Code of Regulations of the
American Motorcyclist Association, Inc.
(An Ohio Not-for-Profit Corporation)

Article I. Name of the Corporation
The name of the Corporation is American Motorcyclist Association. The location of its principal office is Pickerington, Ohio.

Article II. Purpose of the Corporation
The purpose of the American Motorcyclist Association is to serve the interests of motorcyclists by pursuing, promoting and protecting the future of motorcycling.

Article III. Membership

Article III. Section 1. General
The Corporation is a nonprofit corporation, without capital shares, and no pecuniary benefit shall inure to any member of whatever class by reason of membership.

Article III. Section 2. Class of Members
The Corporation shall have individual Members (as provided for in Article IV hereinafter) and Corporate Members (as provided for in Article V hereinafter). In addition, the Directors may establish an additional class or classes of members upon such qualifications as the Directors may deem advisable in the best interests of the Corporation; provided, however, that no such additional class of members shall have any voting rights in the Corporation.

Article III. Section 3. Access to Corporate Records
The Members and Corporate Members of the Corporation shall be permitted to access the books and records of the Corporation for any purpose reasonably related to the Member's interest in the Corporation as a Member, subject to the following:

A. The Members may inspect and copy the records containing the names of the Members and Corporate Members during normal business hours and upon no less than ten (10) days written notice to the Corporation, which shall include the Member's reasonable business or proper purpose for inspection.
B. The Members may inspect and copy the articles of incorporation and code of regulations of the Corporation during normal business hours.
C. The Members may inspect and copy the minutes of the proceedings of the Board of Directors or the Members, including any committees thereof, during normal business hours and upon no less than ten (10) days written notice to the Corporation, which shall include the Member's purpose for inspection.
D. The Members shall be prohibited from inspecting or copying any books or records of the Corporation for which specific access has not been granted as described above. Further the Board of Directors, by vote of a majority of all members of the Board or by unanimous written action of the Board, may designate any materials, including the Board of Director or Committee minutes that would otherwise be open to inspection as

confidential. Any materials so designated may not be inspected or copied by any Member.

E. Any permitted inspection or copying may be made by such Member's agent or attorney.
F. If the Corporation reasonably believes that the Member desires to inspect the books and records of the Corporation for any reason other than as stated in any required statement of purpose, the Corporation may deny such Member access to the applicable books and records.
G. Notwithstanding anything else contained in this section, every Director of the Corporation shall have the absolute right at any time to inspect or copy all of the Corporation's books, records, and documents of any kind.

Article IV. Individual Members

Article IV. Section 1. Eligibility
Any person who rides a motorcycle or who is interested in motorcycling shall be eligible for membership as an Individual Member.

Article IV. Section 2. Application
Application for membership in this Corporation must be made in the form to be prescribed by the Directors and addressed to the Corporation.

Article IV. Section 3. Voting
Individual Members shall have the right to vote for Directors as provided in Article VII. Section 1. The Directors elected by the Individual Members may vote on the same matters as Corporate Members at the Annual Meeting of the Corporate Members, except they may not participate or vote in the election of Corporate Directors.

Article IV. Section 4. Dues
The annual dues for Individual Members shall be established from time to time by the Directors and shall be payable in advance. Any member whose dues are in arrears shall be deemed to have forfeited membership.

Article IV. Section 5. Resignation and Expulsion
An Individual Member may resign from membership at any time. If, in the judgment of the Directors, an individual Member commits any willful violation or breach of the terms of the Articles of Incorporation, Code of Regulations, or does anything that is detrimental to the Corporation, the member may be expelled from membership by a majority vote of the Directors. The Directors may, at their discretion, refund all or an appropriate portion of the expelled member's dues and said member may be reinstated to membership only by a two-thirds vote of the Board of Directors.

Article V. Corporate Members

Article V. Section 1. Eligibility
Any individual, business, partnership, or corporation actually engaged within the territorial limits of the United States in the manufacture for sale, or wholesale distribution of motorcycles,

motor scooters, all-terrain vehicles, or motor attachments, or parts or accessories thereof, or in the publication of related publications, or in product sales or services connected with motorcycling, shall be eligible for membership as a Corporate Member.

Article V. Section 2. Application and Election
Application for membership shall be made in such form as shall be prescribed by the Board of Directors. All applications shall be forwarded to the Board of Directors which will investigate the application to determine, in its sole discretion, if the applicant meets the eligibility requirements. An applicant shall become a member upon the affirmative vote of two-thirds (2/3) of the votes of the Board of Directors present at any meeting.

In the case of applications for (i) members who would be owned or controlled by another member, or (ii) members who would be owned or controlled by a business entity which is not a member, or (iii) members who manufacture or distribute identical brand two wheeled motor vehicles, then all of the members in each of such groups shall be deemed a combined membership for the purposes hereinafter set forth in this Code of Regulations.

