



CLEARWATER CHAPTER

#7639

BY-LAWS

INDEX

DEFINITIONS	Page 3
PREAMBLE AND PURPOSE	Page 4
MEMBERSHIP	Page 5
CHAPTER INSIGNIA	Page 7
DISCLAIMER	Page 8
DISCIPLINARY PROCEDURES	Page 9
MEETINGS	Page 12
PRIMARY AND SECONDARY OFFICERS	Page 16
COMMUNICATION	Page 23
ROAD SAFETY AND MARSHAL CORPS	Page 24
ANNUAL FINANCIAL REVIEW	Page 26
AMENDMENTS AND DISPUTES	Page 27
SIGNATURE PAGE	Page 28

DEFINITIONS

Associate Member – A member entitled to Associate membership in terms of the H.O.G. Chapter Charter, Membership Procedures – Type of HOG Membership, Handbook D - 2.

Associate Life Member – A member entitled to Associate Life membership in terms of the H.O.G. Chapter Charter, Membership Procedures – Type of HOG Membership, Handbook D - 2.

Chapter – The Harley Owners Group Clearwater Chapter #7639.

Consensus – The judgment or decision by a committee that seeks to obtain the agreement of as many committee members as possible. If unanimous agreement cannot be reached a majority of at least 75% of the committee members in attendance will constitute consensus.

Exco – The Executive Committee in accordance with the H.O.G. Chapter Charter, Article V – Officers, comprising of the Primary Officers elected and appointed as per the guidelines prescribed in By-law 11 or 12.5.

Full Member – A member entitled to Full membership in terms of the H.O.G. Chapter Charter, Membership Procedures – Type of HOG Membership, Handbook D - 2.

Full Life Member – A member entitled to Full Life membership in terms of the H.O.G. Chapter Charter, Membership Procedures – Type of HOG Membership, Handbook D - 2.

H.O.G. – The Harley Owners Group, a division of the Harley Davidson Motor Company, the governing body for all H.O.G. Chapters.

H.O.G. Chapter Charter – The H.O.G. Chapter Charter and Handbook published by H.O.G. which provides the rules and guidelines for the management and administration of all H.O.G. Chapters.

Member – A Full and/or an Associate Member and/or a Full Life and/or an Associate Life Member

Secondary Officers – The Officers in accordance with the H.O.G. Chapter Charter, Article V – Officers, appointed in terms of the guidelines prescribed in By-law 13.

Sponsoring Dealer – The Harley Davidson Clearwater Dealership represented by the owners, Dealer Principal or nominated representative who has the authority to act in accordance with these By-laws.

PREAMBLE AND PURPOSE

1. PREAMBLE

The purpose of these By-laws is to supplement the H.O.G. Chapter Charter in respect of certain procedural matters and establish an agreement between the Sponsoring Dealer and the Chapter to conduct Chapter matters in such a manner that it supports the objective of the Sponsoring Dealer and the Purpose of the Chapter. In the event of a dispute between the By-laws and the H.O.G. Chapter Charter, the articles in the H.O.G. Chapter Charter are binding and are the final word in all matters.

2. PURPOSE OF THE CHAPTER

The purpose of the Chapter as a non-profit, non political family orientated association is to further promote Harley-Davidson motorcycling in particular and to provide a forum where members can share their experiences relating to this unique motorcycle brand. To be a recreational and social club providing social evenings, Chapter rides and events and to so conduct Chapter programs and activities as to advance the interest and welfare of Harley-Davidson motorcycling in the community, and to develop camaraderie amongst its members and Harley-Davidson owners in general.

MEMBERSHIP

3. MEMBERSHIP AND FEES

- 3.1 Membership is restricted to persons who own a Harley-Davidson motorcycle.
- 3.2 The Chapter will review the Chapter membership fees annually in accordance with guidelines of the Chapter Charter and must be approved by the Sponsoring Dealer before being tabled at the AGM for approval.
- 3.3 Full membership requires the payment of the necessary fees to H.O.G. as well as the H.O.G Chapter fees as determined in accordance of By-law 3.2, thereafter the member will have access to all Chapter events and privileges for one year only, commencing on the date of payment of said fees.
- 3.4 Full Chapter Life Membership and Associate Chapter Life Membership are available according to the rules and fees approved by the Chapter and Sponsoring Dealership from time to time on the condition that the member is a paid up Full or Associate Life H.O.G. member.
- 3.5 Associate membership is available to pillions and family members regularly attending Chapter activities, each associate must have a full sponsoring member.
- 3.6 When acquiring a new unregistered Harley-Davidson motorcycle the owner will by default receive one year's free full membership. The Motor Company will issue a free H.O.G and H.O.G Assist membership for one year. The fee payable towards membership of Clearwater Chapter will be paid on behalf of the new owner by the Sponsoring Dealer. The Sponsoring Dealer however has the right to extend this concession to used motorcycles by his own discretion.
- 3.7 Membership shall be renewable annually and shall expire at midnight the last day of the month one year after the commencement of the current period of membership.
- 3.8 Renewal of membership is subject to approval by both the Exco and the Sponsoring Dealer. The same principle applies to new applicants with no previous affiliation to the Chapter.

