

Cushman Club of America

ARTICLES OF INCORPORATION OF CUSHMAN CLUB OF AMERICA, INC.

6th Revision 2012 (Revisions are in italics)

The undersigned, acting as incorporator of a corporation under the Nebraska Nonprofit Corporation, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is CUSHMAN CLUB OF AMERICA, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purposes of Cushman Club of America, Inc. shall be to encourage members to locate, obtain, repair or restore and display (to its members and the interested public) Cushman Motor Scooters of the past and for any other lawful purpose. The buying, selling, and trading of parts, literature, and vehicles between members is recommended and encouraged. To this end the Club shall: 1. Seek to establish and maintain proven ideals and professional standards: 2. Provide a forum for the exchange of ideas, the dissemination of such information as it may deem appropriate. In fulfillment of its purposes, the club shall be authorized to exercise any and all of the powers enumerated in the Nebraska Nonprofit Corporation Act as it now exists or as it may hereafter be amended. and Section 501(c) of the Internal Revenue Code.

FOURTH: Provisions for the regulations of the internal affairs of the Club, including provision for the distribution of assets on dissolution or final liquidation are to be conducted by the Executive Board in accordance with the Club's Bylaws.

FIFTH: The address of the initial registered office of the Club is 2110 Sewell, Lincoln, Nebraska 68502, and the name of its initial registered agent at such address is James Lyne.

SIXTH: The number of directors constituting the initial Executive Board of the corporation is four, and the names and addresses of the persons who are to serve as the initial directors are:

James Lyne	2110 Sewell Lincoln, Nebraska 68502
Randolph Garner	P.O. Box 234 Cleburne, Texas 76031
Tom O'Hara	P.O. Box 661 Union Springs, Alabama 36089
Robert Cantrell	5817 E. Village Lane, Rt. 18 Springfield, Missouri 65804

SEVENTH: The name and address of the incorporator is:

James Lyne	2110 Sewell Lincoln, Nebraska 68502
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DATED this 17th day of December, 1986.

James Lyne, Incorporator

BY LAWS OF
CUSHMAN CLUB OF AMERICA, INC.

ARTICLE I OFFICES

The principal office of the corporation in the State of Nebraska shall be located in the City of Lincoln, County of Lancaster. The corporation may have such other offices as the Executive Board may designate or as the business of (the corporation may require from time to time, The reg-

istration of the corporation required by the Nebraska Nonprofit Corporation Act to be maintained in the State of Nebraska may be, but need not be identical with the principal office in the State of Nebraska, and the address of the registered office may be changed from time to time by the Executive Board.

ARTICLE II EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no member, director, officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Persons earning a substantial portion of their yearly income selling or distributing Cushman Scooters or Cushman Scooter parts and accessories are prohibited from holding office on the Cushman Club of America's Board of Officers. It is the intent of the Cushman Club of America, in accordance with Federal Law, not to discriminate due to occupation but to protect the corporation from entering into a condition where a Conflict of Interest would exist. All decisions concerning a potential conflict of interest should be addressed to the officers of the Cushman Club of America.

ARTICLE III PURPOSE

The purposes of the Cushman Club of America, Inc. shall be to encourage members to locate, obtain, repair or restore and display (to its members and the interested public) Cushman Motor Scooters manufactured prior to 1966 or which have been out of production for 20 years. The buying, selling and trading of parts, literature and vehicles between members is recommended and encouraged. To this end the club shall: 1. Seek to establish and maintain proven ideals and professional standards: 2. Provide a forum for the exchange of ideas, the dissemination of such information as it may deem appropriate.

ARTICLE IV MEMBERSHIP

Section 1. **Member.** Any member, in good standing, of Cushman Club of America, Inc. shall consist of those people who have had an active interest in Cushman Motor Scooters as indicated in the purpose of this corporation as well as those who have a sympathetic or vicarious interest in the aim and purpose of this corporation as indicated in the Constitution, provided that all of the aforementioned pay the annual dues as approved and regulated by the voting membership and/or the Executive Board.

Section 2. **Honorary or Life Member.** This classification shall be a special type of membership and an individual shall be selected upon unanimous vote of the Executive Board. The Executive Board, in selecting an Honorary or Life Membership shall consider service to the club and dedication to the ideals of the organization.

