

ROLLS-ROYCE OWNERS' CLUB POLICIES AND PROCEDURES MANUAL

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001 EXECUTIVE COMMITTEE

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001 Executive Committee

Effective Date 1 January 2009

DUTIES: The Executive Committee of the RROC shall have the responsibility and authority for urgent affairs of the Club or as directed by the Board.

The Committee shall make decisions that require immediate action in the absence of the Board of Directors and use prudent judgment in determining what actions need to be taken. The Committee will manage any budget created for activities of the Executive Committee

Procedures:

1. The Executive Committee of the Club shall consist of the President, Executive Vice President, Treasurer and Secretary.
2. Ex-officio member of the Executive Committee shall include the immediate Past President and the Executive Director. Ex-officio members have no voting privileges in the Executive Committee meetings.
3. The Committee shall keep the Board of Directors fully informed as to any action taken by the Executive Committee on behalf of the Board.
4. Meetings shall be called by the President or upon the request of any two members of the Executive Committee.

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100 REGULATIONS

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101 Bylaws, Policy and Procedure Committee

Effective Date 1 January 2009

DUTIES: The Bylaws, Policy and Procedure Committee is responsible for managing the process of revising to by-laws, policies and procedures with the approval of the Board of Directors.

The Board Secretary is the Chairman of the Policy and Procedure Committee. The Chairman nominates the Committee Members. The Committee shall have at least four total members. The Board approves the Members of this committee.

The Committee's responsibilities shall include:

- 1 Manage any budget created for activities of the Bylaws, Policy and Procedure Committee.
- 2 Develop procedures on how policies are implemented and maintained.
- 3 Receive suggested changes to bylaws, policies and procedures; review, organize and modify as appropriate; then present these changes to the Board for consideration.
- 4 Prepare reports to the Board on matters related to bylaws, policies and procedures as required by the Board.
- 5 Prepare and recommend to the Board the Policies and Procedures which should be included as a part of the operations of this committee, the RROC and its members.
- 6 Making recommendations for or against proposed changes to the Board
- 7 Conduct membership voting process on all by-law changes.
- 8 Ensure appropriate posting and record-keeping of all changes.

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POLICIES AND PROCEDURES MANUAL

102 Amendments to Bylaws

Effective Date 1 January 2009

Policy:

Amendments to bylaws may be proposed by any Full member.

Procedures:

1. A proposed amendment to the bylaws must be presented in typed form to the Chairperson of the Bylaws, Policy and Procedure Committee.
2. The bylaws, policies & procedure committee is responsible for review of proposed amendments to clarify the language, where necessary, to conform with existing bylaws. Changes made by the committee to the proposed bylaw should not negate the basic intent of the proposal. The committee may confer with the sponsor regarding editing. The committee will provide reasons and make recommendations for or against the edited amendment. In the event the sponsor of a proposed bylaw does not agree with the Committee's version, the sponsor's original version will be included as part of the Committee's report. It may also suggest changes in policies and procedures related to the proposed amendment when required.
3. The committee's initial report on the proposed amendment will be treated as a first reading. The proposal may be debated and perfected by amendment by the Board of Directors. A majority vote by the Board of Directors is required to pass the proposed amendment on first reading.
4. The committee's report for second reading will present for action the amendments as adopted on first reading. The second reading shall be at least 30 days after the date of passage on first reading of the proposed amendment. The committee will provide reasons and recommendations for or against passage. Amendments may be further amended at second reading by majority vote but only if that amendment clearly presents a lesser change from the status quo than the bylaws amendment that was passed on first reading. A second reading requires a 2/3 majority vote by the Board of Directors for passage.
5. An amendment approved at second reading by the Board of Directors shall be presented to the members for a vote by the membership and shall carry a notation that the Board of Directors recommends a vote FOR the proposed amendment. The vote shall be scheduled for the next annual meeting, or may be scheduled at an earlier date if so approved by a two-thirds vote of the Board of Directors. In order for the amendment to be approved by the membership, it requires a majority of those voting on the proposal to approve it.

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6. In the event the Board rejects a full member's proposed amendment, he/she has a right to propose bylaws amendments directly to the membership. This section sets forth appropriate procedures.
 - A. A proposed amendment requires a petition to be filed with the club's secretary that includes the endorsement of at least 100 full members.
 - B. The petition must include the full text of the proposed amendment on each sheet of the petition along with the signature of each supporting member. The petition must also include a printed and legible copy of the full member's name, date and home state in addition to the member's signature.
 - C. The petitioners shall designate a representative through whom all procedural matters may be channeled.
 - D. The bylaws committee will review the amendment and edit it to be consistent with other bylaws, including any necessary renumbering of bylaws articles. The committee will work with the petition representative to ensure that the edited version reflects the intent of the petitioners.
 - E. The proposed amendment will be included as vote item on the next ballot circulated to members. The proposed amendment may include a notation that the Board of Directors recommends a vote AGAINST the proposal.

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103 Changes to Policies and Procedures

Effective Date 1 January 2009

Changes to Policies and Procedures may be proposed by any Full member.

Procedure for change:

1. A proposed change to Policies and Procedure must be presented to the Chairperson of the Bylaws, Policy and Procedure Committee in typed form.
2. The bylaws, policies and procedures committee is responsible for review of proposed changes to policies and procedures to clarify the language, where necessary, to conform with existing bylaws, policies and procedures or state laws.
3. As the Committee prepares the proposal so that it is consistent with other bylaws and procedures, the committee should confer with the sponsor to be certain that the intent of the change has not been altered.
4. The committee will provide reasons and make recommendations for or against all proposed changes to Policy and Procedure. It may also suggest other additions or changes in policies and procedures related to the proposed amendment.
5. The Board of Directors may debate and amend any proposal. The proposal may be adopted by majority vote of the Board of Directors.
6. Policies and Procedures approved by the Board take effect immediately unless a later date is specified by the Board of Directors.

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104 Organization of the Policy And Procedure Manual

Effective Date January 1, 2009
 Revised April 2, 2009

Policies and procedures will be developed and numbered as follows:

- 001 Executive Committee
- 100 Regulations
- 200 Nominations and Elections
- 300 Finance, Budget and Accounting
- 400 Meets and Tours
- 500 Communications
- 600 Judging & Awards
- 700 Legal
- 800 Long Range Planning
- 900 Membership
- 1000 Regions & Societies
- 1100 Technical Administration
- 1200 Other Policy and Procedure

Each page of the Policies and Procedures Manual will include:

- A. The effective date. The effective date is the date of approval by the Board of Directors unless otherwise directed by the Board of Directors.

