subgroup of members of the Association. Councils shall be responsible for their own membership, bylaws and governance, as approved by the Board.
- Section 2. The members of a Council allowed to vote on matters for a Council must be Dealer Members or Affiliate Members. Councils must have at least one Board member. At their discretion and with prior approval of the Board, councils can engage non-member advisors or solicit outside participation, but such non-members shall have no voting or decision-making authority. No vote or action taken by a Council shall be binding upon the Association.
- Section 3. Each council shall have a Council Chair and Council Vice Chair. Councils shall keep minutes of their meetings and report them to the Board. Councils shall update the Board at least annually on their activities and plans.
- Section 4. Councils must act and behave in such a way that is consistent with the mission, goals, guidelines and philosophy of the Association. Any council not doing so shall be notified of such by the Board, and if such activities or behavior continue the Board may terminate the council.
- Section 5. The Association shall have no obligation to fund council activities, but may choose to do so voluntarily at the Board's discretion. Councils may conduct their own fundraising, either from their members, Association members, or outside donations. Any solicitations for or receipt of outside donations received by a council must be approved by the Board and shall not be for commercial purposes. A council may not engage in selling products or services other than those offered by the Association.
- Section 6. The Association shall manage the finances of each council and shall keep, manage and disperse all funds allocated to or raised by a council for use exclusively by or on behalf of the council. The Association shall provide statements of a council's financial accounts and activities at least annually, or upon the council's request. The Association shall take the same care of a Council's funds as it would its own.
- Section 7. The Association may provide staff and other operational support to a council, either voluntarily or for reimbursement as agreed to by the Board and the council.
- Section 8. Councils are a part of the Association and are not a separate entity. Should any additional tax or other liabilities arise as a result of the activities of a council, the Association may deduct any related expenses from the council's funds. If in the Board's discretion any liabilities resulting from a council's activities are unacceptable, the Board may terminate the council.

- Section 9. Councils exist for the period of time determined by the council, which may wind down its activities at any time. If a council has no meetings reported to the Board for a period of 2 years, the Board can vote to terminate the council. If a terminated council wishes to resume operations, they may do so by reforming as a new council.
- Section 10. Any council funds that remain on account with the Association upon termination shall be forfeited to the Association.

ARTICLE XIII

Professional Services

- Section 1. The Association may retain the services of a well-qualified individual whose title shall be Executive Director and who shall manage the affairs of the Association, subject to the direction of the Board of Directors and its Executive Committee.
- Section 2. Engagement of the services of such an individual shall be on the basis of written and renewable contracts with the approval of the Executive Committee and the Board. This contract shall recite the terms and conditions of employment, together with a written job description that shall define the scope of the duties, responsibilities and discretionary powers of that office.
- Section 3. The individual thus engaged may be provided with such office and staff as may from time to time be determined by the Board of Directors.
- Section 4. In the event that the Association does not engage the services of an Executive Director as hereinabove provided or in addition to the services of such individual, it may at its discretion engage the services of any person or persons for the purpose of general administration, promotion of membership growth, public relations and the development of publicity favorable to the Association and its purposes.

These persons or firms shall carry no titles except as provided by the Board of Directors and shall be eligible for no other compensation than that provided for in the contract for their services.

The contract will list the administrative duties of the persons or firms at the discretion of the Executive Committee and upon approval of the Board.

ARTICLE XIV

Fees and Dues

- Section 1. The Board of Directors has the exclusive right to set, change or amend dues and fees for members of the association. Membership dues are due at the beginning of each membership term and any dues paid shall be non-refundable in the event of termination of membership.

ARTICLE XV

Finances and Fiscal Responsibilities

- Section 1. The Fiscal Year of the Association shall be from January 1 to December 31.
- Section 2. The Board of Directors shall designate the depository or depositories of the Association, together with the names of those individuals authorized to sign on the Association's account or accounts.
- Section 3. It shall be the responsibility of the Treasurer and Finance Committee to prepare the annual budget of the Association; to consider all proposed non-budget expenditures of an extraordinary nature and to make recommendations to the Board of Directors before such proposed expenditures are authorized to be made; to arrange for the annual review; and to counsel and advise the Executive Director on all matters pertaining to the finances of the Association. The Board may enact policies that govern how the finances of the Association are to be reported and managed.
- Section 4. Administrative staff under the direction of the Treasurer shall maintain necessary financial records to facilitate a continuing internal review of assets and liabilities.
- Section 5. A balance sheet, income statement, and cash flow statement will be provided for review by the Executive Committee and the Board of Directors at least annually.
- Section 6. The books and records of the Association shall be available for inspection at the principal office of the Association to all members of the Board of Directors at all reasonable times, and to all members of the Association upon request to the Chair of the Board.
- Section 7. There shall be an annual review of the books and records of the Association to be conducted by a Certified Public Accountant. Such review will be engaged no more than 30 days after the close of each Fiscal Year and completed within 120 days.

