

Naples Velo

Bylaws

Mission Statement: Our mission is to build a community of members that will promote cycling in all forms and skill levels throughout Southwest Florida and the greater public.

Vision Statement: Our vision is an active community:

1. Supporting bicycle friendly legislation and the rights of cyclists
2. Facilitating recreational cycling at all skill levels
3. Encouraging bicycling as a means of transportation
4. Supporting a racing program among our membership
5. Participating as a group in community and charitable events
6. Sponsoring and providing educational programs

Article 1- Offices

The principal office of the club shall be located in Greater Naples, Collier County, Florida.

Article 2- Trust Declaration

Naples Velo is a Trust, established April 28th, 2010. The Trustees of said Trust are Paul Schuler, Adam Schmitt, William Beynon, Paul A. Robinson and Suzanne Hawkins. They will serve as Board of Trustees of the Naples Velo Bicycle Club.

Article 3- Members

1. **ANNUAL MEETING:** The annual meeting of the members shall be held each year on a date specified by the Board of Trustees. At each annual meeting the election of the directors shall take place and such other business as deemed necessary by the Board and the membership.
2. **SPECIAL MEETING:** Special meetings of the members may be called by the Board or by the concurrence of 50% of the members.
3. **PLACE OF MEETING:** the annual meeting shall be held in Greater Naples, Collier County, Florida. The Board may designate any place within Florida as the place of any special meeting of the membership called by the Board. Special meetings called by the membership shall be held in Naples, Florida.

Naples Velo

4. **NOTICE OF MEETINGS:** Written notice stating place, day and hour of the annual meeting and any special meeting shall be delivered at least five days prior to all the members.
5. **MEMBER DEFINED:** Membership in the club shall be open to all individuals who have fully paid their dues. Each member in good standing shall have one vote at every meeting. Family memberships shall be entitled to one vote.
6. **DUES:** The Board of Trustees shall recommend to the membership for adoption, the level of annual dues during the annual meeting.
7. **QUORUM:** 30 members entitled to vote, represented in person shall constitute a quorum at a meeting of members. If a quorum is present, the vote of the majority of the members represented at the meeting and entitled to vote shall be the act of the members. No proxy votes shall be allowed.

Article 4- Trustees

1. **GENERAL POWERS:** The business and affairs of the club shall be managed by a Board of Trustees, elected by the membership.
2. **NUMBER AND ELECTION OF Trustees:** The number of Trustees shall be five. The Board may increase or decrease the number of Trustees by amendment of the Bylaws. At the first annual meeting of the members and at each annual meeting thereafter, the members shall elect Trustees until the next annual meeting.
3. **SPECIAL MEETINGS:** Special meeting of the Board may be called by the President or by two Trustees.
4. **QUORUM:** A majority (50% plus one) of the Trustees present in person shall constitute a quorum at a Board meeting. If a quorum is present, the vote of the majority of the Trustees represented at the meeting and entitled to vote shall be the act of the Board.
5. **VACANCIES:** Any vacancy occurring in the Board of Trustees shall be filled by the affirmative vote of a majority of the remaining directors. A Trustee elected to fill a vacancy shall be elected for the remaining term of his or her predecessor.
6. **REMOVAL OF Trustees:** Any and all Trustees may be removed with or without cause, at a meeting called expressly for that purpose by a vote of the majority of the members entitled to vote at an election of directors. Vacancies caused by this action may be filled by the members at such a meeting as provided in Article 3.2.

Naples Velo

Article 5- Officers and Duties

1. **ELECTION OF OFFICERS:** At the first annual meeting the Board of Trustees shall elect officers to serve until the next annual meeting.
2. **NUMBER:** The officers of the club shall consist of a President, Immediate Past President, Vice President, Treasurer and Secretary.
3. **PRESIDENT** shall have the right to call meetings and shall preside over meetings of the Board and general membership. He/she shall administer the management of affairs of the corporation; establish committees and define the duties and powers of such committees and have such other powers and duties as may be required, subject to the approval of the Board. He/she shall be ex-officio member, with vote, of all committees except the nominating committee.
4. **IMMEDIATE PAST PRESIDENT** shall serve as advisor and have such other duties as may be assigned by the President or Board. The Immediate Past President shall serve as chair of the nominating committee and may choose at least two other club members to serve on the committee. In the absence of the Immediate Past President and with the concurrence of the current President, any former President may perform all duties and have all powers of the Immediate Past President.
5. **VICE PRESIDENT**, in the absence of the President, shall perform all duties and have all powers of the President. He/she shall have such other duties as may be assigned by the President or Board.
6. **TREASURER** shall furnish, or cause to be furnished, a complete set of books of the accounts, which shall include preparing and maintaining a set of standard ledgers, depositing funds and rendering statements, and opening such books of accounts to inspection by any Director or member. He/she shall be chairman of the Finance/Budget Committee and present a budget for the next fiscal year for the approval of the Board. He/she shall provide and prepare for a year-end review, if requested by the Board and shall make an annual report to the membership.
7. **SECRETARY** shall serve all notices required by law or by these bylaws. He/she shall handle all correspondence of the corporation under the direction of the President of the Board of Trustees. He/she shall keep a record of the proceedings of all meetings of the Board and the general membership. These shall be provided to the Newsletter editor for publishing in a timely manner. He/she shall have such other duties as may be assigned by the President of the Board.

Naples Velo

Article 6- Finances

1. Annual club dues shall be recommended by the Board of Trustees and set by a vote of the membership at each annual meeting.
2. The club may derive income from dues, fees for events, contributions, and other activities consistent with the section 501© of the U.S. Internal Revenue Code.
3. An annual budget for all expenses including special events shall be prepared by the Treasurer for approval by the membership at the annual meeting.
4. The Board of Trustees may authorize expenditures exceeding approved amounts by \$1000 or less provided the total amount so approved does not exceed \$2000 in any six-month period.
5. An Annual Treasurer's Report shall be published in the second month following the end of the fiscal year. The position of Treasurer shall be required to obtain surety or bonding. Financial records shall be reviewed annually by a Certified Public Accountant selected by the Executive Board.
6. The Executive Board shall make an annual assessment of liability risks and shall recommend purchase of insurance commensurate with the risks. Sponsoring bicycle races or a racing team requires in addition to adequate insurance, sanctioning by the proper authority (USA Cycling), that all participants be licensed, and affiliation with USA Cycling.
7. Contracts shall be subject to membership approval.

Article 7- Fiscal Management and Contracts

1. **LOANS:** No loans shall be contracted on behalf of the Club.
2. **CHECKS:** All checks, drafts or other orders for the payment of money issued in the name of the Club shall be signed by both the President and the Treasurer. In the absence of one or the other the Board of Trustees may designate a trustee as a replacement
3. **DEPOSITS:** All funds of the Club shall be deposited to the Credit of the Club in a bank as the Board of Trustees may select.

Naples Velo

- 4. CONTRACTS:** All contracts in the name or on behalf of the Club shall be signed by both the President and the Treasurer/Secretary.

Article 8- Amendments

1. These Bylaws may be amended at any meeting of the Trustees at which a quorum is present by a majority vote of the Trustees.

Bylaw Adoption and Amendment History

Resolved that the original Bylaws be and were hereby adopted as the Bylaws of the Naples Velo on February 1994.

Amended by vote of the Membership on April 7, 2010

Amended by vote of the Board of Trustees on November 17, 2010