

BYLAWS
GOLD WING TOURING ASSOCIATION OF NORTH AMERICA, INC.
(effective October 28, 2004)

ARTICLE I
INTRODUCTION

The PHILOSOPHY of this organization is to be dedicated to the service of its members.

The PURPOSE of this organization is to be a social organization for the owners of Honda Gold Wing motorcycles and their families.

The OBJECTIVE of this organization is to provide the environment and organizational structure around which its membership may enjoy well coordinated social gatherings and events without political endorsements or religious affiliations. It is also to encourage good riding habits, involvement in civic and charitable affairs, and to project a positive image of the sport of tour motorcycling to the public.

ARTICLE II
OFFICES

The principal office of the association shall be located in the County of Marion, State of Indiana. The Association shall have such other offices, either within or without the State of Indiana, as the Board of Directors (Board) may designate or as the business of the Association may require from time to time.

ARTICLE III
MEMBERSHIP

3.1 There shall be five (5) classes of membership. Each class is open to anyone without discrimination because of race, sex or creed. For the purpose of this article, an Individual Membership is defined as one Individual, and a Family (Household) Membership is defined as (a) an Individual and his/her unmarried children still residing in the household regardless of age or (b) a couple and their unmarried children (should they have any) still residing in the household regardless of age. A household is defined as a single domicile. For the purpose of voting at the National Level, an Individual Membership shall be entitled to one (1) vote and a Family (Household) Membership shall be entitled to two (2) votes. The rights and duties of each of which are as follows:

A. INDIVIDUAL MEMBERSHIP

An Individual Membership in GWTA shall be available to any individual person who is the owner of record of an operable Honda Gold Wing motorcycle and who is interested in furthering the goals and ideals of GWTA.

B. FAMILY (HOUSEHOLD) MEMBERSHIP

A Family (Household) Membership in GWTA shall be available to any family (household), where one member is the owner of record of an operable Honda Gold Wing Motorcycle and is interested in furthering the goals and ideals of GWTA.

C. FOUNDER LIFE MEMBERSHIPS

An Individual Founder Life Membership, or a Family (Household) Founder Life Membership in GWTA shall be available to an owner of record of an operable Honda Gold Wing Motorcycle, but will be limited to a combined total of one thousand (1,000) memberships. This membership class was closed on December 31, 1994. This membership is not to be confused with the "Lifetime" regular individual or "Lifetime" regular family membership presented as recruiting awards.

D. V.S.P. (VERY SPECIAL PERSON) MEMBERSHIP

A Very Special Person (V.S.P.) Membership will be available upon application to the State Director. Upon the Regional Director's concurrence, the application will be forwarded to the Chairperson of the Board of Directors for final approval. All V.S.P.

Memberships shall be dues paying memberships.

E. BUSINESS MEMBERSHIP

A Business Membership in GWTA shall be available to any Business interested in furthering the goals and ideals of GWTA and supports the membership with enhanced service and/or products. Business Members have no voting privileges, cannot hold an officer's position and cannot hold a Board of Directors position. A Business Member must endorse and support the GWTA philosophy, endorse a membership discount program and display promotional material as distributed.

3.2 Membership in the Association is contingent upon the person filing an application together with the submission of the periodic dues.

3.3 Membership of any individual or family may be terminated for cause.

3.4 Cause for termination of the Membership includes, but is not limited to, actions detrimental to the Association.

ARTICLE IV AFFILIATE PROGRAM

A Chapter Affiliate Program will be available for a limited number of owners of touring motorcycles other than Gold Wings and non-motorcycle owners. For the purpose of this article, an Individual Membership is defined as one Individual, and a Family (Household) Membership is defined as (a) an Individual and his/her unmarried children still residing in the household regardless of age or (b) a couple and their unmarried children (should they have any) still residing in the household regardless of age. A household is defined as a single domicile. For the purpose of voting at the National Level, an Individual Membership shall be entitled to one (1) vote and a Family (Household) Membership shall be entitled to two (2) votes. Participants in this program will be known as "Chapter Affiliates". Any individual who chooses to participate in the program will receive all the benefits of GWTA membership, including voting for the Board of Directors, with the exception of serving on the Board of Directors, or the right to hold office above the level of State/Provincial Director. A non-motorcycle owner may not hold office above the level of Assistant Chapter Director.

