



## Bylaws of the Magic City Bicycle Collective

### BYLAWS OF THE MAGIC CITY BICYCLE COLLECTIVE

#### Article I–Offices

##### 1.1. Location

The principal office of the Corporation shall be located within Miami-Dade County, Florida, at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate.

#### Article II–Members

##### 2.1 Who Shall Be Members

There shall be one class of members. The qualifications and rights of members are as follows: Any person who is at least eighteen-years old is qualified to be a member. A person may become a member by paying annual dues, in an amount to be set by the Board of Directors, or by pledging to volunteer a minimum number of hours annually, in an amount to be set by the Board of Directors. Each member is entitled to one vote.

Membership shall not be transferable.

##### 2.2 Term of Membership

The term of any membership shall be for one year; provided, however, that any member may resign at any time upon written notice to the Secretary of the Corporation, and any member may be removed at any time, with cause, by majority vote of the other members then in office.

Membership expires automatically at the end of its term, but may be renewed by meeting the qualifications as stated in Section 2.1. In the case of a person who has qualified for membership by pledging to volunteer a minimum number of hours, but who has failed to volunteer the requisite number of hours during the year, he or she will be ineligible to renew his or her membership in the subsequent year by pledging to volunteer, but may renew by paying annual dues.

##### 2.3 Annual Meeting

An annual meeting of the members shall be held for the election of directors and the transaction of other business as may properly come before the members on the first Tuesday in February of each year. Failure to hold an annual meeting does not cause a forfeiture or give cause for dissolution of the corporation, nor does such failure



affect otherwise valid corporate acts, except as provided by law in the case of a deadlock among the directors or the members.

## 2.4 Special Meetings

Special Meetings of the members may be called by the Chair of the Board of Directors, or by the Board of Directors.

## 2.5 Place and Time of Meetings

Meetings of members may be held at such place and at such time as may be determined by the Board of Directors.

## 2.6 Notice of Annual and Special Meetings

Written notice, stating the place, day, and hour of the meeting, shall be delivered not less than ten or more than fifty days before the date of the meeting, either personally or by mail or by email, by or at the direction of the Chair or the Secretary or the Board of Directors, to each member entitled to vote at such meeting.

Written notice, stating the place, day, and hour of the meeting, shall also be posted not less than ten or more than fifty days before the meeting, on the Corporation's website, blog, or other similar internet site, by or at the direction of the Chair or the Secretary or the Board of Directors.

If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage thereon prepaid, addressed to the member at his or her address as it appears on the records of the Corporation.

If emailed, such notice shall be deemed to be delivered when sent to the member at his or her email address as it appears on the records of the Corporation.

## 2.7 Waivers of Notice

Notice of a meeting of members need not be given to any member who signs a waiver of notice, in person or by proxy, either before or after the meeting. Neither the affairs transacted nor the purpose of the meeting need be specified in the waiver.

Attendance of a member at a meeting, either in person or by proxy, constitutes waiver of notice and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, unless the member attends a meeting solely for the purpose of stating, at the beginning of the meeting, any such objection or objections to the transaction of affairs.



## 2.8 Quorum

Members having at least one-tenth of the votes entitled to be cast represented in person or by proxy shall constitute a quorum at a meeting of members for the transaction of any business. The members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Members who vote by mail, telephone call, email, or any other means of electronic or telephonic communication shall be deemed present in person for the purposes of this section.

## 2.9 Proxies

A member may vote by proxy executed in writing by the member or his or her duly authorized attorney in fact.

An appointment by proxy is not valid after eleven months following the date of its execution unless otherwise provided in the proxy.

## 2.10 Voting

Each member shall have one vote.

In all elections for directors, every member entitled to vote shall have the right to cumulate his or her vote and to give one candidate a number of votes equal to his or her vote multiplied by the number of directors to be elected or by distributing such votes on the same principle among any number of such candidates. [NOTE–cumulative voting only allowed if permitted by AIC]

Whenever any corporate action is to be taken by vote of the members, it shall, except as otherwise required by the Articles of Incorporation, be authorized by a majority of the votes cast at a meeting of members by the member entitled to vote thereon.

## 2.11 Presiding Officer and Secretary

At any meeting of the members, if neither the Chair of the Board of Directors, nor a Vice-Chair, nor a person designated by the Board of Directors to preside at the meeting shall be present, the members present shall appoint a presiding officer for the meeting. If Secretary is not present, the presiding officer shall appoint a person to act as secretary of the meeting.

