

BYLAWS OF THE FLORIDA CRACKER TRAIL ASSOCIATION, INC.
A NON-PROFIT CORPORATION

ARTICLE I – INTRODUCTION

Definition of Bylaws:

1.01 These Bylaws constitute the code of rules adopted by the Florida Cracker Trail Association, Inc. (hereby referred to as FCTA).

Purposes and Power:

1.02 This Corporation will have the purposes or powers as may be stated in its Articles of Incorporation and such powers as are now or may be granted by amendment).

ARTICLE II – OFFICES AND AGENCY

Principal and Branch Offices:

2.01 As filed with the annual corporate report filed with the State of Florida.

Location of Registered Office:

2.02 The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and filing the appropriate statement with the State.

ARTICLE III – MEMBERSHIP

It is recognized by all that Membership in the FCTA is a privilege not a right. Prior Membership does not guarantee future Membership. Members shall abide by the FCTA Official Rules, which may be amended from time to time at the discretion of the Board of Directors.

Definition of Membership:

3.01 The Members of this Corporation are those persons, corporations or other entities having Membership rights in accordance with the provisions of these Bylaws.

Member's Dues:

3.02 The annual dues payable to the Corporation by Members will be in such amounts and at such time as may be determined from time to time by resolution of the Board of Directors.

Place of Member's Meetings:

3.03 Meetings of Members location shall be determined by the Executive Board.

Annual Members' Meetings:

3.04 The annual meeting of the members will coincide with the Annual Cross State Ride.

Adoption of Amended Bylaws:

Adopted by the General Membership by resolution and vote of signatures between the dates of February 19th to 22nd, 2017 on the 2017 Annual FCTA Ride.

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Special Members' Meetings:

3.05 Special meetings of the Members may be called by either of the following:

1. Majority vote of the Board of Directors.
2. The President.
3. By written and signed petition, distributed by the Secretary of the FCTA, of at least thirty (30) percent of the voting Members.

Notice of Member's Meetings:

3.06 Written or printed notice, stating the place, day and hour of the meeting and (in the case of a special meeting), the purpose or purposes for which the meeting is called, must be delivered not less than five (5) nor more than forty (40) days before the date of the Members' meeting, either personally, by the United States mail or by electronic mail at the direction of the President, the Secretary, the Officers or other Members calling the meeting, to each Member entitled to vote as such meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail, addressed to the Member at his address as it appears on the records of the Corporation, with postage pre-paid.

Voting Rights of Members:

3.07 Each Member will be entitled to one vote on each matter submitted to a vote of Members.

Quorum of Members:

3.08 The number of percentage of Members entitled to vote required to constitute a quorum will be one-tenth (1/10) of the votes entitled to be cast in such manner. No business of the Corporation will be considered at any meeting in which a quorum is not present

Transferability of Membership:

3.09 Membership in this Corporation is non-transferrable and non-assignable.

Termination of Membership:

3.10 Membership will terminate in this Corporation on any of the following events:

1. Receipt by the Board of Directors of the written resignation of a Member, executed by such Member or his/her duly authorized attorney-in-fact.
2. The failure of a Member to pay dues.
3. Membership may be terminated or denied, without recourse, effective immediately, when a majority of the Board of Directors feels that a Member's actions or behavior is not in the best interest of the FCTA.

Adoption of Amended Bylaws:

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ARTICLE IV – DIRECTORS

Definition of the Board of Directors:

4.01 The Board of Directors is that group of persons vested with the management of the business and affairs of this Corporation subject to the law, the Articles of Incorporation, and these Bylaws.

Structure of the Board:

4.02 The Board of Directors shall elect Officers at the scheduled Board of Directors' meeting in October. The Officers shall consist of the President, Vice President, Secretary, Treasurer, Cross State Ride Secretary and Trail Boss.

4.03 The Officers of the Board of Directors shall constitute the Executive Board.

4.04 The Executive Board shall have general supervision of the affairs of the corporation between the Board of Directors' scheduled business meetings, fix the hour and place of the meetings, make recommendations to the Board of Directors and perform such duties as are specified in these Bylaws. The Board shall be subject to the orders of the Board of Directors, and none of its acts shall conflict with action taken by the Board of Directors.

