

**BY-LAWS of the
Florida Gulf Coast Harley Owners' Group, Inc.**

Adopted: April 25, 2009

**ARTICLE I
PURPOSE**

The purpose of this corporation is to promote motorcycle riding, safety and charitable events to benefit organizations that qualify as exempt under the Internal Revenue Code and for such other purposes consistent with National H.O.G. regulations.

**ARTICLE II
MEMBERSHIP**

Any member of the National Harley Owners' Group (H.O.G.) is eligible to become a member of the Florida Gulf Coast Harley Owners' Group, Inc. (FLGCHOG). Any person desiring to become a member of FLGCHOG may do so by providing proof of current membership in H.O.G., completing all forms required by FLGCHOG, signing any release required by FLGCHOG and payment of the annual Chapter dues required by FLGCHOG. Membership in FLGCHOG terminates automatically upon the expiration of H.O.G. membership or by failing to pay annual dues of FLGCHOG on or before January 31 of each year.

Any new member joining in the last quarter will be considered a member for the following year without additional dues

Any member may have his or her membership terminated if it is determined by a majority vote of the Board or by the Sponsor that such member's conduct is undesirable or contrary to the best interest of FLGCHOG or H.O.G. However, prior to any such vote, the member affected shall be given written notice of the intended action and the reasons therefore and shall be given twenty (20) days to respond, either in writing or in person, with his or her position to the charges against him or her. The decision of the Board of Directors is final.

Any member may resign at any time by directing a letter to the Secretary. Such resignation shall be effective upon receipt by the Secretary.

**ARTICLE III
PRIMARY OFFICERS**

FLGCHOG shall have the following Primary Officers: Director, Assistant Director, Treasurer and Secretary. It is the duty and responsibility of the Primary Officers to conduct themselves in such manner that reflects the best interest of the Chapter, to conduct the business of the Chapter in strict accordance with the H.O.G. Chapter Handbook, and to perform their duties and responsibilities as set forth in the H.O.G. Chapter Handbook and as directed by the Sponsoring Dealer.

ARTICLE IV **BOARD COMPOSITION AND RESPONSIBILITIES**

The Board of FLGCHOG shall consist of the Primary Officers (who shall comprise the Executive Board) and the following staff members: Activities Officers, Ladies of Harley Officer, Head Road Captain, Newsletter Editor, Safety Officer, **Training Officer, Merchandise Officer**, Photographer, Membership Officer, Webmaster, Historian, Immediate Past Director and such other staff members identified by H.O.G. or that a majority of the Board may create. The store liaison/event coordinator will be considered a voting member of the staff and Executive Board to facilitate coordination of activities between FLGCHOG and the Sponsor. Staff members are appointed by the Director and serve at the pleasure of the Director and the Board. No Primary Officer of Board member shall be entitled to or receive any compensation for their services. If there is a vacancy in the position of Director, the Assistant Director shall immediately assume the position of Director. In the event of a vacancy in any other Primary Officer position, the Executive Board shall nominate a person for that position subject to approval by a majority of the Board. The Board shall meet monthly at such time and place as the Board or Chapter Director may from time to time direct. The Secretary shall keep minutes of these meetings.

The Board members shall always conduct themselves in a manner, which reflects the best interest of FLGCHOG and H.O.G. and they shall faithfully perform the duties and responsibilities of their Board position as set forth in the H.O.G. Chapter Handbook and as directed by the Board. Failure to do so may subject the Board Member to **be removed** from office upon a majority vote of the other Board members or by the Sponsoring Dealer.

ARTICLE V **ELECTIONS AND VOTING MEMBERS**

Nominations and election of the Primary Officers shall take place during the final quarter of the year. The Board will set the dates for the nominations and elections at least three (3) months in advance. Nominations shall be in writing and nominees will be asked to accept or decline the nomination. Paper ballots shall be used for elections when there is more than one candidate for an office. Officers shall serve a term of one (1) calendar year. To be eligible to be

nominated, a member must be a member in good standing. The outgoing Officers and Staff are committed to assist the incoming for a period of at least 1 month.

A member is deemed to be a member in good standing if they have been a club member for six (6) months; have participated as a volunteer in three (3) dealer sponsored events during the twelve (12) months preceding the date of nominations. Prior to the monthly meeting when nominations are made, the Secretary shall prepare a list of members in good standing, which shall be made available to the General Membership prior to the date of nominations. Posting on the FLGCHOG website shall constitute availability.

To be eligible to vote, a member must have joined the Chapter prior to the last quarter of the year. Prior to the monthly meeting when nominations are made, the Membership Chair or Secretary shall prepare a list of members eligible to vote.

All votes must be cast in person during the designated voting period except for members on active duty in the military service who may request and utilize an absentee ballot. In order to be counted, an absentee ballot must be received prior to the time all ballots are counted.

