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Redwood Owners Group Constitution & By-Laws

Article I – Establishment

1.1 Name and Symbol

1.1.1 The name of the club shall be the, “Redwood Owners Group” hereinafter referred to as ROG, in this document.

1.1.2 The official ROG logo is as provided in the header above.

1.2 Organizational Status

1.2.1 ROG is a non-profit organization without ownership, incorporated in the State of Indiana.

1.2.2 The Board of Directors shall research mail-forwarding providers and at their discretion employ the services of one such service, which shall be the mailing address for ROG.

1.2.3 The ROG is a separate legal entity and has no affiliation with Redwood Residential Vehicles, as defined in Article 2.1.3.

Article II – Membership

2.1 Definitions

2.1.1 The term “Member” as used herein, includes Charter Members, Regular Members, Associate Members, Affiliate Members and Industry Members.

2.1.1.1 The brand names of the Redwood Residential Vehicles include Redwood, Blackwood, Sequoia, Cypress and any other brand introduced to the market by Redwood Residential Vehicles, at any future date.

2.1.2 The term “Unit” refers to a single Redwood Residential Vehicles recreation vehicle, regardless of single, joint or multiple owners.

2.1.3 The manufacturer of the ROG units is known as Redwood RV Company, a division of DS Corp DBA Crossroads RV, therein after referred to as Redwood RV, in this document.

2.1.4 Any Redwood RV employee who owns an eligible unit shall be afforded the same membership privileges as any other owner.

2.1.5 Membership numbers shall be a sequential number, assigned by ROG, based on receipt of application. Membership numbers may be re-issued, provided they have been inactive for at least one (1) year.

2.1.5.1 Membership numbers shall be issued in the following formats:

- Charter 00001 - 000999
- Regular 01000 - 99999
- Associate – Original number
- Affiliate – no membership number assigned
- Industry – 01000 - 99999

2.1.5.2 In lieu of a sequential number, Charter Members may request any available and valid member number, within the acceptable range, as outlined in Article 2.1.5.1. This option is not available to other membership classes

2.1.6 Charter and Regular memberships will automatically include any current spouse, or future spouse, when only a single applicant is listed on the application form, with each membership limited to a maximum of two (2) persons.

2.1.7 Industry memberships are only applicable to the employee and do not apply to a spouse or other family member.

2.2 Classes of Membership

2.2.1 Charter Members are Regular Members, who owned a Redwood RV prior to the formation of ROG and joined the Club prior to the end of the 2016 National Rally and were assigned membership numbers between 00001 and 00999.

2.2.2 Regular Members are a person or persons who singly or jointly own an eligible unit manufactured and/or sold by Redwood RV.

2.2.3 Associate Members are Charter or Regular Members of ROG, who have sold their Redwood RV, but wish to remain a ROG Member. Associate Members cannot hold any office and have no voting rights.

2.2.4 Industry Members are non-voting members that may not hold any Office and are either a:

- Redwood RV employee, who does not own an eligible unit, but submit an application to join ROG,
- Approved Redwood RV Dealer and/or Service Station who submit an application to join ROG. An authorized representative shall be nominated by said dealer/service station during the application process.

2.2.5 Affiliate Members are non-voting members that may not hold any Office and include anybody with an interest in the Redwood brand that does not own a qualifying RV, and who do not qualify for one of the other classes of membership.

2.3 Application for Membership

2.3.1 Application for all categories of membership is voluntary. On being accepted for membership, ROG shall forward a membership package, as determined by the Board of Directors and which may be changed at the discretion of the Board of Directors.

2.3.2 By virtue of applying for Charter or Regular membership in ROG all applicant(s) shall agree that they currently own a Redwood RV and their name(s) are currently on the title of said Redwood RV, and will abide by the Constitution and By-Laws and of the ROG. If the applicant(s) is/are eligible and has/have provided sufficient funds, membership shall be granted.

2.3.2.1 Applicants for an Affiliate Membership, by submitting an application, attest they have an interest in the Redwood RV brand and will abide by the Constitution and By-Laws. If the applicant(s) has/have provided sufficient funds, membership shall be granted.

2.3.3 By virtue of applying for an Industry membership in ROG, the Redwood RV employee or dealer's authorized representative agrees that they are a Redwood RV employee or authorized Redwood RV dealer and/or service station, as applicable, and will abide by the Constitution and

By-laws of the ROG. If the applicant is eligible and has provided sufficient funds, membership shall be granted.