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200 NOMINATIONS AND ELECTIONS

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201 Nominating Committee

Effective Date 1 January 2009

The Nominating Committee is responsible for nominating at least ten qualified candidates annually for Director of the club.

The committee's responsibilities shall include:

- 1 Managing and administering the budget allocated to nomination committee
- 2 Identifying qualified candidates for Director.
- 3 Soliciting input from Board members for feedback on directors eligible for re-nomination
- 4 Soliciting input from members to evaluate directors eligible for re-nomination
- 5 Soliciting input from the Boards of Regions and Societies to identify potential nominees for directors
- 6 Evaluating geographic distribution of membership to determine that distribution of director nominees is representative of membership distribution
- 7 Screening nominees to assure they meet the minimum standards prescribed in the bylaws and in the club's policies and procedures
- 8 Prepare reports to the Board on matters related to nominations and the Nominating Committee as required by the Board.
- 9 Prepare and recommend to the Board the Policies and Procedures, which should be included as a part of the operations of this committee, the RROC and its members.

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202 Appointments to the Nominating Committee

Effective Date 1 January 2009

POLICY: The nominating committee shall be appointed and approved annually by the Board of Directors. The nominating committee shall be comprised of five Full Members, including the chairman.

PROCEDURE:

Selection of Nominating Committee Members

1. The chairman of the nominating committee shall be the Immediate Past President. If the Immediate Past President is unable or unwilling to serve, then the chairman shall be the Past President whose term has most recently expired. If there is no Past President willing or able to serve, the Board shall appoint and approve the chairman of the nominating committee.
2. The Board of Directors shall appoint and approve four Full Members to the nominating committee in addition to the Chairman.
3. Any Board member may nominate a candidate for the nominating committee.
4. If there are more nominees than open positions on the nominating committee, the Board will vote by secret ballot to select the members of the nominating committee. As part of the balloting process, a Board member may vote for as many nominees as there are open positions and may cast no more than one vote per position. The nominee(s) with the most votes will be named to the nominating committee. In the event of a tie vote for an open position, another ballot will be held between those nominees with tie votes to select candidates to the committee.
5. If a member of the nominating committee resigns or is no longer eligible to serve, the Board may nominate and elect a replacement committee member.

Qualifications for Nominating Committee Members

1. A nominee for the nominating committee must be a Full Member.
2. A member of the nominating committee is not eligible to be nominated as a Director.

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3. If a member accepts the nomination to the nominating committee, he/she is ineligible for nomination as a Director, even if he/she resigns from the committee to stand for election.
4. A Board member may not serve as a member of the nominating committee, other than the committee chairman.
5. A member is eligible to serve two consecutive one-year terms on the nominating committee. Having served two consecutive one-year terms, a member is not eligible to serve on the nominating committee until two years have expired following their most recent term on the nominating committee.

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203 Nominations by Nominating Committee

Effective Date 1 January 2009

1. A nominee for Director must meet the minimum qualifications outlined in Article 10 of the Bylaws.

Article 10. QUALIFICATIONS FOR DIRECTORS

The minimum qualification for members of the Board of Directors shall be a "Full Member" in the RROC for the five consecutive years prior to his/her election. In addition, a nominee for Director must have attended at least two RROC national events, at least one of which is an RROC Annual Meet, in the previous five years.

2. In addition to the minimum qualifications outlined in the bylaws, the nominating committee shall seek candidates that have demonstrated leadership in the club through regional, society and/or national activities.
3. The nominating committee is responsible for soliciting recommendations for nominees for Director. This may include feedback from Board ratings of existing Directors, recommendations from the Boards of Regions and Societies, and recommendations from Full Members.
4. The nominating committee is responsible for nominating five candidates that provide proportional geographic representation of the membership. The nominating committee shall use the number of Full Members in each state and Canadian province as a basis for establishing five areas within North America to meet this requirement of geographic distribution.
5. Since club members may vote for any candidate without limitation, the nominating committee may consider geographic representation of the sitting Board and possible candidates as additional criteria in selecting the remaining five nominees.
6. The Committee's list of candidates will be submitted to the Board. The Board may ask the Committee to change the list, but the final decision of nominees is that of the Committee.

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204 Nominations by Petition

Effective Date 1 January 2009

POLICY STATEMENT: A Full Member may be nominated for Director by submitting a petition signed by at least 150 Full Members in support of the nomination. The completed petition must be received by the deadline specified in Policies & Procedures Manual as listed in the Timetable for Nomination and Election of Directors.

PROCEDURES:

1. A nominee by petition for Director must meet the minimum qualifications outlined in Article 10 of the Bylaws.

Article 10. QUALIFICATIONS FOR DIRECTORS

The minimum qualification for members of the Board of Directors shall be a "Full Member" in the RROC for the five consecutive years prior to his/her election. In addition, a nominee for Director must have attended at least two RROC national events, at least one of which is an RROC Annual Meet, in the previous five years.

2. The petition must include the name of the nominee at the top of each page. Each member supporting the petition candidate must print his/her name, sign name, print state of residence and date of signing. (see sample petition) All printing must be legible so that it can be verified as part of the qualifying process for the petition.
3. Only petitions with original signatures are permitted. Electronic or machine copies of original petitions are not acceptable.
4. The club Secretary shall be responsible for verifying each petition to determine whether the nominee has a minimum of 150 signatories that are Full Members of the RROC.

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205 Petition for Nomination

This petition is in support of

Name (print) _____

To Stand for Election to the RROC Board of Directors

No.	DATE	PRINTED NAME	SIGNATURE	STATE
1				
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206 Timetable for Nomination and Election of Directors

TRANSITIONAL FOR 2009

Effective Date January 1, 2009
 Revised January 30, 2009
 Revised April 2, 2009

Nominations by Nominating Committee

1. The nominating committee shall submit the list of candidates for Director no later than January 25th.
2. The nominations should be submitted to the Secretary by the chairperson of the nominating committee.
3. The secretary shall publish the list of nominees on the club's website no later than February 2nd.

Nominations by Petition

1. Nominations by petition for Director must be received by the club's Secretary no later than February 21st.
2. The secretary shall verify each petition to determine whether the nominee has a minimum of 150 signatories that are Full Members of the RROC.
3. The secretary shall publish the list of nominees by petition on the club's website no later than March 1st.

Election of Directors

1. The election of national directors will be announced at the club's annual meeting.
2. The Secretary shall cause to be published the date of the annual meeting and deadline for nominations in January/February issue of The Flying Lady.
3. Nominees for Director must submit biographical information and a photo for inclusion in the proxy statement no later than February 28th
4. Biographies, paper ballots and/or online voting for election shall be made available to members via the March-April issue of The Flying Lady or via the internet.