ARTICLE V OFFICERS, EXECUTIVE BOARD AND BOARD APPOINTMENTS

The elected officers of the Cushman Club of America are pledged to the limit of their abilities to honor all laws that govern the operation of the corporation. In discharging the duties of the office they are elected

to the officers assume no direct responsibility for the liabilities of the corporation. The limit of liability for the elected officers is no greater than that of any other member of the corporation known as "The Cushman Club of America, Inc." Any litigation brought against the organization must be as the Cushman Club of America and its membership. It is the intent of this article to hold the officers of The Cushman Club of America, Inc. harmless with regard to legal actions brought against the corporation.

Section I. The officers shall be as follows:

1. President

The President shall preside at all meetings of the corporation; serve as Chairman of the Executive Board; appoint all members of special committees, with approval of the Executive Board; appoint such other functionaries as in his judgment will expedite the work of the corporation serve as ex-officio member of all committees; and perform all other duties incidental to this office. While in office, the President will not show scooters. The President's position shall be filled every two years by the previous year's Vice President.

2. Vice President

The Vice President shall assist the President in his duties as the President may direct. The Vice President will maintain responsibility for scooter school during the first year as Vice President and shall perform all other duties incidental to his office *which includes; ordering the upcoming year's meet medallions whereby they are received by the Corporate Secretary no later than November 30th of that year prior to the meet so they can be added to the meet packets. The VP is also responsible for having show scooter medallions engraved for the next year's meet and placing them in envelopes which also contain instructions for each winner explaining the procedure they must follow to acquire brass holders to attach the medallion to the winning scooter. The VP must also organize the show scooter trophies and medallion envelopes prior to the evening the awards are distributed. The VP will assist the president in recognizing the individual winners and presenting the trophy and medallion. The VP is also responsible for keeping an adequate number of junior and senior medallions on hand to handle the needs of the club. The VP is responsible for handling requests concerning the "Grandfather Clause" for previous 1st place show winner medallions. He must verify that the person requesting the medallion is currently the owner of the winning scooter and verify that the scooter actually won the award the person requesting the medallion claims they won. The VP is responsible for collection of the medallion and shipping as requested. He must forward copies of his validation information as well as all other related documentation to the Chief Judge and the Corporate Secretary.* The Vice President's position shall be filled every two years by the previous year's Second Vice President.

3. Second Vice President

The Second Vice President shall assume the duties of the President in the absence of the President and Vice President: serve as Program and Activities Chairman; and perform all other duties incidental to his office. The Second Vice President will assist the Vice President with scooter school the first year and assume responsibility for scooter school the second year as Second VP. The Second Vice President shall be elected every two years at the annual meet by the membership.

4. Treasurer

The Treasurer shall have custody of all corporation funds and receive and disburse all corporation's monies; maintain and complete an accurate record of all transactions; prepare semi-annual reports to be read at board meetings and publish in the corporation's publication at least twice a year; perform all other duties incidental to the office. The Treasurer's position is a Board appointed position. The Treasurer must be bondable, have business and computer knowledge and attend National Meets. The Treasurer shall see that IRS Form 990 is prepared and filed as required. Keeps an Excel spreadsheet showing disbursements,

amount of deposits and breakout of deposits between dues, store purchases, meet registration fees, and other revenue sources. Will prepare and send Excel spreadsheets to membership coordinator for posting dues to member list.

5. Secretary

The Secretary shall record the minutes of all meetings of the corporation, including telephone conference calls, Annual meetings and Board meetings. Handle all correspondence relative to the corporation. These minutes will be submitted to the editor for publication. Send out dues cards and/or letters by printing labels from list generated from membership coordinator. Mail out 10 yr., 20 yr. and 30 yr. pins from list generated by membership coordinator. Handle National Meet registration forms, keeping tract of each event members have signed up for, making packets, name tags, etc. Purchase and sell store items to members. All funds received are sent to Treasurer for deposit. The Secretary shall be elected every two years at the annual meet by the membership.

