1	BYLAWS
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3	ARTICLE I
4	Name of Association
5	The name of the organization is the State Motorcycle Safety Association (SMSA) and in
6	these bylaws referred to as the Association.
7	ARTICLE II
8	Purposes of the Association
9	The SMSA is a 501(c)(3) nonprofit organization that is dedicated to serving the needs and
10	interests of motorcycle safety programs by advocating motorcycle safety and fostering
11	the exchange of ideas and resources to promote safe and responsible motorcycle riding
12	to reduce motorcyclist crashes, injuries and fatalities. See the SMSA Strategic Plan for

more information on the purpose, mission, vision and goals of the Association.

ARTICLE III

15 Membership

	Section	1	Genera	ı
16	Section	1	Genera	ı

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- 17 The SMSA shall have three levels of membership: State; Supporting; and Individual.
- Acceptance of a membership shall not imply or bind the SMSA to support the
- philosophies or policies of any Member. A member may not use the SMSA's name or logo
- 20 to promote a Member's business activity without expressed written approval from the
- 21 SMSA Executive Committee.

22 Section 2. Member Categories

23 a. State Member

- 24 Each applicant for State Member shall be the state agency or agencies designated by a
- 25 State to administer and manage its motorcycle safety program or components of that
- State's program. State Members shall also include the five branches of the United States
- 27 military.
- 28 Each State Member shall designate an individual to serve as its SMSA representative for
- the purpose of receiving notices and otherwise acting on behalf of the State Member in
- 30 the conduct of SMSA business.

31 b. Supporting Member

- Each applicant for Supporting Member shall be an incorporated business, a national
- association, installation of the US military or an organization that actively and
- continuously supports the reduction of injuries and fatalities associated with motorcycle

- crashes and promotes responsible motorcycle operation.
- Each Supporting Member shall designate an individual to serve as its SMSA
- 37 representative for the purpose of receiving notices and otherwise acting on behalf of the
- 38 Supporting Member.
- 39 c. Individual Member
- 40 Each applicant for Individual Member shall be an individual actively involved in supporting
- 41 the reduction of injuries and fatalities associated with motorcycle crashes and promotes
- responsible motorcycle operation.

43 Section 3. Application for Membership

- State agencies, organizations, associations, branches of the military or individuals
- seeking SMSA membership shall complete and submit to the SMSA Executive
- 46 Committee an application for membership.
- State and Supporting membership is contingent upon the affirmative vote of a simple
- 48 majority of all members of the Executive Committee. Upon approval, the SMSA shall
- 49 invoice the approved applicant for that year's dues. Official membership of all applicants
- starts when the current year dues are received by the SMSA.

51 Section 4. Annual Membership Dues

- 52 All SMSA members shall pay annual dues. The amount of the annual membership dues
- shall be determined by the SMSA Executive Committee and may not be amended more
- than once in a two-year period. The SMSA Executive Committee shall provide notice to
- the Members of any impending revision to the annual dues and provide a minimum of 30
- 56 business days for comment.

- 57 At the conclusion of the comment period, the SMSA Executive Committee shall vote on
- the proposed revision to the annual dues. Members shall receive notice of the revised
- annual dues and the effective date of the membership dues.
- 60 Each membership, unless otherwise agreed upon by the Executive Committee, is valid
- for one full year from the join date. The membership expires at the end of the membership
- term, and a grace period (the amount of time after a membership expires and before a
- payment is made) of 30 days is offered. During this time the member continues to receive
- benefits but is ineligible to vote.

Section 5. Termination of Membership

- Any Member may elect to cancel their SMSA membership by submitting written notice to
- the Executive Committee. Upon receipt of the cancellation of membership, the State,
- Supporting or Individual Member shall no longer be an SMSA Member and will forfeit any
- 69 privileges associated with membership until such a time they reapply for membership and
- are approved.

