

**BYLAWS  
OF  
DEAF BIKERS OF AMERICA FOUNDATION, INC.**

**Article I  
Purposes**

**Section 1.01 Purposes.** These Bylaws are adopted for the governance of the Deaf Bikers of America Foundation, Inc., a South Dakota nonprofit corporation (herein referred to as the "Corporation"). The Corporation shall have the right to do and accomplish all things and engage in all lawful transactions that a nonprofit corporation organized under the laws of the State of South Dakota might do, accomplish, or engage in under the South Dakota Nonprofit Corporation Act, South Dakota Codified Laws, Chapters 47-22 through 47-28 as may from time to time be amended, supplemented or succeeded (the "Act"), specifically including the powers listed in SDCL 47-22-52 through 47-22-68.9, subject to the restrictions, qualifications and limitations set forth in the Articles of Incorporation and these Bylaws. In furtherance of the foregoing, this Corporation is authorized, but is not limited, to do the following:

- (a) To contribute to, support, benefit, operate in connection with, and enhance the tax-exempt programs and mission of the Corporation so long as the Corporation qualifies as an organization described in Section 501(c)(3) of the Internal Revenue Code, title 26, and other such organizations that serve and benefit the deaf bikers community that are exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code.
- (b) To receive from any person, firm, foundation, corporation, or government agency, property which will constitute the endowment funds of the Corporation or which gifts, bequest, or otherwise is dedicated to the Corporation; to own, hold, manage, invest, and reinvest all such property received by it; to use and apply the net income and principal of all such property in such a manner and at such times as the Corporation may deem best for the use or benefit of the Corporation and other such organizations that serve and benefit the deaf bikers community that are exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code.
- (c) To undertake all activities lawfully open to nonprofit corporations organized under the South Dakota Nonprofit Corporations Act, subject to any restrictions or conditions stated elsewhere in these Bylaws, to the extent such activities may be conducted by organizations organized and operated exclusively for charitable, educational, and scientific purposes as described in Section 501(c)(3) of the Internal Revenue Code.
- (d) To do everything necessary, proper, advisable, and convenient for the accomplishment of the purposes set forth above, and to do all other things incidental thereto or connect therewith which are not forbidden by the Internal Revenue Code, the South Dakota Nonprofit Corporations Act, and these Bylaws.



**Section 1.02 Mission.** The mission of the Corporation is to educate the community and advocate for the benefit of deaf bikers through charitable donations and the hosting and sponsoring of educational events and programs.

## **Article II**

**Section 2.01 No Corporate Seal.** The Corporation shall not have a corporate seal.

## **Article III**

### **Offices of the Corporation**

**Section 3.01 Principal Office.** The principal office of the Corporation in the State of South Dakota shall be located at 102 N Krohn Place, Sioux Falls, South Dakota 57103. The Board of Directors may change the principal office from time to time. The Corporation may have such other offices, either within or without the State of South Dakota, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

**Section 3.02 Registered Office.** The registered office of the Corporation in the State of South Dakota may be, but need not be, identical with the principal office in the State of South Dakota, and the Board of Directors may change the address of the registered office from time to time. The registered office of this corporation is located at 102 N Krohn Place, Sioux Falls, South Dakota, 57103, and the registered agent at such address is Benjamin J. Soukup.

## **Article IV**

### **Board of Directors**

**Section 4.01 General Powers.** The Corporation shall be managed under the direction of a governing board of Directors (the "Board of Directors"), which shall be vested with all powers, privileges and rights of a governing board under the Act, and shall have final authority to establish and resolve all matters and questions of policy.

**Section 4.02 Number and Tenure.** The number of Directors shall be not less than five (5) and no greater than seven (7). A Director shall hold office for five (5) years, unless the Board of Directors approves longer or shorter terms for the Directors. Each Director shall hold office until the next annual meeting of the Director's final term year and until his or her successor shall have been elected and qualified. The number of Directors may be increased or decreased from time to time by amendment to these Bylaws.

**Section 4.03 Reserved.**

**Section 4.04 Director Qualifications.** The Directors of the Board of Directors shall be deaf or hard of hearing bikers.

