

Constitution of the Vespa Club of America

As approved at the 2022 VCOA AGM.

Vespa Club of America is a 501(c)7 non-profit organization in the state of Florida.

Registered Office Address - Vespa Club of America, 3022 Bay St., Gulf Breeze, FL 32563

1. NAME and INTELLECTUAL PROPERTY

1. Vespa Club of America, established in 1992, is also known as "VCOA," "VCoA," "Vespa Club U.S.A.," and "VCUSA." It is hereafter referred to in this document as "Vespa Club of America," "VCOA," or "the Club."
2. The names listed above, as well as the names "Amerivespa" and "Vintage Vespa Days," and the Club's various current and historic cogs, logos, merchandise designs, and other artwork are the intellectual property of the Club and may be used only with the Club's permission, unless specified by written contract with the originator of the artwork.
3. Vespa, Piaggio, and Vespa World Club names, trademarks, and logos, including the phrase "Vespa Club, and traditional "cog"-style Vespa Club logos, are used by the VCOA and its Chapters with the permission of the Vespa World Club and Piaggio & C. SpA.

2. MISSION

Vespa Club of America (VCOA), a 501(c)7 non-profit organization, is a nationwide community of Vespa owners dedicated to sharing their passion for the Vespa lifestyle. We promote the Vespa motorscooter as a positive, inclusive option for both transportation and recreation. The VCOA develops and promotes events and resources to encourage riding, travel, camaraderie, maintenance, and restoration within the U.S. Vespa community. VCOA also serves as the link between U.S.-based local/regional Vespa Clubs and the Vespa World Club.

3. ORGANIZATION

The Club consists of Members (see article 5) organized into local/regional Chapters (See article 6).

Chapter Leaders (Article 6.3-4) sit on the VCOA Board of Directors (Article 7) and elect an Executive Committee (Article 8) (also voting members of the Board of Directors). This Executive Committee is responsible for the day-to-day management of the Club.

4. VESPA WORLD CLUB

VCOA operates within the framework of the Vespa World Club, supporting the VWC's mission, programs, and events, including participating in, bidding for, and hosting Vespa World Days and other international events and initiatives.

5. MEMBERSHIP

1. VCOA Membership is open to anyone aged 16 and over with an interest in Vespa. Vespa ownership is not a prerequisite for membership.
2. No one will be denied membership and/or be discriminated against in the VCOA due to age, race, color, creed, gender, gender expression, sexual orientation, ancestry, class, disability, marital status, or military status.
3. Members pay dues annually on or before the anniversary of their joining date, or make a one-time payment for Lifetime membership. Current membership fees are clearly listed on the VCOA website.
4. The Executive Committee reserves the right to refuse membership to specific individuals when it is in the best interest of the club.
5. A "Member," as referred to in this document, is defined as an active VCOA member in good standing, paid up to date on all dues, and without a temporary suspension (Article 12).
6. VCOA membership is non-transferable and non-refundable even in the event of voluntary or involuntary termination of membership, or changes in club benefits or rules.
7. Membership benefits include a welcome letter, a "cog" patch, an annual anniversary pin, a membership card, access to Member-Only online content, and an account in the Club's membership portal. Specific current benefits are listed on the Club website. Benefits are subject to change and some benefits may not be available to international/expat Members.
8. Members also receive membership in the Vespa World Club, allowing them to participate in international Vespa events and Vespa World Days. (international/expat Member participation is subject to Vespa World Club policy.)
9. Members are eligible for various programs and discounts available only to VCOA Members. Members found to be misusing such programs and discounts are subject to ejection from the club (see Article 10.3.f).
10. Members are encouraged to actively participate in local, regional, national, and international scootering activities. Members should embrace their role as emissaries of the VCOA and scootering in general, and thus act as positive role models at all times.

6. VCOA CHAPTERS

1. There may be any number of VCOA Chapters within the national VCOA organization, Chapters consist of a group of Members located in a specific geographic area.
2. A VCOA Member (or group of Members) wishing to establish a new Chapter within VCOA must first submit directly, in writing, to Vespa Club of America, a request for Chapter approval. Included in this request should be:
 - A. The prospective Chapter's proposed name and organizational plan.
 - B. The proposed Chapter Leader
 - C. A list of charter Members (including a minimum of three [3] existing VCOA Members)
 - D. A Chapter Charter, which must be in accordance with the VCOA Constitution. (It's permitted—and easiest—to submit this Constitution, verbatim).

Once approved by VCOA, the new Chapter will be issued a three digit Chapter Number and copy of the VCOA Charter authorizing the Chapters Rights and Privileges.

