



**I C O A**

**B Y L A W S**

**April 30, 2004  
REVISION 2**

## **BYLAWS PURPOSE**

Bylaws are intended to provide specific direction/procedures/guidelines for International CBX Owners Association (ICOA) activities or areas that require precise definition.

Bylaws are intended to ensure and provide the necessary foundation for the long-term future of the club, this wonderful motorcycle and its owners.

Bylaws are an ongoing work in progress; changing and evolving forever based on input from members and implemented by majority vote of the Board of Directors.

Bylaws are intended to ensure continued organizational stability by establishing a check and balance system for the club between the Board of Directors which represent members from each Region and the National Director.

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# BYLAWS

## SECTION 1 NAME AND LOCATION

- 1.01 The name of the organization (Club) is the International CBX Owners Association and the official acronym for the organization shall be ICOA.
- 1.02 The organization is incorporated in Rhode Island.

## SECTION 2 ORGANIZATIONAL STRUCTURES

- 2.01 Club Bylaws as contained within are intended to cover all important club activities conducted under the name I.C.O.A. This includes all meetings, rallies, dinners, rides and other functions when referred to as an I.C.O.A. event.
- 2.02 A Board of Directors consisting of eight Regional Directors, a National Director, a Controller and three (3) optional Directors at large will oversee the club and vote changes in the Bylaws.
- 2.03 The ICOA National Director will report to the Board of Directors and manage the day-to-day activities of the club, within the ICOA Bylaws.

## SECTION 3 PURPOSE

- 3.01 The ICOA is dedicated to the support of the CBX Owner/Club Member and preservation of the CBX Motorcycle.

Specifically, this club will:

- a. Provide a forum for communicating ideas, resolving problems and enhancing the enjoyment of owning and preserving the CBX motorcycle and belonging to ICOA.
  - b. Encourage member participation in ICOA activities/rallies.
  - c. Publish the Xpress and host a Website that covers all aspects and areas of interest related to owning a CBX and belonging to the club.
  - e. Cooperate with other CBX clubs in activities that will promote and support all CBX Owners and ensure the preservation of the CBX Motorcycle on a global basis.
- 3.03 This organization shall not engage in any activities that are not in the furtherance of the

purposes stated in this section.

#### SECTION 4: DEDICATION OF ASSETS

- 4.01 The property and assets of the ICOA are irrevocably dedicated to the support of CBX Owners/Club Members and preservation of the CBX Motorcycle.
- 4.02 No part of the net earnings, properties, or assets of this organization, on dissolution or otherwise shall benefit any private person or individual, or any member or Board Member of this organization.
- 4.03 Upon the dissolution of the organization, the Board of Directors shall, after paying or making provision for the payments of all of the liabilities of the organization, dispose of all of the assets of the organization to one or more non-profit organizations/CBX Clubs dedicated to the support of CBX Owners and preservation of the CBX Motorcycle.

#### SECTION 5: MEMBERS

- 5.01 Membership level(s) within the ICOA shall be determined at a future date.
- 5.02 Membership will be terminated for any of the following reasons:
  - a. The resignation of the member.
  - b. The failure to pay dues within the time set forth by the Board of Directors and stated in the Bylaws.
  - c. Determination and vote by the Board of Directors after thorough evaluation that a member has with intent seriously damaged the I.C.O.A. and/or harmed member(s) of the I.C.O.A.
  - d. Death.
- 5.03. Members may transfer their remaining membership by changing the shipping address related to their membership.
- 5.04 Members do not have to own a CBX.

#### SECTION 6: CHANGES TO THE BYLAWS

- 6.01 The Board of Directors will vote on ANY and ALL changes to the Bylaws.
  - a. Any club member may submit Bylaw Change items to the Bylaws Director.

- b. The Board of Directors will vote on all Bylaws change requests submitted by the membership. Requests that represent a legal risk for the I.C.O.A. or are without merit, and/or lack facts to support a change in bylaws will be voted on as such by the Board. Reasons for rejection and be included in the meeting minutes.
- c. The Bylaws Director shall compile a list of the Bylaws change requests submitted and ensure this list is provided to the Board of Directors for review and discussion two (2) months in advance of the scheduled voting date. The list will be sent to the Directors via USPS and be published in the Xpress and on the ICOA Website.
- d. Bylaws change requests voting results will be published in the Xpress and posted on the ICOA Website.
- e. Voting on Bylaws changes shall be scheduled twice (2) each calendar year
- f. Minutes of any Board Meetings for other purposes other than voting shall be by conference call and recordings of same shall constitute the minutes of the meeting and copies of these recordings will be available to the membership by submitting a written request to the Bylaws Director.

Emergency items may be brought to the Board of Directors for vote by:

- a. A Board Member.
- b. The National Director.
- c. The membership provided that a minimum of ten per cent (10%) of the membership or 150 members (whichever is less) is petitioning the Board of Directors. To be considered, an emergency request must have a factual basis and represent a grave threat to the club.