4. TERMINATION OF MEMBERSHIP

- 4.1 Membership will cease when a member has failed to renew membership by completing the appropriate forms and paying the respective fees as prescribed by H.O.G. and the Chapter when due.
- 4.2 Any member who wishes to resign from the Chapter can do so at any stage during his/her current period of membership. No membership fees will be refunded to the member by the Chapter. All Chapter property must be returned to the Committee, and no such member may fraudulently represent the Chapter after ceasing association with

the Chapter. All clothing, badges and memorabilia purchased by the out-going member shall remain his/her property.

4.3 Suspension or termination of membership may be recommended to the Sponsoring Dealer for the following reasons after following the prescribed Disciplinary Procedure in By-law 7:

4.3.1 Misappropriation of Chapter funds.

4.3.2. Misconduct or any other act detrimental to the good reputation of the Chapter and/or adverse to the Chapter's Purpose as described in By-law 2.

4.3.3. For maligning fellow members, their families, friends or any conduct considered inappropriate with respect to Chapter/members property.

CHAPTER INSIGNIA

5. CHAPTER INSIGNIA

- 5.1 Members must be encouraged to wear the Chapter colors during official Chapter meetings, which will include but not be limited to rides, gatherings and social activities concerning the Chapter. The Chapter insignia when worn must be affixed to the back of a leather or suitable jacket or waistcoat, in a manner that it will be clearly visible at all times.
- 5.2 Chapter Committee members must set the example and wear their committee position identification badge. This will assist members to identify officers and their position in the Chapter.
- 5.3 Members should at all times respect the protection rendered in respect of the trademarks, logo's and licenses towards H.O.G.[®], HARLEY OWNERS GROUP[®], LOH[®], LADIES OF HARLEY[®], Logo's and Trademarks bearing the Harley-Davidson name, bar and shield and colors as owned and under license to the Harley-Davidson Motor Company as prescribed in the H.O.G. Chapter Charter Article 10 - Trademark License and Handbook section F - 2.

DISCLAIMER

6. DISCLAIMER

- 6.1 To the extent permitted by law, no member shall hold the Chapter, Harley Davidson Motor Company, Harley Davidson Inc., the Sponsoring Dealer, or Chapter member responsible for any loss, damage or injury sustained in attending Chapter functions, or while traveling to or from Chapter functions.
- 6.2 The Chapter shall not be held responsible for the acts of any individual member at any time. Nor will the views expressed by a single member in any way reflect the views of the Chapter.
- 6.3 The above should be read in conjunction with the H.O.G. Chapter Charter, Article XIV-Disclaimer.

DISCIPLINARY PROCEDURES

7. DISCIPLINARY PROCEDURES

- 7.1 Any complaint received in writing at the Chapter office regarding any alleged misconduct of any Chapter member(s), must be investigated and dealt with by a Disciplinary Committee (DC). The DC shall be no less than five (5) people and constituted in the following manner:
- 7.1.1 Two (2) of the Primary Officers
 - 7.1.2 Two (2) of the Secondary Officers
 - 7.1.3 The Sponsoring Dealer or appointed representative.
 - 7.1.4 The DC members must be independent and have no prior involvement with the complaint.
 - 7.1.5 The DC will appoint a Chairperson from amongst them.
- 7.2 Disciplinary procedures can only be proceeded with against a Chapter member concerning Chapter and H.O.G. matters as described under By-law 4.3.1 to 4.3.3. The Chapter has no obligation or right to act on the behalf of Chapter members in disputes concerning dealership matters. These matters are a Dealership – Client matter and should be dealt with within that specific relationship.
- 7.3 The DC must evaluate the complaint in order to establish whether there exists a *prima facie* case of misconduct against the respective member.
- 7.4 In the event that the committee is of the view that a *prima facie* case exists, the committee must inform the member, in writing, of the complaint within forty eight (48) hours of receiving such complaint. The DC must request the member to furnish the DC, in writing, within 7 days of receiving notice of such complaint, a written response wherein the member may either admit or deny all or part of the allegations contained in the complaint and substantiate such response with appropriate reasons.
- 7.5 In circumstances where the DC receives such response, or, alternatively receives no response, in the stipulated time period, the committee must decide, within seven (7) days, whether to proceed with disciplinary proceedings, as stipulated herein under.