3. The Chapter must name a Chapter Leader to serve as liaison to the national Club. The Chapter Leader's role is further defined in the "Club Roles Addendum." Further details regarding the roles, selection processes, and terms of the Chapter Leader and other Chapter Officers may be defined in the Chapter's charter.

4. The Chapter Leader represents all Members of the Chapter with one voting position on the VCOA Board of Directors, and is expected to attend the AGM and all other appropriate meetings to represent the Chapter and vote in the Chapter's best interest.
5. It is the responsibility of the Chapter Leader to ensure the Chapter and its Members observe and act in accordance with this Constitution (notably Article 10, the VCOA Code of Conduct), even when subject to a separate Chapter Charter.
6. The Local Chapter is obligated to execute or support relevant national (VCOA) or international (VWC) recruitment, membership, event planning, or other tasks or initiatives.
7. The Chapter will organize/promote local events/resources that benefit its Members, including but not limited to: regular group rides and meetups, local/regional rallies, service/mechanical resources, road safety and first aid resources, competitions, welcoming visiting VCOA/VWC Members, and organizing group travel to Amerivespa, Vintage Vespa Days, and other events, domestically or abroad.
8. Chapters are encouraged to bid for, and/or host national events such as Amerivespa and Vintage Vespa Days, including researching financial feasibility and identifying potential sponsors, venues, and locations that meet the standards of such events.
9. The Chapter will establish a network between its Members and local scooter-related clubs, businesses, and other entities. Neighboring chapters are encouraged to work together to plan larger regional events.
10. If a Chapter Leader position becomes vacant, and the position is not filled in a timely manner via the process specified in the Chapter's Charter, the VCOA Executive Committee may oversee the Chapter until a replacement Leader is found, or the Chapter is disbanded.
11. If the Chapter collects membership forms and dues in person, it is the Chapter's obligation to send the funds and membership data to the VCOA membership Director (and Treasurer) as quickly as possible. The Treasurer will, in turn, invoice (at Dealer rates) the requesting Chapter for the cost of memberships.
12. VCOA reserves the right to suspend and/or permanently terminate any Chapter and/or Chapter Leader, Officer, or Member that has been found to misrepresent VCOA in any manner bringing dishonor to the club and/or its officers and Members.
13. Any VCOA Chapter may be dissolved by request of two-thirds (2/3) or more of the active Chapter membership in the form of a signed petition. Upon dissolution, all VCOA Chapter funds and properties, in excess of liabilities and expenses of dissolution, shall be deposited in the Scooter Relief Fund. All Members of a dissolved Chapter will remain active national VCOA Members until a new Chapter is created and established in their state or area.

7. THE BOARD OF DIRECTORS

1. The VCOA Board of Directors is composed of all active Chapter Leaders (see Article 6.3-4) plus the Members of the Executive Committee (see Article 8).
2. All Directors must be Members as specified in Article 5.5.
3. All Directors must be familiar with their full responsibilities as outlined in the "Club Roles" addendum (below).
4. The Board's main priorities are to select an Executive Committee (Article 8), to approve the Club budget (Article 13), and to vote on issues outside the scope of the Executive Committee's day-to-day business.
5. Only one Member per household may hold a Director position.
6. Only Executive Committee members are authorized to sign for contracts, expenses, or other agreements under the VCOA name.
7. Directors should be familiar with the Club insurance policy, be aware of what activities are covered, understand the claims process, and be aware of club policy regarding liability (including but not limited to Article 14.)

8. THE EXECUTIVE COMMITTEE.

1. The VCOA Executive Committee is composed of five positions: the President, Vice President, Secretary, Treasurer, and Membership Director.
2. Executives must be Members as specified in Article 5.5. Executives need not be current or former Chapter Leaders, but may concurrently serve as a Chapter Leader and an Executive, with only one vote on the Board of Directors.
3. All Executives must be familiar with their full responsibilities as outlined in the "Club Roles" Addendum, with prior experience related to their role.
4. Executives serve a four-year term starting with the Annual General Meeting at which they were elected. Terms, nominations, and elections are explained in Article 9.3.f.vii.
5. Vacant Executive Committee positions may be filled with a temporary replacement chosen by a majority vote of the Executive Committee, until the next AGM, at which a new Executive will be elected as explained in Article 9.3.f.vii.
6. Temporary executive roles can be added by the Executive Committee as required. Such temporary executive positions do not serve on, nor have a vote on, the Board of Directors. If it's determined the position should be made permanent, a motion may be made and ratified (according to the process described in Article 9.3) at the next AGM to modify this Constitution to add the position permanently.
7. Only one Member per household may hold an Executive position.
8. Executive Committee business will be conducted and voted upon at Executive Committee Meetings (see Article 9.1).
9. The Executive Committee may establish subcommittees to carry out work on certain projects or other VCOA assignments. A sub-committee will report back to the executive committee, their function is consultative, not deliberative. Final decisions are to be made by the VCOA Executive Committee.
10. The Executive Committee will organize at least two annual national events, taking into account the interests and geographic location of the membership.

