

BYLAWS OF GULF COAST VELO, INC.

A Florida Corporation not-for-profit

1. GENERAL PROVISIONS.

1.01 Identity. These are the BYLAWS of GULF COAST VELO, INC. hereinafter referred to as the "CLUB", a corporation not-for-profit formed under the laws of the State of Florida. The CLUB has been organized for the purposes stated in the ARTICLES and shall have all of the powers provided in these BYLAWS, the ARTICLES, the DECLARATION, and any statute or law of the State of Florida, or any other power incident to any of the above powers.

1.02 Principal Office. The principal office of the CLUB shall be at such place as the BOARD may determine from time to time.

1.03 Fiscal Year. The fiscal year of the CLUB shall be the calendar year.

1.04 Seal. The seal of the CLUB shall have inscribed upon it the name of the CLUB, the year of its incorporation and the words "Corporation Not-for-Profit". The seal may be used by causing it, or a facsimile thereof, to be impressed, affixed or otherwise reproduced upon any instrument or document executed in the name of the CLUB.

1.05 Inspection of Books and Records. The books and records of the CLUB shall be open to inspection by all MEMBERS or their authorized representatives, upon request, during normal business hours or under other reasonable circumstances. Such records of the club shall include current copies of the DECLARATION, ARTICLES and BYLAWS, and any amendments thereto, any contracts entered into by the club, and the books, records and financial statements of the CLUB.

1.06 Definitions. unless the context otherwise requires, all terms used in these BYLAWS shall have the same meaning as are attributed to them in the ARTICLES, and the DECLARATION.

2. MEMBERSHIP IN GENERAL.

2.01 Qualification. Pursuant to the ARTICLES, all members who are current on their membership dues shall be voting members of the CLUB. Membership cannot be transferred.

2.02 Member Register. The secretary of the CLUB shall maintain a register showing the names and addresses of the members of the CLUB. It shall be the obligation of each member of the CLUB to advise the secretary of any change of address.

3. MEMBERSHIP VOTING.

3.01 Voting Rights. There shall be one vote for each member who is current on his/her annual dues.

3.02 Majority Vote. The acts approved by a majority of the votes present in person at a meeting shall be binding upon all members, except where otherwise provided by law, in the DECLARATION, in the

ARTICLES, or in these BYLAWS. Unless otherwise so provided, at any regular or special meeting, the presence in person or of persons entitled to cast the votes for a majority shall constitute a quorum.

3.03 Prospective members must have a current member reference and complete a membership application which is subject to approval by a majority vote of the BOARD. Applications for membership can be denied by a majority vote of the Board for any reason. Club memberships can be revoked by a unanimous vote of the Board. Memberships are for the calendar year and expire on December 31st.

4. MEMBERSHIP MEETINGS.

4.01 Who may Attend. All members current in their annual membership dues may attend any annual or special membership meeting. A quorum is established by the voting members present in a membership meeting.

4.02 Place. All meetings of the members shall be designated by the BOARD and stated in the notice of meeting.

4.03 Notices. Notice stating the place, day and hour of any meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be announce on the Club Facebook page.

4.04 Annual Meeting. The annual meeting for the purpose of electing directors and transacting any other business shall be held at a time and place designated by the BOARD.

4.05 Special Meetings. Special meetings of the members may be called at any time by any director, the president, or at the request, in writing, by not less than 25% of the members.

4.06 Adjournments. Any meeting may be adjourned or continued by a majority vote of the members present in person and entitled to vote, or if no member entitled to vote is present, then any officer of the CLUB, may adjourn the meeting from time to time.

4.07 Organization. At each meeting of the members, the president, the vice president, or any person chosen by a majority of the members present, in that order, shall act as chairman of the meeting. The secretary, or in his absence or inability to act, any person appointed by the chairman of the meeting, shall act as secretary of the meeting.

4.08 Order of Business. The order of business at the annual meetings of the members shall be:

4.08.01 Reports of directors, officers or committees

4.08.02 Nomination and Election of directors 4.09.03 Unfinished business 4.09.04 New business 4.09.05 Adjournment

4.09 Minutes. The minutes of all meetings of the members shall be kept in a digital file available for inspection by the members or their authorized representatives, and the directors, at any reasonable time. The CLUB shall retain these minutes for a period of not less than three years.

5. DIRECTORS.

5.01 Membership.

5.01.01 The affairs of the CLUB shall be managed by the BOARD of not less than three (3) nor more than nine (9) directors.

5.02 Election of Directors by Members. Election of directors to be elected by the members of the CLUB shall be conducted in the following manner:

5.02.01 Except as provided above, the members shall elect directors at the annual member's meeting.

5.02.02 Prior to an annual meeting at which directors are to be elected by the members, the existing BOARD may nominate a committee, which committee shall nominate one person for each director to be elected by the members, on the basis that the number of directors to serve on the BOARD will not be altered by the members at the members' meeting. Nominations for additional directorships created at the meeting shall be made from the floor, and other nominations may be made from the floor.

5.02.03 The election of directors by the members shall be by verbal or ballot and by a plurality of the votes cast, each member voting being entitled to cast his votes for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting. If there are the same number or fewer nominees than open Board position, a member vote is not necessary and positions can be filled by the outgoing Board of Directors confirming the nominees to the new Board of Directors.

