

BY-LAWS OF HERALDS OF THE CROSS™ MOTORCYCLE MINISTRY, INC.

ARTICLE 1 - Name and Purpose

1.01 - Name

This Corporation shall be known as "HERALDS OF THE CROSS™ MOTORCYCLE MINISTRY, INC."

1.02 - Purpose

The corporation is organized exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) including, for such purposes, but not limited to, the proclaiming of the Gospel of the Lord Jesus Christ to motorcyclists, the training of believers in methods of evangelism to reach motorcyclists with the Gospel, and providing opportunities for fellowship and spiritual encouragement for motorcyclists.

ARTICLE 2 - Statement of Faith

2.01 - The Holy Scriptures

We believe the Holy scriptures of the Old and New Testaments to be the verbally inspired Word of God, the final authority for faith and life, inerrant in the original writings, infallible, and God-breathed (2 Timothy 3:16-17; 2 Peter 1:20-21; Matthew 5:18; John 14:26; 16:12-13).

2.02 - The Godhead

We believe in one triune God eternally existing in three persons -- Father, Son, and Holy Spirit, co-eternal in being, co-identical in nature, co-equal in power and glory, and having the same attributes and perfections (Deuteronomy 6:4; 2 Corinthians 13:14).

2.03 - The Person and Work of Jesus Christ

- (a)** We believe that the Lord Jesus Christ, the eternal Son of God, became man, without ceasing to be God, having been conceived by the Holy Spirit and born of the virgin Mary, in order that He might reveal God and redeem sinful men (John 1:1-2, John 1:14; Luke 1:35; Isaiah 9:6, 7:14; Philippians 2:5-8).
- (b)** We believe that the Lord Jesus Christ accomplished our redemption through his death on the cross as a representative, vicarious, substitutionary sacrifice; and, that our justification is made sure by his literal, physical resurrection from the dead (Romans 3:23-25; 1 Peter 1:3-5; 2:24; Ephesians 1:7).
- (c)** We believe that the Lord Jesus Christ ascended to Heaven, and is now exalted at the right hand of God, where, as our High Priest, He fulfills the offices of Representative, Intercessor, and Advocate (Acts 1:9-10; Hebrews 9:24; 7:25; Romans 8:34; and 1 John 2:1-2).

2.04 - The Person and Work of the Holy Spirit

- (a) We believe that the Holy Spirit is a person who convicts the world of sin, of righteousness, and of judgment; and that He is the supernatural agent in regeneration, baptizing all believers into the body of Christ, indwelling and sealing them unto the day of redemption (John 16:8-11; 2 Corinthians 3:6; 1 Corinthians 12:12-14; Romans 8:9; Ephesians 1:13-14).
- (b) We believe that He is the divine teacher who assists believers to understand and appropriate the Scriptures and that it is the privilege and duty of all the saved to be filled with the Spirit (1 John 2:20; 1 John 2:27; Ephesians 5:18).

2.05 - The Total Depravity of Man

We believe that man was created in the image and likeness of God, but that in Adam's sin the race fell, inherited a sinful nature, and became alienated from God; and that man is himself utterly unable to remedy his lost condition (Genesis 1:26-27; Romans 3:22-23; Ephesians 2:1-3, 12).

2.06 - Salvation

We believe that salvation is the free gift of God brought to man by grace and received by personal faith in the Lord Jesus Christ, Whose precious blood was shed on Calvary for the forgiveness of our sins (Ephesians 2:8-10; John 1:12; Ephesians 1:7; 1 Peter 1:18-19; John 3:16).

2.07 - Separation

We believe that all the saved should live in such a manner as not to bring reproach upon their Savior and Lord; and, that separation from all religious apostasy, all worldly and sinful pleasures, practices and associations is commanded of God (2 Timothy 3:1-5; Romans 12:1-2; 14:13; 1 John 2:15-17; 2 John 9-11; 2 Corinthians 6:14-7:1).

2.08 - The Second Advent of Christ

We believe in the personal and visible return of Christ for His church (Acts 1:9-11; 1 Thessalonians 4:13-18; Titus 2:13).

2.09 - The Eternal State

- (a) We believe in the bodily resurrection of all men, the saved to eternal life, and the unsaved to judgment and everlasting punishment (Matthew 25:46; John 5:28-29; 11:25-26; Revelation 20:5-6, 12-13).
- (b) We believe the souls of the redeemed are, at death, absent from the body and immediately present with the Lord, where in conscious bliss they await the first resurrection, when spirit, soul, and body are reunited to be glorified forever with the Lord (Luke 23:43; Revelation 20:4-6; 2 Corinthians 5:8; Philippians 1:23; 3:21; 1 Thessalonians 4:16-17).
- (c) We believe that the souls of unbelievers remain, after death, in conscious misery until the second resurrection, when with soul and body reunited, they shall appear at the Great White Throne Judgment, and shall be cast into the lake of fire, not to be annihilated, but to suffer everlasting conscious punishment for their sins (Luke 16:19-26; Matthew 25:41; Revelation 20:11-15).