6. Technical Advisor

The Technical Advisor shall be in charge of the research and collection of data on all facets of the Cushman motor scooter and its history. The Technical Advisor shall make all information about the Cushman motor scooter available to the CCOA membership at large. The Technical Advisor shall write an article on Cushman motor scooters with both a general and technical coverage to be submitted to the editor of the CCOA Magazine for publication in each issue. Shall assist the Chief Judge as needed for technical information relating to the show scooters. The Technical Advisor shall be elected every two years at the annual meet by the membership.

7. Chief Judge

The Chief Judge shall be responsible for all judging procedures involving the showing of Cushman motor scooters at the CCOA National Meet. This shall include the selection of judges, preparation and updating of the judging forms, preparation of scooter identification forms, the classification and the determination of eligibility of the Cushman show scooters. Overseeing the final scoring of the judging forms, collecting the scoring data and delivering to the editor of the CCOA Magazine for publication. The Chief Judge shall work with the promoter of the CCOA National meet in selecting and obtaining the trophies to be awarded. The Chief Judge shall also work with and in collaboration with the Technical Advisor in assimilating all new data into the establishment of the correctness and proper eligibility of Cushman motor scooters for show competition. Major policy changes relating to judging procedures and the motor scooters at the CCOA National Meet will require final approval of the Executive Board. The Chief Judge is a Board appointed position and is non-voting.

JIM LYNE AWARD – The JIM LYNE award is chosen from the highest scored judged entry at the National meet. This scooter is to be pictured on the next National meet pin. This scooter is to be pictured on the front cover of the Cushman Club of America magazine following the National meet; where it was awarded.

PEGGY McCLURE AWARD – The PEGGY McCLURE award is chosen by the host club of the National meet. A three-member committee from that club selects, in their view, a Silver Eagle that they like best. This scooter is chosen from the judged entries and can be either a restored or an un-restored scooter. This scooter is to be pictured on the back cover of the Cushman Club of America magazine following the National meet; where it was awarded.

8. Editor

The Editor shall be in charge of writing and printing and all services necessary to the preparation and distribution of the corporation's publications, and shall perform all other duties incidental to this office. The Editor shall be elected every two years at the annual meet by the membership.

9. Membership Coordinator

The Membership Coordinator shall keep the CCOA member list with member number, dues month, mail code, name, address, phone number, and email address and dues payment status. The Membership Coordinator will submit this list to Mail Service for Magazine Mailings, separated by Bulk Mail, First Class Mail and Out of Country Mail. Enter dues payments from excel spreadsheet received from Treasurer and generate dues list for dues notice postcards and/or letters. Send these spreadsheets to Secretary to print labels and mail post cards and letters. Generate lists for 10 year, 20 year and 30 year pins and send to Secretary for mailing. Send out new member packets and missing magazines. Troubleshoot calls on missing magazines. The Membership Coordinator is a Board appointed position.

10. Financial Officer

The Financial Officer shall oversee and monitor the club's finances to help protect the club and help insure the club's financial stability. The Financial Officer will provide a three way check of our expenses and work with the treasurer on approval of bills and other expenses as they come in. Both parties would then report to the President monthly with all of the income and expenses. The Financial Officer will work with the treasurer to create an annual budget and monitoring it to insure that we stay within those confines. The Financial Officer will work with the Treasurer and each year's national meet promoter to approve all expenses for the meet. The Financial Officer is a Board Appointed position and is a voting member of the Board.

11. Area Representatives

The Area Representatives act as intermediaries between the Cushman Club of America Board and the general membership in the represented area. This can involve, but is not limited to, fielding questions about the general operations of the club and solving problems the members may be experiencing. The Area Representatives must communicate with the Board of Directors and its Officers and shall be elected every two years at the annual meet by the membership. This is a voting position.

12. Area Representatives at Large

The Area Representatives at Large, oversee the Area Representatives in fielding questions and the general operations of the club. The Area Representatives at Large cover two areas: East – must reside in one of the states east of the Mississippi River. West – must reside in one of the states west of the Mississippi River. The Area Representatives at Large must communicate with the Board of Directors and its Officers and shall be elected every two years at the annual meet by the membership. This is a voting position.