## 2.12 Informal Action by Members



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Any action required or permitted to be taken at an annual or special meeting of the members may be taken without a meeting, without prior notice, and without a vote, if the action is taken by the members entitled to vote on such action and having not less than the minimum number of votes necessary to authorize such action at a meeting at which all members entitled to vote on such action were present and voted. In order to be effective, the action must be evidenced by one or more written consents describing the action taken, dated and signed by approving members having the requisite number of votes and entitled to vote on such action, and delivered to the Corporation by deliver to its principal office in Miami-Dade County, Florida, its principal place of business, the corporate secretary or another officer or agent of the Corporation having custody of the book in which proceedings of the members are recorded. Written consent shall not be effective to take the corporate action referred to in the consent unless the consent is signed by members having the requisite number of votes necessary to authorize the action within sixty days of the date of the earliest dated consent and is delivered in the manner required by this section.

### Article III–Board of Directors

#### 3.1 Power of the Board

Except as otherwise provided in the Articles of Incorporation, all corporate powers must be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, the Board of Directors.

#### 3.2 Number of Directors

The number of directors of the Corporation shall be determined by the Board and shall be not less than five and no more than nine. The number of directors may be increased or decreased from time to time by amendment to the Bylaws, but at no time may it be decreased to less than three.

The Board of Directors shall be divided in to two classes: Class A and Class B, and shall be assigned to a class at the time of their election. The number of directors in each class shall be determined by the Board of Directors.

#### 3.3 Election and Term of the Directors

The qualifications of directors are as follows: Directors must be at least eighteen years of age. Directors must be members of the Corporation throughout their term. Directors who fail to maintain membership in the Corporation may be removed as provided for in Section 3.5.



Directors shall be elected to a term of two years, except that:

If the number of directors in any class is increased, the term of a director elected to such newly created vacancy shall end at the same time as the term of other directors in that class;

A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office, and until his successor is elected and qualified;

In 2013 and every second year thereafter, the term of any director in Class A shall end at the annual meeting of the Board;

In 2014 and every second year thereafter, the term of any director in Class B shall end at the annual meeting of the Board;

B. The initial Board of Directors shall be comprised of those directors named in the Articles of Incorporation. Thereafter, subject to the provisions of subsection A of this section, directors shall be elected at an annual meeting of the members, and shall continue in office until his or her successor is elected or qualified, or until his or her death, resignation, or removal.

### 3.4 Increase in Directorships and Vacancies

An increase in the number of directors, and vacancies, occurring in the Board for any reason, may be filled, subject to the provisions of Section 3.3 of these Bylaws, by the affirmative vote of a majority of the remaining directors, even though the remaining directors constitute less than a quorum, or by the sole remaining director as the case may be. If the vacancy is not so filled or if no director remains, such a vacancy may be filled by the members or, on the application of any person, by the circuit court of the county where the registered agent of the Corporation is located.

A director elected to fill a vacancy shall be elected of the unexpired term of his predecessor in office, and until his successor is elected and qualified.

Any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors, but only for a term of office continuing until the next election of directors by the members.

### 3.5 Removal of Directors

Except as otherwise provided in the Articles of Incorporation or these Bylaws, any one or more of the directors may be removed with or without cause at any time by action of the members at a meeting of the members called for that purpose. The meeting notice must state the names of the specific directors sought to be removed.



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The removal of a director requires a separate vote or separate written agreement for each director proposed to be removed.

### 3.6 Resignation

Any director may resign at any time by delivering written notice to the Board of Directors, its Chair, or the Secretary. Such resignation shall take effect when such notice is delivered unless the notice specifies a later effective date.

### 3.7 Quorum of Directors and Voting

Unless the Articles of Incorporation require a different number, a quorum of the Board of Directors consists of a majority of the directors prescribed by these Bylaws and, except as otherwise provided for by the law or by the Articles of Incorporation or these Bylaws, if a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present is the act of the Board. Directors may not vote by proxy.

### 3.8 Meetings of the Board

The Board of Directors may hold regular or special meetings.

A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors.

Meetings of the Board may be called by the Chair of the Board.

### 3.9 Informal Action by the Board; Meetings By Telephone Conference

Unless the Articles of Incorporation or these Bylaws provide otherwise, any action required or permitted to be taken by the Board may be taken without a meeting if the action is taken by all of the members of the Board. The action must be evidenced by one or more written consents describing the action taken and signed by each director.

Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date.

A consent signed under this section has the effect of a meeting vote and may be described as such in any document.



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Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means of communications by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

### Section 3.10. Compensation of Directors

The Corporation shall not pay any compensation to directors for services rendered to the Corporation except that directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by a majority of the entire Board.