2.10 - The Personality of Satan

We believe that Satan is a fallen angel, the author of sin, and the cause of the fall of man; that he is the open and declared enemy of God and man; and that he shall be eternally punished in the lake of fire (Job 1:6-7; Isaiah 14:12-17; Matthew 4:2-11; 25:41; Revelation 20:2).

2.11 - Other Beliefs of Specific Interest

- (a) We believe that to add to, subtract from, twist, or change the Bible, or to intentionally take the words of the Bible out of context for man's own purposes is an act of heresy, and that those who do such things are heretics and not true believers.
- (b) We believe that everything in the Bible is absolute truth and relevant to our lives today, tomorrow, and forever.
- (c) We believe that the redemption of our sins took place at the point of Jesus' death on the cross.
- (d) We believe that Jesus did not descend to hell for three days after his death but that he was immediately in the presence of God the Father at the point of his death.
- (e) We believe that while man was created by God, and in the image of God, man is not God, and cannot become God.
- (f) We believe that faith is simply the complete trust and firm belief in God, who cannot be physically perceived, but is very much alive and active in the spiritual life of each of His followers. Faith is a belief, not a force, and has no power to create or to change the mind or actions of God.
- (g) We believe that the Holy Bible consists of exactly 66 books, 39 from the Old Testament, and 27 from the New Testament.

2.12 - Extent of Our Faith

The foregoing statement of faith does not exhaust the extent of our faith. The Bible itself is the sole and final source of all that we believe. We do believe, however, that the foregoing statement of faith provides a true representation of the teaching of the Bible, and therefore, is binding upon all persons serving or served by the Corporation.

ARTICLE 3 – Meetings of the Board of Directors

3.01- Meeting Location

Meetings of the Board of Directors shall be held at any place within or outside the State of Illinois as shall be designated by the Board of Directors. In the absence of a designated location, meetings shall be held at the principal office of the Corporation in Illinois.

3.02 - Annual Meeting Date and Time

The annual meeting of the Board of Directors shall be held on the second Thursday of January each year at 7:00 P.M. At the annual meeting Directors shall be elected (the number of new incoming directors may not exceed one half of the total directorship), and reports of the affairs of the Corporation will be heard and considered.

3.03 - Annual Meeting Notification

On request in writing to the Chairman or Secretary, sent by registered mail or delivered to the officer in person, by any officer or director, the Secretary of the Corporation shall give notice of the meeting to the Directors not less than seven days prior to the meeting. Nothing contained in this section shall be construed as limiting, fixing, or affecting the time or date when a meeting called by action of the board of directors may be held.

3.04 - Special Meetings

Special meetings of the Board of Directors may be called at any time by any director.

3.05 - Meeting Notification

Written notice of all meetings of the Board of Directors shall be delivered, either personally or by mail, addressed to the director at the director's address as it appears in the records of the Corporation or as supplied by the director to the Corporation for the purpose of notice. Notice shall be given by or at the direction of the Chairman, or the Secretary, or the director or persons calling the meeting, or, in the case of their neglect or refusal, or if there is no person charged with the duty of giving notice, by any director to each director.

3.06 - Delivery of Notice

Notice of any meeting shall be delivered not less than seven (7) nor more than sixty (60) days before the date of the meeting, except in the case of an emergency when personal contact by telephone will suffice. If mailed, the notice shall be deemed to be delivered when deposited, postage paid, in the United States mail addressed to the director at the directors address as it appears in the records of the corporation. If by telephone, the notice shall be deemed to be delivered when spoken personally to the intended director, or message left on a telephone answering machine.

3.07 - Meeting Notice Inclusions

Notice of any meeting shall state the time, place, and purpose of the meeting. If the purpose of the meeting, or one of its purposes is to consider a proposed amendment of the articles of incorporation, or these by-laws, the notice shall set forth the proposed amendment and a summary of the changes to be effected by the amendment.

3.08 - Quorum

A majority of the directors shall constitute a quorum. If a quorum is present, the affirmative vote of the majority at the meeting shall be the act of the directors, unless the vote of a greater number is required by the articles of incorporation, or these by-laws.

3.09 - Absence of a Quorum

In the absence of a quorum any meeting may be adjourned from time to time by the vote of a majority of those present, but no other business may be transacted. Meetings at which Directors are to be elected may be adjourned for periods not to exceed fifteen (15) days.

3.10 - Notice of Adjournment

Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at the adjourned meeting. Otherwise, notice of the time and place to which the meeting is adjourned shall be given as in the case of an original meeting.

3.11 - Succession of the Chairman

At every meeting of the Directors, the Chairman, or, in his absence, the Vice-Chairman, or in his absence the officer designated by the Chairman, or, in the absence of the Chairman, the Vice-Chairman, or, in the absence of a designation, the person (who shall be one of the directors, if any is present) chosen by a majority of the directors present shall act as chair. The Secretary shall act as Secretary of all meetings. In the absence of the Secretary, the chair may appoint another person to act as Secretary of the meetings.