9. MEETINGS

1. **Executive Committee Meetings** (ECMs) shall be held quarterly, in-person or virtually, at a time and place agreed upon by all Executives.
 - a. The date, time and location will be decided and announced in advance to the Executives, within a reasonable time for all Executives to make provisions to attend.
 - b. A quorum of 60% of Executives (3 of the 5 positions) is required to conduct business. Motions presented at a GM will require a simple majority of yea votes from attending Executives to pass. The deciding vote in a stalemate is held by the President, or in their absence the Vice President, or in their absence the Treasurer.
 - c. A full set of minutes will be taken by the Secretary or their appointed representative, and an abbreviated version covering the topics of discussion will appear in the Club newsletter.
 - d. Any Executive missing three consecutive meetings must provide an acceptable explanation for their absence, or lose their position on the Executive Committee.
2. **Chapter Meetings** shall be held regularly either in person or virtually, at intervals specified in the Chapter's charter.
 - a. The Chapter Leader, the Chapter Secretary or their delegate, as specified in the Chapter Charter, will take minutes, and report all relevant topics and decisions to the Executive Committee and all Chapter Members in a timely manner.
3. An **Annual General Meeting** (AGM) shall be held annually (typically at Amerivespa) for the purpose of electing new Executives and handling other club business.

- a. All active Members are welcome to attend the AGM in person or virtually. The meeting will be held in accordance with this Constitution.
- b. The date, time and location will be made public in reasonable time (at least 3 months prior, but no later than 1 month before) for all Members to make provisions to attend. The date and location can be generally assumed—but also clearly publicized—to be concurrent with Amerivespa. In the event that Amerivespa is not held, the meeting will be held online at the originally proposed date and time if possible, or within two weeks of that date if an emergency requires a change. The AGM will offer an online component for Members who can not attend.
- c. All motions and nominations put forward for discussion or approval must come from active Members and be seconded by another active Member before a set date advertised in the Club newsletter, not less than two weeks prior to the AGM. These proposals or nominations will be introduced and fully explained in the club newsletter prior to the vote. All motions and nominations are to be accepted and put forward for discussion at the AGM regardless of the Executive Committee's opinion. This process includes motions and nominations made by Executives and Directors.
- d. Nominees for Executive positions must be active Members of VCOA in good standing at the time of nomination and at the time of the AGM.
- e. VCOA Members submitting proposals or nominations must appear at the AGM in person (or appoint another VCOA Member to be present at the AGM to represent them), prepared with the full details of their proposal.
- f. **BUSINESS AT THE AGM**
 - i. Opening, attendance notes, and acceptance of the minutes from the previous year's AGM will be presented by the Club Secretary or their delegate.
 - ii. The current financial statements (the balance sheet and year-to-date profits and losses) will be presented by the Treasurer or their Member delegate, and approved by the Executive Committee
 - iii. Nominations will be made and open positions within the Executive Committee will be voted upon as explained in Article 9.3.g
 - iv. Motions submitted as described in Article 9.3.c will be presented for consideration and voted upon as explained in Article 9.3.h-i
 - v. Board Members will be given time at the end of the meeting to make announcements, present information, or distribute awards.
- g. **Elections:** In anticipation of the end of an Executive's four-year term, a call for nominees will be included in the AGM announcement, with a nomination deadline as established in Article 9.3.c. Any incumbent who wishes to remain in office may state their intention at the time of the nomination announcement. If there are no nominees contesting the position, the incumbent will retain the position without an election. If there are multiple candidates, the Board of Directors will vote at the AGM, with the candidate receiving the plurality of votes named as the winner. In the case of a tie, a deciding vote is held by the President, or in their absence the Vice President, or in their absence the Treasurer.
- h. **Constitutional Amendments/Revisions:** Any motion presented under Article 9.3.c to amend or revise the VCOA Constitution will require a 2/3 majority of yeas from the Board of Directors (including newly-elected Executives) to be adopted.
- i. **Other Motions:** Motions other than elections or Constitutional changes presented under Article 9.3.c will require a simple majority of yeas from the Board of Directors to pass.