13. Camping Facilitator

The Camping Facilitator organizes and/or assists with camping reservations or sites as needed for camping facilities. The Camping Facilitator must communicate with the Board of Directors and its Officers as well as establish a working relationship with local National meet sponsor clubs and law enforcement if necessary. The Camping Facilitator is a Board appointed position and is non-voting.

14. Safety Advisor

The Safety Advisor is responsible for implementing safety standards and policies necessary to complete National meet activities in a safe manner. The Safety Advisor must communicate with the Board of Directors and its Officers as well as establish a working relationship with local National meet sponsor clubs and law enforcement in the vicinity of the National meet. In addition to other items deemed necessary by the Board of Directors or its Officers, the Safety Advisor must see that Safety meetings are provided prior to National meet rides. The Safety Advisor is a Board appointed position and is non-voting.

15. Web-Coordinator

The Web-Coordinator is responsible for monitoring, improving and updating the performance of the Cushman Club of America website. The

Web-Coordinator must communicate with the Board of Directors, Officers and the membership to maintain a website that provides information which satisfies all areas of the club. The Web-Coordinator is responsible for timely updating of the website as well as other duties as deemed necessary by the Board of Directors and Officers. The Web-Coordinator is a board appointed position and is non-voting.

16. Facebook Coordinator

The Facebook Coordinator is responsible for maintenance of and messaging from the Cushman Club of America Facebook page. This includes responding to posts by members and non-members, coordination of informational and promotional topics. This page is to create awareness, increase membership and encourage easy access to information to anyone interested in Cushman. The Facebook Coordinator must communicate with the Board of Directors and its Officers. This is a Board appointed position and is non-voting.

17. Executive Board

The Executive Board shall consider and evaluate all recommendations made to it by the President and shall take all necessary and appropriate action: approve or disapprove all committee appointment: and materially advise and assist the President in all matters pertaining to the necessary arrangements and programming for the annual meeting. The Executive Board will be responsible for the institution, approval, and implementation of all matters of policy relating to Cushman Club of America, Inc. The Executive Board shall consist of all of the above officers, the immediate past President, four Region Representatives, and two Members-at-Large.

8. Immediate Past Presidents

All immediate past Presidents become Executive Board members upon completion of their term of office for the two years immediately following their term.

ARTICLE VI VACANCIES AND REMOVALS

Section I. Vacancies

a. Each year prior to the annual meet, the Executive Board may cause to be disseminated amongst its members a ballot for the purposes of electing the following elected offices which become vacant: Vacancies to any office in the past twelve months, Second Vice President, Region Representatives and Member-at-Large.

b. If the Board does not send out the ballot by mail, then the elections shall be held at the annual meet. If two or more members are nominated for an office or position, a paper ballot will be distributed by the club secretary. Each ballot shall include the voting member's signature and membership number. Each ballot will be certified against the membership list and tallied by club secretary. Any individual elected must receive a majority of the votes cast and received. Those elected and appointed shall be installed into office at the annual meet.

c. There shall be sixteen members of the Executive Board. Their titles and terms shall be as follows:

<u>TITLE</u>	<u>TERM</u>
1. President	2 yrs
2. Vice President	2 yrs
3. Second Vice President	2 yrs
4. Treasurer	Board Appointment
5. Secretary	2 yrs
6. Technical Advisor	2 yrs
7. Editor	2 yrs
8. Membership Coordinator	Board Appointment
9. Financial Officer	Board Appointment
10. Immediate Past President	2 yrs
11. East Region Representative/Area Rep.	2 yrs
12. Central Region Representative/Area Rep.	2 yrs
13. Mountain Region Representative/Area Rep.	2 yrs

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| 14. Pacific Region Representative/Area Rep. | 2 yrs |
| 15. Area Representative-at-Large (East) | 2 yrs |
| 16. Area Representative-at-Large (West) | 2 yrs |

d. The thirteen Executive Board member's terms will be for two years consecutively. All will be elected or appointed in even numbered years, except the Central, Mountain and Pacific Representatives which will be elected in the odd numbered years.

e. Should a member of the Executive Board be unable to complete the full two years of his term due to resignation or death then the President, First Vice President and Second Vice President shall appoint an interim person to fill the vacant offices until the next general election. This rule will not apply to the office of Second Vice President.

