

**BY-LAWS  
of the  
EVERGLADES BICYCLE CLUB  
REVISED July 14, 2015**

**ARTICLE I**

**IDENTIFICATION**

**SECTION A** – The name of the organization shall be “EBC2, Inc.” d/b/a EVERGLADES BICYCLE CLUB, a/k/a EBC, and shall hereinafter be referred to in these By-Laws as the “Club”.

**SECTION B** – The Club is and shall remain incorporated as a not-for-profit corporation under the laws of the State of Florida.

**SECTION C** – The principal office of the Club shall be in Miami-Dade County, Florida.

**SECTION D** – All references to “Bicycling” in these By-Laws shall mean and be limited to the use of bicycles powered by pedaling, unassisted by motors.

**ARTICLE II**

**PURPOSES AND OBJECTIVES**

The purposes and objectives of the Club are:

1. to promote interest in all aspects of bicycling;
2. to encourage and facilitate bicycle touring, bicycle outings, and other forms of recreational bicycling and bicycling activities;
3. to gather and publish information about bicycling, bicycle clubs and their activities, and other information and news relating to bicycling;
4. to advocate, defend, and protect the rights of bicyclists;
5. to secure a better understanding and recognition among the public of the need for a safer environment for bicycling;
6. to encourage and secure safe and desirable facilities for bicycling;
7. to cooperate with public authorities in the observance of all traffic regulations pertaining to the use of bicycles;
8. to present written comments and testimony of the position of the Club in connection with legislative and administrative proposals relating to equipment requirements for bicycles, the establishment and maintenance of bicycling roadways and facilities, traffic regulations, or matters otherwise affecting bicycling activities;
9. to exercise any and all other powers permitted to not-for-profit corporations under the provisions of Chapter 617 of The Florida Statutes.

## ARTICLE III

### MEMBERSHIP

**SECTION A – Categories of Membership** – There shall be two categories of membership in the Club – Regular and Honorary.

1. Regular Membership – There shall be two (2) types of Regular Membership:
  - a. Individual Membership – Any person of good moral character and reputation is eligible to become an individual member of the Club.
  - b. Family Membership – Any family of two or more related persons living in one household is eligible for a Family Membership.
2. Honorary Membership – Honorary Membership may be conferred by the Board of Directors on any person or family who has rendered extraordinary service or made an outstanding contribution to the Club or any phase of bicycling.

**SECTION B – Voting Rights** – Each Individual or Honorary Member shall have one vote. Each family that holds a Family Membership shall have two votes.

**SECTION C – Application for Membership** – Application for Regular Memberships shall be made on written or electronic application forms prescribed by the Board of Directors.

**SECTION D – Admission for Members** – Applications for membership shall be approved and membership granted by the Membership Committee unless application is not properly made, or the Committee has reason to believe that the applicant is not a desirable person for membership in the Club.

**SECTION E – Term and Renewal of Membership** – Each membership in the Club shall be renewable annually for successive terms of one (1) year from the initial date of application by a payment of the applicable annual dues.

**SECTION F – Termination of Membership** – Any membership in the Club may be terminated by the Board of Directors for good cause. Termination of a membership may result from the failure or refusal of the member to comply with these By-Laws, or any act or failure to act by the member that, in the judgment of the Board of Directors, is harmful to the interests of the Club. A member shall be notified in writing of the information, which may be the basis for the termination of his or her membership and shall be given an opportunity to reply in writing or in person, at his or her option, at a meeting of the Board of Directors. The Board of Directors may undertake such investigation in connection with the consideration of action against a member, as it deems necessary or appropriate.

## ARTICLE IV

### MEMBERSHIP FEES

**SECTION A** – The fees payable in connection with the initial grant of membership and the annual fees for membership and renewal shall be determined by the Board of Directors. Honorary members are not required to pay membership fees.

**SECTION B** – Membership fees shall be due and payable by the date of the previous year’s membership expiration. When any member shall be in default in payment of the requisite fees for a period of sixty (60) days from the date due, he or she shall be dropped from the membership.

