

# **HARLEY OWNER'S GROUP**

## **FREMONT CALIFORNIA**

Established April 1989

(Sponsored by Cycle Center of Fremont)

# **CHAPTER MEMBER HANDBOOK**

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**WELCOME**  
**NEW MEMBERS**  
**OF FREMONT HARLEY OWNER'S GROUP**

Welcome and thank you for joining **Fremont Harley Owner's Group**.

Being a member of Fremont HOG means meeting new people, all with at least one common interest, Harley-Davidson motorcycles, and being able to take advantage of the numerous rides and events we schedule each year.

It is also an opportunity to participate in the Chapter's efforts to collect funds, food, and clothing for charity.

On a monthly basis, we conduct two Chapter meetings (1<sup>st</sup> and 3<sup>rd</sup> Thursday), an Officer's meeting (2<sup>nd</sup> Thursday) and a Road Captain's meeting (4<sup>th</sup> Thursday).

We have a Web site ([www.fremonthog.org](http://www.fremonthog.org)) containing information about the Chapter, a calendar of events, the newsletter and a bulletin board for posting messages for Chapter members.

We publish a newsletter that can be found in our Web site, is distributed by Email and for members who do not have access to a computer, we mail the newsletter to them.

We have a **HOG-Line (510 888-4557)** that you may utilize to obtain information on upcoming events.

We also publish a list of major events for the year in every January newsletter.

In addition, the Activities Chairperson discusses upcoming events in detail at each Chapter meeting.

At the first meeting you attend, you will be introduced to the members, followed by an orientation usually conducted by the Assistant Director and/or his welcoming committee.

As you become more familiar with the Chapter, get to better know the members and participate in our meetings, rides and events, we sincerely hope you will enjoy and share in our enthusiasm of Fremont HOG.

## Officers for 2007

Director: Barbara Paresa	Asst. Director.: Don "Pappy" Norris	Treasurer: Jill Russo	Secretary: Donna Wilson
Activities Officer: John "JD" Davis	LOH Officer: Angela Machtmes	Head Road. Capt.: Joe "Capt America" Fontes	Safety Officer: Don "Sauls" Saulsbury
Editor: Dianna Scholberg	Photographer: Paul Jelgersma	Historian: Bunny Gundersen	Sergeant-At-Arms: Jeff Koopen
Webmaster: Marian Briones	Hogspitality: Lynn Evans	Chaplain: Charlie Marotta	Purchasing: Laurel Trost
Chef: Joe Cannon			

## Road Captains for 2007

Joe "Capt America" Fontes	Rick Fey	Wade Chambers	Denise Kreuzer
John "JD" Davis	Buddy Palmer	Lynn Evans	George Paresa
Jack Koopen	Paul Scholberg	Don "Pappy" Norris	Barbara Paresa
Dan "Droopy" Bustinduy	Enrico Banuelos	Don Saulsbury	Fred La Monica
Dale Burdick	Don Fautt	Rick Berg	Tom Townsend
Wade Chambers			

## BRIEF HISTORY OF FREMONT HOG

The Fremont Harley Owner's Group held their first meeting on April 20, 1989. The organization became official on June 21, 1989 with 55 charter members. The original Officers were Director Randy Morgan, Assistant Director Buzz Dare, Secretary/Treasurer Tom Bryan and Activities Chairperson Gary Perry. At the time, Fremont H-D dealership was located on Fremont Blvd., next to Round Table Pizza where the Chapter's first meeting was and still is being held. After Randy Morgan served as appointed Director for the first five years, the Chapter began electing their primary Officers.

The original Chapter newsletter, '**RoadHog Rag**', had its' first issue published in July 1989 with Tom Bryan as editor. The newsletter's name has since been changed to '**Hog Lines**'.

The Chapter held her first **Halloween Run** in Niles Canyon on October 15, 1989. Since then it has been a yearly and well-publicized event and the main source of income for our charity programs.

National HOG has outlined a competition called the **ABC's of Touring**. The minimum requirement to qualify in the competition is to visit at least 26 cities, counties, states, each starting with different letters of the alphabet. In addition, visits to State and National parks, Harley-Davidson factories, countries and HOG events and Rally's may be used to gain additional points. If you submit the minimum 26 photographs that qualify for 26 **ABC's of Touring** points HOG will send you a pin and patch. See the first issue of HOG Tales (Jan-Feb) for more information on the program.

In 1991, Fremont HOG created the '**ABC's in a Day**', an event that requires a visit to 26 cities or towns, each one beginning with a different letter of the alphabet. Due to California not having a city or town beginning with the letter 'X', it is supplemented normally by a County name. As far as it is known, Fremont HOG was the only Chapter in the world that sponsored such an event and is thus regarded as the '**HOME OF ABC'S IN A DAY**'. In 2004 the Chapter will celebrate the 13th anniversary of this long-standing traditional event. Check out the annual calendar on this website for the date.

**Past Fremont HOG Primary Officers** (Source: wall plaque at dealership):

<b>Year</b>	<b>Director</b>	<b>Assistant Director</b>	<b>Secretary</b>	<b>Treasurer</b>
1989	Randy Morgan	Buzz Dare	Tom Bryant	Tom Bryant
1990	Randy Morgan	Buzz Dare	Tom Bryant	Diana Perry
1991	Randy Morgan	Robert Farrell	Dave Kevern	Diana Perry
1992	Randy Morgan	Ron Cappa	Dave Kevern	Diana Perry
1993	Randy Morgan	Ron Cappa	Dave Kevern	Robert Farrell
1994	Jim Cormier	Dianne Capri	Phyllis Lloyd	Diane Kevern
1995	Jim Cormier	Steve Jaroch	Phyllis Solano	Marian Wilde
1996	Phyllis Solano	Ron Upson	Bunny Gundersen	Marian Wilde
1997	Ron Upson	Robert Farrell	Bunny Gundersen	Torie Fields
1998	Ron Upson	Dave Loria	Jerry Morris	Gina Wright
1999	Dave Loria	Shawn Saulsbury	Bunny Gundersen	Gina Wright
2000	Dave Loria	Jack Koopen	Bunny Gundersen	Rick Fey
2001	Jack Koopen	Frank Gaan	Bunny Gundersen	Margaret Mulcock
2002	Frank Gaan	Bill Zebratski	Cynthia Valier	Fred Gutterman
2003	Bill Zebratski	John Davis	Carla Chambers	Fred Gutterman
2004	John Davis	Don Saulsbury	Carla Chambers	Barbara Paresa
2005	Don	Tom	Dan	Denise