ARTICLE VII REGIONS

In order to further the objectives of this corporation and to increase the benefits of membership to each member within the corporation there are hereby created for the members of the corporation four regions comprising the territory served by the corporation as follows:

East Region: Alabama, Connecticut, Delaware, Florida, Georgia, Indiana, Kentucky, Maine, Maryland, Massachusetts, Michigan, Mississippi, New Hampshire, New Jersey, New York, North Carolina, Ohio, Pennsylvania, Rhode Island, South Carolina, Tennessee, Vermont, Virginia, West Virginia

Central Region: Arkansas, Illinois, Iowa, Kansas, Louisiana, Minnesota, Missouri, Nebraska, North Dakota, Oklahoma, South Dakota, Texas, Wisconsin

Mountain Region: Arizona, Colorado, Idaho, Montana, New Mexico, Utah, Wyoming

Pacific Region: Alaska, California, Hawaii, Nevada, Oregon, Washington

Member-at-Large (East): Must reside in one of the states east of the Mississippi River

Member-at-Large (West): Must reside in one of the states west of the Mississippi River

ARTICLE VIII MEETINGS

Executive Board - The Executive Board meeting may be called by the President or a majority of the Executive Board and may be handled in person, by telephone or correspondence.

Annual Meet - There shall be at least one annual meet for all of the membership to be held at such time and location as determined by the Executive Board upon sufficient notice to the membership.

ARTICLE IX AMENDMENTS

Proposed amendments to the By Laws shall be submitted in writing to the Executive Board at least thirty (30) days prior to the annual meet and be circulated to the entire membership at least seven (7) days prior to the annual meets, and shall require a two-thirds majority of those members in attendance or voting by mail.

ARTICLE X SEAL

The Club shall have a corporate seal which shall be in the form of a circle with the name of the corporation, Cushman Club of America, Inc. and "Corporate Seal" inscribed thereon. The Seal is impressed in the margin of these Bylaws.

ARTICLE XI PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No member, director, officer or employee of or member of a committee of or person connected with the corporation, or any other private

individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Executive Board: and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the corporation, after all debts have been satisfied, all assets remaining in the hands of the Executive Board shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Executive Board may determine or as may be determined by: a court of competent jurisdiction upon application of the Executive Board, exclusively in charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501(c) of the Internal Revenue Code of 1954 (or other corresponding provisions of any future United States Internal Revenue Law) and its regulations as they now exist or as they may hereafter be amended.

ARTICLE XII DUES

The annual dues of Cushman Club of America, Inc. shall be determined by the Executive Board.

ARTICLE XIII COMMITTEES

Section I. Committees

a. The President shall appoint any and all committees necessary to conduct the business of the Club and to carry on the aims and purposes of the organization. The duties of the various committees shall be prescribed by the President and/or Executive Board from time to time.

b. Each committee shall report its findings at the annual meeting and shall publish its report prior to such meeting.

c. Members of the committees shall be selected from various regions throughout the corporate area.

ARTICLE XIV FUNDS

Section 1. Deposits - All Money of the Club shall be deposited in a bank insured by the FDIC in the name of the Club.

Section 2. Disbursements - Any officer, member, committee or group of members may be reimbursed for purchases or incur debt in the name of the Club, and the Treasurer is authorized to pay such debts or expenditures for any service performed by its members as a member of this board. In addition, the Treasurer is authorized to pay normal operating and meet expenses with approval by the President or his designate.

ARTICLE XV RULES OF ORDER

Section 1. Rules of Order Robert Rules of Order shall govern all parliamentary practice of the Cushman Club of America, Inc. in all cases to which they are applicable and in which they are not inconsistent with the Constitution and Bylaws of the Club.

ARTICLE XVI PROHIBITION OF NAME USE

The Cushman Club of America, a single level organization with no parent or subordinate relationships, strictly prohibits the use of the name "The Cushman Club of America" without the express written consent of the Executive Board of the Cushman Club of America. All rights concerning the name are reserved and remain the property of the Cushman of Club of America.