

UNANIMOUS CONSENT ACTION OF BOARD OF DIRECTORS
IN LIEU OF ORGANIZATIONAL MEETING OF
WHEEL MOVEMENT OF THE CSRA, INC.
(a Georgia nonprofit corporation)

The undersigned, being all of the members of the initial Board of Directors designated by the Incorporator of **Wheel Movement of the CSRA, Inc.** (the "Corporation"), a Georgia nonprofit corporation, acting by unanimous written consent in lieu of a called organizational meeting, hereby adopt, approve, and authorize the actions set forth below effective as of the date of incorporation, with the same force and effect as if they were adopted, approved, and authorized at a formal organizational meeting duly called and held in accordance with the applicable provisions of the Georgia Nonprofit Corporation Code.

1. The Articles of Incorporation of the Corporation, granted by the Secretary of State of the State of Georgia on September 6, 2011, are hereby adopted and approved as the Articles of Incorporation of the Corporation, and the Secretary of the Corporation is hereby directed to insert a copy thereof in the minute book of the Corporation. A copy of said Articles of Incorporation is attached hereto as **Exhibit "A"**.

2. The Bylaws presented to the Directors, a copy of which is attached hereto as **Exhibit "B"**, are hereby adopted and approved as the Bylaws of the Corporation, and the Secretary of the Corporation is directed to insert a copy thereof in the minute book of the Corporation.

3. The following individuals are elected to the offices set forth beside their respective names to serve until the first annual meeting of the Directors, or special meeting held in lieu thereof, and their successors are chosen and shall qualify:

Randy DuTeau	President
Christian Lentz	Vice President
Mari Edwards	Secretary
Bill Waters	Treasurer

4. The fiscal year of the Corporation shall be the calendar year.

5. The Officers of the Corporation are authorized to designate the financial depository of the Corporation and the designated institution's usual resolution form may be executed and completed, and appoint the such officers, employees or agents as designated by the Chairman or the President to be the signatories.

6. The proper officers of the Corporation are authorized, empowered, and directed to execute and deliver such documents, instruments, certificates, and notices and to do and perform any and all such further things which such officers, in their discretion, shall deem necessary or proper for the purpose of effectuating and carrying out the intent of the foregoing resolutions and actions, and the Board of Directors hereby ratifies and confirms any such actions.

7. All acts and things heretofore done for and on behalf of the Corporation by its Incorporator, Randy DuTeau, and by the law firm of Hull Barrett, PC, be, and the same hereby are, ratified and affirmed in each and every respect.

8. The Corporation is authorized to commence business and activities.

EXECUTED TO BE EFFECTIVE as of the 12 day of October, 2011.

Randy DuTeau

Ch. J. H.

Maureen McEneaney

William F. Watson Jr.

Prof. C. H.

R. F. H.

Jean Pierre Aubrey

L. E. H.

Richard Swain

Exhibit "A"

ARTICLES OF INCORPORATION
OF
WHEEL MOVEMENT OF THE CSRA, INC.

ARTICLE I

The name of the corporation is "Wheel Movement of the CSRA, Inc." (the "Corporation").

ARTICLE II

The Corporation is organized pursuant to the Georgia Nonprofit Corporation Code (the "Nonprofit Code"), and the duration of the Corporation shall be perpetual.

ARTICLE III

(a) The Corporation is organized exclusively for charitable, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the "Code") which include, but are not limited to, supporting cycling throughout the local community through the promotion of the environmental, economic, health and fiscally beneficial attributes of cycling, and the funding, administering, implementing, operating and assisting education, infrastructure and advocacy initiatives that provide for greater cycle safety, increased use of the bicycle or similar non-motorized vehicle as a transportation option, healthier lifestyles through cycle use and general improvement of the community-wide quality of life.

The Corporation may use its assets and earnings for these purposes, provided however, that no part of the net earnings of the Corporation shall inure to the benefit of any private individual, and provided that no substantial part of its activities shall involve the carrying on of propaganda, or otherwise attempting to influence legislation, as set forth more fully in Article IV herein.