- 7.6 If the DC decides to pursue disciplinary proceedings against the member, the DC must, within seven (7) days issue the member with a notification to attend a disciplinary hearing, which notice must contain the following details/information:
- Date, time and venue of the hearing
 - Details of the allegations against the member
 - The member is entitled to representation by a fellow Chapter member only.
 - The member is entitled to call witnesses
 - The member is entitled to an interpreter
 - The member is entitled to cross-examine any witnesses called by the complainant/DC
- 7.7 A member of the DC will present the case on behalf of the Chapter, direct questions and statements to the accused member and call the necessary witnesses.
- 7.8 The member accused will then have the opportunity to present his/her case by cross examining witnesses, calling witnesses and submit mitigating evidence of arguments.
- 7.9 The DC will be entitled to issue a warning, where appropriate, to the member. The warning, before communication to the accused member, must have the approval of the Sponsoring Dealer.
- 7.10 The DC will be entitled to recommend the following sanction(s), where appropriate, to the Sponsoring Dealer:
- Suspension of membership for a period no longer than 12 months.
 - Termination of membership
 - Removal from office in respect of Primary and Secondary Officers.
- 7.11 The DC must communicate the outcome of the hearing to the accused member within seven (days) of the hearing.
- 7.12 The Sponsoring Dealer may in terms of and at his sole discretion, take action in terms of the recommendation within the guidelines prescribed in the Chapter Charter, Article XVI – Operating Policies, Paragraph 3 – Membership and/or Article V – Officers, Paragraph 4.

7.13 The Sponsoring Dealer will notify the DC of the action taken, with the reason for not applying the recommendation if applicable, within 7 days after receipt of the recommendation.

8. DISCIPLINARY APPEAL

8.1 Any member against whom a finding has been made may appeal, in writing to the DC, against the finding(s) of the DC, within seven (7) days of being notified of the outcome of the hearing.

8.2 Within seven (7) days of receiving such an appeal, the DC must schedule an appeal hearing. The member must be afforded at least seven (7) days notice of such appeal.

8.3 The DC must appoint an independent chairperson to conduct the appeal hearing which must not have any prior involvement in the investigation or disciplinary and must be considered independent by the plaintiff, and should preferably be a person with legal experience.

8.4 The appeal hearing will be conducted as follows:

8.4.1 The member will make verbal and written submissions in support of the appeal, and may submit evidence not previously submitted, in mitigation;

8.4.2 If the DC opposes the appeal, the DC must respond to the member verbally.

8.4.3 The member may reply to the response of the DC.

8.4.4 The chairperson must make a written finding on the appeal within seven (7) working days of the appeal hearing and forward such finding to the DC, Chapter member and Sponsoring Dealer.

8.4.5 The Sponsoring Dealer has to sanction the finding of the chairperson of the appeal hearing before its official inception.

8.5 The decision of the appeals hearing chairperson, after approval of the Sponsoring Dealer, will be binding on all the parties.

MEETINGS

9 MEETINGS

There should be five types of meetings: Annual General Meeting (AGM), Special General Meeting (SGM), Primary Officers meetings (Exco), Committee Meetings (CM) and General Member Meetings (GM). The Director or his/her nominee shall preside at all the above meetings and all meetings will have an agenda. The venues of the above meetings must be pre-approved by the Sponsoring Dealer. All meetings will be conducted in an orderly manner adhering to accepted meeting procedures. Minutes and all supporting documents will be maintained as record of the meetings.

9.1 ANNUAL GENERAL MEETING

- 9.1.1 An AGM must be held during the month of March of each year. This will be a closed meeting with only Full, Life and Associate members permitted. As sponsor the Sponsoring Dealer must attend the AGM.
- 9.1.2 A quorum for the AGM shall be a minimum of 30 members of the Chapter who are in good standing. A member in good standing is a member who has paid his/hers membership fees in respect of their international and local H.O.G. dues and has an active ZA number.
- 9.1.3 In the event of a quorum not being present within half an hour from the time the meeting is to commence the chairperson may, after satisfying himself that proper notice has been given to members in terms of By-law 9.1.6, adjourn the meeting for an additional half an hour. If a quorum is not present after the postponed time the chairperson must postpone the meeting to a new date within 30 days. Notice must be given to members of the new postponed AGM date. If a quorum is not present at the postponed meeting an additional half an hour shall again be granted to try and accumulate a quorum, thereafter the members then present, shall be deemed to constitute a quorum.
- 9.1.4 A register of proof, confirming Chapter and H.O.G. membership status, must be present at the AGM and must be signed by every member intending to vote at the AGM.
- 9.1.5 The main purpose of the AGM is to elect the new Primary Officers for the next term, approve the proposed annual Chapter fees, pass or reject motions on the By-laws.
- 9.1.6 The AGM notice, Primary Officers nomination forms and supporting documentation for the AGM must be sent out at least thirty (30) days in advance of the AGM.