**Section 4.05 Election of Directors.**

- (a) A majority of the Directors of the Board of Directors shall be appointed by the Board of Directors of the Corporation.



- (b) All newly elected Board of Directors members shall be seated at the regular meeting and shall be participating members thereafter. Retiring Directors shall continue to serve until their replacements are elected.

**Section 4.06 Removal of Directors.** Any Director or Directors of the Corporation may be removed from office, with or without cause, and for any reason, as decided upon by the affirmative vote of at least two-thirds (2/3) of the other members of the Board of Directors at any regular or special meeting specifically called for such purpose, provided that such Director is notified by registered letter at least fourteen (14) days prior to such Board of Directors action and such Director is provided an opportunity for a hearing before the Board of Directors prior to such vote.

**Section 4.07 Resignation.** A Director may resign at any time by giving written notice to the Corporation. The resignation is effective without acceptance when the notice is given to the Corporation, unless a later effective time is specified in the notice. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

**Section 4.08 Vacancies.** Vacancies on the Board of Directors, including vacancies created by an increase in the number of Directors or from removal or resignation of a Director, shall be filled by the affirmative vote of a majority of the members of the Board of Directors at any regular or special meeting specifically called for such purpose.

**Section 4.09 Power to Amend Bylaws.** The Board of Directors, by majority vote, shall have the power to amend the Bylaws of the Corporation.

**Section 4.10 Compensation.** The Board of Directors shall not receive compensation for their services. By resolution of the Board of Directors, the Corporation may pay Directors' expenses, if any, of attendance at each meeting of the Board of Directors. No such payment shall preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor; provided that each specific service and the rate of compensation therefor shall be approved by the other members of the Board of Directors in each instance, provided such compensation is not prohibited under the Act.

**Section 4.11 Right of Inspection.** Each Director shall have the right at any reasonable time to inspect the Corporation's books, records and financial statements, provided that such books, records and financial statements must be used for a proper purpose.

**Section 4.12 Immunity of Officers and Directors.** No Director, trustee, or Officer serving without compensation, other than reimbursement for actual expenses, of any corporation organized under this chapter or under similar laws of another state, and which is exempt from taxation pursuant to Section 501(a) of the Internal Revenue Code is liable, and no cause of action may be brought, for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such Director, trustee, or Officer while acting in an official capacity as such Director, or Officer, unless the act or omission involved willful or wanton



misconduct. The Directors, Officers, and employees of the corporation shall not be liable for the corporation's obligations.

**Section 4.13 Informal Action by Directors.** Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

## **Article V** **Meetings**

**Section 5.01 Regular Meetings.** The Board of Directors shall meet at such times and in such places as may be determined by the President, upon written notice of the hour, date and place of meetings to each Director not less than five (5) days prior to the meeting date, provided that at least ten (10) days prior notice shall be given of annual meetings. Notice shall be given in accordance with the provisions of Section 4.09.

**Section 5.02 Special Meetings.** The President or any two (2) Directors may call a special meeting of the Board of Directors by providing written notice of the hour, date and place of the meeting in accordance with the provisions of Section 4.09.

**Section 5.03 Annual Meetings.** One of the regular meetings of the Board of Directors described above in Section 4.01 shall be designated as the Annual Meeting for the purposes of organization, election of Officers, and the transaction of other business.

**Section 5.04 Voting.** At any meeting of the Board of Directors, each Director present at such meeting shall have one (1) vote on any matter. Voting by proxy shall not be permitted.

**Section 5.05 Action by Written Consent.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by each and every member of the Board of Directors entitled to vote with respect to the subject matter thereof, which consent shall have the same force and effect as a unanimous vote. A writing may be received by the Corporation by electronically transmitted facsimile or other form of wire or wireless communication providing the Corporation with a complete copy of the document, including a copy of the signature on the document. The action is effective when the last writing necessary to effect the action is received by the Corporation, unless the writing describing the action taken sets forth a different effective date. Any Director who has signed a writing pursuant to this Section may revoke the writing by a writing signed and dated by the Director: (a) describing the action, and (b) stating that the Director's prior vote with respect to the writing is revoked. Such revocation, to be effective, must be received by the Corporation before the last writing necessary to effect the action is received by the Corporation.