#### 6.03 Changes to the Bylaws Vote Count Procedures.

- a. Bylaws changes shall be approved by a majority vote. A quorum (six (6)) of Board Members must respond for the vote to be official. Each Board Member will have one (1) vote for each member in their region. The number of members counted in each region shall be calculated at the end of the prior calendar year. The National Director shall have 100% of average of the Regional Director votes and Controller/Members at Large shall have 50% of the average of the Regional Directors votes.
- b. Voting will be done via USPS, email or Website.
- c. A Board Member (shall be known as Bylaws Director) shall be responsible for the Bylaws. The Bylaws Director shall notify each Board Member by USPS, email

and the Website of the notice of an upcoming vote, the vote date and changes for vote.

- d. Regional Directors votes are intended to represent the consensus of the members in their region.
- e. In the event the Regional Director is physically ill or of unsound mind by an order of the court; and is unable to vote the Assistant Regional Director is authorized to vote. This shall not apply if the Regional Director is not voting via abstaining with intent on a specific item being considered for vote.
- f. An abstention is a legal vote and is permitted.
- g. Proxy voting is permitted. Directors may ask another member (can be any member in good standing in the club) to vote in their absence. Proxy voters can only vote for one member per session (cannot have 2 (two) votes).

## SECTION 7: BOARD OF DIRECTORS

- 7.01 The business and affairs of this organization shall be conducted, and all the powers shall be exercised, by or under the direction of a Board of Directors and as stated in the Bylaws.
- 7.02 Without prejudice to these general powers, and subject to the same limitations, the Directors shall have the authority and power to:
  - a. Vote changes to the Club Bylaws.
  - b. Evaluate new items/directions and approaches that will help the club that are currently not addressed in the bylaws.
  - c. Take any action via majority vote that will ensure the current, medium and long-term future and success of the club.
  - d. Select and remove any officer, director or member of the organization; prescribe any powers and duties for them that are consistent with the law, and with these bylaws.
  - e. Designate the officers who may act as signatories of the organizations accounts, records, filings and other appropriate items.
- 7.03 A vacancy in the Board of Directors can be created by one of the following:
  - a. The death, resignation, or removal of any Director(s).

- b. The declaration by resolution of the Board of Directors of a vacancy of the office of a Director who has been declared of unsound mind by legal action of a court; or convicted of a felony.
- c. Determination and vote by the Board of Directors after thorough evaluation that a Member of the Board of Directors has with intent seriously damaged the club and/or harmed member(s) of the club or failed to participate in Board Activities as defined in the Bylaws.

7.04 In the event of a vacancy in the Board of Directors.

- a. If by death, resignation or removal of the National Director, the Board of Directors may oversee the club for the remainder of that persons original term, appoint a single Board Member or Board Committee to oversee the club or appoint a member that fulfills the requirements as stated in the Bylaws Section 8 to oversee the Director's duties for the remainder of the term.
- b. If by death, resignation or removal of a Regional Director, the Assistant Regional Director may be appointed to the Board and serve the remainder of that persons original term. If the region does not have an Assistant Regional Director, the State Directors will vote for the new Regional Director that fulfills the requirements as stated in the Bylaws Section 8 to oversee the region for the remainder of that persons original term.
- c. If by death, resignation or removal of a Member at Large, the Board of Directors shall elect a member that fulfills the requirements as stated in the Bylaws Section 8 to the Board for the remainder of that persons original term.
- d. If by death, resignation or removal of the Controller, the Board of Directors shall elect a member that fulfills the requirements as stated in the Bylaws Section 8 to the Board for the remainder of that persons original term.

7.05 The Board of Directors shall consist of the following members:

- a. Regional Directors representing the following Regions: North East, South East, North Central, South Central, North West, South West, Great Lakes and Overseas. The Regional Directors are elected by vote of the State and Officers of each Region.
- b. The ICOA National Director. The National Director is elected by the membership.
- c. The club Controller (the Controller will also be Treasurer). The Controller is an appointed position selected by the Board of Directors.
- d. The Board of Directors may, at their option will, appoint three (3) members at

large to the Board thus resulting in a maximum of (13) members.

- e. A Board Member will serve Bylaw Director and will be responsible to accept change submissions from the membership; ensuring voting complies with the Bylaws and will keep meeting minutes
- g. The Board of Directors will have a Chairperson elected by the Board of Directors.
- h. A quorum for voting is 6 Board Members.
- I. The Board of Directors is required to develop voting procedures for National elections. Every step must be taken to ensure a fair election and equal treatment and to avoid all procedures/criteria that could be perceived as being punitive or intended to exclude or limit any candidates.