- j. Directors not present at the AGM may assign a delegate to attend and vote in their stead. the delegate must be a VCOA Member in good standing, preferably a Member from their Chapter, and must not already be a voting Director.
 - k. In the case of tie or stalemate, a deciding vote will be held by the President, or in their absence the Vice President, or in their absence, the Treasurer.
 - l. A full set of minutes will be taken and appear in the following issue of the Club newsletter for all Members to see.
4. **General Meeting (GM)**
- a. The Executive Committee may call a General Meeting at their discretion (for example, the budget meeting held in the first quarter), or when called upon to do so for a specific purpose. A request for a special GM must be submitted to the Executive Committee, stating the purpose for the meeting with the text of the resolution intended to be addressed, and approved by a majority of the Executive Committee or 15% of the active Board of Directors. Notice of the General Meeting must be given by the Executive Committee within 14 days of receipt of the request, with the meeting to be held within 28 days from the request.
 - b. A quorum of 15% of the active Board of Directors is required to conduct business. Motions presented at a GM will require a simple majority of yea votes from attending Directors to pass. The deciding vote in a stalemate is held by the President, or in their absence the Vice President, or in their absence the Treasurer.

10. CODE OF CONDUCT.

1. Inclusiveness and sexual harassment policy

- a. No, Officer, Director, Member, or guest will discriminate or harass any other party based on age, race, color, creed, gender, gender expression, sexual orientation, ancestry, class, disability, marital status, or military status.
- b. Sexual harassment includes unwelcome flirtations, advances or propositions, verbal abuse of a sexual nature, subtle or non-subtle pressure or request for sexual activities, unnecessary touching of an individual, graphic or verbal commentaries about an individual's body, gender, sexual identity, or gender identity, use of degrading words to describe an individual, the display of sexually suggestive or objectifying objects, pictures, stories, jokes, or memes, and any physical or psychological assault. The Club absolutely prohibits such unwelcome conduct and violation is grounds for removal from the club as defined below, and legal action where appropriate.

2. Safety policy

- a. All Club Members and guests operating a vehicle at Club events must have a valid operator's license from their state of residence as required for their vehicle. Vehicles must be insured as required by law, safety checked, and road-ready. No rider (Member or guest) will be permitted to ride with the club if their vehicle remains in an unsafe condition or does not have the required insurance.
- b. Riding while intoxicated will not be tolerated. If a Member is found to be riding while intoxicated their keys may be confiscated immediately by any club Member present.
- c. While state laws vary, the VCOA requires Members and guests to wear (at a minimum) a DOT-approved helmet/eye protection while riding at all events. The Club highly encourages wearing sturdy shoes that cover the ankle, motorcycle gloves, long pants, and an armored jacket while riding. Members and guests will obey local laws for safety and safety equipment while operating their vehicle.
- d. Members/guests should familiarize themselves with Motorcycle Safety Foundation (MSF) guidelines regarding safe vehicle operation and group riding. Members/guests found to

lack the knowledge and experience required to ride safely will be politely asked to seek further training, preferably at an MSF-sponsored class.

- e. No Member or person with the Club will willfully be left on the road alone on an official national VCOA ride. In the event a rider is asked, or otherwise required, to leave a group ride, every attempt should be made to provide safe transportation home for the rider.
- f. All local traffic laws will be obeyed at all times, at all events.

3. Member Code of Conduct

- a. Club Members will, above all, uphold the basic Club principles of honor, truth, respect, support, loyalty, and commitment.
- b. When representing the Club in or away from our community, in person or virtually, all Members will conduct themselves with the highest regard for these Club principles. The Club must not be tarnished by unrestrained behavior, disrespect of the public, or acts that generally reflect poorly on the Club's image and reputation.
- c. Members should remember at all times that they're representing not only VCOA, but scootering in general.
- d. Members will always hold the Club in high regard. A Member will never accost, assault, or slander any other fellow club Member. Grievances with the Club, leadership, or other Members will be politely addressed as outlined in Article 11, and not aired in public or online.
- e. Members will not endanger the Club or any Member or guest via illegal or clearly irresponsible acts.
- f. Members will represent themselves honestly in Club documents and activities. Any Member found to be using a false name or supplying false information will have their application rejected or membership terminated. Members misusing or abusing any Club benefits or privileges will have their membership terminated.
- g. Each Member serves as an implied safety officer. Each Member is responsible to identify and correct any condition that threatens the welfare of club Members or the general public. Any willful act of unsafe riding witnessed by a fellow club Member(s) could result in termination of membership.
- h. No Member will engage in the possession, use, or sale of any illegal drug, or misuse of any legal drug while participating in an VCOA event or representing the VCOA. Violation of this rule could result in termination of membership.
- i. Competitive riding outside of officially-sanctioned competition is forbidden.
- j. Members will embrace and encourage an atmosphere of HONOR and RESPECT for people and Club Members, skill improvement, responsible riding, and riding enjoyment and discourage aggressive, and potentially self-destructive riding behaviors.

