

CONCOURS OWNERS GROUP CONSTITUTION AND BY-LAWS

CONSTITUTION

Written: September 15, 1992

Adopted: January 21, 2015

ARTICLE 1 - NAME & PURPOSE

Section A: Name:

This Club shall be known as the Concours Owners Group (Club), and shall be referred to as COG.

Section B: Purpose

1. The Club's goal is to provide a venue for members to forge new friendships, explore new locales and share tips on motorcycling, motorcycle maintenance, accessories, and safety. The Club strives to foster goodwill among members and among the public toward motorcyclists.
2. Although the formation of this Club revolved around the Kawasaki Concours motorcycle, the Club and its activities are open to owners of all makes of motorcycles, motorcycle related businesses, and motorcycle enthusiasts.

ARTICLE 2 - DIRECTORS & OFFICERS

Section A: Board of Directors

1. The Board of Directors (BoD) shall consist of a 7-person elected board.
2. The Board of Directors shall include the Executive Director, North Central Area Director, Northeast Area Director, Northwest Area Director, South Central Area Director, Southeast Area Director, and Southwest Area Director.
3. Only the Board of Directors has voting privileges, with one vote per Director.
4. Board of Directors members are members in good standing, chosen by election. The election process is defined in ARTICLE. 6 - Elections
5. The Area Directors shall represent the members in six geographical regions of COG North America. These regions are known as the North Central (NC), Northeast (NE), Northwest (NW), South Central (SC), Southeast (SE), and Southwest (SW) Areas.
 - a. The NC Area Director represents the following states and/or provinces:
States: Iowa, Illinois, Indiana, Kansas, Kentucky, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, Wisconsin; and Canadian province: Manitoba.
 - b. The NE Area Director represents the following states and/or provinces:
States: Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, West Virginia, Virginia; and Canadian Provinces: Quebec, New Brunswick, Newfoundland, Nova Scotia, Prince Edward Island and Ontario.
 - c. The NW Area Director represents the following states and/or provinces:
States: Alaska, Idaho, Montana, Oregon, Washington, Wyoming; and Canadian Provinces: Alberta, British Columbia, Northwest Territories, Saskatchewan, and Yukon.
 - d. The SC Area Director represents the following states and/or provinces:
States: Arkansas, Louisiana, Oklahoma, and Texas.
 - e. The SE Area Director represents the following states and/or provinces:
States: Alabama, Florida, Georgia, Mississippi, North Carolina, South Carolina, and Tennessee.
 - f. The SW Area Director represents the following states and/or provinces:
States: Arizona, California, Colorado, Hawaii, New Mexico, Nevada, and Utah.

A member may be represented in a different geographical region by requesting this change to the Membership Secretary. They will then receive the area newsletters and other pertinent information from the new area.

6. Memberships of areas outside of North America will be represented by one of the six Area Directors in North America by use of a geographic assignment based on proximity to existing Areas.

Section B: Officers

Non-voting Officers shall be Magazine Editor, Industry Liaison, Insurance Communications Officer, Membership Officer, Merchandise Officer, Marketing Officer, Over The Pond Officer, Safety Officer, Secretary, Historian, Technical Editor, Treasurer, and Information Technology Officer. These officers support the club, Board of Directors,

Constitution and By-Laws.

1. Each Officer may appoint one or more assistants, as needed
2. Officer assistant appointees shall be members in good standing, excluding associate members and/or family members of the appointee officers

Section C: Assistant Area Directors

Each Area Director may have several assistants. These shall be known as Assistant Area Directors (AAD). The duties of the Assistant Area Director shall be to assist the Area Director with delegated duties.