- 71 The SMSA Executive Committee may revoke a State, Supporting or Individual
- membership for violation of the SMSA Bylaws, Policies or Mission.
- 73 The SMSA shall send written notice of grounds for membership revocation. The Member
- shall have ten business days to respond to the SMSA Executive Committee and request a
- hearing. If no hearing is requested, the membership shall be revoked.
- Upon resignation or revocation of membership, such Member shall have no right or
- interest in any property or assets of the SMSA and shall not be entitled to any refund of
- 78 dues. Members whose membership has been revoked may reapply for SMSA
- 79 membership after six months of providing evidence and demonstrating that the grounds

- 80 for termination have been rectified.
- 81 a. Hearings
- Within thirty days of request of a hearing, a panel shall be appointed by the SMSA
- 83 Executive Committee to review the facts or mitigating circumstances. Membership
- privileges shall be suspended until the panel has made its final decision.

85 Section 6. Membership Classifications

- The Executive Committee may establish or eliminate membership classifications in the
- best interest of the SMSA. The Executive Committee shall establish the membership
- 88 dues for all new membership classifications.

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ARTICLE IV

91 Voting

Section 1. General

- 93 SMSA Members whose annual dues have been paid in full and are considered in good
- standing shall have the privilege to vote on SMSA business matters. Specific voting
- privileges for each membership category are defined in Article IV, Sections 2-5.

96 Section 2. State Member Voting Privilege

- The person assigned by the State Member to be its Designated Representative and act
- on its behalf in the conduct of SMSA business shall vote for the State Member.

100 Section 3. Supporting Member Voting Privilege

- The collective body of Supporting Members shall elect one individual to be its Designated
- Representative and act on behalf of all Supporting Members in the conduct of SMSA
- business. This Designated Representative shall vote for all the Supporting Members.

Section 4. Individual Voting Privilege

- The collective body of Individual Members shall elect one person to be its Designated
- Representative and act on behalf of all Individual Members in the conduct of SMSA
- business. The Designated Representative shall vote for all the Individual Members.

Section 5: Designating a Representative

a. State Member Designated Representative

- Each State Member shall designate one person to serve as its Designated
- 111 Representative to act on its behalf in the conduct of SMSA business.
- All State Member Designated Representatives shall be:
- Employed by or under contract with the State Member
- An active participant with specific responsibilities in the Member's
- motorcycle safety program or activities
- Each State Member shall submit to the SMSA Executive Committee, with their annual
- dues payment, a completed Designated Representative Form containing the following
- information:

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- Member organization or agency
- Representative's name
- Representative's title and position with or relationship to the Member's

122	organization
123	Representative's information, including but not limited to current address,
124	phone number(s), and email address
125	It is the responsibility of the Member to maintain a current Designated Representative
126	Form with the SMSA. Votes cast by persons other than those listed as current Designated
127	Representatives shall not be counted.
128	Only the current Designated Representative of each State Member is eligible for
129	nomination and election to the Executive Committee as Regional Representatives,
130	Members-at-Large or Chairperson.
131	State Members may change their Designated Representative by submitting a new
132	Designated Representative form to the SMSA Executive Committee Secretary. New or
133	revised Designated Representative forms must be submitted to the Executive Committee
134	Secretary at least one week prior to any meeting where SMSA business will be
135	conducted.
136	b. Supporting Members' Designated Representative
137	The collective body of Supporting Members shall elect one person to serve as their
138	Designated Representative to act on their behalf in the conduct of SMSA business.
139	The Supporting Members' Designated Representative shall be:
140	Employed by or under contract with a current Supporting Member
141	An active participant with specific responsibilities in the Member's
142	safety program or activities
143	Supporting Members may change their Designated Representative by a simple majority
144	vote of all Supporting Members.

The current Designated Representative of the Supporting Members will serve as the 145 Supporting Members' delegate to the Executive Committee, as outlined in Article VI. 146 c. Individual Members' Designated Representative 147 The collective body of Individual Members shall elect one person to serve as their 148 Designated Representative to act on their behalf in the conduct of SMSA business. 149 150 The Individual Members' Designated Representative shall be: An active participant in motorcycle safety 151 Individual Members may change their Designated Representative by a simple majority 152 vote of all Individual Members. 153 The current Designated Representative of the Individual Members will serve as the 154 Individual Members' delegate to the Executive Committee, as outlined in Article VI. 155 Section 6. **Dual Representation** 156 157 No Member may represent more than one membership category as a Designated Representative within the same term. 158 **Section 7. Proxy Ballots** 159 A Designated State Representative may identify a temporary Proxy, using the SMSA 160 Temporary Proxy form, from their State program to vote on SMSA business items. 161 The SMSA elected Supporting Member Representative may identify a temporary Proxy, 162 using the SMSA Temporary Proxy form, to vote on SMSA business items. The temporary 163 proxy must be a SMSA Supporting Member in good standing and be approved in 164 advance by the SMSA Chairperson. 165