**Section 5.06 Meetings by Remote Communication.** Directors may participate in a meeting by video conference.

**Section 5.07 Quorum.** A majority of the Directors shall constitute a quorum for the transaction of business of the Board of Directors, but a lesser number may adjourn from time to



time without notice other than an announcement of a lack of a quorum at the meeting, until a quorum shall attend.

**Section 5.08 Notice.** Notice of any regular or special meeting shall be given at least five (5) days prior thereto by written notice delivered personally, or delivered by confirmed air courier, telegram, facsimile transmission ("fax"), electronic mail, or first-class mail, to each Director at such Director's home or business address, provided that at least ten (10) days' notice shall be given of annual meetings. If sent by confirmed air courier, telegram, mail, or electronic mail, such notice shall be deemed to be given two (2) days subsequent to when delivered to the air courier or telegraph company or deposited in a first-class postage-prepaid envelope in the United States mail addressed to such Director's home or business address. If notice is hand delivered or given by fax or electronic mail, such notice shall be deemed to be given upon the date it is actually received by the addressee.

**Section 5.09 Manner of Acting.** Unless otherwise specified in these Bylaws or in the Articles of Incorporation, the act of a majority of the Directors present at a meeting at which a quorum is present shall constitute the act of the Board of Directors.

**Section 5.10 Presumption of Assent.** A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. No Director may dissent regarding an action for which the Director voted in favor.

## **Article VI** **Officers**

**Section 6.01 Number.** The executive Officers of the Corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, and a Treasurer, each of whom shall be selected by the Board of Directors and each of whom shall be members of the Board of Directors. Such other Officers and assistant Officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors. The Board of Directors may delegate to any Officer of the Corporation the power to appoint, remove, and prescribe the duties of such other Officers, assistant Officers, agents, and employees.

**Section 6.02 Election and Term of Office.** Each Officer shall take office at the meeting and shall serve for a term of one (1) year. If the election of Officers shall not be held at such meeting, or if such meeting is not held, such election shall be held as soon thereafter as conveniently may be. The appointment of an Officer shall not itself create any contract rights with the Corporation.

**Section 6.03 Removal.** Any Officer, assistant, agent, or employee may be removed by the Board of Directors, with or without cause, at any time, whenever in the Board of Directors' judgment the best interest of the Corporation will be served thereby. Such action requires the



approval of two-thirds of the Board of Directors present at the meeting; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 6.04 Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

**Section 6.05 President.** The President shall preside at all meetings of the Board of Directors. The President is authorized to execute approved contracts on behalf of the Corporation.

**Section 6.06 Vice-President.** In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to such Officer by the President or the Board of Directors.

**Section 6.07 Secretary.** The Secretary shall be responsible for keeping the minutes of the meetings of the Corporation and distributing copies of said minutes to all current Directors at least one week prior to the next meeting. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws; and in general, perform all duties incident to the office of Secretary.

**Section 6.08 Treasurer.** The Treasurer shall have custody of all corporate funds and securities and shall keep in books belonging to the Corporation full and accurate accounts of all receipts and disbursements; and shall deposit all moneys, securities, and other valuable effects in the name of the Corporation in such depositories as may be designated for that purpose by the Board of Directors. The Treasurer shall disburse such funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Directors at the regular meetings of the Board of Directors and whenever requested by them an account of all of the transactions of the Treasurer, and of the financial condition of the Corporation.

**Section 6.09 Compensation.** Unless agreed to by a 2/3 vote of the Board of Directors, Officers of the Corporation shall not be compensated.

**Section 6.10 No Contract Rights.** The election or appointment of a person as an Officer or agent does not, of itself, create contract rights. The Corporation may enter into a contract with an Officer or agent for a period if, in the Board of Directors' judgment, the contract would be in the best interests of the Corporation. The fact that the contract may be for a term longer than the terms of the Directors who authorized or approved the contract does not make the contract void or voidable.