ARTICLE V BOARD OF DIRECTORS

5.1 GENERAL POWERS

The business and affairs of the Association shall be governed by the Board.

5.2 NUMBER, TENURE AND QUALIFICATIONS

The Board shall be composed of the Chairperson of the Board ten (10) Elected Directors and not more than five (5) Appointed Directors, provided however, that the number of Directors may be changed from time to time to any number not less than nine (9) or more than twenty-three (23) by amendments to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director. Each Elected Director shall hold office for three (3) years and until his successor shall have been elected and qualified unless he resigns or is removed. No Elected Director may serve three (3) consecutive terms. Elected Directors must be members in good standing of the association, and must supply proof of ownership of an operable Gold Wing during tenure as an elected Board Member.

5.3 CHAIRPERSON OF THE BOARD

The Board of Directors, at its first regular meeting of the year, shall elect a Chairperson. The Chairperson shall serve a three (3) year term commencing with the adjournment of the meeting during which said Chairperson is elected. Nominations for this position may be made by any Board member, either by open or self nomination. It is required that a candidate be an active, elected member of the Board of Directors having no less than one (1) year experience on the Board.

The duties and responsibilities of the Chairperson shall be as follows:

- (a) To appoint a Secretary for all meetings of the Board of Directors.

- (b) To select the time and place of the annual meeting in accordance with the Bylaws.
- (c) To chair all regular and special meetings of the Board
- (d) To construct the agenda for all meetings as prescribed by the Bylaws.
- (e) To compile all supportive documentation needed at said meetings.
- (f) To be responsible for conducting the election process of GWTA members to the Board of Directors
- (g) To support and encourage effective, open and frequent communications among Board members.

The Chairperson shall be elected by a simple majority vote of the Board members present at the meeting and can be removed from the position for cause by the Board of Directors by a simple majority vote.

Upon election, the vacated seat on the Board of Directors shall be filled as prescribed by the Bylaws.

5.4 ELECTED DIRECTORS

There shall be elected from each region one (1) Director who shall reside within that region and from among Founder Life Members and Life Members one (1) Director. A term of office shall begin January 1, following the elections. For the purposes of these Bylaws, Regions A, C, E, and J shall elect their Director during even years and whose tenure shall begin January 1 of the next year; Regions B, D, F and H shall elect their Directors during odd years and whose tenure shall begin January 1 of the next year; one (1) Director representing the Life Founder Member shall be elected from and by all Life Memberships during odd year elections. These members shall be elected as follows:

A. REGIONAL MEMBER DIRECTOR

Any member living in the region desiring to run for this position may nominate himself or herself by submitting a completed nomination form to the principal office of the Association during the month of June of the year in which the election is to be held. Not later than September 1, the Chairperson of the Board shall distribute to those entitled to vote the names of the candidates, such information as may be appropriate, and a ballot. All ballots must be returned not later than October 15. The candidate receiving the largest number of votes shall be elected.

B. FOUNDER LIFE MEMBER DIRECTOR

Any Founder Life Member desiring to run for this position may nominate himself or herself by submitting a completed application form to the principal office of the Association during the month of June of the year in which the election is to be held. Not later than September 1, the Chairperson of the Board shall distribute to all Founder Life Members and Life Members the names of the candidates, such information as may be appropriate, and a ballot. All ballots must be returned not later than October 15. The candidate receiving the largest number of votes shall be elected.

5.5 APPOINTED DIRECTOR

All Appointed Directors shall serve at the recommendation of the Chairperson of the Board and appointment of the entire Board of Directors. All Appointed Directors shall hold advisory positions to the Board without voting privileges and cannot hold the position of Chairman of the Board. Although it is desirable, it is not necessary for the appointed member of the Board of Directors to be a member of GWTA.

Appointed Directors to serve four (4) years with additional terms at the discretion of the Board.

A. At least one Appointed Director shall be an accountant or financial planning specialist. This Director may neither provide, nor contract with GWTA for the provision of any accounting, auditing, or similar professional service for compensation while serving as a Director.