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5. The election of Directors will be concluded a minimum of 30 days prior to the date of the Annual Meeting
6. Only Directors nominated by the nominating committee or by petition will appear on the ballot.
7. Members will be required to vote for a minimum of 5 candidates and a maximum of 7 candidates. Write in votes will not be counted.
8. The notice for the annual meeting of members will be published pursuant to the New York Not For Profit Corporation law.

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300 FINANCE AND BUDGET

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301 Finance and Budget Committee

Effective Date 1 January 2009

The Finance & Budget Committee is responsible for the development and administration of the RROC's financial operations, including preparation of the club's budget. The Chairperson of the Finance & Budget Committee shall be the club's Treasurer. The Treasurer appoints the Members of this Committee. The Committee shall have at least four total members. In addition, the Executive Director shall be an ex-officio member of the Finance & Budget Committee.

The committee's responsibilities shall include:

1. Developing and monitoring the club's budget
2. Recommending changes to the budget to the Board of Directors
3. Forecasting cash flows
4. Recommending investments of surplus funds
5. Reviewing club bookkeeping.
6. Working with independent CPA in conduct and planning of annual audit
7. Working with tax accountants in planning and preparing club tax returns
8. Prepare reports to the Board on matters related to the finances of the Club as required by the Board.
9. Prepare and recommend to the Board the Policies and Procedures which should be included as a part of the operations of this committee, the RROC and its members.
10. Manage any budget created for activities of the Finance & Budget Committee.

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311 Expense Reimbursement Policy

Effective Date 1 January 2014

Amended Date 7 February 2015

POLICY

Officers, Directors, National Committee Chairmen and Executive Director, HQ and Flying Lady staff, will be reimbursed for expenses incurred as part of their duties serving the club, subject to the limitations noted below. Expense reimbursement should be extended to Members and non-members working on behalf of the club before their work begins with prior authorization of the President, or the Treasurer, or the Executive Director. All of these, collectively, will be referred to as "Contributors" throughout this Section 311.

The Treasurer must approve any departures from the policy before reimbursement is made.

Reimbursement for expenses is limited to actual reasonable and necessary business-related expenses.

Contributors will not be reimbursed for expenses incurred for attendance at the Annual Membership Meeting. Officers, Directors, National Committee Chairmen, Executive Director will be reimbursed for expenses incurred for attendance at a duly scheduled meeting of the board. To be eligible for reimbursement, attendance shall be a minimum of 75% of the scheduled meeting hours, with the exception of cancellation of the meeting or an emergency occurring during the meeting. This policy may be extend to all others invited to appear before the board, also subject to the same attendance constraints or until dismissed from the meeting by the board.

Procedures for Reimbursement

Transportation

Contributors are entitled to reimbursement for transportation expenses for club authorized travel. Travel expenses are limited to actual expenses for travel by automobile, rail, airlines, buses, and other usual means of conveyance. All travel is to be by the most economical mode of transportation consistent with reasonable convenience.

1. Reimbursement for air and rail travel is limited to coach or economy class. Air travel should be booked to take advantage of the lowest reimbursable coach fare and fees available or other previously arranged discounts. Connections and one-stop flights may be used if they are not unreasonable in time loss. Airline preference will not be considered to gain frequent flyer mileage. Travelers who want to be selective in their airlines will be responsible for the cost differential.

2. Contributors are entitled to reimbursement of actual expenses related to non-air/rail travel to meetings Including parking, cab fare or other connecting transportation between the airport/rail station and meeting location. Every effort should be made to identify the least expensive method available. Expenses must be substantiated with original receipts. Amounts over \$60 per person per trip will need approval by the Treasurer before the expense will be reimbursed.

Board Approved February 2015

3. Reimbursement for mileage expenses shall be at the current IRS allowed rate, plus cost of tolls and parking. The reimbursed cost for mileage cannot exceed the equivalent cost for coach or economy airfare for that trip.

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Hotel Accommodations

Contributors are entitled to reimbursement for hotel expenses for club authorized events, other than to the Annual Membership Meeting. Reimbursement is limited to the actual room rate, plus any fees and taxes related to the room rate. In cases where the RROC has negotiated a special room rate, reimbursement is limited to the negotiated rate, plus any fees and taxes related to the room rate. The number of days for lodging and meals eligible for reimbursement shall be determined by the Treasurer.

Meals

Officers, Directors, National Committee Chairmen inclusive of the meeting days. Reimbursement is limited to a \$75.00 per day maximum and must be substantiated by original receipts. Amounts exceeding the per-day maximum will need approval from the Treasurer before reimbursement will be made.

Alcoholic Beverages

The club does not reimburse for any alcoholic beverages.

Telecommunications

Officers, Directors, National Committee Chairmen and Members are entitled to reimbursement for telecommunications expenses when necessary for the proper conduct of RROC business. The Club reserves the right to provide discounted calling cards for making calls on behalf of the RROC.

Entertainment

The President, Vice-President, Treasurer, Secretary or Executive Director may charge appropriate expenses for professional hospitality. By way of example, this might include dinner for executives of Rolls-Royce and Bentley Motorcars, its owners or affiliates. In all cases, these rare circumstances shall be limited by the existing budget. All entertainment must be preapproved by the President.

Tipping

Appropriate tips are an allowable expense. Typically, the approved tip rate is 18%.

Advances

The Club does not make advances for expenses without pre-approval by the President or Treasurer.

Board Approved February 2015

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321 Purchasing From Board Members

Effective Date 1 January 2009

POLICY:

No national club officer, director or related party (see #1 below) shall sell products or services to the RROC national either directly or indirectly, personally or through their employer or through any entity in which the Officer or Board Member is an owner or in the case of a corporation holds more than five (5) percent of the stock in said corporation, or where the Board Member or Officer's immediate family is either an owner or if a corporation holds five(5) percent or more of the stock, individually or cumulatively as a family, in said corporation. Said restriction shall apply for one year after the officer or director leaves office or ceases to serve.

Related Party – Defined

A related party includes a spouse, child, grandchild, parent, brother, or sister. In addition, a related party may include a corporation, S corporation, partnership, or other business entity if an officer, director or employee of the RROC owns more than five (5) percent of said corporation, partnership or other business entity; or where the immediate family of an RROC officer, director or employee is either an owner, or if a corporation, hold's five (5) percent or more, individually or cumulatively as a family, in said corporation, partnership or other business entity.

Example:

In the event that a related party works for a business or company but has no control, and therefore no direct personal gain, RROC may purchase from that company. An example, a director's son works for Marriott and we use Marriott for a Meet.