## **Article VII**

### **Limitation of Authority**

No action by any employee, Director or Officer shall be binding upon, or constitute an expression of, the policy of the Corporation until it shall be approved or ratified by the Board of Directors. No employee, Director or Officer shall represent himself/herself (implicitly or



explicitly) as speaking for the Corporation in a public forum without explicit approval by the Board of Directors. Violation of this rule shall be grounds for dismissal, termination or expulsion from the Corporation by a majority vote of the Board of Directors.

**Article VIII**  
**Standard of Care and Dealing With Other**  
**Corporations and Organizations**

**Section 8.01 Responsibility of Officers and Directors.** It is the responsibility of each Officer and Director of this corporation to discharge his or her duties as a Director in good faith, in a manner the person reasonably believes to be in the best interests of this corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

**Section 8.02 Interested Officers or Directors.** The corporation shall not engage in any act of self-dealing which would give rise to any liability for the tax imposed by section 4941(a) of the Internal Revenue Code. Self-dealing shall have the meaning as defined in section 4941(d) of the Internal Revenue Code.

**Article IX**  
**Execution of Instruments**

**Section 9.01 Checks, Drafts, etc.** All checks, drafts, and orders for payment of money, and notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the President or such Officer or Officers, or agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 9.02 Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans shall be made by the Corporation to any of its Directors or Officers.

**Section 9.03 Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 9.04 Contracts.** The President may execute approved contracts on behalf of the Corporation. The Board of Directors may authorize any Officer or Officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 9.05 Expenses.** The Board of Directors shall pay all expenses of the Corporation, including, but not limited to custodian, investment, management and accounting fees and charges first from income (if available), and if not, from the principal assets of the Corporation.

**Section 9.06 Conflicts of Interest and Procurement.** The Directors and Officers of the Corporation shall have no undisclosed economic interest in the process of securing contracts. If any person who is a Director or Officer of the Corporation is aware that the Corporation is about



to enter into any business transaction directly or indirectly with himself, any member of his family, or any entity in which he has any legal, equitable or fiduciary interest or position, including without limitation as a trustee, Officer, shareholder, partner, beneficiary or trustee, such person shall: (a) immediately inform those charged with approving the transaction on behalf of the Corporation of his interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within his knowledge that bear on the advisability of such transaction from the standpoint of the Corporation, and (c) not be entitled to vote on the decision to enter into such transaction. In all cases, Corporation transactions with any Director or Officer or any entities as described above is to be avoided unless absolutely necessary. All Directors and Officers of the Corporation shall comply with the Conflicts of Interest Policy adopted by the Corporation from time to time.

## **Article X**

### **Indemnification**

**Section 10.01 Indemnification of Directors and Corporation Agents.** The Corporation hereby declares that any person who serves at its request as a Director, Officer, employee, or President shall be deemed the Corporation's agent for the purposes of this Article and to the extent allowed by law, shall be indemnified by the Corporation against expenses (including attorney's fees), judgment, fines, excise taxes, and amounts paid in settlement actually and reasonably incurred by such person who was or is a party or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative by reason of such service, provided such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation and, with respect to any criminal action or proceedings, had no reasonable cause to believe his or her conduct was unlawful. Except as provided in Section 10.03. below, termination of such action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create either a presumption that such person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Corporation or, with respect to any criminal action or proceeding, a presumption that such person had reasonable cause to believe that his conduct was unlawful.

**Section 10.02 Indemnification Against Liability to the Corporation.** No indemnification shall be made with respect to any claim, issue, or matter as to which a person covered by Section 10.01. shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Corporation unless and only to the extent that the court in which such action, suit, or proceeding was brought shall determine upon application that, despite the adjudication of the liability, but in view of all the circumstances of a case, such person is fairly and reasonably entitled to indemnification for such expenses which such court deems proper.

**Section 10.03 Indemnification of Criminal Actions.** No indemnification shall be made in respect of any criminal action or proceeding as to which a person covered in Section 10.01. shall have been adjudged to be guilty unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application that, despite the adjudication of guilt, but in view of all the circumstances of the case, such person is entitled to indemnification for such expenses, or fines which such court shall deem proper.