1. Each Area Director may appoint as many AADs as needed within their respective Area

ARTICLE 3 - DUTIES OF DIRECTORS & OFFICERS

Section A: Board of Directors

The duties of the Board of Directors shall be:

1. To act for the Club in all manners ordered by the Club
2. To make final decisions on member expulsions
3. To approve an annual budget
4. To have control over all Club affairs

Section B: Executive Director

The duties of the Executive Director shall be:

1. To preside over Board of Director meetings
2. To coordinate affairs and fulfil the purpose of the Club
3. To manage Officers of the Club in their duties
4. To establish an annual budget
5. To coordinate Club activities at the national level
6. To write a column for the Club national publication
7. To be an ambassador for COG
8. To appoint active members to Club Officer positions, with advice from the Board of Directors
9. An outgoing Executive Director shall remain on the Board of Directors for one year as a non-voting ex-officio after their term of office
10. To conduct orientations for new directors and officers
11. To report status in person or in writing at each monthly Board of Director meeting

Section C: Area Director

The duties of the Area Directors shall be: *(any of these duties may be delegated to Assistant Area Directors)*

1. To participate in Board of Director meetings
2. To coordinate affairs and fulfil the purpose of the Club for their respective area
3. To be ambassadors for COG
4. To send monthly correspondence to new members and non-renewing members in their areas
5. To promote interest on the part of each member in Club activities
6. To be responsive to members' suggestions
7. To write a column about area activities for the Club national publication
8. To publish a regional newsletter, either print or electronically
9. To hold at least two overnight activities per year in their respective area

Section D: Membership Officer

The duties of the Membership Officer shall be:

1. To process new membership registrations and send new member packets within 7 days of online registration or receipt of mail-in application
2. To process membership renewals within 7 days of online registration or receipt of mail-in application
3. To deposit membership income funds direct with the Treasurer, whichever process is decided upon each year, with the approval of the Executive Director. Said deposits should be made within 30 days of processing the membership. Duplicate deposit slips and membership reports go to the Treasurer at that time
4. To maintain and revise the Club membership registration form
5. To maintain a permanent record of all current and former Club members
6. To maintain and publish a membership directory at least every 18 months
7. To provide new members with an overview of the Club
8. To serve on the Financial Review Committee
9. The Membership Officer shall appoint at least one assistant and divide the duties listed above
10. To report status in person or in writing at each monthly Board of Director meeting

Section E: Treasurer

The duties of the Treasurer shall be:

1. To receive all funds and process Request for Payment, Deposit Slip, and Officer Signature Forms
2. To deposit all funds received by the club within the time frame stipulated in the By-Laws
3. To keep an itemized account of all receipts and expenditures
4. To reimburse officers for expenses allowed by the Club Constitution, By-Laws and Club Budget
5. To maintain Club financial records and deliver detailed reports on a quarterly basis
6. To have a financial review performed within 2 months after the succession of a Treasurer
7. To have a financial review performed at least once every two calendar years
8. To coordinate the production of a fiscal/calendar year budget by the start of the calendar year
9. To chair the Financial Review Committee
10. To report status in person or in writing at each monthly Board of Director meeting

Section F: Magazine Editor

The duties of the Magazine Editor shall be:

1. To publish and distribute a quarterly Club publication, to be named "*The Concourier*", and/or work with selected vendors to do so
2. To edit content for the Club publication
3. To provide a copy of all Club publications to the Information Technology Officer and Historian to be kept for archival purposes
4. To produce and publish the Club publication within the budget adopted by the Board of Directors
5. To report status in person or in writing at each monthly Board of Director meeting

Section G: Technical Editor

The duties of the Technical Editor shall be:

1. There may be multiple Technical Editors, one for each specific generation of Concours. (i.e. C10, C14)
2. To keep well-informed and up-to-date on information and/or bulletins concerning all years of the Kawasaki Concours
3. To respond, when possible, to answer technical questions from members for all years of the Kawasaki Concours
4. To write and/or edit technical articles submitted for inclusion in the Club's publications
5. Each Editor may select an assistant to share duties
6. To report status in person or in writing at each monthly Board of Director meeting

Section H: Safety Officer

The duties of the Safety Officer shall be:

1. To promote safe group riding guidelines
2. To keep abreast of information relating to safe riding practices
3. To respond where possible to member queries on motorcycle safety
4. To provide a safety article for inclusion in each issue of the Club publication
5. To report status in person or in writing at each monthly Board of Director meeting

Section I: Industry Liaison

The duties of the Industry Liaison shall be:

1. To review current and new motorcycle accessories and riding apparel
2. To encourage development of after-market accessories for the Concours and work with the Marketing Officer to promote COG within the after-market industry
3. To maintain contact with Kawasaki Motors Corp., U.S.A
4. To write an industry column for the Club publication
5. To solicit sponsorships from vendors and manufacturers to support national rally
6. To provide assistance to each area to solicit sponsorships to regional rallies
7. To report status in person or in writing at each monthly Board of Director meeting

