

Bylaws of Florida Bicycle Association, Inc.

(Revised 1/12/02)

Article I

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

Officers

Section 1: Positions: The general officers of the corporation shall be: President, Vice President, Secretary, and Treasurer, hereafter known collectively as the Executive Committee.

Section 2: 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. He/she shall guide the members of the Board in devising and implementing policy. He/she shall vote at Board meetings only to break a tie vote. The President will appoint needed committees and committee chairpersons as directed by the Board. He/she will be public spokesperson for the corporation. The President will issue calls for special meetings when necessary.

Vice President: The Vice President shall serve as President-elect and will 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.

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 meetings. In case of the absence of the Secretary at any meeting, the President will appoint a Secretary pro-tem.

Treasurer: The Treasurer will maintain an accurate account of all moneys received and expended and will present a complete accounting of all transactions at the annual meeting, when called upon by the President, and shall provide quarterly accounting to the Executive Committee.

Section 3: Term: The officers will serve for one year and are eligible for re-election to consecutive terms.

Section 4: 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 annual meeting.

Article 3

Meetings

Section 1: Annual Meeting: There will be an annual meeting for the election of the Board of Directors, receiving annual reports of the Executive Committee, and transacting other corporate business.

Section 2: Special Meetings: Special meetings will be called by the President when necessary, Except in cases of emergency, at least ten (10) working days notice will be given.

Section 3: Notice: Notice of the annual meeting will be given by the Secretary on the listserver and/or in writing to the last recorded address of each member at least one (1) month before the time appointed for the meeting.

Article 4

Board of Directors

Section 1: Qualifications: The Board of Directors shall be elected from the membership of the corporation.

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 annual meeting, the Board may declare the remaining positions vacant.

Section 3: Election and Term:

A. Nominations: A nominating committee of three members, appointed by the President, with the consent of the Board, will select and publicize a slate of candidates for Board vacancies preceding the annual meeting. Nominations will be confirmed by a majority vote of the Board members present at the annual meeting. Directors are eligible for re-election to succeeding terms.

B. Term: The Directors shall serve for two years and shall be elected 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, prepare 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 will perform such other duties as are specified by these Bylaws.

Section 5: Meetings: Meetings in person or by teleconference 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.

Section 6: Quorum: A majority of the Board 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 shall hold office until the next annual meeting.

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

Article 5

Advisory Directors

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

Section 2: Term: An Advisory Director may be appointed at any meeting of the Board of Directors by a majority vote of the Board members present. The appointment of an Advisory Director shall be for a term

of two (2) years expiring at the next succeeding annual meeting at which officers are elected. An Advisory Director may be appointed for consecutive terms.

Article 6

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 7

Committees

Special committees will be appointed by the President upon approval of the Board.

Article 8

Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order 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.

Article 9

Amendment of Bylaws

Section 1: The bylaws may be amended by a two-thirds (2/3) vote of the Board members present at any meeting.