

**BY LAWS  
OF  
HIGHLANDS PEDALERS, INC.  
A Non-Profit Corporation**

**ARTICLE I. NAME**

This corporation shall be known as **HIGHLANDS PEDALERS, INC.**, a non-profit Florida Corporation.

**ARTICLE II. RIGHTS AND LIABILITIES OF MEMBERS,  
DIRECTORS AND OFFICERS**

- Section 1.** **Property interest of members, directors and officers.** No member, director or officer of the corporation shall have any right, title or interest in or to any property or asset of the corporation.
- Section 2.** **Non liability for debts.** Private property of the members, directors and officers shall be exempt from liability for any debts of the corporation, and no member, director or officer shall be liable or responsible for any debt or liability of the corporation.

**ARTICLE III. MEMBERS**

- Section 1.** **Members.** The corporation shall have members but shall not issue membership certificates. Members are those individuals or family groups that are current in their payment of annual dues and whose names are carried on the corporate records.
- Section 2.** **Quorum.** The presence of those members present including a majority of board members present shall constitute a quorum to transact business. The act of a majority of the members present, which must also include a majority of board members present at a meeting where a quorum is present shall be the act of the membership.
- Section 3.** **Directors.** The members shall elect the Board of Directors and the Officers.

**ARTICLE IV. DUES**

- Section 1.** **Family Membership.** Full family membership (includes spouse and children residing in the same household under the age of 18) is \$ 25.00 per year .
- Section 2.** **Individual Membership.** Individual full membership is \$20.00 per .

**ARTICLE V. DIRECTORS**

- Section 1.** **Function.** All business, property and affairs of the corporation shall be managed by the Board of Directors.
- Section 2.** **Number.** The Board of Directors shall be composed of five (5) to ten (10) members. One Board member shall be assigned to each of the following responsibilities:

**President & Website Administration**  
**Vice-President**  
**Treasurer**  
**Secretary**

## **Membership**

Invitational Bicycling Events  
Programs/Education and Safety  
Bicycle and Multiuse Trails

Bicycle Friendly Community Advocacy (instead of Media Communications)

- Section 3.** **Term.** Board membership shall be for a period of one year beginning at the annual meeting of each year. Directors shall be eligible to succeed themselves.
- Section 4.** **Vacancies.** Vacancies in the board shall be filled by a vote of the directors remaining in office. A director elected to fill a vacancy shall serve out the term of the replaced director.
- Section 5.** **Meetings.** The annual meeting of the Board shall be held immediately following the annual meeting of the members at the same place. Special meetings of the Board may be called by the chairman or by two directors at such time and place as may be fixed by the person or persons calling the meetings.
- Section 6.** **Place of Meetings.** The meetings of the Board may be held within or without the State of Florida.
- Section 7.** **Notice.** Written notice stating the time and place of the meetings of the Board shall be delivered not less than five days and not more than fifteen days before the date of the meeting, either personally or by email, by or at the direction of the Secretary, or the Secretary's absence the President, to each director.
- Section 8.** **Quorum.** The presence of a majority of the total number of 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 where a quorum is present shall be the act of the Board of Directors.

## **ARTICLE VI. OFFICERS**

- Section 1.** **Officers.** The officers of the corporation shall be a president, vice-president, secretary, and treasurer, and such other officers as may be appointed from time to time by the board. Officers shall be elected by the majority of members present at its annual meeting, to hold office until the successors are elected and qualified. Vacancies shall be filled by vote of the directors, the officers filling such vacancy to serve until a successor is elected and qualified.
- Section 2.** **President.** The President shall preside at all meetings of members and of the Board, shall make all committee appointments, and shall perform any other duties usually pertaining to the office of President or as may be prescribed by the Board.
- Section 3.** **Secretary.** The Secretary shall have custody of, and maintain, all of the corporate records, shall record the minutes of all meetings of the members and board of directors, send out all notices of meetings, and perform such other duties as may be prescribed by the board of directors or president.
- Section 4.** **Treasurer.** The Treasurer shall have custody of all corporate funds and financial records, shall keep full and accurate accounts of receipts and disbursements and render account thereof at the annual meetings of members and whenever else required by the board of directors or president, and shall perform such other duties as may be prescribed by the board of directors or president.

## **ARTICLE VII. FINANCIAL TRANSACTIONS**

- Section 1.** **Contracts.** Except as otherwise provided in these By\_laws, the board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation and such authority may be general or confined to specific instances.
- Section 2.** **Checks, Drafts, etc.** All checks, drafts, and other orders for the payment of money, and other orders for the payment of money, and all notes, bonds or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, employee or employees of the corporation, and in such manner, as shall from time to time be determined by resolution of the board.
- Section 3.** **Deposits.** All funds of the corporation shall be deposited monthly to the credit of the corporation in such bank or banks as the Board may elect.
- Section 4.** **Fiscal Year.** The fiscal year of the corporation shall begin on the first day of January of each year, and shall end on the 31st day of December.
- Section 5.** **Accounting System and Reports.** The Board shall cause to be established and maintained in accordance with generally accepted principles of accounting, an appropriate accounting system.

#### **ARTICLE VIII. INSURANCE**

The insurance for members is renewed annually on February 1 of each year. This is the supplemental insurance carried for riders who are involved in an accident while riding on a posted scheduled ride. These rides must be posted at the bike shop or the club website.

#### **ARTICLE IX. SEAL**

The seal of the corporation shall be in circular form and shall have inscribed thereon the name of the corporation, the year incorporated, the fact that it is a Florida Corporation and the words "non-profit corporation."

#### **ARTICLE X. WAIVER OF NOTICE**

Any member or director may waive in writing any notice of a meeting required to be given by these By laws. The attendance of a member or director at any meeting shall constitute a waiver of notice of such meeting by such member or director, except in case a member or director shall attend the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been lawfully called or convened.

#### **ARTICLE XI. AMENDMENT**

These By laws may be altered, amended or repealed at any meeting of the board by a two thirds vote of the members present, provided that a copy of the proposed alteration or amendment has been mailed to each director and member at least seven (7) days prior to such meeting, unless each director and member shall waive notice of the meeting.