4.05 Unless otherwise ordered by the Board of Directors, meetings of the Executive Board shall be called by the President or by at least three (3) of the Members of the Executive Board. Executive Board Members may attend Executive Board meetings by telephone conference call or via electronic communication. Telephone polling or email polling of the Executive Board is permitted.

4.06 Any Member of the Board of Directors is permitted to attend an Executive Board Meeting. Others may attend by invitation of the Executive Board.

Qualifications of the Board:

4.07 The Qualifications for becoming and remaining a Director of this Corporation are as follows:

1. Directors must be residents of the State of Florida.
2. Directors must be Members of the Corporation.
3. Must be at least 21 years of age.

Number of Directors:

4.08 The number of directors of this corporation shall be determined by eligible member vote at Annual Member Meeting. The number of Directors of this Corporation will be not less than ten (10) and not more than twenty-one (21). The following Counties of Transit must be represented by at least two (2) Directors; St. Lucie, Okeechobee, Highlands, Hardee, and Manatee. A Director need not reside in a County of Transit in order to represent that County. Within these limits, the Board may decrease or increase the number of Members serving on the Board, included for the purpose of staggering the terms of Directors.

Adoption of Amended Bylaws:

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Term of Office:

4.09 1. The Board of Directors shall be elected by the membership at the Annual Meeting of Members. Each director shall serve for a term of two (2) years.

Half of the directors are elected at each Annual Meeting of Members, therefore making alternating director terms as to keep experienced directors on the board, keeping stability in any transitions.

To keep alternating election date the secretary will keep in minutes the dates of director's election and present names of directors to be voted on at alternating years. There are no limits on how many terms a director serves as long as he/she has been qualified as eligible and voted in at the Annual Meeting of Members when the director's term is up for vote.

2. A Director may be removed from office when such action will serve the best interest of this Corporation at a meeting Board of Directors, specially called for such purpose, with at least five (5) days written notice to the Director in question. Such removal shall be by two-thirds (2/3) majority vote of the Directors. Such removal will be without prejudice to any contract rights of the Director so removed.

3. It is recognized that attendance of board meetings by Members of the Board of Directors is essential to the proper management and oversight of the Association. As such, an unexcused absence of more than two (2) scheduled board meetings during a twelve (12) month period shall constitute resignation from the Board of Directors, no Special Meeting of the Board or vote shall be necessary. The President is empowered to excuse an absence. The President may not excuse his own absence; in that case, the Vice President is empowered to excuse the President's absence. For an absence to be excused, a Board Member must notify the President in advance, by telephone or in writing, of an anticipated absence and the reason for such absence. Notification after the fact does not constitute an excused absence.

A replacement for a vacant Directorship may be elected at any scheduled Board Meeting by majority vote of the Board of Directors.

Vacancies of the Board:

4.10 Resignation or removal of Directors will become effective immediately or on such date specified therein in writing either by United States mail or electronic mail and vacancies will be deemed to exist as of such effective date. Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, will be filled by appointment by a majority of the remaining Board of Directors at any regular or special meeting, subject to the number of Directors stated in these Bylaws.

Adoption of Amended Bylaws:

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Regular Directors' Meetings:

4.11 Regular meetings of the Board of Directors will be held at a time and place set by the Board at its annual organizational meeting.

Notice of Special Board Meetings:

4.12 Actual notice of any Special Directors' Meetings or Executive Board meetings shall be given, either in writing or verbally.

Call of Special Board Meetings:

4.13 A Special meeting of the Board of Directors may be called by either:

1. The President.
2. Three (3) Members of the Board of Directors.
3. By signed petition of at least thirty (30) percent of the voting Members of the Corporation.

Waiver of Notice:

4.14 Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting except where such Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Quorum of Directors:

4.15 Attendance by five (5) Directors shall constitute a quorum. The act of a majority of the Directors present at a meeting, at which a quorum is present, will be the act of the Board of Directors unless a greater number is required under the provisions of the Articles of Incorporation of this Corporation, or any provision of these Bylaws. No business of the Corporation will be considered at any meeting in which a quorum is not present.