2.3.4 Any Charter or Regular Member, who has resigned, defaulted or whose membership has lapsed may apply to rejoin the ROG and shall be accepted, subject to meeting the application criteria. Regular members may request and receive their original membership number, provided it is available. A Charter Member that rejoins the ROG, after resigning or defaulting, shall only be accepted as Regular members, with a new membership number issued.

2.3.5 Any Member with dues unpaid, as of the due date, shall not partake in any ROG events, or enjoy any rights afforded to Members. If dues remain unpaid three (3) months after the due date, the Member(s) shall immediately forfeit their membership. The Board of Directors shall develop a policy for the annual renewal process.

2.3.6 Any Charter/Regular Member who sells their Redwood RV automatically forfeits their ROG membership, but may make a written application within ninety (90) days to the Secretary for an Associate Membership. Any Charter/Regular Member selling their Redwood RV and ordering a new Redwood RV shall remain a Member for up to ninety (90) days awaiting delivery of their new Redwood RV. If the anticipated delivery date is over ninety (90) days, they may apply to extend their membership until delivery, or their membership will lapse and they must re-submit an application upon receipt of their new Redwood RV.

2.3.7 Any Member cancelling their membership may request a refund, by submitting a written request, where they have paid for multiple years, and will receive a pro-rated refund, less administration fees. No refunds will be issued for the current year dues.

2.3.8 Transfer of membership - No transfer of membership will be considered, under any circumstances.

2.3.9 Only one (1) membership shall be permitted per individual Redwood RV unit.

2.4 Rights of Members

2.4.1 All Members have the right to attend any meeting, participate in any discussion, and receive all publications.

2.4.2 All Members have the right to present proposals to any National, Regional or Local Board.

2.4.3 The Charter and Regular Members have the right to one vote per membership number.

Article III - Membership Fees and Dues

3.1 Definitions

3.1.1 Charter and Regular Members - the annual dues are assessed by each membership number.

3.1.2 Industry Members – annual dues are assessed by each membership number.

3.1.3 Associate Members – annual dues are assessed on each membership number.

3.1.4 Affiliate Members – annual dues are assessed on each membership number.

3.2 Annual Dues & Other Fees

3.2.1 The Board of Directors may establish and set the level for an application fee, for each level of membership, and any other fee for services provided.

3.2.2 The Board of Directors shall determine and set the initial fee for annual dues, and shall review annually, adjusting the fee in accordance with the annual budget.

3.2.3 The Board of Directors may implement a “Lifetime Membership” fee, which initially shall be ten (10) times the annual dues, but this multiplier may be amended at the discretion of the Board of Directors. In the event a Lifetime Membership fee is implemented, it shall apply to the original member(s) and is not transferable under any circumstances.

Any changes to the Lifetime Membership fee applies to future applications and previous Life Members will not incur a surcharge or be eligible for a refund.

3.2.4 The Board of Directors may implement and set the fees for multiple year membership dues to a maximum of five (5) years.

Any changes to multiple year fees apply to new applications and all existing Members that have paid multiple year fees will not incur a surcharge or be eligible for a refund.

3.2.5 Annual dues are based on the date of acceptance, and renewal is due on the anniversary of the initial date of acceptance, each year. If annual dues are not paid in full within ninety (90) days, the membership shall be in default and all rights of membership lost.

Article IV – Governance

4.1 Composition

4.1.1 The ROG shall initially be comprised only of a National Club. When the ROG grows, and at the sole discretion of the Board of Directors, the structure may be expanded to include State/ Provincial Clubs, hereinafter called Regional Clubs and Local Chapters, as outlined in these By-Laws.

4.1.2 A Local Chapter cannot be formed without being attached to a Regional Club. Where a proposed Local Chapter does not have a Regional Club in their State or Province, they may be assigned to the closest Regional Club, until one is formed in their State or Province.

4.1.3 The National Club, and any Regional Clubs and Local Chapters shall be managed and operated in accordance with this Constitution and By-Laws.

4.1.4 For the Board of Directors, a quorum shall constitute 50%, or more of the voting members. Regional Clubs and Local Boards shall develop their own criteria for a quorum, which is subject to the approval of the Board of Directors.

