

Bylaws of Florida Bicycle Association, Inc.

Article 1 **Membership**

Section 1: Qualifications: Any person or organization subscribing to the goals and objectives of Florida Bicycle Association may become a member.

Section 2: Dues: Membership dues shall be set by the Board of Directors.

Article 2 **Board of Directors**

Section 1: Qualifications: The Board of Directors shall be elected from the membership of the corporation. Any elected Director must remain a member in good standing throughout their term. Failure to do so shall be grounds for removal of that Director by majority vote of the remaining Directors present at any meeting of the Board.

Section 2: Composition: The Board shall consist of at least three (3) members and no more than eleven (11) members. Should less than eleven members be selected at the board meeting held in conjunction with the annual meeting, the Board may declare the remaining positions vacant.

Section 3: Election and Term:

- A. Application and Requirements: Members in good standing must submit a letter of interest and qualifications to the Board for consideration as a Board of Directors applicant, and must attend a minimum of one Board meeting to earn eligibility for vacant Board positions. Applicants shall be nominated by a Selection Committee, vetted, then approved by the Board of Directors as described under "BOARD SPECIFIC POLICIES" of the corporation's Policies and Procedures. Directors in good standing are eligible for re-election to succeeding terms.
- B. Term: The Directors shall serve a term for two (2) years for up to three consecutive terms, and elections shall be held annually.

Section 4: Duties: The Board of Directors will have general supervision of the affairs of the corporation between its general meetings. The Board will fix the hours and place of meetings, approve budgets, participate in events with other organizations and plan social and recreational activities in furtherance of corporation purposes. The Board will also set dues and have the ability to expel members. The Board may adopt proposed amendments to the Articles of Incorporation and Bylaws by a majority of the Board members present at any meeting. The Board shall devise and execute such other measures deemed proper and expedient to promote the objectives of the corporation and shall perform all duties as specified by these Bylaws.

Section 5: Meetings: Meetings in person, by teleconference, or other electronic methods, of

the Board of Directors will be held at least twice a year. Meetings of the Board may be called by the President whenever necessary. Motions may not be voted upon or debated by email. Votes require a simultaneous presence either in person or by phone of a quorum of the voting Board members.

Section 6: Quorum: At least half of the Board's voting members shall constitute a quorum.

Section 7: Vacancies: Any vacancies occurring in the Board of Directors shall be filled by majority vote of the remaining members of the Board. The person so chosen from among the general membership shall hold office until the next board meeting held in conjunction with the annual meeting.

Section 8: Attendance of Directors at Meetings: Failure of any Director to attend three (3) consecutive meetings of the Board of Directors, including scheduled phone conferences, shall be grounds for removal of that Director by majority vote of the remaining Directors present at any meeting of the Board.

Article 3 **Advisory Board of Directors**

Section 1: Appointment: The Board of Directors may appoint one or more individuals who possess specialized knowledge and abilities and are members in good standing as Advisory Board Members to counsel and advise the Board on matters within their expertise and to take action authorized by the Board.

Section 2: Term: An Advisory Board Member may be appointed, through request or recommendation of the Executive Director, at any meeting of the Board of Directors by a majority vote of the Board members present. The appointment of an Advisory Board Member shall be for a term of two (2) years expiring at the next succeeding board meeting held in conjunction with the annual meeting at which officers are elected. An Advisory Board Member may be appointed for consecutive terms, and must remain a member in good standing throughout their term. Failure to do so shall be grounds for dismissal.

Article 4 **Officers**

Section 1: Qualifications: Any member of the Board of Directors may be elected as a general officer of the corporation.

Section 2: Positions: The general officers of the corporation shall be: President, Vice President, Secretary, and Treasurer, hereafter known collectively as the Executive Committee.

Section 3: Duties: The duties and powers of the officers of the Corporation shall be as follows:

President: The President shall preside at the meetings of the corporation and of the Board of Directors and shall be an ex-officio member of all committees. The President shall guide

the members of the Board in devising and implementing policy, and shall vote at Board meetings only to break a tie vote. The President will appoint needed committees and committee chairpersons, as necessary or when directed by the Board, and will serve as public spokesperson for the corporation. The President also maintains the authority to issue calls for special meetings when necessary.

Vice President: The Vice President shall preside at Board, general, and Executive Committee meetings in the absence of the President. If the presidency is vacated, then the Vice President will assume the Presidency until confirmed or replaced by the Board at next available meeting quorum. Any current or past Board member who is a member in good standing of the FBA is eligible to be elected to the Presidency to finish the term.

Secretary: The Secretary will keep accurate minutes of the meetings of the Board of Directors, general meetings, and Executive Board meetings. The Secretary will be the repository of all records and reports of the meetings. In case of the absence of the Secretary at any meeting, the President will appoint a Secretary pro-tem.

Treasurer: The Treasurer, working with staff, will maintain an accurate account of all income and expenditures for each fiscal year. At the corporation's annual meeting, when called upon by the President, the Treasurer will present a complete accounting of all current fiscal year transactions and anticipated transactions, as well as an accompanying comparison of anticipated versus actual income and expenditures. The Treasurer will also present a financial report at the corporation's annual meeting.

Section 4: Term: The general officers will each serve for one year and are eligible for re-election for four consecutive terms. The term begins immediately upon election.

Section 5: Vacancies: Vacancies in office will be filled by a majority vote of the Board of Directors. The person so chosen will hold office until the next board meeting held in conjunction with the annual meeting.