ARTICLE 4 - Directors

4.01 - Definition

"Directors," when used in relation to any power or duty requiring collective action, means "Board of Directors."

4.02 - Corporate Authority

The affairs of the Corporation shall be conducted, and all corporate authority shall be exercised, by or under the authority of the Board of Directors, unless the Corporation's articles of incorporation, or these by-laws require otherwise.

4.03 - Composition of the Board of Directors

The number of directors of the corporation shall be determined by resolution of the directors entitled to vote, but shall not be less than three members. Currently, the Board of Directors is set at seven (7) and include the offices of Chairman of the Board of Directors, Vice- Chairman, and Secretary. In addition to these officers of the Board of Directors there shall be three (3) directors elected from the General Assembly and one (1) director elected as a member at large.

4.04 - Duties of the office of Chairman of the Board of Directors

The Chairman of the Board of Directors shall have general supervision, direction, and control of the affairs and directors of the Corporation; have the general powers and duties of management usually vested in the office of Chairman of the Board; and have all other powers and duties as may be prescribed by the Board of Directors or these by-laws. Within this authority and in the course of his duties, the Chairman shall:

- (a) Preside at all meetings of the Board of Directors.
- (b) Provide vision casting to the future of the Corporation
- (c) Lead by example
- (d) Be accountable to the Board of Directors as a whole, and to the Vice-Chairman individually for his actions and decisions.
- (e) When authorized by the Board of Directors or required by law, execute in the name of the Corporation, deeds, conveyances, notices, leases, bills of exchange, warrants, promissory notes, bonds, debentures, contracts, checks, drafts, and other papers and instruments in writing, and unless the Board of Directors shall order otherwise by resolution, make contracts as the ordinary conduct of the Corporation's affairs may require.
- (f) Be the second authorized signer on all financial accounts.
- (g) Sign, certify, or attest documents, checks or drafts as may be required for financial transactions or by law.
- (h) Appoint and remove, employ and discharge, and prescribe the duties and fix the compensation of all agents and employees other than the duly appointed directors, subject to the approval of the Board of Directors; and control, subject to the approval of the Board of Directors, all of the officers, agents, and employees.
- (i) Be responsible to carry out all other duties as prescribed by the Board of Directors.

4.05 - Duties of the Office of Vice-Chairman of the Board of Directors

The Vice-Chairman shall be the second in succession of the affairs of the Corporation. Within this authority and in the course of his duties, the Vice-Chairman shall:

- (a) In the absence or disability of the Chairman, the Vice-Chairman shall perform all of the duties of the Chairman, and when so acting shall have all the powers of, and be subject to all the restrictions on the Chairman.
- (b) Coordinate and hold accountable the chairman of any and all standing committees and work groups set up by the Board of Directors.
- (c) Be the ex-officio member of all standing committees and work groups.
- (d) Be the liaison between all standing committees, work groups, and the Board of Directors.
- (e) Be accountable to the Board of Directors as a whole, and to the Secretary individually for his actions and decisions.
- (f) Hold the Chairman personally accountable for his actions and decisions.
- (g) The Vice-Chairman shall have all other powers and perform all other duties as from time to time may be prescribed for him receptively by the Board of Directors, the Chairman, or these by-laws.

4.06 - Duties of the Office of Secretary of the Board of Directors

The Secretary shall be the third in succession of the affairs of the Corporation. Within this authority and in the course of his duties, the Secretary shall:

- (a) Be accountable to the Board of Directors as a whole, and to the Chairman individually for his actions and decisions.
- (b) Hold the Vice-Chairman personally accountable for his actions and decisions.
- (c) Certify and keep at the principal office of the Corporation, or other authorized location, the original by-laws or a copy including all amendments or alterations to the by-laws.
- (d) Keep at the place where the by-laws or a copy of the by-laws are kept a record of the proceedings of meetings of the Directors, with the time and place of holding, the notice of a meeting given, the names of those present and absent at the meetings, whether regular or special, and, if special, how authorized.
- (e) See that all notices are duly given in accordance with the provisions of these by-laws. In case of the absence or disability of the Secretary, or his refusal or neglect to act, notice may be given and served by the Chairman, Vice-Chairman, or by any member of the Board of Directors.
- (f) Be custodian of all corporate records.
- (g) See that the books, reports, statements, certificates, and all other documents and records required by law are promptly and properly kept and filed.
- (h) Exhibit at all reasonable times to proper persons on terms provided by law on proper application, the by-laws, and minutes of proceedings of the directors.
- (i) Take and publish all minutes of each meeting of the Board of Directors.
- (j) Receive and reply to all Corporate correspondence, as appropriate.
- (k) Oversee the development, editing, and publishing of the monthly corporate newsletter.
- (l) Maintain all membership lists, receive and file all membership applications.
- (m) In general, perform all duties incident to the office of Secretary, and any other duties as from time to time may be assigned to him by the Board of Directors.
- (n) In the event of absence or disability of the Secretary or his refusal or neglect to act, any person authorized by the Chairman, Vice-Chairman, or the Board of Directors, may perform the functions of the Secretary.