## SECTION 8 BOARD OF DIRECTORS: TERM, RESPONSIBILITIES, QUALIFICATIONS AND EXPECTED PARTICIPATION IN OTHER CLUB ACTIVITIES

### 8.01 Board of Directors: Qualifications

- a. Must be a Member in good standing for a minimum of three (3) years.
- b. Must be a State or Regional Director or a member that has served on a club level position for three years.
- c. Must be a current member in good standing.
- d. Must own a CBX.
  - 1. To qualify for a Board Position the candidate must own a functional CBX that has a current title, is registered and can be ridden. During the term the Board Member may sell his/her CBX and still continue as a Board Member, but to qualify for another term on the board the member will have to own a functional CBX.
- e. Is not an owner/part owner or participant in any recognized CBX related business activity that would create a possible or perceived conflict of interest. (Advertising and selling CBX parts on an ongoing basis does constitute a recognized CBX business activity. Occasional sale of parts at Rallies or to members does not constitute a CBX related business).
  - 1. The Board will be required to evaluate and approve any member that is an owner or part owner of a business that could be perceived as a conflict of interest.

- f. Directors must have adequate time to participate in the duties described in the bylaws.

8.02 Board of Directors. Participation in Other Club Activities. A Director shall carry out any six items per year

- a. Provide one submission to the Xpress covering region or board area of responsibility.
- b. Provide one submission to the Xpress on any other topic matter.
- c. Participate on any Xpress team.
- d. Hold another club position other than: National Director, Regional Director, and Board Member at Large).
- e. Host or help host a rally.
- f. Host or help host any single day event ride, breakfast.
- g. Help with the club Website effort.
- h. Participate in a club membership drive and/or place club membership information at two (2) motorcycle accessory shops.
- I. Promote the club. (Press Release, Newspaper or Magazine Article, Show your CBX in a bike show, have a booth at a motorcycle show and hand out club information).
- j. Be the primary point of contact/reason for two or more members joining the club.
- k. Have your CBX featured in a non-ICOA publication and highlight club information.
- I. Assist or donate funds to any CBX competition/race team.
  - 1. To be recognized the race team must compete at an event conducted by a sanctioning body.
- m. In the event of any dispute about whether a Board member has carried out the duties and responsibilities of their position the Board has the authority to determine the necessary course of action.

8.03 Board of Directors - National Director. Term and Responsibilities

- a. Term: four (4) years.
- b. Number of Consecutive terms: two (2).
  - 1. May serve more than two (2) terms as National Director but not consecutive.
  - 2. May continue as Board Member in a different position.
- c. Qualifications: see Section 8.01
- d. Expected participation in other Club Activities: See Section 8.02
- e. Procedure for achieving National Director Position: Vote of the Membership.
- f. Successor in the event of an unfinished term: See 7.04a
- g. Quantity on the Board of Directors: One
- h. Responsibilities. The National Director shall:
  - 1. Oversee the day to day management of the club within the Bylaws
  - 2. Develop and submit to the Board an Annual Operating Budget (next year's budget in the forth) (4th) quarter of the present year. The next year's budget shall be reviewed and approved by the Board before the beginning of the next year. The budget shall be complete and accurate.
  - 3. Vote on changes to the Bylaws.
  - 4. Be subject to the control of the Board of Directors, generally supervise, direct, manage and control the daily, ongoing and repetitive business of the ICOA within the duties as prescribed by the Board of Directors or the bylaws.
  - 5. Promote the club in North America and Internationally.
  - 6. Head up membership drives.
  - 7. Ensure Bylaw submissions the Bylaws Director and voting on Bylaw changes follows the Bylaws
  - 8. Contact each Board Member at least twice (2) per year.
  - 9. Participate in or head up special committees or research teams as necessary.

10. May concurrently head up or participate in any ICOA Team or activity.
11. May not concurrently head up or participate in another Board of Directors or State Directors position.

8.04 Board of Directors - Regional Directors. Term and Responsibilities

- a. Term: four (4) years.
- b. Number of Consecutive terms: two (2).
  1. May serve more than two (2) terms but not consecutive.
  2. May continue as Board Member in a different position.
- c. Qualifications: See Section 8.01.
- d. Expected participation in other Club Activities: see Section 8.02.
- e. Procedure for achieving Regional Director Position: Vote of the Regions State Directors/Officers.
- f. Successor in the event of an unfinished term: Assistant Regional Director or vote of the Regions States Directors if there is no Assistant Regional Director.
- g. Quantity of Directors per Region: One.
- h. Board Responsibilities: The Regional Director shall:
  1. Vote on Bylaw Changes.
  2. Participate in or head up special committees or research teams as necessary.
  3. Contact the National Director at least twice (2) per year.
- I. Regional Responsibilities: The Regional Director shall:
  1. Be subject to the control of the Board of Directors, generally supervise, direct, manage and control the daily, ongoing and repetitive business of their region within the duties as prescribed by the Board of Directors or the bylaws.
  2. Promote the club in their region, nationally and internationally.