ARTICLE XVI

Meetings

- Section 1. There shall be one Annual Meeting of the members of the Association, at which time the business of the Association shall be conducted. The Annual Meeting shall be held at a time and place to be determined by the Executive Committee and the Annual Meeting Committee.
- Section 2. A special meeting of members may be called either by the Chair of the Board or by at least 1/3 of the Voting Members. Such meetings require no less than 14 and not more than 45 days' notice prior to the date of the meeting. The date, hour, venue and purpose of the meeting will accompany the notice.
- Section 3. The Board of Directors shall meet at least once a year and, if necessary, more often at the call of the Chair or at least 10 Board Members.
- Section 4. The Executive Committee shall meet as often as required at the call of the Chair.
- Section 5. All committees and councils shall meet at the call of their respective chairs.
- Section 6. Each member of the Board of Directors shall receive notice of the time and place of each meeting of the Board. Except as otherwise required by statute, the Association Corporation's charter or these bylaws, notice of the purpose of any meeting called, regular or special, should be stated. Notice of each such meeting shall be given by first-class mail, electronic mail or facsimile and addressed to each member of the Board of Directors at their usual place of business not less than five (5) business days prior to the date of the meeting for which notice is given. Notice of the meetings of the Executive Committee or any committee or council of the Association may be given by any convenient means of communication and timing commensurate with the nature of the business to be conducted.
- Section 7. A quorum for meetings of the Board of Directors shall be determined in accordance with Article VII, Section 6 of these Bylaws. Unless otherwise approved by the Board, a quorum for committees and councils shall consist of a majority of the members then serving. Nothing in this section shall supersede a quorum rule explicitly stated elsewhere in these Bylaws. In all cases herein, the minimum required for a quorum or votes cast shall be rounded to the nearest whole number.
- Section 8. Members of all classes shall be privileged to attend all meetings of the Association, but only Voting Members shall be privileged to speak to questions on the floor unless otherwise invited to do so by the Chair of the Board. No member of any class shall be privileged to speak to matters of business before the Board of Directors unless invited to do so by the Chair.

Section 9. Guests may be invited to attend meetings of the Board of Directors, committees, or councils for specific purposes such as providing information, expertise, or reports relevant to the Association's business. Guest invitations must be approved in advance by a consensus majority of the Board.

Guests shall have no voting rights, may not participate in deliberations unless expressly invited to do so by the Chair, and shall be subject to the same confidentiality and conduct standards applicable to members and Advisors. The Board reserves the right to exclude guests from any portion of a meeting at its discretion.

Section 10. In the event of a national emergency or catastrophe or an unforeseen event at the prescribed meeting place, any meeting of the Association may be rescheduled if possible or canceled by the Board of Directors. Any business scheduled to be conducted at a canceled meeting shall be conducted according to the best judgment of the Board.

Section 11. All meetings, including the Annual Meeting and meetings of the Board of Directors, may be held either in person or electronically, provided that all authorized participants receive sufficient notice and have a reasonable opportunity to participate. Votes on matters before the members of the Association, the Board, committees, or councils may be cast in person or electronically. Proxy voting shall be permitted only for votes of the general membership and shall not be permitted for meetings of the Board of Directors, the Executive Committee, committees, or councils. Minutes shall be kept for all meetings and shared with the Board and the meeting participants.

ARTICLE XVII

Founders

- Section 1. The Founders of the Association are:
- George Gatto, Gatto Harley-Davidson (PA)
 - Bob Althoff, Farrow Harley-Davidson (OH)
 - Maurice Slaughter, Bay Harley-Davidson (VA)
 - Gail “Harley Chick” Worth, Gail’s Powersports (MO)
 - Mark Peterson, Southwest Superbikes (TX)
 - Bob Kee, Destination Cycle (TX)
 - Robert Kay, Star City Motorsports (NE)
 - Kim Harrison, Coleman PowerSports (VA)
 - Dia Matteson, Harley-Davidson (AK, AZ)

ARTICLE XVIII

Amendments

- Section 1. These Bylaws may be amended by the Board at any time, with the exception of Article VIII (Elections).
- Section 2. Upon receipt of a proposal for amendment of Article VIII, the Board of Directors shall cause the same to be distributed to the voting membership through the customary channels of communication so as to reach the voting membership no less than 30 days before the next meeting of the Voting Members. The Election Committee shall have the Voting Members vote on whether to approve the proposed amendment. If approved by a majority of all Voting Members in good standing with dues current, present and voting, the proposal shall become effective as of that date.
- Section 3. Upon approval of an amendment to the Bylaws, the Board shall cause the Bylaws to be revised accordingly and made available to the members within 30 days of approval.

--END OF BYLAWS--

Adopted: December 29, 2025