

ARTICLE I – NAME

Section 1.1

- This corporation will be known as CORE-Off-Road, known and referred to as CORE in the By Laws, and shall operate as a non-profit organization under applicable laws of the State of Florida and ordinances of county and municipal governments as requires
- The club mailing address will be:
CORE Offroad, Inc. - 10101 Maddox Lane - Bonita Springs, FL 34135
- Social Media Outlets will include the name COREoffroad.org, CoreSWFL, #CoreSWFL, CoreStore, and CORE Buy Sell Trade.

ARTICLE II – PURPOSE

Section 2.1

- **Mission Statement** - Coastal Off-Road Expeditions (CORE) is a not for profit organization driven to build and sustain camaraderie among CORE Club members in the passion to get off the beaten path. We thrive through kinship in the desire to utilize but not damage our wilderness areas, to act as teachers to share knowledge, and students to receive it, so as to maintain the safest environment for our members, their friends, and our family. We use events we fashion, to raise and distribute donations to those in need, or those less fortunate, in a transparent, ethical, and efficient way. We are CORE, we are family.

Section 2.2

- CORE will be developed as business-backed club that focuses on the Off-Road communities. We will provide off-road resources, create vendor relationships that provide member discounts, develop, and deliver educational and safety training resources, hold fundraising events in a transparent and ethical fashion, and will create ride and travel opportunities both locally and nationally
- We will support our local community by developing events and fundraisers that donate money, resources, and time to those less fortunate or to those struggling with a delimiting condition or illness, as well as other club approved recipients.
- We will be a social organization of members of similar interests in the off-road community, riding off road, and attending off road events deemed necessary, desirable, and appropriate to our purpose.
- We will be stewards of the environment and follow off-road rules and regulations of the areas we ride. We will not leave garbage. We will pick up garbage we find. And will tread

lightly in the places we ride such that we do not damage the opportunity for future generations to enjoy the same areas.

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CORE Off-Road, Inc
10101 Maddox Lane. #102

ARTICLE III - ORGANIZATION

Section 3.1

- The corporation will at all times, be operated exclusively for the purposes that are consistent with its articles of incorporation. All property and other resources of the corporation shall be used solely to achieve these objectives

Section 3.2

- All services provided by the corporation shall be offered in the State of Florida **Section**

3.3

- No part of any funds of the corporation shall insure to the benefit of any private shareholders, individuals, or other corporate entities

Section 3.4

- No Part of the resources of the corporation shall be used in support of any candidate for political office or for his or her political campaign

Section 3.5

- None of the provision of these by-laws shall be interpreted, or used in a matter that is inconsistent with the prerequisites of section 501 [c] (3), Internal Revenue Code, as amended, or Section 170 [c] (2), Internal Revenue Code subsequently amended.

ARTICLE IV – BOARD OF DIRECTORS

Section 4.1

- All services, activities, property, and personnel of the corporation shall be managed by, and under control of, a volunteer Board of Directors (hereinafter called the Board).

Section 4.2

- **Number selection and term.** The maximum number of members of the Board of Directors shall consist of **(9)** members. The minimum shall be **(5)**. Membership of the Board shall be

reflective of the community and afford a cross representation of the area served with regard to race, gender, age, and geographical location. The term for each member will be two (1) year. Following the end of a (1) year period and at the sole discretion of the Board, members may be reappointed for an additional term by a majority vote of the Board to be decided at the November elections.

Section 4.3

- **Qualifications.** Nominees for board membership shall be a permanent, full-time resident of Florida. No immediate family members of employees or Board members of agencies funded by the Corporation may serve on the Board of Directors of the Corporation.

Section 4.4

- **Resignation; Removal; Vacancies.** Any member of the Board of Directors may resign at any time by delivering written notice to the corporation. A resignation is considered effective when the notice is delivered unless the notice specifies a later date, and the corporation accepts the future effective date. Any newly created directorship or any vacancy occurring on the board for any cause may be filled by a vote of the majority of the remaining members of the Board. Each Board of Director so appointed shall hold office until the expiration of the term of office of the Director whom he or she has replaced. The Board may remove any officer at any time with or without cause. Any member so removed shall have the right to take whatever action he or she deems appropriate to fully protect his or her rights.