Article V. Section 3. Voting
Each Corporate Member, unless included in a membership category expressly designated by the Directors as a non-voting category, shall be entitled to one (1) vote at any meeting of the Corporation. Each Corporate Member shall designate, in writing signed by an authorized officer, a person to serve as its designated representative, who may be changed from time to time, to receive notices and vote for it at any meeting; provided that a person may not be the designated representative of more than one Corporate Member. A Corporate Member may vote by proxy given to the designated representative of another Corporate Member, but no designated representative may vote more than one proxy. The right of a Corporate Member to vote shall cease in the event such Member is not in good standing or upon termination of membership. For the purposes of this Section the members comprising a combined membership shall he deemed to have in the aggregate one Corporate Membership.

Article V. Section 4. Dues
The annual dues for Corporate Members shall be as established from time to time by the Directors and shall be payable in advance within thirty (30) days after receipt of a notice therefore, provided that in any event a Member's dues must be currently paid in order to exercise the right to vote. Members comprising a combined membership shall pay in the aggregate the dues of one Corporate Member. Any Member whose dues or any part thereof are in arrears shall be deemed not in good standing. Any Corporate Member who shall continue not in good standing for a period of ninety (90) days after written notice thereof shall be deemed to have forfeited its membership, and such member can be reinstated only by a two-thirds (2/3) vote of the Directors after full settlement of delinquent dues. The notice to be served on a Member not in good standing shall quote this section and shall be delivered to the Member personally, or shall be sent to the last known address by certified mail or other method, which can validate receipt.

Article V. Section 5. Resignation and Expulsion
A Corporate Member may resign its membership at any time. Any Corporate Member, who shall do any act which, in the judgment of the Directors, is a willful violation or breach of any of the terms of the Articles of Incorporation, Code of Regulations, or does anything which is detrimental to the well being of the Corporation or the membership thereof, may be expelled from membership by a two-thirds (2/3) majority vote of the Directors. The Directors may, at their discretion, refund all or an appropriate portion of the expelled member's dues, and said member may be reinstated to membership only by a two-thirds (2/3) vote of the Board of Directors.

The Directors may, at their discretion, prohibit or specify a limitation on future involvement in the Association of any business expelled from membership.

Article V. Section 6. Termination of Membership
In case any Corporate Member shall cease to have the qualifications making it eligible for membership, it shall thereby cease to be a Member of the Corporation subject, however, to reinstatement upon restoration of eligibility. No Member shall have any right, title, or interest in or to the Corporation's property.

Article VI. Corporate and Individual Member Meetings

Article VI. Section 1. Annual Meeting of Corporate Members
The Annual Meeting of the Corporate Members shall be held on the second Wednesday of February of each year if not a legal holiday, and if a legal holiday, then on the next succeeding business day or on such other date as shall be designated from time to time by the Directors and stated in the notice of the meeting. If for any reason the Annual Meeting is omitted, a special meeting may be held in place thereof, and any business transacted or elections held at such meeting shall have the same effect as if transacted or held at the Annual Meeting. Notice of the time and place of said meeting, which may be within or without the State of Ohio, shall be mailed to each Corporate Member of the Corporation at least twenty (20) days before each Annual Meeting.

Article VI. Section 2. Special Meetings of Corporate Members
Special meetings of the Corporate Members may be called at any time by the Chairman or a majority of the Directors and shall be called by the Chief Executive Officer of the Corporation, or in case of death, absence, incapacity, or refusal of the Chief Executive Officer, by the next most senior staff executive or any other officer upon written application of ten (10) or more Corporate Members. Such call shall state the time, the place, and the purpose of the meeting. Notices of special meetings shall be mailed by the corporate staff to each Corporate Member of the Corporation at least ten (10) days before such meeting, specifying the time, place, which may be within or without the State of Ohio, and the business to come before the meeting. The business of such special meetings shall be confined to the business specified in the notice.

Article VI. Section 3. Quorum for Corporate Members Meeting
At the Annual Meeting, twenty-five percent (25%) of the votes of Corporate Members shall constitute a quorum for the transaction of business, and at any other meeting the number of votes of Corporate Members present which is equal to the number of Corporate Directors then in office shall constitute a quorum.

Article VI. Section 4. Order of Business
The order of business at all regular meetings of the Corporate Members of the Corporation shall be as follows: (1) Roll call of Corporate Members; (2) Roll call of Individual Member Directors; (3) Action upon minutes of previous meetings; (4) Report of officers; (5) Other reports; (6) Unfinished business; (7) New business.

Article VI. Section 5. Action Without Meeting by Corporate Members
Any action which, under any provision of law, the Articles of Incorporation, or these Regulations, may be taken at a Members' meeting, may be taken without a Corporate Members' meeting, if authorized in writing by two-thirds (2/3) of the vote of Corporate Members.

Article VI. Section 6. Annual Meetings of Individual Members
The Annual Meeting of the Individual Members shall be held at such time and on such date each year as may be fixed by the Board of Directors and stated in the notice of the meeting, for the election of At Large Directors, the consideration of reports to be laid before such meeting and the transaction of such other business as may properly come before the meeting.

Article VI. Section 7. Special Meetings of the Individual Members
Special meetings of the members shall be called upon the written request of the president, the Directors by action at a meeting, a majority of the Directors acting without a meeting, or by twenty-five percent (25%) of the Members of the Corporation entitled to vote thereat. Calls for such meetings shall specify the purposes thereof. No business other than that specified in the call shall be considered at any special meeting.