4.1.5 No more than one (1) member from any "Unit" may stand for election or be elected to any Board at the same time.

4.2 Meeting Structure

4.2.1 All meetings of the National Club, Regional Clubs and Local Chapters shall be conducted in accordance with "Robert's Rules of Order, Newly Revised," when its requirements are not inconsistent with this Constitution and By-Laws, and any duly adopted policies.

4.3 Composition of the Governing Authority

4.3.1 At inception, the National Club shall be governed by the Board of Directors, comprised of the President, Vice-President, Secretary, Treasurer and five (5) Directors at Large. The Immediate Past President shall act in an advisory capacity to the Board of Directors, but does not have a vote.

4.3.1.1 The Board of Directors may invite a Redwood RV representative(s) or others to attend any meeting in an advisory, non-voting capacity. Any invited guest shall be approved by the President, in advance.

4.3.1.2 If the Board of Directors implements Regional Clubs and Local Chapters, as outlined in this document, at the sole discretion of the Board of Directors, they may implement Regional Directors on the Board of Directors in lieu of the Directors at Large. If so implemented, the Board of Directors shall determine the Regions, based on geographical area and the number of members.

4.3.2 Any Regional Club, so formed, shall be governed by a Board comprised of the President, Vice-President, Secretary and Treasurer. The Immediate Past President shall act in an advisory capacity, but does not have a vote.

4.3.2.1 Any Regional Club may invite a Redwood RV representative(s) or others to attend any meeting in an advisory, non-voting capacity. Any invited guest shall be approved by the President, in advance.

4.3.3 Any Local Chapter, so formed, shall be governed by a Board comprised of the President, Vice-President and Secretary/Treasurer.

4.4 Source of Authority

4.4.1 The governing authority of ROG is derived from the Charter and Regular Members, and shall be vested in the elected officers who serve on the Board of Directors, or any Regional or Local Boards.

4.5 Terms of Office

4.5.1 National Club:

4.5.1.1 The initial members of the Board of Directors shall be selected from the organizing committee formed in the Fall of 2014, as subsequently amended, as required and at the discretion of the Board. The initial Board shall remain in office until the 2016 AGM, scheduled in Shipshewana. Until the 2016 AGM, the members of the initial Board are not required to meet the criteria for being a Charter or Regular ROG member. This article shall be automatically deleted at the conclusion of the 2016 AGM.

4.5.1.2 The term of office for the Board of Directors will normally be two (2) years, with President and Vice-President Positions standing for election in year one and the Secretary and Treasurer in year two, of each two-year cycle. The first elected terms for the Secretary and Treasurer shall be for only one (1) year, to implement the alternate schedule of elections.

4.5.1.3 The Directors at Large shall be elected for a two (2) year term, with three (3) initially being elected for a one (1) year term, to facilitate a portion of the Directors being elected each year.

4.5.1.4 The President may be elected for a maximum of three (3) consecutive terms, at which time they must stand down and shall not be available for election to the position of President for at least two (2) terms.

4.5.1.5 Members of the Board of Directors may not hold an elected position in a Regional Club or Local Chapter.

4.5.2 Regional Clubs:

4.5.2.1 When approving the formation of a Regional Club, the Board of Directors shall approve the proposed initial members of the Board.

4.5.2.2 The term of office for members of the Regional Board shall be two (2) years, with all members of the Board standing for re-election at the same time.

4.5.2.3 The initial Board, of a newly formed Regional Club, shall schedule an initial AGM within six (6) months of the formation of said Regional Club.

4.5.2.4 The President may be elected for a maximum of three (3) consecutive terms, at which time they must stand down and shall not be available for election to the position of President for at least two (2) terms.

4.5.3 Local Chapters:

4.5.3.1 When approving the formation of a Local Chapter, the appropriate Regional Board shall approve the proposed initial members of the Local Chapter.

4.5.3.2 The term of office for members of the Local Chapter Board shall be one (1) year, with all members of the Board standing for re-election at the same time.

4.5.3.3 The initial Board, of a newly formed Local Chapter, shall schedule an initial AGM within six (6) months of the formation of said Local Chapter.