The SMSA elected Individual Member Representative may identify a temporary Proxy.

using the SMSA Temporary Proxy form, to vote on SMSA business items. The temporary proxy must be a SMSA Individual Member in good standing and be approved in advance by the SMSA Chairperson.

Section 8. Business Matters

- SMSA members have the privilege to vote on the following business matters:
- Approval of the Annual Budget.
- Approval of the 1-Year Work Plan.
- Approval of bylaws.
- Election of the Executive Committee Chairperson.
- Election of Regional, At-Large, Supporting and Individual member representatives
 to serve on the Executive Committee.
- Recall of the Chairperson and Executive Committee members.
- Commitment of additional SMSA funds for projects not included in the annual
 operating budget.

Section 9. Voting Quorum

- A quorum for voting requires a simple majority of the eligible SMSA Members' Designated
- 183 Representatives.
- Votes may be cast as a paper ballot, by verbal response or electronically according to the
- process established by the Executive Committee.

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ARTICLE V 189 **Meeting of Members** 190 Section 1. Business Meeting 191 The SMSA shall have a minimum of one Members' Business Meeting per year to 192 conduct the business of the SMSA. The Executive Committee shall determine the date, 193 time and location. 194 Meetings shall be presided over by the Chairperson. In his/her absence, successions 195 196 shall be Vice-Chair, Secretary and Treasurer, respectively. The Secretary or a delegate acting in his/her behalf shall keep meeting minutes. 197 Section 2. **Notice of Meeting** 198 The Executive Committee shall notify its Members of the Annual Members' Business 199 Meeting a minimum of ninety days prior to the date of the meeting. The meeting notice 200 shall include: 201

202 • Date

203 • Time

204 • Location

Section 3. Quorum

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The presence of a majority of the voting Designated Representatives shall constitute a quorum for the transaction of business. If a quorum is not established, no business shall be conducted; however, the meeting may proceed in an unofficial status for informational and discussion purposes only.

a. Definition of Presence

"Presence" shall be defined as active physical or virtual participation, as deemed appropriate for the specific nature and venue of the meeting. Allowable presence to be determined and communicated in advance by the Chairperson.

Section 4. Special Meetings

- Special meetings of the SMSA may be called by the Executive Committee by providing notice to the Members identifying:
- Reason for the special meeting
- 219 Date
- 220 Time
- Location

Section 5. Petitioned Meeting

- Members may petition to hold a special meeting by obtaining the names and signatures of a simple majority of Designated Representatives. The petition shall be in writing and include:
- Reason for the special meeting
- 227 Date

228	• Time
229	• Location
230	Name of Member Requesting the Meeting
231	Names of Designated Representative
232	Signatures and Dates by which Designated Representatives signed the petition
233	Upon receipt of the petition, the SMSA Executive Committee shall have forty-five days to
234	schedule and hold a petitioned meeting.
235	Section 6. Circulation of a Petition
236	All petitions shall be submitted to the Executive Committee Chairperson. The Chair shall
237	have ten business days to verify petition information and initiate the action(s) to conduct a
238	petitioned meeting.
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240	ARTICLE VI
241	The Executive Committee
242	Section 1. Number and Composition
243	The SMSA Executive Committee shall have nine voting members. All individuals
244	nominated for and elected to the Executive Committee shall be Designated
245	Representatives of Members in good standing. The SMSA Executive Committee will be
246	comprised of:
247	One Chairperson
248	Three Regional State Member Representatives, one from each of the three