4.07 - Duties of the Office of Director

The remaining directors shall be available for the assignment of succession of the affairs of the Corporation by election and vote of the Board of Directors. Within this authority and in the course of their duties, the remaining directors shall:

- (a) Have one vote each on all matters brought before the Board of Directors
- (b) Have the authority to call special meetings of the Board of Directors as prescribed by these by-laws.
- (c) Carry out all other reasonable requests and assignments as prescribed by the Officers of the Board of Directors and these by-laws.
- (d) Hold the officers of the Board (Chairman, Vice-Chairman, and Secretary) accountable for their actions both individually and as a group.

4.08 - Appointment of Other Officers and Agents

The Board of Directors may appoint other officers or agents as may be deemed necessary, each of whom shall hold office for the period, have the authority, and perform the duties in the management of the property and affairs of the Corporation, as may be provided in these by-laws, or as may be determined by resolution of the Board of Directors not inconsistent with these by-laws. The Board of Directors may delegate to any officer or committee the power to appoint any subordinate officers, committees, or agents, to specify their duties, and to determine their compensation.

4.09- - Definition of Member at Large

The member at large shall be an individual who shares the vision for evangelism and discipleship but who is not part of this or any other motorcycle ministry/club. Examples of a member at large might include a pastor, evangelist, lay leader, leader in other non-motorcycle related ministries, etc.

4.10 - Election of Directors and Term of Office

The Directors shall be elected at each annual meeting, or at a special meeting called for the purpose of electing Directors, or the Directors may be designated at any time by written consent of 4/5 of the members of the Board of Directors. Each Director shall hold office until the next annual meeting and until his successor is elected, or until his earlier resignation, removal from office, or death.

4.11 - Removal of a Director on the grounds of lack of interest

In the event that any director shall fail to attend any three (3) regularly scheduled or duly called special meetings of the Board of Director in any one (1) calendar year, whether intentionally or unintentionally, the said director shall automatically and without hesitation be removed from the Board of Directors on the grounds of lack of interest. In the event of such a removal the removed director shall be ineligible to again be a member of the Board of Directors for a period of not less than one (1) year. Vacancies created by such a removal may be immediately filled by a vote taken of the remaining members of the Board of Directors.

4.12 - Vacancies on the Board of Directors

Vacancies on the Board of Directors shall exist in the case of the happening of any of the following events: (a) the death, or resignation, of any director; (b) the failure of the directors to elect the full authorized number of Directors at any annual, regular, or special meeting; (c) an increase in the number of directors; or (d) the removal of a Director based on a 4/5 majority vote of the rest of the Board of Directors.

4.13 - Filling a Vacancy

For each vacant position on the Board, each chapter may nominate one eligible candidate; from all candidates received. The current Board will elect the final director by a 4/5 majority vote of the remaining members of the Board, though less than a quorum, and each person so elected shall be a Director until his successor is elected at the next annual meeting.

4.14 - Powers and Limitations of the Board of Directors

- (a) The positions of Chairman of the Board of Directors, Vice-Chairman of the Board of Directors, Secretary of the Board of Directors, and Treasurer of the Board of Directors shall be filled by the hiring of qualified individuals. The qualifications and hiring of these officers shall be done by the whole of the seated Board at such a time as a vacancy occurs. Salary and/or other compensation offered to the individuals hired into these positions shall be set by the whole of the seated board at the time the position is filled. Each officer's compensation shall be reviewed, and increases or changes shall hold that position until such time as they decide to no longer hold that position, the whole of the seated Board of Directors determines by a 4/5 vote to terminate, the director chooses to retire, or leaves office as a result of death.
- (b) The Board of Directors, by the affirmative vote of a majority of the Directors then in office, shall have the authority to establish reasonable compensation of all employees of the Corporation for services on behalf of the Corporation.
- (c) No Director shall receive compensation for services to the Corporation as a director, but the Board of Directors shall have the authority to reimburse the Directors for travel expenses incurred directly as a result of attending a meeting of the Board of Directors for the conducting of the business of the Corporation.
- (d) The majority of the Directors constituting the Board of Directors may not receive compensation as employees of the Corporation. Reimbursement of travel expenses to attend meetings of the Board of Directors shall not be considered compensation.
- (e) The majority of the Directors constituting the Board of directors may not be related by blood to the third degree of consanguinity or by marriage.
- (f) No Director shall participate in any deliberation or vote of the Board of Directors establishing the amount of his compensation as an employee of the Corporation or in any deliberation or vote of the Board of Directors establishing the amount of compensation of an employee of the corporation who is a member of the Director's family.
- (g) The authority to charter new chapters of this Corporation lies solely with the Board of Directors.

