

BYLAWS OF  
NORTH FLORIDA BICYCLE CLUB, INC.  
ARTICLE I

Name

Section 1 This corporation shall be known as NORTH FLORIDA BICYCLE CLUB, INC.

Section 2 This corporation, having been formed under Chapter 617, Florida Statutes, is a not-for-profit corporation, which does not contemplate pecuniary gain or profit to its members, and no part of the net earnings of this corporation shall ever inure or be distributed to or for the benefit of any member, director, officer or other private individual. The purposes for which this corporation are formed are, as declared in its Articles of Incorporation, exclusively recreational, charitable and educational. No part of the activities of this corporation shall consist in the carrying on of propaganda or otherwise attempting to influence legislation.

ARTICLE II

Members

As declared in this corporation's Articles of Incorporation, membership in the corporation shall be limited to the Directors and such other individuals who are admitted to membership by the Board of Directors. The Board of Directors may hereafter, by a duly adopted Amendment to these Bylaws, provide for the number and qualification of such members and for various classes of membership. All members of the corporation are entitled to vote.

ARTICLE III

Directors

Control of Corporate Powers.

Section 1. The corporate powers, business and affairs of the corporation shall be exercised, conducted and controlled by a Board of not less than six (6) Directors and not more than twelve (12).

Eligibility and Composition.

Section 2. Any club member who is interested in the recreational, charitable and educational purposes of the corporation defined in Article I, Section 2 of these Bylaws shall be eligible for election to the Board of Directors.

Term Of Office

Section 3. Each Director shall hold office for one year. Directors shall be elected to fill the expired term by majority vote of the members of the corporation present and voting. Any Director may be elected to succeed himself.

Vacancies

Section 4. Any Vacancy occurring in the office of Directors by reason of death or resignation shall be filled by the affirmative vote of the majority of the remaining Directors, though less than a quorum, or by a sole remaining Director. Such Director, so appointed, shall hold office until

his successor is elected at the next annual meeting of the members of the corporation, or at any special meeting duly called for that purpose prior thereto.

When one or more of the Directors shall give notice of his or her resignations to the Board, effective at a future date, the Board shall have the power to fill such vacancy or vacancies, to take effect when such resignations shall become effective. Each Director so appointed shall hold office during the remainder of the term of office of the resigning Director or Directors or until their successors are appointed or elected.

Any Director shall be entitled to resign and have his resignation effective at the time fixed by him, without the necessity of having an acceptance thereof by the Board of Directors.

#### Removal

Section 5. The members of this corporation may, at a regular meeting or a special meeting called for this purpose, by a vote of not less than two thirds of the members of the corporation present and voting, remove any director of this corporation and elect a new director by majority vote to fill the vacancy created by the removal. Any board member who misses 3(three) consecutive meetings or 4 (four) meetings in one year shall be removed from the board. The board will find a replacement for the remainder of the term. (Added 09/07)

#### Fiscal Year

Section 6 The fiscal year of the corporation shall run from January first through December thirty-first of each year.

#### Place and Time of Meetings

Section 7 All meetings shall be held at a place and time designated by the Board of Directors and may be changed at the discretion of the Board. The regular monthly meeting of members of the corporation for the election of Directors shall be held during the month of November.

#### Calling of Special Meetings

Section 8. Special meetings of the Board of Directors shall be called at any time, on order of the President, or on the order of two (2) Directors. Special meeting of the members shall be called at anytime, on order of the Board of Directors, or at least five percent (5%) of all members entitled to vote at such meeting.

#### Notice of Special Meetings

Section 9. Notice of special meetings of the Board of Directors, stating the time and, in general terms, the purpose or purposes thereof, shall be mailed, hand delivered, telephoned or e-mailed, not later than three (3) days before the time appointed for the meetings. An entry of the service of notice, given in the manner above provided, shall be made in the minutes of the proceedings of the Board of Directors, and such entry, if read and approved at a subsequent meeting of the Board of Directors, shall be conclusive on the question of service. If all of the Directors shall be present at any Director's meeting, however called or noticed, and sign a written consent thereto, which is entered on the record of such meeting, or if a quorum of the Directors are present and those not present sign a written waiver of notice of such meetings, where prior to or after the holding of such meeting, which said waiver shall be filed with the Secretary of the corporation and entered on the record of such meeting, any business may be transacted at such meeting and the transactions of such meeting shall be as valid as if had at a meeting regularly called and

noticed.

Written notice of meetings of members stating place, day and hour and, in the case of special meetings, the general purpose for which the meeting is called, shall be delivered to each member entitled to vote at such meeting two weeks (14 days) before the date of the meeting, either personally or by first class mail or by the Corporation's newsletter.

#### Addressing of Notices

Section 10 Each Director and Member shall register his address telephone number and e-mail address with the Membership Director, and notices of meetings mailed or hand delivered, and in the case of Directors, called or e-mailed to such address, or called at such telephone number and in the case of members, published in the Company's newsletter, shall be valid notices thereof.

#### Quorum

Section 11. Two thirds of the corporation's Directors shall constitute a quorum for the transaction of business, and every act or decision of a majority of the Directors present at a meeting at which a quorum is present, made or done when duly assembled, shall be valid as the act of the Board of Directors; but a majority of those present at the time and place of any stated or special meeting, although less than a quorum, may adjourn the same from time to time, or from day to day, without further notice, until a quorum shall attend, and when a quorum shall attend, any business shall be transacted which might have been transacted at the meeting had the same been held on the day on which the same was originally called.

A majority of members entitled to vote, represented in person or by Proxy, shall constitute a quorum at a meeting of members. If a quorum is present, the affirmative vote of a majority of the members present and voting shall be the act of the members, unless a greater number is required by these Bylaws of the Articles of Incorporation.

