



DECLARATION & CODE

**CONFIDENTIAL
FOR MEMBER USE ONLY**
Effective July 4th, 2013
Amended Jan. 11th, 2015



ROAD CLUB DECLARATION AND CODE

ROAD CLUB DECLARATION

The Road Club (Road Club, The Club, Rider's Club, EHRC--Excelsior-Henderson Road Club) is the official international motorcycle club for owners, riders, family members and aficionados of Excelsior-Henderson Motorcycles. A primary purpose of The Club is to unite those with interest in Excelsior-Henderson motorcycles.

The Road Club encourages local, national, and international activities or events to foster the fellowship and camaraderie of The Club. In addition, The Club encourages the use of social media as a method to provide information and notices of upcoming local, national, and international events, rides, rallies, and general communications of Club members. The Club may also determine to endorse and promote events, including local, national and international.

Local chapters may be accepted however these chapters will want to be members of the Road Club in order to be an officially licensed Chapter.

The Club encourages riders to interact, and that is a significant purpose of the Road Club, to foster the experience of owning/riding a Super X, whether internationally or locally, and whether past, present or future.

ROAD CLUB CODE

Section 1: Club General Membership: All individuals willing to join The Club may do so by paying dues and agreeing to the Road Club Declaration and Code—payment of your dues are deemed to be acceptance. Family and friends residing at the same address may also join at a reduced rate, as designated from time to time by the Board. You do not need to own an Excelsior-Henderson motorcycle...just the desire to belong to The Club. Each member of The Club is granted a membership number, which they will retain as long as membership dues are paid. All members that join during the charter year are designated Charter Members of The Club. Membership year will begin on March 1st, and end the last day of February of the following year.

Section 2: Management of The Club: The Club is self-managed by its general membership who elects a Board of Directors to manage The Club. The Club shall hold annual general membership meetings to conduct business and elect Directors to the Board. Notice and instructions for Club members to nominate a member as a candidate for an available Board position or submit matters for vote will be provided electronically to members in advance, to their contact information provided with their Club membership. Each Club member is entitled to one vote. Board of Director positions are filled by candidates that receive the most votes from Club members who cast their ballot. Meetings may be conducted by electronic communication and/or in-person. Electronic voting is allowed, so all Club members may vote, and presence is not required at a meeting. Voting by proxy is not allowable. Participation by the membership is encouraged to adhere to the principle of self-management.

Section 3: Board of Director Members and Officers: The Board of Directors shall consist of six elected Directors, one appointed Director, and a Chairman, with each Director entitled to one vote. Elected Director terms are a two-year period, with the Charter Board of Directors initially being appointed by the Chairman, however after the first term, these elected Board member positions are elected



annually by the general membership, on a rotating basis of three open Director positions each year. A nominating committee shall consist of the Chairman and Vice-Chairman who will seek interested candidates from the general membership and forward to the Board for approval. A Director may run for re-election and serve consecutive terms if elected. The Board shall establish an Election Official (that is not a candidate) from the Board or from the general membership to verify the tally of the annual election votes. At the first Board meeting after the annual election, the Board will elect from the Directors, the Club Officer positions of Vice Chairman, Secretary, and Treasurer, who shall serve a one year term. In addition to Club Officer positions, the Board also will elect from the Directors, a Social Events Director, Merchandise Director, and Membership Director, who shall serve a one year term. Director positions may be combined, and a Director or Officer may serve in more than one Director role. Upon approval of the Board, which approval expires at the end of each membership year unless otherwise provisioned, Directors may establish committees or make appointments from the general membership to carry out their duties as a Director.

Section 4: Director Meetings and Actions: The Board will hold meetings as they deem necessary from time to time to conduct the business of The Club, and may establish an annual meeting schedule. Meetings may be called upon five days advance written (electronic) notice either by the Chairman or by a majority of Directors. Advance notice may be waived by Directors. Meetings may be conducted in-person or by electronic communication where attending Directors may simultaneously hear each other during the meeting. The Board shall take action by the majority vote of Directors at a duly called meeting, or upon written action by a majority of the Board. The Club members may participate in a Board meeting, however do not vote on Board actions. In conducting meetings, the Board will follow the general procedures of Roberts Rules of Order Newly Revised.

Section 5: Board Chairman: The founder of Excelsior-Henderson motorcycles will serve as the Board Chairman and is an officer of the Club. The Vice Chairman (Chairwoman or Chairperson) may serve in the capacity of Chairman from time to time by appointment of the Chairman. In the event of an unexpected absence of the Chairman, the Vice Chairman shall perform the duties of the Chairman. The Board Chairman will appoint the Charter Board of Directors, and thereafter the Directors are elected by the membership except the Motorcycle Service Director will be appointed by the Chairman upon consultation with the Board. The Chairman, along with a majority vote of the Board, may establish a President of The Club and Board, which would be a Board Officer position and replace the Vice-Chairman position.

Section 6: Director Resignation, Removal and Vacancy: A Director may resign at any time by giving notice (written, verbal, or electronic) to the Board Chairman (in the event the Chairman is unavailable, then notice can be provided to any other Board member). An elected Director may be resigned by a two-thirds vote of the Board. In the event a Director does not participate in three consecutive meetings, that Director may be resigned (within 30 days) from the Board at the discretion of the Chairman. Any vacancies in elected Director positions may be filled for the remaining term from the general membership by majority vote of the Board.

Section 7: Club Member Code of Conduct: All members of The Club are asked to treat one another with professional courtesy and respect. We respect the right to differences of viewpoints on politics, governments, countries, religion, ethnicity, careers, professional and personal affiliations, motorcycles, etc... With the emergence of electronic media, we encourage professional courtesy online as if someone were communicating face-to-face with the other party. Issues that arise to this Section will be handled by the Board on a case-by-case basis, with the opportunity for involved parties to provide input. The Board's goal is to seek a conciliatory resolution. In the event a membership is ended by the Board, the member may be reinstated by a majority vote of the members at the annual membership meeting.



Section 8: Amendments: This Road Club Code may be amended or altered (except Sections 5 and Section 8) by a vote of two-thirds of the existing Board of Directors at any duly called meeting or by written action of two-thirds; and may also be amended by members per instructions provided with the notice at the annual general membership meeting.

THIS DOCUMENT IS ADOPTED AS AMENDED BY THE BOARD OF DIRECTORS AS THE ROAD CLUB DECLARATION AND CODE AS OF THE ELEVENTH DAY OF JANUARY IN THE YEAR OF TWO THOUSAND FIFTEEN.

BOARD OF DIRECTORS:

Daniel Hanlon
Chairman

David Lockhart
Vice-Chairman

Gary Houk
Membership Director

Mike Locklear
Social Events Director

Bryan Stempowski
Merchandise Director

Sean Howard
Secretary

Jamie Jones
Motorcycle Service Director