

Bylaws of Space Coast Velo Sport Cycling Club, Inc.

Ratified in November 2011

Article 1. NAME

The name of the corporation shall be SCVS Cycling Club

1. Filed with the State of Florida as a Non Profit Corporation
2. FEI/EIN Number 208249264

Article 2. PURPOSES AND OBJECTIVES

1. To promote the use of bicycling for fitness, recreation, and transportation.
2. To schedule group bicycle rides to encourage fitness and provide recreation for club members in a friendly, non-intimidating environment.
3. To plan social events at which bicyclists can interact with each other and learn and discuss aspects of bicycling.
4. To promote safe and lawful use of public roadways by bicyclists.
5. To represent the Brevard County bicycling community to the government and the press on issues that affect bicycling through positive advocacy.
6. To support charitable organizations.
7. To educate the local non bicycling population.
8. Members are expected to participate in club activities.
9. The club is open to recreational and competitive cyclists.

Article 3. MEMBERSHIP

1. Any person may become a member upon application, payment of any prescribed dues, and acceptance and approval of the annual application. The Board of Directors may reject any membership application or terminate any membership that it determines is detrimental to the interests of the club (including, but not limited to matters related to the support of SCVS goals, compliance with club rules, safety, integrity, harmonious relationships among memberships or smooth SCVS operations).
2. Any corporation may become a supporting member upon application, payment of a supporting contribution (sponsorship), and acceptance of the application by the Board of Directors.
 - 2.1 Sponsorship levels, cost, and features will be determined by the board of directors on an annual basis.

3. Each member is entitled to one vote on each matter submitted to a vote of the members.

4. The terms of all memberships and the dues required for each category of membership shall be as determined by the Board of Directors.

5. SCVS members may belong to other cycling clubs or organizations.

6. The Board of Directors may, in its sole discretion, elect to sponsor (through Club funds or resources) one or more members of the Club, or other events and whose sponsorship is deemed appropriate by the Board.

6.1. In addition to the Board's possible sponsorship the Board of Directors may, in its sole discretion, elect to reduce, forbear, waive or advance from Club resources any Club dues, event entry fees, licensing fees, equipment cost, transportation or lodging or any other fee or expense related to Club cycling activity for any Club member in good standing in the event the Board determines in its discretion that such member is deserving and that circumstances warrant any such action.

7. The Board may from time to time establish and distribute to any Club member or other person such prizes, medals, plaques or other awards or evidence of special service, achievement or accomplishment as the Board may see fit in its discretion.

Article 4. MEETINGS OF MEMBERS

1. An annual meeting shall be held at a time and place determined by the Board of Directors, for the purpose of conducting such business as shall be brought before the membership.

2. Special meetings may be called by the Board of Directors, or by not less than one fifth of the members.

3. Members shall have written or actual notice (Ex. Electronic Media) of meetings not less than seven days before the meeting.

4. A quorum to do business at a meeting of members shall consist of a minimum number of members equal to twice the number of Directors currently serving.

5. Voting for Officers. Officers will be elected by a plurality of the votes cast by members entitled to vote in the election at a meeting at which a quorum of members is present in person or by proxy. Voting shall be by open ballot or other open method, unless otherwise prescribed by the Board of Directors.

6. Any member entitled to vote may vote in person, by proxy or by any other method established by the Club as may be determined in the sole but good faith judgment of the Club to be expedient and effective under the circumstances (including, but not limited to, U.S. mail, hand delivery, e-mail, Internet transmission, facsimile or any other form of electronic transmission [whether now or hereafter developed], etc.).

Article 5. BOARD OF DIRECTORS

1. The corporation shall be managed by its Board of Directors. The elected officers of the club shall constitute the Board of Directors.
2. There shall be at least five but not more than eleven directors. The exact number shall be determined by the incumbent Board of Directors for each succeeding year.
3. The Board of Directors shall hold regular meetings at a time, place, and frequency to be determined by the board. A majority of the board shall constitute a quorum for the transaction of business.
4. The act of a majority of the directors present, if there is a quorum, shall be the act of the Board of Directors.
5. Directors shall not receive salaries for their services. A director may serve the corporation in any other capacity and receive compensation therefore.
6. Business meetings of the Board shall be conducted according to Robert's Rules of Order, or as may be amended by the Board. Motions shall be recorded by the secretary and read back to the Board prior to voting.
7. Any director may be removed from office at any time, with or without cause, by the vote or agreement in writing by a majority of all votes of the existing board members.