	Saulsbury	Townsend	Bustinduy	Kreuzer
2006	Tom Townsend	Barbara Paresa	Donna Wilson	Denise Kruezer

## GENERAL CHAPTER INFORMATION

Fremont HOG is sponsored by the Cycle Center of Fremont (referred to as the dealership) and is a local chapter of the Harley Owner's Group (HOG), a Harley Davidson Corporation sponsored organization. We are a chartered chapter of the parent organization and membership is open to all Harley-Davidson motorcycle owners. Associate membership is also available. For National HOG benefits, please refer to the "National HOG Membership Benefits and Services" section of this handbook.

**The purpose of Fremont HOG** - is to ride, make new friends, talk about and live Harley-Davidson motorcycles and to support, financially and materially, selected charitable organizations.

**Chapter meetings** - are held on the 1<sup>st</sup> and 3<sup>rd</sup> Thursdays of each month at Round Table Pizza, 37480 Fremont Blvd., Fremont, CA. Meetings commence at 7:30 PM and consist of new member introductions, presentation of Chapter information and upcoming events, a short break and finally a raffle. Meetings usually end around 9:00 PM or when the last member stops talking about riding his or her Harley-Davidson.

**Officers** – are responsible for promoting and running the Chapter to meet the needs of the dealership and chapter members. See the list of officers in the 'Welcome' section. Officer meetings are held every 2<sup>nd</sup> Thursday of the month and are open to chapter members. Please notify the Director, in advance, if you plan to attend.

There are six elected officer positions (Director, Assistant Director, Secretary, Treasurer, Activities Chairperson and Ladies of Harley). The Assistant Director automatically assumes the position of Director at the beginning of a year. Thus, when members elect an Assistant Director each year, they are also electing the following year's Director.

The Director, Assistant Director, Secretary and Treasurer positions are considered primary positions and attend National HOG primary officer training each year. The Head Road Captain, Chapter Editor, Safety Officer, Sergeant-at-Arms, Historian, Webmaster and Photographer are appointed by and serve at the discretion of the Director.

**A Board of Directors** – is formed by the dealership and oversees the operation of the Chapter. Members of the board are appointed by and serve at the discretion of the dealership. The current director of the Chapter is a 'member at large' of the board of directors

**Road Captains** – are appointed by the officers of the Chapter and volunteer to lead members and guests on runs. See the list of road captains in the 'Welcome' section. The Head Road Captain and Activities Chairperson hold a meeting every 4<sup>th</sup> Thursday of the month to formulate plans for upcoming runs and events. The meeting is attended by the group of road captains and are open to chapter members and members may attend without prior notification.

**Ladies of Harley** – (LOH) groups are at the National HOG as well as local level. The LOH chairperson attends officer meetings, is responsible for all LOH activities and is involved in the decision-making process.

**Charities** – The Chapter supports one or more charities each year, as decided and voted on by the membership.

This support takes on different forms, based on need. We may provide cash donations, purchase or ask members to donate food and/or clothing or simply ask members to spend time with hospital patients. The Chapter sponsors the **Dennis Hall Memorial/Ride the Canyons** run and **Halloween** run and a large part of the proceeds is earmarked for charitable organizations.

**Raffles** – are conducted at every chapter meeting. Raffle tickets are on sale for various items purchased by the Chapter or donated by members. Half of the proceeds from the raffle support the Chapter's major charity and/or are used to purchase prizes for the following raffle, and the other half is awarded, in a separate draw, to a member or guest whose raffle ticket is selected. Multiple winners in a single raffle are requested to donate a prize for the next raffle.

**Membership Dues** – are \$20 and are due no later than January 31<sup>st</sup> of each year.

Note: Membership in National HOG must be current to apply for or renew membership in Fremont HOG. However, due to certain circumstances, situations and to cover all exceptions, Fremont HOG will accept entry into the Chapter prior to attaining National HOG membership provided you have your National HOG membership verified by the Chapter no more than six weeks after you have signed up for Chapter membership.

**Newsletter** – (HOG Lines) is distributed at the first meeting each month. The newsletter is also posted in the Chapter's Web site [www.fremonthog.org](http://www.fremonthog.org), is delivered to an individual's Email address and is available at the dealership while supplies last. Members who do not have access to the Internet and are not present at the meeting may receive the newsletter in the U.S. Mail.

**HOG-Line** – Call (510) 888-4557 for current information on upcoming runs and events. You may also leave messages for Chapter officers on this line.

**Bulletin Board** – is located at the dealership displaying flyers and run information from other Chapters and Clubs in addition to information from our own Fremont HOG.

**Participation Points** – are given to members for attendance to various runs and events, and for ideas and suggestions they submit, which are accepted by the Chapter. At the end of the year, prizes are awarded to the male and female member who have accumulated the most points.

To find out how to earn points, see section '**FREMONT HOG CHAPTER POINTS**'.

**Mileage Contest** – consists of members giving their motorcycle(s) mileage to the head road captain at the beginning of the year or upon joining the Chapter. An award is presented to the member accumulating the most mileage on their motorcycle(s) during the year.

**Runs** – are usually scheduled for weekends. During the winter or colder months, runs will be held on either Saturday or Sunday. During the summer or prime riding months, there will be for the most part, a run scheduled for both Saturday and Sunday. Occasionally dinner or dessert runs will be planned and held during a weekday. Members are encouraged to provide ideas for run destinations or to actually sponsor and assist with a run.