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400 MEETS AND TOURS

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401 Activities Committee

Effective Date 1 January 2009

The Activities Committee is responsible for the development and administration of national events, including the annual meet, tours, interregional meets and other national activities. The Chairperson of the Activities Committee is appointed by the Board of Directors. The Chairman appoints the Members of this Committee. The Committee shall have at least four total members.

The committee is responsible for recommending national events to the RROC Board for review and approval. In addition, the committee shall provide updated reports on the status of scheduled events.

The committee's responsibilities shall include:

1. Managing and administering the budget allocated to the Activities Committee
2. Identifying national events
3. Identifying hosts for national events.
4. Assisting event host with event planning and process information.
5. Providing mentors for event hosts.
6. Managing the collection and evaluation of event data and participation feedback
7. Assisting with event publicity.
8. Promoting member participation in club events.
9. Prepare and recommend to the Board the Policies and Procedures which should be included as a part of the operations of the committee, the RROC and its members.

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500 COMMUNICATIONS

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501 Communications Committee

Effective Date 1 January 2009

DUTIES:

The Communications Committee is responsible for the leadership, development and administration of communications within and outside of the RROC.

The Board appoints the Chairman of the Communications Committee. The Chairman appoints the Members of this Committee. The Committee shall have at least four total members.

The Committee shall have the following responsibilities:

1. Develop and administer an annual budget for all communications activities as provided by the Board.
2. Maintain the Flying Lady's status as a premier publication while being cost efficient in its production.
3. Maintain and publish a guideline for RROC publications.
4. Maintain the RROC Web Site and continue to enhance its ability to provide the Membership with timely and useful information.
5. Work with the Executive Director in managing club publications and communications.
6. Assist the Regions and Societies to improve the quality in the publication of their periodicals.
7. Prepare Reports to the Board on matters of Communication as required by the Board.
8. Prepare and recommend to the Board the Policies and Procedures, which should be included as a part of the operations of this committee, the RROC and its Members.

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600 JUDGING AND AWARDS

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601 Judging and Awards Committee

Effective Date 1 January 2009
Revised April 2, 2009

Committee membership

The chairman of the Judging and Awards Committee is appointed by the board of directors and shall be known as the Chief Judge.

To qualify as the Chief Judge the member must have served for at least two (2) years on the Judging Committee. The Chief Judge may serve for a maximum term of six (6) consecutive one (1) year terms. The Member is allowed to be reappointed as Chief Judge after an absence of one (1) year. The Chief Judge's term would expire December 31st of each year or until such time as the Board appoints a new Chief Judge.

The Ombudsman is appointed by the board of directors.

Committee members include the Team Captains, Senior Judges and others as may be appointed by the Chief Judge

Duties

1. Develop and maintain the Manual for Judges, which contains the policies and procedures governing the judging of cars.
2. Develop and maintain score sheets for judging of cars
3. Recruit judges
4. Appoint judging team captains and senior judges
5. Develop and conduct training for judges
6. Manage the judging process at RROC national meets
7. Coordinate presentation of awards
8. Coordinate the program for the final banquet and awards ceremony at national meets.
9. Maintain all permanent trophies
10. Arrange for display of trophies at national meets

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11. Recommend to the Board for Approval all Named Judging Awards
12. Assist as needed in the procurement and presentation of non-judging awards under the jurisdiction of other committees.
13. Monitor and administer the budgets for Judging and for Awards

Recommend changes to the policies and procedures for Judging and Awards.

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700 LEGAL

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701 Legal Committee

Effective date 1 January 2009

Duties

The legal committee shall provide advice, recommendations, and consultation regarding various legal issues in an effort to minimize the club's legal obligations and risks; protect the legal interests of RROC; and formulate legal policies to ensure the club practices and procedures are consistent with legal requirements.

1. The legal committee shall periodically review the Policy for production of documents, Policy for conflict of interest, and the Policy for retention of documents in Legal Section 700 of the Policies and Procedures Manual.
2. The Committee shall prepare and recommend to the Board the Policies and Procedures, which should be included as a part of the operations of this committee, the RROC and its members.
3. Manage any budget given to, and approved, by the Board for the Committee's use.

Applicable Law

RROC is incorporated in the state of New York and therefore applies New York Not-for-Profit Corporation Law.

Committee Members

The legal committee should consist of at least three attorneys who can provide a broad perspective on sound legal principles. The chairman should coordinate the various legal matters that arise, delegating certain issues to particular committee members depending upon the area of law and the time/expertise needed for particular matters. The Board appoints the Chairman of the Legal Committee. The Chairman nominates the Committee Members. The Board approves the Members of this committee.

Committee Reports

The legal committee should report directly to the president for all legal matters, and to other officers/directors as necessary. The legal committee should provide either a written or verbal report to the full board periodically and as needed. Matters of particular urgency or confidentiality should be addressed directly to the president and/or executive committee, depending upon the time constraints and sensitivity of the matter at issue.

Confidentiality

Any and all matters addressed by the legal committee which are related to threatened or pending litigation are considered attorney-client privilege. Such privilege may only be waived by or with the authority of the president, or by a vote of the board. Therefore, board communications or meetings dealing with threatened or pending litigation shall remain confidential; and the records of such communications or meetings shall be sealed until such time as all issues related to the threatened or pending litigation have been resolved.

ROLLS-ROYCE OWNERS' CLUB

POLICIES AND PROCEDURES MANUAL

702 Request For Documents

Effective date 1 January 2009

POLICY: It is the policy of the RROC to provide members with document according to the following:

1. Normal and routine requests for information about the RROC, its bylaws, policies and procedures, services and benefits of membership shall be provided to any member upon request to the Executive Director.
2. The RROC maintains and sells certain documents and information relating to car histories. This information shall be furnished to any member upon request and payment of the standard, published charges as maintained from time-to-time by Club staff.
3. Requests from members to inspect, examine and copy records about the RROC, its workings, meetings, records, financial data and membership information, shall be open and available to all members provided request is made in proper form according to law and payment for staff research time, the preparing of extracts and the expenses of copying are paid by the requesting member.
 - A. Requests for such record inspection, examination and copying shall take the form of a verified written document (sworn to before a Notary Public) and shall state the purpose for the inspection, examination and copying request. A proper purpose for such a request shall be that which is reasonably related to the interest of the requesting person as a member. If the requesting party wishes anyone other than himself or herself to conduct the inspection and examination and make copies or extracts, a verified Power of Attorney in proper form shall accompany the request.
 - B. The RROC Board has designated the Chair of the Legal Committee or his/her designee as the Compliance Officer for the purposes of considering the handling all such requests. Requests, inquires and comments should be directed to this person.
 - C. The Club, by and through its designated Compliance Officer shall acknowledge the request in writing within 10 business days from the Club's receipt of the request. The Club may approve the request but may be conditioned upon the advance payment of the estimated costs of research time and preparing of the abstracts by Club staff, and copying. The amounts therefore are hereby fixed at \$50.00 per hour for staff research time and the preparing of extracts, and \$0.50 per page for copies. At the discretion of the Compliance Officer, payment for the work may be required in advance of the commencement of the work.