Section 4.5

- **Procurement – Code of Ethics.** All officers and members of the Board of Directors of Core Off-road, Inc. shall conduct the business of CORE and the CORE Club in such a manner that no personal financial gain shall accrue to a director by their actions in approving contracts for the procurement of goods and services. Members of the Board of Directors will abstain from voting or influencing the vote on a decision involving purchases from firms or businesses in which they or members of their family are employed. Board members of the corporation shall neither solicit no accept gratuities, favors, or anything of monetary value from suppliers, vendors, or clients. Violation of this code will result in the Board Member being removed from the CORE Off-road, Inc. Board of Directors.

ARTICLE V – OFFICERS

Section 5.1

- **Election; Qualification; Term of Office; Resignation; Removal; Vacancies; Committee**

Appointments. The officers of the Board of Directors include President, Vice President, Secretary, Treasurer, all of whom will be elected at the November Board meeting held each year. The newly elected officers will take office at the next regular meeting. Each officer shall be elected for a period of (2) years. At the end of a (2) year period and at the sole direction of the Board, officers may be elected each year for an additional term of office by a majority vote of the board without limitation in the number of terms served. Each elected officer will sit on the committee for which their position description assigns. Elected officers may sit on other committees or standing committees as they see fit.

Section 5.2

- **Duties of Officers** – The duties of all elected officers of the board are as follows;
 - a) **President** – The President has the overall task of driving and developing the vision of the club by creating a positive environment for members and an organized environment where business can be conducted. The President finds and drives new club business and seeks to meet the objectives to fund those ideas. The following duties are required of the President:
 - (1) Oversees Rides Committees in concert with the Events committee.
 - (2) Manages meetings and seeks to approve directives requested by the membership of the club through fixed and standing committees
 - (3) Presents and manages club resources and drives direction according to required committee agendas and directives.
 - (4) Maintains positive motivation, momentum, and guarantees that CORE and its members operate under the confines and guidance of this document and by the Vision Statement of CORE
 - (5) Creates new opportunities by driving innovation and the business direction of CORE
 - (6) The President is responsible for the actions of CORE, sets meeting times, prepares agendas, and maintains the order of the meetings.
 - (7) The President must hold CORE Executive Members and Committee Chair Holders accountable to rules, deadlines, and assure the direction of committees adhere to the Bylaws and Vision Statement of CORE

- (8) Keeps an open line of communication with members about their ideas and concerns
 - (9) Maintains that Business and Planning meetings are organized and efficient
- b) **Vice President** – The Vice President agrees to take over the duties of the President of the President becomes unavailable or incapacitated, if the President resigns the position, or if the President is impeached.
- (1) The Vice President will sit on the Safety Committee and assures that quarterly Safety Committee meetings are executed. This can be done by telephone, by Zoom, or in person. The Vice President assures that safety issues with rides and events are adhered to and any infractions of safety are corrected. The Vice President may intervene with the Safety Committee immediately if they feel a safety infraction is not properly addressed or corrected in a timely fashion.
 - (2) The Vice President must be innovative and help drive CORE direction by keeping an open line of communication with the other Executive board members and committees.
 - (3) The Vice President will maintain a list of all CORE owned equipment and assure the equipment is in proper working condition, determining if said equipment if not working properly needs to be destroyed, discarded, and replaced to maintain safety.
- c) **Treasurer** – The Treasurer maintains the finances of CORE by balancing the budget, maintaining a ledger of transactions, and is a required cosigner on checks issued by CORE.
- (1) The Treasurer will sit on the Philanthropy Committee and assures that quarterly Philanthropy Committee meetings are executed. The Treasurer helps to drive the direction of CORE fundraising with regards to meeting and idea coherence to the CORE Vision but does not intervene in the Committee’s creative planning process.
 - (2) Collects and maintains an accurate ledger of accounts of vendors, dues (if required), and determines if membership or vendor payment is delinquent.
 - (3) Invoices and collects dues, fees, proceeds, and payments as required.
 - (4) Maintains inventory control of any merchandise owned and to be sold and distributed by CORE, with a running valuation of owned inventory.

