



Coral Springs Parkland Cycling and Tri, Inc., d/b/a CSP Express / zMotion

BYLAWS

These Bylaws constitute the code of rules adopted by CSP Express / zMotion for the regulation and management of its affairs.

1. Identity

- 1.1 The name of the club shall be the Coral Springs Parkland Cycling and Tri, Inc., d/b/a CSP Express / zMotion (CSP Express / zMotion), a not -for-profit corporation in the State of Florida.
- 1.2 The mission of the club: "Coral Springs Parkland Cycling and Tri, Inc., d/b/a CSP Express / zMotion is committed to excellence in cycling and life-long participation in the sport at all levels".
- 1.3 Coral Springs Parkland Cycling and Tri, Inc., d/b/a CSP Express / zMotion is a family-oriented organization of bike enthusiasts who are interested in promoting the benefits of cycling for recreation, fitness, sport and environmental impacts with a focus on safe-cycling advocacy, community activism to improve awareness, support and community-driven charitable sponsorships and other activities in keeping with the Mission Statement.

2. Government

- 2.1 The government of the club shall be by an Executive Board.
- 2.1(a) The Executive Board shall consist of the Executive officers described below.
- 2.1(b) The Executive Board shall be composed of club members in good standing.
- 2.1(c) The Executive Board shall be responsible for strategy, implementation of programs and activities that support the Mission Statement of CSP Express / zMotion. The Board will also create and administer Club policy to the end.
- 2.1(d) Items requiring approval of the Executive Board shall be by a simple majority of the Board Members.
- 2.2 The Executive Officers of CSP Express / zMotion Shall be a President, Vice-President, Secretary, Treasurer and three At-Large Members.
- 2.2(a) The Executive Officers shall be elected annually each December by a simple majority of the board members and shall serve terms from January 1 to the 31st of the following December.
- 2.2(b) Deleted 01/2010
- 2.2(c) Deleted 12/2015
- 2.2(d) Deleted 12/2015
- 2.2(e) The Duties of the President shall be to preside over the general quarterly and special meetings and to oversee the implementation of programs and activities that support the Mission Statement of CSP Express / zMotion.
- 2.2(f) The Duties of the Vice-President shall be to preside at meetings in the absence of the President; to assist the President in overseeing club activities; and to initiate and oversee the annual audit. The Vice-President shall have his/her name on the general fund checking account.
- 2.2(g) The Duties of the Secretary shall be to take minutes of Executive Board and club meetings; to maintain a file of all club correspondence; to keep records of club activities; and to supervise elections.

2.2(h) The Duties of the Treasurer shall be to solicit payment of dues; to maintain an accurate account of club income and expenditures; to pay all bills approved by the Executive Board; to report the state of the club finances on a quarterly basis; and to supervise elections. The Treasurer shall file the appropriate corporate reports with the State of Florida and the IRS. The Treasurer shall also oversee the production of an annual budget. The Treasurer shall have his/her name on the general fund checking account.

2.3 Should the Presidency become vacant, the Vice-President shall assume the Presidency. A vacancy in any other office shall be filled by special election at the quarterly Executive Board meeting following the occurrence of the vacancy.

2.4 An Executive Officer may be removed at any time either by a majority vote of the board members or by unanimous vote - excluding the officer concerned.

2.4(a) All Executive Officers are required to participate in no less than 50 hours of official CSP Express / zMotion activities per calendar year. This includes but not limited to, S.A.G., socials, planning, volunteering and or riding. Should an Executive Officer not meet the required obligation, they shall forfeit their seat the following year. Hours may be logged by any presiding designated officer and reported to the Executive Board.

2.5 No Executive Officer shall use confidential information gained by reason of being a member of the board of directors for personal gain to the detriment of the corporation. Any officer who abuses confidential information shall be removed from the board by majority vote of the board of directors at a meeting wherein prior notice of the nature of the proposed removal has been given to each officer.

2.6 Deleted 09/2018

2.7 No one on the board may be related to another officer or board member, by marriage, family, girl / boyfriend, partner, roommate or other relationship, etc.

2.8 Board Members must always wear CSP Express gear on all sanctioned CSP Express rides.

2.9 General Checking Account.

2.9(a) CSP Express / zMotion shall maintain a checking account at a local FDIC bank. The account is to carry authorized signatures of the Vice-President and Treasurer.

2.9(b) All expenses shall be pre-approved by one member of the Executive Board and Treasurer.

2.9(c) At the discretion of the board; a savings account may be established in the same establishment as the checking account.

2.9(d) In the event of the club's dissolution, the highest remaining officer shall nominate a committee of a minimum of two people, but not to exceed three. Each committee member shall nominate three "not-for-profit" organizations of his or her choice. The nominations will be presented to the current membership for a vote. A money order or cashier's check will be issued to the elected organizations equal to all remaining funds of CSP Express / zMotion after all outstanding accounts payable have been satisfied. The Secretary and Treasurer will then close the books as necessary. At such time, it shall be the responsibility of the Treasurer or, if necessary, another officer to notify all appropriate agencies as to the dissolution of the Club.