ROLLS-ROYCE OWNERS' CLUB POLICIES AND PROCEDURES MANUAL

703 Conflict Of Interest

Effective date 1 January 2009

POLICY STATEMENT: Directors, officers and national committee chairmen are required to refrain from engaging in activities which would injure or take advantage of the organization. They are prohibited from using their position of trust and confidence to further their private interests. This duty requires an undivided and unselfish loyalty to the organization and demands that there be no conflict between one's duty to the organization and self interest.

CONDUCT PROHIBITED by this duty includes:

1. Directors, officers and national committee chairmen may not realize secret profits or unfair gain through personal transactions with or on behalf of the corporation.
2. Directors, officers and national committee chairmen may not compete with the corporation to its detriment.
3. Directors, officers and national committee chairmen may not usurp a corporate opportunity.
4. Directors, officers and national committee chairmen may not commingle funds RROC funds with personal funds.

DUTIES:

1. Directors, officers and national committee chairmen are required to complete a disclosure form annually regarding conflicts of interest. The disclosure form must be completed and filed with the Executive Director within 30 days of taking office.
2. Failure to file a Conflict of Interest form will result in removal from the Board of Directors or as National Committee Chairman.
3. Once a Conflict of Interest forms is filed with the Executive Director, it shall be made available on the club's website and a copy circulated to all Directors, officers and national committee chairmen.

ROLLS-ROYCE OWNERS' CLUB POLICIES AND PROCEDURES MANUAL

704 Disclosure Regarding Conflicts Of Interest

Effective date 1 January 2009

As a Director and/or National Committee Chairman of the RROC, I recognize that I owe duties of care and loyalty to the Club. One aspect of fulfilling those duties is to avoid conflicts of interest in which my allegiance might be split between a Club position or responsibility and some other professional, business, or volunteer position or responsibility. To help avoid conflicts, on this form I am disclosing other situations or areas in which I may have conflicting duties with other entities.

1. Professional, business, or volunteer position or responsibilities that might give rise to conflicts

2. Situations in which I am serving as a vendor, or am employed by or consulting with a vendor, to the Club or its members

Signature

Print Name

Date

ROLLS-ROYCE OWNERS' CLUB POLICIES AND PROCEDURES MANUAL

705 Document Retention

Effective date 1 January 2009

POLICY

It is the policy of the RROC to retain certain corporate records for set time periods. The records include those in both paper and electronic format.

Exceptions to the retention policy: If a member believes, or the RROC informs a member, that certain RROC records are relevant to litigation, or potential litigation, then the member must preserve those records until the Legal Committee determines the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records. If a member believes that exception may apply, or have any question regarding the possible applicability of that exception, please contact the Legal Committee.

PROCEDURES

These records shall be stored, maintained, and eventually disposed of in an appropriate matter by the Executive Director. These records may be accessed by club employees and board members as necessary and may be accessed by the membership as outlined in the P&P Manual Section 700 Requests for Documents.

The following list specifies the amount of time required to maintain particular records and documents:

A. CORPORATE RECORDS

Permanent –

- Articles of incorporation
- Bylaws and amendments
- Corporate filings
- Annual report of directors as presented at the annual meeting of members and verified by the president and treasurer or by a majority of the directors, showing in appropriate detail the following:

- (1) The assets and liabilities, including the trust funds, of the Club as of the end of a twelve month fiscal period terminating not more than six months prior to said meeting.
- (2) The principal changes in assets and liabilities, including trust funds, during said fiscal period.
- (3) The revenue or receipts of the Club, both unrestricted and restricted to particular purposes during said fiscal period.

ROLLS-ROYCE OWNERS' CLUB POLICIES AND PROCEDURES MANUAL

(4) The expenses or disbursements of the Club, for both general and restricted purposes, during said fiscal period.

(5) The number of members of the Club as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place where the names and places of residence of the current members may be found. The annual report of directors shall be filed with the records of the Club and either a copy or an abstract thereof entered in the minutes of the proceedings of the annual meeting of members. This report shall be filed with the minutes of the annual meeting of the board.

B. OTHER RECORDS

RROC shall keep, at the club headquarters in Mechanicsburg, PA correct and complete books and records of account and minutes of the proceedings of its members, board and executive committee, if any, and shall keep at headquarters a list or record containing the names and addresses of all members and the class or classes of membership. Any of the foregoing books, minutes and records may be in written form or in any other form capable of being converted into written form within a reasonable time.

Retention of other records shall continue for seven years unless specific retention schedules have been developed.

ROLLS-ROYCE OWNERS' CLUB POLICIES AND PROCEDURES MANUAL

706 Litigation Policy

Effective Date 1 January 2009

If a lawsuit is threatened or filed against the club, the Board and the club's insurer shall be promptly notified by the Executive Director. If a lawsuit is threatened or filed against a club volunteer, region/society/national officer/director, or an employee, regarding any RROC matter, it shall be the responsibility of the volunteer, officer, director or employee to notify the Executive Director, who shall notify the insurer and the Board.

**ROLLS-ROYCE OWNERS' CLUB
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800 LONG RANGE PLANNING

ROLLS-ROYCE OWNERS' CLUB POLICIES AND PROCEDURES MANUAL

801 Long Range Planning Committee

Effective Date 1 January 2009

DUTIES:

The Long Range Planning Committee is responsible for assisting the Board of Directors in developing a strategic plan for the club that provides a roadmap to shape and guide the future actions of the Board.

The Board appoints the Chairman of the Long Range Planning Committee. The Chairman appoints the Members of this Committee. The Committee shall have at least four total members.

1. Develop recommendations to the Board for dealing with long-range planning issues.
2. Work with other club committees regarding input and recommendations regarding long range concepts.
3. Undertake special long-range planning assignments as directed by the Board. Establish a planning horizon for recommendations.
4. Discuss and develop issues which the RROC should be actively addressing to maintain and improve a vibrant and productive organization which will remain responsive to its Membership.
5. Identify contacts with other major automobile clubs in the USA and overseas to learn of the major issues which they are dealing.
6. Stay abreast of legislation which may influence how the RROC conducts business in the future.
7. Prepare and recommend to the Board the Policies and Procedures which should be included as a part of the operations of this committee, the RROC and its Members.
8. Prepare Reports to the Board on matters of Long Range Planning as required by the Board.
9. Manage any budget created for activities of the Long Range Planning Committee.