4.15 - Granting of Charters

- (a) Any group of Christians who have read and agree with the Statements of Faith, Rules of Membership, and Guidelines for Chartering as stated in these by-laws shall have the right to make application to the Board of Directors for the charter of a new chapter of the Corporation.
- (b) The group requesting the charter may not, at the time of requisition or thereafter, be members of or affiliated with any other Christian motorcycle club, association, ministry, etc.
- (c) The group requesting the charter must have at least six (6) active and committed members prior to making application to the Board of Directors.
- (d) The group requesting the charter must meet with the Board of Directors after making application for a personal interview. Included in this interview will be the giving of testimony of how the applicants came to a saving knowledge of Jesus Christ and why they desire to be a part of the ministry of this Corporation.

- (e) The group requesting the charter must have been riding or meeting together for the purposes of evangelism and discipleship for no less than three (3) months.
- (f) On the granting of a charter the newly chartered group must send the following written reports to the Board of Directors or those specified by the Board of Directors at the indicated intervals:
 - (1) a copy of their newsletter -- sent monthly;
 - (2) Minutes of their meetings -- sent monthly;
 - (3) Financial reports -- sent quarterly;
 - (4) Activity reports (what events they have attended) -- sent quarterly;
 - (5) Other reports as deemed necessary by the Board of Directors at a later time.

4.16 - Rescission of a Charter

The authority to rescind a charter of the Corporation lies solely with the Board of Directors. A charter may be rescinded for failure to continue following the Statements of Faith, Rules of Membership, and Guidelines as stated in these by-laws. Rescission of a charter will be the last option to the Board of directors and will occur by a majority vote of the Board of Directors after the Board of Directors hears arguments from all parties involved.

4.17 - Number of Directors

The number of Directors may be changed by the Board of Directors without further amendment of these by-laws, on the adoption of a resolution offered for the purpose at any meeting of the Board of Directors pursuant to the vote of a majority of the Directors in office at the time of the meeting. If the change increases the number of Directors and results in the creation of an opening on the Board of Directors, the Board of Directors may, pursuant to the vote of a majority of the Directors in office at the time of the meeting, fill the opening created by the increase in the number of Directors. If the change decreases the number of Directors, under no circumstances shall the reduction in the number of Directors have the effect of removing from office any Director prior to the expiration of his term in office. Under no circumstances may a change reduce the number of Directors to less than three.

4.18 - Corporate Authority

All of the authority of the Corporation shall be exercised under the direction of the Board of Directors.

4.19 - Resignation of a Director

Any Director of the Corporation may resign at any time by giving written notice to the Chairman, the Vice-Chairman, the Secretary, or other member Board of Directors of the Corporation. The resignation shall take effect at the time the notice is received unless a later time is specified in the notice. Acceptance of the resignation shall not be necessary for it to be effective. The remaining Directors shall have the power to fill the vacancy created by the resignation for the unexpired term of the office by the vote of a majority of their number.

ARTICLE 5 – Chapter Officers

5.01 - Definition of a Chapter

A chapter shall be a local division or sub-group of the Corporation. Each chapter must have a charter granted by the Board of Directors. Chapters are set up so that they may operate somewhat independently while still remaining under the authority and control of the Board of Directors. Each chapter shall have officers which make up the Executive Committee of the chapter. This executive committee shall be fully accountable for their actions to the Board of Directors.

5.02 - Definition of Chapter Officers

The officers of a Chapter, may also become members of the Board of Directors. However, their roles of Director and Chapter Officer shall remain separate. The officers of the Chapter shall make up the Executive Committee of the chapter and shall be defined as: President, Vice-President, Treasurer, Secretary, Devotional Officer, Road Captain, and one (1) member at large. The Chapter may also have, at the discretion of the executive committee, other officers and assistant officers as may be appointed in accordance with the provisions below. One person may hold two or more offices except that of President.

5.03 - Powers and limitations of Chapter Officers

While the Chapter executive committee shall have the authority to operate the business and finances of their Chapter and to make binding decisions for their Chapter, the Executive Committee shall not have the authority to operate the business and finances of the Corporation and shall also not have the authority to make binding decisions for the Corporation.

5.04 - Election and Appointment of Chapter Officers

The officers of the Chapter, except the officers appointed in accordance with the provisions of the section below, shall be chosen annually by the general assembly, and shall hold office until his resignation, removal, disqualification, death, or until his successor shall be elected and qualified.

5.05 - Officers Term of Chapter Office

Each officer elected by the general assembly shall hold office until a successor has been elected and qualified or until the earlier removal or resignation of the officer. Any chapter officer may be removed by the Board of Directors with or without cause by a 4/5 majority vote of the members of the Board of Directors.

5.06 - Resignation of an Chapter Officer

Any officer may resign at any time by giving written notice to the executive committee, the President, or the Secretary. Any resignation shall take effect at the date of receipt of the notice or at any later time specified in the notice. Unless otherwise specified in the notice, the acceptance of a resignation shall not be necessary to make it effective.

5.07 - Vacancies of Chapter Officers

If the office of President, Vice-President, Secretary, Treasurer, Devotional officer, Road Captain, or Member at Large becomes vacant, the general assembly shall elect a successor to the office.