4.16 Attendance at Board of Directors meetings shall be limited to duly elected Directors; except by invitation from the Board of Directors.

ARTICLE V – OFFICERS

Roster of Officers:

5.01 The Officers of the Corporation will consist of the following personnel:

1. The President.
2. The Vice President.
3. The Secretary.
4. The Annual Cross-State Ride Secretary.
5. The Treasurer
6. The Trail Boss.
7. The Executive "Cracker"

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5.02 The President and Trail Boss of this corporation will be elected members of the board. The President and Trail Boss will be elected by the members at the Annual Meeting of Members at the cross state ride. The term of Presidency and Trail Boss is a two year term.

The Vice President, Secretary, Annual Cross-State Ride Secretary, Treasurer, Executive Cracker of this Corporation will be elected Members of the Board and shall be appointed annually by the Board of Directors.

Each Officer will remain in office until a successor to such office has been selected and qualified. Such election will take place at the regular meeting of the Board of Directors taking place during October of each year.

President:

5.03 The qualifications for President are as follows:

- Must have had four consecutive years upon the ride.
- Be a member in good standing.
- Be able to attend regularly Board meetings to be held by the Board of Directors within fifty miles of the Florida Cracker Trail route.

The President will be the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors or Directorial Committees, supervise and control the affairs of the Corporation. The President will perform all duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors. The President shall have the power to appoint three (3) Directors-At-Large to serve one (1) year terms each.

Vice President:

5.04 The Vice President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President will succeed to the office of President when it is vacant and shall have such other duties as may be prescribed from time to time by the Board of Directors.

Secretary and Cross State Ride Secretary:

5.05 The Secretary and Cross State Ride Secretary positions may be, but need not be, combined by vote of the Board of Directors.

Secretary:

5.06 The Secretary will keep minutes of all meetings of Members and of the Board of Directors, will be the custodian of the Corporate records, will give all notices as are required by law or by these Bylaws, and generally will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

Adoption of Amended Bylaws:

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Annual Cross-State Ride Secretary:

5.07 Annual Cross-State Ride Secretary may, if positions are merged, perform the duties of Secretary. The Cross State Ride Secretary shall create and disseminate via U.S. Mail or via electronic communications all forms and applications, approved by the Executive Board, pursuant to Membership and the Annual Cross State Ride, shall keep and disseminate as required by the Board of Directors an accurate copy of current and past Membership rosters, register and collect fees for all duly sanctioned FCTA events, secure and coordinate proper insurance coverage for the FCTA as well as all landowners, municipalities and stake holders of transit to facilitate all FCTA activities and events and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors

Treasurer:

5.08 The Treasurer will have charge and custody of all funds of the Corporation, will deposit the funds as required by the Board of Directors, will keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, will render reports and accountings to the Directors and to the Members as required by the Board of Directors or Members or by law, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

Trail Boss:

5.09 The qualifications for Trail Boss are as follows:

- Must have had four consecutive years on the ride. The Trail Boss has the distinct responsibility for organizing the Annual Cross State ride.

The Trail Boss will get board approval for the Cross State Ride's budget and any ideas that change the route or effects implementation of a rule change. Once the board has approved the Trail Bosses itinerary and the Ride commences, the Trail Boss has the exclusive authority to run the ride with all the rights given to him/her as trail boss as stated in these bylaws.

The Trail Boss shall secure and supervise all outriders and ride staff, coordinate and communicate with municipalities and landowners of transit as well as secure and schedule all ancillary services such as, but not limited to, water and waste facilities and all duties incident to the office of Trail Boss and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

Executive "Cracker":

5.10 The Executive Cracker is an appointed position to the Board of Directors by the President and holds a special relationship to this corporation.

The Executive Cracker has a place upon the Executive Board and as such has all rights of a Board of Director and is an appointee to the Executive Board.

The intent is to have someone whose past commitment to this corporation will insure future Directors to have a relevant contact with the experiences shared by

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the Executive Cracker. The intent is to keep the balance in check with keeping with our corporate mission statement and any new ideas presented.