**SECTION C** – Members not in good standing who have not paid the requisite fees shall not hold office, serve on committees, or vote.

## **ARTICLE V**

### **OFFICERS**

**SECTION A – Elective Officers** – The elective officers of the Club shall be members of the Club and shall consist of a President, a Vice-President, a Secretary, and a Treasurer. Elective officers shall be elected annually by the Club membership at the first general meeting of the calendar year.

**SECTION B – President** – The President shall preside at all meetings of the members of the Club, the Board of Directors, and the Executive Committee and shall be an ex-officio member of all committees except the Nominating Committee. The President shall, at the monthly meeting of the Club, and at such other times as he deems appropriate, communicate such matters, suggestions, and recommendations to the members as may, in his or her opinion, tend to promote the welfare and increase the usefulness of the Club, and shall perform such other duties as are incident to the office of President.

**SECTION C – Vice-President** – The Vice-President may be delegated by the President to perform one or more of the duties of the President. The Vice-President shall serve in the role of President in the President’s absence.

**SECTION D – Secretary** – The Secretary shall record minutes of the monthly and special Club and Board meetings and shall distribute said minutes prior to the following monthly meeting at which time the minutes and any corrections must be approved separately and individually. The Secretary shall also maintain said minutes and appropriate other non-financial Club business records in a location designated by the Board of Directors.

**SECTION E – Treasurer** – The Treasurer shall keep an account of all moneys received and expended for the use of the Club and shall make disbursements authorized by the Club. The Treasurer shall make a report of the receipts and disbursements of the club at the monthly meetings of the Board of Directors, or when called upon by the President. The Treasurer shall maintain all financial Club records in a location and in a manner designated by the Board of Directors. All checks shall contain the signature of the Treasurer.

**SECTION F – Term of Office** – Each elective officer shall hold his or her office until his or her successor shall have been elected which shall be approximately one year.

**SECTION G – Removal** – Any elective officer may be removed from office, suspended for a period, or expelled for cause, such as a violation of these By-Laws, or for conduct harmful to the best interests of the Club. Such action shall require an affirmative vote of two-thirds of the members present at a General Meeting, provided a statement of charges and a notice of at least thirty (30) days prior to the General Meeting have been given to that officer, and that the officer will have an opportunity to present a defense at that General Meeting.

**SECTION H – Vacancies** – Any vacancy in any elective office shall be filled by an election by the membership except that the office of President, when vacated, will automatically be filled by the Vice-President. An elective office shall be considered vacant if the holder of such office is removed, resigns, dies, or is deemed by the Board of Directors to be incapable of continuing to serve.

**SECTION I – Parliamentarian** – The Board of Directors may elect a Parliamentarian from among its membership to provide advice to the President regarding the running of Board meetings and general membership meetings. In the absence of a formally selected person in that role, the President may, at his or her option, appoint such a person to serve such a role at any specific meeting.

**SECTION K – Compensation/Reimbursement of Expenses** – No elective officer or other Club member shall be paid any compensation for services to the Club. However, the Treasurer may pay reimbursements for any expenses incurred by an officer or other Club member in the performance of his or her duties. Any reimbursements exceeding \$500 shall be promptly reported to the Board of Directors.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

**SECTION A – General Powers** – The business and affairs of the Club shall be managed by its Board of Directors.

**SECTION B – Membership** – The Board of Directors shall consist of the four elected officers and three to seven (3 – 7) members-at-large. The number of directors may be set by action of the Board of Directors.

**SECTION C – Term of Directors** – Each director shall hold office until his or her successor is elected which shall be approximately one year.

**SECTION D – Duties of the Board** – The Board of Directors shall transact all business of the Club. It shall determine the policies, fiscal matters, employment of staff, and other personnel policies and, in general, assume responsibility for the guidance of the affairs of the Club.

**SECTION E – Quorum** – The presence of a majority of all the directors shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of directors present at a meeting when a quorum is present shall be the act of the Board of Directors.

**SECTION F – Members-at-Large** – The Members-at-Large shall be elected annually by the Club membership at the first general meeting of the calendar year. Members-at-Large cannot simultaneously hold an officer's position.

