

**By-laws of the St. Petersburg Bicycle Club Inc.**

**ARTICLE I--MEMBERSHIP**

SECTION 1. Membership will be comprised of three types: active, under 18, and honorary.

SECTION 2. Active members shall be anyone 18 years of age or older, paying full dues and fees, is or has been a rider and who subscribes to the objectives of this club. They have full voting and office holding privileges.

SECTION 3. Under 18 members shall be those who have not yet reached their 18<sup>th</sup> birthday. They shall have all rights and privileges of Active Members except those of voting on fiscal or other policy matters and holding of any office on the board of directors. Upon attainment of their 18<sup>th</sup> birthday and payment of full dues and fees they will become Active Members in good standing.

SECTION 4. Honorary membership may be bestowed upon those non-members who have demonstrated an extraordinary dedication to promoting cycling in Florida. No more than one honorary membership per fiscal year shall be proposed by the Board of Directors for the majority approval by the membership. These honorary members have no voting privileges, pay no dues or fees, but may participate in club sponsored activities. They shall be elected with the new officers and shall receive their distinct award at the annual meeting.

SECTION 5. Any person will be eligible for membership provided that such person tenders to the chairman of the membership committee a completed membership application and has made payment of all required fees and dues. The Board of Directors may disapprove any membership that it deems is not in the best interest of the club. Any current member may have his or her membership revoked by a unanimous vote of the Board of Directors.

SECTION 6. Club dues will be set by the board and subject to periodic change.

SECTION 7. Fees for events will vary, will be clearly defined as to coverage, and announced well in advance of entry date.

SECTION 8. Renewal of membership by payment of dues is required within 30 days from expiration day on membership card. Failure to remit dues by expiration date automatically cancels club privileges for delinquent member.

## ARTICLE II--OFFICERS

SECTION 1. The general officers of the club shall be the following:

1. President
2. Vice President
3. Club Secretary
4. Treasurer

SECTION 2. President of the Board shall:

1. Preside over board meetings
2. Guide the members of the board in devising and implementing policies and practices aimed at effective, coordinated pursuit of club objectives for the best interests of the club. Preside at business meetings, appoint needed committees and/or chairman of committees as directed by the board presentations.
3. Issue calls for special meetings when necessary

SECTION 3. Vice President:

1. Shall preside at board and/or business meetings in the absence of the President

SECTION 4. Club Secretary:

1. Keeps accurate minutes of meetings
2. Notifies members of meetings and other events
3. Is repository of all records and reports of meetings, competitions, correspondence, and news clippings.

SECTION 5. Treasurer:

1. Shall maintain an accurate account of all monies and at the end of the year shall present a complete accounting of all transactions of the previous fiscal year.
2. Shall report a complete balance sheet at all business meetings.

SECTION 6. All reports of officers must be submitted in written form, typed or in legible long hand or in electronic form. Old officers will prepare records etc., for smooth and timely transfer to new officers before Annual Meeting date.

SECTION 7. The officers shall serve for one year and are eligible for re-election.

SECTION 8. The Board of Directors may remove directors who do not perform their duties to the satisfaction of the directors. Removal shall require the majority vote of all board members. Any Active Member may call for a vote of the membership to request a review of the fitness of any Board Director. That vote will be designed and a date set by the Board of Directors. A majority of Active Members voting must prevail for such a review to take place.

SECTION 9. Board vacancies will be filled by the Board of Directors, who will elect this person only for the balance of the term.

### ARTICLE III--MEETINGS

SECTION 1. Unless otherwise ordered by the Board, regular meetings of the Board of Directors shall be held every month at a time prescribed by the Board and announced on the Club's website and Facebook page three days in advance of the meeting. Special meetings of the Board can be called by President whenever necessary.

SECTION 2. An annual meeting shall be at a time and place determined and announced by the Board of Directors.

SECTION 3. Special meetings shall be called by the President when necessary. Except in cases of emergency, at least three days notice shall be given.

### ARTICLE IV--BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall consist of nine (9) members.

SECTION 2. A nominating committee, appointed by the President shall present a slate of candidates to the membership at the last regular meeting before the Annual meeting. Nominations will also be accepted from the membership at that meeting and via other means of communication.

SECTION 3. Election of Board officers will be by a majority of the Board of Directors-elect present on the day prescribed by the Charter. Installation of Officers-elect shall take place at the Annual meeting.

SECTION 4. The Board of Directors shall have general supervision of the affairs of the club between its business meetings, fix the hour and place of meetings, make recommendations to the Club, and shall perform such other duties as are specified in these By-laws. The Board shall be subject to the orders of the Club and none of its acts shall conflict with action taken by the Club.

SECTION 5. The power to devise and execute the following is reserved to the Board of Directors and shall not require ratification by the Club membership:

1. Enlistment and appointment of directives for other than elected officers.
2. Regulations not yet adopted as By-Laws which are put into effect to fill a need can be implemented.
3. Inquiries into matters of suspension, recall of officers, or expulsion of members.
4. Regulation of information dissemination regarding or mentioning the SPBC, Inc. or any officers thereof.

SECTION 6. The membership of the Club may be required to ratify any other action of the Board, not expressly covered above in terms of its duties and responsibilities.

SECTION 7. Five (5) members of the Board shall constitute a quorum.

#### ARTICLE V-PARLIAMENTARY AUTHORITY

SECTION 1. The rules contained in the current edition of Roberts Rules of Order shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with the By-laws and any special rules of order the Club may adopt.

#### ARTICLE VI-AMENDMENT OF BY-LAWS

SECTION 1. Amendments to these By-laws may be proposed as proscribed in the Club's articles of incorporation, which includes by a majority vote of the Board of Directors. Any member over 18 may recommend amendments, which would be voted on by membership in a manner determined by the Board. Such amendments proposed by Members must include the signed consent of at least 10 members to be considered. Amendments shall be incorporated into these By-laws if approved by a majority of members voting.