3. Head up membership drives in their region.
4. Approve all Rallies/Events before submission to the National Rally Director and work with nearby regions to ensure no duplicate dates.
5. Ensure all State Directors and Officers in their region assist the club as defined within the Bylaws.
6. Contact State Directors and Officers in each region at least twice (2) per year.

#### 8.05 Board of Directors - Members Appointed at Large - Term and Responsibilities

- a. Term: four (4) years.
- b. Number of Consecutive terms: two (2).
  1. May serve more than two (2) terms but not consecutive.
  2. May continue as Board Member in a different position.
- c. Qualifications: see Section 8.01. 8.01b Addendum: Has demonstrated exceptional and valuable service to the club and membership outside being a State or Regional Director or a member that has served on a club level position for three years as documented for and substantiated by the Board.
- d. Expected participation in other Club Activities: see Section 8.02.
- e. Procedure for achieving Member at Large Board Position: Vote by the Board.
- f. Successor in the event of an unfinished term: Vote by the Board.
- g. Quantity of Members on the Board appointed at large: maximum three (3).
- h. Board Responsibilities: Members at Large shall:
  1. Votes on Bylaw Changes.
  2. Participate in or head up special committees or research teams as necessary.
  3. Contact the National Director at least twice (2) per year.

#### 8.06 Board of Directors - Controller- Term and Responsibilities

- a. Term: four (4) years.

- b. Number of Consecutive terms: two (2).
  - 1. May serve more than two (2) terms by vote of the Board of Directors
  - 2. May continue as Board Member in a different position.
- c. Qualifications: see Section 8.01.
- d. Expected participation in other club activities: see Section 8.02.
- e. Procedure for achieving State Director Position: Volunteer approved by the Board.
- f. Successor in the event of an unfinished term: Replacement Volunteer.
- g. Member for three (3) years.
- h. Has financial background and/or financial experience.
- I. Responsibilities: Controllers shall:
  - 1. Prepare quarterly audited statements that meet standard accounting practices for similar associations/groups.
  - 2. Oversee and prepare Balance Sheet, Income Statement, Membership Count Confirmations, Inventory Count, Checkbook, Savings/Investment Balances and other related financial items.
  - 3. Employ standard auditable accounting practices using off the shelf accounting software to accomplish this requirement.
  - 4. Membership numbers and records are the responsibility of the Membership Director. The Controller's responsibility is for confirmation only.
  - 5. Set up/maintain an auditable accounting system for ICOA.
  - 6. Maintain Bank Deposits and Statements.
  - 7. Manage Investments and Control Assets.
  - 8. Control Expenditures and pay accounts payable on a timely basis.
  - 9. Provide financial strategy, analysis and recommendations as required.

10. File Corporate Statements and Taxes, if Incorporated
11. Set up system for providing Directors reimbursements if the Board approves this.
12. Recommend other income sources.

## SECTION 9: REGIONAL GEOGRAPHICAL AREAS

### 9.01 Locations

North East: CT, MA, ME, NH, E-NY, RI, VT, NB, QC, NS, NL, LAB, PE.

South East: AL, GA, FL, MS, NC, TN, SC, VA.

Mid Atlantic/Great Lakes: DE, IL, IN, KY, MD, MI, W-NY, NJ, ON, OH, PA, WI, WV, DC.

North Central: IA, KS, ND, MO, NE, MN, SD, MB.

South Central: AR, CO, LA, NM, OK, TX.

North West: AK, N-CA, ID, MT, OR, WA, WY, SK, AB, BC.

South West: AZ, S-CA, HI, NV, UT, MX.

Overseas: Areas not represented above.

## SECTION 10 REGIONAL OFFICERS: TERM, RESPONSIBILITIES, QUALIFICATIONS AND EXPECTED PARTICIPATION IN OTHER CLUB ACTIVITIES

10.01 Regional Director (see 8.01).

10.02 Regional Assistant Director (same as 8.01, 8.02 and assist Regional Director 8.04 a. through e.).

10.03 Regional Technical Director

- a. Term: no specified length.
- b. Number of Consecutive terms: not applicable.
- c. Procedure for achieving Positions: Appointment by Regional Director.

- d. Successor in the event of an unfinished term: Appointment by Regional Director.
- e. Quantity of per Region: One. Co-Technical Directors are acceptable.
- f. Primary Responsibilities:
  - 1. Be the point of contact with members of the region on technical matters.
  - 2. Head up technical/how to seminars at the regions rallies.
  - 3. Submit one technical article per year to the Xpress Technical Director/Editor.