4.6 Responsibility & Roles

4.6.1 The Board of Directors shall:

- Perform the responsibilities regarding application fees and annual dues in accordance with Article 3.2,
- Review and action requests for the formation of a Regional Club, which includes, but is not limited to approving the proposed initial Board members, Club name, logo and local By-Laws,
- Set the date for the AGM, which where possible should coincide with a National Club Rally,
- Review and manage the day to day operation of the ROG, having authority for decision making and implementing policies,
- Sets and manages an annual budget in accordance with sound business practices, ensuring fiscal responsibility,
- When the ROG size dictates the effective management requires paid staff, the Board of Directors, shall determine a structure and hire a Manager/Office Manager,
- Develop a job description for the senior member of any paid staff,
- Review the Constitution and By-Laws and develop additions, deletions or amendments, which shall be submitted to the membership at the next AGM, for approval,

- Developing ROG policies in accordance with this Constitution and By-Laws, which shall include a banking and investment policy that ensures the security and ready access to ROG funds.

4.6.2 The Regional Clubs and Local Chapter Boards shall:

- Set and manage an annual budget, in accordance with sound business practices, ensuring fiscal responsibility,
- Regional Boards shall review and action requests for the formation of a Local Chapter, which includes, but is not limited to approving the proposed initial Board members, Chapter name, logo and local By-Laws,
- If or when, a Regional Club size dictates the effective management requires paid staff, the Board, shall determine a structure and hire a Manager/Office Manager,
- Develop a job description for the senior member of any paid staff,
- Review and action any additions, deletions or amendments to the local By-Laws,

4.7 Meetings

4.7.1 Meeting Structure – The Board of Directors, Regional and Local Boards shall utilize all available technology, to hold effective meetings to manage ROG business.

4.7.2 The President may call a special meeting of the Board of Directors at any time, with a minimum of seven (7) days notice for a web based meeting and fourteen (14) days for any meeting requiring member physical attendance.

4.7.3 Board of Directors – Prior to the hiring of a Manager, the Board of Directors shall meet at least every three (3) months. Subsequent to the hiring of a Manager, the Board of Directors shall meet at least every four (4) months.

4.7.4 The Boards of Regional Clubs and Local Chapters shall meet at least every three (3) months. The President may call a special meeting at any time, with a minimum of seven (7) days notice.

4.7.5 Any member unable to attend a meeting is encouraged to review the agenda and submit comments to the Secretary, at least twelve (12) hours prior to the meeting.

4.7.6 A Meeting shall commence on attaining the required quorum. Where a quorum is not achieved, the meeting will be rescheduled within the following week and business will be conducted, regardless if a quorum is achieved, or not.

4.7.7 Wherever possible, the preferred means of communications for matters pertaining to meetings shall be email.

4.8 Voting

4.8.1 Each member of a Board, in attendance at the meeting, shall have one (1) vote, except the Immediate Past President. The President shall abstain during the initial vote and shall only cast their vote in the event of a tie.

4.8.2 When meetings are web based and/or conference calls, no proxy shall be available to any member unable to attend a regular or special Board meeting. If a physical meeting is scheduled the voting members shall determine, in advance, if proxy or absentee ballots are permitted. In making this determination, the complexity of issues up for discussion shall be considered.

4.9 Agendas

4.9.1 The Secretary shall send out notice of an impending meeting with a request for agenda items, at least seven (7) days prior to the meeting. Board members shall forward any agenda items and discussion papers to the Secretary within two (2) days. The Secretary shall develop the agenda, attach any discussion papers and distribute to the members of the Board at least three (3) days prior to the meeting.

4.10 Minutes

4.10.1 The Secretary, or if absent a designate, shall record an accurate record of the discussions at the meeting. Meeting minutes shall be produced within four (4) days of the meeting and submitted to the President for approval. The minutes shall be distributed to all members of the Board within seven (7) days of the meeting.

4.10.2 Minutes shall not be posted on the website, due to privacy concerns, but should be made available to any ROG Member, upon request. Prior to distribution to ROG Members, all personal information shall be edited.

4.11 Financial Records

4.11.1 The Treasurer or Secretary/Treasurer shall utilize a commercially available accounting program or a self-designed spreadsheet to maintain an accurate record of funds.

4.11.2 The Treasurer or Secretary/Treasurer shall provide a detailed summary of the accounts, in a format easily understood by personnel with limited, or no financial training. These reports, shall include, but are not limited to a list of all receivables and expenditures since the previous report, a summary of current expenditures to the approved budget, any potential future expenditures and the current cash and investment balances.

4.11.3 During months when no meeting is scheduled, the Treasurer or Secretary/Treasurer shall provide a written summary of the previous month expenditures and receivables, and account balances to the President.