**Patches** – Fremont HOG patches may be purchased at the dealership. Personalized 'name rockers' may be ordered through the secretary.

# NATIONAL HOG MEMBER BENEFITS AND SERVICES

- ABC's of Touring
- Mileage Merit
- Chapter Challenge
- Emergency Towing Service
- HOG Rallies and Receptions
- Fly & Ride Program
- HOG Tales Publication
- Travel Center
- Insurance
- Ladies of Harley (LOH)
- Local HOG Chapters
- Staff Photographer
- Theft Reward
- Touring Handbook
- Tuition Reimbursement for Motorcycle Safety Courses

Complete details on the many programs offered by the Harley Owners Group are available in the Membership Manual, the Touring Handbook or by contacting the HOG office at P.O. Box 453, Milwaukee, WI 53201 or (800) CLUB-HOG.

# HOW TO HELP YOUR CHAPTER

Attend meetings. Arrive a little early or on time.

While at the meeting, give your full attention to the business at hand. There is time to socialize or conduct conversations prior to and after the meeting, and during the break.

Be appreciative of the volunteer work of the officers and other members.

Volunteer to run for an elected officer position, accept an appointed officer position or agree to serve on a committee. Your assistance will be greatly appreciated and will help in the continuity of the Chapter.

Make your ideas, suggestions and opinions known to chapter officers. This is one more way of contributing.

Participate in Chapter runs, events and functions. Have loads of fun and show your support.

Help recruit new members. One of them may become a lifetime friend of yours or of another member's.

Pay your membership dues on time.

Keep your National HOG membership current.

Wear your Fremont HOG chapter insignia (patches) on runs and to events or functions.

When wearing Fremont HOG chapter insignia, ride carefully and respectfully, and with pride. You represent your local chapter and HOG members across the country.

Support our sponsoring dealership (Fremont H/D). Much of the expense of running Fremont HOG comes out of their pocket.

Contribute to the chapter newsletter. Submit articles to the editor by the last Thursday of the month.

Sponsor or recommend a run. Contact the activities-chairperson to assist you. You will be awarded one point for every run you sponsor or recommend that is accepted by the Chapter.

Contribute pictures of your trips to the chapter historian.

Ride safely and have fun.

## FREMONT H.O.G.'S 2007 PARTICIPATION/MILEAGE PROGRAM

The Chapter Participation & Mileage Program begins December 1 2006 and concludes on November 30, 2007. The program is a fun way to promote participation in chapter events.

### Awards and Recognition

Awards will be presented to those chapter members who demonstrate the most participation for the year. "Top 10%" rockers will be awarded to those members finishing in the top ten percent of the chapter. Additionally, cash awards to the top four male and female members will be awarded as follows; First Place \$200.00, Second Place \$100.00, Third Place \$50.00, and Fourth Place \$25.00.

The Male and Female member riding the most overall miles on their motorcycle during the same period will be presented with "Top Mileage" award. Members participating in the mileage program must register their motorcycle's beginning mileage (as of December 1, 2006) with the Head Road Captain. Mileage traveled on a H.O.G. "Fly and Ride" adventure will count towards the member's overall mileage. Members participating in such program shall provide proof of the mileage as documented on their "motorcycle rental contract" with H.O.G.

Members participating in the Chapter's "ABC's in a Day" and the "California Four Corners" will earn special chapter patches signifying their accomplishment.

### Participation Points

Points will be awarded when a member participates in an official Chapter sponsored activity or event. Official chapter activities and events will be those listed on the Chapter's Monthly Event Calendar and/or those events announced on the Chapter's Event Hot Line (510-888-4557).

All Chapter events and activities will be worth **One Point**, except for those listed as TARGET EVENTS, which will be worth **Three Points**, and a CALIFORNIA FOUR CORNERS RUN, which will be worth **Ten Points**.

Participation Points will be awarded for attending Chapter Meetings, Ladies of Harley Meetings, Chapter work party meetings, riding in Chapter sponsored runs, volunteering and working at Chapter sponsored events. Members participating in an event must sign in on the Chapter Roster to receive credit. *Participation is defined as being involved in and part of the actual event or run.* In the case of B.A.D. events, participation means "registering" for the event.

Except for official chapter meetings or working at an event, members must ride to earn the participation point. If an event is listed as a "Rain or Shine" event, members will earn their point(s) even though they ride in a car when the weather conditions diminish safe riding on a motorcycle.

TARGET EVENTS will be limited to the primary B.A.D. events and our Chapter's main events, i.e. Halloween Run and Dennis Hall.

In the event of multiple day activities, such as weekend/overnight runs, members will earn a point for each day of participation in an official chapter activity so long as there is an official scheduled alternate local chapter event for that same day.

### QUICK TIPS: MSF's Guide to Group Riding

Motorcycling is primarily a solo activity, but for many, riding as a group -- whether with friends on a Sunday morning ride or with an organized motorcycle rally -- is the epitome of the motorcycling experience. Here are some tips to help ensure a fun and safe group ride:

**Arrive prepared.** Arrive on time with a full gas tank.

**Hold a riders' meeting.** Discuss things like the route, rest and fuel stops, and hand signals (see diagrams on next page). Assign a lead and sweep (tail) rider. Both should be experienced riders who are well-versed in group riding procedures. The leader should assess everyone's riding skills and the group's riding style.

**Keep the group to a manageable size,** ideally five to seven riders. If necessary, break the group into smaller sub-groups, each with a lead and sweep rider.

**Ride prepared.** At least one rider in each group should pack a cell phone, first-aid kit, and full tool kit, so the group is prepared for any problem that they might encounter.