5.08 - Duties of the Office of President

The President shall have general supervision, direction, and control of the affairs and officers of the Chapter; have the general powers and duties of management usually vested in the office of President; and have all other powers and duties as may be prescribed by the Board of Directors or these by-laws. Within this authority and in the course of his duties, the President shall:

- (a) Preside at all meetings of the chapters.
- (b) Provide vision casting to the local chapter
- (c) Lead by example
- (d) Be the second signer on all chapter accounts
- (e) Be accountable to the Board of Directors and to the Vice-President individually for his actions and decisions.
- (f) Hold the Road Captain personally accountable for his actions and decisions.
- (g) When authorized by the Executive Committee or required by law, execute in the name of the Chapter, deeds, conveyances, notices, leases, bills of exchange, warrants, promissory notes, bonds, debentures, contracts, checks, drafts, and other papers and instruments in writing, and unless the Executive Committee or the Board of Directors shall order otherwise by resolution, make contracts as the ordinary conduct of the Chapters affairs may require.
- (h) Be responsible to carry out all other duties as prescribed by the Board of Directors.

5.09 - Duties of the Office of Vice-President

The Vice-President shall be the second in succession of the affairs of the Chapter. Within this authority and in the course of his duties, the Vice-President shall:

- (a) In the absence or disability of the President, the Vice-President shall perform all of the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on the President.
- (b) Coordinate and hold accountable the chairman of all standing committees and work groups.
- (c) Be the ex-officio member of all standing committees and work groups.
- (d) Be the liaison between all standing committees, work groups, and the Board of Directors.
- (e) Be accountable to the Board of Directors as a whole, and to the Treasurer individually for his actions and decisions.
- (f) Hold the President personally accountable for his actions and decisions.
- (g) The Vice-President shall have all other powers and perform all other duties as from time to time may be prescribed for him receptively by the Board of Directors, the President, or these by-laws.

5.10 - Duties of the Office of Treasurer

The Treasurer shall be the third in succession of the affairs of the Chapter. Within this authority and in the course of his duties, the Treasurer shall:

- (a) Be the first authorized signer on all chapter financial accounts.
- (b) Be accountable to the Board of Directors as a whole, and to the Secretary individually for his actions and decisions.
- (c) Hold the Vice-President personally accountable for his actions and decisions.
- (d) Have charge and custody of, and be responsible for, all funds of the Chapter, and deposit all funds in the name of the Chapter in banks, trust companies, or other depositories as shall be selected by the executive committee.
- (e) Receive, and give receipt for all contributions, gifts, and donations to the Chapter from any source.

- (f) Disburse, or cause to be disbursed, the funds of the Chapter as may be directed by the executive committee, taking proper vouchers for the disbursements.
- (g) Keep and maintain adequate and correct accounts of the Chapter's properties and business transactions including account of its assets, liabilities, receipts, disbursements, gains, losses, and capital.
- (h) Exhibit at all reasonable times the books of account and records of the Chapter to any Director, officer, or to proper persons on terms as are provided by law, on proper application during office hours at the office of the Chapter, or other location as authorized by the Board of Directors, where the books and records are kept.
- (i) When and as requested, render to the President and Directors accounts of all his transactions as Treasurer and of the financial condition of the Chapter.
- (j) In general, perform all the duties incident to the office of Treasurer and all other duties as from time to time may be assigned to him by the executive committee.
- (k) In the event of absence or disability of the Treasurer or his refusal or neglect to act, any person authorized by the President, Vice-President, or the executive, may perform the functions of the Treasurer.

5.11 - Duties of the Office of Secretary

The Secretary shall be the fourth in succession of the affairs of the Chapter. Within this authority and in the course of his duties, the Secretary shall:

- (a) Be accountable to the Board of Directors as a whole, and to the Devotional officer individually for his actions and decisions.
- (b) Hold the Treasurer personally accountable for his actions and decisions.
- (c) Certify and keep at the principal office of the Chapter, or other authorized location, a copy of the corporations by-laws including all amendments or alterations to the by-laws.
- (d) Keep at the place a copy of the by-laws are kept a record of the proceedings of meetings of the executive committee and the chapter, with the time and place of holding, the notice of a meeting given, the names of those present and absent at the meetings, whether regular or special, and, if special, how authorized.
- (e) See that all notices are duly given in accordance with the provisions of these by-laws. In case of the absence or disability of the Secretary, or his refusal or neglect to act, notice may be given and served by the President, Vice-President, or by the Executive Committee.
- (f) Be custodian of all chapter records.
- (g) See that the books, reports, statements, certificates, and all other documents and records required by law are promptly and properly kept and filed.
- (h) Exhibit at all reasonable times to proper persons on terms provided by law on proper application, the by-laws, and minutes of proceedings of the chapter.
- (i) Take and publish all minutes of each meeting.
- (j) Receive and reply to all correspondence, as appropriate.
- (k) Develop, edit, and publish a monthly chapter newsletter.
- (l) Maintain all chapter membership lists, receive and file all membership applications.
- (m) In general, perform all duties incident to the office of Secretary, and any other duties as from time to time may be assigned to him by the Executive Committees.
- (n) In the event of absence or disability of the Secretary or his refusal or neglect to act, any person authorized by the President, Vice-President, or the Executive committee, may perform the functions of the Secretary.

