

Fourth Articles of Amendment  
To  
Articles of Incorporation  
Of  
Cape Coral BMX Association Inc.  
(A Florida Not-For-Profit Corporation)

The following amendments are made and duly adopted by the Corporation in accordance with Article IX, of the Articles of Incorporation and section 617.1001, 617.1002 and 617.1006 of the Florida Statutes. At the Cape Coral BMX Association Parent Council meeting on the 12 day of August 2023 the following amendments were passed unanimously.

Article I

The name of this corporation is Cape Coral BMX Association, Inc.

Article II

Purpose

The Corporation is organized exclusively for charitable and educational purposes within the meanings of 501(c)(3) of the Internal Revenue Code, as may be amended.

Article III

Qualifications of Members

Section 1. The Cape Coral BMX Association Inc. Shall be governed by the Parent Council.

Membership in the Parent Council shall consist of three categories:

- a. Parents or legal guardians of current registered riders who claim Cape Coral BMX as their home track.
- b. Currently registered Cape Coral riders who have reached their 18th birthday.
- c. Adult volunteers who are active at the Cape Coral BMX track.

Section 2. To be eligible to vote, a member must have attended two meetings of the last three Parent Council meetings, or 60% of parent council meetings during CCBMX fiscal year.

Article IV

Duration

The duration of the Corporation shall be perpetual. (no changes)

Article V

Subscribers

*No Changes*

## Article VI

### Board of Directors

#### **Section 1:**

- A. The day-to-day business affairs of this Corporation shall be managed by the Board of Directors. This Corporation shall have seven (5) directors the number of directors may be increased or decreased from time to time by the bylaws but shall never be less than three (3).
- B. The board members receive no compensation other than reasonable expenses. (Expense for attending meetings, postage, and long-distance telephone expense)
- C. The Board of Directors shall be members of the Corporation.
- D. The Board of Directors may conduct official meetings via electronic media (e-mail, teleconference, videoconference, and telephone)

## Article VII

### Officers

Section 1            There shall be five (5) officers of the board consisting of the Track Operator/President, Vice-President/Clerk, Treasurer, Public Relations, and Concessions Administrator.

Section 2.           The officers shall be elected at the annual meeting of the Parent Council as provided in the bylaws.

## Article VIII

### Bylaws

## **ARTICLE I – NAME, PURPOSE**

**Section 1:**        The name of the organization shall be **Cape Coral BMX Association, Incorporated**

**Section 2:**        The Cape Coral BMX Association, Incorporated is organized exclusively for charitable purposes within the meanings of 501(c)(3) of the Internal Revenue Code as may be amended. This organization fosters the amateur sports of BMX bicycle racing from beginner to the Olympics. The organization provides education for children in proper bicycle safety and the sportsmanship of BMX bicycle racing. We conduct sanctioned USA BMX bicycle races.

**Section 3:**        Cape Coral BMX Association, Incorporated is Incorporated under the laws of the State of Florida as a not-for-profit Corporation. The sole purpose of this Corporation is to provide sanctioned USA BMX racing, and the operation and maintenance of the Cape Coral BMX track.

## **ARTICLE II – MEMBERSHIP**

**Section 1:**        Membership in Cape Coral BMX, Incorporated shall consist of the members of the Parent Council.

**Section 2:**        The membership of the Parent Council shall consist of three categories:

- a. Parents or legal guardians of currently licensed riders who claim Cape Coral BMX as their home track.
- b. Currently licensed Cape Coral BMX riders who have reached their 18th birthday.
- c. Adult volunteers who are active at the Cape Coral BMX track.

### **ARTICLE III – MEETINGS**

**Section 1:** The Parent Council will meet on a monthly basis; date and time to be set by the Board of Directors. Official attendance is recorded by sign-in sheet available during Parent Council meeting.

**Section 2:** Annual meeting of the Corporation will be held in September for the election of the next years Board of Directors.

**Section 3:** A simple majority vote is needed to pass motions with the exception of changes to the Bylaws and Articles of Incorporation which will require a two thirds vote of the corporation.