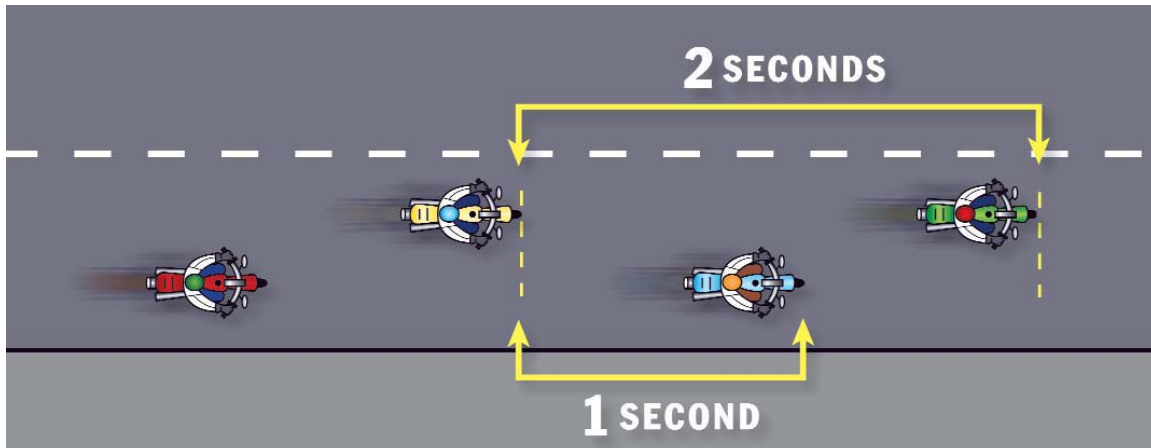
**Ride in formation.** The staggered riding formation (see diagram below) allows a proper space cushion between motorcycles so that each rider has enough time and space to maneuver and to react to hazards. The leader rides in the left third of the lane, while the next rider stays at least one second behind in the right third of the lane; the rest of the group follows the same pattern. A single-file formation is preferred on a curvy road, under conditions of poor visibility or poor road surfaces, entering/leaving highways, or other situations where an increased space cushion or maneuvering room is needed.

**Avoid side-by-side formations,** as they reduce the space cushion. If you suddenly needed to swerve to avoid a hazard, you would not have room to do so. You don't want handlebars to get entangled.

**Periodically check the riders following in your rear view mirror.** If you see a rider falling behind, slow down so they may catch up. If all the riders in the group use this technique, the group should be able to maintain a fairly steady speed without pressure to ride too fast to catch up.

**If you're separated from the group,** don't panic. Your group should have a pre-planned procedure in place to regroup. Don't break the law or ride beyond your skills to catch up.

**For mechanical or medical problems,** use a cell phone to call for assistance as the situation warrants.



## **MSF QUICK TIPS: General Guidelines For Riding A Motorcycle Safely**

### **Be visible:**

- Remember that motorists often have trouble seeing motorcycles and reacting in time.
- Make sure your headlight works and is on day and night.
- Use reflective strips or decals on your clothing and on your motorcycle.
- Be aware of the blind spots cars and trucks have.
- Flash your brake light when you are slowing down and before stopping.
- If a motorist doesn't see you, don't be afraid to use your horn.

### **Dress for safety:**

- Wear a quality helmet and eye protection.
- Wear bright clothing and a light-colored helmet.
- Wear leather or other thick, protective clothing.
- Choose long sleeves and pants, over-the-ankle boots, and gloves.
- Remember – the only thing between you and the road is your protective gear.

### **Apply effective mental strategies:**

- Constantly search the road for changing conditions. Use MSF's Search, Evaluate, Execute strategy (**SEE<sup>SM</sup>**) to increase time and space safety margins.
- Give yourself space and time to respond to other motorists' actions.
- Give other motorists time and space to respond to you.
- Use lane positioning to be seen; ride in the part of a lane where you are most visible.
- Watch for turning vehicles.
- Signal your next move in advance.
- Avoid weaving between lanes.
- Pretend you're invisible, and ride extra defensively.

- Don't ride when you are tired or under the influence of alcohol or other drugs.
- Know and follow the rules of the road, and stick to the speed limit.

**Know your bike and how to use it:**

- Get formal training and take refresher courses.
- Call 800.446.9227 or visit [www.msf-usa.org](http://www.msf-usa.org) to locate the Motorcycle Safety Foundation hands-on *RiderCourse*<sup>SM</sup> nearest you.
- Practice. Develop your riding techniques before going into heavy traffic. Know how to handle your bike in conditions such as wet or sandy roads, high winds, and uneven surfaces.

***Remember: Give yourself space. People driving cars often just don't see motorcycles. Even when drivers do see you, chances are they've never been on a motorcycle and can't properly judge your speed.***

# Chapter By-Laws

## BYLAWS OF

## HARLEY OWNERS GROUP®

### FREMONT CALIFORNIA CHAPTER, INC.

#### ARTICLE I General

Harley Owners Group® (hereafter referred to as H.O.G.®) is an international organization founded and sponsored by Harley-Davidson, Inc. The organization was instituted to offer motorcycling benefits and services for the Harley-Davidson motorcycle owner or rider (owner/rider) enthusiasts and to develop a close relationship between the Harley-Davidson owner/rider, the Harley-Davidson dealer and Harley-Davidson, Inc. The purposes of H.O.G.® - Fremont California Chapter, Inc. (the "Corporation") shall be as set forth in the Articles of Incorporation of the Corporation. These Bylaws specify various matters affecting the operations and governance of the Corporation. The Corporation shall abide by all rules, regulations and policies as may be determined from time to time by the H.O.G.® The "Corporation" is intended to be a family-oriented organization with a non-political philosophy.

#### ARTICLE II

##### Members

##### **Section I. Membership and Dues.**

- a. Membership shall be open to any Harley-Davidson motorcycle owner/rider, who is a current member or associate in good standing with H.O.G.®
- (b) The Board of Directors shall determine members' dues; provided, however, that such dues shall not exceed such amount as may be set from time to time by H.O.G.®
- (c) Annual dues shall be paid by all active members. Payment of dues shall be made annually on the 1st of January to the Corporation's Secretary. An additional fee may be assessed for those members who wish to have the corporation newsletter mailed to their home address.
- (d) The Secretary shall post notice of membership renewal on or before October 1st of each year in the corporation newsletter.
- (e) A member who fails to pay his or her dues on or before the first day of each year shall be given a 30-day grace period. After this 30-day grace period he or she

will cease to be a "member in good standing" until such time that the member's dues are paid in full.

