

BYLAWS OF THE BONITA BAY BICYCLE CLUB

(as amended 3/09/16)

ARTICLE ONE: NAME

The name of this organization shall be: Bonita Bay Bicycle Club

ARTICLE TWO: MISSION AND PURPOSE

Section One. Mission.

The mission of the Bonita Bay Bicycle Club is to foster camaraderie among its members through cycling. The club promotes the safe use of bicycles for fitness, recreation and transportation through group rides and social events including, but not limited to, its Annual Tour, Santa Ride, Century Ride, Picnic, End of Season Celebration and Ride of Silence.

Section Two. Purpose.

The purposes of the club are social and the affairs of the club shall not be conducted for profit or gain; no part of its earnings or assets shall be used for the benefit of any individual, firm or corporation.

ARTICLE THREE:: MEETINGS

Section One. Place of Meetings.

The Board of Directors may designate any place within the state of Florida as the place of meeting for any annual or special meeting of the members.

Section Two. Annual Meeting.

An annual meeting of the club shall be held during the month of November, unless otherwise ordered by the Board of Directors, for the purpose of conducting such business as the Board deems shall be brought before the membership. The notice of the meeting shall be in writing, by email, or by word of mouth not less than seven days before the meeting.

Section Three. Special Meetings.

Special Meetings of the club may be called at any time by the president, by a majority of the Board of Directors or by not less than one fourth of those members eligible to vote.

Section Four. Quorum.

At each meeting of members one fourth of those members eligible to vote shall constitute a quorum.

ARTICLE FOUR: DIRECTORS

Section One. Number.

The number of Directors of the club shall be not less than three nor more than seven and may be constituted by the elected officers of the club, in addition to the past officers of the club.

Section Two. Election & Term of Office.

Directors shall be elected at the annual meeting of members with terms to begin to begin following the End of Season Celebration. Their term of office shall be until the date herein fixed for the next annual meeting and thereafter until their respective successors are elected, except that no term of office shall be beyond the third annual meeting of club members following the initial election of the director.

Section Three. Quorum.

A majority of the Directors then authorized by these Bylaws shall constitute a quorum.

Section Four. Officers.

The officers of the club shall be a president and treasurer. Such officers shall be elected at the annual meeting of members and shall serve until their successors shall have been elected. In addition to these officers, Directorship status is bestowed upon the club's past officers (who are so inclined), including the right to vote.

Section Five. Duties and Powers.

The Board of Directors shall oversee the affairs and business of the club. The president shall coordinate all club programs and preside at all meetings. The treasurer shall conduct financial transactions on behalf of the club, retain all club financial records and make periodic reports to club members.

Section Six. Vacancies.

Whenever a vacancy exists on the Board of Directors, whether by death, resignation or otherwise, the vacancy shall be filled by appointment by a majority of the remaining Directors at a regular or special meeting of the Board.

Section Seven. Compensation.

No member of the Board of Directors shall receive compensation from the club for service as a member of the Board of Directors.

Section Eight. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the club, in addition to the officers authorized by these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the club. This authority may be general, or confined to specific instances.

Section Nine. Negotiable Instruments.

All checks, drafts, orders for payment of money and negotiable instruments shall be signed by such officer or officers as the Board of Directors may from time to time by standing resolution or special order prescribe.

Section Ten. Deposits.

Such officer or officers as from time to time shall be designated by the Board of Directors shall deposit the funds of the club in a bank or other such financial institution as the Board of Directors may prescribe.

ARTICLE FIVE: RECORDS

Section One. Retention of Records.

The club shall maintain records of its membership, finances, acts of the Board of Directors and acts of its members in general or special meetings in such place and in such manner as prescribed by the Board of Directors.

ARTICLE SIX: CLUB RULES

The Board of Directors may, from time to time, adopt and amend such club rules as it may deem necessary for the health, safety, and convenience of members. Copies thereof and of changes therein shall be available to each club member.

ARTICLE SEVEN: CLASSES OF MEMBERSHIPS

Section One. Regular Memberships.

Regular memberships are open to all Bonita Bay residents, current and former, who shall be defined as those persons owning or renting property within Bonita Bay. Such members shall be accorded all rights and privileges of the club as prescribed by the Board of Directors, including, but not limited to, the right to vote, purchase club merchandise, receive all club mailings, be listed on club website, participate in all club functions and be included in club statistical reports.

Section Two. Non-Resident Memberships.

Non-Resident memberships are open, on a limited basis (no more than 5% of total club membership), to those persons sponsored by a Regular Member in accordance with the following procedures:

- (a) The sponsored non-resident must have completed six (6) months as a non-resident ride participant so that he/she is known by other members.
- (b) The sponsoring member must apply through the Board of Directors for the non-resident membership. The proposed non-resident must then be endorsed by three additional regular members who have come to know that non-resident through his or her ride participation. A majority vote the Board of Directors, who may also interview the candidate, is required for approval.
- (c) Non-resident members will have all the rights and obligations of regular members, except the right to sponsor outside members.
- (d) Spouse/significant other of non-resident members may, themselves, subsequently become non-resident members (upon payment of dues and completion of application/waiver) without the sponsorship requirement.

ARTICLE EIGHT: NON-RESIDENT RIDE PARTICIPATION

Non-residents, including visiting family members and house guests, may join in club rides after signing a waiver, which may be given (or sent) to any Board member. Non-residents may be invited by members to other club events, but must be accompanied by the inviting member. Only non-resident family ride participants may purchase, or have purchased for them, club merchandise.

ARTICLE NINE: MEMBERSHIP FEE AND WAIVER

Section One. Membership Fee.

The club's membership fee is that amount prescribed by the Board of Directors, payable per member each "riding season", which shall be defined herein as the period that shall begin the first day of October and end the last day of September in each year.

Section Two. Waiver.

In consideration of being permitted to participate in any way in club sponsored riding activities, all riders participating in same must duly execute a Release and Waiver of Liability. It is the responsibility of regular members to ensure that all non-resident riders invited to ride by them sign said Release and Waiver.

ARTICLE TEN: AMENDMENTS

Section One. Power to Amend Bylaws.

The Bylaws of the club may be amended, repealed, or added to, or new Bylaws may be adopted by the vote or written consent of a quorum of the Board of Directors.

Adopted on this 9th day of March 2016

Robin Tucker Goyette, President

Claude Weir, President Emeritus

Phyd Lentz, Treasurer

Mark Walchak, Board Member

David Timm, Board Member