4. Executive/Chapter Leader Code of Conduct

- a. Club leaders must not take personal advantage of their leadership positions in any way and use Club equipment and resources only for Club related business.
- b. Club leaders must declare any conflicts of interests as they arise, and act to ensure that these conflicts do not pose any risk to the Club or influence any Club decisions.
- c. Club leaders should remain open to feedback from Members and respond in a timely and appropriate manner
- d. Club leaders must be honest at all times, and act as a positive role model with respect to good behavior, representing the Club in a professional manner.
- e. Club leaders must follow the legislative requirements and administrative procedures of the Club.
- f. Club leaders should always look for opportunities to improve the Club's operations, functions, and other features.
- g. Club leaders shall not publicize any aspect of the Club that could damage its reputation unless under exceptional circumstances or by agreement of the Executive Committee. At the same time, leaders should not knowingly conceal such information from Club leadership, and should seek to immediately remedy such a situation appropriately.

5. Guest/Affiliate Code of Conduct

- a. "Guests" are defined as family and friends of Members who attend events with a VCOA Member, or anyone attending a VCOA-organized event that's open to the public. "Affiliates" are defined as individuals or organizations providing any collaboration, benefits, services, or support to the Club. Guests and Affiliates are expected to conduct themselves in the same respectful manner as Members. Guests and Affiliates have no club rights or privileges other than participation as a guest in Club events. VCOA Members may be held fully responsible for their guests' compliance with VCOA rules, subject to disciplinary action as described in Article X.X

11. GRIEVANCES

1. Any Member is entitled to raise a grievance regarding a situation that the Club can take action to rectify.
2. The grievance should be put in writing, and submitted to the Member's Chapter Leader or a Member of the Executive Committee. The grievance should contain the complainant's name, membership number, and an outline of the grievance and any documents substantiating it.
3. The part(y/ies) subject to the grievance must be informed of the grievance within 14 days, with 14 days from receipt to offer an official written response.
4. If the grievance is about a general issue with the Club, then the Executive Committee will respond as a group.
5. If the grievance cannot be resolved amicably via such communication, both parties will be asked to attend an in-person or virtual hearing. In the case of an in-person meeting, any party may delegate another active Member of the VCOA as their representative.
6. The hearing can take place at an AGM, ECM if convenient, or a GM can be called.
7. A decision will be made by the Executive Committee as to what action is required in accordance with the constitution of the VCOA, including a possible termination of membership as described in Article X. A record of any decision made and/or action taken will be kept on record, and both parties will be informed in writing.
8. Both parties have the right to appeal, and this should be done in writing within 14 days of receipt of the Executive Committee's decision, featuring any extra information that the aggrieved party thinks that the VCOA Management Committee should take into consideration. The Appeal will be submitted to the Board of Directors, who may vote to overturn the decision at the next AGM.

12. TERMINATION/REMOVAL

If a Club Member, Officer, or Director is found to be ineffective, fails to meet their responsibilities, acts or speaks disruptively, or has egregiously and/or repeatedly broken the VCOA's code of conduct, the Member/Officer/Director in question can be removed from the club as follows.

1. **IMMEDIATE:**
In the case of an egregious public infraction, any Executive or Chapter Leader may, under their discretion, eject any other Member from a Club event, and/or temporarily suspend the infracting Member, before initiating the grievance process (See Article 11).
2. **GREIVANCE:**
In the case of a more subtle, long-term, or private issue, the grievance process outlined in Article 11 should be followed. If, through the grievance process, it is determined the Member has in fact repeatedly broken the Code of Conduct, has been officially reprimanded three times, and has not taken action to address the problem, they may be removed from the club (and/or their office) with a majority vote of the Executive Committee at any meeting (including the grievance hearing itself), following the voting procedures outlined in Article 9.3.i.
3. Any Members removed from the Club by these means, or leaving the club under their own volition are not entitled to any continuing Club benefits or reimbursement of dues.

4. Members are accountable for their guests at VCOA events and may be temporarily suspended and even removed from the club as a result of their guests' or family Members' actions.
5. A Member removed from the Club has the right to appeal via the process outlined in Article 11.8.

