

Sarasota Manatee Bicycle Club, Inc.

ANNUAL MEMBERSHIP MEETING

Saturday, January 12, 2019

12:00 PM

Twin Lakes Park, Sarasota Fl.

Proposed Agenda

- 1. Call to Order**
- 2. Determination of a quorum**
- 3. Confirmation that the appropriate notice of the meeting was issued on the Club web site**
- 4. Approval of agenda**
- 5. Reading and disposals of any unapproved minutes**
- 6. Reports of officers**
 - **President's report**
 - **Vice President's Report**
 - **Secretary's Report**
 - **Treasurer's Report**
 - **Membership Report**
 - **Cyclefest Report**
 - **Tour de Parks Report**
 - **Safety and Training Chair's report**
 - **Social Chair's report**
- 7. Unfinished Business**
- 8. New Business**
 - **Motions and discussions relative to the Restated and Amended Articles of Incorporation. This document has a total of some 19 discussion items. It has five numbered pages and is attached (click [HERE](#)) to this Proposed Agenda.**
 - **The first item proposes adding two additional purposes to Article I, Purposes. Both are underlined.**
 - **The next item proposes three modifications to Article V, Board of Directors. The most important of these increases the minimum number of directors from three to seven.**
 - **Article VI, Officers, proposes modification of Section 2 to clarify that the election of Officers of the Board of Directors will immediately follow the announcement of the election of Directors.**
 - **Article VII, Bylaws, Section 2 proposes that the Bylaws be amended by a two-thirds vote of voting Directors not by a majority of Directors as previously.**

- Article VII, Bylaws, Section 3 proposes that the Bylaws may be amended by a two-third vote of all voting members not a majority as previously.
 - Article VIII, Amendments, proposes combining Section 1 and Section 2 so that the Articles of Incorporation may be amended by two-thirds vote of a quorum of active members provided that due notice has been given in accordance with the bylaws of the intention to submit such amendments.
 - Article VIII, Section 2 provides that amendments may be proposed by any voting member and incorporated in these Articles provided due notice has been given and approval obtained in accordance with Section 1 of this Article.
 - Article IX, Nonprofit Status, seeks a curative amendment because although the version of the Article is placed among the other proposed changes it is actually not new. It was previously approved in 2016 by the membership and subsequently the Florida Division of Corporations after filing on January 25, 2016. We discovered, however, that we inadvertently failed to prepare and insert a conformed copy of Article IX as approved. We therefore decided it was better to list it among the proposed amendments to call attention to the fact that we needed to address our oversight.
 - Article XI, Meetings, has two significant proposed amendments. Section 1 changes the time of the annual membership meeting from the second Wednesday in January of each year to any day in January of each year. Board of Directors election results announced.
 - Article XI, Section 3, proposes to reduce the quorum requirement from 25% to 10% of the members for the holding of any general meeting of the membership.
 - Article XII, Recall of Directors, changes the provision for what had been characterized previously as being “recalled” to being “removed”.
9. Motion and discussion to approve the 2019 Restated and Amended Articles of Incorporation
 10. Announcement of the results of the election of Directors for 2019
 11. Recess for Directors to meet to make appointments of Officers
 12. Reconvene to announce Officer appointments
 13. Adjourn