(b) In furtherance of and not in limitation of the general powers conferred by the laws of the State of Georgia and the objects and purposes set forth in these Articles, it is expressly provided that to such extent as a nonprofit corporation organized under the Nonprofit Code may now or in the future lawfully do, the Corporation shall have the power to do, either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects enumerated in these Articles, or designed directly or indirectly to promote the interests of the Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or in the future be authorized to do or to exercise under the Nonprofit Code or under any act amending, supplementing or substituting for the Nonprofit Code.



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(c) The provisions of this Article III shall be construed both as purposes and powers and each as independent purpose and power. The specific purposes and powers enumerated above shall, except when otherwise provided in this Article III, in no way be limited or restricted by reference to, or inference from, the terms of any provision of this or any other Article of these Articles of Incorporation.

(d) Notwithstanding any other provision of these Articles, this Corporation will not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV

(a) The Corporation is organized and shall be operated exclusively for charitable and educational purposes and not for pecuniary gain or profit. No part of the property of the Corporation and no part of its net earnings shall inure to the benefit of any director, member or officer of the Corporation or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation for carrying out its purpose.

(b) The Corporation shall not possess or exercise any power or authority either expressly or by implication or by operation of law that will prevent it at any time from qualifying and continuing to qualify as an organization described in Section 501(c)(3) of the Code, nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.

(c) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except that, if the Corporation so elects, it may make such expenditures in conformity with §501(h) of the Internal Revenue Code) and the Corporation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE V

If it is determined that the Corporation is a private foundation as defined in Section 509(a) of the Code, its income shall be distributed for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code. Furthermore, if it is determined that the Corporation constitutes a private foundation as defined in Section 509 of the Code, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, nor retain any excess business holding as defined in Section 4943(c) of the Code, nor make any investments in such manner as to incur tax liability under Section 4944 of the Code, nor make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE VI

In the event of a liquidation or dissolution of the Corporation, whether voluntary or involuntary, no director, member or officer of the Corporation nor any private individual shall be entitled to any distribution or division of its property or its proceeds and the balance of all money and other property received by the Corporation from any source after the payment of all debts and obligations of the Corporation shall be distributed to an organization that is then qualified for exemption under Section 501(c)(3) of the Code or to a federal, state, or local government body.

ARTICLE VII

(a) There shall be no liability of a director to the Corporation or its members for monetary damages for any action taken, or any failure to take any action, as a director, except liability: (1) for any appropriation, in violation of his or her duties, of any business opportunity of the Corporation; (2) for acts or omissions which involve intentional misconduct or knowing violation of law; (3) for the types of liability set forth in Section 14-3-831 of the Georgia Nonprofit Corporation Code; or (4) for any transaction from which the director received an improper personal benefit.

(b) Any repeal or modification of the provisions of this Article VII by the members of the Corporation shall be prospective only and shall not adversely affect any limitation on the liability of a director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification. If the Georgia Nonprofit Corporation Code is amended, after this Article VII becomes effective, to authorize corporate action further eliminating or limiting the liability of directors, then, without further corporate action, the liability of a director of the Corporation, in addition to the limitation on liability provided herein, shall be limited to the fullest extent permitted by the Georgia Nonprofit Corporation Code, as so amended.

ARTICLE VIII

The initial registered office of the Corporation in the State of Georgia is located at 1149 Hartford Trail, Evans, Columbia County, Georgia. Its initial registered agent at such address is Randy DuTeau.

ARTICLE IX

The Corporation shall have members. The number, qualifications for and other matters relating to its members shall be as set forth in the Bylaws of the Corporation.

ARTICLE X

The name and mailing address of each incorporator is:

Randy DuTeau
1149 Hartford Trail
Evans, GA 30809


Randy Cantu
3131 Edinburgh Drive
Augusta, GA 30909

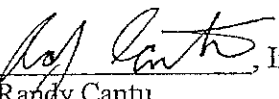
ARTICLE XI

The principal mailing address of the Corporation's principal office is 1149 Hartford Trail, Evans, Georgia 30809.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation as of the 31st day of August, 2011.

WHEEL MOVEMENT OF THE CSRA, INC.