Article 6. OFFICERS

1. The elected officers shall be a President, Vice-President, secretary, and treasurer, or any other officer or assistant officers as may be deemed necessary. The incumbent Board of Directors shall authorize in addition the election of additional officers with titles as determined by the Board. The term of election for each office shall be one or two years as specified by the incumbent Board of Directors prior to the election. No more than two of the offices can be held by the same person. Officers will be elected by a majority vote of the members or by approval of the majority of the BOD.
2. Duties. The officers shall have powers and shall perform duties as may be specified by the Board of Directors. In the absence of such specification, the officers shall have the powers and shall perform the duties which similar officers in similar nonprofit corporations perform.
 - 2.1. President. The president shall be the chief executive officer of the Club and shall, subject to the control of the Board of Directors, generally supervise and control all of the business and affairs of the corporation, and preside at all meetings of the members, the Board of Directors (as chairperson of the Board), and all committees of the Board on which he or she may serve. In addition, the president shall possess, and may exercise, such power and authority, and shall perform such duties, as may from time to time be assigned to him or her by the Board of Directors, and as are incident to the offices of president and chief executive officer.

2.2. Vice President. The vice president shall possess, and may exercise, such power and authority, and shall perform such duties, as may from time to time be assigned to him or her by the Board of Directors.

2.3. Secretary. The secretary shall keep the minutes of the proceedings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; and keep a register of the post office address of each member of the Club. Check the SCVS post office box and distribute mail appropriately. In addition, the secretary shall possess, and may exercise, such power and authority, and shall perform such duties, as may from time to time be assigned to him or her by the Board of Directors and as are incident to the office of secretary.

2.4 Treasurer. The treasurer shall have charge and custody of, and be responsible for, all funds and property of the Club; receive and give receipts for money due and payable to the Club from any source whatsoever; and deposit all such money in the name of the Club in such banks, trust companies, or other depositories as shall be used by the Club. Be custodian of the corporate records and the seal of the Club; In addition, the treasurer shall possess, and may exercise such power and authority, and shall perform such duties, as may from time to time be assigned to him or her by the Board of Directors and as are incident to the office of treasurer. The treasurer will also be responsible for providing a cash flow statement to the directors on a quarterly basis. This cash flow statement will consist of financial information from the date of last report to that date the existing report is completed. Any other reports may be requested by the club president at any time throughout the year.

2.5 Director Sportif. The director sportif shall have charge and custody of club apparel design, purchasing, and dissemination. The director sportif will also manage the inventory and collection of revenue from purchasing club members. The director sportif will also serve as the first line liaison between the SCVS Board of Directors and any SCVS or SCVS sponsored race team.

2.6 Sponsorship Coordinator. The sponsorship coordinator shall manage the solicitation and acquisition of annual sponsors. The sponsorship coordinator will also manage the acquisition of all sponsors' media, including, but not limited to logos, and any other marketing material offered to the club. The sponsorship coordinator will also be responsible for acquiring all sponsorship payments made to the club. The sponsorship coordinator will also act as the liaison between the club and its sponsors to ensure the club is receiving proper support from and providing adequate visibility to its sponsors throughout the year.

2.8 Membership Coordinator. The membership coordinator shall accomplish the following responsibilities:, check club email box, update Membership Roster (MR) upon receipt of new member dues, send new member the standard SCVS welcome message upon MR update, update new member status on SCVS website upon MR update or as soon as possible after member registers, send annual member identifying item to new member, and deliver checks to the Treasurer upon the completion of processing new member.

2.9 Event Coordinator. The event coordinator shall manage the planning and coordination of SCVS social and fund raising events. Events will include, but not limited to, club picnics, club rides, and out of town gatherings that support club unity and camaraderie. The event coordinator is not required to be the ride director for all SCVS promoted events; the coordinator may create a committee to lead specific events as described in Article 7.

2.10 Advocacy Coordinator. The Advocacy Coordinator shall manage all SCVS advocacy efforts. Efforts include, and are not limited to, the contacting of local government to request the repair of targeted roads, attend local legislative planning meetings to act as the voice of local cyclists. Promote advocacy to members and non-members of the local community.

3. Vacancies. The Board of Directors may appoint from the membership to fill a vacant office occurring during the year. Such officers shall be elected at the following December meeting of the Board of Directors.

Article 7. COMMITTEES

The Board of Directors may designate one or more committees. The committees shall have the purpose, duration, and powers stated by the Board of Directors. Committees may also be designated by the membership, by majority vote, at club meetings.

Article 8. CONTRACTS, CHECKS, DEPOSITS, FUNDS

1. The Board of Directors may authorize any officer or agent of the corporation to enter into any contract on behalf of the corporation.
2. All checks, drafts, and notes issued in the name of the corporation shall be signed by such officer(s) as the Board of Directors may direct.
3. All funds of the corporation shall be deposited from time to time in a bank or other depository as the Board of Directors may direct.

Article 9. RECORDS

1. The corporation shall keep records of its membership, finances, acts of the Board of Directors, and acts of the membership in general or special meeting. The Board of Directors may direct that other records be kept.
2. All records shall be open to inspection to any member or his agent.
3. Any monies to be paid or withdrawn in excess of \$500.00 require the signature of the treasurer and one other officer.

Article 10. AMENDMENT OF BYLAWS

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority of a quorum of directors present, or by vote of the members.