

Club Charter
OF THE
Rombo Rosso Ducati Owners Club

Charter and Bylaws

The purpose of the Rombo Rosso Ducati Owners Club is to promote enthusiasm for the world of Ducati and to enhance the ownership experience; to meet people who share a passion for riding; to hold organized events such as bike gatherings, track days, and trips; to promote riding safety and enjoyment; to share experience and knowledge of motorcycles and riding skills/techniques.

ARTICLE 1: NAME

The name of the club shall be the "Rombo Rosso Ducati Owners Club"(the "Club"). This club is a not-for-profit club. All dues collected will be used for the benefit of the Club and its members.

ARTICLE 2: OBJECTIVES

The objectives of the club are to promote enthusiasm for the world of Ducati; enhance the ownership experience; to support our Ducati dealer-partners; to provide social, recreational, and educational opportunities for the members and their guests. This may be done by:

- a) holding meetings or social gatherings,
- b) conducting road rides,
- c) convening technical sessions,
- d) organizing and holding track days,
- e) supporting the activities of our Ducati dealer-partners or Ducati North America,
- f) promoting safe motorcycling,
- g) conducting charitable and community service projects, and
- h) engaging in liaison with other motorcycling organizations.

ARTICLE 3: MEMBERSHIP

Section 1: Qualifications - Membership in the Club is open to anyone with an interest in Ducati motorcycles who subscribes to the objectives of the Club and agrees to abide by its bylaws, and is without regard to race, religion, or sex. Membership is open to all, without regard to ownership of a Ducati or other motorcycle, however, due to the nature of factory sponsored Ducati Clubs and activities, some activities of the club, or of Ducati

N.A., may be limited to owners of Ducati motorcycles only, regardless of club membership. Such activities may include, but are not limited to, special race ticket packages, access to hospitality and other Owners' benefits at official Ducati events, special Ducati-only track days, etc.

Section 2: Type of Membership

There is only one category of member—contributing member.

Section 3: Term of Membership

Membership shall be for a period of 12 months, from April 1st of each year.

Section 4: Dues

Annual dues shall be thirty dollars (\$30.00) for the first family member and fifteen dollars (\$15.00) additional for each family member thereafter. Dues will not be pro-rated for people joining during the membership year.

Section 5: Evidence of Membership

As evidence of membership in the Club, each member shall be issued a membership card for each fiscal year (April 1 through March 31) in which dues are fully paid. A member is in good standing if his or her dues are currently paid in full. Membership cards are required to access certain membership benefits, such as special dealer discounts, etc.

Section 6: Disciplinary Action/Revocation of Membership

Members engaging in unacceptable behavior during club events/activities may have disciplinary action taken against them by any Club officer, including, but not limited to, ejection/exclusion from club events/activities, dismissal from officer/committee positions, membership suspension, or membership revocation. Bases for discipline may include, but are not limited to: grossly improper social conduct, including offensive language or gestures; lewd conduct; harassing or threatening of other club members by any means; verbal or physical conflict with another person; intentional efforts to damage the Club's reputation or subvert its purposes or interfere with its regular functioning; any behavior that violates law; or unsafe operation of a motorcycle on Club rides or other events, including operating a motorcycle under the impairment of alcohol or drugs. Membership in the Club may be suspended/revoked as follows:

- a) For non-payment of annual dues prior to the expiration of member's current membership.
- b) For any unacceptable behavior as prescribed above.
- c) At the request of a Club member. Any member may initiate a suspension/revocation procedure by providing a written statement to an officer of the Club identifying the member proposed for suspension/expulsion and setting forth the bases for the proposed suspension/expulsion. The person whose membership suspension/revocation is being discussed will be notified and will be allowed to respond to the charges in person or by written statement. The duration of all discussion on a proposed suspension/revocation shall not exceed one (1) hour, after which a decision will be made by the Club President. The decision is final and the suspension/revocation shall become effective immediately.

A person whose membership is suspended/revoked shall not be entitled to refund of any dues and shall promptly return any Club property in his or her possession. In all cases not involving gross misconduct, every effort will be made to work with the member to remedy any concerns in an attempt to avoid membership suspension/revocation.

ARTICLE 4: MEETINGS

Section 1: Basic Principles Regarding Meetings

Meetings can be held at any time and at any place. Every effort will be made to make sufficient advanced notice of business and recreational meetings on the Club's web site, and members will be notified by email at least two weeks in advance. All meetings shall be open to all members in good standing.

Section 2: Recreational Meetings

Recreational meetings are the reason for the Club's existence. The club officers will organize various club-sponsored events throughout the year. Member initiated meetings/events may also be scheduled as the membership desires. There shall be no hazing or other coercion exercised by any member upon another during Club meetings or events. An example of this might be riding at a speed which may make other members uncomfortable. Any member who feels uncomfortable shall have the right to approach the leader of the ride or other event who must then make suitable arrangements to ensure the comfort of all members of the group - I.E. to split the group into two after finding a volunteer to lead the second group. In no case shall any member

be abandoned by the group. The Club may publish further guidelines for rides or other events and may revise those guidelines as circumstances and experience warrant.

Section 3: Business Meetings

Business meetings shall be conducted by the Club President or another officer. The Club President may call for business meetings from time to time to address club matters or at the request of the membership. The agenda for business meetings shall be distributed to members using the Club's e-mail system prior to the meeting, and distributed at the meeting. Club business meetings are open only to members in good standing.

