

SANIBEL BICYCLE CLUB, INC.

BYLAWS

ARTICLE I - GENERAL

Section 1. NAME. The name of the corporation shall be the Sanibel Bicycle Club, Inc., hereinafter referred to as the "Club."

Section 2. PURPOSES. The purposes of the Club shall be to provide an opportunity for bicycle enthusiasts of Sanibel, Florida to socialize and recreate together, to further the improvement of the safety and infrastructure of Sanibel's shared-use path system, and to promote the enjoyment of safe bicycling for recreation, transportation and health.

Section 3. MEMBERSHIP QUALIFICATIONS. Any natural person subscribing to the objectives of this corporation shall be eligible for membership in the corporation. A person may become a member upon completion and submission of a membership application, execution of a Release/Waiver in a form previously approved by the corporation's Board of Directors and payment of the current annual membership dues.

Section 4. VOTING RIGHTS. Those members eighteen (18) years of age or over shall be entitled to vote at general meetings of the membership.

Section 5. DUES. The Board of Directors shall determine annual member dues. The Board of Directors may propose special assessments that must be approved by a majority of the membership present at a duly constituted meeting. Members delinquent in the payment of dues shall be purged by the Treasurer sixty (60) days after expiration of the due date of dues which remain unpaid, and all membership privileges shall then be terminated without further notice. The membership period shall be from January through December of each calendar year.

Section 6. RESIGNATION. Any member may withdraw from the corporation after fulfilling all obligations to it by giving written notice of such intention to the Treasurer.

Section 7. EXPULSION. Any member not adhering to the Bylaws or to the corporate purposes as expressed in the Articles of Incorporation may be expelled by a majority vote of the Board of Directors.

ARTICLE II – OFFICERS AND DIRECTORS

Section 1. NUMBER. The officers of the corporation shall be President, President-Elect, Secretary and Treasurer. Each of such Officers shall be a member of the Club's Board of Directors. Five members shall also be elected to serve as additional members of the Board of Directors.

Section 2. NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS. A nominating committee appointed by the President shall publish a slate of candidates on the Club's website beginning at least one week prior to the Club's annual meeting. Nominations shall also be accepted from the membership at the annual meeting. Officers and Directors shall be elected by majority vote at the annual meeting and shall serve terms of one year, continuing in office until their successors are duly elected and qualified. Officers and Directors are eligible for re-election to succeeding terms without limitation.

Section 3. DUTIES. The duties and powers of the Officers of the Club shall be as follows:

President: The President shall be a member of the Board of Directors and shall preside at the meetings of the Club and of the Board of Directors. The President shall be an ex-officio member, with the right to vote, of all committees. Additionally, the President shall be responsible for the following activities:

- The President is responsible, with assistance of other members and Directors, for developing the annual Club calendar.
- The newly incoming President should prepare a “welcome-to-the-new-year” letter in which he/she highlights upcoming events and expectations. This letter may accompany the dues billing sent by the Treasurer.
- The President is responsible for sending a “welcome-new-member” letter to each new member of the Club.
- In May of each year, the President shall send a letter to appropriate Sanibel City officials containing recommendations and priorities for the year applicable to bicycling on Sanibel. This letter is to be prepared by the Government Issues Committee chair in coordination with the Board of Directors.
- The President shall ensure that the President-Elect remains informed on all Club matters so that the President-Elect is readily able to substitute for the President.

President-Elect: The President-Elect shall be a member of the Board of Directors and shall preside at Board and general membership meetings in the absence of the President and perform other duties as may be assigned by the President.

Secretary: The Secretary shall be a member of the Board of Directors and shall keep accurate minutes of the meetings of the Board of Directors and general meetings of the corporation, conduct all correspondence, notify members of meetings and other events, and shall be repository of the records and reports of meetings, bicycling events, correspondence and news clippings. In case of absence of the Secretary at any meeting, the President may appoint a person to serve as Secretary *pro tem*.

Treasurer: The Treasurer shall be a member of the Board of Directors. The Treasurer shall maintain an accurate account of all monies received and expended and shall present a complete accounting of all transactions at the annual meeting or when called upon by the President. The Treasurer shall deposit all Club funds in a bank account or accounts, from which funds may be drawn only upon the signature of the Treasurer or other designated officer(s). Additionally, the Treasurer shall maintain an accurate roll of the membership and provide copies of such membership roster at events and times as determined by the Board of Directors. In addition, the Treasurer shall be responsible for the collection of dues, from new members and from those members who are annually renewing their membership.