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900 MEMBERSHIP

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901 Membership Committee

Effective Date 1 January 2009

DUTIES:

The Membership Committee is responsible for recruitment and retention of club members.

The Board appoints the Chairman of the Membership Committee. The Chairman appoints the Members of this Committee. The Committee shall have at least four total members.

The Committee's responsibilities shall include:

1. Recommend to the Board of Directors the classes of Membership within the RROC.
2. Recommend to the Board of Directors the eligibility requirements for Membership.
3. Develop and implement systems and programs to maintain and grow the membership.
4. Establish recommendations for increasing Membership value and benefit.
5. Oversight of Membership record keeping and processing policies.
6. Interface with the Budget & Finance Committee to develop recommendations for Dues and Membership Fees.
7. Establish communications links in concert with the Regions and Societies Committee to review issues, provide advice and assistance with the membership chairs of the Regions and Societies.
8. Prepare and recommend to the Board the Policies and Procedures which should be included as a part of the operations of this committee, the RROC and its Members.
9. Prepare reports to the Board on matters of Membership as required by the Board.
10. Manage any budget created for activities of the Membership Committee.

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902 Membership Behavior

Effective Date 1 January 2009

Policy Statement

Members shall act at all times with respect, politeness and courtesy to other Club members. A member may face disciplinary action, including dismissal from the Club if they violate this policy.

Members are encouraged to work with club's leadership at region, society or national levels to resolve issues with a member's behavior. If a resolution cannot be reached, a member may initiate a formal written complaint to the Chair of the Conflict Resolution Committee.

The complaint will be handled by the Conflict Resolution Committee in accordance with the conflict resolution process.

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903 Membership Classes and Dues

Effective Date January 1, 2009
 Revised April 2, 2009

Classes of Membership

There shall be two classes of membership.

Full Members

Full members who shall have the right to vote and hold office.

Policy:

Classes of Full Membership shall include:

Full Member

Full Members shall enjoy all privileges of membership including the right to vote_ and a subscription to *The Flying Lady*.

Full Spouse/Partner Member

Full Spouse/Partner Member - The spouse/partner of any Full Member qualifies for Spouse/Partner Membership. Spouse/Partner members do not receive a printed copy of *The Flying Lady* or other club publications except voting material. A Full Spouse/Partner Member has the right to vote and may hold a national or regional office.

Life Member

Life Members shall enjoy all privileges of membership including the right to vote and a subscription to *The Flying Lady*.

International Member

A member residing outside of North America who enjoys all privileges of membership including the right to vote and a subscription to *The Flying Lady*.

International Digital Member

A member residing outside of North America who enjoys all privileges of membership including the right to vote, a subscription to *The Flying Lady* in digital format, and elects to receive all club information in digital format.

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Associate Members

Associate Members shall have no right to vote or hold a region, society or national office.

Policy:

Classes of Associate Members shall include:

Spouse/partner

Spouse and partners of full members are eligible this class of membership.

Honorary Member

Honorary memberships in the Club shall be conferred upon those individuals who by their actions have rendered great service to the Club. Honorary membership is awarded by action of the Board of Directors by simple majority vote. Honorary members shall not be required to pay dues and are entitled to receive a copy of *The Flying Lady*.

Junior Member

Persons under the age of eighteen years qualify for Junior membership. Junior members shall enjoy all privileges of membership including a subscription to *The Flying Lady*. A Junior member shall not have the right to vote. Junior Membership shall not count towards Life Membership eligibility.

Senior Member

Any person who has been a regular member of the Club for forty (40) consecutive years and who has attained the age of sixty-five (65) shall be allowed to apply for Senior Membership. Senior members shall receive a subscription to *The Flying Lady* and shall be granted a 25% reduction in annual dues.

International Society Member

This membership is limited to persons residing outside of North America who wish to join a society only and not participate in other RROC activities nor receive any RROC benefits.

Full Member Dues

A. Dues are determined by the Board of Directors.

Policy:

Dues are paid on a calendar year basis. Applicants applying for membership prior to July 1st will be considered as applying for membership in the current calendar year, while applicants applying for membership after July 1st will be considered as applying for membership in the subsequent calendar year.

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Dues payments to the RROC are NOT deductible for Federal tax purposes.

Full Member

Full member dues are \$60. New member dues are \$85.00, which includes a one-time processing fee of \$25.00.

Full Spouse/Partner Member

Full spouse/partner member dues are \$10. There is no processing fee for new spouse members.

Life Member

Life member dues are 20 times the current annual membership rate for qualifying Full members. Alternatively, the club offers a 10 Years to Life program where a member pays three (3) times the annual dues rate for 10 consecutive years.

To qualify for Life Membership, the applicant must be a current member in good standing at the time of application and have been a Full member of the Club for not less than 15 consecutive years. The qualifying member shall make a one-time payment that is equivalent to 20 years dues at the current rate. Upon the death of a Life Member, the membership is not transferable to the deceased member's spouse/partner.

A Full member can also pay for Life membership through the 10 Years to Life Program, which is defined as agreeing to pay three (3) times the annual dues rate for 10 consecutive years. The annual dues rate shall be the annual Full member rate in effect at the time the member signs up for the 10 Years to Life Program. Members who choose to participate in the 10 Years to Life Program may drop out at any time, but will not be credited for any funds they have paid into the program. If they chose to reinstate 10 Years to Life Program, there is no credit for previous enrollment in the plan.

Postage Surcharge for International Members - Because of the volatility of postage to foreign addresses, members residing outside of the U.S. may be assessed a surcharge to receive *The Flying Lady* in printed form. An electronic version of *The Flying Lady* is available at no additional surcharge. If a Life Member resides in the U.S. and then moves to a foreign address, they will be subject to the above international postage surcharge.

International Member

International member dues are the current annual dues plus a surcharge for international postage as determined by the Board of Directors.

International Digital Member

International digital member dues are \$30. There is no processing fee for new international digital members.

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Associate Member Dues

Associate Spouse/Partner Member

Associated spouse/partner member dues are \$5.00. There is no processing fee for new spouse members.

Junior Member

Junior member dues are \$15.00 There is no processing fee for new junior members and they receive *The Flying Lady* and cannot vote.

International Society Member

International society member dues are \$1.00

As a point of clarification Region and Society dues are independent of national dues and vary among the regions and societies.