**Section 4:** A member must have attended two (2) of the last three (3) Parent Council meetings, or 60% of the parent council meetings during the elections fiscal year, in order to be eligible to vote for elected officials.

**Section 5:** The President may call emergency meetings of the Parent Council. A written notice will be posted and the meeting will be announced over the public address system a minimum of one race night prior to the meeting. The notice will state the reason for the meeting. No other business may be conducted at such meeting without unanimous consent.

### **ARTICLE IV – BOARD OF DIRECTORS**

#### **Section 1:**

- The day-to-day business affairs of this Corporation shall be managed by the Board of Directors. This Corporation shall have seven (5) directors the number of directors may be increased or decreased from time to time by the bylaws but shall never be less than three (3).
- The board members receive no compensation other than reasonable expenses. (Expense for attending meetings, postage, and long-distance telephone expense)
- The Board of Directors shall be members of the Corporation.
- The Board of Directors may conduct official meetings via electronic media (e-mail, teleconference, videoconference, and telephone)

**Section 2: Officers and Duties.** There shall be seven (5) officers of the board consisting of the Track Operator/President, Vice-President/Clerk, Treasurer, Public Relations, and Concessions Administrator. Their duties are as follows:

- a. **Track Operator/President** – presides over meetings acts as mediator with County/city parks and rec creation and is the executive officer on all committees. The President's signature and Treasurer's signature is required on all checks written on the Association's accounts and on all transfers of money between checking and other accounts. Will act as representative and local

spokesman with USA BMX Association. Will be responsible for all aspects of the track operation, track construction and track maintenance, race staffing and insurance. The track operator may appoint four assistant track operators to assist in carrying out his/her duties. The track operator, assistant track operator, or designee will be on the track during practice and races observing the riders.

- b. **Vice-President** – will assume the duties of the Track Operator/President in his/her absence. Is responsible for all track race day administrative needs, registration, Moto writing, race scheduling & reports, new and renewal of rider license (membership/applications). He/she will send reports to USA BMX by completing all TORFs within three (3) business days of the race. He/she will serve as point of contact for all administrative needs with USA BMX Incorporated. Will be responsible for record-keeping, attendance, minutes of meetings, and handle all incoming and outgoing correspondence and providing copies of minutes to the President prior to the next meeting. The Secretary will provide copies of minutes of the previous Parent Council meeting to the members of the Parent Council prior to the meeting.
- c. **Treasurer** – will sign all checks with the President. He/she will keep accurate records of all monies, transactions, monthly reports and audits. Records will be maintained in accordance with currently accepted bookkeeping procedures. The Treasurer's checking account is not to exceed five thousand dollars (\$5000.00). Any surplus balance is to be transferred to the savings account. The savings account and checking account is required to have two signatures President and Treasurer to withdraw and not from the same family or household. He/she will ensure that the checkbook is available at all official meetings, races and practices. He/she will ensure that prompt payment is made on all accounts and people holding petty cash funds are paid upon presentation of approved receipts. He/she will provide a monthly balance sheet to the members present at the monthly Parent Council meeting showing all income and expenses. Will be responsible for submission of yearly taxes, as well as yearly application to maintain 501C3 status.
- d. **Public Relations/Volunteer Coordinator** – will promote the Cape Coral BMX Association, Incorporated. Will serve as point of contact for all media releases. Will contact schools and other organizations and provide flyers to promote BMX racing. Will be responsible for maintaining the [www.CapeCoralBMX.com](http://www.CapeCoralBMX.com) website. Public relations is expected to recruit volunteers to assist with distribution of promotional material as well as volunteers for local races, state races, and national events.
- e. **Concessions Administrator** – he/she will oversee the operation of the concession stand and can appoint a concession manager as necessary. Will be responsible for all ordering/purchasing of food items as well as menu creation. Is expected to operate within all city health guidelines as well as FDA guidelines. Funds from concessions will be turned over nightly to the safe or Treasurer if available.

