

BYLAWS OF SRQ BMX, Inc.

ARTICLE I *Name & Purpose*

The name of this organization will be known as SRQ BMX, Inc.

SRQ BMX, Inc. has been assembled as the governing body of this organization, located in the State of Florida. The organization is sanctioned by the USA BMX and is a member of the Sunshine State BMX Association, Inc.

SRQ BMX, Inc. will be responsible for promoting the sport of bicycle motocross. This will include but not be limited to good sportsmanship, respect, proper bicycle safety, and encouragement of family participation in the sport of bicycle motocross. SRQ BMX, Inc. will also assist with improvements, races and promotion of our local track for both international and domestic events.

ARTICLE II *Membership*

Section 2.1. General Membership: Every person, age 18 or over, who attends a SRQ BMX meeting, will become a member of SRQ BMX by attending the required meetings. All members may participate in open discussions; however, only Voting Members may be entitled to put a motion on the floor for discussion. All members shall adhere to all policies and procedures established by the organization's Board of Directors.

Section 2.2. Voting Member: To become a Voting Member you must meet the following criteria:

Members First Year: Must attend three (3) out of four (4) consecutive meetings prior to receiving voting rights at the fourth (4th) meeting. To retain voting rights you must not miss more than two consecutive meetings. If you do miss two consecutive meetings, then you must start over by attending no less than two consecutive meetings to reinstate voting rights. It is the responsibility of the Secretary to hand the Chairman/President a list of eligible voters at the beginning of each meeting.

Members Second Year and Longer: If a member misses more than two consecutive meetings due to circumstances beyond their control, a member may make a request to the Board of Directors to keep their voting rights.

Section 2.3. Motions: A Voting Member is entitled to put a motion on the floor for discussion and vote, however only for matters that are not regarding policies and procedures and financials of SRQ BMX. Motions concerning policies and procedures and financials may only be put on the floor and voted on by the Board of Directors. Exception, the Voting Members are entitled to put a motion on the floor and vote for any changes regarding SRQ BMX's Bylaws or Articles of Incorporation.

Section 2.4. Voting Members Quorum: A quorum will consist of at least a majority of all Voting Members.

ARTICLE III ***Board of Directors***

Section 3.1. General Powers: The Board of Directors (“the Board”) shall be responsible for governance, the ongoing process of due diligence to assure the health and effectiveness of the organization. The Board shall have the power to govern the affairs and property of the organization, in keeping with policies it establishes that define the Board’s scope of authority and limitations. The Board is solely responsible for voting on motions that affect the organization’s policies and procedures and financials, including but not limited to, any contractual agreements with third parties, and financial decisions of major and permanent track improvements.

Section 3.2. Number of Directors: The Board shall consist of at least 3 and no more than 9 members, as determined from time to time by the Board. All Directors shall have identical rights and responsibilities.

Section 3.3. Tenure: Directors shall serve a term of two (2) years from the date of their election. A full two-year term shall be considered to have been served upon the passage of two (2) annual meetings. Directors shall take office immediately following the close of the annual meeting at which they are elected. No Director shall serve more than two (2) consecutive two-year terms. Directors can seek re-election to the Board after having been off the Board for an entire two-year term. Fulfilling an incomplete term is not considered part of the term limit. Directors shall serve staggered terms to balance continuity with new perspective.

Section 3.4. Board Members: Members of the Board of Directors shall adhere to all policies and procedures established by the Board.

Section 3.5. Composition of the Board of Directors: Board members shall be sought who reflect the qualifications and diversity determined by the Board in its policies. No two people from same, immediate family will serve on the Board during the same term.

Section 3.6. Nomination and Election: The Election Committee shall present a slate of Voting Members eligible for election at the annual meeting. All Voting Members are entitled to vote. The newly elected Board members shall take office immediately following the close of the meeting at which they are elected.

Section 3.7. Vacancies: Any vacancy occurring in the Board of Directors and any position to be filled by reason of an increase in the number of Directors may be filled, upon recommendation of a qualified candidate by the Election Committee, by the affirmative vote of the majority of the Board. A Director elected to fill the vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 3.8. Resignation: A Director may resign at any time by filing a written resignation with the Chair of the Board.

Section 3.9. Removal: The Voting Members may remove any Officer or Director for cause by two-thirds (2/3) vote of all Voting Members, at any regular or special meeting of the Board, provided that a statement of the reason or reasons shall have been mailed by Registered Mail to the Officer or Director proposed for removal at least thirty (30) days before any final action is taken. This statement shall be

accompanied by a notice of the time when, and the place where, the Voting Members are to take action on the removal. The Officer or Director shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice. Any vacancy caused by removal will be filled in accordance with Section 3.7 Vacancies.