## Article IV–Committees

### 4.1 Committees; Authority

The Board of Directors, by resolution adopted by a majority of the full Board, may designate from among its members an executive committee and one or more other committees, each of which shall consist of two or more directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors of the Corporation, except that no such committee shall have the authority to (a) fill vacancies on the Board of Directors or any committee thereof; (b) adopt, amend, or repeal the Bylaws.

The Board may, by resolution, designate one or more directors as alternate members of any such committee who may act in the place and stead of any absent member or members at any meeting of such committee.

Neither the designation of any such committee, the delegation thereto of authority, nor action by such committee pursuant to such authority shall alone constitute compliance by any member of the Board of Directors not a member of the committee in question with his or her responsibility to act in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

## Article V–Officers, Agents, and Employees

### 5.1 Officers

The Board of Directors shall elect or appoint a Chair, a Secretary, and a Treasurer, and it may, if it so determines, elect or appoint one or more Vice Presidents and such other officers and assistant officers as may be deemed necessary. If the Board of Directors so determines, the officers of the Corporation may be designated by such



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other titles as may be provided in the Articles of Incorporation or these Bylaws. Any two or more offices may be held by the same person.

A duly appointed officer may appoint one or more assistance officers.

The Board of Directors shall delegate to one of the officers responsibility for preparing minutes of the directors' and members' meetings and for authenticating records of the Corporation.

### 5.2 Term of Office, Removal and Resignation

Each officer shall hold office for the term (not exceeding three years) for which he or she is elected or appointed and until his or her successor has been elected or appointed and qualified.

An officer may resign at any time by delivering notice to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date of the pending vacancy.

The Board of Directors may remove any officer at any time with or without cause. Any officer or assistant officer, if appointed by another officer, may likewise be removed by such officer. However, that removal of an officer shall be without prejudice to his or her contract rights, if any, and the election or appointment of an officer shall not of itself create contract rights.

### 5.3 Powers and Duties

Subject to the control of the Board of Directors, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the property and affairs of the Corporation as may be provided in these Bylaws or by resolution of the Board and, to the extent not so provided, as generally pertain to their respective offices.

A. Chair. The Chair shall serve as the chief executive officer of the Corporation. The Chair shall preside at all meetings of the Board of Directors, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with policies and directives approved by the Board of Directors.

B. Vice Chair. In the absence of the Chair or in the event of his or her inability or refusal to act, the Chair shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice-Chair shall perform such other duties and





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have such other powers as the Board of Directors may from time to time prescribe by standing or special resolution, or as the Chair may from time to time provide, subject to the powers and supervision of the Board of Directors.

C. Secretary. The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Secretary shall keep an accurate roll of members that includes each member's name, their contact information, and the dates of their membership term. The Secretary shall have custody of the corporate seal of the Corporation, if any; and he or she shall have authority to affix the same to any instrument requiring it; and, when so affixed, it may be attested by his or her signature. The Board of Directors may, however, give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his or her signature.

D. Treasurer. The Treasurer shall have the custody of, and be responsible for, all funds and securities of the Corporation. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. He or she shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board, and such other duties as shall from time to time be assigned by the Board. The Treasurer shall, if required by the Board of Directors, give such bond or security for the faithful performance of her or his or her duties as the Board may require, for which he or she shall be reimbursed.

E. Volunteer Coordinator. The Volunteer Coordinator shall keep and maintain an accurate roll of active volunteers that includes each volunteer's name and contact information. The Volunteer Coordinator shall be responsible for training volunteers, for maintaining a calendar of volunteer shifts, and for ensuring that a sufficient number of volunteers signs up for each shift. The Volunteer Coordinator shall help the Board of Directors develop a policies and procedures relating to the volunteers.

### 5.4. Agents and Employees.

The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal



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without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

### 5.5. Compensation of Officers, Agents and Employees.

The Corporation may pay compensation in reasonable amounts to officer for services rendered, such amounts to be fixed by a majority of the entire Board of Directors.

The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered, such amount to be fixed by the Board, or if the Board delegates power to any officer or officers, then by such officer or officers. The Board may require officers, agents or employees to give security for the faithful performance of their duties.

## VI. Miscellaneous

### 6.1. Fiscal Year.

The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

### 6.2. Corporate Seal.

The Corporate seal, if any, shall be circular in form, shall have the name of the Corporation inscribed thereon and shall contain the words "Corporate Seal" and "Florida" and the year the Corporation was formed in the center, or shall be in such form as may be approved from time to time by the Board of Directors.