After nominations, but before the election, all qualified nominees will be expected to submit a letter of introduction to the Sponsor with a copy to the Secretary, which may contain additional qualifications for the position, the nominee's goals for the club and any other pertinent information the applicant deems appropriate. Said letters of introduction shall be made available by the Secretary to the members requesting same.

The Sponsoring Dealer may request an introductory meeting with the nominees prior to the scheduled election date at a time and location as determined by the Sponsor.

After nominations, but before the election, the candidates will be given an opportunity to speak to the membership concerning their qualifications and may post the above-mentioned letter of introduction on the Chapter website. There shall be no on-site campaigning at the election membership meeting.

A nominee must receive a simple majority (over 50%) of all votes cast to be elected to office. If more than two (2) candidates run for a Primary Office position and no nominee receives a majority of the vote, a runoff election shall be held, as directed by the Board.

ARTICLE VI
AMENDMENT TO BY-LAWS

These By-Laws may not be amended, altered, or repealed in whole or in part until such change is: (a) proposed by a Petition signed by fifteen percent (15%) of the membership or proposed by a majority of the Board; (b) approved by the Sponsoring Dealer; (c) posted on the Chapter website for thirty (30) days; and (d) posted in one Chapter newsletter prior to submitting such change to the membership for a vote of approval. Such change shall be deemed approved and become effective when voted on favorably by a majority two-thirds (2/3) of the members who vote upon such a measure and approved by the Sponsoring Dealer and H.O.G. Nothing herein shall prevent the Sponsoring Dealer or H.O.G. from changing, altering, or amending these By-Laws to further the interest of the Sponsoring Dealer or H.O.G. or to comply with the directives of the Sponsoring Dealer or H.O.G. without a vote of FLGCHOG.

ARTICLE VII **MEETINGS**

MONTHLY MEETINGS: A meeting of the general membership will be held each month unless decided otherwise by either the Board or the Sponsoring Dealer. The time and place of the meetings will be announced by the Board in the Chapter newsletter and Chapter website and in such other manner as the Board in its sole discretion determines will reach the largest number of members.

ANNUAL MEETINGS: Each calendar year, prior to January 31, the Primary Officers will meet with the Sponsoring Dealer to discuss the status of the Chapter and plans for the upcoming year and review the preceding year's activities. At this meeting, the Primary Officers will present a completed "Chapter Annual Financial Statement" and the "H.O.G. Chapter Charter Application."

STAFF MEETINGS: The staff shall meet each month at such times and places as may be designated by the Director or Board. The Primary Officers shall meet with the Sponsoring Dealer or the Sponsoring Dealer's designee on a monthly basis unless the Dealer or Dealer's designee cannot make such meeting.

ARTICLE VIII **FINANCES**

The fiscal year of FLGCHOG shall run from January 1 to December 31. The Board shall set the amount of dues to be paid by each member subject to approval by the Sponsoring Dealer and in accordance with the guidelines set by H.O.G. Dues for the ensuing year are due and payable on or before December 31 of each year. Membership expires on January 31 unless the annual dues are paid by this time.

FLGCHOG shall maintain such bank accounts as the Board approves in a federally insured bank or savings institution. Only the Primary Officers and the Sponsoring Dealer or the Sponsoring Dealer's designee will be authorized to sign checks or drafts on such institutions. Any expenditure in excess of \$100, except those in the normal course of business of the Chapter, shall be approved by a majority vote of either the Primary Officers or the Board prior to incurring such expense. Any such expenditure may be ratified by a majority of the Primary Officers or the Board.

The Board shall establish an annual financial review process to examine the financial records of the Chapter. The purpose of such review is to ensure proper treatment and accounting of income and expense items. Any questions that occur as to Chapter finances apart from such review shall be directed to the Treasurer and/or Executive Board. The Board shall determine whether an additional review or audit is required and who shall bear the cost thereof.

ARTICLE IX **DISSOLUTION OF CHAPTER**

After payment of all debts and obligations, any property or funds of the Chapter shall, upon dissolution, be distributed to such organizations as the Board or Sponsoring Dealer may direct provided such organizations are organized and operated as charitable institutions under Section 501©(3) of the Internal Revenue Code. In no event shall any assets of the Chapter be distributed to any Director, Officer or private individual.

ARTICLE X **INCORPORATED DOCUMENTS**

The H.O.G. Chapter Handbook and any other rules and regulations regarding Chapters published by H.O.G. are deemed incorporated herein and should there be any conflict between any publication by H.O.G. and the Charter of this Chapter and these By-Laws, the publication by H.O.G. shall be deemed controlling.

ARTICLE XI **EFFECTIVE DATE OF THESE BY-LAWS**

These By-Laws shall become effective immediately upon approval of a majority of the members present and voting when they are presented. Prior to presenting these By-Laws to the members, they shall be presented to the Sponsoring Dealer and H.O.G. for approval. After receiving approval from all parties, these By-Laws shall govern the operation of FLGCHOG.

Last Amended on 11/06/2009.