#### 10.04 Regional Technical Director Qualifications

- a. Member for one (1) year.
- b. Current Member in good standing.
- c. Owns a CBX. Ownership requirements are defined in section 8.01d.1.
- d. Is not an owner/part owner or participant in any CBX related business/activity that would create a possible or perceived conflict of interest. For more information see 8.01e.1.
- e. Has adequate time to participate in the duties described in the bylaws.

#### 10.05 Regional Technical Director Participation in Other Club Activities (any six items per year)

- a. One technical article submission to the Xpress per year (mandatory).
- b. One submission to the Xpress on any other topic matter.
- c. Participate on any Xpress technical team or other team.
- d. Hold another club position other than: National Director, Regional Director, and Board Member at Large).
- e. Host or help host a rally or the technical aspects/seminars for any rally.
- f. Host or help host any single day event, ride, breakfast, etc.
- g. Help with the club Website effort.
- h. Participate in club membership drive and/or place club membership information

at two motorcycle/accessory shops.

- I. Promote the club. (Press Release, Newspaper or Magazine Article, Show your CBX in a bike show, have a booth at a motorcycle show and hand out club information).
- j. Be the primary point of contact/reason for two or more members joining the club.
- k. Have your CBX featured in non-ICOA publication and highlight club information.
- l. Assist or donate funds to any CBX competition/race team. For more information see section 8.02 I.1.

#### 10.06 State Directors

- a. Term: no specified length.
- b. Number of Consecutive terms: not applicable.
- c. Procedure for achieving State Director Position: Volunteer.
- d. Successor in the event of an unfinished term: Replacement Volunteer.
- e. Quantity of State Directors per Region: One (1) to Four (4) or more is acceptable. Smaller states need only one director.
  - 1. When a state has more than one (1) director, each director shall be assigned a unique sub-title such as North East Ohio (Canton) or North East Ohio (Youngstown) or South West Texas.
- f. Primary Responsibility: point of contact with members and potential member near where they live and throughout the region. Participate in membership drives.

#### 10.07 State Director Qualifications

- a. Member for one (1) year.
- b. Membership Current.
- c. Is not an owner/part owner or participant in any CBX related business/activity that would create a possible or perceived conflict of interest situation. For more information see 8.01e.1.
- d. Has adequate time to participate in the duties described in the bylaws.

10.08 State Director - Participation in Other Club Activities (any six items per year)

- a. Contact 5 members or potential members near where they live.
- b. One submission to the Xpress on their area of the region or any other topic matter.
- c. Participate on any Xpress team.
- d. Hold another club position other than: National Director, Regional Director, and Board Member at Large).
- e. Host or help host a rally.
- f. Host or help host any single day event ride, breakfast.
- g. Help with the club Website effort.
- h. Participate in club membership drive and/or place club membership information at two motorcycle/accessory shops.
- I. Promote the club. (Press Release, Newspaper or Magazine Article, Show your CBX in a bike show, have a booth at a motorcycle show and hand out club information).
- j. Be the primary point of contact/reason for two or more members joining the club.
- k. Have your CBX featured in a non-ICOA publication and highlight club information.
- l. Assist or donate funds to any CBX competition/race team. For more information see section 8.02 I.1.

SECTION 11: NATIONAL DIRECTOR ELECTION PROCEDURES

11.01 Frequency: Every four (4) years.

- a. Process: Vote by Club Membership.
- b. Process: Board forms an Election Committee to oversee entire election process including the transition procedures.
  1. Specific voting procedures to be developed by the Board.
- c. Election steps:

1. Announce position vacancy in Xpress and on Website before the election. List qualifications and expected participation per bylaws along with ballot counting procedures. Every step must be taken to ensure a fair election and equal treatment and avoid all procedures/criteria that could be perceived as being punitive or intended to exclude or limit any candidates
2. Candidate submission guidelines: Member Name, ICOA Experience, My CBXs, My Motorcycling Background, Personal, ICOA Goals along with number of words for entire submission (300 words min – 500 words max) and if photos of candidate/bike(s) are acceptable. Include a sample submission to assist the membership.
3. Insert candidate resume in following Xpress and on Website with ballot and ballot submission due date.
4. Announce winner and vote totals in Xpress and on Website.
5. Any candidate or appointed representative can review the ballots based on procedure and convenient timing as established by the board. No copies or notes are permitted.

## SECTION 12: FISCAL YEAR AND PURCHASING AUTHORITY

12.01 The fiscal year shall be the calendar year.

12.02 Purchasing authority (including check signature authority) is granted to the National Director and Controller.

- a. National Director – Is responsible for developing an Annual Operating Budget.
  1. The National Director must prepare the next year's budget in the forth (4th) quarter of the present year. The next year's budget shall be reviewed and approved by the Board before the beginning of the next year. The budget shall be complete and accurate.
  2. The National Director shall have authority to make expenditures as approved in the Operating Budget.
- a. When expenditures in total or by line item are expected exceed the budget by 15% Board approval will be required.
  1. The National Director shall have purchasing authority of \$250 for purchases that are normal for clubs or associations but not specifically listed in the annual budget.