9.1.7 Decisions will be by a majority vote of those members present. Any vote on the amendment of the By-laws will be as prescribed in By-law 20.

9.2 SPECIAL GENERAL MEETINGS

9.2.1 A Special General Meeting shall be called by the Chapter Secretary if requested by the Exco or the Sponsoring Dealer. Any ten Chapter Members, in good standing, can request a SGM for a specific resolution, stating the resolution and motivation for which the meeting is to be called. The Exco and Sponsoring Dealer will then deliberate on the resolution and will instruct the secretary to call an SGM to address the matter(s) raised in the resolution, if need be. If the members request is rejected the Exco will notify the applicable members in writing, stating the reasons for not calling an SGM on the matter(s) raised.

9.2.2 At least seven (7) working days notice must be given of such meetings stating the time and place, and reason for the meeting as well as the resolution to be tabled at the meeting.

9.2.3 A *quorum* for a Special General Meeting shall be thirty members of the Chapter in good standing.

9.2.4 Any resolution placed before a Special General Meeting shall be accepted or rejected by a simple majority vote of those members present at the meeting. The outcome of the vote must be presented to the Committee and the Sponsoring Dealer for their approval. If the resolution is approved by the Committee and Sponsoring Dealer the Committee shall be obliged to give effect to such a resolution, provided such act is not unlawful or contrary to the Constitution of South Africa, H.O.G. Chapter Charter or the By-laws of the Chapter. If the rejection or acceptance of resolution does not satisfy the parties concerned and a dispute is declared the matter(s) will be referred to H.O.G. for arbitration.

9.2.5 This will be a closed meeting with only Full, Life and Associate members permitted. As sponsor the Sponsoring Dealer must attend the SGM.

9.2.6 The By-laws may not be amended by a Special General Meeting.

9.3 PRIMARY OFFICERS (EXCO) MEETINGS

9.3.1 Closed meeting for Primary Officers including the Sponsoring Dealer only. The Exco may however, on invitation, allow any member or

person to attend for the purpose to address the meeting on a submission that the person is required to make.

- 9.3.2 The Primary Officers shall meet at least once a month.
- 9.3.3 Decisions should be by consensus. If consensus cannot be reached a majority vote will apply.
- 9.3.4 The presence of fifty (50) percent plus one (1) of the Primary Officers will constitute a quorum.

9.4 COMMITTEE MEETINGS

- 9.4.1 Committee meetings for Primary Officers, Sponsoring Dealer and Secondary Officers can be attended by all members of the Chapter.
- 9.4.2 Any member, other than the Primary Officers, Sponsoring Dealer and Secondary Officers, who wants to discuss any matter at the meeting need to submit a written motion in advance of the meeting to the Chairman. If approved by the Chairman the matter will be placed on the agenda for discussion and the member will then be allowed to speak on that specific matter only.
- 9.4.3 Any member, other than the Primary Officers, Sponsoring Dealer and Secondary Officers who has not submitted a motion in writing as prescribed in By-law 9.4.2 will only have observer status unless allowed to speak on a matter as prescribed in By-law 9.4.4.
- 9.4.4 The Chairman may, at his sole discretion, allow any member in attendance to speak on any matter.
- 9.4.5 The Chapter committee shall meet at least once a month.
- 9.4.6 Decisions should preferably be by consensus amongst all the Officers present. If consensus cannot be reached a majority vote will apply by voting of the Primary Officers only. The Secondary Officers carry no vote.
- 9.4.7 The presence of fifty (50) percent plus one (1) of the Committee members will constitute a quorum and fifty (50) percent plus one (1) for the Primary Officers if required for a vote by the Primary Officers.

9.5 GENERAL MEMBER MEETINGS

- 9.5.1 General Member meetings (GM) shall be open meetings and can be attended by all members of the Chapter. The aim of these meetings will be to provide feedback to the members regarding the Chapter activities.

- 9.5.2 These meetings should present a forum where the Committee and members alike can discuss matters of mutual interest. Members will have the opportunity to present matters to be included on the agenda.
- 9.5.3 Guest speakers and special guests could be invited to these meetings to promote the Chapter and encourage community interest and participation.
- 9.5.4 The General Member Meeting has no mandate to reach a decision on any matter but may, on consensus, forward any matter discussed to the Exco for the consideration of the Exco and sponsoring Dealer.
- 9.5.5 Three of these meetings per year may be held if need be and will be at the discretion of the Chapter Director.