13. FINANCE.

1. The Club will maintain revenues and assets in order to execute club activities and growth. These include all fixed and moveable assets, surplus funds from the balance sheet, and any bequests, pay-outs, donations, contributions and grants handed over to the VCOA. The club's revenues mainly consist of membership dues, event proceeds, and shop sales.
2. The VCOA is a self-sustaining, 501(c)7 non-profit organization.
3. Annual membership dues are collected by the Treasurer on the 12-month anniversary of the Member's original registration. Lifetime Members pay a one-time fee upon joining the club.
4. Dues, event proceeds, and other funds collected will be used for the benefit of the club as directed by the Executive Committee. It is not the intention of the Club or its membership to acquire funds for profit.
5. The VCOA may employ external vendors to provide needed services. In some cases, 1099-MISC documents may be issued to vendors in accordance with IRS guidelines (if applicable). Any financial relationship between the VCOA and external entities(i.e.third-party relationships) must be approved by the Executive Committee and be reported at the Annual General Meeting.
6. The Club will organize an online marketplace for Members with a selection of clothing, badges, and other general items, managed by the Executive Committee. Such products will generate funds for the Club while remaining a reasonable value for Members.
1. All Club leadership roles are served on a volunteer basis. There shall be no payment to any Executive, Director, Chapter Leader, or Member except for the documented reimbursement of approved out-of-pocket expenses incurred in the running of the club.
2. The financial year for the VCOA ends on December 31. The Treasurer will present a financial package including a budget and financial statement to the Board for approval in the first quarter of the following year.
3. VCOA Members have the right to examine the annual Treasurer's report at the Annual General Meeting (Article 9.3.f.ii) or upon written request after the AGM.
4. **CHARITY**
 - a. VCOA administers the Scooter Relief Fund. (At the time of the writing of this constitution, the Club is working towards the goal of establishing SRF as an independent entity.)
5. **AFFILIATES**
 - a. Organizations, businesses, or individuals providing any collaboration, benefits, services, or support to the Club recognize that such support is appreciated, but that no specific business relationship is construed in the absence of a written contract. Such organizations, businesses, or individuals are expected to adhere to the same code of conduct as Members (see Article 10)

14. DISCLAIMER of LIABILITY

1. Vespa Club of America Executives, Directors, and Affiliates take no responsibility and accept no liability for Member's/guest's person, possessions, reputation, and/or safety while involved in club activities. Members and Guests choose to participate in VCOA activities at their own risk.
2. It is the responsibility of each individual (including Directors, Executives, Members, Guests, and Affiliates) to satisfy themselves as to the suitability of any activity, event, facility, course, advice, or product offered; and that adequate safety measures, insurance, and medical resources are accessible to protect their interests with regard to any activity undertaken.
3. Individual Members, Executives, and Directors of VCOA are not personally liable for club obligations. (what if a member makes an obligation in bad faith, do we have recourse?)

4. The VCOA holds a \$1M general Liability policy that covers all chapter meetings, and Executive committee meetings. In addition the clubs insurance allows for each chapter to take a \$1M general liability policy for rallies, parades or other formal events. Up-to-date information about VCOA's insurance coverage and claims can be obtained from the Executive Committee by request.

15. MEMBER DATA and IDENTITY PROTECTION

1. The VCOA holds a limited amount of Member and ex-Member data. This data will not be sold or shared with any third party for marketing purposes other than as necessary for club benefits (for example, Roadside Assistance). The club will take reasonable measures to safeguard this data to prevent unauthorized access.
2. Data on file consists of information submitted by Members via the membership form upon joining or registering for an event, or added later via the member portal. This information includes full name, household address, phone numbers, date of birth, e-mail addresses, chapter affiliation, and any other information submitted.
3. This data will be used for postal and electronic mailings related to registration, membership renewal, and to share information regarding VCOA news and events. It will also be used to track Chapter membership and will be made available to Chapter leadership.
4. Members' names, likenesses, and vehicles may occasionally appear in Club photos, news stories, social media, etc. in the course of the Club's promotion and communications. Where any single face or name is used prominently, the Club will make every effort to seek permission, but this is not always practical where Members are featured in large groups or in the backgrounds of images or video. Members and ex-Members waive any right to reimbursement or attribution for the use of their likenesses or the likenesses of their property in photos taken at Club events for Club marketing/social media/communications.
5. Aside from necessary membership data, the Club or a Chapter may request additional personal information via surveys or event registration. This information is provided by Members voluntarily, is kept private, and is used only as a reference to best serve the membership with appropriate activities, events, and practices.
6. Members may opt-in (via the membership portal) to include some or all of their contact information in the Club membership Directory. While this directory is made available only to Members, there's no practical way for the Club to prevent a Member sharing some of this information with others, so Members should use their own discretion to decide how much information they wish to share.
7. If and when the sharing of data is required for any other use, Members will be informed prior to release. If unauthorized access takes place, Members will be notified as soon as possible.
8. A Member or ex-Member may ask for all or part of any data being held by VCOA to be removed and destroyed, by submitting a written request to the Membership Director. The Membership Director will then remove the information in a timely manner, and notify the Member when it has been removed.