2. The Board must approve other expenditures that are new, different and a departure from previous expenditures or in excess of \$250.
  - a. Approval by any four (4) Board members will be satisfactory. Records must be maintained.
  - b. Controller – The Controller will have authority to issue checks for payment of ICOA operating expenses in accordance with the annual budget and as authorized by the National Director.
    1. The Controller shall have purchasing authority of \$250 for purchases that are normal for clubs or associations but not specifically listed in the annual budget.

12.03 ICOA credit cards are not permitted

12.04 Records of all transactions and expenditures shall be maintained and available for review.

- a. The Controller shall choose a suitable and current accounting software program such as but not limited to; QuickBooks for maintenance records.
- b. The Controller is responsible for maintaining the records in an auditable manner following established accounting practice.

12.05 Membership rights shall expire one year (12 months) from receipt of dues, unless the member pays for more than one year at a time or the Membership Director is late sending out renewal notices.

### SECTION 13: RULES OF ORDER, MINUTES OF BOARD MEETINGS AND RIGHTS OF BOARD MEMBERS TO CLUB INFORMATION

13.01 Face to face Board meetings are not possible because of travel expense. Teleconference board meetings will be conducted instead.

- a. A minimum of two (2) Board meetings will be conducted annually.
- b. A Board member will be selected by the Board to serve as Secretary. The Secretary will be responsible for meeting minutes.
- c. Record of issues considered and voting results will be published in the Xpress and on the Website. These methods will be used to distribute meeting minutes until a better method becomes available.
  1. Board members that do not own or have access to a computer will receive minutes via USPS. Board members must notify the Secretary of this

requirement, as meeting minutes will not be transmitted via USPS unless specifically requested.

- d. Recorded tapings of all teleconferenced Board meetings will be the primary document for minutes of such meetings and will be available to the membership and Directors upon request or if and when successful available from the Website.

13.02 Every member shall have the absolute right to inspect all books, records and documents and the physical properties of the organization. The member may make this inspection in person, or authorize an agent to inspect on his/her behalf and this right of inspection includes the right to copy and make extracts of documents. All requests for information must be tendered in writing or email and will be responded to in 30 days.

- a. The ICOA reserves the right to withhold bank account numbers or other sensitive information from the general membership where security from theft or other misdeeds must be considered.
- b. The right to copy documents does not extend to documents which are the property of ICOA and are normally sold or have a monetary value, example; TechTips and past issues of the Xpress.

#### SECTION 14: DELIVERABLES - XPRESS

14.01 The number of Xpress issues per year shall be three (3) or four (4) and total annual page count shall not be less than 96 pages. The actual number of issues and pages will be determined by the National Director and must be within the costs as supported within the annual budget approved by the Board of Directors and announced to the membership in the Xpress and on the ICOA Website. In the event the Xpress does not fulfill these guidelines the Board is expected to study the matter and take necessary corrective action if this determined by vote.

14.02 Every effort should be made to have all Xpress Teams cover interesting/appropriate topics and ensure that members can contribute material.

14.03 In the event the Xpress mailing date can not be met, the Xpress Editor will notify the National Director who will advise members using the ICOA Website and other CBX Forums.

14.04 Reprinting prior Xpress Articles and Tech Tips and CBX Articles from other magazines and CBX Clubs is acceptable if new/original content is not available.

- a. The publication and author of the subject articles must grant permission.

14.05 Paid advertising in the Xpress by CBX parts vendors, manufacturers and other sources is authorized and encouraged. Rates will be set by the National Director and Xpress Editor

and reviewed and approved by the Board.

- 14.06 The Xpress Editor reports to the National Director. All members will be notified in the Xpress and on the ICOA Website when Xpress Editor position is vacant. The National Director will request resumes and select a new Xpress Editor. All candidates will be given equal and fair opportunity to assume the position and any issues/problems may be brought to the Board of Directors for review and/or attention.
- 14.07 The National Director is granted the authority to deviate from standard Xpress advertising rates when trying to generate new business. For instance the National Director may include additional free space in a paid package as an incentive to increase business.