**Section 2. Responsibilities and Voting Rights of Members.** Each member shall have the right to one (1) vote on all matters brought before the membership, and must be present.

**Section 3. Meetings** of the Chapter (Corporation), its committees and boards shall be conducted in accordance with Robert's Rules of Order.

(a) Annual Meeting. An annual meeting of the members shall be held on the 1st Thursday of January of each year at 7:30 p.m. The prime objective of this meeting will be induction of new officers and to discuss the business and affairs of the Corporation over the last calendar year, as well as the plans for the next calendar year. Failure to hold the annual meeting shall not work for forfeiture or dissolution of the Corporation.

- b. Special Meetings. Special meetings of the members may be called by the Executive Committee or upon written request of ten (10) or more members.
- c. Regular Meeting. Regular meetings will be held on the 1st and 3rd Thursdays of each month at 7:30 p.m. thereafter.

**Section 4. Place of Meetings.** Meetings of the members may be held at any place within or without the State of California.

**Section 5. Notices.** Notice of any meeting of the members of the Corporation, in each case specifying the place, date and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which it is called, shall be given to each member by delivering notice, orally or in writing, not more than twenty (20) days prior to the date of the meeting but at least seven (7) days before the time set for such meeting or, if notification is by mail, by mailing such notice at least fourteen (14) days before the time set for such meeting, unless a different time shall be prescribed for a particular action by the California Corporations Code. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage prepaid, addressed to the member at his address as it appears on the records of the Corporation.

**Section 6. Waiver of Notice.** The transactions of any meeting of the members of the Corporation, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, a written waiver of notice of the meeting, containing the same information as would have been required to be included in a proper notice of the meeting, is signed by the member or members entitled thereto. Such waiver shall contain the same information as would have been required to be included in such notice, except that the time and place of the meeting need not be stated. All such waivers shall be filed with and made a part of the minutes of the meeting.

**Section 7. Action Without Meeting.** Any action which may be taken at a meeting of the members may be taken without a meeting if all the members shall individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of the members.

**Section 8. Quorum: Action.** A majority of members shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the members present at a duly held meeting at which a quorum is present shall be the act or decision of the members, unless the law, the Articles of Incorporation of the Corporation or these Bylaws require a greater proportion.

**Section 9. Adjournment.** Any meeting of the members, whether annual or special, and whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the members present. Notice of the time and place of an adjourned meeting need not be given to absent members if said time and place are fixed at the meeting adjourned.

**Section 10. Transfer: Termination: Expulsion.** No member may transfer membership or any right or rights arising therefrom unless transfer is authorized by the Articles of Incorporation or, if the Articles of Incorporation so provide, these Bylaws. Unless otherwise provided in the Articles of Incorporation, membership shall be terminated by death, voluntary withdrawal, or expulsion, and thereafter all the rights of the member in the Corporation shall cease. A member may be expelled or his/her membership suspended by majority vote a quorum of the Board of Directors.

(a) The member will be verbally notified of the cancellation of membership by the Board of Directors.

(b) The member's Corporation dues for the year will be refunded.

**Section 12. Organization.** The President of the Corporation, or in the absence of the President, the assistant President shall act as chair at every meeting of the members. The Secretary of the Corporation, or in the absence of the Secretary any person appointed by the chair of the meeting, shall act as Secretary of the meeting. In the event of absence of the President and the Assistant President, the president will appoint a responsible person to chair prior to the meeting of the members.

### ARTICLE III

#### Directors

**Section I. Powers.** Subject to the limitations of the Articles of Incorporation of the Corporation, these Bylaws and the laws of the State of California, the Board of Directors shall have absolute authority over any decisions required in governing the corporation, regarding policy, nominations, disciplinary actions, and changes to these by Bylaws.

**Section 2. Number; Election; Term.**

(a) The number of Directors of this Corporation shall consist of a minimum of five (5). The initial Directors shall be selected by the incorporator except as otherwise provided herein. With respect to the terms of the initial directors, each Director shall hold office for a term, to be determined by Cycle Center of Fremont, or until such Director's successor shall have been duly appointed or until such Director's death, resignation or removal.

(b) The Board of Directors shall be elected or appointed in the following manner:

(i) The Cycle Center of Fremont shall appoint a minimum of four (4) individuals to the Board of Directors;

(ii) The current elected President shall be one (1) individual to the Board of Directors.

**Section 3. Resignation.** A Director may resign at any time by giving written notice to the Board of Directors of such resignation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Board of Directors and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

**Section 4. Removal.** Any individual Director may be removed from office, with cause or for any reason provided in the Articles of Incorporation or Bylaws or for no reason, by the action of two-thirds of the Directors at a special meeting duly called and held for such purpose; provided, however, that the Cycle Center of Fremont shall have the exclusive right to remove the Director appointed by the Cycle Center of Fremont at any time and for any reason or no reason.

**Section 5. Vacancies.** A vacancy or vacancies in the Board of Directors occurring for any reason, including an increase in the authorized number of Directors, may be filled by a majority of the Directors then in office, even though less than a quorum. Each Director so appointed shall hold office for the unexpired portion of the term such Director was appointed to fill or until such Director's successor is appointed and qualified, or until such Director's death, resignation or removal.

**Section 6. Meetings.**

(a) **Annual Meetings.** A regular annual meeting of the Board of Directors with the Corporation Officers, shall be held each year during the month of January at such time and place as may be designated by the Chairperson of the Board, or by any Director if the Chairperson is unable to act. The purpose for the meeting is for strategic planning of Corporation's yearly agenda and reaffirm the Corporation's goals and expectations. In the event of failure, through oversight or otherwise, to hold the annual meeting of Directors in any year during the months herein provided therefor, the meeting, upon waiver of notice or upon due notice, may be held at a later date, and any election had or business transacted at such meeting shall be as valid and effectual as if had or transacted at the annual meeting during the months herein provided.