3. Elections

3.1 The Executive Board shall appoint the Executive Officers prior to the 1st of November each year.

3.2 Deleted 09/2018

3.3 Deleted 12/2015

3.4 The elections of each Executive Officer shall be by a simple majority of the Executive Board prior to December 31 each year.

3.5 Deleted 12/2015

4. Membership

4.1 Membership shall be open to anyone supporting the Mission Statement of CSP Express / zMotion. The standing requirement of membership shall be responsible stewardship and advocacy of bicycling in South Florida and elsewhere.

4.2 Club Dues.

4.2(a) The dollar amount of annual dues shall be set by the Executive Board, effective January 1st of each year.

4.2(b) Membership dues shall cover a period of one year from time of registration.

4.2(c) Deleted 09/2018

4.2(d) Additional fees may be assessed for other activities or requirements. Additional fees must be approved by the Executive Board.

4.2(e) Requests for the refund of the club dues shall be made in writing to the Executive Board. The Executive Board shall determine whether the request of refund is honored.

4.3 Types of Memberships.

4.3(a) Membership shall be open to anyone of legal age or a minor having the written permission of his/her parent or legal guardian to join CSP Express / zMotion and participate in club activities.

4.3(b) Deleted 09/2018

4.4 Membership Suspension or Revocation.

4.4(a) The Executive Board shall be responsible for suspending or revoking the membership of any member for reasons deemed necessary by the Board in relation to the membership requirement in 4.1 above.

4.4(b) The Executive Board shall send written notice of pending suspension or revocation of the membership to the concerned party at his/her last known address or email address. The written notice shall include specific reference to the allegations that led to the action pending.

4.4(c) The member concerned shall have seven (7) days to respond to the allegations or request a hearing before the Executive Board.

5. Executive Board and Club Meetings

5.1 Executive Board meetings shall normally be held quarterly.

5.2 Deleted 09/2018

5.3 Deleted 09/2018

5.4 Four (4) Executive Board members present shall constitute a quorum for a Board Meeting.

5.5 Deleted 12/2015

5.6 Minutes of Executive Board and Club meetings shall be maintained and made available to all members.

5.7 The purpose of the General meeting is, as stated “General”. This meeting will be for assigning tasks, reporting progress and to solve problems as may be required. The meeting is to follow an agenda as proposed below:

- 1 - Treasurer’s Report / Presentations of Bills
- 2 - Old Business
- 3 - Committee Reports
- 4 - New Business
- 5 - Closing
- 6 - Attendance will be recorded at each meeting

6. Committees

6.1 The Executive Board is responsible for creating committees such as, Membership, Advocacy, Marketing and Event Directors.

6.2 The Executive Board may create Special Committees or appoint persons to tasks that further the mission of CSP Express / zMotion.

6.3 The Executive Board shall appoint all Committee Chairpersons.

6.4 Committee Chairperson shall select their committee members and complete the tasks assigned to them.

7. Expenditures

7.1 Expenditure or reimbursements in excess of fifty dollars (\$50) and less than five hundred dollars (\$500) must have prior approval of the Executive Board. Certain classes of expenditures may be given approval by the Executive Board before they come due.

7.2 Expenditures in excess of five hundred dollars (\$500) must be approved at official Executive Board meeting. See section 5.4

7.3 Appropriate expenditures less than fifty dollars (\$50) shall be reimbursed by the Treasurer. The Treasurer shall have sole responsibility for determining the appropriateness of expenditure under fifty dollars (\$50).

8. Indemnification

8.1 All Officers, Directors or other duly elected persons of CSP Express / zMotion, their heirs, executors and administrators shall be indemnified by CSP Express / zMotion against all cost, expenses and amounts or liability therefore reasonably incurred by or imposed on them in connection with any action suit, proceeding or claim to which they may be made a party or become involved by reason of an act of omissions or commission of their duties; provided that such indemnification shall not apply if person is finally adjudged as having been individually guilty of willful misfeasance in the performance of this duty.

8.2 CSP Express / zMotion will maintain a general Liability Policy (Including D&O policy) with an Insurance Company approved by Executive Board.

8. Amendments

9.1 Amendments to the Bylaws shall be by majority vote of the Executive Board. The proposed amendments must be presented to all the Executive Board ten (10) days prior to the next scheduled meeting.

CERTIFICATION

I hereby certify that these Bylaws were adopted by the Executive Board of the Coral Springs Parkland Cycling and Tri, Inc., d/b/a CSP Express / zMotion at their meeting held on this 11th day of September 2018.

Jerry Layne, President
CSP Express / zMotion

Chuck Medcraft, Vice President
CSP Express / zMotion