### ARTICLE IV Officers

#### Executive

Section 1. The executive officers of the corporation shall be a President, a Vice President, a Recording Secretary, a Treasurer, a Corresponding Secretary, Ride Director, Two (2) General Directors, Membership, Off-Road, Newsletter Editor and Statistician. Such officers shall be Directors of the corporation. .

#### Election of Officers

Section 2 The Executive Officers shall be elected by a majority of the members of the corporation present and voting at the November meeting of the members of the club. They shall hold office for one year, or until their successors are elected and qualified. The term of office will run for one year beginning Jan 1st.

Section 2a A member may not be a candidate without announcing their candidacy during or before the October membership meeting preceding the election. (As amended by the BOD Oct. 7, 2008)

#### Appointment of Other Officers

Section 3 The Board of Directors may appoint and remove such other officers, agents and employees of the corporation as they may deem proper and fix the duties of the same.

### ARTICLE V President

#### Duties

Section 1 The President shall be the chief executive officer and a Director of the Corporation and preside over the meetings of the Board of Directors. He/She shall have general charge of the business of the corporation, shall execute, with the Secretary, in the name of the Corporation, all deeds, bonds, contracts and other obligations and instruments authorized by the Board of Directors to be executed. He/She shall attend to the giving and serving of notices of all meetings of the Board of Directors and otherwise.

#### Advisory Committee

Section 2 The President may select an advisory committee to offer advice and counsel with regard to the conduct of the general operation of the corporation. The advisory committee will not have any voting power, and its recommendations will not bind the President or any other officer or director of the corporation. Members of the advisory committee will not be agents or employees of the corporation and shall serve without compensation and at the discretion of the President.

### ARTICLE VI Vice President

#### Powers

Section 1. In case of the absence or disability of the President, a Vice President, who shall be a director of the corporation, shall be vested with all the powers and shall perform all of the duties of the President.

#### Other Powers

Section 2 The Vice President shall also have such other powers, and shall perform such other duties as may be assigned to them by the Board of Directors.

### ARTICLE VII Recording Secretary

#### Duties

Section 1 The Recording Secretary, who shall be a director of the corporation, shall keep the minutes of all proceedings of the Board of Directors in books provided for that purpose. He/She shall execute, with the President, in the name of the corporation, all deeds, bonds, contracts and

other obligations and instruments authorized by the Board of Directors to be executed. He/She shall be the custodian of the seal of the corporation, and, when so ordered by the Board of Directors, shall affix the seal to deeds, bonds, contracts and other obligations and instruments. He/She shall keep and shall have charge of the journal of the meetings of the Board of Directors, the book of Bylaws and such other books and papers as the Board of Directors may direct. He shall, in general, perform all of the duties incident to the office of Recording Secretary, subject to the control of the Board of Directors.

#### Notice in Absence of Recording Secretary

Section 2. In case of the absence or disability of the Secretary, or his refusal or neglect to act, notices may be given and served by the President, or by a Vice President, or by the Board of Directors.

### ARTICLE VIII Treasurer

#### Duties

The Treasurer, who shall be a director of the corporation, shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements, in books to be kept for that purpose. He shall submit an annual budget to the Board of Directors for approval. He shall receive and deposit or cause to be received and deposited, all monies and other valuables of the corporation in the name and to the credit of the corporation, in such depositories as may be designated by the Board of Directors. He shall disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking the proper vouchers for such disbursements. He shall render to the President and to the Board of Directors, whenever they may require, accounts of all his transactions as Treasurer, and of the financial condition of the corporation. He may delegate any of these duties to the Assistant Treasurer who shall in general, perform all the duties incident to the office of Treasurer, subject to the control of the Treasurer and the Board of Directors.

### ARTICLE IX Membership Director

#### Duties

Shall be responsible for entering new and expired membership information into a database, preparing membership cards, preparing labels for bulk mailing of newsletter and other club items, and keeping a current account of membership.

### ARTICLE X Corresponding Secretary

#### Duties

Handling any outside correspondence for the club.

ARTICLE XI  
Ride Director

Duties

Coordinates a schedule of weekly club rides and lists other area rides and special events for each issue of the newsletter. This officer also serves as a single contact point for club ride information.

ARTICLE XII  
Off-Road Director(ELIMINATED 09/07)

Duties

Promotes and coordinates the off-road activities for the club.

ARTICLE XIII  
General Directors

Duties

Two positions who are assigned duties as needed by the Board.

ARTICLE XIV  
Newsletter Editor  
(ELIMINATED 09/07, REINSTATED 2/08)

Duties

This director publishes the club newsletter. Responsibilities include obtaining articles, preparing the layout (including ads) and taking the print- ready final to the printer. Sends invoices to the advertisers and keeps records of those payments.

ARTICLE XV  
Statistician

Duties

Keeps records of individual ride mileage and volunteer points for the club. Prepares and furnishes updated information monthly to the Web Master and the Newsletter Editor. Tallies all information at the end of the year and coordinates awards

ARTICLE XVI  
Immediate Past President

Duties

The Immediate past president shall serve as a voting member of the board as long as he/she shall be available to volunteer in this capacity.

ARTICLE XVII  
Seal

Section 1 The Board of Directors may provide a suitable seal for the corporation, which shall be in circular form, which shall contain the following inscription:

Not-For-Profit Corporation  
in the center thereof and in the perimeter thereof, NORTH FLORIDA BICYCLE CLUB, INC.

ARTICLE XVIII  
Repeal and Amendment

These Bylaws may be repealed or amended, or new Bylaws may be adopted at any meeting of the Board of Directors.