Section J: Insurance Communications Officer

The duties of the Insurance Communication Officer shall include:

1. To make sure the Club's events are properly sanctioned with liability insurance coverage
2. To provide an adequate supply of release forms and reporting forms to event host for sanctioned Club events
3. To maintain a record of participant or spectator mishaps or occurrences that occur at Club events
4. To follow AMA guidelines to report accidents at a club sanctioned event.
5. To ensure all required sanction and insurance documents are accurately completed and submitted to AMA on time

6. To report status in person or in writing at each monthly Board of Director meeting

Section K: Merchandise Officer

The duties of the Merchandise Coordinator shall be:

1. To coordinate the production and supply items to be sold in the members store
2. To coordinate the production and supply items in the member benefits package
3. To coordinate, when requested, the production, supply, and distribution of rally and Club apparel
4. To ensure payments are received for merchandise and when necessary, money collected is forwarded to the Treasurer for deposit in the Club's account
5. To maintain the online store and any other sales outlets
6. To report status in person or in writing at each monthly Board of Director meeting

Section L: Secretary

The duties of the Secretary shall be:

1. To record the minutes of all meetings, and distribute them within 7 days of the meeting
2. To keep, maintain, and update the club records
3. To issue notices of meetings and conduct general correspondence for the club
4. To distribute AMA legislation to the Executive Board
5. To maintain the Constitution and by-laws of the Club
6. When requested, arrange and execute conference calls for the Board of Directors
7. To manage the election process (nominees and ballots) for all elected positions
8. To manage the yearly Charter Club renewal process with the American Motorcyclist Association
9. To report status in person or in writing at each monthly Board of Director meeting

Section M: Historian

The duties of the Historian shall be:

1. To compile, maintain, and archive the history of the Club (i.e. past publications, photos, etc. of what has happened through the lifetime of the club)
2. To serve on the Financial Review Committee
3. To report status in person or in writing at each monthly Board of Director meeting

Section N: Information Technology (IT) Officer

The duties of the Information Technology Officer shall be:

1. To consult in development and operation of web pages for the Club
2. To assist all Directors and Officers getting information to the membership through the web pages
3. Receive content from the officers and their delegates and keep information current on the Club web site in a timely fashion
4. To manage and support a Club-owned online membership management & information system for the Club, hosted on high availability servers in a secure professional-grade center
5. To select and maintain a group of administrative assistants to provide support to members and guests and manage club online service such as member database, registration, and web forum
6. To establish and maintain a set of forum user rules and moderator guidelines. These rules must be accepted by majority vote of the Board of Directors
7. To advise the Executive Board and Officers on information technology and be responsible for the Club's online data security
8. To assist the directors and Officers with online communication to the membership
9. To store online the copy of the *The Concourier* he receives from the editor
10. To store online all appropriate Club documents as decided by the Board
11. To provide report in person or in writing, at each monthly board of director meeting

Section O: Marketing Officer

The duties of the Marketing Officer shall be:

1. To develop a marketing plan and update it annually
2. To work with the Industry Liaison to promote COG within the after-market industry
3. To advertise the Club and its activities where possible in motorcycle magazines
4. To develop a membership plan and update it annually
5. To work with the Membership Secretary to attract and keep new members
6. To work with the Information Technology Officer to promote COG on the COG web-site and on other sites
7. To keep the Executive Board informed about what it needs to do to promote COG to prospective new members and existing members
8. To provide report in person or in writing, at each monthly board of director meeting

Section P: Over the Pond (OtP) Officer

The duties of the OtP Officer shall be:

1. To manage the OtP program
2. To promote the OtP program
3. Coordinate the solicitation and distribution of funds for the OtP program
4. Coordinate the nomination and selection process for the OtP program
5. Coordinate and/or assist the travel itineraries of the selected OtP traveler
6. Coordinate with members and/or vendors to obtain a loaner motorcycle for the OtP traveler