(b) Regular Meetings. Regular meetings of the Board of Directors of the Corporation may be held with or without notice at such regularly recurring time and place as the Board of Directors may designate.

(c) Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be held whenever called by the Chairperson of the Board of Directors, or if the Chairperson is absent or is unable or refuses to act, by any majority of Directors.

**Section 7. Notices**. With the exception of regular meetings as set forth in Section 6(b) above of this Article, notice of any meeting of the Board of Directors, in each case specifying the place, date and hour of the meeting, shall be given to each Director by delivering notice, orally or in writing, not more than ten (10) days prior to the date of the meeting, but at least three (3) days before the time set for such meeting or, if notification is by mail, by mailing such notice at least seventy-two (72) hours before the time set for such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage prepaid, addressed to the Director at the Director's address as it appears on the records of the Corporation. Neither the business to be transacted at, nor the purpose, of any meeting of the Board of Directors need be specified in the notice or waiver of such notice of such meeting.

**Section 8. Waiver of Notice**. The transaction of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, a written waiver of notice of the meeting, containing the same information as would have been required to be included in a proper notice of the meeting, is signed by (a) each Director not present at the meeting and (b) each Director present at the meeting who objected thereto to the transaction of any business because the meeting was not lawfully called or convened. All such waivers shall be filed with and made a part of the minutes of the meeting.

**Section 9. Action Without Meetings**. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if all the Directors shall consent in writing to such action.

**Section 10. Quorum: Action of Directors**. A majority of the number of Directors fixed pursuant to the Articles of Incorporation or these Bylaws shall constitute a quorum for the transaction of business. The sponsoring Dealer, and two (2) members of the Board of Directors shall constitute a Quorum, unless the act of a greater proportion is required by law, the Articles of Incorporation or these Bylaws.

**Section 11. Adjournment**. Any meeting of the Board of Directors, whether regular or special, and whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Directors present. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting adjourned. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.

**Section 12. Organization.** The Chairperson of the Board of Directors, or in the absence of the Chairperson, a chairperson will be chosen by a majority of the Directors present, and shall act as chairperson at every meeting of the Board of Directors. The Secretary of the Board of Directors, or in the absence of the Secretary any person appointed by the chairperson of the meeting, shall act as Secretary of the meeting.

**Section 13. Telephonic Meetings.** Directors may participate in any regular or special meeting or in any meeting of a committee of Directors by any means of communication by which either (1) all participating Directors may simultaneously hear each other during the meeting or (2) all communication during the meeting is immediately transmitted to each participating Director and each participating Director is able to immediately send messages to all other participating Directors. If a meeting is conducted through the use of one of the foregoing means, all participating Directors must be informed that a meeting is taking place at which official business may be transacted. A Director participating in such a meeting is deemed to be present in person at the meeting. If requested by any Director, minutes of the meeting shall be prepared and distributed to each Director. The identity of each Director participating in a meeting conducted by one of the means described in this section must be verified before the Directors vote on any of the following matters: a plan of merger or consolidation; the sale, lease, exchange or other disposition of property owned by the Corporation with a total fair market value greater than \$10,000 (which transaction shall be considered a disposition of substantial property or assets of the Corporation); voluntary dissolution or revocation of voluntary dissolution proceedings; filing for bankruptcy. A Director's identity shall be considered to be verified if the Director identifies himself orally at the time of the vote and provides his/her birth date.

**Section 14. Compensation.** Directors shall not receive compensation for services rendered as Directors; provided, however, that Directors may be reimbursed with prior approval of the Board of Directors for reasonable expenses associated with their services as directors of the Corporation. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity, or receiving reasonable compensation therefor.

**Section 15. Committees: Standing or Temporary Advisory Committees Without Board Authority.** The Board of Directors or the Chairperson may authorize, and appoint or remove members of (whether or not members of the Board of Directors), standing and/or temporary committees to consider appropriate matters, make reports to the Board of Directors, and fulfill such temporary committees, and the members thereof, shall be recorded in the minutes of the Board of Directors.

**Section 16. Director Conflicts of Interest.** No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association, or entity in which one or more of its Directors are directors or officers or has a material financial interest, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

(a) fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract of transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

(b) the fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) the contract or transaction is fair and reasonable to the Corporation. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves or ratifies. such contract or transaction.

#### **ARTICLE IV Officers**

**Section I. Primary Officers.** The Corporation shall have a President, an Assistant President, a Secretary, a Treasurer, and these Officers are considered Primary Officers.

(a) The Executive Committee shall consist of the Director/President, Assistant Director/Assistant President, Secretary, Treasurer, Activities Director, and Ladies of Harley Officer. Four members of this committee shall constitute a Quorum at Corporation Officers Meeting.

(b) The Executive Committee may appoint such additional committees as deemed necessary and fix their duties and responsibility. Both regular and associate members may be appointed to any committee.

The Corporation Director/President shall appoint a Senior Road Captain, an Editor, a Safety Officer, a Photographer, a Historian, a Sergeant at Arms, a Web Master, and such other officers or assistant officers as the Director/President may from time to time appoint. Any two (2) or more of said offices may be held by the same person, except that the offices of Director and Secretary and the offices of Director and Assistant Director may not be held by the same person.

**Section 2. Election.** The officers of the Corporation shall be elected annually at the last business meeting of each year (1st. Thursday meeting in December) by the General Membership. Each elected officer shall hold office for one (1) one-year term or until such officer's successor shall have been duly elected and qualified, or until such officer's death, resignation or removal, and may seek re-election to that office for one (1) additional term, not to exceed a total of two (2) consecutive years, with the exception of Director and Assistant Director. who will serve no more than one (1) year term.. To maintain continuity in the Chapter/Corporation and the Executive Committee, the Assistant Director shall become the Director. Election or appointment as an officer shall not of itself create contract rights.

