

**Vero Cycling, Inc.**  
**Bylaws**

**1. Name and Form**

Section 1.1 The name of the organization shall be Vero Cycling, Inc. (“Vero Cycling”).

Section 1.2 Vero Cycling shall be operated as a non-profit corporation under the laws of the state of Florida and pursuant to the requirements of Section 501(c)(4) of the *Internal Revenue Code of 1986*, as amended.

Section 1.3 The fiscal year of Vero Cycling shall run concurrent with the annual calendar year.

**2. Objectives**

Section 2.1 The objectives of Vero Cycling shall be to:

- Engage persons having a common appreciation of cycling as a recreational activity;
- Educate cyclists in the different areas of the sport of cycling and to promote safe cycling practices, physical fitness and fellowship;
- Promote the use of bicycles as a non-polluting, economical mode of transportation;
- Encourage respect among cyclists and non-cyclists; and
- Encourage Members to render civic service relating to cycling.

**3. Membership**

Section 3.1 Membership in Vero Cycling shall be open to all persons and entities interested in cycling in Indian River County, Florida and the surrounding areas.

Section 3.2 There shall be the following classes of membership: individual, family and corporate.

Section 3.3 Individuals living in the same household shall be entitled to join Vero Cycling under the same family membership.

Section 3.4 To become an individual or family member (a “member”), a person must (i) register on the Vero Cycling website including agreeing to the waiver of liability presented during the registration process online, and (ii) pay dues, as determined by the Board of Directors, based on the class of membership selected.

Section 3.5 A person may be denied membership or have his or her membership revoked by the Board if the Board determines, in its sole discretion, that the person has acted in a manner that reflects negatively on Vero Cycling.

Section 3.6 Corporate Members may join at different levels, as determined by the Board.

Section 3.7 Membership is established annually beginning January 1 of each calendar year. Renewal notifications shall be sent in advance to all members.

Section 3.8 Members are encouraged to volunteer for Vero Cycling events and committees.

#### **4. Board of Directors**

Section 4.1 Vero Cycling shall be governed by a Board of Directors (the “Board”) responsible for the general management of the affairs of Vero Cycling and shall act on all matters of Policy. The Board shall be composed of an odd number of between five (5) and nine (9) Board Members (individually, a “Director”). The exact number of Board Members shall be determined by the incoming Officers. In addition to the Officers, there may be Directors at Large and Standing Committees as outlined in Section 6 of these Bylaws.

Section 4.2 The Board shall hold regular and special meetings at such times and places as it deems appropriate.

Section 4.3 Approval of any action proposed to be taken at a Board meeting shall require an affirmative vote of a majority of the Directors present at such meeting.

Section 4.4 The Board of Directors may remove from office any Officer who does not perform their duties. Removal of an Officer shall require a majority vote of Board members.

#### **5. Officers**

Section 5.1 The Board of Directors shall consist of the following Officers: President, Vice President, Secretary, Treasurer, Ride Captain and such other Officers as deemed appropriate by the Board. An individual holding multiple offices shall only be entitled to a single vote as a Director. Only Members who have attained one year of membership may serve as an Officer.

Section 5.2 The roles of each office shall be as specified below:

- President – Presides at General Meetings of Vero Cycling and meetings of the Board of Directors; is responsible for the general management of Vero Cycling; may establish policies and procedures for the implementation of any activity or function; holds signature authority of the Vero Cycling bank account.
- Vice President – Works closely with the President; helps to coordinate the work of committees; assumes other responsibilities as assigned by the President.
- Secretary – Takes minutes at Board meetings, Annual meetings and Special meetings. Assists the President and other Board members, as necessary.
- Treasurer – Maintains the Vero Cycling bank account and holds signature authority of such account; maintains financial records of Vero Cycling; keeps proper records

of receipts and disbursements and presents a Treasurer's Report at Board meetings; prepares and monitors the annual budget.

- Ride Captain – Responsible for oversight of Ride Leaders; supervises the Ride Leader certification process and develops members to become Ride Leaders; keeps abreast of updated regulations and rules related to cycling, and promotes safe cycling expectations to all club members.

