#### ARTICLES OF INCORPORATION

OF

#### SPACECOAST FREEWHEELERS BICYCLE CLUB, INC.

We, the undersigned subscribers, acknowledge and file these Articles of Incorporation for the purpose of forming under the provisions of Chapter 617 of the Florida Statutes, a corporation for the lawful purposes set forth herein and not for pecuniary profit.

### ARTICLE I

The name of this corporation is Spacecoast Freewheelers Bicycle Club, Inc., hereinafter referred to as the "Association" or the "Club".

### ARTICLE II PURPOSES

The general nature of the objects and purposes of the Association shall be to promote the general interests of bicycling in all its phases; to encourage and facilitate touring, meets, races, cycle outings and all forms of recreational cycling activities; to defend and protect the rights of bicyclists; to secure better understanding and recognition of the need for safe riding conditions; to encourage the allocation of facilities for cycling on public lands; to advocate the registration of bicycles in the interest of safety, proper regulation and recognition of the bicycle as a vehicle for pleasure, health and economical transportation; to cooperate with public authorities in the observance of all traffic regulations; and to further the education of the public in the, appreciation of cycling.

## ARTICLE III QUALIFICATION OF MEMBERS

The membership of the Association shall consist of all persons hereinafter named as subscribers and such other persons as, from time to time hereafter, may become members in the manner provided in the by-laws. Voting members of the Association must be over eighteen (18) years of age.

## ARTICLE IV TERM OF EXISTENCE

The Club is to exist perpetually.

#### ARTICLE V SUBSCRIBERS

The names and residence addresses of the subscribers to these Articles are appended at the end of these Articles.

#### ARTICLE VI GOVERNING BODY

Section 1. Board of Directors: The policy making authority shall be vested in a Board of Directors. This Board shall be comprised of seven (7) members, or of such lesser number, not less than three (3), as may be provided by the by-laws. The President and Vice-President of the Club shall serve as Chairman and Alternate Chairman of the Board, ex officio, respectively. The Treasurer and Secretary shall likewise be ex officio members of the Board. The remaining members shall be nominated from the floor and elected by the

Club. Current management of the affairs of the Club shall be vested in its officers, except that if any two officers disagree with a current or proposed action, they may on due notice call a special meeting of the Board of Directors, and the Directors will resolve the controversy.

 $\underline{\text{Section 2}}.$  Officers: The officers of the Club shall be the four designated above and such others as provided by the by-laws.

Section 3. The following named persons shall serve in the office designated, and also as Director, until the first annual meeting of the Club, to be held at 10:00 A.M. on the first Sunday of August each year:

NAME AND ADDRESS		OFFICE	DIRECTOR
Michael K. Schuler	325 St. Pierro Ct. Merritt Island, Fla.	President	Director
Patricia A. Harrell	65 A Washington St. Satellite Beach, Fla.	Vice President	n
Carolyn A. Schuler	325 St. Pierro Ct. Merritt Island, Fla.	Secretary	W
Irvin R. Hayes	2616 Drifwood Dr. Titusville, Fla.	Treasurer	w
Charles LeMaire	PSC Box 7369 Patrick AFB, Fla.	Tour Director	w
Vincent S. Lamb, Jr.	Rt. 3, Box 974 Merritt Island, Fla.	Race Director	W.

 $\underline{\text{Section 4}}$ . Directors, and officers shall be voting members of the Club, and shall be elected at the annual meeting of the Club. Their terms shall commence immediately upon election.

### ARTICLE VII BY-LAWS

Section 1. The Board of Directors of the Association shall adopt such initial By-Laws of the Association in such form as they deem necessary for the conduct of its business and the carrying out of its purposes and thereafter such By-Laws may be amended or supplemented by the members of its Association as hereinafter provided.

 $\underline{\text{Section 2}}$ . Upon proper notice the By-Laws may be amended, altered or rescinded by a two-thirds (2/3) vote of the voting members of the Association provided a quorum is present at such meeting.

Section 3. Amendments to the By-Laws may be proposed by any voting member and shall be incorporated into the By-Laws if adopted by the voting members as provided in Section 2, above. At least ten (10) days written notice of any proposed changes in the By-Laws must be given to all voting members prior to any regular meeting or any special meeting at which such change in the By-Laws is to be voted upon. Notice may be delivered personally, or by mail to the last address of record.

### ARTICLE VIII AMENDMENTS

 $\underline{\text{Section 1}}$ . These Articles of Incorporation may be amended at any special meeting of the members of the Association called for that purpose or at any regular meeting of the members of the Association upon notice given, as provided herein, of intention to

submit such amendments.

Section 2. Amendments to these articles may be proposed by any voting member and shall be incorporated in the articles if approved by a two-thirds (2/3) majority of the voting members attending and voting at a meeting of the membership duly held following at least fifteen (15) days written notice of any proposed change in the articles to be voted upon.