**Section 10.04 Period of Indemnification.** Any indemnification pursuant to this Article shall: (a) be applicable to acts or omissions which occurred prior to the adoption of this Article, and (b) continue as to any indemnified party who has ceased to be a Director, Officer, employee, or agent of the Corporation and shall inure to the benefit of the heirs and personal representatives of such indemnified party. The repeal or amendment of all or any portion of these Bylaws which would have the effect of limiting, qualifying, restricting any of the powers or rights of indemnification provided or permitted in this Article shall not solely by reason of such repeal or amendment, eliminate, restrict, or otherwise affect the right or power of the Corporation to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omissions which occurred prior to such repeal or amendment.

**Section 10.05 Advances of Costs and Expenses.** The Corporation may pay costs and expenses incurred by a Director, Officer, employee or agent in defending a civil or criminal action, suit or proceeding, in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the person that he or she shall repay the amount advanced if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized by these Bylaws.

**Section 10.06 Manner of Determining Indemnification.** Any indemnification under Section 10.01. unless ordered by a court shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Section 10.01. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect to, such claim, action, suit or proceeding. If such a quorum is not obtainable, or even if obtainable and a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

**Section 10.07 Personal Liabilities of Directors and Officers.** No Director or Officer of the Corporation shall be personally liable to the Corporation for civil claims arising from acts or omissions made in the performance of his or her duties as a Director or Officer, unless the acts or omissions are the result of his or her fraud, or malicious or willful misconduct, or the illegal use of alcohol or a controlled substance.

## **Article XI**

### **Finances; Accounting Records; Annual Report**

**Section 11.01 Receipt of Gifts.** The Corporation shall receive all monies, other property, or both monies and properties, transferred to it for the purposes for which the Corporation was formed. However, nothing contained herein shall require the Board of Directors to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of the money or property is contrary to the expressed purposes of the Corporation as stated in these Bylaws.

**Section 11.02 Funds.** All money paid to the Corporation shall be placed in a restricted fund or the general operating fund according to Board of Directors approval.



**Section 11.03 Disbursements.** The Corporation shall hold, manage, and disburse any funds or properties received by it from any source in a manner that is consistent with the express purposes of this Corporation. Upon approval of the budget, the President is authorized to approve disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors.

**Section 11.04 Fiscal Year.** The fiscal year of the Corporation shall begin on January 1 and close on December 31 of each year.

**Section 11.05 Budget.** The President shall compile a budget of estimated expenses for the coming year and submit it to the Board of Directors for approval by the Board of Directors.

**Section 11.06 Bonding.** If designated by a majority vote of the Board of Directors, the President and such other Officers and staff as the Board of Directors may designate by majority vote shall be bonded by a sufficient fidelity bond in an amount set by the Board of Directors and paid for by the Corporation.

**Section 11.07 Accounting Records.** The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors.

**Section 11.08 Annual Report.** The Corporation shall furnish to the Board of Directors and to the donors of the Corporation within sixty (60) days of the date that the Form 990 is filed a written report of the activities and the receipts and disbursements of funds of the Corporation during such tax year.

## **Article XII**

### **Waiver of Notice**

**Section 12.01 Waiver of Notice.** Whenever any notice is required to be given under the provisions of the South Dakota Nonprofit Corporation Act or under the provisions of the articles of incorporation or these Bylaws of the corporation, 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 XIII**

### **Prohibition Against Sharing Corporate Earnings**

**Section 13.01 No Distribution of Corporate Earnings to Private Individuals.** No Director, Officer or employee of or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

**Section 13.02 Distribution of Assets Upon Dissolution of the Corporation.** All Directors of the Corporation shall be deemed to have expressly consented and agreed that upon such



dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

#### **Article XIV** **Exempt Activities**

Notwithstanding any other provision of these Bylaws, no Director, Officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations promulgated thereunder as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

#### **Article XV** **Parliamentary Authority**

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Bylaws of the Corporation or with an explicit majority vote on the matter by the Board of Directors.