regions (East, Central and West). In the event that no State Member Designated 249 Representatives from a specified region are willing to run for election, the 250 Executive Committee may facilitate an election for an additional At-Large 251 Representative. 252 • Three At-large State Member Representatives, from State Members of any 253 254 region • One Supporting Member Designated Representative from the collective body of 255 Supporting Members 256 One Individual Designated Representative from the collective body of Individual 257 Members 258 Section 2. Chairperson 259 The Chairperson shall be elected by the voting representatives in even-numbered 260 calendar years. Only Designated Representatives from State Members in good 261 standing are eligible for election to the office of Chairperson of the SMSA Executive 262 Committee. 263 264 State Member Designated Representatives interested in running for Chairperson shall give written notice of intent to run to all SMSA Members by June 1 of election years 265 (even numbered years). This notice of intent to run shall include: 266 267 Candidate's name State Member's name 268 Candidate's qualifications 269 The Chairperson is limited to two consecutive terms. The incumbent Chairperson will 270

- 272 numbered year.
- 273 When a vacant position on the Executive Committee is created by the election of the
- 274 Chairperson, that vacancy shall be filled during an election by the Designated
- 275 Representatives, as appropriate for that vacant position.
- The Chairperson of the Executive Committee shall preside over all the affairs of the
- SMSA and its officers and shall perform all the duties identified by herein the SMSA
- Bylaws and such further duties as may, from time to time, be required.
- 279 Chairperson duties include:
- Calling and presiding over Executive Committee and Annual Member's Business
 meetings
 - Formulating and promoting SMSA motorcycle safety and operation policies
- Overseeing and administering the SMSA five-year strategic plan and annual
 work plan
 - Representing or delegating a representative for the SMSA at motorcycle safety events, conferences and meetings with federal and state agencies
 - Testifying or delegating an SMSA representative for the purpose of testifying, as required, on motorcycle safety issues, national policy and standards
 - Ensuring the fiscal stability of the SMSA by working with the SMSA Treasurer and Executive Committee to develop realistic annual budgets
 - Having signature authority for the SMSA
- The Chairperson shall not have the authority to enter into contractual agreements that financially obligate the SMSA without the formal approval of the Executive Committee.

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a. Ex Officio

The most current past Chairperson may continue to serve on the Executive Committee as an ex officio member. The ex officio member position is optional and voluntary for the past Chairperson. Ex officio members may participate in discussions but may not make formal motions or vote on Executive Committee business. The SMSA is not obligated to provide financial assistance for the ex officio to attend business meetings and/or conferences.

Section 3. Regional State Representatives

The Executive Committee shall have three Regional State Representatives, one from each of the three regions (East, Central and West). Only Designated Representatives from State Members in good standing are eligible for election to serve as Regional Representatives.

Regional State Representatives shall be elected in even-numbered years. Terms are for two years Regional State Representatives are limited to three consecutive terms. If a Regional Representative vacates his or her seat, the Executive Committee will facilitate an election within that region to elect a new Regional Representative within sixty days of the vacancy. The new Regional Representative will serve the remaining term of the vacated seat.

If none of the State Member Designated Representatives from a specified region are willing to run for election, the Executive Committee may facilitate an election among all regions to elect an additional At-Large Representative.

Section 4. At-large State Representatives

The Executive Committee shall have three At-large State Representatives from any of 318 the three regions (East, Central and West). Only Designated Representatives from 319 State Members in good standing are eligible for election to serve as At-large 320 321 Representatives. At-large State Representatives shall be elected in odd-numbered years. Terms are for 322 two years. At-large State Representatives are limited to three consecutive terms. 323 If an At-large Representative vacates his or her seat, the Executive Committee will 324 facilitate an election among all regions to elect a new At-large Representative within 325 sixty days of the vacancy. The new At-Large Representative will serve the remaining 326 term of the vacated seat. 327 **Section 5. Supporting Member Representative** 328 Supporting Members shall elect one person as their Designated Representative who will 329 vote on behalf of all Supporting Members and serve on the SMSA Executive 330 331 Committee. The Supporting Member Representative shall be elected in odd-numbered years and shall serve a two-year term. The Supporting Member Representative is 332 limited to three consecutive terms. 333 If the Supporting Member Representative vacates his or her seat, the Executive 334 Committee will facilitate an election among Supporting Members to elect a new 335 Supporting Member Representative within sixty days of the vacancy. The new 336 Supporting Member Representative will serve the remaining term of the vacated seat. 337