The qualifications for Executive Cracker are as follows:

- Must have twenty years or more involvement in this corporation to be considered.

The Executive Crackers term will terminate with a newly elected President and can be re-appointed by new President. Or the new president can choose another of his/ her preference but must meet stated eligibility requirements.

Removal of Officers:

5.11 Any officer elected or appointed to office may be removed by the persons authorized under these Bylaws to elect or appoint such officers whenever in their judgment the best interests of this Corporation will be served. However, such removal will be without prejudice to any contract rights of the Officer so removed.

ARTICLE VI – COMMITTEES

Appointment of Committees:

6.01 The Board of Directors, by resolution duly adopted by a majority of Directors in office may designate one or more Directorial Committees and delegate to such Committees specific and prescribed authority of the Board of Directors to exercise in the management of this Corporation. However, the creation of such Directorial Committees will not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on such personnel otherwise by law.

Functionary Committees:

6.02 In addition, the Board of Directors, by resolution may designate and appoint certain Functionary Committees designed to transact certain ministerial business of the Corporation or to advise the Board of Directors. An Officer or Director will chair such committees as designated by the Board, which Chairman will proceed to select the remaining Members of the Committee up to the number set by the Board or terminate such Memberships or appoint successors in such Chairman's discretion. The Board may terminate any such Committee by resolution.

ARTICLE VII – OPERATIONS

Fiscal Year:

7.01 The fiscal year of this Corporation will be January 1 to December 31 of each year.

Signatures:

7.02 Except as otherwise provided by law, checks, drafts, promissory notes, orders of or the payment of money, and other evidences of indebtedness of this Corporation will be signed by the Treasurer. Contracts, leases or other instruments executed in the name of and on behalf of the Corporation will be signed by the Secretary and countersigned by the President.

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Books and Records:

7.03 This Corporation will keep correct and complete books and records of account, and will keep minutes of the proceedings of its Members, and Board of Directors' meetings. The original or a copy of its Bylaws, including amendments to date, will be certified and maintained by the Secretary of the Corporation and transferred in its entirety to any subsequent duly elected Secretary.

Inspection of Books and Records:

7.04 All books and records of this Corporation may be inspected by any Member, or his/her agent or attorney-in-fact, for any proper purpose within thirty (30) days upon written demand stating such purpose and properly submitted to a Board of Director or Officer of this Corporation.

Non-Profit Operations-Compensation:

7.05 1. On dissolution, the assets of this Corporation remaining after the payment or discharge of all liabilities of the Corporation, the return, transfer, or conveyances of assets held on conditions requiring the same, and the transfer or conveyance of assets received and held subject to limitations permitting their use only for charitable, religious, benevolent, educational, or similar purposes or as directed by the Internal Revenue Service in agreement with the laws of a 501(3)(c) organization.

2. The Directors of this Corporation may authorize secured transactions or other dispositions of corporate assets without approval by the Members.

ARTICLE VIII

Parliamentary Authority:

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the corporation in all cases as to which they are applicable and in which they are not inconsistent with these Bylaws and any statutes applicable to this corporation that do not authorize the provisions of these Bylaws to take precedence.

ARTICLE IX

Disclaimer for Profit Purpose:

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purpose set forth in The Articles of Incorporation hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Adoption of Amended Bylaws:

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Notwithstanding any provision of these articles, the Corporation shall not carry on any other activity not permitted in (a) by a Corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1956 (or the corresponding provision of any later United States Internal Revenue Law) or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) on the Internal Revenue Code of 1954 (or the corresponding provisions of any later United States Internal Revenue law).

ARTICLE X - AMENDMENTS

Amendments of Articles of Incorporation:

9.01 The power to alter, amend, or repeal the Articles of Incorporation of this Corporation is vested in the Board of Directors. Such action must be taken pursuant to a resolution approved by a majority of the Board of Directors.

Modification of Bylaws:

9.02 The power to alter, amend, or repeal these Bylaws, insofar as is allowed by law, is vested in the Board of Directors. Such action must be taken pursuant to a resolution approved by a majority of the Board of Directors.

Adoption of Amended Bylaws:

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