_____, Incorporator
Randy DuTeau


_____, Incorporator
Randy Cantu

SECRETARY OF STATE
CORPORATIONS DIVISION

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Exhibit "B"

BYLAWS

OF

WHEEL MOVEMENT OF THE CSRA, INC.

PREAMBLE.

Individuals and groups representing various personal, corporate and other bicycle-related interests from throughout greater Augusta, Georgia/South Carolina, have convened to create an advocacy organization promoting the lifestyle, economic, environmental, health and general "quality-of-life" value of cycling within, and proximate to, the Augusta metropolitan area; and to engage in those initiatives necessary to ensure a positive cycling environment and continued growth of cycling activity and opportunities.

To this end, these By-Laws are drafted to regulate and manage the affairs of such bicycle advocacy organization, and are hereby adopted on this 12 day of October, 2011, to be effective as of September 6, 2011.

ARTICLE 1. NAME.

The name of this bicycle advocacy organization is Wheel Movement of the CSRA, Inc. (hereafter referred to as "Wheel Movement" or "Corporation")

ARTICLE 2. DUTIES AND RESPONSIBILITIES.

Section 1. Mission.

It is the mission of Wheel Movement to promote and support the local cycling community. Wheel Movement recognizes the lifestyle, economic, health and public relations value of cycling in the greater Augusta, Georgia/South Carolina area. Wheel Movement will work to provide educational programs, conduct community outreach initiatives, and engage in advocacy efforts that generate and sustain a positive cycling environment throughout the community.

Section 2. Goals.

(a) *Generally.* Application of Wheel Movement's mission to the greater Augusta, Georgia/South Carolina, area shall be conducted, without limitation, via the implementation of at least the following general goals:

- (1) Wheel Movement will develop and deliver educational programs to a variety of targeted public groups to educate them on cycling.
- (2) Wheel Movement will promote and pursue necessary policies and infrastructure development for the support of cycling throughout the area.
- (3) Wheel Movement will provide sufficient opportunities for community outreach and to act as a clearinghouse to establish a supportive environment for the cycling community.

(b) *List of Goals not Exclusive.* The list of general goals provided within subsection (a) is not exclusive, and may be expanded upon without amendment of these By-Laws through the development and/or adoption by Wheel Movement of programs, plans, studies, initiatives, or other similar activities which serve to implement the mission of Wheel Movement.

Section 3. Incorporation.

(a) Wheel Movement is organized pursuant to the Georgia Nonprofit Corporation Code and is certified as a domestic nonprofit corporation by the State of Georgia, Office of the Secretary of State. In furtherance of its mission and goals, Wheel Movement shall be organized exclusively for charitable and/or educational purposes and/or to foster amateur sports competition within the meaning of those terms as used in Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code. The Corporation shall have and possess all the benefits, privileges, rights, and powers created, given, extended or conferred by the provisions of all applicable laws of the State of Georgia pertaining to nonprofit corporations and any additions or amendments thereto.

No part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c)(3) of the Code, and the Corporation shall not participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, nor shall any part of its property or any part of the income

therefrom be devoted to such purposes. No part of the Corporation's activities shall involve the provision of athletic facilities or equipment to such extent as would result in loss of its exemption from federal income tax under Section 501(c)(3) of the Code.

(b) The Corporation may receive and accept property, whether real, personal, or mixed, by way of gift, bequest, or devise, from any person, firm, trust, or corporation, to be held, administered, and disposed of in accordance with the Articles of Incorporation and these Bylaws. Provided, however, that no gift, bequest, or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal for any purposes inconsistent with the purposes of this Corporation as stated in the Articles of Incorporation and these Bylaws, or as shall, in the opinion of the Board of Directors, jeopardize the federal income tax exemption of this Corporation under Section 501(c)(3) of the Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to the members, directors or officers, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 3 hereof.

Section 4. Geographic Scope.