## ARTICLE XI LOCATION

The location of the Corporation shall be at Ten Speed Drive Bicycle Shop, 33 South Atlantic Ave., Cocoa Beach, Florida.

## ARTICLE X NONPROFIT STATUS

No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer.

### ARTICLE XI INDEBTEDNESS

The highest amount of indebtedness or liability to which the Corporation may at any time subject itself shall never be greater than 75% of the value of the property of the Corporation.

### ARTICLE XII POWERS

In order to promote the purpose of the Corporation, it may acquire property by grant, gift, purchase, devise or bequest and hold and dispose of such property as the Corporation shall require for the benefit of the members and not for pecuniary profit.

### ARTICLE XIII MEETINGS

- Section 1. The annual meeting for election of members of the Board of Directors shall be held at  $10\!:\!00$  A.M. on the first Sunday of August.
- Section 2. The Corporation may provide in its By-Laws for the holding of additional regular meetings and any special meetings, and shall provide notice of all such meetings.
- $\underline{\text{Section 3}}$ . The voting members present at a meeting shall constitute a quorum provided that such members shall constitute at least ten percent (10%) of the voting members of the association.

## ARTICLE XIV RECALL OF DIRECTORS

The entire Board of Directors, or any of them, may be recalled from office by a vote of 75% of the voting members attending and voting at two consecutive meetings held no less than 14 days after called by written notice to the members specifically for the purpose of recalling the directors named in such notice. New directors may be elected at the second such meeting.

IN WITNESS WHEREOF, we, the undersign have hereunto set our hands and seal, 19, for the purpose of corporation not for profit under the	, this day of forming this Corporation as a		
Michael K. Schuler 325 St. Pierre Ct. Merritt Island, Florida 32952			
Patricia A. Harrell 65 A Washington St. Satellite Beach, Florida 32937			
Carolyn A. Schuler 325 St. Pierre Ct. Merritt Island, Florida 32952			
Irvin R. Hayes 2616 Driftwood Drive Titusville, Florida 32780			
Vincent S. Lamb Rt. 3, Box 974 Merritt Island, Florida 32952			
Bruce N. Betker 1174 C School Avenue Patrick AFB, Florida			
Charles LeMaire PSC Box 7369 Patrick AFB, Florida 33925			
STATE OF FLORIDA ) ) ss COUNTY OF )			
Before me, a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared the above-named persons, to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed and subscribed to these Articles of Incorporation.			
Witness my hand and official seal in the county and state last aforesaid this day of, 19			
	Notary Public		
	My Commission Expires:		

## SPACECOAST FREEWHEELERS BICYCLE CLUB, INC. BY-LAWS

## ARTICLE I MEMBERSHIP

- <u>Section 1</u>. The membership will be comprised of three types, voting, under 18 and honorary.
- $\underline{\text{Section 2}}$ . Voting members shall be anyone over 18 years of age, paying full dues and fees, who is or has been a rider and subscribe to the objectives of this club. They have full voting and office holding privileges.
- Section 3. Under 18 members shall be those who have not yet reached their 18th birthday. They shall have all rights and privileges of voting members except those of voting on fiscal or other policy matters and the holding of any office on the Board of Directors. Upon attainment of their 18th birthday and payment of full dues and fees they will become Active Members in good standing.
- Section 4. Honorary membership may be bestowed upon those non-club members the club feels have done the most for cycling in our state. No more than one per fiscal year shall be proposed by the Board of Directors for the majority approval by the membership. These honorary members have no voting privileges, pay no dues or fees, but may participate in club sponsored activities. They shall be elected with the new officers and shall be awarded their distinct award at the annual meeting.
- Section 5. Any persons shall be eligible to membership provided that such person shall tender to the chairman of the membership committee a completed membership application and has made payment of all fees and dues, provided, however, that any applicant or member who performs acts prohibited by law or repeatedly conducts himself in a manner which is repugnant to the membership may upon a majority vote of the Board of Directors be denied or divested of his membership.
- $\underline{\text{Section 6}}$  . Club dues will be established periodically by the Board of Directors.
- <u>Section 7</u>. Fees for special events will vary, will be clearly defined as to coverage, and announced well in advance of entry.
- $\underline{\text{Section 8}}$ . Renewal of membership by payment of dues is required within thirty (30) days from expiration day. Failure to remit dues by expiration date automatically cancels club privileges for delinquent member.

## ARTICLE II OFFICERS

Section 1. The general officers of the club shall be the following:

- 1. President and Chairman of the Board
- 2. Vice President
- 3. Secretary

- 4. Treasurer
- 5. Tour Director
- 6. Race Director

### Section 2. President and Chairman of the Board shall:

- 1. Preside over Board meetings.
- 2. Guide the members of the Board in devising and implementing policy and practice aimed at effective, coordinated pursuit of club objectives for the best interests of the club. He votes in Board meetings only to break a tie-vote.
- 3. Preside at Board of Directors meetings, appoint needed committees and/or chairman of committees as directed by the Board. He is spokesman for the club in public and makes presentations.
  - 4. Issue call for special meetings when necessary.