Section 4. TERM. The Officers and Directors shall serve for one year and shall be eligible for re-election without limitation.

Section 5. VACANCIES. Vacancies in office shall be filled by majority vote of the Board of Directors. The person so chosen shall hold office until the next annual meeting.

Section 6. RECALL OF OFFICERS AND DIRECTORS. Any Officer or any Director, or all Officers and Directors, may be recalled from office by a vote of seventy-five percent of the members attending and voting at two consecutive meetings held no less than fourteen days apart and called by written notice to the members specifically for the purpose of recalling the Directors and Officers named in such notice. Notice shall be accomplished as set forth in Article III herein.

ARTICLE III - MEMBERSHIP MEETINGS

Section 1. ANNUAL MEETINGS. There shall be an annual meeting in December of each year for the purposes of electing Officers and Directors, receiving annual reports of officers and transacting other corporate business.

Section 2. BUSINESS MEETINGS. There shall be Club business meetings conducted throughout the year, at least monthly, at locations determined by the Board of Directors.

Section 3. SOCIAL MEETINGS. During the period from December through April, there shall be monthly social meetings that will typically take the form of potluck dinners. Additionally, the Club shall conduct a welcoming picnic in November.

Section 4. BICYCLING EVENTS. The Club shall conduct group bicycle rides to be held no less frequently than weekly throughout the year; the specific nature of such events shall be determined by the Program Committee, subject to approval of the Board of Directors.

Section 5. SPECIAL MEETINGS. When necessary, any special meetings shall be called by the President. At least ten days notice shall be given.

Section 6. QUORUM. There shall be no quorum requirements for any meeting of the membership provided that notice, as set forth below, has been accomplished.

Section 7. NOTICE. Notice of the annual meeting, any business meeting and any special meeting of the general membership may be by written notice, by oral notice, by telephone, by electronic mail or by other method permitted under applicable Florida law. Any such notice shall be received by a member at least seven days before the meeting date, allowing an additional five days for the mailing process if regular mail is used for notification. In the event of mailed notification, the notice shall be sent to the last recorded address of each member. Electronic mail notification is to be used only for those members that have agreed to such manner of notice.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. QUALIFICATIONS. The Board of Directors shall consist of the four elected Officers of the Club and five additional members elected as Directors.

Section 2. DUTIES. The Board of Directors shall have general supervision of the affairs of the corporation between its general meetings, fix the hour and place of meetings, prepare budgets, participate in events with other organizations, elect members, expel members, set dues, propose amendments to the Articles of Incorporation, amend the Bylaws, plan activities

in furtherance of club purposes, devise and execute such other measures deemed proper and expedient to promote the objects of the corporation, and shall perform such other duties as are specified in these Bylaws.

Section 3. MEETINGS. Meetings of the Board of Directors shall be at dates and locations as determined by the Board of Directors. Meetings of the Board may be called by the President whenever necessary.

Section 4. QUORUM. A simple majority of the Board shall constitute a quorum.

Section 5. VACANCIES. Any vacancy occurring in the Board of Directors shall be filled by majority vote of the remaining members of the Board. The person so chosen shall hold office until the next annual meeting.

ARTICLE V – FISCAL YEAR

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

ARTICLE VI - COMMITTEES

The Club shall have three standing committees including a Program Committee, a Government Issues Committee and a Development Committee. Each such committee shall be chaired by a member of the Board of Directors as determined by the Board. The duties and responsibilities of such committees shall be as set forth in the attached Attachments.

ARTICLE VII – PARLIMENTARY AUTHORITY

The rules contained in the current edition of *Roberts Rules of Order* shall govern the corporation in all cases to which they apply and in which they are not inconsistent with these Bylaws and any special rules of order the corporation may adopt.

ARTICLE VIII – AMENDMENT OF BYLAWS

Section 1. GENERAL MEMBERSHIP. Amendments to these Bylaws may be proposed by any voting member and shall be incorporated into these Bylaws if approved by a majority of those present at any Business Meeting, Annual Meeting or Special Meeting.