(a) *Principal Geographic Area of Focus.* Wheel Movement's mission and goals shall be applied to and implemented within a principal geographic area of focus. Such principal geographic area of focus shall be greater Augusta, Georgia/South Carolina, which is specifically defined as those central counties (Aiken, South Carolina; Columbia, Georgia; Richmond, Georgia) contained within the Augusta-Richmond County GA-SC Metropolitan Statistical Area (United States Office of Management and Budget, Bulletin #10-02, December, 2009), and including those incorporated places lying within such counties.

(b) *Expanded Geographic Scope.* Wheel Movement's activities shall not be exclusively confined to the principal geographic area of focus as defined in subsection (a). Notwithstanding the provision of subsection (a), Wheel Movement may engage in cycling activities that are regional, statewide or federal in scope, and which otherwise transcend local bicyclists' areas of concern or responsibility so long as such activities, whether directly or indirectly, are intended to apply the mission and goals of this Article to the organization's principal geographic area of focus.

ARTICLE 3. ORGANIZATION AND STRUCTURE

Section 1. Board of Directors.

(a) *Generally.* Wheel Movement shall be governed by a Board of Directors (hereafter referred to as the "Board"). The Board shall consist of no less than seven (7) and no more than eleven (11) members.

(b) *Establishment of the Board.* Upon adoption of these by-laws, those persons shown as Directors in the minutes of the meeting of the Board upon the date of such adoption shall continue to serve on the Board until the next annual meeting of the Members of Wheel Movement, at which time their terms shall expire and their successors shall be elected by the Members in accordance with Article 5, section 8.

(c) *Board Membership Qualifications.* Persons selected to serve on the Board of Directors shall be subject to the following qualifications:

(1) *Geographic Area of Focus.* All Directors shall be residents of the principal geographic area of focus as defined by Article 2, subsection 4(a) of these By-Laws; and, all three (3) counties identified within said Article and subsection (Aiken, South Carolina; Columbia, Georgia; Richmond, Georgia) should be represented on the Board by no fewer than two (2) Directors who are residents of the respective county.

(2) *Committee Membership.* Except as provided in subsection (b), only those Wheel Movement Members in good standing who have served at least one (1) year as a member of a Wheel Movement Committee should be nominated and considered for membership on the Board.

(3) *Bicycle Industry Representation.* Any individual whose personal income is derived in whole or in part through the ownership and operation of a business primarily engaged in the retail sales of bicycles and/or bicycle parts, or the repair and maintenance of bicycles, is not eligible to serve on the Board of Directors; except, as an ex-officio member at the discretion of the Board. Such exclusion does not extend to the employees, or family members of, the primary owner/operator of such establishments who otherwise meet the other qualifications for Board membership. Nothing within this subsection shall be interpreted as disqualifying any eligible individual from membership on a Wheel Movement Committee.

(d) *Terms of Service.* The initial terms of service for all Directors is established in subsection (b). All subsequent terms of service on the Board shall be subject to the election procedures established herein and in Article 5, section 8. At the conclusion of the Board's initial period of service provided in subsection (b), Directors' terms of office shall be for two (2) years, with an exception

being the first such election when one-half of the Directors shall be elected to one (1) year terms so as to create staggered terms. Terms shall be staggered such that the Board retains the geographic composition established by subsection (c) at all times. Each Director shall assume office at the point of their election and continue in office until their death, end of term, resignation or removal. Directors may be re-elected to any number of consecutive terms, but re-election shall only be upon a showing that each Director has met the duties and responsibilities for Directors in an exemplary manner.

(e) *Powers and Duties.* The Board shall have the general power to control and manage the affairs and property of Wheel Movement in accordance with the provisions of the Articles of Incorporation and these By-Laws. Such general powers shall not supersede those specific powers and duties assigned to Officers as provided in section 2.

The following specific powers are reserved by, and shall be solely exercised by, the Board in the manner prescribed within these By-Laws:

- (1) Amend these By-Laws;
- (2) Expend or otherwise obligate Wheel Movement to expend in excess of \$500.00;
- (3) Approve the annual budget of Wheel Movement;
- (4) Delegate to, define the scope of work of, and oversee the Committees created by these By-Laws;
- (5) Approve the inclusion of Wheel Movement as a party in any legal action; and,
- (6) Undertake the dissolution of Wheel Movement.