Article VI. Section 8. Notices of Meetings of Individual Members
Unless waived, written notice of each annual or special meeting stating the time, place, and the purposes thereof shall be given by personal delivery or by mail to each Member of record entitled to vote at or entitled to notice of the meeting, not more than sixty (60) days nor less than ten (10) days before any such meeting. If mailed, such notice shall be directed to the Member at his/her address as the same appears upon the records of the Corporation. Any Member, either before or after any meeting, may waive any notice required to be given by law or under these Regulations.

A written notice or report delivered as part of a newsletter, magazine or other publication regularly sent to paid Members shall constitute a written notice of a meeting or report if addressed or delivered to the Members' address shown on the Corporation's current list of Members, or in the case of Members who are residents of the same household and who have

the same address in the Corporation's current list of Members, if addressed or delivered to one of such Members at the address appearing on the Corporation's current list of Members.

Article VI. Section 9. Place of Meetings
Meetings of Members shall be held at the principal office of the Corporation unless the Board of Directors determines that a meeting shall be held at some other place within or without the State of Ohio and causes the notice thereof to so state.

Article VI. Section 10. Quorum for Individual Members Meetings
The Members present in person or, by proxy, at any meeting of the Members shall constitute a quorum for such meeting. The affirmative vote of a majority of the Members present at a meeting at which a quorum is present, shall be necessary for the authorization or taking of any action voted upon by the Members, except that no action required by law, the Articles or the Code of Regulations to be authorized or taken by a specified portion or number of the Members may be authorized or taken by a lesser portion or number.

A majority of the Members present at a meeting, whether or not a quorum is present, may adjourn such meeting from time to time.

Article VI. Section 11. Proxies
A person who is entitled to attend a Members' meeting, to vote thereat, or to execute consents, waivers or releases, may be represented at such meeting or vote thereat, and execute consents, waivers and releases, and exercise any of his other rights, by proxy or proxies appointed by a writing signed by such person.

Article VI. Section 12. Action Without Meeting by Individual Members
Any action required to be taken at any annual or special meeting of Members, or any action that may be taken at any annual or special meeting, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the Members of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and such written consent is delivered to the Corporation by delivery to its registered office in Ohio, its principal place of business or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of Members are recorded. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those Members who have not consented in writing.

Article VII. Directors

Article VII. Section 1. Number, Term, and Election

A. Number, Qualifications and Election of Directors

The number of Directors shall be twelve (12), and each Director, upon election and qualification, shall serve until their successor is duly elected and qualified, or until the Director

shall fail to maintain the qualifications necessary for membership as set forth below. A person shall not be eligible for election as a Director if such person is employed or affiliated with the same business entity, or another business entity related thereto by common control, as another person who would be serving as Director at the same time. An Individual Member or Corporate Member Director may not be an employee, or an individual who has been an employee, of the Association within the 10 years prior to the year in which that individual is seeking to become a Director. An Individual Member may not be an employee of any Corporate Member who has a designated Member Director presently serving on the Board of Directors or an employee of any business entity that is eligible to be a voting Corporate Member as defined in Article V, Section 3 hereof.

For the purpose of this Article VII, "Employee" means any person who works substantially full-time for another, whether as an employee or as a contractor; or any person who is employed by or owns a business entity that is related to, or under the common control of a business entity that is eligible to be a voting Corporate Member. For the purpose of this definition, "related to" includes any business relationship pursuant to which the employee receives substantial support or income from a voting Corporate Member but does not include motorcycle dealers, regional promoters or the members or officers of Affiliates or non-voting members.

An individual may not hold the office of AMA Congress Delegate and Director at the same time. Directors shall be elected in the manner and for terms of office as follows:

1. The Individual Members of the Corporation shall elect Six (6) Directors, each of whom shall be an Individual Member of the Corporation and shall have been an Individual Member of the Corporation for at least five years at the time of assuming office as Director. One Individual Member Director shall be elected from each of the six Regions – Northeast, North Central, Northwest, Southeast, South Central and Southwest. The Individual Member Directors shall serve a term of three years. The process pursuant to which Individual Members are elected as Individual Member Directors shall be established and published by the Board of Directors.

2. The Corporate Members of the Corporation shall elect Four (4) Directors, each of whom shall be an Individual Member of the Corporation and must be the designated representative of a voting Corporate Member. There shall not be two Directors who would be designated representatives of Members comprising a combined membership. The Corporate Member Directors shall serve a term of three years. The process pursuant to which Corporate Members of the Corporation are elected as Corporate Member Directors shall be established and published by the Board of Directors

3. In addition to the Individual Members elected as provided in 1. above, the Individual Members shall elect two (2) At Large Directors at the Members' Annual Meeting. Such At Large Directors shall be nominated for election by the Nominating Committee and approved by the Board of Directors and shall have experience in operation or management of not-for-profit membership organizations, financial services, corporate communications, or such other talents or expertise then deemed necessary or desirable for the Corporation. The At Large Directors

shall serve for a term of three (3) years. The process pursuant to which the At Large Directors are elected shall be established and governed by the Board of Directors.