10. RULES OF CONDUCT AT THE ANNUAL GENERAL MEETING AND THE SPECIAL GENERAL MEETING

- 10.1 Matters to be discussed must be in the form of a written motion put forward by a proposer and duly seconded.
- 10.2 Only one motion/recommendation can be discussed at any time.
- 10.3 The chairman must read the motion/recommendation to the meeting before debate for or against a motion/recommendation is allowed.
- 10.4 An amendment to a motion/recommendation shall be relevant to the motion/recommendation. It should not intend to amend and shall not alter the original motion/recommendation in such a way as to make it essentially a new motion/recommendation.
- 10.5 No motion/recommendation or amendment shall be withdrawn after being read by the chairperson except by agreement of the meeting and the proposer. If an amendment is proposed it shall be taken to the vote before another amendment shall be considered.
- 10.6 Should the vote on the amendment be negative, the original motion / recommendation shall then be put to the vote.
- 10.7 If an amendment is carried, it shall be regarded as a substantive motion / recommendation and become the decision of the meeting.
- 10.8 When a matter is put to the vote the Chairperson having first ascertained the number of members eligible to vote shall ask for a show of hands and shall then declare that the motion/recommendation be accepted or rejected.

PRIMARY AND SECONDARY OFFICERS

11. NOMINATION OF PRIMARY OFFICERS

- 11.1 Nominations for the election of Primary Officers positions have to be deposited in a sealed nomination box at the Chapter office five (5) working days prior to the AGM. Nominations must include the acceptance of the nominee and be in a sealed envelope and the nominated position must be written on the outside of the envelope. Only one nomination per envelope is allowed. Any three current Primary Officers must be present when opening the nomination box and the Exco then have two working days to draw up a list of the nominations for each position to be elected on. This list must then be presented to the Sponsoring Dealer for consideration and approval. The Sponsoring Dealer will then, in terms of and at his sole discretion, conduct interviews with the candidates and prepare a list of approved candidates. Members nominated but not included in the list of approved candidates must be contacted by the Sponsoring Dealer and informed of the Sponsoring Dealer's decision to not include the candidate in the approved list. The list of approved candidates must be made available to all Full, Life and Associate members at the AGM.
- 11.2 In the event that the Sponsoring Dealer does not agree with the appointment of a Primary Officer from amongst the listed candidate(s) the Sponsoring Dealer may in terms of and at his sole discretion, appoint a Primary Officer who the sponsoring Dealer deems fit and proper for the position.
- 11.3 Any member in good standing and in compliance with the criteria as prescribed in By-law 12 is eligible to be nominated for any of the Primary Officer positions. Nominated candidates must acquaint themselves with the responsibilities of the position they are nominated for before accepting the nomination. A member can be nominated for more than one Primary Officer position, if elected to one of the positions his nomination to the other portfolio(s) will automatically be recalled in terms of the voting process as prescribed in By-law 11.4.
- 11.4 Ballot papers will be prepared for each of the positions where there are more than one candidate nominated. The ballot papers will be handed over to members on signing the register of attendance.
- 11.5 Members at the AGM will vote for one position at a time. The order in which the positions are to be voted on are: Director, Assistant Director(s), Secretary and Treasurer. Open ballot box(es) will be used when collecting the ballot papers. The Chairman will appoint at least three Primary Officers to do the counting of the votes. After verifying the results the Chairman must

announce the result to the AGM. The next position in line will then be elected in the same manner till the last.

- 11.6 The term of the newly elected Primary Officers will commence on the next day following the AGM. All the electoral material should be kept in safe keeping in the Chapter office for twenty (20) working days.
- 11.7 The first election of Primary Officers in terms of these By-laws will be at the AGM of March 2011.

12. PRIMARY OFFICER (Exco) PORTFOLIO'S

12.1 Requirements

12.1.1 *Director*: An active member, in good standing, supporting and participating in Chapter activities, have the desire to serve the Chapter, promote and uphold the purpose of the Chapter and promote a good relationship with the Sponsoring Dealer.

12.1.2 *Assistant Director(s)*: As for the Director, and willing to support the director in managing and promoting the Chapter. One (1) Assistant Director position will be reserved for a Sponsoring Dealer appointment. The Sponsoring Dealer may in terms of and at his sole discretion appoint a Sponsoring Dealer representative or Chapter member who the Sponsoring Dealer deem fit and proper for the position.

