

Bylaws of Florida Bicycle Association, Inc.
(Revised 10/23/10)

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.

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 will be confirmed by a majority vote of the Board members present at a subsequent board meeting. . Directors in good standing are eligible for re-election to succeeding terms.

C. Term: The Directors shall serve for two (2) years, 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.

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 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 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 or abilities 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, 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.

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 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 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 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 the projected budget for the forthcoming fiscal year at the corporation's annual meeting. The Treasurer shall provide quarterly accounting to the Executive Committee.

Section 4: Term: The general officers will each serve for one year and are eligible for re-election to unlimited consecutive terms.

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 for the presentation 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, and 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 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. Email notification shall be conducted by the Secretary.

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 the 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, upon approval of the Board, and subsequently dissolved upon completion of appointed task.

**Article 9
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 10
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.