Section 2. BOARD OF DIRECTORS. These Bylaws may be amended by a majority of those present at any meeting of the Board of Directors.

ARTICLE IX – INITIAL ORGANIZATION

Notwithstanding any other provisions of these Bylaws, immediately following the legal establishment of this corporation and adoption of these Bylaws by the initial members of the Board of Directors, the following procedures shall apply.

Section 1. ELECTION OF OFFICERS AND DIRECTORS. Officers and Directors for this corporation shall be elected at a membership meeting to be held at the same time and place

as the next business meeting of the predecessor Sanibel Bicycle Club (unincorporated) for which notice has been previously provided. Such Officers and Directors shall be elected for those positions, and with the corresponding duties, set forth in these Bylaws; such Officers and Directors shall serve until their successors are subsequently elected as provided in Article II herein.

Approved by the membership, November 24, 2008

Attachment A: Program Committee Responsibilities

CHAIRPERSON DUTIES:

- Coordinates and directs the Club's efforts to fulfill the Club's mission
- Works closely in coordination with the Development and Government Issues Committees, as well as with the Club officers
- Works with and assists the Club President in appointing chairs for the subcommittees/functions listed below
- Oversees and coordinates the subcommittees listed below

WEEKLY SATURDAY MORNING RIDES COORDINATOR

- Determine the schedule (with the President) and times
- Coordinate the weekly Saturday rides

OFF-ISLAND RIDES COORDINATOR

- Coordinate a once-a-month off island ride/experience from December to April
- Recruit a Group Leader for each such event
- For each event, create a flyer with details for Club members, prepare details for the Club calendar and for the Club website, as may be appropriate

KICK-OFF PICNIC COORDINATOR

- Schedule the picnic for the first Saturday in November
- Coordinate, as necessary, for use of facilities at Bowman's Beach or similar location
- Recruit a leader/leaders to provide and prepare the Club-provided food
- Communicate details to incoming President by the end of August

DECEMBER-APRIL POTLUCK DINNERS COORDINATOR

- Recruit co-chairs to plan and coordinate a monthly potluck during this time period
- Assist co-chairs with recruiting a committee of helpers
- Assist Committee with details of location, set-up, clean-up, etc.

EVENTS COORDINATOR

- Recruits chairpersons for and oversees the following subcommittees
- Path Clean-up Day Chair:
 - a) In coordination with President, determine a date for event
 - b) coordinates trash pick-up with Billy's Rentals
 - c) prepares maps for area team captains
 - d) arranges for bags and safety vests for Club volunteers
- Earth Day Chair:

- a) Earth Day scheduled by SCCF on the 3rd or 4th Saturday in April of each year
 - b) Coordinate with SCCF for a Club table and display
 - c) Recruit Club volunteers to staff the Club table
- Bike & Walk Day/Week Chair:
 - a) In coordination with Club President, determine date(s) for the event
 - b) Research and plan what events would be appropriate for Sanibel
- Other Community Events such as: Bailey Fest, Luminary Night, Chamber events, Sanibel Community Association events, or other events as opportunities arise
 - a) Recruit chairs for and determine involvement in each on a case-by-case basis
 - b) These likely would be ad-hoc committees

COMMUNICATIONS-PUBLIC RELATIONS COORDINATOR

- Work with other chairs, especially Government Issues Committee, concerning talking points, current state of affairs, etc.
- Prepare, coordinate and supervise press releases to
 - a) promote and report on Club events and activities
 - b) publicize Club events as often as possible in local papers, i.e., in the weekly columns or special press releases
- Recruit and coordinate speakers from within the Club when requested for City clubs and organizations.
- Keep in contact with Sanibel-Captiva Chamber of Commerce Executive Director concerning the Chamber's monthly newsletter and anything we would like included.
- Keep a current list of contacts for the three local newspapers.
- Work with the Club's website coordinator to keep newsworthy items and photos on the website.
- Work with Club's Treasurer to keep an updated email address list (to be used by the Club only) for internal communications.