4.11.4 At the end of the financial year, the Treasurer or Secretary/Treasurer shall submit the Chart of Accounts to the Audit Committee, for review of the financial records.

4.12 Membership Rolls

4.12.1 The Secretary or Secretary/Treasurer shall maintain an accurate membership roll of all active Members. The membership roll shall include:

- Member personal details,
- Member number and category of membership,
- Member ID,
- Date of joining,
- Where applicable, type of Redwood RV,
- Affiliations with Regional Clubs and Local Chapters

4.13 Security and Privacy of Records

4.13.1 All elected officials and staff shall ensure the security and privacy of all ROG records. No private information shall be posted on the Internet, unless the member has specifically approved their information to be posted, and it shall be protected by adequate security provisions.

4.13.2 No personal information shall be divulged to any external organization, company, person, etc.

4.14 Election of Officers

4.14.1 The number of Officers and Directors shall be in accordance with Article 4.3.1 each of whom shall be elected by the membership at an AGM. The terms of office are in accordance with Article 4.5.1.

4.14.2 If the President is unable to complete his/her term of office, the Vice-President shall assume the President position, in accordance with Article 6.1.2.3. Where other members are unable to complete their term, the Board may fill the vacancy in accordance with Article 6.2.1

4.14.3 The Board members elected at an Annual General Meeting shall remain in office unless a member dies, resigns or is duly removed from office, until a successor is elected at a subsequent AGM. The term of office is in accordance with Article 4.5.1

4.14.4 Nominations and the election process, if required, shall be conducted in accordance with Article 7.5

4.14.5 All Charter and Regular members, in good standing, are eligible to vote. Voting can be completed in person at the AGM or by proxy or mail-in ballot, in accordance with Article 5.1.3

Article V – Annual General Meeting (AGM) or Extraordinary General Meeting (EGM)

5.1 Annual General Meeting - National Club

5.1.1 Notice of an AGM shall be issued to all Members at least two (2) months prior to the meeting.

5.1.1.1 Any General Meeting of the ROG that is not the AGM shall be known as an Extraordinary General Meeting (EGM).

5.1.2 A quorum for an AGM /EGM shall require at least ten (10%) percent of the eligible voting members. Where a quorum is not achieved, the meeting will be rescheduled within the following week and business will be conducted, regardless if a quorum is achieved, or not.

5.1.3 Proxy votes and mail-in ballots are acceptable at any AGM/EGM. The Board of Directors shall develop a policy on the use of proxies and mail-in ballots.

5.1.4 An AGM shall be scheduled every year and where possible, should be held in conjunction with a National Rally.

5.1.5 Any member of the Board of Directors may request an EGM. Written notice of request, detailing the reasons, shall be provided to the Secretary and copied to the President. Upon receipt of said request, the President shall schedule a Board of Directors meeting to discuss the request and vote. If approved, an EGM shall be scheduled, in accordance with the requirements for the AGM.

5.1.6 The location of an AGM/EGM shall be at the sole discretion of the Board of Directors.

5.1.7 A detailed standing agenda shall be developed by the initial Board of Directors, which shall include, but is not limited to:

- Approval of Agenda,
- Review and approval of previous AGM/EGM minutes,
- Business arising from previous AGM/EGM,
- President's report, which is encouraged to be in writing,
- Vice-President's report,
- Secretary's report,
- Treasurer's report and financials,
- Questions/members issues,
- Members up for election stand down and Chair of meeting assumed by Nominating Committee,
- Nominating Committee Chair outlines candidates for election. No additional nominations will be accepted from the floor,
- Elections, if required,
- New Members assume position,
- President's closing remarks.

5.1.8 All ROG Members are eligible to attend an AGM/EGM, but only Charter and Regular members, in good standing, are eligible to vote, in accordance with Article 2.4.3

5.2 Regional Clubs AGM

5.2.1 The Board of Directors shall develop guidelines for By-Laws prior to the formation of any Regional Club.

5.3 Local Chapters AGM

5.3.1 The Board of Directors shall develop guidelines for By-Laws prior to the formation of any Local Chapter.

Article VI – Board Member Duties

6.1 Board of Directors

6.1.1 President

6.1.1.1 The President is the principal Executive Officer of the ROG and shall exercise supervision and control of the affairs and business of said club.