### 6.3. Checks, Notes and Contracts.

The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

### 6.4. Books and Records to be Kept.

The Corporation shall keep as records minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members or Board of Directors without a meeting, and a record of all actions taken by a committee of the board in place of the Board of Directors on behalf of the Corporation.



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The Corporation shall maintain accurate accounting records, a copy of its Articles or Restated Articles of Incorporation, Bylaws or Restated Bylaws and all amendments to them currently in effect, minutes of all members' meetings and records of all action taken by members without a meeting for the past three (3) years; written communications to all members generally or all members of a class within the past three (3) years, including financial statements furnished to members of the past three (3) years; a current list of the members, directors and officers of the Corporation and their addresses; and its most recent annual report delivered to the Florida Department of State. Any of the books, minutes and records of the corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

### 6.5. Amendment of Articles of Incorporation and Bylaws.

The Articles of Incorporation of the Corporation may be adopted, amended or repealed in whole or in part by the vote of a majority of the directors then in office pursuant to the procedure outlined in § 617.1002 of the Florida Not for Profit Act, as now in effect or as may hereafter be amended. The Bylaws of the Corporation may be adopted or amended or repealed in whole or in part by a majority vote of the Board of Directors.

### 6.6. Indemnification and Insurance.

Unless otherwise prohibited by law, the Corporation shall indemnify any director, any former director, any person who while a director of the Corporation may have served at its request as director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, and may, by resolution of the Board of Directors, indemnify any officer, employee or agent against any and all expenses and liabilities actually and necessarily incurred by him or her or imposed on him or her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, administrative, or investigative, including appeals) to which he or she may be or is made a party by reason of being or having been such director, officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters unless such a person: (1) conducted himself or herself in good faith; (2) believed in the case of conduct in his or her official capacity with the Corporation that his or her conduct was in the best interest of the Corporation; and in all other cases that his or her conduct was at least not opposed to the best interests of the Corporation (3) in the case of any criminal proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful. Further, there shall be no indemnification in connection with a proceeding (1) by or in the right of the Corporation in which the director, officers, employee, or agent was judged liable to the corporation, or (2) in which improper personal benefit is charged.



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The Corporation shall indemnify a director who entirely prevails in the defense of any proceeding to which he or she was a party because he or she is or was a director of the Corporation, for reasonable expenses in connection with the proceeding. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, employee or agent. The Corporation may pay for or reimburse the reasonable expenses in advance of final disposition of the proceeding provided that the provisions of §§ 617.0830 and 617.0831 are met.

The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to the acts occurring before or after adoption hereof. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under any statute, bylaw, vote of the Board of Directors, or otherwise and shall not restrict the power of the Corporation to make any indemnifications permitted by law.

The Board of Directors may authorize the purchase of and maintain insurance on behalf of any director, officer, employee or agent of the Corporation against any liability asserted against or incurred by him or her which arises out of such person's status in such capacity or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or otherwise, or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

In no case, however, shall the Corporation indemnify, reimburse or insure any person for taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of § 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in §§ 4941(d) or 4945(d), respectively, of the Code. Moreover, the Corporation shall not indemnify, reimburse, or insure any person in any instance where such indemnification, reimbursement, or insurance is inconsistent with § 4958 of the Code or any other provision of the Code applicable to corporation described in § 501(c)(3) of the Code.

If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

### 6.7. Loans to Directors or Officers.



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No loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by the Corporation to its directors or officers, or to any other corporation, firm, association, or other entity in which one or more of its directors or officers are directors or officers of the Corporation, or hold a substantial financial interest except that, if the Corporation is exempt from federal income tax under § 501(c)(3), the Corporation may make a loan to another corporation which is exempt from federal taxation under § 501(c)(3).

### 6.8. Dissolution.

- A. The organization will be dissolved only by consensus at a meeting called for that purpose only if at least seven (7) days before the meeting the dissolution of the corporation has been placed on the agenda and communicated directly to all Board members.
- B. No portion of the property or the proceeds will be distributed upon dissolution to any entity unless recognized as a 501(c)(3) tax exempt organization by the Internal Revenue Service and in compliance with Florida law regarding nonprofit distributions.
- C. Upon dissolution of the organization, all assets or proceeds of the organization must be donated to a registered nonprofit organization, chosen by the majority of the voting Board members, who are expected to select an organization with a similar purpose and scope as the dissolved corporation.
- D. The chairperson and treasurer will ensure compliance with required legal and financial steps for dissolving a corporation.