#### Section 3. Vice President

- 1. Chairman of membership committee.
- 2. Chairman of Finance auditing committee.
- 3. Shall give the Board of Directors report at annual meetings.
- 4. Shall preside at Board and/or annual meetings in the absence of the President.

#### Section 4. Secretary

- 1. Keeps an accurate roll of membership.
- 2. Keeps accurate minutes of meetings.
- 3. Notifies members of meetings and other activities.
- 4. Is repository of all records and reports of meetings, competitions, correspondence, and news clippings.

#### Section 5. Treasurer

- 1. Shall prepare and submit a proposed budget for fiscal year.
- 2. Shall maintain an accurate account of all monies and at the end of the year shall present a complete accounting of all transactions of the previous fiscal year.
- 3. Shall report a complete balance sheet at all annual meetings.

### Section 6. Tour Director

1. Shall be responsible for the scheduling, direction and conduct of all non-competitive rides. He shall have the power and responsibility to appoint the necessary assistants to insure proper conduct and safety of all participants. His authority on the road shall not be challenged while on the road. Dissatisfied members shall bring their complaints to the Board for arbitration.

#### Section 7. Race Director

- 1. Shall be responsible to promote, train and implement all racing activities of the club. He shall have the power and responsibility to appoint the necessary assistants to insure proper conduct and safety of all participants. His authority on the road shall not be challenged while on the road. Dissatisfied members shall bring their complaints to the Board for arbitration.
- $\underline{\text{Section 8}}$ . The officers shall serve for one year and are eligible for re-election.
- Section 9. Any member wishing to have the performance of an officer, not carrying out his duties, discussed or questioned for possible re-orientation of his duties, as prescribed by the Articles of Incorporation, the By-Laws and/or any resolution passed by a business meeting, shall have a resolution passed requesting the Board of Directors to discuss the matter with the individual at the next Board meeting. If said officer does not then follow his prescribed duties, his resignation shall be demanded.
- $\underline{\text{Section 10}}$ . Vacancies will be filled by the Board of Directors. Directors elected by the Board of Directors shall be elected only for the balance of the term.

### ARTICLE III MEETINGS

- $\underline{\text{Section 1}}$ . Board of Directors meetings shall be held quarterly.
- Section 2. Annual meetings shall be held at 10:00 A.M. on the first Sunday of August.
- $\underline{\text{Section 3}}$ . Special meetings shall be called by the President, Chairman of the Board when necessary. At least ten (10) days notice shall be given, unless waiver is secured.
- Section  $\underline{4}$ . Those present at the annual meeting constitute a quorum provided such members constitute at least ten percent (10%) of the voting members of the Club.

# ARTICLE IV BOARD OF DIRECTORS

- Section 1. The Board of Directors shall consist of  $\underline{\text{seven}}$  (7) members. The seven directors will be comprised of the officers plus any necessary individual voting members from the membership at large.
- Section 2. The nominating committee, appointed by the President shall present a slate of candidates to the membership one month prior to the Annual meeting. Nominations will also be accepted from the membership at the Annual meeting.
- <u>Section 3</u>. Election of the officers will be by a majority of the members present at the Annual Meeting. Installation of officers-elect shall take place immediately.
- Section 4. The Board of Directors shall have general supervision of the affairs of the Club between its Annual meetings, fix the hour and place of meetings, make recommendations to the Club, and shall perform such other duties as are specified in these By-Laws. The Board shall be subject to the orders of the Club and none of its acts shall conflict with action taken by the Club.

 $\underline{\text{Section 5}}$ . Unless otherwise ordered by the Board, regular meeting of the Board of Directors shall be held at least quarterly. Special meetings of the Board can be called by the President whenever necessary.

Section 6. Four (4) members of the Board shall constitute a quorum.

## ARTICLE V COMMITTEES

- $\underline{\text{Section 1}}$ . The Membership Committee whose duty it shall be to encourage persons for membership in the Club.
- $\underline{\text{Section 2}}$ . The Finance Auditing Committee whose duty it shall be to audit the Treasurer's accounts at the close of the fiscal year and to report at the Annual Meeting.
- $\underline{\text{Section 3}}$ . The Publicity Committee whose duty it shall be to publicize events and activities of the Club.

#### ARTICLE VI PARLIAMENTARY AUTHORITY

Section 1. The rules contained in the current edition of Roberts Rules of Order shall govern the Club in all cases to which they are not inconsistent with these By-Laws and any special rules of order the Club may adopt.

## ARTICLE VII AMENDMENT OF BY-LAWS

 $\underline{\text{Section 1}}$ . Amendments to these By-Laws may be proposed by any member over 18 and shall be incorporated into these By-Laws if approved by a majority of those voting at a regular meeting or any special meeting called for that purpose.