5.12 - Duties of the Office of Devotional Officer

The Devotional Officer shall be the fifth in succession of the affairs of the Corporation. Within this authority and in the course of his duties, the Devotional officer shall:

- (a) Be accountable to the Board of Directors as a whole, and to the Road Captain individually for his actions and decisions.
- (b) Hold the Secretary personally accountable for his actions and decisions.
- (c) Provide Spiritual influence and leadership to the Ministry, and the direction of the Ministry.
- (d) Provide an interdenominational devotional at the start of each meeting.
- (e) Visit sick or injured Ministry members, or other non-member individuals as he sees fit or as directed by the Executive Committee.
- (f) Be available to be called on to pray at any official function.
- (g) Develop and maintain a group prayer chain
- (h) Be continually in prayer for the Ministry and God's will and direction for the Ministry.
- (i) In accordance with Biblical standards for the role of spiritual leadership, the office of Devotional Officer is restricted to only male members of this organization.
- (j) In the event of absence or disability of the Devotional officer or his refusal or neglect to act, any male person authorized by the executive committee, may perform the functions of the Devotional officer.

5.13 - Duties of the Office of Road Captain

The Road Captain shall be the sixth in succession of the affairs of the Corporation. Within this authority and in the course of his duties, the Road Captain shall:

- (a) Be accountable to the Board of Directors as a whole, and to the Devotional Officer individually for his actions and decisions.
- (b) Hold the President personally accountable for his actions and decisions.
- (c) Be responsible for developing a ride committee, or in the absence or non-existence of a ride committee, shall plan the ride schedule for the Chapter as a whole.
- (d) Be responsible for deciding which rides are attended, the meeting time and place, for each ride, and the time of departure and return for all rides.
- (e) Plan the route to be taken for each ride.
- (f) Lead or appoint a lead bike for each ride.
- (g) Insure that all traffic laws including, but not limited to, speed limits are strictly adhered to.
- (h) In the event of absence or disability of the Road Captain or his refusal or neglect to act, any person authorized by the President, Vice-President, or the Executive Committee, may perform the functions of the Road Captain.

5.14 - Duties of the Office of the Member at Large

The Member at Large shall not be in the succession of the affairs of the Corporation. Within this authority and in the course of his duties, the Member at Large shall:

- (a) Be a full member of the Chapter and Corporation, be a spiritual leader, a person of high respect, moral integrity.
- (c) Be elected by the general assembly
- (d) Perform all duties as required by the Executive Committee.
- (e) Be called on to assist in the performance of the offices of other members of the Board of directors.
- (f) Hold accountable to the Holy Bible and these by-laws, the entire Executive committee.

5.15 - Salaries of Chapter Officers

There shall be no compensation or salary for service as an officer. All positions are on a volunteer basis only. Reimbursement for chapter related expenses shall not be considered compensation.

ARTICLE 6 - Execution of Instruments and Deposit of Funds

6.01 - Authority for Entering Contracts or Executing Instruments

The Board of Directors, except as otherwise provided in these by-laws, 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 Corporation. The authority may be general or confined to a specific instance. Unless authorized in accordance with these by-laws, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any sum of money or for any purpose.

6.02 - Corporate Indebtedness

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Corporation, promissory notes, mortgages, and other evidences of indebtedness of the Corporation, and other corporate instruments or documents, and certificates of shares of stock owned by the Corporation, shall be executed, signed, or endorsed by the Chairman of the Board or Vice- Chairman of the Board, and by the Secretary of the Board or the Corporate Treasurer, and may have the corporate seal, if any, affixed.

6.03 - Deposit of Funds

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation with banks, bankers, trust companies, or other depositories as the Board of Directors may select or as may be selected by any officer or agent of the Corporation to whom the power may be delegated from time to time by the Board of Directors.

6.04 - Endorsement of Credit Funds

Endorsements for deposit of commercial paper to the credit of the Corporation in any of its duly authorized depositories may be made without countersignature by the President, Vice-President, or the Corporate Treasurer, or by any other officer or agent of the Corporation to whom the Board of Directors, by resolution, shall have delegated the power.

6.05 - Endorsement of Funds

Except as otherwise provided in these regulations, all checks, drafts, or other order for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by those person or persons and in the manner as shall be determined from time to time by resolution of the Board of Directors.

ARTICLE 7 - Corporation Records

7.01 - Meeting Minutes

The Corporation shall keep at its principal place of Corporation, or other authorized location, a book of minutes of all meetings of its Board of Directors, with the time and place of holding, whether regular or special, and, if special, how authorized; the notice of meeting given; the name of those present at Directors' meetings; and the proceedings of the meetings.

7.02 - Financial Records

The Corporation shall keep and maintain at its principal place of business, or other authorized location, adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

7.03 - Right of Inspection

Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the Corporation. Inspection by a Director may be made in person or by agent or attorney, and the right of inspection includes the right to make copies or extracts.