6.1.1.2 The President shall preside at all AGM/EGM, the Board of Directors, and shall appoint committee members otherwise not specified.

6.1.1.3 The President shall coach and mentor all members of the Board of Directors in fulfilling their roles and preparing them for additional responsibilities.

6.1.1.4 The President shall retain responsibility for the safety and security of all tracked physical property, assets or materials belonging to the ROG, whether held personally or custody is delegated to another Board or Committee member. An annual update of physical property, assets or materials owned and the disposition of said property, assets or materials shall be included in the President's report at the AGM.

If/when an office manager is hired, the President may delegate this responsibility to the senior member of paid staff.

The Board of Directors shall develop a policy on which physical property, assets and materials are tracked, to exclude low value, consumable items.

6.1.1.5 If and when a Manager is hired to manage the day-to-day club affairs, said manager reports directly to the President, for issues requiring immediate decision.

6.1.1.6 The President shall approve any external correspondence prior to issue.

6.1.2 Vice-President

6.1.2.1 The Vice-President shall perform any duties assigned by the President and the Board of Directors.

6.1.2.2 In the absence of the President at any meeting or in the event of the President's inability to preside, the Vice-President shall fulfill the duties of President and shall have the same authority as the President when so acting.

6.1.2.3 Where the President is unable to complete his/her term, the Vice-President shall assume the President's position and the Board of Directors shall nominate a Member to assume the role of Vice-President, for the remainder of the term. Any such nomination shall comply with article 4.1.5.

6.1.2.4 Where the Vice-President assumes the remainder of a term as President, said time will not count, should he or she be elected President, in his or her own right, at a future date.

6.1.3 Secretary

6.1.3.1 The Secretary is responsible for the recording of complete, accurate and adequate minutes of all AGM/EGM and the Board of Directors meetings, maintaining all organizational records as required by the statutory duties of the office.

6.1.3.2 The Secretary shall own and maintain the Constitution and By-Laws. He or she shall receive all approved changes, be they additions, deletions or amendments and make said approved changes to the master document.

6.1.3.3 The Secretary shall receive and issue all ROG correspondence.

6.1.3.4 The Secretary shall issue notice of meetings and agendas in accordance with this Constitution and By-Laws.

6.1.3.5 The Secretary shall record the count of all ballots and shall secure and dispose of used ballots in accordance with the Constitution and By-Laws.

6.1.3.6 If the Secretary is unable to attend any meeting that requires his or her presence, the President shall appoint an alternate.

6.1.4 Treasurer

6.1.4.1 The Treasurer shall maintain all financial records in accordance with this Constitution and By-Laws.

6.1.4.2 The Treasurer shall regularly report accounts to the President and Board of Directors, in accordance with the requirements outlined in this Constitution and By-Laws.

6.1.4.3 The Treasurer is authorized to disburse funds, as required for the operation of ROG to a maximum of six hundred dollars (\$600.00). Under no circumstances shall multiple payments be made, to circumvent this Article. Payment of any invoice exceeding six hundred dollars (\$600.00) requires the prior approval of the President.

6.1.4.4 All funds received by any person on behalf of ROG shall be delivered to the Treasurer.

6.1.4.5 All funds for deposit, received by the Treasurer, shall be immediately deposited to the credit of ROG, and entered into the chart of accounts.

6.1.4.6 The Treasurer shall operate the accounts, as approved by the Board of Directors. The Treasurer shall review the various options for accounts and investments, and where he or she believes a currently unused option would be beneficial to ROG, the Treasurer shall present said option to the Board of Directors for review and consideration.

6.1.4.7 If the Treasurer is unable to attend any meeting that requires his or her presence, the President shall appoint an alternate. The Treasurer shall prepare the required report(s) and brief the alternate in the presentation of same.

6.1.4.8 The Treasurer shall arrange for an annual review of the accounts, conducted by the Audit Committee, within sixty (60) days of the end of the ROG financial year. The review shall be completed in accordance with this Constitution and By-Laws.

6.1.4.9 The fiscal year of ROG shall be January 1st to December 31st.

6.1.5 Directors

6.1.5.1 The four (4) Directors at Large shall be elected by all voting members.

6.1.5.2 Reserved for future use, upon implementation of Regional Directors

6.1.5.3 Directors shall attend Board of Director meetings, if unable to attend any meeting, no alternate is required. Each Director, in attendance, is entitled to a vote.