12.1.3 *Secretary*: An active member and in good standing. Must have a sound knowledge of the administration and functional procedures, and actions required for the sound operation of a social club - the Chapter.

12.1.4 *Treasurer*: An active member in good standing. Must have a sound knowledge of bookkeeping, preferably working in this field on a daily basis.

12.2 Restrictions

12.2.1 Any Primary Officer position can only be held by the same member for two consecutive terms unless the term is extended by the Sponsoring Dealer.

12.2.2 No Primary Officers will be paid a salary. No remuneration of any kind will be paid except for reimbursement of out-of-pocket expenses on behalf of the Chapter. Reimbursement will be by the discretion of the Exco and/or Treasurer and should be supported by the presentation of official receipts.

12.2.3 No Primary Officer can hold more than one position on the Committee.

12.2.4 No Primary Officer of this Chapter can hold any committee or officer position at any other H.O.G. Chapter, Harley Davidson Club or Motor Cycle Club.

12.3 Duties and responsibilities

The duties and responsibilities as prescribed in the H.O.G Chapter Charter, Article V – Officers as amended from time to time by the Exco with the approval of the Sponsoring Dealer. The Primary Officers will have the responsibility to oversee the performance of the Secondary Officers and have the power, with the sanctioning of the Sponsoring Dealer, to request a Secondary Officer to vacate his/hers position if he/she does not fulfil the duties as requested.

12.4 Term of Office

The elected term of office will be for a period of two years which will be calculated from the first AGM where the Primary Officer was elected to the third AGM when the term will expire.

12.5 Replacing Primary Officers

When a primary Officer resigns from office or the position becomes vacant due to death, misconduct, or the officer moving from town or Chapter the position is taken up by the Sponsoring Dealer, appointed representative or the Sponsoring Dealer may, after consultation with the Exco, appoint a Chapter member. The replacement will only be for the remaining term up to first AGM after the position became vacant. The position will then be appointed in accordance with the nomination procedure prescribed in By-law 11.

13. SECONDARY OFFICERS

The following portfolios must be filled by the Exco by appointing interested members of the Chapter: Activities Officer, Rally Officer, Head Road Captain, Ladies of Harley Officer, Editor, Head Safety Officer, Photographer, Historian, Membership Officer and Webmaster. Members with a healthy interest in Chapter activities should have preference when appointed as Secondary Officers. More than one Secondary Officer position can be held by a single Chapter member. All Secondary Officers appointments must be sanctioned by the Sponsoring Dealer. The appointment of a Head Road Captain will be in accordance with By-law 13.5.

13.1 Requirements

All Secondary Officers should be active members in good standing. They should have the desire to serve and have pride in upholding the Purpose of the Chapter. In addition to these requirements a Head Road Captain also need to meet the requirements as prescribed in By-law 13.6.

13.2 Restrictions

13.2.1 Any Secondary Officer position can only be held by the same member for two consecutive terms unless the term is extended by the Exco.

13.2.2 No Secondary Officers will be paid a salary. No remuneration of any kind will be paid except for reimbursement of out-of-pocket expenses on behalf of the Chapter. Reimbursement will be by the discretion of the Exco and/or Treasurer and should be supported by the presentation of official receipts.

13.2.3 No Secondary Officer of this Chapter can hold any committee or officer position at any other H.O.G. Chapter, Harley Davidson Club or Motor Cycle Club.

13.3 Duties and responsibilities

The duties and responsibilities as prescribed in the H.O.G. Chapter Charter, Article V – Officers, shall serve as guideline. The Primary Officers shall determine the duties from time to time.

13.4 Term of Office

The term of office will be for a period of two years which will be calculated from the first AGM after which the Secondary Officer was appointed to the third AGM when the term will expire. The first appointment of Secondary

Officers in terms of these By-laws will be after the appointment of Primary Officers at the AGM in March 2011.

13.5 Appointment of Head Road Captain

The appointment of the Head Road Captain (HRC) will be for a term of office as prescribed in By-law 13.4 and will take place in accordance with the following procedure:

13.5.1 Nominations of candidates for appointment as HRC will be invited from the Marshal Corps in a manner decided by the Chapter Director and Sponsoring Dealer.

13.5.2 Nominations must be done with the acceptance of the nominee. In addition to the requirements prescribed in By-law 13.1 the candidates for the appointment as Head Road Captain also need to meet the requirements as prescribed in By-law 13.6. The nominated candidates need to acquaint themselves with the requirements before accepting the nomination.