5.03 Term of Office. All directors elected by the members shall hold office for a term of (2) two years.

5.04 Organizational Meeting. The newly elected BOARD shall meet for the purposes of organization, the election of officers and the transaction of other business immediately after their election or within ten (10) business days of same at such place and time as shall be fixed by the directors at the meeting at which they were elected, and no further notice of the organizational meeting shall be necessary.

5.05 Regular Meetings. Regular meetings of the BOARD may be held at such time and place as shall be determined from time to time, by a majority of the directors.

5.06 Special Meetings. Special meeting of the BOARD may be called by any director, or by the president, at any time.

5.07 Notice of Meetings. Notice of each meeting of the BOARD shall be given by the secretary, or by any other officer or director, which notice shall state the day, place and hour of the meeting. Notice of such meeting shall be delivered to each director either personally or by telephone, text, email or through the Club Facebook page, at least 24 hours before the time at which such meeting is to be held.

5.08 Quorum and Manner of Acting. A majority of the directors determined in the manner provided in these BYLAWS shall constitute a quorum for the transaction of any business at a meeting of the BOARD.

5.09 Adjourned Meetings. A majority of the directors present at a meeting may adjourn any meeting of the BOARD to another place and time. Notice of any such adjourned meeting shall be given to the directors who are not present at the time of the adjournment, and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors. At any adjourned meeting, any business that might have been transacted at the meeting as originally called may be transacted without further notice.

5.10 Presiding Officer. The presiding officer of the BOARD meetings shall be the President. In the absence of the President, the directors shall designate one of their members to preside.

5.11 Order of Business at a BOARD meeting shall be:

5.11.01 Calling of roll

5.11.02 Reports of officers and committees

5.11.03 Unfinished business

5.11.04 New business

5.11.05 Adjournment

5.12 Minutes of Meetings. The minutes of all meetings of the BOARD shall be kept in a digital file available for inspection by the members of the CLUB at any reasonable time. The CLUB shall retain these minutes for a period of not less than four years.

5.13 Committees. The BOARD may appoint committees. Any committee shall have and may exercise such powers, duties and functions as may be determined by the BOARD from time to time, which may include any powers which may be exercised by the BOARD and which are not prohibited by law from being exercised by a committee.

5.14 Resignation. Any director may resign at any time by giving written or verbal notice of his resignation to another director or officer. Any such resignation shall take effect at the time specified therein or, if the time when such resignation is to become effective is not specified therein, immediately upon its receipt; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.15 Removal of Directors - Directors may be removed as follows:

5.15.01 Any director may be removed by majority vote of the remaining directors if such director (a) has been absent for the last three consecutive BOARD meetings or has been delinquent in paying annual dues for more than thirty (30) days, or has been found to violate Gulf Coast Velo's Code of Conduct or any component of the club's governing documents.

5.15.02 Any director may be removed with or without cause by the vote of a majority of the members of the CLUB at a special meeting of the members called by not less than ten percent of the members of the

CLUB expressly for that purpose. The vacancy on the BOARD caused by any such removal may be filled by the members at such meeting or, if the members shall fail to fill such vacancy, by the BOARD, as in the case of any other vacancy on the BOARD.

5.16 Vacancies.

5.16.01 Vacancies in the BOARD may be filled by – a majority vote of the directors then in office or by a sole remaining director, and a director so chosen shall hold office until the next annual election.

5.17 Compensation. Directors shall not be entitled to any compensation unless the members elect to pay them compensation, and set the amount of such compensation, at any meeting of the members.

5.18 Powers and Duties. The directors shall have the right to exercise all of the powers and duties of the CLUB, express or implied, existing under these BYLAWS, the ARTICLES, the DECLARATION, or otherwise provided by statute or law.

6. PARLIAMENTARY RULES.

6.01 Roberts' Rules of Order (latest edition) shall govern the conduct of the CLUB meetings when not in conflict with any DECLARATION, the ARTICLES, or these BYLAWS.

7. AMENDMENTS. Except as otherwise provided, these BYLAWS may be amended in the following manner:

7.01 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

7.02 Initiation. A resolution to amend these BYLAWS may be proposed either by any director, or by or at the direction of ten (10%) percent or more of the members of the CLUB.

8.03 Adoption of Amendments.

8.03.01 A resolution for the adoption of the proposed amendment shall be adopted either: (a) by unanimous vote of all of the directors; or (b) by not less than a majority of the votes of the entire membership of the CLUB. Any amendment approved by the members may provide that the BOARD may not further amend, modify or repeal such amendment.

8.04 No amendment shall make any changes in the qualification from membership nor in the voting rights without approval by all of the members No amendment shall be made that is in conflict with the DECLARATION or the ARTICLES.

9. MISCELLANEOUS.

9.01 Tenses and Genders. The use of any gender or any tense in these BYLAWS shall refer to all genders or to all tenses, wherever the context so requires.

9.02 Partial Invalidity. Should any of the provisions hereof be void or become unenforceable at law or in equity, the remaining provisions shall, nevertheless, be and remain in full force and effect.

9.03 Conflicts. In the event of any conflict, the DECLARATION, the ARTICLES, and these BYLAWS, shall govern, in that order.

9.04 Captions. Captions are inserted herein only as a matter of convenience and for reference, and in no way are intended to or shall define, limit or describe the scope of these BYLAWS or the intent of any provisions hereof.

The foregoing was adopted as the BYLAWS of the CLUB at the First Meeting of the BOARD on the ___th day of _____, 2018. Signature: _____, President