6.2 General Requirements

6.2.1 If any Board member becomes ineligible through selling their Redwood RV, default or any other reason, they shall immediately resign their position, or the President shall strike them from the Board. The Board of Directors may nominate any Member to complete the vacant term.

6.2.1.1 If the President becomes ineligible through selling their Redwood RV, default or any other reason and refuses to resign the position, the Board of Directors may call a special meeting to remove the President.

6.2.2 If both the President and the Vice-President are absent from a duly convened meeting, or in the event of the inability of either Officer to preside, the attending members shall elect a presiding officer from one of the Directors, who are present. If no Director is present, the meeting is adjourned.

6.2.3 The Board of Directors is **NOT** authorized to encumber the ROG with a loan or credit facility from a bank or other commercial lending facility, without the prior approval of the membership at the AGM. Said membership approval requires a vote of approval from at least 80% of the members voting at that AGM.

6.3 Regional Clubs and Local Chapters

6.3.1 Prior to the formation of any Regional Club or Local Chapter, the Board of Directors shall develop and promulgate roles and responsibilities for said Board members.

Article 7 – Volunteer Positions

7.1 Membership Coordinator

7.1.1 The Membership Coordinator shall be appointed by, and reports to the Board of Directors. This position may attend Board of Directors meetings, as invited.

7.1.2 The Membership Coordinator shall be a Charter or Regular member and has no voting rights, except as a Charter or Regular member.

7.1.3 Duties of the Membership Coordinator:

- Shall provide a central repository for new memberships and renewals,
- Maintain a membership directory, in a format approved by the Board of Directors, of all members of ROG,
- Produce a member directory for publication to all members that complies with the privacy requirements of this Constitution and By-Laws. Said member directory shall be distributed annually,
- Respond to all new members with a welcoming letter, membership card and other material, as determined by the Board.
- When Regional Clubs and Local Chapters are implemented, they shall issue notification on new and lapsed members to the respective Club/Chapter official, on a quarterly basis,
- Forward all money received for dues or any other purpose to the Treasurer.

7.2 Newsletter Editor

7.2.1 The name of the ROG newsletter is “Hyperion”, which is the name of a coastal Redwood in Northern California, which is the world’s largest known living tree.

7.2.2 The Editor shall be selected by the Board of Directors and reports to the Secretary.

7.2.3 The Editor shall publish a newsletter at least twice annually at a schedule determined by the Board of Directors. Distribution to Members shall be via email, with any additional distribution, as determined and approved by the Board of Directors.

7.2.4 The Editor shall submit a draft of the newsletter to the Secretary for proofreading and approval prior to publication.

7.2.5 The newsletter shall be published in a .pdf or equivalent format.

7.2.6 Preference should be given to filling this position by a Charter or Regular member.

7.3 Constitution Committee Chairperson

7.3.1 The Chairperson shall be appointed by the President and reports to the Board of Directors. He or she may attend Board of Directors meetings, but will hold no voting rights, other than those accorded to a Charter or Regular Member.

7.3.2 The Chairperson shall be a Charter or Regular member, in good standing.

7.3.3 The Chairperson shall submit a list of proposed committee members to the Board of Directors for approval. The Constitution Committee shall comprise four (4) Charter or Regular Members, in addition to the Chairperson.

7.3.4 The Committee shall review the Constitution and By-Laws, making recommendations to the Board of Directors for additions, deletions and amendments.

7.3.5 The Committee shall serve a three (3) year term.

7.4 Audit Committee

7.4.1 The President shall submit a recommendation for Chairperson to the Board of Directors, for approval. The Chairperson shall be a Charter or Regular Member in good standing. Where possible the Chairperson should have an accounting designation, or bookkeeping experience.

7.4.2 The Chairperson shall submit an additional two (2) Charter or Regular Members to the Board of Directors for review and approval.

7.4.3 The Audit Committee shall audit the financial records when submitted by the Treasurer, and provide a written report of their findings to the President.

7.4.4 The Audit Committee shall serve for a period of three (3) years, but there is no restriction on the number of terms that may be served.

7.4.5 The Audit Committee shall assist the Treasurer with an annual review of cash needs, budget development and making recommendations for adjustment to annual dues and/or fees.

7.5 Nominating Committee

7.5.1 The Vice-President shall appoint a Chairperson, at least six (6) months prior to elections. The Chairperson shall be a Charter or Regular Member in good standing.