#### **Article XVI** **Dissolution**

**Section 16.01 Authorization Requirement.** The dissolution of the corporation shall be authorized at a meeting of the Board of Directors upon the adoption of a resolution to dissolve by the vote of a majority of the Board of Directors.

**Section 16.02 Transfer of Assets.** Assets of the corporation subject to limitations permitting their use only for charitable, religious, benevolent, education or similar purposes, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred to one or more exempt domestic or foreign corporations, societies or organizations engaged in charitable activities substantially similar to those of the dissolving corporation.

**Section 16.03 Distribution Plan.** The corporation shall adopt a plan of distribution at a meeting upon receiving the vote of a majority of the Directors.

#### **Article XVII** **Amendment of Bylaws**

These Bylaws may be amended, altered, changed, added to or repealed by an affirmative vote of a majority of the Board of Directors at any regular or special meeting of the Board of Directors.



Provided, however, that no such action shall be taken that would adversely affect the qualification of the Corporation as an organization that is exempt from Federal income taxation under the Internal Revenue Code Section 501(a) or an organization described in section 501(c)(3), contributions to which are deductible under Internal Revenue Code Sections 170(c)(2), 2055(a)(2) and 2522(a)(2).

## **Article XVIII**

### **Immunity**

**Section 18.01 Immunity.** Any volunteer of a nonprofit corporation shall be immune from civil liability in any action brought in any court in this state on the basis of any act or omission resulting in damage or injury if the individual was acting in good faith and within the scope of such individual's official functions and duties for the nonprofit corporation and the damage or injury was not caused by gross negligence or willful and wanton conduct by such individual.

**Section 18.02 Waiver of Immunity.** To the extent that the nonprofit corporation participate purchases liability insurance and to the extent that coverage is afforded thereunder, the immunity provided in Section 18.01 is deemed to have been waived and may not be raised as an affirmative defense. This section does not apply to a volunteer serving as a Director or Officer.

## **Article XIX**

### **Conflicts; Construction**

Any discrepancies or conflicts between the provisions of the Articles of Incorporation, and Bylaws shall, unless otherwise provided, be resolved by giving priority first to the Articles of Incorporation, and second to the Bylaws.



### SECRETARY'S CERTIFICATE

I, the undersigned, being the Secretary of Deaf Bikers of America Foundation, Inc., a South Dakota nonprofit corporation, do hereby certify the foregoing to be the Bylaws of such corporation, as adopted by written consent of its Board of Directors, dated effective the 1<sup>st</sup> day of October, 2017.

Robert Bailey  
Robert L. Bailey Secretary  
Name



**DEAF BIKERS OF AMERICA FOUNDATION, INC.**  
**Roles and Responsibilities Summary**

Title	Roles and Responsibilities
<b>President</b>	<ul style="list-style-type: none"> <li>•</li> <li>• Determines the date, time and place of regular meetings of the Board of Directors</li> <li>• Presides at meetings of the Board of Directors</li> <li>• Presents a report of the condition of the business of the Corporation at the annual meeting of the Board of Directors</li> <li>• Executes approved contracts and other instruments on behalf of the Corporation</li> <li>• Signs checks for the Corporation</li> <li>• Subject to the control of the Board of Directors, generally supervises and controls all the business and affairs of the Corporation</li> </ul>
<b>Vice President</b>	<ul style="list-style-type: none"> <li>• Performs roles of the President in its absence</li> </ul>
<b>Treasurer</b>	<ul style="list-style-type: none"> <li>• Keeps custody corporate funds and securities</li> <li>• Maintains accounts of all receipts and disbursements</li> <li>• Deposits all moneys in Corporation's depositories</li> <li>• Makes disbursements authorized by the Board of Directors</li> <li>• Renders accounting to Board of Directors</li> </ul>
<b>Secretary</b>	<ul style="list-style-type: none"> <li>• Keeps the minutes of Board of Directors meetings</li> <li>• Give proper notices in accordance Bylaws or as required by law</li> <li>• Acts as custodian of the corporate records</li> </ul>