**SECTION G – Time of Meeting** – Meetings of the Board of Directors shall be held monthly, and at such times thereafter as the Board of Directors may fix, and at other times upon the call of the President or by two (2) of the directors. Notice of such special meeting shall be given by the Secretary to each director not less than five (5) days before the meeting, unless each director shall waive notice thereof before, at, or after the meeting.

**SECTION H – Vacancies** – Vacancies in the Board of Directors shall be filled by election at the next regular meeting of the membership. Each person so elected to fill a vacancy shall remain a director for the balance of the term to which he or she is elected and until his or her successor shall be elected.

**SECTION I – Delegation of Powers** – For any reason deemed sufficient by the Board of Directors, the Board may delegate any power or duty of any officer or director to any other officer or director but no officer or director shall execute, acknowledge, or verify any instrument in any more than one (1) capacity.

## **ARTICLE VII**

### **EXECUTIVE COMMITTEE**

**SECTION A – Powers** – The Executive Committee shall have and may exercise all authority of the Board of Directors, at intervals between meetings of the Board. All proceedings of the Executive Committee shall be reported to the Board at its next regular meeting and shall be subject to revision or alteration by the Board of Directors.

**SECTION B – Membership** – The Executive Committee shall be comprised of the President, the Vice President, the Treasurer, the Secretary, and one (1) more additional Board member appointed by the President.

**SECTION C – Quorum** – A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. The act of majority of the members of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee.

**SECTION D – Notice** – Meetings of the Executive Committee shall be held at the call of the President and may be conducted by telephone or through an email conversation.

## **ARTICLE VIII**

### **COMMITTEES**

**SECTION A – Designation of Special Committees** – Special committees may be formed and dissolved by the President, or by motion at any Board meeting at any time deemed necessary. Committee membership and chairmanship shall be specified by the President or by motion at any Board meeting. Any Club member is eligible for committee membership and/or chairmanship.

**SECTION B – Quorum** – A majority of the members of a committee shall constitute a quorum at a committee meeting.

**SECTION C – Committees** – Committees of the Club and their functions may include, but not be limited to, the following, at the discretion of the President and the Board of Directors:

1. **Membership Committee** – The Membership Committee shall devise ways and means to maintain, monitor, manage, and increase the membership.

2. Communications Committee – The Communications Committee shall devise and implement ways and means to establish communication between members and others.
3. Finance Committee – The Finance Committee, with the assistance of the Treasurer, shall create an annual budget. The Committee shall periodically review and make recommendations relating to all fund raising and other financial activities of the Club.
4. Rides Committee – The Rides Committee shall review and make recommendations relating to the categories and types of rides and other activities.
5. Specific Ride Committees – Committees may be established that are responsible to organize and run specific individual major annual rides.
6. Materials Management Committee – The Materials Management Committee shall keep track of Club property and make sure it is functional and available for use as needed.
7. Nominating Committee – The Nominating Committee shall be responsible for recruiting appropriate and interested candidates for each year’s elections.
8. Community Affairs Committee – The Community Affairs Committee shall monitor ongoing and proposed bicycling-related activities by others in South Florida and arrange for the Club to participate in them as warranted.
9. Sponsorship Committee – The Sponsorship Committee shall solicit financial and non-financial partners for the Club and for specific Club activities.

**SECTION D – Expenses** – No Committee shall incur any expenses beyond its appropriations without the consent of the Board of Directors, nor may any committee commit or bind the Club to any contracts or obligations without the express approval of the Board of Directors.

**SECTION E – Committee Reports** – All active committees shall make reports at the monthly Club and Board meetings unless excused by the President.

## **ARTICLE IX**

### **AFFILIATIONS**

The Club may affiliate with other organizations of like purpose in a manner determined by the Board of Directors.

## **ARTICLE IX**

### **MEETINGS**

**SECTION A – Annual Meeting** – The annual meeting of the membership of the Club shall be held on the second Tuesday in January each year at the principal meeting place of the Club for the purpose of

electing the officers and directors of the Club and for the transaction of such business as may come before the meeting.