Section 6. Individual Member Representative

Individual Members shall elect one person as their Designated Representative who will vote on behalf of all Individual Members and serve on the SMSA Executive Committee. The Individual Member Representative shall be elected in even-numbered years and shall serve a two-year term. The Individual Member Representative is limited to three consecutive terms. If the Individual Member Representative vacates his or her seat, the Executive Committee will facilitate an election among Individual Members to elect a new Individual Member Representative within sixty days of the vacancy. The new Individual Member Representative will serve the remaining term of the vacated seat.

Section 7. Executive Committee Meetings

The Executive Committee shall hold meetings to conduct SMSA business. Meetings of the Executive Committee may be called by the Chairperson or by a simple majority of the members of the Executive Committee and may be conducted face-to-face, via teleconference, and/or other appropriate meeting formats.

Notice stating the time and place of any Executive Committee meeting, except Annual Members' Business Meeting, shall be given at least thirty days prior to the date of the meeting. A majority of the Committee shall constitute a quorum. Each Executive Committee member shall have one vote, with the exception of the ex officio member who does not have voting privileges.

Section 8. Powers of the Executive Committee

The Executive Committee shall manage the affairs of the SMSA consistent with the law,

the Articles of Incorporation, and the Bylaws. Powers include, but are not limited to:

• Establish the fiscal year

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- Initiating and administering all matters involving policies, programs, transactions and contractual obligations
 - Guiding and counseling the officers of the SMSA in the fulfillment of their responsibilities
 - Evaluating the needs of the SMSA and implement programs to meet them
- Determining persons authorized to sign checks, drafts, or other orders for the payment of money in the name of the SMSA
 - Reviewing and approving periodic statements of fiscal operations
- Electing the Vice-Chairperson, Secretary, and Treasurer
- Determining duties and compensation of offices of Chairperson, Vice Chairperson, Secretary, and Treasurer
 - Establishing, changing the membership of, and discontinuing committees
 - Facilitating elections for filling Executive Committee Representative vacancies

 The Executive Committee may enter into agreements with organizations or individuals
 to assist the Committee in managing the affairs of the SMSA and to complete projects in
 the approved work plans. The Executive Committee may not relinquish to any
 organization or individual its authority and responsibility to control and manage the
 affairs of the SMSA. The Executive Committee members are duty-bound to oversee and
 supervise their area of responsibilities as discharged by any organization or individual
 with which SMSA has entered into an agreement.

ARTICLE VII

Executive Committee Officers and Duties

Section 1. General

The officers of the SMSA shall be a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer of the Executive Committee. The Chairperson is elected in accordance with the provisions of ARTICLE VI, Section 2. The Executive Committee shall elect one of its members to be the Vice-Chairperson, one to be Secretary, and one to be Treasurer by the affirmative vote of a simple majority.

A Representative's officer title and duties may be removed at any time by the affirmative vote of two-thirds of the members of the Executive Committee. That individual may continue to serve on the Executive Committee unless action is taken pursuant to Article III, Section 5.

Section 2. Vice-Chairperson

- Upon absence, disability, or resignation of the Chairperson, the Vice-Chairperson shall immediately assume the office and all responsibilities of the Chairperson.
- The SMSA Vice-Chairperson shall be responsible for overseeing and managing all active SMSA business contracts and perform such other duties as may be assigned by the Chairperson or the Executive Committee and all duties usually incident to the office of Vice Chairperson.
- Only Designated Representatives from State Members in good standing are eligible for election to the office of Vice-Chairperson of the SMSA Executive Committee.