B. At least one Appointed Director shall be a licensed attorney. The Director may not represent or contract with GWTA, for any legal or other professional service to GWTA for compensation while serving as a Director.

5.6 REGULAR MEETINGS

A regular Board meeting shall be held at least once a year at the time and place designated by the Chairperson of the Board. By resolution, the Board may provide the time and place, either within or without the State of Indiana, for additional regular meetings without other notice than such resolution. Other than the annual meeting, the Board may meet by telephone conference call.

5.7 SPECIAL MEETINGS

Special Board Meetings may be called by or at the special request of the Chairperson of the Board or any five (5) Elected Directors. The person or persons authorized to call special meetings may fix any place for holding any special Board meetings called by them. Unless otherwise consented by the requesting Directors, the Special Meeting will be convened within forty-five (45) days of the day the Chairperson of the Board is advised of the request. The Board may meet by telephone conference call.

5.8 NOTICE

Written notice of each special Board meeting shall be delivered personally, telegraphed or mailed to each Director at their address at least thirty (30) days before the meeting. If such notice is mailed, it shall be deemed to be delivered when deposited in the United States mail properly addressed, with postage prepaid. If the notice is telegraphed, it shall be deemed to be delivered when the content of the telegram is delivered to the Telegraph Company. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

5.9 QUORUM

A majority of the Elected Directors shall constitute a quorum for the transaction of business at any Board meeting but, if less than such majority be present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

5.10 MANNER OF ACTING

The act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board.

5.11 VACANCIES

Any vacancy on the Board of Directors that spans more than one year shall be filled by a special election within the region the vacancy occurs. The Elected Director shall serve only for the duration of the vacated seat. If the term of the vacated seat is less than one year, that vacancy shall be filled by Board appointment.

5.12 REMOVAL OF DIRECTORS

A petition stating cause signed by ten percent (10%) of membership eligible to vote for the Director must be submitted to the Board of Directors. The Board of Directors is obligated to vote to retain or remove that said Director. An affirmative two-third (2/3rd) vote of the remaining Board of Directors will remove that said Director. The Petitioner will be notified of the Board's action.

5.13 COMPENSATION

By Board resolution, Directors may be paid their expenses, if any, for attendance at each Board or committee of the Board meeting. No member of the Board shall serve the Association in any other capacity and receive compensation therefore, except as Chairperson of the Board.

5.14 PRESUMPTION OF ASSENT

A Director of the Association present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent is entered in the minutes of the meeting or unless he files his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or unless he forwards such dissent by certified mail to the Chairperson of the Board of the Association immediately after adjournment of the meeting. A Director who voted in favor of such action may not dissent.

5.15 ACTION BY DIRECTORS WITHOUT A MEETING

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action to be taken is signed by each of the Directors. Any such written consent shall be inserted in the minute book as if it were the minutes of the Board meeting.

5.16 PARTICIPATION AT THE BOARD MEETING

The Board members and GWTA members of their households shall have the right to be present and participate at Board meetings,

except for those items which personally affect them. Only the duly elected Board members shall have the right to vote on any issue. The Board may, by resolution, approve the reimbursement of expenses of such GWTA household members attending a Board meeting. Any member of the Association may attend Board Meetings.

5.17 LIMITATIONS ON POSITIONS

No member of the Board or a member of their household shall hold any other office in the Association.

5.18 AUDIT COMMITTEE

The yearly financial statement shall be reviewed by a Certified Public Accountant Firm. The CPA firm shall be selected by the Executive Director with approval of the Board. A copy of this review shall be presented along with the financial statement to the Board for final approval. The appointed Financial Advisor on the Board will be provided with copies of both reports in advance, so that he could analyze said reports for the Board. After this report is accepted by the Board, it will be made available to the Association members annually through their publication.

5.19 EXECUTIVE SESSIONS

Paragraph deleted completely in Meeting Minutes of March 28, 2003.

**ARTICLE VI
CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

6.1 CONTRACTS

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

6.2 LOANS

No loans shall be contracted on behalf of the Association and no evidences of debt shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

6.3 LOANS TO OFFICERS AND DIRECTORS

No loans shall be made by the Association to its officers or Directors.