Each Director must also be a sitting member of at least one Standing Committee of Wheel Movement established in subsection 3(b).

(f) *Removal.* Any Director may be removed at any time for cause by a vote of two-thirds of the entire Board at any regular meeting, or at any special meeting of the Board called for that purpose. A Director who misses three (3) consecutive meetings shall be automatically removed, but may be reinstated by a vote of a majority of the entire Board for good cause shown.

(g) *Resignation.* Any Director may resign from the Board at any time. Such resignation shall be made in writing or orally to the President, shall take effect at the time specified therein, or at the time of receipt by the President if no effective date is specified.

(h) *Vacancies.* Any vacancies on the Board of arising at any time and from any cause may be filled at any Board meeting by majority vote of the Directors then in office. Directors so elected shall serve out their subject term in office.

Section 2. Officers.

(a) *Generally.* The officers of Wheel Movement shall be a President, Vice President, Secretary and Treasurer. Officers shall be appointed by the Board of Directors from among its members; except that the President shall be nominated by the Board and assume office only upon the approval of the majority of the Members present at the Wheel Movement annual meeting. Officers' terms shall be for one (1) year. Officers may be re-appointed to any number of consecutive terms by the Board; except that no individual duly seated by the Members of Wheel Movement may serve in the role of President for more than two (2) consecutive years, nor be eligible for such role for at least two (2) subsequent years following the conclusion of his or her term(s) of service in such role.

(b) *President, Powers and Duties.* The President shall give notice of, and preside at, all regular, special and annual meetings of the Board, and all required meetings of the general membership as provided within these By-Laws; shall give general supervision over the affairs of Wheel Movement, and shall keep the Board fully informed about such affairs; shall sign and execute in the name of Wheel Movement on all contracts authorized either generally or specifically by the Board; and shall perform other similar duties as the Board may prescribe.

(c) *Vice President, Powers and Duties.* The Vice President shall act as an aide to the President; shall, in the absence of or inability of the President to perform his or her functions as chairperson of a regular, special and annual meetings of the Board, and all required meetings of the general membership as provided within these By-Laws, assume the role of chairperson; and shall perform other similar duties as the Board may prescribe.

(d) *Secretary, Powers and Duties.* The Secretary shall prepare and keep the minutes of all regular, special and annual meetings of the Board and general membership of Wheel Movement; shall keep records reflecting the terms of, and relevant contact data of, all Directors and Officers; shall maintain the records of all Members and Sponsors; shall authenticate records of Wheel Movement; and, shall perform other similar duties as the Board may prescribe.

(e) *Treasurer, Powers and Duties.* The Treasurer shall have custody of and be responsible for Wheel Movement funds; shall have general oversight of the annual budget; shall ensure compliance with federal statutes regarding Wheel Movement's tax status; and shall perform other similar duties as the Board may prescribe.

(f) *Removal/Resignation.* The removal or resignation of Officers shall be consistent with the provisions and procedures for Directors as provided in subsections 1(f) and (g). Vacant Officer posts, including the President, shall be filled by the Board in the same manner as prescribed in subsection 1(h).

Section 3. Committees.

(a) *Establishment of Committees.* The Board of Directors may establish Committees for the development and delivery of programs and services to be offered by Wheel Movement.

(b) *Standing Committees.* At a minimum, the Board shall establish the following three (3) Committees:

(1) *Educational Program* – This Committee shall be tasked with educational program development and delivery including: Adult and child cycling classes, law enforcement education, driver-focused education, community presentation, curriculum development, instructor recruitment, training and retention, etc.

(2) *Policy & Facilities* – This Committee will oversee and assist with the development of state, regional and local bicycle planning and policy, ordinance development, bicycle facility development, grant applications; and, serve as a liaison between Wheel Movement and local government officials; etc.

(3) *Administration & Outreach* – This committee shall be responsible for assisting the Board with administrative and public outreach tasks which may include but not be limited to: website administration, marketing, surveys, membership documentation and benefits, press releases, editorials, social activities, riding routes inventory, cyclist support, volunteer solicitation, etc.