Section 3. Secretary

406	The SMSA Executive Committee Secretary shall:
407	 Publish all required notices and keep the minutes of SMSA meetings
408	Keep attendance at all such meetings
409	Maintain the official records of the SMSA
410	Be responsible for keeping an accurate, up-to-date list of all members of the
411	SMSA
412	Keep safe and maintain the Corporate Seal and the Bylaws of the SMSA
413	Perform such other duties as may be assigned by the Chairperson or the
414	Executive Committee and all duties usually incident to the office of Secretary
415	Maintain a list of annual deliverables and tasks that shall be completed by the
416	SMSA Executive Committee and provide periodic status reports
417	Upon absence, disability, or resignation of the Chairperson, where the Vice-Chairperson
418	is not able to assume the duties of the Chairperson, the Secretary shall immediately
419	assume the office and all responsibilities of the Chairperson.
420	Upon approval of the Executive Committee, selected duties of the Secretary may be
421	fulfilled by specifically appointed organizations or individuals. The Secretary shall
422	maintain direct supervision of all delegated tasks.
423	Only Designated Representatives from State Members in good standing are eligible for
424	election to the office of Secretary of the SMSA Executive Committee.
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Section 4. Treasurer

428	The SMSA Executive Committee Treasurer shall:
429	Keep and maintain the financial records of the SMSA
430	Collect all dues
431	Receive and have charge of all moneys, bills, notes and similar property
432	belonging to the SMSA
433	Keep such financial accounts as may be required by the Executive Committee
434	• Present reports of the finances of the SMSA at annual meetings and at any other
435	time the Executive Committee may direct
436	Co-sign checks when necessary
437	Arrange annual audits, reviews, tax preparations and required filings
438	• Ensure sound business practices are established and followed to ensure the
439	future financial solvency of the SMSA
440	Perform such other duties as may be assigned by the Chairperson or the
441	Executive Committee and all duties usually incident to the office of Treasurer
442	Upon absence, disability, or resignation of the Chairperson, where the Vice-Chairperson
443	or Secretary is not able to assume the duties of the Chairperson, the Treasurer shall
444	immediately assume the office and all responsibilities of the Chairperson.
445	Upon approval of the Executive Committee, selected duties of the Treasurer may be
446	fulfilled by specifically appointed organizations or individuals. The Treasurer shall
447	maintain direct supervision of all delegated tasks.
448	Only Designated Representatives from State Members in good standing are eligible for
449	election to the office of Treasurer of the SMSA Executive Committee.

450	Section 5. Bonds
451	The members of the SMSA Executive Committee shall be bonded for the faithful
452	performance of duties. The cost shall be paid by the SMSA.
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454	ARTICLE VIII
455	Notice
456	Wherever in these Bylaws notice is required to be given, such notice shall be deemed to
457	have been delivered and received if addressed to the Member or Member's Designated
458	Voting Representative, as the case may be, at the address as it appears on the records
459	of the SMSA.
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461	ARTICLE IX
462	Dissolution
463	Upon the dissolution of the SMSA, any assets not otherwise provided for by law shall be
464	liquidated and used to cover any outstanding debts or be distributed to any one or more
465	nonprofit organizations as selected by the SMSA Executive Committee.
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469	ARTICLE X
470	Amendments
471	These Bylaws may be altered, amended, added to or repealed, and new Bylaws adopted
472	by the affirmative vote of a simple majority of voting Designated Representatives. The
473	voting Designated Representatives shall receive thirty days' notice of the intention to so
474	alter, amend, add to or repeal, or to adopt new Bylaws.
475	
476	ARTICLE XI
477	Fiscal Management
478	Section 1. Fiscal Year
479	The SMSA's fiscal year shall begin January 1 of each year and end December 31 of
480	each year.
481	Section 2. Annual Budget
482	The Executive Committee shall prepare, distribute and receive approval of an annual
483	budget for the upcoming fiscal year by December 1 of each year. The annual budget shall
484	be based on projected income, operational costs and projects to be completed from
485	SMSA's Annual Work Plan. The Executive Committee may not develop an annual budget
486	or commit funds to projects or activities that could endanger the financial solvency of
487	SMSA. This budget shall be approved by a simple majority of the eligible Designated
488	Representatives.

Section 3. Annual Financial Report

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The SMSA Executive Committee shall distribute to the SMSA Membership an Annual Financial Report by March 1 of the following year. The Annual Financial Report shall provide a detailed description of SMSA's previous year's income and expenditures.

These are the most current Bylaws of the STATE MOTORCYCLE SAFETY

495 ASSOCIATION (SMSA) effective March 1, 2021.