B. Classification and Term.

1. Unless the Board of Directors is divided into classes as provided in this Code of Regulations, the term of office of each director shall be until adjournment of the next succeeding Annual Meeting of Directors or Corporate Members, or an action in lieu thereof, at which Directors are elected or until a successor is elected as Director.

2. The Board of Directors shall be comprised of three (3) classes with each Director holding office for three (3) years or until their successor is appointed or elected as follows:

Class I – Two Corporate Member Directors, One Individual Member Director from the Southeast Region and One Individual Member Director from the South Central Region.

Class II – Two Corporate Member Directors, One Individual Member Director from the North Central Region, and One Individual Member Director from the Northwest Region.

Class III – Two At Large Member Directors, One Individual Member Director from the Northeast Region and One Individual Member Director from the Southwest Region.

Thereafter, the term of office of each Director, regardless of Class, shall be for three years. Each director shall hold office until a successor is elected.

3. After the election of Corporate Directors in 2010, the next two (2) Corporate Board members who either resign, elect not to stand for re-election, or are vacant because of the expiration of their term, shall be replaced by the two (2) At Large Directors who shall be appointed by the Board of Directors to become At Large Members of the Board of Directors until such time as the next Annual Meeting of Members, at which time, they shall stand for election to a three (3) year term. In the event that there is a change in the Corporate Directors by resignation, the foregoing Classes of Directors shall be automatically adjusted to reflect the inclusion of such Class of Corporate Members and At Large Members, as the case may be.

No Director, whether elected as Individual or At Large Members or Corporate Members, may serve more than two consecutive terms as a Director. Corporate Member Directors may serve more than two consecutive terms provided that the same Designated Representative of any Corporate Member may not serve more than two consecutive terms as a Corporate Member Director. No Director may serve more than a total of four terms in total as a Director.

C. Nominating Committee

The Board Nominating Committee shall be comprised of the following three (3) individuals: (1) the chief executive of the Corporation; (2) one Corporate Member Director; and (3) one Individual Member Director.

If the Individual or Corporate member on the Nominating Committee is standing for re-election, the Chairman shall serve as a member Pro-Tem or appoint a Member Pro-Tem for that position on the Committee for that process.

D. *Ex Officio* Advisors

The immediate past Chairman, if not otherwise serving as a Director, may, at the invitation of the Board of Directors, serve as a non-voting advisor or upon leaving the office of Chairman and shall not hold office on the Board.

The chief executive of the Corporation shall, as a result of holding that position with the Corporation, serve as a non-voting advisor of the Board and shall participate in all Board of Director Meetings.

Article VII. Section 2. Powers

The corporate powers, property, and affairs of this Corporation shall be under the direction of the Directors, and the Directors shall have the oversight and management of the affairs and property of the Corporation which shall be consistent with law, including but not limited to the power to authorize the management of the Corporation to sell, lease, mortgage, or dispose of any real property; to establish, approve, and review all matters involving administrative policies, programs, and transactions; to instruct and counsel the officers of the Corporation; to review and approve periodic statements of fiscal operations and the annual budget (after review and approval by the Finance Committee); and to exercise all other powers necessary or incidental to the operation and best interests of the Corporation.

Proposed changes to the rules of competition which have been promulgated by the AMA Congress under Article IX, Section 1 of the Code, shall not be brought before the Board of Directors except by an affirmative vote of three quarters of the Board that it consider any such proposed change; and upon any such consideration, no change in the rules of competition shall be made by the Board of Directors except by an affirmative vote by three quarters of the Board of Directors.

Article VII. Section 3. Meetings of Directors

The Annual Meeting of the Directors shall be held immediately following the Annual Meeting of Corporate Members, or special meeting held in lieu thereof. Regular meetings shall be held at such places and at such times as shall be determined by the Directors. Special meetings may be called by the chairman and shall be held at such place and time as the chairman shall designate. A meeting may be held through any type of communications equipment if all Directors participating in the meeting can hear each other, and participation shall constitute presence at such meeting.

At any meeting, no less than fifty (50) percent of the Directors shall constitute a quorum for the transaction of business, and, unless otherwise provided in this Code of Regulations or by law,

action shall be taken upon the affirmative vote of a majority of the Directors present at the meeting. There shall be no vote by proxy.

The Directors shall be reimbursed for reasonable transportation, meals, and lodging expenses, as determined by the Board of Directors.

Article VII. Section 4. Officers, Directors — Removal, Vacancies

A.
1. The Directors shall elect a chairman, vice chairman, assistant treasurer, and assistant secretary, each of whom shall be a Director. The other officers of the Corporation shall be a President, Chief Executive Officer, a Chief Financial Officer, a treasurer, a secretary, and such other officers the Board of Directors deems necessary, each of whom need not be Directors and shall hold such officers pursuant to their respective positions with the corporation or as otherwise provided in this Code of Regulations. The Directors may appoint other officers, agents, and consultants as they deem proper and prescribe their compensation. In the absence of the chairman and vice chairman, they may appoint a chairman pro tem.

2. Any officer may be removed from office by the affirmative vote of a majority of the Directors present at any meeting. Upon the removal, death, resignation, or lack of qualifications of any officer, the Directors shall fill the vacancy as soon as practical.