7.04 - Fiscal Year

The fiscal year of the Corporation shall be from April 1 to March 31. The purpose for setting the fiscal year as such is the majority of the income of the corporation comes after April 1, however, the majority of the expenses are incurred by the corporation between November and March.

ARTICLE 8 - Qualification of Directors and Officers

8.01 - Testimony of Directors, Officers, and Employees

Each Director, Officer, and employee shall be a believer and disciple of the Lord Jesus Christ.

8.02 - Assent of the Statements of Faith

Each director and officer shall provide written assent to the Statement of Faith as set forth in Article II of these by-laws prior to assuming his duties. The Directors and Officers of this Corporation shall affirm their belief in the Statement of Faith at the annual meeting in the presence of each other.

8.03 - Eligibility for Election to the Board of Directors

Each member of the Corporation shall be eligible to hold office or be elected to the Board of Directors providing they have been a member for not less than one (1) year and have demonstrated a serious commitment to the Corporation by attending a majority of the Corporations meetings and events.

ARTICLE 9 - Indemnification

9.01 - Rights of Indemnity

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, including all appeals (other than an action by or in the right of the Corporation) by reason of the fact that the person is or was a director, officer, employee, or agent of the Corporation, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding; and of that person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action, or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner that he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

9.02 - Indemnification Expenses

To the extent that a director, officer, employee, or agent has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in this article, or in defense of any claim, issue, or matter in that action, suit, or proceeding, he shall be indemnified against expenses, including attorney's fees, actually and reasonably incurred by him in connection with the action, suit, or proceeding.

9.03 - Indemnification by the Corporation

Unless ordered by the court, any indemnification made under this Article, shall be made by the Corporation only as authorized in the specific case on a determination that indemnification of the Director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in this Article. The determination shall be made:

- (a) By a majority vote of directors who were not and are not parties to or threatened with the action, suit, or proceeding.
- (b) If a majority vote of disinterested directors so directs, by independent legal counsel in a written opinion.
- (c) By the District Court or the Court in which the action, suit, or proceeding was brought.

9.04 - Advance Payment of Expenses While Seeking Indemnification

Expenses of each person seeking indemnification under this Article may be paid by the Corporation as they are incurred, in advance of the final disposition of the action, suit, or proceeding, as authorized by the Board of Directors in the specific case, on receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay the amount if it is ultimately determined that he is not entitled to be indemnified by the corporation.

9.05 - Exclusivity of Indemnification

The indemnification provided by this article shall not be deemed exclusive of, and shall be in addition to, any other rights to which those seeking indemnification may be entitled as a matter of law or under the articles of incorporation, these by-laws, any agreement, and insurance purchased by the Corporation, or otherwise both as to action in his official capacity and as to action in another capacity while holding that office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of that person.

9.06 - Insurance

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation against any liability asserted against him and incurred by him in that capacity, or arising out of his status in that capacity, whether or not the Corporation would have the power to indemnify him against liability under the provisions of this Article.

ARTICLE 10 - Standing Rules

10.01 - Definition

The Corporation shall have a separate listing of standing rules that specify certain other rights, powers, and limitations of those who serve the Corporation as directors, officers, employees, or agents, or those who are members or seeking membership must agree and adhere to, including but not limited to membership and office requirements.

10.02 - Amendment of the Standing Rules

The standing rules may be amended or new standing rules may be adopted at a meeting held by the Board of Directors for that purpose by a 4/5 majority vote. As an alternative to section 10.02, the standing rules may also be amended by or new standing rules may be adopted without a meeting by the written consent of a 4/5 majority vote.

ARTICLE 11 - Tax-Exempt Provisions

11.01 - Net Earnings and Legislative Influence

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I, section 1.02 hereof. No substantial part of the activities of the Corporation shall be carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

11.02 - Agreement with Section 501(c)(3) of the United States Internal Revenue Service Code

Notwithstanding any other provisions of the By-laws, the Corporation shall not carry on any other activities not permitted to be carried on:

- (a) by an organization exempt from Federal income tax under section 501(c)(3) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

11.03 - Dissolution

Upon dissolution of this Corporation, the directors shall, after paying or making provision for payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the United States Internal revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Directors shall determine.

ARTICLE 12 - Amendments

12.01 - Amendment by Meeting

These by-laws may be amended and new by-laws adopted at a meeting held by the directors for that purpose by a 4/5 majority vote.

12.02 - Amendment in Writing

As an alternative to section 12.01, these by-laws may be amended and new by-laws adopted without a meeting by the written consent of a 4/5 majority of the directors.

NOTES:

**THE UNDERSIGNED DIRECTORS OF HERALDS OF THE CROSS™
MOTORCYCLE MINISTRY, INC. HAVE ADOPTED THE FOREGOING BY-LAWS
BY A UNANIMOUS VOTE.**

Date

Gregg Patz, Chairman of the Board

Date

Brian Rowe, Vice-Chairman of the Board

Date

Lori Rowe, Secretary of the Board

Date

Dan Jordan, Director