#### SECTION 15: DELIVERABLES – ICOA WEB PAGE

- 15.01 ICOA will maintain a Website for the sole use and benefit of the membership.
- 15.02 The ICOA Web Page may include but be not limited to the following topics of interest to members: Joining ICOA, Renewing Memberships, Members updating their own personal files, Rally/Event dates, Procedures and information, Want ads for bikes and parts for sale, Bikes and parts wanted, Goodies Sales, a General Forum and Special Interest Forums on topics such as: Handling, Motors, Tires, Exhausts, Clutches, Favorite Rides/Eats.
- 15.03 Every effort should be made to have all ICOA Web Teams cover interesting/appropriate membership areas and ensure that many can and will participate, yet spend fewer hours doing so.
- 15.04 In the event the ICOA Web page cannot be updated or maintained in a timely manner the Web Master will notify National Director who will advise the members using the Website and other CBX Forums.
- 15.05 Paid advertising in the Xpress by CBX parts vendors, manufacturers and other sources is authorized and encouraged. Rates will be set by the National Director and Web Master and reviewed and approved by the Board.
- 15.06 The home page of the ICOA website will be available to everyone, but some services will only be available to members. Paid Guest Memberships that would enable viewing of the entire site by non-members is authorized. Guest Memberships rates will be set by the Webmaster and National Director and approved by the Board.
- 15.07 Every effort will be made to ensure items posted to the ICOA forums represent items of interest, value and/or legitimate concern to the membership and comply with the ICOA Web Page Code of Conduct. ICOA members serving as Forum Monitors are approved, but not required.

- 15.08 Future Goal: Posts to the Forums will be limited to ICOA Regular or Guest Members and will admit the member by name, email address and/or ip address if possible.
- 15.09 The ICOA Webmaster reports to the National Director. All members will be notified in the Xpress and on the ICOA Website when the Webmaster position is vacant. The National Director will select the new Webmaster based on qualifications. Resumes will be requested. All candidates will be given equal and fair opportunity. Any issues/problems or improprieties may be brought to the attention of the Board of Directors.
- 15.10 The National Director is granted the authority to deviate from the standard Website advertising rates when trying to generate new business. For instance the National Director may include two (2) free weeks in a six (6) week advertising package.

## SECTION 16 DELIVERABLES – SALE OF SHIRTS/HATS/OTHER TO THE MEMBERSHIP

- 16.01 The club will procure and sell items, materials, articles, publications that are available only through ICOA and relate only to the club and intended for the specific benefit of the club membership
- a. Items for sale include ICOA related: shirts, hats, pins, belt buckles, watches, TechTips, past issues of the Xpress, etc.
- 16.02 Selling items that are available from one or many non-ICOA sources is not permitted. Examples are: CBX parts or reproduction parts, helmets, gloves, boots.
- 16.03 Promoting Items that are available from one or many non-ICOA sources can via paid advertising in the Xpress and/or ICOA Website is encouraged
- 16.04 Items that are available from other CBX clubs should be promoted via trading no cost cooperative ads in the Xpress/ICOA Website for ads in the other CBX clubs magazine and/or website is encouraged
- 16.05 The Goodies Director reports to the National Director. Members will be notified in the Xpress and on the ICOA Web Page when the Goodies Director position is vacant. Resumes will be requested and the National Director will review qualifications. All candidates will be given equal and fair opportunity to assume the position and any issues/problems may be brought to the Board of Directors.

## STANDING RULES

Standing Rules provide overall direction/procedures/guidelines for ICOA activities or positions outside the Bylaws that do not require precise definition.

Standing Rules are intended to cover areas where the spirit of an overall approach and direction is adequate.

Standing Rules are an ongoing work in progress that provide that will be updated as necessary by the Board of Directors

In the event of a conflict between the Bylaws and Standing Rules, the Bylaws will have precedent.

## SECTION 17 STANDING RULES

17.01 Procedures for changes, additions and deletions to the Standing Rules.

- a. To be added.

17.02 ICOA Rally and Event Procedure. To be added later.

- a. Rally insurance requirements.

17.03 Membership Processing. To be added later.

- a. Dues.
  - 1. Renewal practices.
  - 2. Recommended member rates for multiple year memberships.
  - 3. PDF Membership.
- b. Credit card and PayPal.
- c. (The Membership Director needs to determine a specific term that will define “official” cancellation of a members status due to unpaid dues, i.e. after 30 days or 45 days overdue, etc.).

17.04 Advertising Director. To be added later.

17.05 Membership Recruitment. To be added later.

17.06 Legal: To be added later.

17.08 Club Promotion: To be added later

17.09 Xpress – To be determined.

- a. Rules for submitting articles.
- b. Advertising policy.
- c. Advertising rates.
- d. Teams

17.10 Website– to be determined

- a. Forum rules.
- b. Advertising policy.
- c. Advertising rates.
- d. Teams

17.11 Goodies – To be added.

- a. Standard stock items.