ARTICLE NO. 4 - Meetings

1. At all meetings five Executive Board members shall constitute a quorum

ARTICLE NO. 5 - Constitution

Section A: Amendments

1. The Constitution and By-Laws may be amended by a majority vote of the Executive Board.
2. Notice shall be given to members on all amendments

ARTICLE NO. 6 - Elections

Section A: Executive Director:

1. The Board of Directors, excluding the Executive Director shall nominate and elect the Executive Director.
2. A simple voting majority of the Board of Directors is needed to elect the Executive Director
3. Each member of the Board of Directors has one voting right
4. The Executive Director term length shall be two years with no limit on the number of terms. The term shall start on January 1 of odd years and end on December 31 of the succeeding year

Section B: Area Directors

1. The members in their respective regions shall nominate elect the six Area Directors. Every member has one voting right. This includes all categories of membership defined in By-Laws NUMBER 2
2. The length of their terms shall be two years, with no limit on the number of terms
3. The elections shall be held on a staggered basis to insure some continuity of experience on the Board of Directors

ARTICLE NO. 7 - Officer Appointments

Section A: Non-Voting Officers

1. The Officer positions defined in ARTICLE NO. 2, Section B shall be appointed by the Executive Director, with advice of Area Directors
2. When an Area Director does not complete his/her term, an interim Area Director will be appointed by the Executive Director with advice of the Area Directors

Section B: Assistant Area Directors

1. The Assistant Area Directors shall be appointed as deemed necessary by the respective Area Director

ARTICLE NO. 8 - Officer Removal

Section A: Club Officers

1. The Officer positions defined in ARTICLE NO. 2, Section B shall be removed from their position by either a resignation or a majority vote of the Board of Directors
2. The Officer positions defined in ARTICLE NO. 2, Section C shall be removed from their position at the discretion of the respective Area Director

ARTICLE NO. 9 - Financial Review Committee

Section A: Financial Review Committee:

1. The Financial Review Committee members shall consist of an appointed board member, Treasurer, Secretary, and Historian

Section B: Duties:

1. To meet once per year to review the financial records of the Club
2. To provide the Board of Directors with their best opinion as to the financial standing of the Club
3. When directed by the Board of Directors, supervise a Financial Audit of the Club finances
4. This audit may be performed by an outside auditing firm hired by the Board of Directors

BY-LAWS

Written September 15, 1993
Adopted: January 21, 2015

Number 1 - Scope of Bylaws

1. The by-laws govern the everyday operation of the Club

Number 2 - Membership Levels and Fees

1. Membership level definitions:
 - a. Regular Member - A member who pays current membership dues and receives all member benefits
 - b. Associate Member - A member who is associated with a Regular Member, living at the same address, and receives membership card, voting rights, online member benefits, and member discounts. This membership level does not include printed material such as *The Concourier*, Member Directory, or newsletter
 - c. Industry Member - A member who pays current membership dues and receives all member benefit, and is also a merchant of products of interest to the general membership.
 - d. Life Member - Same as Regular membership, except membership fees are waived
2. Non-Member level definition:
 - a. Forum Subscriber - Is not a member, does not pay dues, is not entitled to any rights of membership except limited access to the club forum
3. The Board of Directors shall set the, membership levels, membership fees, and membership subscription types
 - a. A simple voting majority of the Board of Directors is needed to change the Club's membership level, fees or subscription types
 - b. The levels of membership and associated fees will be published in the Club's publication and website
4. Membership fees will be assessed on an annual basis.
 - a. The Board of Directors may allow 2 or 3 year discounted membership bundles
 - b. The Board of Directors may allow automatic recurring billing, if available from the member processing service vendor
5. Member benefits are defined by the Membership Officer, and approved by the Board of Directors
 - a. Member benefits can include, but not be limited to: access to the Club's online membership services system "COGMOS," annual subscription to COG magazine *The Concourier*, online or hard copy area newsletters, online technical compendium "Chalkdust," discounts to events, advertising, and other additional benefits that may be provided from time to time
6. Members shall be given notice of changes to membership fees and member benefits

NUMBER 3 - Officers Positions

1. Only active members shall be eligible to hold office in the Club. An active member is one whose membership fee is current and has not violated any articles of the Constitution or By-laws
2. No club Director or Officer defined in ARTICLE 2, Section A and Section B shall reside in the same household
 - a. Assistant Area Directors defined in ARTICLE 2, Section C are excluded
 - b. Exemptions may be granted by majority vote by the Board of Directors