ROLLS-ROYCE OWNERS' CLUB POLICIES AND PROCEDURES MANUAL

1000 REGIONS AND SOCIETIES

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POLICIES AND PROCEDURES MANUAL

1001 Regions And Societies Committee

Effective date 1 January 2009

The Board appoints the Chairman of the Regions and Societies Committee. The Chairman appoints the Members of this Committee. The Committee shall have at least four total members.

DUTIES

1. Provide a framework of support, products and services to facilitate the effective and efficient operation of all affiliated Regions and Societies.
2. Solicit and receive all reports of Regions and Societies as required by the RROC Board of Directors.
3. Receive and review operating policies and procedures of Regions and Societies and the changes hereto for approval by the Board.
4. Initiate corrective action in the event that a Regions or Society is not in compliance with RROC bylaws, policies and procedures.
5. Administer the Shoup Award.
6. Implement and manage communications relevant to the operation of Regions and Societies.
7. Prepare and recommend to the Board the Policies and Procedures which should be included as a part of the operations of this committee, the RROC and its members.
8. Manage any budget created for activities of the Regions and Societies Committee.
9. Develop and produce a Manual of recommended operational policies and procedures for Regions and Societies for approval by the Board of Directors.
10. Review and oversight of Regions and Societies websites.
11. Review and approve all Region and Societies logo and the use of Rolls-Royce, Bentley and RROC logos and trademarks in accordance with the club's license agreement with Rolls-Royce plc.

ROLLS-ROYCE OWNERS' CLUB POLICIES AND PROCEDURES MANUAL

1002 Conduct Of Regions And Societies

Effective Date 1 January 2009

POLICY

Regions and Societies are subsidiary components of the Rolls-Royce Owners' Club and are subject to the bylaws and the published policies and procedures of RROC. Those requirements as they apply to Regions and Societies are listed in this section unless another specific bylaw or policy and procedure of RROC specifically mentions Regions and Societies. Regions and Societies may not be incorporated as separate legal entities.

PROCEDURES

1. Formation Of Regions & Societies

The Regions and Societies Committee with the approval of the Board of Directors may create Regions of the RROC and define their geographic limits. In addition, a group of members may apply to the Board, through the Regions and Societies Committee, to create a Society of the Club.

A Society is defined as a broad-based group of members having an interest in a specific model(s) of a Rolls-Royce and/or Bentley motorcar with a minimum of 35 dues paying members.

A Region is defined as a geographic based group of members with a minimum of 35 dues paying members.

The rules governing these Regions and Societies shall be in accordance with the by-laws, policies and procedures of RROC. The name, trademarks and logos of the society or region are the property of RROC, Inc. Careful management of the use of trademarks and logos must be insured by all Regions and Societies (see Legal Section 700 of the P&P Manual).

2. Changes In Status

The geographic limits of existing Regions may be changed by action of the Regions and Societies Committee with the approval of the Board of Directors. A Region or Society may be dissolved by action of the Board of Directors upon the recommendation of the Regions and Societies Committee. Upon dissolution, all property and monies of the dissolved Region or Society shall become the property of the RROC. The Board of Directors may use any such monies to fund another Region or Society.

3. Membership

A. Members of the Club have the right to become members of any RROC Region or Society. Membership in all Regions and Societies is limited to members of the RROC.

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- B. Suspension of a member from the RROC results in automatic suspension of the individual from the Region or Society.
- C. Following reinstatement of an individual to membership in the RROC, that member may join any Region or Society.
- D. All dues payments for all Regions and Societies shall be made through RROC headquarters.

4. Officers

The Officers of Regions and Societies shall be in accordance with the following:

All officers and directors must be nominated and win a majority of votes from the Region/Society membership. Newly elected Officers and Directors elected by Regions and Societies DO NOT become official officers and directors until the Board of Directors of RROC approves the selection. Regions and Societies are required to report the results of any officer and/or director election within 10 days of the election to the Chairman of the Regions and Societies Committee and the Executive Director. The RROC Board of Directors shall approve the Region and Society elected officer and directors within 20 days of such notice.

Chairperson

- i. The Chairperson must be nominated annually and may hold office for a maximum of three consecutive years and then must wait one year before they are eligible for re-nomination as Chairperson.
- ii. Conduct of the affairs of each Region or Society, including the authorization for and/or the operation of Meets, meetings and similar activities shall be the responsibility of the Chairperson.
- iii. The Chairperson is responsible to ensure that all required reports are submitted to the appropriate National Officer on a timely basis.
- iv. The Chairperson shall inform the Chairman of Regions and Societies of the results of all elections.

Secretary

- i. The secretary shall be nominated and elected annually.
- ii. The Secretary is responsible for:
 - a) Recording minutes of board meeting and reporting these minutes to the members.
 - b) Carrying out such correspondence as is necessary to conduct business.

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Treasurer

- i. The Treasurer shall be nominated and elected annually.
- ii. The Treasurer is responsible for maintaining the financial records of the Region or Society.
- iii. The Treasurer shall submit an annual report as required by the Treasurer of RROC.
- iv. The annual financial report shall be available to any member upon written request directed to the Treasurer.

Each Region or Society may nominate other officers or directors as may be deemed necessary to conduct the business of the Region or Society. These officers and directors must win a majority of votes of the membership and be approved by the Board of Directors of RROC.

5. Nominations and Elections

Nominations shall follow the requirements of the Region or Society policies and procedures.

6. Active Approved Status

An Active Approved Region or Society is defined as fulfilling all of the following:

- A. The Region or Society must be approved by the Board of Directors.
- B. The Region or Society must publish a bulletin or newsletter for the members at least two times a year.
- C. A yearly financial report must be submitted to the Treasurer on a timely basis.
- D. A Region must conduct at least two Regional Meets a year.

7. Suspension of Regional Officers

The Club President may commence a proceeding pursuant to grievance procedures of Section 1200 of these policies and procedures to suspend any Region or Society Officers.

8. Finances

- A. Regions and Societies are to be financially self-supporting by means of dues, meet fees, and similar sources of revenue.

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- B. Regions and Societies requiring financial assistance in sponsoring special events may apply for a loan from the Club by directing the request in writing through the Chairman of Regions and Societies, who with the Treasurer and President shall present the request to the Board of Directors. The Board shall approve or reject the request.