B.
1. Any Director may be removed from office for any acts or omissions, which involve moral turpitude, felonious crimes, fraud, improper conflict of interest, breach of fiduciary duty and loyalty to the Corporation or bring the Corporation into disrepute. Removal shall be effective upon the affirmative vote of two-thirds (2/3) of the Directors present at any meeting, not including meetings of any committee of the Board, provided:

(i) Notice of the meeting shall have been mailed to each member of the Board of Directors (and, in the case of a Director elected by Corporate Members to the Corporate Member for which the affected Director is the designated representative) and to the membership at large through the Association's official publication or through such other means considered appropriate by the Directors at least thirty (30) days prior to the meeting stating that the proposed removal will be considered at the meeting and describing generally the basis for such proposal.
(ii) The affected Director shall have an opportunity at the meeting to explain or present other evidence regarding the acts or omissions prior to the vote.
(iii) The vote shall be by secret ballot, the affected Director shall not vote and the two-thirds (2/3) vote shall be of the remaining Directors.

Upon the removal, death, resignation or lack of qualification of any Director, the remaining Directors may fill the vacancy at any meeting; provided, however, that if possible, any successor Director shall have the same qualifications for office as the original Director when

elected and, where appropriate, that the successor be from the same region or be the designated representative of the same Corporate Member.

Vacancies in the Board of Directors may be filled by a majority vote of the remaining directors including vacancies created by amendment of the Code of Regulations. Any such appointed Director shall serve the remainder of the term of the person replaced. Directors appointed to newly created directorships shall serve until the next Annual Meeting of the Members or until their successors are appointed. If at any time there are not twelve (12) Directors serving the Corporation, this shall not affect the Board's ability to take actions.

Article VII. Section 5. Committees

A. Finance and Audit Committee. The Board of Directors, after its election at each Annual Meeting, shall elect a Finance and Audit Committee consisting of at least four (4) Directors, one of whom shall be the assistant treasurer, who shall serve at the pleasure of the Directors. The Finance and Audit Committee shall provide oversight and recommendations to the Board of Directors regarding the fiscal affairs of the Corporation, and its duties shall include the review of financial reports, the appointment of the independent auditors of the books of the Corporation and procedures and such other duties as shall be assigned by the Directors.

B. The Chairman of the Board of Directors may appoint such other committees as necessary to protect and further the interests, purposes, and objectives of the Corporation and its members. Members of such committees need not be Directors.

Article VIII. Duties of Officers

Article VIII. Section 1. Chairman
The Chairman shall preside at all meetings of the Members and Directors. The Chairman shall have power to call meetings of the Directors or of the committees from time to time, when deemed proper, and it shall be the Chairman's duty to call such meetings when requested in writing to do so by any four (4) Directors. The Chairman shall have the general care, supervision, and operation of the Corporation under the direction of the Directors, and shall have such powers and perform such duties as may from time to time be conferred or as prescribed by such Directors.

Article VIII. Section 2. Vice Chairman
The Vice Chairman shall discharge the duties of the Chairman in case of the Chairman's absence or during a vacancy in the office.

Article VIII. Section 3. Treasurer
The Treasurer shall be the chief financial officer of the Corporation and shall be in charge of all money, bills, notes, bonds, and similar property belonging to the Corporation, and shall do with the same as may be ordered by the Directors. The Treasurer shall, unless the Directors shall otherwise provide, sign all checks, shall keep such financial accounts as may be required by the Directors, and shall generally perform all the duties usually incident to the office of treasurer in corporations engaged in business similar to that of this Corporation, and such

other and further duties as shall from time to time be required by the Directors. The accounts shall be audited from time to time, and at least annually by the auditor or auditors appointed by the Directors. The Treasurer may attend meetings of the Board of Directors, but the Treasurer shall not have voting privileges.

Article VIII. Section 4. Assistant Treasurer
The Assistant Treasurer shall be a Director elected by the Board of Directors, preside over the Finance and Audit Committee, and provide oversight for the fiscal affairs of the Corporation.

Article VIII. Section 5. Secretary
It shall be the duty of the Secretary to give notice of all meetings of Members of the Corporation and of all meetings of the Directors, and when required to do so by the Chairman or by resolutions of the Directors to attend such meetings, keep true records of the proceedings thereof, attest such records after every meeting by signature, and safely keep all documents and papers which shall come into the Secretary's possession. The Secretary may attend meetings of the Board of Directors, but the Secretary shall not have voting privileges.

The Secretary shall also perform such other and further duties as shall be required by the Directors.

Article VIII. Section 6. Assistant Secretary
The Assistant Secretary shall be a Director elected by the Board of Directors and shall discharge the duties of the Secretary in case of the Secretary's absence or during a vacancy in the office. The Assistant Secretary shall provide Board oversight of the office of Secretary.

Article VIII. Section *7*. President and Chief Executive Officer
The President and Chief Executive Officer (who may be the same person), who shall be appointed by the Directors, shall be the highest executive position on the Association's administrative staff. If the Board appoints a President and a Chief Executive Officer, the Board shall set forth the duties and responsibilities of each officer. The President shall oversee and take charge of all AMA functions including amateur and professional competition and all member services, and shall be directly responsible to the Board of Directors to implement policy emanating from the Board. The President may designate one or more Vice Presidents among the administrative staff as shall be deemed appropriate for the carrying out of AMA functions.

