

## ARTICLE V - OFFICERS AND DIRECTORS

**SECTION 1. OFFICERS** The Officers of the Club are President, Vice-President, Secretary, Treasurer and Ride Coordinator. Together they shall function, when needed, as the Executive Committee of the Board of Directors.

**SECTION 2. DIRECTORS** The Directors are: Membership Coordinator, Safety Coordinator, IT Coordinator, one At-Large member and the two ex-officio members specified below. The five (5) Officers and six (6) Directors shall constitute the Board of Directors ( "Board") and will function as the governing body of the Club.

a) The Officers and Directors shall be elected for a term of two (2) years.

b) The chairman of the Morris Area Freewheelers Foundation, or his/her designee, will serve on the Board after being approved by the Club Board as either a non-voting or ex-officio member with voting rights to be consistent with those provided to the Club representative on the Foundation Board.

c) The most immediate Past President who is an active member of the Club and was not removed from office and/or resigned from office to address a conflict of interest shall be invited to serve on the Board as an ex-officio member.

d) The President and Vice President may serve a maximum of two (2) consecutive elected terms in each office.

e) Ex-officio members of the Board shall have all the rights and privileges of elected members, including the right to vote.

f) The Officers shall serve as Trustees of the Corporation, positions which are required by State laws governing incorporation.

g) Board Members must disclose potential conflicts of interest and are prohibited from voting or representing the club on any matter in which there is a conflict. Conflicts of interest include but are not limited to individual or close relation financial conflicts, personal conflicts, conflicting organizational interests, and/or competitive conflicts. The determination of whether something is a conflict of interest is to be determined by majority decision by the other Board Members and recorded in meeting minutes with a recorded vote where the position of each individual is documented. If a majority is not reached declaring a potential conflict as a non-concern the potential conflict will be treated as a conflict, and the associated member(s) will recuse themselves from voting and/or representing the club in the associated role.