(a) All officers elected and appointed shall be at least eighteen (18) years of age.

(b) Only members of the Fremont Corporation of H.O.G.<sup>®</sup> in good standing will be qualified for nomination to the executive committee and must remain a member during their entire term of their respective office.

(c) The retiring officers of the Executive Committee and the Board of Directors shall act as the nominating committee for the Primary Officers needed for the succeeding year. Nominations from the floor shall be open on the 1st meeting in November only. All nominations shall be reviewed by the nominating committee and presented to the membership on the 2nd meeting in November. Only members in good standing will be eligible to vote on the election of Corporation Officers.

**Section 3. Resignation.** Any officer may resign at any time by giving written notice to the Board of Directors or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the President of the Corporation as the case may be, and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

**Section 4. Removal.** Any officer may be removed from office by the action of the Board of Directors, whenever in their judgment the best interests of the Corporation will be served thereby, without prejudice to the contract rights, if any, of the officer so removed.

**Section 5. Vacancies.** A vacancy occurring in any office, for any reason, may be filled for the unexpired portion of the term of said office by the President. Any Primary Officer may assume the duties of any appointed officer when vacancy is not filled. Such appointment shall be subject to ratification by the Corporation Officers.

**Section 6. Compensation.** Officers shall not receive compensation for services rendered as Officers; provided, however, that Officers may be reimbursed with prior approval of the President of the Corporation for reasonable expenses associated with their services as Officers of the Corporation. Nothing herein contained shall be construed to preclude any Officer from serving the Corporation in any other capacity, or receiving reasonable compensation therefor.

**Section 7. President.** The President shall be the chief executive officer of the Corporation and shall oversee all Corporation meetings, shall perform such duties as delegated to the "Director" as such designation is used by H.O.G.<sup>®</sup>, coordinate Corporation officer responsibilities and have such duties, responsibilities and powers as may be necessary to carry out the directions and policies of the Board of Directors or as are prescribed by these Bylaws or otherwise delegated by the Board of Directors and shall at all times be subject to the policies, control and direction of the Board of Directors. The Director may sign and execute, in the name of the Corporation, any instrument or document consistent with the foregoing general delegation of authority or any other instrument or document specifically authorized by the Board of Directors,

except when the signing and execution thereof shall have been expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation; provided, that neither the President nor any other officer may sign any deed or instrument of conveyance or endorse any security or execute any checks, drafts, or other orders for payment of money, notes, acceptances, or other evidence of indebtedness with the specific authority of the Board of Directors pursuant to the Article V below of these Bylaws dealing with such matters. The President shall, whenever it may in the President's opinion be necessary, prescribe the duties of other officers and employees of the Corporation, in a manner consistent with the provisions of these Bylaws, such rules, regulations and policies set forth by

H.O.G.<sup>®</sup> for corporations, and the directions of the Board of Directors.

**Section 8. Assistant President.** The Assistant President shall assist the President in carrying out his/her duties. In the absence or disability of the President, the Assistant President shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President and shall perform such duties as delegated to the "Assistant Director" as such designation is used by H.O.G.<sup>®</sup>. The Assistant President shall keep the membership informed of all H.O.G.<sup>®</sup> programs, And is responsible for promoting membership, membership orientation and retention, and have such other powers and perform such other duties as may be prescribed for him/her from time to time by the Corporation President, or these Bylaws.

**Section 9. Secretary.** The Secretary shall:

(a) Certify and keep at the principal office of the Corporation (Cycle Center of Fremont) the original or a copy of its Articles of Incorporation and Bylaws, as amended or otherwise altered to date.

(b) Prepare and keep at the principal office of the Corporation (Cycle Center of Fremont), a book of minutes of all meetings of the members of the Corporation, Officer meetings, the Board of Directors Meetings and committees thereof, with the time and place of holding, whether regular or special and, if special, how authorized, the notice thereof given, and the names of those present at the meetings. The minutes of the Corporation/Chapter meetings shall be published in the Corporation/Chapter Newsletter.

(c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

(d) Be custodian of the records and of the seal of the Corporation, if any, and see that it is engraved, lithographed, printed, stamped, impressed upon, or affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws, which will be keep at the office of the Corporation (Cycle Center of Fremont)

(e) See that the books, reports, statements and all other documents and records required by law are properly kept and filed, which will be kept at the office of the Corporation (Cycle Center of Fremont).

(f) Exhibit for inspection upon request, the relevant books and records of the Corporation to any member for any proper purpose at any reasonable time.

(g) Ensure that all Corporation members are current H.O.G.<sup>®</sup> members, annually submit to H.O.G.<sup>®</sup> the Corporation Officer/Address Form, the Corporation Information Forms and any forms or reports that might be required from time to time by H.O.G.<sup>®</sup>

(h) In general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned by the Corporation President.

**Section 10. Treasurer.** The Treasurer shall perform or have performed under the Treasurer's direction the following functions:

(a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the corporation Officers.

(b) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus.

(c) Exhibit for inspection upon request, the relevant books and records of the Corporation to any member for any proper purpose at any reasonable time.

(d) Render monthly statements of the condition of the finances of the Corporation to the members.

(e) Receive, and give receipt for, moneys due and payable to the Corporation from any source whatsoever.

(f) Submit the annual financial statement to H.O.G.<sup>®</sup>

(g) In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Corporation President.

**Section 11. Other Officers.**

(a) Activities Director. The Activities Director shall oversee the administration and planning of Corporation events, publish an activities calendar in the Chapter Newsletter, and shall perform such other duties as may be assigned from time to time by the President.

(b) Ladies of Harley® Officer. The Ladies of Harley® Officer shall maintain a program to encourage women to take an active part in Corporation activities and shall perform such other duties as may be assigned from time to time by the President.

(c) Senior Road Captain. shall be responsible in organizing a group of Road Captains who will assist the Activities Director in planning routes for Corporation rides, and shall perform such other duties as may be assigned from time to time by the President.