Article IX. AMA Congress

Article IX. Section 1. Purposes
There shall be an AMA Congress, representing the interests of the autonomous clubs and promotional organizations that conduct meets sanctioned by the Corporation, and such other representatives as the Directors of the Corporation shall from time to time determine. The AMA Congress shall consist of a Competition Division and a Road and Off-Road Recreation Riding Division which shall consider, promulgate, amend, interpret, and provide for the enforcement of rules and publication of guidelines pertaining to recreational riding activity and amateur, semiprofessional and pro-am competition events sanctioned by the Corporation. In

addition, the appropriate division of AMA Congress shall make non-binding recommendations on rules and guidelines promulgated by AMA Competition Affiliates and Road Riding Affiliates as provided for in Article XII.

In addition, the AMA Congress shall consider matters relating to general member services and make non binding recommendations thereon.

The Directors shall have the power to review, approve, modify, and revoke any action taken by the AMA Congress.

Article IX. Section 2. Members
The AMA Congress shall consist of Delegates, each of whom shall be an Individual Member in good standing of the Corporation, selected as follows:

A. Five (5) Delegates from each of the Districts within the United States who shall be elected by the AMA chartered clubs, promoting organizations and affiliates in the respective Districts, two of the Delegates being elected to the Road and Off-Road Recreation Riding Division, and three Delegates being elected to the Competition Division, one of whom shall be a specialist in all-terrain vehicle activities. The number of Districts and geographical area of each District shall be as established from time to time by the Directors. One such Delegate (and alternate Delegate) to each Division and for all-terrain vehicle activities shall be elected, pursuant to a procedure established by the AMA staff to serve for a term of two years by each District at annual meetings called for the purpose by the AMA. An alternate Delegate shall be recognized at any duly called meeting in the event the elected Delegate is not in attendance at the same.

The term of office of each Delegate shall commence on the January 1st next following the meeting at which the Delegate is elected. In the event any dispute arises in connection with the election or tenure of any Delegate the Directors shall have the sole discretion to determine whether or not such Delegate will be recognized.

B. The Directors of the Corporation shall have the authority to expand the membership of AMA Congress by appointing or otherwise including other Delegates including, without limitation, representatives from the motorcycle industry, specialists in otherwise unrepresented disciplines of motorcycle competition and recreational activities, and such other Delegates who possess skills necessary to the proper functioning of the AMA Congress. The Directors of the Corporation shall, in consultation with the President of the AMA and AMA staff, determine what voting privileges, if any, that AMA Congress Delegates appointed pursuant to this Section shall have, provided that any Delegates representing the motorcycle industry appointed to AMA Congress pursuant to the terms hereof shall not have any voting privileges.

C. The President of the AMA shall be the chairman of the AMA Congress, and members of the AMA staff shall be non-voting Delegates. If designated by the President of the AMA, and at the President's pleasure, a member of the AMA staff may serve as chairman of the AMA Congress.

D. The Directors may expel by majority vote any Delegate from the Congress for any acts or omissions which involve moral turpitude, felonious crimes, fraud, improper conflict of interest, breach of fiduciary duty and loyalty to the Corporation or bring the Corporation into disrepute, provided the charges against said Delegate are publicized to the chartered clubs in his or her district at least thirty days prior to the meeting at which the vote will be taken, and said Delegate will have an opportunity to attend the meeting to explain or present other evidence regarding the alleged acts or omissions prior to a vote.

E. In the event of a vacancy in the office of an elected Delegate, and no alternate Delegate is able to serve, the vacancy shall be filled for the unexpired term by an election at the next meeting in the District held for the election of Delegates.

Article IX. Section 3. Operation
The AMA Congress shall hold an Annual Meeting and any such other meetings determined appropriate by a majority vote of the Directors. At any meeting each Delegate present in person shall have one vote on all matters within the purview of such Delegate's Division of the Congress. The AMA Congress may adopt standing rules to govern the transaction of its business, including meetings, notice of meetings, action without meetings, and other matters concerning its operation.

Article IX. Section 4. Committees
The President of the Association or the President's designee as described in Article IX, Section 2 hereof, shall be Chairman of the AMA Congress and shall establish and appoint such committees as from time to time become necessary or desirable in the carrying out of its purpose.

Article IX. Section 5. Executive Committees
There shall be two Executive Committees -- one for the Competition Division and one for the Road and Off-Road Recreation Riding Division -- which shall be empowered to act between meetings of the AMA Congress. Actions of the Executive Committees shall carry the same weight as those of the entire Congress and shall be subject to ratification by the AMA Board of Directors as provided for in this Code of Regulations.

A. Composition of Executive Committees. Each Executive Committee shall be composed of the chairpersons of each of the Congress Committees as elected by the members of each such Committee and two (2) At-Large Members. The Chairman of each Executive Committee shall be appointed from the members of that Executive Committee by the Chairman of the AMA Congress. Each member of the Executive Committee shall have one vote. The Chairman shall vote only in the case of a tie.