ARTICLE IV *Officers of the Board of Directors*

Section 4.1. Positions: There shall be four (4) elected officers of the Board of Directors: Chair, Vice Chair, Secretary, and Treasurer. The roles and qualifications of these Officers shall be determined by the Board in its policies.

Section 4.2. Nomination and Election: The Governance Committee shall present a slate of Officers to the Board of Directors. The nominated Officers shall be drawn from among the members of the Board of Directors. The election of Officers shall be held at the annual meeting of the Board, immediately following the election of the Board members. The newly elected Officers shall take office immediately following the close of the meeting at which they are elected and the term of office shall be one year.

Section 4.3. Tenure: The term for each Officer shall be the one-year period commencing with the date of the annual meeting of the members. No single individual may be elected for more than 4 consecutive one-year terms in any single office.

Section 4.4 Chair Succession: In cases of temporary absence, the succession shall be Vice Chair, Treasurer, and then Secretary. In the event that the elected Chair is unable to fulfill his/her term, the Vice Chair shall become Chair. The Vice Chair position shall not automatically succeed to the Chair. Any individual Board member shall be a candidate for Chair.

ARTICLE V *Meetings*

Section 5.1. Regular and Annual Meeting: Quarterly meetings of the membership will be held on the third Wednesday of each month, one of which shall be the annual meeting, held in Florida of each year. Notice shall be given to each Voting Member at least seven (7) days prior to the date of every regular meeting. Stipulation of the annual membership meeting in the calendar shall fulfill the requirement for notice.

Section 5.2. Special Meetings: Special meetings of the Board of Directors may be called by the Chair or by a majority of the Board filing a written request for such a meeting with the Chair and stating the object, date, and hour therefore. Due notice of special meetings shall be given seven (7) days prior to such a meeting.

Section 5.3. Quorum: One-half plus one (1) of the Directors then in office shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors, except where otherwise required by these Bylaws. Voting is by majority unless otherwise specified in these Bylaws.

Section 5.4 Meeting Format: The Board shall select the meeting format in any method allowed by the laws of the state of Florida. Any such meeting, whether regular or special, complying with Sections

5.1 or 5.2 shall constitute a meeting and shall subscribe to the policies, procedures, and rules adopted by the Board.

Section 5.5. Meeting Notice: Notice of all regular and special meetings, an agenda of all items to be discussed at such meetings, and agenda support materials shall be circulated to all Voting Members and/or Directors prior to the meeting. Any Voting Member or Director may waive notice of any meeting. The attendance of a Voting Member or Director at any meeting also shall constitute a waiver of notice of such meeting, except where a Voting Member or Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5.6. Action: Any action required by the Board of Directors may be taken without a meeting, if all Directors receive notice of said proposed action in writing or by electronic transmission, and a majority of Directors consent thereto in writing or by electronic transmission. Response to the information shall constitute a waiver of notice requirements. The writing(s) or electronic transmission(s) shall be filed with the minutes of proceedings of the Board and maintained in the official files. The quorum requirement for any such action shall be as stated in Section 5.3.

Section 5.7. Proxy and Alternates: Voting by proxies shall not be permitted. An absentee Voting Member or Board member may not designate an alternate to represent him or her at a meeting.

ARTICLE VI

Staff

The Board of Directors shall have the discretion to appoint a chief staff person and other staff personnel, who shall be responsible for carrying out the work of SRQ BMX, Inc. in accordance with the policies established from time to time by the Board of Directors.

ARTICLE VII

Committees

Section 7.1. Establishment and Operation of Committees: The Board of Directors shall establish such committees and task forces as advisable to assist with governance, without compromising the Board's authority and in keeping with the policies established by the Board.

Section 7.2. Appointment of Committee Chairs: These committees shall operate in accordance with the roles and policies established by the Board. The Chair, in consultation with the chief staff person, shall appoint committee chairs.

ARTICLE VIII

Fiscal Year

The fiscal year of the organization shall be the calendar year.

ARTICLE IX

Rules of Order

The rules of order in the current edition of Robert's Rules of Order shall govern the conduct of all meetings of SRQ BMX, Inc. except where they may be in conflict with the Articles of Incorporation, these Bylaws, or other policies adopted by the Board of Directors.

ARTICLE X
Indemnification

SRQ BMX, Inc. will indemnify its Directors, Officers, employees, and volunteers to the fullest extent permitted by the laws of the state of Florida.

ARTICLE XI
Amendments

These Bylaws may be amended at a regular meeting by a two-thirds vote of all Voting Members, provided that notice of the proposed amendment, together with a copy thereof, will be distributed to each Voting Member at the previous meeting prior to the meeting at which the amendment is to be considered.

ARTICLE XII
Dissolution

In the event of the dissolution of SRQ BMX, Inc., and after the payment of all debt and return of charitable contributions as appropriate, all assets shall be distributed to an IRS 501c organization, selected by the Board of Directors, and reflective of SRQ BMX's mission.

Approved 10/11/2017