13.5.3 The Director will draw up a list of the nominations. The number of nominations per nominee will not be disclosed.

13.5.4 The list of nominations will then be presented to the Exco and Sponsoring Dealer for consideration and approval. The Exco and Sponsoring Dealer will then, at their discretion, conduct interviews with the candidates to establish whether they meet the requirements as prescribed in By-law 13.6 and prepare a list of approved candidates. Candidates nominated but not included in the list of approved candidates must be contacted by the Sponsoring Dealer and informed of the decision to not include the candidate in the approved list.

13.5.6 The list of approved candidates will be made available to the Marshal Corps for voting at a time and place as decided by the Director and Sponsoring Dealer.

13.5.7 The voting will be conducted by means of a secret vote and the Director and any one Safety Officer representing the Marshal Corps will do the counting of the votes.

13.5.8. The Director will announce the candidate with the most number of votes at the meeting. The number of votes per candidate will not be disclosed.

13.5.9 In the event that the Sponsoring Dealer does not agree with the appointment of a HRC from amongst the listed candidate(s) the Sponsoring Dealer may in terms of and at his sole discretion, appoint a HRC who the sponsoring Dealer deems fit and proper for the position.

13.6 Head Road Captain: Requirements

13.6.1 Must be an active or past Road Captain.

13.6.2 Must have the knowledge, experience, technical and leadership skills to lead the Marshal Corps.

13.6.3 Must be willing to conduct the Marshal Corps activities in such a manner that it supports the objectives of the Exco and Sponsoring Dealer.

13.7 Replacing Secondary Officers

When a Secondary Officer resigns from office or the position becomes vacant due to death, misconduct, or the officer moving from town or Chapter the Exco will appoint a replacement for the remaining term up to first AGM after the position became vacant. The position will then be appointed for the term of office and in accordance with the appointment procedure prescribed in By-law 13 to By-law 13.6

14. ASSISTANT SECONDARY OFFICERS

Assistant Secondary Officers (voluntary positions) can be created by the Exco to assist Secondary Officers in their duties. The same requirements, restrictions and term of office as for the particular Secondary Officer will apply when appointing the Assistant Secondary Officer(s). The Assistant Secondary Officers may attend Committee meetings as an observer as prescribed in By-law 9.4.2 to 9.4.4.

15. VACATION OF OFFICE:

Any Primary or Secondary Officer shall cease to hold office if:

- 15.1 He/she have been absent from three consecutive meetings of the committee without good reason and noted apology.
- 15.2 He/she tenders his/hers resignation in writing to the Exco.
- 15.3 In the event of death or permanent disability.
- 15.4 Removed from office in terms of By-law 7 or 8.
- 15.5 Is disqualified in terms of the criteria as set out in By-law 12.1, 12.2, 13.1 or 13.2.

COMMUNICATION

16. COMMUNICATION

- 16.1 **SMS:** To be used as and when necessary to inform, advise and remind general members, committee members and officers about events and activities.
- 16.2 **E-mail:** To be sent to all matters pertaining to Chapter activities as soon as information is available for dissemination. It is the members responsibility to forward his/her E-Mail address to the Chapter to enable effective communication.
- 16.3 All official communication concerning Chapter events must carry the approval of the Sponsoring dealer.

ROAD SAFETY AND MARSHAL CORPS

17. ROAD SAFETY

- 17.1 Every rider and pillion participating in an official Chapter ride shall be under the direct guidance of the Head Road Captain or Road Captain appointed by the Head Road Captain for that specific ride. No person may give any instructions concerning the ride without consultation with the Head Road Captain, or appointed Road Captain, who will officially inform all members participating in the ride of the alternative riding arrangements.
- 17.2 In the event of the Head Road Captain or Road Captain not being able to fulfill his duties during a ride, he must delegate his duties to another Road Captain, or similarly capable marshal.
- 17.3 Only riders with a legal motorcycle license or an active learner license may participate in official Chapter rides. An official Chapter ride being a ride announced and officiated by the Chapter.
- 17.4 A Marshal Corps may be appointed and the operational procedures for the Marshals may be adopted in accordance with any existing H.O.G. Marshalling Guidelines.
- 17.5 Appointments of Road Captains and Safety Officers will be done by the Head Road Captain after consultation with the Head Safety Officer and after approval of the appointments by the Exco and Sponsoring Dealer. Appointments of all other marshal positions will be done by the Head Road Captain after consultation with the Head Safety Officer. If the Marshal Corps Appointment and Procedure Manual is incorporated as Annexure (A) as per By-law 18, then the appointments will be in accordance with the guidelines prescribed therein.
- 17.6 No member of the Marshal Corps will be paid a salary. No remuneration of any kind will be paid except for reimbursement of out-of-pocket expenses on behalf of the Chapter. Reimbursement will be by the discretion of the Committee and/or Treasurer and should be supported by the presentation of official receipts.
- 17.7 No member of the Marshal Corps of this Chapter can hold any committee or officer position at any other H.O.G. Chapter, Harley Davidson Club or Motor Cycle Club.
- 17.8 The operational procedures will be determined by the Head Road Captain and implemented after consultation with the Head Safety Officer and after the approval thereof by the Exco and the Sponsoring Dealer. If the Marshal Corps

Appointment and Procedure Manual is incorporated as Annexure (A) as per By-law 18, then the implementation of operational procedures will be in accordance with the guidelines prescribed therein.