6.4 CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money or notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents, of the Association and in such manner as is from time to time determined by resolution of the Board.

6.5 DEPOSITS

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board may select.

**ARTICLE VII
FISCAL YEAR**

The fiscal year of the Association shall end on December 31, or at such other time as designated by the Board.

**ARTICLE VIII
WAIVER OF NOTICE**

Whenever any notice is required to be given to any Director of the Association under the provisions of these BYLAWS or under

the provisions of the Articles of Incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX INDEMNIFICATION

To the full extent permitted by the law, the Association shall indemnify any person who was or is a party, or is threatened to be made a party, to any civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the right of the Association or otherwise) by reason of the fact that he is or was a Director or officer of the Association, or is or was serving at the request of the Association as a Director or officer of another association, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding; and the Board of Directors may, at any time, approve indemnification of any other person which the Association has the power to indemnify to the maximum extent authorized under appropriate law. The indemnification provided by this section shall not be deemed exclusive of any other rights of which a person may be entitled as a matter of law or by contract.

ARTICLE X EXECUTIVE DIRECTOR

The Executive Director shall be appointed by and be accountable to the Board of Directors. The Executive Director shall be the Chief Executive Officer in the Association. It is the responsibility of the Executive Director to see that the Association achieves its missions, meets its financial objectives and develops an effective format for operations.

Working with the Board, the Executive Director develops the missions of the Association within the parameters outlined in the Position Description developed and approved by the Board of Directors.

The Executive Director may be removed for cause by the Board but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

A vacancy in this office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board.

ARTICLE XI CUSTODY OF FUNDS

All officers, agents, and employees having custody or control of Association funds are accountable for those funds and shall make periodic reports concerning those funds. Bonding claims to recover loss of membership funds must have proof of loss.

Association funds are monies derived from national office to support operations.

Membership funds are all other monies earned by the membership for the betterment of the Association.

ARTICLE XII CONFLICT OF INTEREST

No Director, officer, employee or agent of the Association shall take advantage of his or her position to gain personally or financially by virtue of that position or to acquire assets that should belong to the Association. Assets that should belong to the Association include proprietary information, membership lists, accounting information and items that are eligible for copyright, patent or service mark protection. This provision is not meant to apply to waiver of registration fees or the reimbursement of expenses for attending events or meetings.

ARTICLE XIII AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Board at any regular or special meeting of the Board. Any amendments made to the Bylaws must carry a two-thirds vote of the Board members present.

Amendments to these Bylaws may be proposed by any member. The member seeking the change shall draft the proposed amendment together with a statement setting forth the problem that he is attempting to resolve and how the proposal will solve the problem. The member shall submit it together with twenty-five (25) signatures from at least five (5) different chapters, to the member of the Board of Directors from that region who must bring the proposal to the next meeting of the Board of Directors. The proponent of the amendment shall be notified of the date, time, and place of the Board meeting and shall have the opportunity to be heard on the proposal.

ARTICLE XIV TRANSITION

Article XIV Deleted completely in the August 20, 1990 re-issue of organization Bylaws.

ARTICLE XV DISSOLUTION

In the event of the termination of its operations, the winding up of its affairs and the dissolution of the Association, the net assets of the Association, after payment or reserve for all outstanding debts and liabilities, shall be distributed to one or more religious, charitable or educational organizations as described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XVI ASSOCIATION PUBLICATION NOTICE(S)

The Association periodically publishes a magazine known as "Touring News" and distributes such publication to its members in normal operations. Such publication is a major source of communicating with the membership and serves as an invaluable aid in maintaining contact, disseminating information and governance of the Association and its members. The cost of publishing such magazine requires the application of a major portion of the member's dues and the Association, shall from time to time, acknowledge the actual cost of its publication and recognize the need to provide for such costs. Accordingly, the Association hereby acknowledges that \$29 per year for monthly issues of Touring News of the dues of each membership is required to cover the gross costs of publishing and that the same shall be periodically applied for such purpose as such dues are received.