

BYLAWS
GOLD WING TOURING ASSOCIATION OF NORTH AMERICA¹, INC.
(effective January 1, 2008)

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 social¹ 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 ¹ County of Marion, State of Indiana.¹ The Association shall have such other offices, either within or without the State of Indiana¹, 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)¹ 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.¹ The rights and duties of each of¹ 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 one¹ 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.^{1 1}

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

A Very Special Person (V.S.P.) Membership will be available upon application to^{1 1 1} the State¹ 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.¹

E. BUSINESS MEMBERSHIP¹

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 Association¹

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.¹ 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.¹ Participants in this program will be known as "Chapter Affiliates".¹ Any individual who chooses to participate in the program will receive all the benefits of GWTA membership, including voting for the Board of Directors,¹ with the exception of¹ serving on the Board of Directors, or the right to hold office above the level of¹ State/Provincial¹ Director.^{1 1 1 1} A non-motorcycle owner may not hold office above the level of Assistant Chapter Director.¹

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 Board¹ ten (10)^{1 1 1} 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 for¹three (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.²

5.3 CHAIRPERSON OF THE BOARD²

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 Founder² Life Members and Life Members² one (1)² Director. A term of office shall begin January 1, following the elections. ²For the purposes of these Bylaws, Regions A, C, E,² 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 elected² from and by^{2 2 2} all Life Memberships during odd year elections^{2 2}. These members shall be elected as follows:

A. REGIONAL MEMBER² 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 Board² 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. LIFE MEMBER DIRECTOR

Any 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 Board² shall distribute to all Life Members² 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 Board² 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.² 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.²

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 licensed² 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 Board².² By resolution, the Board may provide the time and place, either within or without the State of Indiana^{2 2 2}, 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 Board² or any five (5) Elected Directors. The person or persons authorized to call special meetings may fix any place for holding any special Board² meetings called by them. Unless otherwise consented² by the requesting Directors, the Special Meeting will be convened within forty-five² (45) days of the day the Chairperson of the Board² is advised of the request. The Board² may² 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)² 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 transacted² 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 percent² (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)² 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 as² Chairperson of the Board².

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 Board² 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 elected² 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

No² 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 Advisor² on the Board will be provided with copies of both reports in advance, so that he could analyze said reports for the Board.² After this² report is accepted by the Board, it will be made available to the Association members annually through their publication.

5.19 EXECUTIVE SESSIONS^{2 2}

**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 debt² 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 Directors². The Executive Director shall be the Chief Executive Officer in the Association². It is the responsibility of the Executive Director to see² 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 parameters² outlined in the Position Description developed and approved by the Board of Directors.²

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 Association² funds² 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, patent² 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 XIII²

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.²

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 the² 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.^{2 2} 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

DISSOLUTION²

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)²

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 ³ \$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.

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- ¹ Organization name change. Ref. "Meeting Minutes", pg 61
- ² Word deleted January 19, 1991 ".../fraternal..." Ref. "Meeting Minutes", pg 100
- ³ Deleted January 13, 2001 "...City of Speedway ..." Ref. "Meeting Minutes", pg 209
- ⁴ Location change, January 17, 1993 from "...City of Mesa, County of Maricopa, State of Arizona..." to "...City of Speedway, County of Marion, State of Indiana...". Ref. "Meeting Minutes", pg 160
- ⁵ Ibid., "...State of Indiana..." Ref. "Meeting Minutes", pg 160
- ⁶ Classes changed from "...four (4)..." to "...five (5)..." Ref. "Meeting Minutes", Pg 120
- ⁷ Section added January 14, 1995 "...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..." Ref. "Meeting Minutes", Pg 172
- ⁸ Word added "...of..."
- ⁹ Deleted "...household..."
- ¹⁰ Sentence added January 16, 1994 "... If the 1000 memberships are not attained by December 31, 1994, this membership class will be closed after that date..." Ref. Meeting Minutes", pg 168 with added Ref to pg 166, Jan 15, 1994.
- ¹¹ Changed January 14, 1995 from "... If the 1000 memberships are not attained by December 31, 1994, this membership class will be closed after that date..." to "...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 which are presented as a recruiting award. This membership is not to be confused with the "Lifetime" regular individual membership which is presented as a recruiting award..." Ref. "Meeting Minutes", pg 172
- ¹² Word deleted "as "
- ¹³ Deleted January 17, 1993 "... and approval by, the Board of Directors. Terms and conditions of each such membership will be..." and "...determined by the Board of Directors..." Ref. "Meeting Minutes", pg 160