Section 5.3 Officers shall be elected by the Members. A Member shall only be eligible for election if such Member was nominated by the Nominating Committee.

Section 5.4 Each Officer shall serve from the time of his or her appointment or election until the next Annual Meeting. Officers whose term is expiring may be reelected to the same or a different position.

Section 5.5 An Officer may resign at any time by providing notice of resignation to the President. In the event of a vacancy in an Officer position, the President may appoint a Member to fill such vacancy. An officer so appointed shall hold office until the next election. If a vacancy occurs in the office of President, the Vice President shall assume the office of President.

Section 5.6 No later than 60 calendar days before each Annual Meeting, the President shall appoint a nominating committee (the "Nominating Committee"). The Nominating Committee shall consist of between three to five members. No Director who is standing for re-election shall serve on the Nominating Committee. The President shall serve as an advisor to the Nominating Committee. The Nominating Committee shall prepare a recommended slate of Officers for presentation to the Members at the next Annual Meeting thereafter. Notice of nominations made by the Nominating Committee shall be given to the Membership at least seven (7) days before the Annual Meeting.

Section 5.7 The Nominating Committee is not required to nominate a candidate for every available seat on the Board provided the Board will have at least a minimum number of members as per the Bylaws, Section 4.1.

## **6. Directors at Large and Standing Committees**

Section 6.1 The Board may appoint Directors at Large and Committee Directors to manage and carry out any ongoing Vero Cycling activities. Suggested committees and responsibilities for Directors at Large may include: Safety and Insurance, Webmaster, Newsletter, Special Events or such other role as deemed appropriate by the Board.

Section 6.2 Directors at Large and Committee Directors are not entitled to vote in matters requiring a vote by the Board.

Section 6.3 A Director at Large or Committee Director may resign at any time by providing notice of resignation to the President. In the event of the resignation of a Director at Large or Committee Director, the President may appoint a Member to fill

such vacancy. A Director at Large or Committee Director so appointed shall hold office until the next election.

## **7. Meetings of the Members**

Section 7.1 An annual meeting (the “Annual Meeting”) of the Members shall be held at such time and place as designated by the Board in the month of January of each calendar year. The purposes of the Annual Meeting shall be to (i) elect Officers and Directors, (ii) communicate changes to these Bylaws, if any, as recommended by the Board, and (iii) to consider such other action as recommended by the Board.

Section 7.2 Special meetings of the Members may be called at any time and place by the President by providing at least 15 calendar days advance notice using the Vero Cycling email system.

Section 7.3 Special meetings of the Members may be called by a written request signed by at least 20 Members and filed with the President no less than 15 calendar days before the meeting date.

Section 7.4 Each individual Member and each adult member of a family having a family membership in attendance at any meeting of the Members shall be entitled to one vote.

Section 7.5 A quorum at meeting of the Members shall require at least 20 members.

## **8. Bylaws**

Section 8.1 Proposed revisions to these Bylaws may be made at any time by the Board.

Section 8.2 After the Board has approved any proposed changes to these Bylaws, such proposed changes shall be published on the Vero Cycling website no less than seven calendar days before the date of the designated membership meeting for approving changes. Changes to the Bylaws shall require approval of a majority of the Members attending and voting at such meeting.

## **9. Miscellaneous**

Section 9.1 Unless otherwise approved in advance by the Board, all services performed for Vero Cycling by its Members shall be without monetary compensation of any kind.

Section 9.2 No person shall take advantage of Vero Cycling membership status in order to achieve personal gain or remuneration which would otherwise be unavailable.

Section 9.3 No Member shall have, as an individual, any interest in or title to the assets of Vero Cycling.

## **10. Distribution of Assets After Termination**

Section 10.1 In the event of the dissolution, all the assets then belonging to Vero Cycling shall be assigned to an institution which qualifies for tax exemption under Section 501(c)(3) of the *Internal Revenue Code of 1986*, as amended, or by such other section of the code by which Vero Cycling is exempt. The recipient of such assignment shall be selected by the Board.

*Adopted November 9, 2015 by the Board; Approved by Members December 5, 2015*

*Amended March 6, 2023 by the Board; Approved by Members April 23, 2023*