7.5.2 The Chairperson shall submit an additional three (3) Charter or Regular Members to the Board of Directors for review and approval. The additional members shall be from different regions/geographical areas.

7.5.3 Directors should submit names of potential candidates to the Chairperson.

7.5.4 The Committee shall contact each potential candidate to determine their suitability.

7.5.5 The Committee shall prepare and submit a slate of candidates for each position up for election and shall endeavour to recommend multiple candidates for each position. The Committee's report shall be submitted to the Board of Directors ten (10) weeks before the date of the election. No further nominations will be accepted once the nominations list is provided to the Board of Directors.

7.5.6 The Nominating Committee shall conduct the election for all positions up for election. This includes the following duties:

- Develop ballots, to ensure voter secrecy
- At the meeting, distribute ballots to eligible Charter and Regular members. Additional ballots are issued to members holding valid proxies.
- Verify all ballots are authentic and count.
- Declare the winner for each position.
- Forward the ballots to the Secretary for safekeeping. After one year, if there is no question on the count of the ballots, the Secretary will destroy them.

7.5.7 Requirements, Eligibility and Obligations of the Nominees

- Any Charter or Regular Member in good standing, who has been a member for at least one (1) year, is eligible to run for office.

- By accepting a nomination for elective office, each candidate shall promise that, if elected, he or she will perform the duties and accept the responsibilities of the office, so elected, to the best of his or her ability.
- Eligible candidates, on accepting a nomination, should submit a brief resume to the Nominating Committee as soon as possible.

7.5.7.1 The requirement for Nominees to be members for at least one (1) year does not apply for nominations at the 2016 AGM, as memberships only started March 1st 2016. This article shall be deleted at the conclusion of the 2016 AGM

7.6 Webmaster

7.6.1 The President shall appoint a Member, preferably with IS/IT qualifications and/or experience, to oversee the ROG IS/IT requirements. The Webmaster shall report to the Board of Directors.

7.6.2 The Webmaster shall develop a ROG website, which shall include an owner forum. The Webmaster shall act as Administrator of the website/forum and shall enlist the assistance of other Members as Moderators.

7.6.3 The Webmaster shall develop a proposed policy and web design, which includes, but is not limited to a website and forum, which shall be submitted to the Board of Directors for approval. Ownership of the website, domain name and content should reside with ROG.

7.6.4 The Webmaster may continue in the position, subject to satisfactory performance.

7.6.5 The Webmaster shall recommend options for ROG email addresses for the ROG and each member of the Board of Directors, which can be re-assigned as new individuals assume a position.

7.6.6 Non-ROG members shall be entitled to join the forum, at the discretion of the Webmaster, and have access to public areas of the website, but shall have no access to member only areas of the website.

Article VIII –Amending the Constitution

8.1 Eligibility to Recommend Additions, Deletions or Amendments

8.1.1 Any Charter or Regular Member, in good standing, may propose an addition, deletion or amendment to the Constitution and By-Laws.

8.1.2 Any proposed change(s) shall be submitted in writing to the Constitution Committee Chairperson. The written request shall include reasons for the proposed change.

8.1.3 Each proposed Constitution change shall be referred to and reviewed by the Constitution Committee. After review, if deemed acceptable the Constitution Committee Chairperson shall refer the proposal to the Board of Directors. The Board of Directors shall have the authority to accept, amend, or reject the proposed amendment. Change requests approved by the Board of Directors shall be submitted to the next AGM for review and approval of the Members.

8.2 Special Actions

8.2.1 The Constitution Committee may make corrections for the sole purpose of eliminating or correcting clerical, grammatical or typographical errors.

Article IX – Rallies

9.1 National Club

9.1.1 The Board of Directors shall schedule at least one (1) National Rally each year.

9.1.2 The Board of Directors shall develop a policy and guidelines for National Rallies and other ROG activities. Said policy shall include statement on whether guests are welcome at Rallies or other ROG activities and guidelines for said attendance, if permitted.

Article X – Discontinuance of ROG

10.1 ROG shall not be discontinued unless a majority of the Charter and Regular Membership vote for such discontinuance with a properly constituted vote with a simple majority of 50% of the votes cast, plus one (1).

10.2 All assets, which may remain after payment of the just debts due city, state, nation, or creditors, shall be contributed to a qualified charity or charities, as selected by the Board of Directors.