ROLLS-ROYCE OWNERS' CLUB POLICIES AND PROCEDURES MANUAL

1003 Communications for Regions And Societies

Effective Date 1 January 2009

The Regions and Societies committee administers the following communications:

1. **Manual for Regions and Societies.** The Manual is designed for regular use and guidance of the officers and members of the Regions and Societies of the RROC. It shall contain a copy of the RROC bylaws and the policies and procedures related to Regions and Societies. It also provides general guidelines and suggestions for effective operation of the Regions and Societies.
2. **Pipeline.** The Pipeline is the newsletter for Regions and Societies. It is published by the Regions and Societies Committee and posted to the club website. It is distributed to the chairpersons and editors of the Regions and Societies and to RROC national directors.
3. **Newsletters.** Regions and Societies must submit two copies of each newsletter to RROC headquarters. These are made available to Chairpersons and Editors of the Regions and Societies via the RROC website. These submitted newsletters provide the basis for awarding the Macfarlane Award for the outstanding regional newsletter. The Macfarlane award is administered by the RROC Communications Committee.
4. **RROC Exchange.** This is a list server serving the Regions and Societies and the Chairmen or designees of the several Regions and Societies. Messages are sent to rroc-exchange@rroc.org
5. **Regions & Society Websites**

ROLLS-ROYCE OWNERS' CLUB POLICIES AND PROCEDURES MANUAL

1004 List of Approved Regions And Societies

Effective Date 1 January 2009

Regions:

24 Karat	Nevada
Allegheny	Western Pennsylvania, West Virginia, Eastern Kentucky
Aloha	Hawaii
Arizona/New Mexico	Arizona, New Mexico
Atlantic	Eastern New York, Connecticut, NYC, Northern New Jersey
British Columbia	British Columbia & Alaska
Chesapeake	Virginia, Maryland & The District of Columbia
Florida	Florida
Indiana	Indiana & Western Kentucky
Iroquois	Western New York
Keystone	Eastern Pennsylvania, Southern New Jersey & Delaware
Lake Michigan	Illinois, Iowa, Minnesota & Wisconsin
Maritimes	Newfoundland
Mid America	Kansas, Missouri, North & South Dakota, & Oklahoma
Motor Region	Michigan
Northern California	Northern California
Ohio	Ohio
Pacific Northwest	Idaho, Oregon & Washington
Prairie/Can AM	Alberta, Saskatchewan, Manitoba & Montana
Rebel	Georgia, North & South Carolina, Alabama & Eastern Tennessee
Rocky Mountain	Colorado, Utah
San Diego	San Diego, California
Southern California	Southern California
Southern Delta	Arkansas, Louisiana, Mississippi, Western Tennessee
St. Lawrence	Eastern Ontario, Kingston, Ottawa, Montreal, Quebec,
Texas Region	Texas
Upper Canada	Ontario
Yankee Region	Massachusetts, Vermont, New Hampshire, Rhode Island, Maine

Societies:

Derby Bentley Society - RR built Bentleys 1933-39
Modern Car Society - Rolls-Royce and Bentley automobiles produced after 1967
The Silver Cloud and Bentley "S" Society - Rolls-Royce Silver Clouds and Bentley 'S' Type motor cars
Phantom I Society - - Rolls-Royce Springfield and Derby Phantom I motorcars
Phantom II Society – Rolls-Royce Phantom II motorcars
Early Post War Society – Rolls-Royce and Bentley cars made after WWII and before the Silver Cloud series.

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1005 Shoup Award

Effective Date 1 January 2009

Shoup Award Outstanding Region/Affiliate Participation

The Shoup Award was created by the Rebel Region to encourage pre-war car participation in Region/Affiliate meets. The event must be a single day affair; multi-day tours or meets are not recognized as Shoup eligible events. There is no limit as to the number of cars a Region/Affiliate member can bring to the meet, however, a Region/Affiliate member must own all cars computed in the score. It is the responsibility of the Region/Affiliate applying for the award to record each member's name and their car(s) make, year, model, and chassis number. Once the data is organized, the material is then submitted to the Vice-President of Regions and Affiliates. The time frame for eligible meets usually runs from July 1 to June 30. Contact the Vice-President Regions/Affiliates for exact dates. The winner of the Shoup Award will be announced at the awards banquet during the Annual Meet.

Pre-war cars will receive 25 points and post-war cars will receive 10 points for participating in a Region/Affiliate meet. There are no bonus points for body styles, chassis types, etc. However, Edwardian Ghosts will receive 50 points for participating. The total car score is then divided by the number of Region/Affiliate members. This weighs the score such that small Regions/Affiliates can compete fairly with large Regions/Affiliates. The smallest Region in the RROC is on equal footing with the largest.

Organizing and conducting an event that encourages a large turnout of member's cars is exciting, challenging, and rewarding. It can be great fun too! Those Regions that have been Shoup winners in the past have worked diligently to first, produce an interesting event, and then, work very hard to get members to bring their cars. The Vice-President of Regions/Affiliates is great source of advice on how to properly plan and organize a Shoup eligible event.

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1100 TECHNICAL ADMINISTRATION

ROLLS-ROYCE OWNERS' CLUB

POLICIES AND PROCEDURES MANUAL

1101 Technical Support Committee

Effective Date 1 January 2009

The Technical Support Committee is responsible for the development and administration of the RROC's programs, material and member support regarding the maintenance, repair and restoration of Rolls-Royce and Bentley cars. The Technical Support Committee may include sub-committees to focus on specific models or a range of cars. The Chairperson of the Technical Support Committee is appointed by the Board of Directors. The Committee shall have at least four total members.

The committee's responsibilities shall include:

1. Managing and administering the budget allocated to technical support activities
2. Produce technical support material regarding the maintenance, repair and restoration of Rolls-Royce and Bentley cars
3. Work with staff of *The Flying Lady* to produce technical articles
4. Recruiting technical experts on various models and in various cross-model systems to serve as consultants to club members
5. Promote and provide technical seminars to members
6. Partner with Rolls-Royce Foundation on publication of technical information and providing technical seminars
7. Work with Regions and Societies to promote and provide technical seminars
8. Propose changes to the policies and procedures for the Technical Support Committee

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1200 OTHER POLICIES AND PROCEDURES

ROLLS-ROYCE OWNERS' CLUB POLICIES AND PROCEDURES MANUAL

1201 Meetings Called by Directors

Effective Date 1 January 2009

POLICY: A majority of directors may call a meeting of the Board of Directors under Article 12.c. of the bylaws.

PROCEDURE:

1. More than half of the total number of Board members may submit a petition by mail, electronically or in person to call a meeting. The request must be submitted to the Secretary.
2. A Board member may request that the secretary poll the Board members in lieu of a petition for a meeting.
3. The proposed meeting must have an agenda or subject.
4. The secretary will set the time and place for the meeting once the meeting is approved by the Board.
5. There shall be a minimum of seven days notice for a special meeting unless such notice is waived by the directors per the bylaws.