16. CLOSURE

1. In the event of a Resolution being passed by the Board of Directors (following the procedures outlined in Article 9.3.h) deciding that the Club should be dissolved, the Executive Committee will support the Board's decision and release the Club's assets, the proceeds of which, together with any funds held after all debts are paid, would be used to make a charitable donation to the Scooter Relief Fund. *(If, at that time, the SRF has been, or is being, dissolved, the donation will be made to a charity determined by the Executive Committee.)*

2. Upon the dissolution of the club, no individual Member or group of Members, including Directors or Executives, will have any obligation to creditors, nor any claim to contracts, events, or intellectual property of the club, unless such claims are specified in writing and approved by the Board of Directors (via Article 9.3.h) in the process of the dissolution of the Club.

17. REVIEW

The Executive Committee shall review this Constitution and its amendments and addendums annually to ensure completeness, applicability, legality, and compliance with the Club's current directives and policies.

CLUB ROLES ADDENDUM

This addendum is a supplement to (not part of) the VCOA Constitution and may be modified or amended as needed by the Executive Committee. That is to say, changes to this section do not require a Constitutional vote as described in Article 9.3.h, unless such changes are outlining the role of a new (permanent, voting) Executive.

CHAPTER LEADERS

Overview: Chapter Leaders oversee a regional or local chapter and serve on the VCOA Board of Directors..

Job Functions

The Chapter Leader (or other Chapter officers/ delegates according to the Club Charter) are responsible for:

(In the case of a new Chapter) Organizing and presenting information required for the approval process of a new Chapter as specified in Article 6.2, including drafting the Chapter Charter.

Regularly Notifying Chapter members of relevant news, events, and other Chapter information.

Ensuring Chapter Members are in compliance with all membership dues and are conducting themselves in accordance with the VCOA Code of Conduct.

Serving as a liaison to both the public and to the VCOA. The Chapter Leader and any other Chapter officers and their associated nomination/election/terms may be defined in the Chapter Charter

Representing the Chapter with a voting position on the VCOA Board of Directors.

Attending (or appointing a delegate to attend) the AGM and other regular meetings and voting in the Chapter's interest.

Organizing and overseeing the Chapter, its officers, and finances, according to the policies and procedures outlined in its charter.

Supporting and executing any national (VCOA) or international (VWC) requested tasks.

Organizing and promoting any events or resources

Establishing relationships and maintaining a community/social network.

Documenting the history of the Chapter and scootering in the area.

Bidding for, and hosting Amerivespa, Vintage Vespa Days, or other national/regional events

Regularly communicating with the Membership Director regarding membership, and submitting any membership forms and dues collected in person to the VCOA Membership Director.

Meeting regularly but informally with the Club President and other Chapter Leaders to share ideas and report the current state of the Chapter.

Regularly updating the National Secretary with Chapter meeting minutes, events, news, budget, and other information.

PRESIDENT

Overview: The President has overall responsibility for Vespa Club of America and the Executive Committee.

The President (*in the absence of the President, the Vice President*)

- Is the legal representative of the VCOA before third parties and in judicial matters.
- Is responsible for enacting decisions made at the AGM and within the Executive Committee.
- May act on behalf of the Club in urgent matters, subject to the approval of their decisions at the first possible opportunity.
- May break any ties in voting among the Executive Committee or Board of Directors

Job Functions

Creating a strategic vision for the club

Working with the Executive Committee and Board of Directors, to achieve that vision.

Ensuring the Executive Committee is taking necessary short- and long-term actions to achieve the strategic vision.

Ensuring appropriate financial, organizational, and historical records are being kept and preserved.

Running the Annual General Meeting, including the reporting of the current state of the club.

Producing reports and presentations as requested by the Executive Committee or Board of Directors.

Monitoring all Executive's activities to ensure their actions comply with relevant goals and laws.