### **Section 3 – Elected Positions**

- a. Elections shall be held annually at the September meeting of the Parent Council and should be the first order of business. Board of Director positions will assume their roles at the beginning of the Fiscal Year starting October 1, and run for a one year period ending September 30<sup>th</sup>. All Board of Director nominations shall be held at the August meeting of the parent council, and voting will take place at the September meeting of the parent council.
- b. To be eligible to vote, the Association requires that members must have attended two (2) of the last three Parent Council meetings, or 60% of the parent council meetings during the Cape Coral BMX fiscal year, no absentee ballots will be accepted.
- c. All board members will serve for one year term commencing the first of the month (October 1) following elections. All board members are eligible for reelection.
- d. Elections of new directors or reelection of current directors will occur as the first item of business at the annual meeting of the Parent Council. Directors will be elected by a simple majority vote of the Parent Council members. All nominations will be from the floor.
- e. The Track Operator/President may, with the majority concurrence of the elected officials, fill any elected vacancies that may occur, to serve the unexpired term created by the vacancy. The Parent Council will ratify the appointment at the next regularly scheduled meeting. If both the Track Operator/President and Vice President/Clerk should resign from the Association, an emergency meeting of the membership shall be called by the remaining elected officials and interim leadership voted into for the remainder of the term.
- f. Officers who are absent from three (3) consecutive meetings without a valid excuse shall be subject to removal from the office and will be notified by the Secretary in writing.
- g. A motion to remove an elected officer will be tabled for 30 days and sent to the elected officers for fact finding and recommendation to the Parent Council. The motion will be discussed and voted at the Parent Council meeting. A two thirds vote of the members present is required for removal.
- h. All board members and appointed officials shall comply with the requirements of the City of Cape Coral for background investigation.
- i. The Board of Directors shall report all activities to the Parent Council at the next scheduled meeting.

### **Section 4: Quorum**

- a. A quorum must be attended by at least 51% of the Board Members before business can be transacted or motions made or past.
- b. An officially scheduled board meeting will take place the first Tuesday of every month, any schedule changes must be made in writing to the Board of Directors with a minimum 48 hours notice.
- c. An emergency board meeting can be called at any time for a specific purpose. This purpose should be the only item on the agenda.
- d. All notices of meetings may be by electronic method (e-mail, telephone, and text message) as well as standard postal service.

## **Article V – Appointed Positions:**

*The following positions are appointed and are not members of the Board of Directors.*

- a. **Assistant Track Operator** – the Track Operator/President can appoint an assistant Track Operator. The Assistant Track Operator will assist the Track Operator/President in the performance of his/her duties. The Assistant Track Operator will serve as the Head Official in the event the Track Operator/President and Vice President/Clerk are absent from a race.
- b. **Track Assistants** – The Track Operator can appoint four (4) Track Assistants to assist him in the performance of the duties.
- c. **Assistant Clerk of Court** – the Vice President/Clerk can appoint two (2) Assistance Clerks to assist with the Vice President/Clerk's duties. One assistant Clerk of Course will serve as head scorekeeper. The second Assistant Clerk will serve as trophy chairperson and will be responsible for ordering and awarding the trophies.

## **ARTICLE VI – TRACK**

Section 1: The Track Operator will be responsible for the track safety and condition. He/she will not allow any changes to the track without prior approval of the Parent Council.

Section 2: No changes will be made to the track for a period of two weeks prior to any state race. Necessary maintenance and grooming will be permitted at the Track Operator's discretion.

Section 3: The Track Operator shall verify that an appropriate liability insurance policy is in effect prior to conducting any racing activities on the Cape Coral BMX track. A copy of this liability insurance will be forwarded to the Cape Coral Parks and Recreation upon its receipt. A copy will be maintained at the track at all times.

Section 4: All major changes to the track should be within the annual budget.

## **ARTICLE VII – MISCELLANEOUS**

Section 1: All Board and Parent Council meetings will be conducted in accordance with Robert's Rules of Order (revised).