18 MARSHAL CORPS APPOINTMENT AND PROCEDURE MANUAL

18.1 A Marshal Corps Appointment and Procedure Manual, after approval by the Exco, Sponsoring Dealer and H.O.G. Manager SSA, may be incorporated as Annexure (A).

ANNUAL FINANCIAL REVIEW

19. ANNUAL FINANCIAL REVIEW

- 19.1 An annual financial review will be conducted to express an opinion on the fairness of the Annual Financial Statements for that period.
- 19.2 The scope of the review will be determined by the Exco as circumstances dictate.
- 19.3 The reviewer appointed must be independent and may not be a Primary or Secondary Officer
- 19.4 The reviewer appointed must be qualified to perform the duties within the scope of the review.

AMENDMENTS AND DISPUTES

20. AMENDMENTS TO THE BY-LAWS

- 20.1 Any members, in good standing, may forward amendments to these By-laws to the Exco for consideration at any time. This must take place by presenting a signed "Notice of motion to amend the By-laws". The notice as presented will be evaluated by the Exco and the Sponsoring Dealer and be placed on the next AGM agenda if approved. The motion will then be presented at the AGM. If the notice is not approved the notice will not serve at the AGM.
- 20.2 A two-thirds majority of the quorum at the AGM will pass the proposal and the By Laws will then be duly amended.
- 20.3 Any amendment to the By Laws shall be binding on all Chapter members.
- 20.4 The approval, incorporation and/or any amendment to Annexure (A), Marshal Corps Appointment and Procedure Manual, shall not be subject to AGM approval but will be subject to the approval prescribed in By-law 18.

21 DISPUTE RESOLUTION

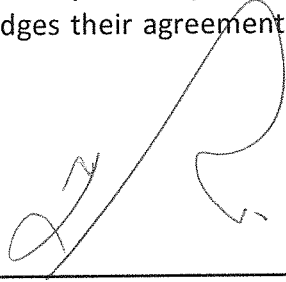
If a dispute should arise between Chapter members and the Committee, the Chapter and the Sponsoring Dealer and/or as a result of an interpretation of any part of the By-laws which cannot be resolved by the parties involved, it must be referred to the H.O.G. Manager SSA for final arbitration whose decision will be final and binding on the parties in dispute.

SIGNATURE PAGE


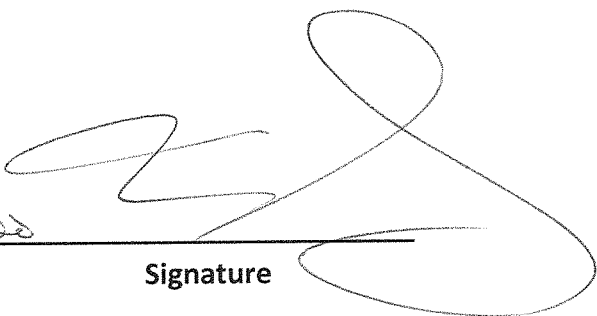
BYLAWS OF THE H.O.G. CLEARWATER CHAPTER #7639

By the signature of the authorized representatives below, the Sponsoring Dealer, H.O.G. Clearwater Chapter #7639 and HOG Manager SSA acknowledges their agreement with the terms of these By-laws.


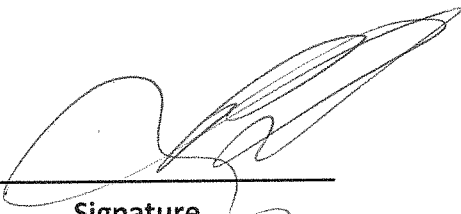
Acknowledged and agreed:

SPONSORING DEALER: T.F. Roos 
Name Signature

DATE: 12/10/2010

H.O.G. CHAPTER DIRECTOR:  
Name Signature

DATE: 12/10/10

H.O.G. CHAPTER SECRETARY:  
Name Signature

DATE: 12/10/2010

H.O.G. MANAGER SSA:  
Name Signature

DATE: 16/10/2010