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- ¹⁴ Deleted from Nov 87 By-Laws “*The Board shall set by resolution the procedures for approval of applications that do not require the waiver of dues and fees.*” Ref. “Meeting Minutes”, pg 22
- ¹⁵ Changed January 15, 1994 from “*...Regional...*” to “*...State...*” Ref. “Meeting Minutes”, pg 166
- ¹⁶ Words added January 17, 1993 “*...the Regional 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...*” Ref. “Meeting Minutes”, pg 160
- ¹⁷ Addition of total section “*BUSINESS MEMBERSHIP*” in September 23, 1991 By-Laws. Ref. “Meeting Minutes”, pp 119-120
- ¹⁸ Deleted from Nov87 By-Laws “*...and/or any of its members...*” Ref. “Meeting Minutes”, pg 22
- ¹⁹ Added January 15 1994 “*...and non-motorcycle owners...*” Ref. “Meeting Minutes”, pg 166
- ²⁰ Added January 14, 1995 “*...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...*” Ref. “Meeting Minutes”, Pg 172
- ²¹ Removed sentences March 28, 2003 “*...Upon recommendation of the Chapter, the Chapter Director may invite such local persons to make application for the Chapter Affiliate Program. Chapter Affiliates will not exceed 30% of Chapter membership...*” Ref. “Meeting Minutes”, pg 228
- ²² Phrase added “*...including voting for the Board of Directors...*” Ref. “Meeting Minutes”, pg 74
- ²³ Deleted in January 19, 1991 “*...serving on the Board of Directors or ...*”
- ²⁴ Reinstated words Sept 23, 1991 that were deleted in January 19, 1991 “*...serving on the Board of Directors or ...*”
- ²⁵ Deleted “*...Assistant...*” January 16, 1993. Ref. “Meeting Minutes”, pg 159
- ²⁶ Changed from “*...Chapter...*” to “*...State/Provincial..*” Ref. “Meeting Minutes”, pg 228

²⁷ Phrase added “...on the Board of Directors or the right to hold office above the level of Assistant Chapter Director...” Ref. “Meeting Minutes”, pg 119

²⁸ Phrase deleted “...as officers and voting for a representative to the Board of Directors...” Ref. “Meeting Minutes”, pg 119

²⁹ Deleted from Nov87 by-Laws “...Chapter Affiliates must have the Chapter Director approve the renewal of their participation in this program on an annual basis. Chapter Affiliates must pay the prescribed dues...” Ref. “Meeting Minutes”, pg 119

³⁰ Deleted from Sep 23, 1991 “...without the express approval of the Executive Director, and without the right to serve on the Board of Directors.” after addition. (See Added January 19, 1991 footnote) Ref. “Meeting Minutes”, pg 119

³¹ Added January 19, 1991 “,...without the express approval of the Executive Director, and without the right to serve on the Board of Directors. ” Ref. “Meeting Minutes”, pg 101, 119

³² Added January 15, 1994, “...A non-motorcycle owner may not hold office above the level of Assistant Chapter Director...” Ref. “Meeting Minutes”, pg 166

³³ Title added “...Chairperson of the Board ...” Ref. “Meeting Minutes”, pg 74

³⁴ Changed January 16, 1993 from “...ten (10)...” To “...eleven (11)...” Ref. “Meeting Minutes”, pg 158

³⁵ Change from “...eleven (11)...” to “...twelve (12)...” Ref. “Meeting Minutes”, pg 185

³⁶ Removal of one (1) Founder Life Representative Board Seat, reducing to ten (10) seats. Ref. “Meeting Minutes”, pg 218

¹ Change from “...two (2)...” to “...three (3)...” years. Ref. “Meeting Minutes”, pg 246

³⁷ Added March 28, 2003 “... and must supply proof of ownership of an operable Gold Wing during tenure as an elected Board Member...” Ref. “Meeting Minutes”, pg 226

³⁸ Section 5.3 changed to Section 5.4 et seq. through 5.6; Section 5.3 “...Chairperson of the Board...” added en toto, August 20, 1990, changing January 1989 By-Laws. Ref. “Meeting Minutes”, pp 75-76