The activities of these, and other future Committees, may occasionally overlap, but shall not interfere with the ability of each Standing Committee to conduct those specific duties defined within this subsection.

(c) *Committee Structure.* Wheel Movement Committees shall be structured as follows:

(1) *Eligibility.* A majority of Committee Members must be Wheel Movement Members in good standing, although, each Committee may solicit the active participation of other individuals who are not members of the organization but provide expertise which may enhance the Committee's activities. The Board may deny a Member, or other individual, membership on a Committee for the purposes of ensuring appropriate distribution of talents and/or participation in the three (3) Standing Committees established in subsection (b). The Educational Program and Policy & Facilities committees must include both Members who live in Georgia, and those who live in South Carolina.

(2) *Size.* Standing Committees and other Committees will generally not be limited to a minimum or maximum size except by the Board for those purposes listed in subsection 3(c)(1). Size distribution of Committees shall be weighted by the Board so that the greatest amount of committee participation is vested in, and largest active membership is retained by, the Educational Program Committee.

(3) *Chairmanship.* Committee members shall appoint a Chair who shall also be a Director. The Chair shall administer the activities of the Committee and shall ensure coordination of such activities with the Board.

(d) *Board Oversight.* Committees shall work on assignments delegated to it by the Board in furtherance of the policies established by the Board, and the mission and goals established within these By-Laws. Additional assignments may be initiated by the Committee itself, but no programs, activities or initiatives conceived on behalf of Wheel Movement may be implemented with Wheel Movement resources, or in the name of the organization, without first gaining the approval of the Board.

ARTICLE 4. MEMBERS AND SPONSORS

Section 1. Members.

(a) *Generally.* Wheel Movement shall have an unlimited number of members. "Members" of Wheel Movement are those individuals who have paid dues to the organization as established by the Board. The Board shall have the authority to establish varying membership classes to meet the interests of Wheel Movement members, or to further promote the goals and objectives of Wheel Movement.

(b) *Rights and Privileges.* Wheel Movement Members shall have at least the right to vote on, or participate in, activities of the organization as provided within these By-Laws; shall be eligible to be a recipient of membership benefits which may be extended by the Board to Members of the organization; and, shall have the opportunity to serve on those Committees established herein.

Section 2. Sponsors.

The Board of Wheel Movement may establish relationships with sponsors. "Sponsors" of Wheel Movement is any business or civic association that, or individual who, has either paid a sponsorship fee and/or made another financial, in kind, material, or other donation to the organization. The Board may determine the qualifications for sponsorship on a case-by-case or formal basis, and shall determine the nature and frequency of recognition to be afforded sponsors.

Section 3. Termination of Affiliation.

The Board reserves the right to terminate the membership of a Member who has failed to maintain "good standing" in the organization via the lapse of dues, participation in illegal or indecent activities, or any other conduct which the Board determines to be contrary to the mission or goals of Wheel Movement, or is otherwise detrimental to the activities, initiatives or reputation of the organization. This right of the Board shall also extend to Wheel Movement's affiliations with any other Sponsor.

ARTICLE 5. MEETINGS AND VOTING

Section 1. Annual Meeting.

There shall be an annual meeting of the Board for the purpose of electing Directors, and for other business matters in which the powers and duties of the Board has been vested by these By-Laws. The initial annual meeting shall be defined as the date on which the original Board of Directors and Officers was established in accordance with the Georgia Nonprofit Corporation Code, and in which these By-Laws were adopted by the Board. The date of subsequent annual meetings shall be fixed so that it is held no more than 30 calendar days prior to or following the calendar date on which the original annual meeting was held. Notice of the time and place of each subsequent annual meeting, along with a draft agenda stating all items on which business will be transacted shall be provided to all Directors and Members, and posted on Wheel Movement's webpage, blog or other social media site commonly utilized by Members, at least twenty (20) days in advance of the annual meeting.

Section 2. Board of Directors, Regular Meetings.