B. Eligibility and Process of Election. Each delegate elected to an Executive Committee must be a member in good standing of the AMA Congress at the time of their election and must be present at the AMA Congress at which they are elected. Election of the At-Large members to the Executive Committees shall take place according to a procedure promulgated by the AMA Board of Directors, provided that members of the Executive Committee may not serve

consecutive terms. In the event of a vacancy on the Executive Committee, the vacancy will be filled by the candidate for the Executive Committee position at issue who received the highest number of votes in the original election (e.g., the elections for those running for committee chairs or at-large members

C. Competency. It shall be the responsibility of Executive Committees to: 1) Amend or promulgate rules of organized activity that may justify emergency actions between meetings of the AMA Congress, 2) Rule on certain appeals subsequent to protests arising out of sanctioned activity and 3) Provide guidance or rule upon such other matters as may be properly referred to an Executive Committee by the Chairman of the Congress. Each Executive Committee shall act solely within its area of competence.

D. Meetings. Executive Committees may be convened by the Chairman of the AMA Congress or by direction of the AMA Board of Directors. Meetings may be conducted in person, by telephone, or by some other form of electronic conferencing system that enables each member present to participate. All members must be notified by the Chairman of the AMA Congress as to the time, location and method of the meeting, and said notice shall include an agenda for the meeting. No issues may be acted upon which do not appear on the published agenda.

E. Quorum and Decisions. Provided all members have been duly notified of a Meeting of an Executive Committee, fifty percent (50%) plus one of the members of an Executive Committee at issue shall constitute a quorum. All decisions of the Executive Committees of the AMA Congress shall be public and shall be published on a timely basis.

Article X. Clubs
There shall be three categories of AMA Clubs for which AMA Charters are available under terms and conditions set forth from time to time by the Directors: Social, Historic and Organizing.

Article X. Section 1. Social and Historic Clubs
Five or more Individual Members who make application therefore may be granted a charter as an AMA Social or AMA Historic Club. A charter is granted at the pleasure of the Directors and is for the purpose of advancing the sport of motorcycling. Social and Historic clubs have no voting rights for AMA Congress delegates. Other terms and conditions of any such charter shall be as established from time to time by the Directors. The Corporation shall not assume any liability of any club, and such clubs shall have no authority to enter into any commitment or act for or on behalf of this Corporation.

Article X. Section 2. Organizing Clubs
Ten or more Individual Members who make application therefore may be granted a charter as an AMA Organizing Club. A charter is granted at the pleasure of the Directors and is for the purpose of advancing the sport of motorcycling, sanctioning road riding events, and sanctioning amateur, semiprofessional and pro-am competition events, with the Corporation. The types of road riding events available for sanctioning, and the types of amateur, semiprofessional and pro-am competition events available for sanctioning, shall be as established from time to time by the Directors. Organizing Clubs shall be entitled to voting

privileges for selection of delegates to AMA Congress. Other terms and conditions of any such charter shall be as established from time to time by the Directors. The Corporation shall not assume any liability of any club, and such clubs shall have no authority to enter into any commitment or act for or on behalf of this Corporation.

Article XI. Promoting Organizations
An organization making application therefore may be granted a charter as an AMA Promoting Organization for the purpose of sanctioning road riding events, and sanctioning amateur, semi-professional and pro-am competition events with the Corporation. A charter is granted at the pleasure of the Directors, and the terms and conditions thereof of any such charter shall be as established from time to time by the Directors. The types of road riding events available for sanctioning, and the types of amateur, semiprofessional and pro-am events available for sanctioning, shall be as established from time to time by the Directors. Promoting Organizations shall be entitled to voting privileges for selection of delegates to AMA Congress. The Corporation shall not assume any liability of any promotional organization, and such promotional organizations shall have no authority to enter into any commitment or act for or on behalf of this Corporation.

Article XII. Affiliates

Article XII. Section 1, Competition Affiliates
An organization making application therefore may be granted a charter as an AMA Competition Affiliate for the purpose of maintaining an alliance with the AMA to further the growth and development of competition activities serving AMA members and the motorcycling public.

Competition Affiliates shall be entitled to promote amateur, semiprofessional and pro-am competition events sanctioned by the Corporation, conducted under rules and guidelines promulgated by the Affiliate. In order to be recognized as an AMA Competition Affiliate, an organization must, as determined at the sole discretion of the Directors:

A. Function as an effective and credible rulemaking organization in a discipline or specialty not encompassed by the rules and regulations of the AMA, and/or function as an effective and credible off-road riding or competition organization on a regional or national level. The Directors shall at their sole discretion decide upon these qualifications;

B. Operate in a manner that complements the AMA's mission to pursue, promote and protect the interests of motorcyclists;

C. Promote AMA membership including a requirement that all participants in competition events sanctioned by the Corporation be AMA members; and

D. Demonstrate to the satisfaction of the Directors that in addition to meeting the criteria above, the best interests of the Corporation and its members will be served by chartering the entity in question as an Affiliate rather than as a Club or Promoting Organization.

Competition Affiliates shall be entitled to voting privileges for selection of delegates to AMA Congress.

A charter is granted at the pleasure of the Directors, and the terms and conditions of any such charter shall be as established from time to time by the Directors.

