



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 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 Trustees 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.
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 individual members or, in the case of a Family Membership, family members who have fully paid their dues. Each membership in good standing shall have one vote at any meeting.
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 by 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, excepting ex-officio members, shall be eleven (11). 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. SPECIAL MEETINGS: Special meeting of the Board may be called by the President or by two Trustees.
3. 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 by the majority of the Trustees represented at the meeting and entitled to vote shall be the act of the Board.
4. VACANCIES: Any vacancy occurring in the Board of Trustees shall be filled by the affirmative vote by a majority of the remaining Trustees. A Trustee elected to fill a vacancy shall be elected for the remaining term of his or her predecessor.
5. REMOVAL OF TRUSTEES: 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 Trustees. Vacancies caused by this action may be filled by the members at such a meeting as provided in Article 3.2. Any Trustee may also be removed by a two-thirds vote of the Board, whenever, in its judgement the best interests of the club will be served by such action.
6. TERM: The term of each elected Trustee is three years, subject to Article 4, Paragraph 6, and are not subject to re-election by members until the end of their term. Any Trustee may choose to stand for reelection at the end of their term subject to Article 4, paragraph 9. Ex-officio members of the board serve at will and are not subject to term or election.
7. CANDIDACY & ELECTION: At each annual meeting, any member in good standing may run for election to the Board to fill any open Board seat that exists at the time of the annual meeting.

To qualify as a candidate for election:

- A member must submit a letter, or an email to the Board indicating their interest to serve on the Board. They may also choose to provide other qualifications they feel support their candidacy.
- Letters of candidacy may be no more than one page and must be received at least 20-days prior to the annual meeting.

- All letters of interest will be distributed to the membership for consideration electronically within 14-days of the annual meeting.
- All qualified candidates will be listed on a ballot provided to each membership at the annual meeting for casting its vote. Nominations from the floor will not be accepted.
- Distribution, collection and counting of ballots will be conducted by one or more officers of the Board.
- The President, with approval of the Board, will appoint a club member to fill the remainder of a term, in the event of a Board vacancy.

Article 5 – Officers, Committees 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, Past President (ex-officio), 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. PAST PRESIDENT shall serve as advisor and have such other duties as may be assigned by the President or Board. The Past President shall serve as chair of the nominating committee and may choose at least two other club members to serve on the committee. Any former president may perform all duties and have all powers of the 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 Trustee 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.
8. COMMITTEES: The Club's primary activities will be organized around the following five committees, each led by one of the Board's Trustees:
 - a. Advocacy and Safety
 - b. Membership and Sponsorship
 - c. Ride
 - d. Social
 - e. Communications and Marketing

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 5010 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 Treasurers 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 ins bank as the Board of Trustees may select.
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

1. Resolved that the original Bylaws be and were hereby by adopted as the Bylaws of the Naples Velo on February 1994.
2. Amended by vote of the Membership on April 7, 2010
3. Amended by vote of the Board of Trustees on November 17, 2010
4. Amended by vote of the Board of Trustees on October 10, 2022