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- ³⁹ Word change January 19, 1991 “...founding...” to “...Founder...”
- ⁴⁰ Inclusion of “...Life Members...” in the Founder Life Class, for the purpose of voting for representation. Ref. “Meeting Minutes”, pg 228
- ⁴¹ Life Founder reduced from “...two (2)...” to “...one (1)...” seat. Ref. “Meeting Minutes”, pg 218
- ⁴² Section 5.4 changed Aug 20, 1990 - addition of all first paragraph from “...A term of office shall begin January 1 following the election,” to – “These members shall be elected as follows:”
- ⁴³ Region G merged into Regions F & H. Ref. “Meeting Minutes”, pg 208
- ⁴⁴ Deleted July 23, 1992 “... annually from the Life Members at large...” Ref. “Meeting Minutes” pg 147
- ⁴⁵ Words added January 18, 1997 “...and by...” Ref. “Meeting Minutes”, pg 184
- ⁴⁶ Sentence changed from “...the Life Membership in Region A, B and K during the odd year election and one (1) Director representing the Life founder Members shall be elected from and by the ... Region C, D, E, F, G, H and J during the even year election ...” to “... all Life Memberships during odd year elections ...”. Changes made at the March 18, 2004 Teleconference call. Ref. “Meeting Minutes”, pg 243 & pg 218
- ⁴⁷ Region K added, January 18, 1997 Ref. “Meeting Minutes”, pg 185
- ⁴⁸ Region K deleted March 28, 2003 Ref. “Meeting Minutes”, pg 227
- ⁴⁹ Added January 18, 1997, “...and by the Life Membership ...” Ref. “Meeting Minutes”, pg 184
- ⁵⁰ Added, July 23, 1991 “...from the Life Membership in Region A and B during the odd year election and one (1) Director representing the Life founder Members shall be elected from Region C, D, E, F, G, H and J during the even year election...” Ref. “Meeting Minutes”, pg 147
- ⁵¹ Word change Aug 20, 1990 from “BOARD” to “MEMBER”
- ⁵² Change in August 20, 1990 from “Executive Director” to “Chairperson of the Board” Ref. “Meeting Minutes”, pg 74

⁵³ Change in August 20, 1990 from “*Executive Director*” to “*Chairperson of the Board*” Ref. “Meeting Minutes”,
pg 74

⁵⁴ Added “...and Life Members...” March 28, 2003 to allow Life Members to vote for Founder Life Representation
Ref. “Meeting Minutes”, pg 228

⁵⁵ Change in August 20, 1990 from “*Executive Director*” to “*Chairperson of the Board*” Ref. “Meeting
Minutes”, pg 74

⁵⁶ Added in whole September 23, 1991 “*All Appointed Directors shall hold advisory positions to the Board without
voting privileges and cannot hold the position of Chairman of the Board.*” Ref. “Meeting Minutes”, pg 120

⁵⁷ Addition, January 15, 1994 “...Appointed Directors to serve four (4) years with additional terms at the discretion of the Board...” Ref.
“Meeting Minutes”, pg 167

⁵⁸ Changed January 13, 2001 from “...practicing...” to “...licensed...” Ref. “Meeting Minutes”, pg 209

⁵⁹ Change in August 20, 1990 from “*Executive Director*” to “*Chairperson of the Board*” Ref. “Meeting
Minutes”, pg 74

⁶⁰ Words deleted January 19, 1991 “...of the association...”

⁶¹ Changed Nov87By-Laws & Jul88 BOD Mtg “*From Arizona to Indiana*” Ref. “Meeting Minutes”, pp 19, 24

⁶² Location changed in By-Law of August 20, 1990, from “*Indiana*” to “*Arizona*”

⁶³ Change from “...Arizona...” to “...Indiana...” Ref. “Meeting Minutes”, pg 167

⁶⁴ Changed August 20, 1990 from “*Executive Director*” to “*Chairperson of the Board*” Ref. “Meeting Minutes”,
pg 75

⁶⁵ Change in August 20, 1990 from “...either within or without the State of Indiana, as the place for holding any
special Board...” “ to “...for holding any special Board...”