ARTICLE 5: GOVERNANCE

Section 1: General

The duty of any office holder shall be to administer the affairs of the Club in the best interests of the membership at large and in conformance with the Club's bylaws, and applicable law.

Section 2: Private Gain Prohibited/Non-Use of Membership List/Privacy Notice

No office holder or other Club member shall use his or her office or membership for private gain. It shall be absolutely forbidden to distribute the Club membership list or information to a non-Club member, or to use the Club membership list, email system, or member email addresses for any purpose other than Club business, without the prior approval of the membership at large by a majority vote.

Section 3: Structure

The Club officers shall consist of the President and Vice President. Additional officers may be assigned as needed, or requested by the membership. Such appointments might include Newsletter Editor, Road Captain(s), Technical Officer, Event Coordinator, etc. The creation of additional officers does not expand the Club leadership. Similarly, standing committees may also be created. Neither committee chairs nor committee members are members of the leadership by virtue of their service on a committee. The President has final say on all matters concerning the governance of the club.

Section 4: Duties of Principle Officers

The duties of the principle officers (President and Vice President) shall be the following.

Section 4.a: Duties of the President

The duties of the President shall be to:

- a) preside at all meetings of the Club,
- b) exercise general supervision over the affairs of the Club,
- c) oversee and coordinate the work of the V.P., other officers, and committees,
- d) assist the other officers of the Club in their duties,
- e) keep up-to-date records of the Club's finances and deliver reports to any member who requests it (this duty is not delegable),
- f) maintain the Club's bank accounts (this duty is not delegable),
- g) collect dues from all of the members (this duty is not delegable), and
- h) collect all other monies due to the Club (this duty is not delegable).

Section 4.b: Duties of the Vice President

The duties of the Vice President shall be to:

- a) by the consent of the President, perform the duties of the President whenever the President is unable to discharge the duties of that office, and,
- b) carry out such other tasks as may be assigned by the President.

Section 5: Delegation of Duties

Any duties not mandated by these bylaws to be non-delegable may be delegated by the Club President to any Club member who volunteers. Performance of such delegated duties by a Club member does not constitute a position of leadership by virtue of their service.

Section 6: Terms of Office

The office of Club President shall be held by the Club Founder. The Vice President shall be selected by, and for a term designated by, the Club President.

Section 7: Committees

From time to time the principle officers may establish committees to conduct limited Club business. Each committee shall elect its own officers as it sees fit, and shall keep its own records and report to the President not later than one week after each committee meeting. Committees cannot commit the Club to expenditures, but may propose them to

the President who will make a final decision whether to enter into such expense. Any Committee may be dissolved at the discretion of the principle officers.

ARTICLE 6: INCOME DISTRIBUTION AND FINANCIAL POLICIES

Section 1: Non-profit Status

The Club shall make no distribution of income to its officers or other members.

Section 2: Purchasing Policy

The Club shall not purchase goods or services from any club member unless such purchase is approved by the President. Notice of any such approval shall be distributed to members via e-mail.

Section 3: Hiring Policy

The Club's work is intended to be performed by unpaid volunteers to the maximum practical extent. In the event outside hiring must be done, the principle officers will exercise prudence in their fiduciary responsibility. The Club shall not hire any of its members unless approved by a majority vote of the members.

Section 4: Advances/Reimbursements

Advances for reasonable expenses may be obtained upon approval of the President. Any advance shall be settled with the President not later than three (3) weeks after the expense for which the advance was granted is incurred. The Club shall reimburse its office holders for reasonable and necessary telephone, mail, and office supply expenses incurred in the performance of their duties. No such expense exceeding \$50.00 shall be reimbursed unless prior approval is obtained from the President. No expense shall be reimbursed without a timely expense report supported by receipts. No travel expenses or capital goods purchases shall be reimbursed unless prior approval of the expense by the President has been obtained.

Section 5: Bank Accounts

The number and use of Club bank accounts shall be at the discretion of the Club President within the limits set forth in these bylaws.

ARTICLE 7: REVISION OF BYLAWS

The President may amend or revise these bylaws as circumstances and experience warrant, or at the request of the membership.

ARTICLE 8: TERM AND DISSOLUTION

Section 1: Term

The term of the Club shall be perpetual, except as provided for in section 2 of this article.

Section 2: Dissolution

The Club may be dissolved if it is either desirable or necessary. Bankruptcy or a merger with another organization are possible examples of reasons for dissolution. Unless the dissolution is due to bankruptcy, the decision to dissolve the Club must be made at a business meeting called specifically for that purpose.

Section 3: Disposition of Assets

In the event of dissolution of the Club, the President shall appoint a receiver who shall dispose of the Club's assets as follows.

- a)** Non-member creditors of the Club shall have first claim on the Club's assets or proceeds of the sale thereof.
- b)** Office holders and other members of the Club with approved and pending expense reports shall have next claim.
- c)** Any assets or proceeds remaining after satisfying the above-referenced creditors shall be donated to an appropriate, motorcycle-related, charitable organization. If necessary, the President may sell Club assets for fair market value to convert them into cash for distribution in accordance with this section.

ARTICLE 9: UNDEFINED POWERS OF THE PRINCIPLE OFFICERS

The principle officers shall have the power to do anything that is not specifically prohibited by the preceding articles, but must act in the best interests of the Club membership as prescribed in Article 5, Section 1.