The types of amateur, semiprofessional and pro-am events available for sanctioning shall be as established from time to time by the Directors.

The Corporation shall not assume any liability of any Affiliate, and such Affiliates shall have no authority to enter into any commitment or act for or on behalf of this Corporation.

Article XII. Section 2. Road Riding Affiliates
An organization making application therefore may be granted a charter as an AMA Road Riding Affiliate for the purpose of maintaining an alliance with the AMA to further the growth and development of organized road-riding activities serving AMA members and the motorcycling public.

Road-Riding Affiliates shall be entitled to sanction events with the Corporation.

In order to be approved as an AMA Road Riding Affiliate, an organization must, as determined at the sole discretion of the Directors:

A. Function as an effective and credible road-riding organization on a regional or national level;

B. Operate in a manner that complements the AMA's mission to pursue, promote and protect the interests of motorcyclists;

C. Promote AMA membership, including tangible encouragement of all participants in events sanctioned by the Affiliate to be AMA members; and

D. Demonstrate to the satisfaction of the Directors that in addition to meeting the criteria above, the best interests of the Corporation and its members will be served by chartering the entity in question as an Affiliate rather than as a Club or Promotional Organization.

Road Riding Affiliates shall be entitled to voting privileges for selection of delegates to AMA Congress.

A charter is granted at the pleasure of the Directors, and the terms and conditions of any such charter shall be as established from time to time by the Directors. The types of road riding events available for sanctioning shall be as established from time to time by the Directors.

The Corporation shall not assume any liability of any Affiliate, and such Affiliates shall have no authority to enter into any commitment or act for or on behalf of this Corporation.

Article XIII. District Organizations
Local organizations which function on a voluntary and unilateral basis to coordinate and facilitate competitive activity among the members of its group in accordance with the rules for competition promulgated by this Corporation may be granted a charter as a District Organization upon application therefore. A charter is granted at the pleasure of the Directors, and the terms and conditions thereof shall be as established from time to time by the Directors. The Corporation shall not assume any liability of any District Organization other than that specifically provided for within the guidelines approved by the Directors of the Corporation, and such District Organization shall have no authority to otherwise enter into any commitment or act for or on behalf of this Corporation.

Article XIV. Dissolution
Upon any dissolution of this Corporation, assets which are available for distribution shall, to the extent not otherwise provided for by law, be distributed to the American Motorcycle Heritage Foundation or, if said Foundation is not in existence, to any one or more nonprofit national organizations as shall be selected by the Board of Directors.

Article XV. Seal and Logos
The Directors may adopt a seal as they deem appropriate, but failure to affix the seal shall not affect the validity of any instrument. The Corporation may register various service and trademarks as its exclusive property, and having been duly registered according to law, these may not be used by any party without written consent of the Corporation. Such consent may be extended or revoked at any time at the sole discretion of the Directors, consistent with Ohio law and any existing contractual agreements.

Article XVI. Indemnification and Insurance

Article XVI. Section 1. Indemnification
A. To the fullest extent not prohibited by applicable law, the Corporation shall indemnify each person who, by reason of being or having been a Director or officer of the Corporation, named or otherwise becomes or is threatened to be made a party to any such proceeding, and the Corporation by the Board of Directors may indemnify any other person as deemed proper by the Board of Directors, against any and all costs and expenses (including attorney fees, judgments, fines, penalties, amounts paid in settlement, and other disbursements) actually and reasonably incurred by or imposed upon such person in connection with any action, suit, investigation or proceeding (or claim or other matter therein), whether civil, criminal, administrative, or otherwise in nature, with respect to which such person is named or otherwise threatened to be made a party by reason of being or at any time having been a Director, officer, employee or other agent of or in a similar capacity with the Corporation, or by reason of being or any time having been, at the direction or request of the Corporation, a director, officer, administrator, manager, employee, member, advisor or other agent of or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise including any employee benefit plan.

B. Each request or case of or on behalf of any person who is or may be entitled to indemnification for reason other than by being or having been a Director or officer of the

Corporation shall be reviewed by the Board of Directors, and indemnification of such person shall be authorized by the Board of Directors only if it is determined by the Board of Directors that indemnification is proper in the specific case, and, notwithstanding anything to the contrary in this Code of Regulations, no person shall be indemnified to the extent, if any, it is determined by the Board of Directors or by written opinion of legal counsel designated by the Board of Directors for such purpose that indemnification is contrary to applicable law.

Article XVI. Section 2. Insurance
The Corporation may, as the Board of Directors may direct, purchase and maintain such insurance on behalf of any person who is or at any time has been a Director, officer, employee, or other agent of or in a similar capacity with the Corporation, or who is or at any time been, at the direction or request of the Corporation, a director, officer, administrator, manager, employee, member, advisor, or other agent of or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise including any employee benefit plan against any liability asserted against and incurred by such person.

Article XVII. Amendments

This Code of Regulations may be amended in any manner, including an amendment in the entirety, at any meeting of the Board of Directors by the affirmative vote of three fourths (3/4) of the Directors present, provided that the notice of such meeting is mailed at least ten days before the meeting and contains a summary statement of each proposed amendment sufficient to identify the nature thereof.