HISTORIAN

- Scrapbook
 - a. Keep a photo scrapbook of pictures provided by other Club members
 - b. Have the scrapbook available for Community Events, table displays, potlucks, etc.
- Notebook with "print" articles
 - a. Requires a couple of people who live on Sanibel all or most of the year
 - b. Cut and save all or as many as possible Club articles that appear in the local papers (Note: work closely with the Communications-Public Relations Coordinator.)

c. Have the notebook available with the scrapbook as noted above

MERCHANDISE COORDINATOR

- Order/maintain and store an inventory of yellow Sanibel Bicycle Club, logo-imprinted, cotton T-shirts and microfiber shirts (when the opportunity and/or need arises)
- Seek advice from Board of Directors concerning the quantity of inventory and selling price
- Sell inventory at meetings, pot lucks etc.
- Work with Treasurer regarding payments and records
- Order/maintain and store any other inventory owned by the Club (e.g., mugs or other paraphernalia with Club logo)

Attachment B: Government Issues Committee Responsibilities

The Sanibel Bicycle Club's Government Issues Committee shall have the following responsibilities.

- Coordinate and direct the Club's efforts to fulfill the Club's mission to "further the improvement of the safety and infrastructure of Sanibel's shared-use path system."
- Develop and implement Club's government issues long-term and short-term strategies, including activities with City staff, City Council, City Committees and Commissions, and task forces, public outreach, coalition building, etc.
- Track City (and County) issues that relate to path issues, keep the Club Board of Directors aware of upcoming City issues and identify new issues needing policy decisions, and present options and/or recommendations for the Club to consider.
- Prepare, for the President's signature, the annual letter/report to Council, containing recommendations and priorities for the City for the coming year, as well as an assessment of the past year. Coordinate the Club's review and approval of the report.
- Serve as the liaison between the Club and the City staff and City Council, and City Committees (e.g., Planning Commission, 5-Year Budget Committee, Parks & Rec Committee, Periwinkle Restoration Committee, etc.) on shared-use path and related bicycling issues. Organize briefings and/or meetings with city officials and/or City Council members. All contacts by representatives of the Club and all written communications with City staff and Council, and related governmental will be cleared by the Government Issues Committee.
- Responsible for reviewing the advance agendas for the twice-monthly City Council meetings (as well as agendas of other City bodies) to determine if any Club-related matters are on the agenda, communicate to Club members about the agenda, and identify the representative for the Club at the Council or other government meeting. Ensure that talking points or a statement is prepared for Club's designated spokesperson for that meeting. If the Chair identifies the need for new policy direction, he/she will seek it from the Club's leadership.
- Track articles and documents with respect to Club government issues and send the information to Club members in periodic e-mail reports to all Club members, as well as provide these materials for the Club's website.
- Responsible for asking members to write letters and e-mails in support of the Club's position before important City decisions are made, and for encouraging members to attend Council meetings when a strong presence will be helpful.
- Track the City's annual budget development and execution process, and communicate the Club's priorities and recommendations throughout the summer budget development process, and track to make sure the budget for shared use path improvements is adhered to.
- Take the lead on inviting City officials (staff or Council members) to brief Club members on path issues, or to learn about path issues from the club, as appropriate.
- Track, as time allows, national/state/regional bike-related policy issues and trends that have relevance for Sanibel.
- Coordinate with the Communications/PR subcommittee to think strategically about

how to use press coverage to enhance the advocacy efforts of the Club, including letters to the editor.

- Participate, as time allows, in Lee County path-related meetings and discussions.
- Track what other nonprofit groups are considering in terms of policies that impact the path system. Offer to make briefings to these groups to try to educate them about our positions and to gain their support.
- Work closely in coordination with the other two standing committees: Development and Programs, as well as with the Club officers and directors.

Attachment C: Development Committee Responsibilities

The Sanibel Bicycle Club's Development Committee shall have the following responsibilities.

- Work with the Club Board of Directors and Club members to develop objectives, strategy and plans for raising and distributing funds to support the Club's purposes through fundraising related to the "Trails-In-Motion" or similar charitable fund
- Organize and manage fundraising efforts and activities
- Develop communications and other materials to support fundraising efforts
- Work with the Club Board of Directors and Club members to identify specific projects and recipients to receive "Trails-in-Motion" funds; as well as the amount, conditions (if any) and timing of the monetary gifts.