In addition to the annual meeting, the Board shall meet at least five (5) times per business year - being defined as the twelve (12) month period between annual meetings. The number, date, and time of regular Board meetings shall be determined by the Board at the annual meeting, and shall be posted on Wheel Movement's webpage, blog or other social media site commonly utilized by Members. A draft agenda of all items on which business will be transacted at a specific regular meeting shall be provided to all Directors, and posted on Wheel Movement's webpage, blog or other social media site commonly utilized by Members, at least seven (7) days in advance of the regular meeting.

Section 3. Board of Directors, Special Meetings.

Special meetings of the Board may be called by the President, or by a majority of Officers. Notice of the time and place of each special meeting, along with a draft agenda stating all items on which business will be transacted shall be provided to all Directors, and posted on Wheel Movement's webpage, blog or other social media site commonly utilized by Members, at least seven (7) days in advance of the called special meeting.

Section 4. Members, Attendance at Meetings.

All Members in good standing shall have the right to attend the annual meeting, or regular and special meetings of the Board.

Section 5. Committee Meetings.

Committee meetings are not required to adhere to a consistent meeting schedule, except that each committee shall meet at least quarterly. Committee meetings shall be scheduled by the Chair of such Committee. Required quarterly meetings of each Committee shall adhere to the same written notice requirements of special Board meetings as provided in section 3, except that such notice and agenda shall be distributed both to all Directors and all members of the applicable Committee. Due to the shifting environment surrounding Committee activities, additional Committee meetings do not have to adhere to formal notice procedures so long as a good faith attempt is made to inform Directors and Committee members of pending meetings.

Section 6. Board of Directors, Quorum and Voting.

Fifty (50) percent of the entire Board shall constitute a quorum for the transaction of business defined by the specific powers and duties provided in Article 3, section 1(e). An affirmative vote of the majority of Directors present at the meeting in which such item is considered, and including proxy votes where permitted by section 7, shall be required for the transaction of the business item. A Director may be considered in attendance and eligible to vote if participating in the meeting remotely via conference telephone call or other voice technology.

Section 7. Board of Directors, Voting by Proxy.

Any Director may give a written proxy to an Officer for a business item to be voted at a meeting at which said Director is eligible to vote but unable to attend either in person or remotely via voice technology. The proxy may be voted upon only upon presentation of the same in writing to the Wheel Movement Officer conducting the meeting in question, and it shall be recorded in the minutes. An exception is that no proxy vote will be permitted for business transacted at the annual meeting of Wheel Movement. Where permitted, a Director may vote by proximity on no more than three (3) individual business items which are part of a regular meeting during Wheel Movement's business year - being defined as the twelve (12) month period between annual meetings. There is no limit to the number of times a Director may cast a proxy vote at a special meeting.

Section 8. Members, Voting.

Members of Wheel Movement shall vote for the Board of Directors, and for the President at the annual meeting. Unless additional methods are provided for by the Board in the future, voting for the Board of Directors and President shall be by voice vote, and shall represent a majority of the Members present at the annual meeting.

Additional matters may be submitted to Members by the Board at a duly called meeting, by resolution on written ballots, or other method so long as the Board has made a reasonable attempt to extend the opportunity to participate in such balloting, polling, or voting to all Members currently in good standing.

ARTICLE 6. GENERAL PROVISIONS

Section 1. Amendments.


The Articles of Incorporation of Wheel Movement may be amended as provided by law. These By-Laws may be amended at any annual, regular or special meeting of the Board of Directors by a vote of two-thirds of all Directors in attendance.

Section 2. Indemnification.

Unless otherwise provided in the Articles of Incorporation, Wheel Movement may to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures provided by the Georgia Nonprofit Corporation Code and any amendments thereto, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she is or was a Director, Officer, Committee Member, Member, or agent of the organization, against judgments, fines, penalties, amounts paid in settlement, and reasonable expenses including attorneys' fees.

Section 3. Dissolution.

In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, director or officer of the Corporation nor any private individual shall be entitled to any distribution or division of its property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be distributed to such other organization or organizations selected by the Member each of which is then qualified under Section 501(c)(3) of the Code, as an exempt organization, to be used exclusively for the purposes described in Article II of these Bylaws.

By: 

As its: President