Article 5 Meetings

Section 1: Annual Meeting: There will be an annual meeting-of all members and shall be held at a time and place designated by the Board of Directors. At the Annual Meeting, an opportunity will be provided to the members for discussion of the policies and activities of the Corporation.

Section 2: Notice: Notice of the annual meeting will be posted to the corporation's website (www.floridabicycle.org), printed in the quarterly newsletter sent to all members, and emailed to the last recorded email address of each member at least one (1) month before the time appointed for the meeting. The Secretary shall conduct email notification.

Section 3: Special Meetings: Special meetings will be called by the President when necessary, and except in cases of emergency, at least ten (10) working days notice will be given.

Article 6 **Regional Chapters**

Section 1: Regional Chapters may be developed to strengthen FBA's statewide mission at the regional level and are subject to all policies and procedures established by the corporation. Position statements endorsed by the FBA Board of Directors will be supported by Regional Chapters. Regional Chapter priorities and strategies may be developed based on local concerns and conditions.

Section 2: Chapter Director: Chapters are headed by a Chapter Director who is a member of FBA and is appointed by the FBA Board of Directors as an Advisory Board Member. This person is accountable for overall Chapter management and to the FBA Executive Director for day-to-day operations.

Section 3: Chapter Boards. The Chapter Director may recruit Chapter Boards. Each Chapter Board Member must be an FBA member and shall be subject to confirmation by the FBA Board of Directors. The term of Appointment shall be two (2) years with eligibility for re-appointment.

Section 4: Chapter Support. As the parent organization, FBA will provide financial and administrative support, advocacy training and other resources. Regional Chapters fall under the parent non-profit charitable status and do not require an independent 501(c)(3) status. Regional Chapters are also exempt from the payment of Florida sales and use tax through the parent Consumer's Certificate of Exemption.

Section 5: Funds and Fund Raising: Funding may be solicited from grant organizations or sponsors to support Chapter activities. Fundraising on behalf of Chapter activities will be deposited into the FBA general operating account. All Chapter monies raised will be used and accounted for in such a manner that will meet requirements of any granting organization. There is no individual Chapter membership.

Chapter activities will fall under FBA general liability coverage. Policies and procedures to acquire special event insurance or certificates of insurance will be managed by the Executive Director based on information provided by the Chapter Director. The Chapter Director and Chapter Board Members are covered under the FBA Directors & Officers Insurance as long as they are members of FBA.

Article 7 **Fiscal Year**

The fiscal year of the corporation shall begin on the first day of the calendar year, January 1, and end on the last day of the year, December 31.

**Article 8
Committees**

Special committees may be appointed by the President or when directed by the Board, and subsequently dissolved upon completion of appointed task.

**Article 9
Parliamentary Authority**

The rules contained in Addendum I: PARLIAMENTARY PROCEDURE (Simplified) will cover the operating rules of the corporation in all cases to which they apply and in which cases they are not consistent with the bylaws and any special rules of order the corporation may adopt. Copies of Addendum I: PARLIAMENTARY PROCEDURE (Simplified) will be made available at meetings via hardcopy or Internet membership page link.

**Article 10
Amendment of Bylaws**

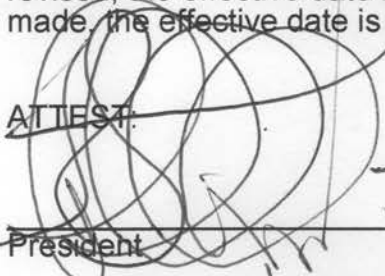
The bylaws may be amended by a two-thirds (2/3) vote of the Board members present at any meeting.

**Article 11
General Provisions**

Section 1: Bylaws review: Every four years or as deemed necessary, the President or Board of Directors shall appoint a committee of no less than three (3) members to review the corporation's Bylaws.

Section 2: Effective Date: As originally adopted, the effective date of these bylaws was September 24, 1997; as subsequently revised, the effective date was December 1, 2001; as subsequently revised, the effective date was January 12, 2002; as subsequently revised, the effective date was October 23, 2010; as subsequently revised, the effective date is June 16, 2014; as subsequently reviewed but no changes made, the effective date is July 29, 2017.

ATTEST:



President

J. STEELE OVERSTAD July 29, 2017



Secretary

July 29, 2017

ADDENDUM 1

PARLIAMENTARY PROCEDURE (Simplified)

| <u>Kind of Motion</u> | <u>Object of Motion</u> | <u>Effect of Motion</u> |
|--|--|---|
| 1. "Table" | Clear the floor for more urgent business | Delays action |
| 2. "Question" | Secure immediate vote on pending motion | Ends debate |
| 3. "Limit/extend time" | Provides more/less time for discussion | Shortens/Lengthens discussion for debate |
| 4. "Postpone definitely (to a certain time)" | Gives more time for informal discussion and for securing followers/support | Delays action |
| 5. "Commit/refer" (to a committee) | Enables more careful consideration to be given before a vote | Delays action |
| 6. "Amend" | Improve the motion | Change the original motion |
| 7. "Postpone indefinitely" | Prevents a vote on the question | Suppress the question |
| 8. "Point of order" | Call attention to violation of rules | Maintains parliamentary procedures |
| 9. "Appeal the decision of the chair" | To determine the group's attitude on the ruling by the chair | Secures ruling by group rather than by chair |
| 10. "Move" | To bring an item to a vote | Stops discussion temporarily; Requires second for action by group |
| 11. "Second" | Moves motion to action | Forces group to take specific action |
| 12. "Discussion" | Discussion on motion | Gives chance for additional discussion on seconded motion |
| 13. "Say 'aye/nay'" | Call for the vote | Ends discussion and asks for group consensus |