Ensuring sufficient insurance is in place to limit the liability of the Members, the organizers, the Executive Committee and the company directors.

Ensuring that the VCOA is represented at the Presidents' Meeting of the Vespa World Club.

Liaising with the Secretary of the Vespa World Club to ensure that the VCOA's views and interests are taken into account with regards to the setting of Vespa World Club policy.

Liaising with the VCOA Board of Directors

Coordinating information with other Executives and being responsible for supplying the requested information as appropriate.

Coordinating the Vespa World Days process, including making recommendations to the Executive Committee.

THE VICE PRESIDENT.

Overview: The Vice President reports to and supports the President, serving in the President's absence. The Vice President will therefore have a full understanding of the President's role..

Job Functions

Same as the President (see above) in a supporting role, or in the lead role when the President is absent.

THE TREASURER

Position Overview: Reporting to the President, the Treasurer is responsible for maintaining the VCOA's financial transactions, including overseeing all Club receipts and disbursements and making recommendations to the Executive Committee regarding improving financial processes and club financial security.

Job Functions:

- Standing in for the President and/or Vice President in their absence

Budgeting

Working with other Executives to identify the expected income and expenditure for areas they're responsible for.

Producing (and presenting to the Executive Committee) a draft budget for the financial year.

Creating (and distributing to the Executive Committee) the final budget for the financial year

Making payments for approved spending within the budget

Monitoring the financial accounts to ensure appropriateness of recorded transactions.

Making necessary transfers between VCOA financial accounts in order to protect the assets of the VCOA, and maintaining the club in financial well-being.

Proactively monitoring all financial accounts to ensure a reasonable balance is maintained.

Monitoring the financial position of the club and identifying any overspending and/or unknown financial transactions

Notifying the Executive Committee of any likely overspending, including a proposal for action to prevent or offset such overspending.

Providing a set of balanced figures at any given time to the Executive Committee upon request.

Providing a financial statement including Profit & Loss and Balance Sheet to the Members present at the AGM or upon written request after the AGM.

SECRETARY

Position Overview: the Secretary reports to the President and serves as the main contact for all correspondence with the club. They will be responsible for scheduling all meetings and ensuring that appropriate agendas and notes are appropriately published and distributed. The Secretary is also responsible for making recommendations to the Executive Committee regarding improvements in any process the Executive Committee undertakes.

Specific responsibilities

- Keeping and filing all information for a set period of ten years, in such form that it's that is easily transferred over to a new or a stand-in General Secretary as necessary
- Arranging for VCOA Members to attend Executive Committee and other meetings as required.
- Schedule additional General Meetings as required (see Article 9.4).
- Process any grievances lodged by a VCOA Member (see Article 11).

Job Functions

Scheduling meetings and preparing all meeting agendas, and distributing them to the relevant people at the appropriate time.

Ensuring notes are taken of any decisions taken at a meeting

Distributing the notes of meetings within an acceptable time frame.

Ensuring notes of meetings, including the AGM, are published in the Club newsletter.

Answering email queries within an acceptable time frame except for those that are expressly directed to another Officer.

Identifying any trends which may affect the Executive Committee and notify them of possible issues.

Keeping the Vespa World Club informed of all relevant contact details, and constitutional changes.

MEMBERSHIP DIRECTOR

Position Overview: Reporting to the President, the Membership Director is responsible for overseeing all aspects of VCOA membership, including the application process, renewals, the membership Directory, and Chapter organization and membership. The Membership Director is expected to make recommendations to the Executive Committee regarding any possible improvement in the recruiting process or management of membership.

Specific responsibilities

- Approving, Monitoring, and liaising with Members regarding membership status
- Monitoring Member status, and sending renewal notifications
- Approving, monitoring, and liaising with Chapters
- Approving, monitoring, and liaising with International/Expat Members

- Notifying Applicants, Members, and Chapters of refusal, changes to, or withdrawal of membership.

Job Functions

Maintaining the list of current Members

Issuing welcome letters, membership cards, and mailing new member/renewal packets.

Providing the Secretary with the following information for the Club newsletter:

- Names and Chapters of all Members that have joined since the last published newsletter.
- A list of all Chapters with up-to-date contact details (highlighting any changes)
- A mailing list of all current Members eligible to receive the newsletter, including a count of current membership

Maintaining the list of current Chapters with contact information

Assigning new Chapters a unique Chapter number

Providing a count of current Members in each membership category to the Executive Committee upon request

Identifying and Providing current and historical changes and trends in membership to the Executive Committee upon request.

Notifying the Executive Committee of changes in membership and offering suggestions to improve Member retention.