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- ⁶⁶ Deletion September 23, 1991 of word “...to...”
- ⁶⁷ Words added “...forty-five...”
- ⁶⁸ Title change from “Executive Director “ to “Chairperson of the Board “ Ref. “Meeting Minutes”, pg 75
- ⁶⁹ Deletion of word September 23, 1991 “...meeting ...”
- ⁷⁰ The word “not” dropped from the August 20, 1990 By-laws
- ⁷¹ Time changed from “...ten (10) ...“ to “...thirty (30)...” Ref. “Meeting Minutes”, pg 75
- ⁷² Word dropped from August 20, 1990 “...at, ...”
- ⁷³ Words added “ten percent “
- ⁷⁴ Added “two-third (2/3rd)”
- ⁷⁵ Change of words September 23, 1991 from “...the...” to “...as...”
- ⁷⁶ Name change from “Executive Director “ to “Chairperson of the Board “ Ref. “Meeting Minutes”, pg 75
- ⁷⁷ Name change from “Executive Director “ to “Chairperson of the Board “ Ref. “Meeting Minutes”, pg 75
- ⁷⁸ Words deleted “...and appointed...” Ref. “Meeting Minutes”, pg 167
- ⁷⁹ Word deleted from August 20, 1990 by-laws “...elected...” Ref. “Meeting Minutes”, pg 75
- ⁸⁰ Changed January 15, 2000 from “...Accountant...” to “...Financial Advisor...” Ref. “Meeting Minutes”, pg 201

⁸¹ Section added January 16, 1999 “...*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 Accountant on the Board will be provided with copies of both reports in advance, so that he could analyze said reports for the Board...*” Ref. “Meeting Minutes”, pp 196-197

⁸² Word deleted January 15, 2000 “...*committee’s*...” Ref. Meeting Minutes” pg 201

⁸³ Section 5.19 added ‘en toto’ January 19, 2002. Ref. “Meeting Minutes” pg 219

⁸⁴ Section 5.19, “Executive Sessions” deleted ‘en toto’ March 28, 2003. Ref. “Meeting Minutes” pg 226
Deletion paragraph is “...The Board can only go into Executive Session by a motion at a scheduled meeting. A motion to go into Executive Session must indicate the nature of the business of the Executive Session and this motion must be passed by an affirmative vote of a simple majority of the members present. The motion and the vote must be included in the minutes of the meeting
In an Executive Session, only the subject matter referenced in the motion to go into this session may be discussed. The discussion within the Executive Session is private and not for public disclosure. The actual motion, second and votes are public. No binding action may be taken in Executive Session. All final votes must be taken in open session and recorded in the minutes of the meeting...”

⁸⁵ Word change from “...*indebtedness*...” to “...*debt*..”

⁸⁶ Words added “...*of Directors*.” August 20, 1990 Ref. “Meeting Minutes”, pg 158

⁸⁷ Words deleted August 20, 1990. “... *and shall also serve as the chairman of the Board of Directors with no voting privileges...*” Ref. “Meeting Minutes”, pg 75

⁸⁸ Words deleted August 20, 1990 “...*to it* ...”

⁸⁹ Replacement January 17, 1993 of “*of the long range strategy set by the Board of Directors...*” by “...*parameters outlined in the Position Description developed and approved by the Board of Directors...*” Ref. “Meeting Minutes”, pg 158

⁹⁰ Added August 20, 1990 “...*of Directors*...”

⁹¹ Deleted August 20, 1990 “...*or membership*...”

⁹² Deleted August 20, 1990 “...*are bonded, by the Association in the amount of \$500.00. All persons having custody of Association funds* ...”

⁹³ Deleted from Nov87 By-Laws “...trade mark ...”

⁹⁴ Article Number corrected August 20, 1990 from “...XII...” to “...XIII...”

⁹⁵ Sentence added January 17, 1993 “...Any amendments made to the Bylaws must carry a two-thirds vote of the Board members present...” Ref. “Meeting Minutes”, pg 158

⁹⁶ Word change January 19, 1991 from “...that...” to “...the...”

⁹⁷ Deleted from August 20, 1990 “... from that region who must bring the proposal to the next meeting of the board of directors.”

⁹⁸ Re-instated from August 20, 1990 word removal “...from that region who must bring the proposal to the next meeting of the board of directors.”

⁹⁹ Section added via Teleconference Call, March 25, 2001. Ref. “Meeting Minutes”, pg 212

². Article added via Teleconference Call, March 18, 2004. Ref. “Meeting Minutes”, pg 243

³. Per E/Mail change directly by COB Willenborg and approved by all BOD members and appointed Legal Representative, W. Coates dated April 18, 2004, verbiage changed from “...approximately \$29 per year...” to “...\$29 per year for monthly issues of *Touring News*...”