17.12 Racer Rules

- a) Money (and goods) officially collected by the ICOA for Racer support will be forwarded to the ICOA Controller. The ICOA Controller will be responsible for managing the funds in accordance with ICOA bylaws. Distribution of the funds will be reviewed by the National Director following the same procedures as all other ICOA payments.
- b) Racer funds will not be used for club activities. Club funds will not be made available for race teams.
- c) Distribution of funds (and approval of race teams) shall be approved by the ICOA CBX Race Committee. The Race Committee shall consist of 5 members, 3 of which will be experienced racers that are ICOA Members. The Racers shall be appointed by the Race Committee and co-approved by the National Director. The remaining 2 members will be appointed by the National Director. 3 voting is a quorum. CBX Race Committee members will hold these posts for 5 years. Replacements on the CBX Race Committee will be selected by the Race Committee and co-approved the National Director. In the event 3 experienced racers to serve on the CBX Race Committee are not available, the National Director will discuss the situation with the approved teams and appoint club members for the Race Committee that will serve until 3 experienced racers are approved by CBX Race Committee.
- d) Support will be for active race teams using CBX motorcycles.
- e) To be eligible, racers must be a member of the ICOA and in good standing with the club.

- f) Race teams will be required to submit a resume including a recap of their race results in the last three years to the ICOA CBX Race Committee for approval.
- g) Race teams must submit resumes on/before November 15 of the current calendar year to be considered for the next calendar year.
- h) Startup teams will not be eligible for support. Teams must compete for one season to qualify for support.
- j) Racers must agree to display ICOA materials such as the Xpress magazines and/or membership materials in their pits at race events.
- k) Racers are invited but not required to submit articles to the Xpress and answer technical questions on the ICOA Web Page Technical Help Library. The content any Xpress articles should be coordinated with the Xpress editor and/or Xpress Team Leader heading up the area the article covers.
- l) All funds collected from the prior calendar year shall be distributed evenly to all approved teams at the beginning of the next calendar year.
- m) Teams must be competing in events monitored by a recognized sanctioning body such as those listed in Roadracing World magazine. Such as: American Federation of Motorcycles (AFM), Washington Motorcycle Road Racing Association (WMRRA), WERA, CRA, and others. Drag racing, although not excluded is not generally in this category and will require special approval. Support is intended for highly modified CBXs. Not street legal run what bring type racing. Speed time trials sanctioned by an official time trial organization are approved.
- m) Regardless of the event, teams must be competitive and demonstrate a reasonable success to continue getting support.
- n) The ICOA CBX Race Committee is not authorized to vote or take action on new items not in the standing Rules and Bylaws of ICOA covering CBX Race Teams or other topics, but rather will be permitted like all members of ICOA to introduce amendments to the ICOA Board of Directors. The Board of Directors will vote on disputes and changes to the CBX Race Committee Standing Rules.
- o) Subject to approval by the Race Committee, approved Race teams may elect to have the Goodies area sell items and/or have ICOA provide web links from the Goodies area to the race team web pages to further assist their CBX race efforts.

### 17.13 Use of ICOA Logo

### 17.14 Distribution of Address and Phone Number Info

Release of key member data base information should be based on balancing each specific need for this information with the risk of releasing such information. The purpose of these rules is to protect member's rights to privacy. With all the spamming, spoofing and identity theft going

on the internet today everyone that has their name in a db is at risk. Regional and state directors shall refrain from uncontrolled sharing of db information. Db information shall only be released following these established rules.

#### Database access for ICOA business purposes

The Membership director, Controller, Rally director, and National director shall have access to the entire membership db as required to conduct ICOA business. But under no circumstances shall the entire membership list be shared outside the ICOA or violate the rules of access/distribution stated below for any reason.

#### Regional director database access

1. All information for every member within the region.
2. Will receive CC of auto member program email to new members joining and existing member renewals within his/her region.
3. Access to non-renewal memberships within the region for follow-up.
4. The Regional Director (and in the case of Rallies the Rally Director) shall be responsible for any non rally mailings or post office mailings when the database info requested exceeds the stated authorizations for State Directors or Member within that region as stated below.

#### State director database access

1. All information for every member the same state as the State Director.
2. Will receive CC of auto member program email to new members joining and existing member renewals within the same state as the State Director.
3. Access to those memberships that have lapsed within the same state as the State Director for follow-up.

#### Rally host database access

1. The club will do this for rally hosts via emails to members on the db, post card mailings and postings on the various lines through the rally director. Post card mailings will be approved by the National Director

#### Member Access

1. A membership list of linked names will be posted on the web site. This list will consist of names and show the region and state the member resides in. Members that have email can be contacted by clicking on their name which will drop down an email form which can be filled in and sent to the member on the list. The emailer will not see the member's address. The member will therefore have the option of answering the emailer. In this manner the

emailer can contact the member, but the member can choose whether or not to reveal their address to the emailer. For members that don't have email clicking on their name will reveal their phone number. This is a little more risky, but allows one member to contact another new acquaintance.

2. Each member will have the option to receive emails and/or calls from other members and this will be made during the initial membership application or the renewal process.
3. Abuse of mailing authorization will result in revocation of access to the database.