Section 2: Amendments to these bylaws may be made in the following manner: one month prior to a vote to amend the proposed amendments must be read and discussed at a Parent Council meeting. The proposed amendments will be posted in the track's website and/or upon the advertisement board at the track. A vote of two thirds of the voting members present is required to amend the bylaws.

Section 3: The Cape Coral BMX Fiscal Year will run from October 1 through September 30<sup>th</sup>.

## **ARTICLE VIII – ACCEPTANCE**

These bylaws were approved at a meeting of the Parent Council and signed by Board of Directors of the Cape Coral BMX Association Incorporated on the 12th day of September, 2023.

### Article IX

#### Amendments

Section 1. The Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a two thirds vote of those present and eligible to vote in accordance with the bylaws.

Section 2. Amendments may also be made at a regular meeting of the membership upon giving notice, as provided in the bylaws, of intention to submit such amendments.

### Article X

#### Principal Office and Mailing Address

Principal address:

Cape Coral BMX Track  
1410 SW 6th place  
Cape Coral, Florida 33991

Mailing address:

Will be home address of Treasurer or Track Operator.

### Article XI

#### Not For Profit Status

Cape Coral BMX Association, Inc. Is organized exclusively for charitable purposes within the meaning of 501(c)(3) of the Internal Revenue Code as may be amended. This organization fosters the amateur sports of BMX bicycle racing, from the beginner to the Olympics. The organization also provides education of children in proper bicycle safety and the sportsmanship of BMX bicycle racing. We conduct sanctioned USA BMX bicycle races. All riders are welcome regardless of socioeconomic status or racial, ethnic, cultural, or religious background.

### Article XII

#### Dues

*Deleted In Its Entirety. There shall be no dues assessed*

### Article XIII

#### Powers

The power of the Corporation shall be provided in the bylaws of the Corporation in accordance with chapter 617, Florida statutes with the following limitations within the meaning of 501(c)(3) of the Internal Revenue Code, as may be amended.

1.No part of the net earnings of the Corporation shall be used to the benefit of or be distributed to its members, directors, officers, or other private interests. However, Corporation shall be authorized and empowered to pay a reasonable flat salary for services rendered by its employees and make payments and other distributions in furtherance of the purpose set forth in Article XI.

2.Only an insubstantial amount of the activities of the corporation shall be in furtherance of the purpose not set forth in article XI.

3.None of the activities of the corporation shall be carrying on for propaganda, or otherwise attempting to influence legislation, within the meanings of 501(c)(3) of the internal revenue code, as may be amended.

4.In no event, shall the Corporation have the power to participate in, or intervene in, including the publishing or distributing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office, all within the meaning of 501(c)(3) of the Internal Revenue Code, as may be amended.

5.In the event Corporation chooses to litigate, using its own staff attorney on behalf of its members or other clients, the Corporation shall comply with the guidelines provided within Revenue Procedure 92-59, 1992- 2 C.B. 411- 12 as may be amended, superseded or modified. The bylaws of the Corporation shall adopt these provisions accordingly

### Article XIV

#### Meetings

Section 1. The meetings for the election of members of the Board of Directors shall be held as provided in the bylaws.

Section 2. Corporation may provide in its bylaws for holding additional and regular meetings and any special meetings and shall provide notice of all such meetings.

Section 3. Meetings of the Parent Council shall be held on a monthly basis.

### Article XV

#### Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets for the Corporation in such manner or to such organization or organizations organized and operating exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purpose.

### Article XVI

#### Registered Agent and Office

I have been appointed the registered agent for the Cape Coral BMX Association, Incorporated and to accept services for processing of the above stated Corporation at the place designated in the certificate, I



hereby accept the appointment and agreed to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated this\_\_12\_ day of\_\_September\_\_\_\_ 2023

By: \_\_\_\_\_

Article XVII

Acceptance

These amendments were duly adopted by the members of the Corporation in accordance with Article IX of the Articles of Incorporation on the 12th day of September, 2023 and the number of votes cast for the amendments significant for approval.