NUMBER 4 - AMA Membership

1. All members of the Board of Directors shall be members of the American Motorcyclist Association (AMA)

NUMBER 5 - Expense Reports

1. Expense report submissions must include copy of receipts and/or invoices
2. The Treasurer or Executive Director must sign all checks

NUMBER 6 - Annual Budget

1. The annual budget shall be established prior to January 1 of the upcoming fiscal year
2. The annual budget approved by the Board of Directors must be adhered to unless permission to go beyond it is obtained by action of the Board of Directors

NUMBER 7 - Merchandise Sales

1. All moneys from merchandise sales must be presented to the Treasurer on at least a quarterly basis, and

- include itemization
2. All monies associated with sales at rallies should be collected and presented to Treasurer within 2 weeks

NUMBER 8 - Slogans, Graphics & Publications

1. The Club's official slogans shall be "*Sport Touring at its Finest*" and "*Join for the Bike, Stay for the People*"
2. The Club's official logo shall be a "C" encircling a cogwheel encircling a "G."
3. The Club's newsletter shall be called "*The Concourier*"
4. Personal or non-Club use of the COG logos and/or slogans is not permitted without written approval by the Board of Directors

NUMBER 9 - Member Conduct

1. All member's (including Directors and Officers) conduct is expected to be consistent with the spirit of the Club Constitution and Bylaw.
2. Charges against club members must be submitted in writing to the Board of Directors
3. The Board of Directors must notify the accused of the nature and substance of the charges made against him or her and by whom
4. The accused will have up to 30 days to respond to the Board of Directors
5. The Board of Directors shall consider all evidence and take action to expel, sanction, or exonerate the accused member. A member may be expelled for conduct unbecoming a member of the Club
6. Examples of conduct unbecoming of a member include, and not limited to:
 - a. Personal Threats
 - b. Releasing private information about members from membership files
 - c. Conduct that is damaging to the Club's image
 - d. Theft of Club or member's property, including intellectual property
 - e. Unauthorized use of Club intellectual property for personal gain
 - f. Unauthorized use of Club logo and/or letterhead (for instance, writing to a vendor on Club letterhead to obtain free samples for personal use)

NUMBER 10 - Forum User Conduct

1. All club forum users (including Directors, Officers, members, and forum subscribers) conduct is expected to be consistent with the spirit of the Club Constitution and Bylaws, and the current rules of the forum
2. Directors, Officers, and members may be suspended for up to 48 hours from the forum for violation of forum rules at the discretion of the IT Officer.
3. Directors, Officers, and members may only be banned from the forum by invoking By-Law NUMBER 9
4. A nonmember, forum subscriber may be suspended or banned from the forum for violation of forum rules at the discretion of the IT Officer or Forum Manager.
5. Registering with multiple accounts is not allowed.
6. User accounts with incomplete or fake registration information may be locked, deactivated, or deleted without notice. This includes associated forum accounts.

NUMBER 11 - Officer Communications

1. The Club's standard systems for electronic communication and data exchange shall be Email and/or VoIP conference call to conduct Club business

NUMBER 12 - Life Membership

1. The Board of Directors may take action to award a member in good standing a Life Membership
2. This awarded membership level shall be for outstanding service to COG
3. The Board of Directors will review all nominations
4. A simple majority vote of the Board of Directors is needed to pass

NUMBER 13 - COG Operating Procedures

1. The Board of Directors shall adopt and maintain a Concours Owners Group Operating Procedures (COGOPS) document to guide the day by day operation of the club
2. COGOPS may be amended by a simple majority vote of the Board of Directors

NUMBER 14 - Bylaw Changes

1. The by-laws may be amended or added to by the Board of Directors
2. A simple voting majority of the Board of Directors is required to change the Club Bylaws
3. Notice shall be given to members on all changes and amendments prior to the meeting at which the change is to be voted on

NUMBER 15 - Annual Meeting

1. The annual meeting will coincide with the COG National Rally
2. The date, time and agenda for the annual meeting will be publicized in advance