**SECTION B – Regular Meetings** – There shall be monthly meetings of the Club at which time reports of the Committees shall be made and an opportunity shall be provided for discussion by the members of policies and activities of the Club.

**SECTION C – Special Meetings** – Special meetings of the Club may be called by the President with five (5) days’ written or electronic notice. Such notice may be waived in writing by a majority of the Board of Directors.

**SECTION D – Conduct of Meetings** – All meetings of the Club shall be conducted in accordance with the latest edition of Robert’s Rules of Order.

**SECTION E – Quorum** – A quorum at any monthly or special meeting of the Club shall be not less than twenty (20) members.

**SECTION F – Proxies** – Proxies are permitted if approved, in its sole discretion, by the membership at a meeting of members, or by the Board at a meeting of the Board, or by the Committee at a meeting of the Committee.

## **ARTICLE XI**

### **MEMBERSHIP CERTIFICATES**

**SECTION A – Membership Certificates** – The Membership Committee shall provide for issuance of Certificates evidencing membership in the Club in a form approved by the Board of Directors.

**SECTION B – Non-transferability of Memberships** – All memberships in the Club are nontransferable.

## **ARTICLE XII**

### **BOOKS AND RECORDS**

All books and records of the Club may be inspected by any member for any proper purpose at any reasonable time.

## **ARTICLE XIII**

### **SEAL AND INSIGNIA**

The President or a legal officer appointed by the President shall be the keeper of the Corporate Seal which shall be in the form of a circle and shall have inscribed the name of the Club and the words “Corporate Seal of Florida”.

## **ARTICLE XIV**

### **FISCAL YEAR**

The Fiscal year of the Club shall begin on the first day of January of each year and end on the last day of December in each year.

## **ARTICLE XV**

### **AMENDMENTS TO THE BY-LAWS**

These By-Laws may be altered, amended, or repealed and new By-Laws adopted, by a majority of the members present at any regular meeting of the Club or any special meeting called for that purpose, providing that a written motion shall be submitted to the Board of Directors at least 30 days prior to the aforementioned meeting and a description of the motion distributed to the membership at least 15 days prior to the aforementioned meeting.

## **ARTICLE XVI**

### **INDEMNIFICATION**

Each officer and Director of the Club shall be indemnified by the Club against liabilities incurred as a result of, and expenses (including attorney's costs and fees) reasonably sustained in the defense, compromise, or settlement of, any civil, criminal, or other action suit or proceeding to which he is a party or in which he may be otherwise involved by reason of his being or having been an officer or director of the Club provided that:

1. In the event of final adjudication of such action, suit, or proceeding, such person shall not be adjudged liable for negligence or misconduct in the performance of duty or, if so adjudged, independent counsel shall find, upon submission of the question to it, that such negligence or misconduct did not relate to matters of sufficient consequence to warrant the withholding of the indemnity herein provided; or
2. In the event that such action, suit, or proceeding is compromised or settled before final adjudication thereof, independent counsel appointed by the Club shall find that such person did not engage in willful misconduct.

The foregoing rights of indemnification shall, in the case of death of an officer, inure to be the benefit of his estate and heirs.

## **ARTICLE XVII**

### **MISCELLANEOUS**

**SECTION A** – All words used in the singular number shall mean, extend to, and include the plural where applicable and vice versa; and all words used in any gender shall mean, extend to, and include any other gender, all as the context may require.

#### **SECTION B – Trademarks and Devices**

1. Development – The Club shall develop and register such trademarks and devices, logos, and emblems as the membership determines to be necessary or advisable.

2. Use – The membership may prescribe rules governing the uses of any such trademarks and devices, logos, or emblems.

#### **ARTICLE XVIII**

#### **DISSOLUTION**

In the event the Club shall be dissolved, any proceeds or property shall be given to a charity or charities approved by the Board of Directors.

#### **ARTICLE XIX**

#### **DATE OF EFFECTIVENESS**

Except as otherwise herein provided, these By-Laws shall be effective as of the date of incorporation of the Club. Modifications thereof shall be effective as of the date of approval by the membership.