(d) Newsletter Editor. The Newsletter Editor shall organize written material for the Corporation's publications for approval by the Dealer prior to publication and shall perform such other duties as may be assigned from time to time by the President.

(e) Safety Officer. The Safety Officer shall be responsible for providing information relating to the availability of rider training to Corporation members and shall perform such other duties as may be assigned from time to time by the President.

(f) Photographer. The Photographer shall be responsible for the taking and organization of Corporation photographs for the newsletter, Corporation history albums, etc., and shall perform such other duties as may be assigned from time to time by the President.

(g) Historian. The Historian shall be responsible for the preparation and organization of a written account of Corporation activities, membership levels, maintaining a "scrap book and "photo album", and shall perform such other duties as may be assigned from time to time by the President.

(h) Sergeant at Arms. shall be responsible for maintaining order at the Corporation/Chapter meetings and may be asked to perform other duties from time to time by the President.

(i) Web Master. Shall be responsible for maintaining the Corporation/Chapter web page, in accordance to HOG policies, and direction, and shall perform duties as may be assigned from time to time by the President.

## ARTICLE V

### Instruments: Bank Accounts: Checks and Drafts: Loans: Securities

**Section 1. Execution of Instruments**. Except provided otherwise herein, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. Except as so authorized, or as in these Bylaws otherwise expressly provided, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount.

**Section 2. Bank Accounts**. The Corporation Officers from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust

companies or other depositories as may be selected by any officer to whom such power may be delegated from time to time by the Corporation Officers. The Corporation Officers may make such rules and regulations with respect to said bank accounts, consistent with the provisions of these Bylaws as the officers may deem expedient.

**Section 3. Checks and Drafts.** All checks, drafts or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the President, or Assistant President and by the Treasurer or by any other officers or agents of the Corporation, and in such manner, as shall be determined from time to time by resolution of the Board of Directors. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories may be made without counter-signature, by the President or the Assistant President, by the Treasurer or any Assistant Treasurer, or by any other officer or agent of the Corporation to whom the Board of Directors, by resolution, shall have delegated such power, or by hand- stamped impression in the name of the Corporation.

**Section 4. Loans.** No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans may be made to any officer or Director of the Corporation, directly or indirectly, except that reasonable advances of reimbursable expenses may be made in the discretion of the President or, in the case of the President, as determined by the Corporation Officers.

## **ARTICLE VI Miscellaneous**

**Section 1. Fiscal Year.** The fiscal year of the Corporation shall be from January 1st. to end on December 31st.

**Section 2. Corporate Seal.** The seal of the Corporation, if one is adopted by the Board of Directors of the Corporation, shall contain the name of the Corporation and the word "California."

**Section 3. Publications.** The Corporation Newsletter shall not be used for solicitation of product and services.

**Section 4. Chapter Colors.** Members are encouraged to wear the "Chapter Colors" at meetings, Chapter Runs, and other H.O.G.® Events. If any member holds dual membership in other Motorcycle Clubs or Organizations, he shall be requested to not wear those colors at a Fremont H.O.G.® Chapter meetings or events. The only exception will be to other H.O.G.® Chapters.

**Section 5. Property.** In the event an appointed or elected officer is removed from office due to death, expired term, resignation or expulsion, all property belonging to the Corporation shall upon request, be returned to Cycle Center of Fremont. This would include any tangible property, including all books of record.

## ARTICLE VII

### Indemnification

**Section 1. Mandatory Indemnification.** The Corporation shall, to the fullest extent permitted or required by the Statute, indemnify each Director and Officer against any and all Liabilities, and advance any and all reasonable Expenses as incurred by a Director or Officer, arising out of or in connection with any Proceeding to which such Director or Officer is a Party because he is a Director or Officer of the Corporation. The Corporation shall indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses to which such person may be entitled under any written agreement, board resolution, vote of members, the Statute or otherwise. The Corporation may, but shall not be required to, supplement the right to indemnification against Liability and advancement of Expenses under this Section 1 by the purchase of insurance on behalf of anyone or more of such persons, whether or not the Corporation would be obligated to indemnify such person under this Section 1. The term "Statute," as used in this Article, shall mean Sections 7110 through 7160 of the California Corporations Code and all amendments thereto which permit or require the Corporation to provide broader indemnification rights than prior to the amendment. All other capitalized terms used in this Article and not otherwise defined herein shall have the meaning set forth in Sections 7150 through 7153 of the Statute.

**Section 2. Limited Liability of Volunteers.** Each individual (other than an employee of the Corporation) who provides services to or on behalf of the Corporation without compensation ("Volunteer") shall be immune from liability to any person for damages, settlement, fees, fines, penalties or other monetary liabilities arising from any act or omission as a Volunteer, to the fullest extent provided by Section 7231.5 of the California Corporation's Code or any similar successor provision thereto. For purposes of this section, it shall be conclusively presumed that any Volunteer who is licensed, certified, permitted or registered under state law and who is performing services to or on behalf of the Corporation without compensation is not acting within the scope of his or her professional practice under such license, certificate, permit or registration, unless otherwise expressly indicated to the Corporation in writing.

## ARTICLE VIII H.O.G.® Rule, Regulations and Policies

This Corporation shall follow all rules, regulations and policies that may be issued from time to time by H.O.G.®

## ARTICLE IX Amendment

**Section 1.** These Bylaws, including, except as provided in this Article, any provisions adopted by the members, may be amended by a quorum vote of the Directors at a meeting duly called and held for such purpose; provided, however, that any amendment

to Articles I and II and Sections 2 or 4 of Article III must also be approved by a quorum of the Directors at a meeting duly called and held for such purpose.

**Section 2.** These Bylaws may not replace, supersede or conflict with the H.O.G.<sup>®</sup> Charter and operating policies. Once these Bylaws are published, a copy must be sent to all current corporation members, any prospective members, the sponsoring dealer and the H.O.G.<sup>®</sup> Office in Milwaukee, Wisconsin.