- d) **Secretary** – The Secretary assures adherence to meeting agendas and guarantees meeting decorum and adherence to Robert’s Rules of Order with regards to meeting structure, format, and voting.
- (1) The Secretary sits on the Events Committee and assures that resources for events and event planning is completed in an organized and efficient way. With the President, the Secretary will address the ongoing needs of vendors, assure that all questions are answered, assures that events to be held at remote vendor locations are organized and efficient, and will assure that post event cleanup is adhered to by all members.
 - (2) Maintains the minutes of all meetings.
 - (3) Determines if Quorum is present to approve voting is valid.
 - (4) Serves to drive a business image by maintaining the look and feel of CORE on Social Media and otherwise
 - (5) Oversees club membership and assures contact information for all members is accurate

ARTICLE VI – COMMITTEES

Section 6.1

- **Committee Appointment.** The President of the Board of Directors shall appoint Board Members to serve on committees. The chair of each committee shall perform the duties as assigned by the president. The committee chair may expand committee membership to non-board members subject to executive committee approval
- **Executive Committee** – The Executive Committee shall consist of the officers of the corporation. The committee shall be responsible for the affairs between meetings of the Board and shall act within the general policy guidelines and specific directions established by the Board.
- **Philanthropy Committee** – Shall be responsible for driving the fundraising activities of CORE and will be overseen by the Treasurer of the Executive Board
- **Safety Committee** – Shall be responsible for safety training, liability documentation, incident reporting by and for CORE members and will be overseen by the Vice President of the Executive Board
- **Rides Committee** – Shall be responsible for designing unique off-road riding opportunities, booking events throughout the U.S., working in concert with event coordinators, reservations, and other clubs, and will be overseen by the President of the Executive Board.
- **Events Committee** – Shall be responsible for organizing events, procuring locations, contacting vendors, creating new vendor relationships, organizing communication between

events and media, the creation of press releases, Organizing the logistics of each event. This committee will be overseen by the Secretary of the Executive Board.

- **Standing Committees** – May be created at any time for special projects by majority vote of the Executive Committee.

ARTICLE VII – MEETINGS

Section 7.1

- **Time; Quorum; Attendance.** General Board meetings shall be held bi-monthly, not including any special meetings called by the President. The Board has the option of scheduling two (2) additional meetings without the presence of the Executive Director. Special meetings of the Board may be held at the request of the Board Officers or by written request of at least three (3) members of the Board. Written notice of the meeting shall be sent to all current Board Members at least seven (7) days prior to the meeting. Any member who misses 25% of scheduled regular meetings that are unexcused, or who have 2 or more unexcused absences will be removed by a majority vote of the Board. The President of the board or his/her designee will submit notice of removal to the individual in writing. Excused absences include illness, death of an immediate family member, high level emergency at a job, planned vacations, unscheduled meetings at a job at the same time. If a board member is unable to attend a meeting, teleconference is an acceptable way to attend a meeting from home or other location.

Section 7.2

- **Quorum.** 50% of the Board Members presented in person, conference call, or teleconference visit constitute a quorum at any regular or special meeting

Section 7.3

- **Rule of Order.** Robert's Rules of Order, newly revised, shall be the parliamentary authority for all matters not covered by the by-laws and Board Governance. **ARTICLE VIII – Amendments**

Section 8.1

- These by-laws may be amended by a majority vote of the total representation of the Board. Proposed amendment must be sent in writing to each Board member at least 10 days prior to any meeting where amendments will be considered for ratification.

ARTICLE IX – MISCELLANEOUS

Section 9.1

- **Fiscal Year.** The fiscal year of the corporation shall be October 1 through September 30.

Section 9.2

- **Corporate Seal.** The Board of Directors shall provide a suitable seal containing the name of the corporation and the words: "Corporation Not for Profit". The seal shall be in charge of the Board Secretary.

ARTICLE X – INDEMNIFICATION

Section 10.1

- **Limitation of Liability** – A Director or Officer of the corporation shall not be personally liable for any monetary damages to any person for any statement, vote decision, or failure to take an action, regarding organizational management or policy by an officer or director except liability for:
 - i) Any breach or failure to perform the officer's or director's duties
 - ii) Action by the law, or improper personal benefit, or recklessness or an act committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property
 - iii) Any breach of an officer's or director's duties as defined under Chapter 617.0285, laws of Florida, as the same exists or hereafter be amended.

The foregoing limitations of liability of officers and directors, then the liability of an officer and director of the corporation, in addition to the limitation on personal liability provided herein, should be limited to the fullest extent permitted by the Laws of Florida. Any repeal or modification of this article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the corporation existing at the time of such repeal or modification.

Directors and Officers as used herein shall be in accordance with the definitions contained in chapter 617.0285, Laws of Florida, as same except or may be hereafter amended.

The Corporation shall not be liable nor indemnify an officer that has breached his/her duty as an officer or director as defined in Chapter 617.0185, Laws of Florida.

