

PANTHERS TANDEM CLUB, Inc.

Bylaws

1. Name and Form

Section 1.1 The name of this organization shall be the PANTHERS Tandem Club, Inc..

Section 1.2 Partners Aboard Neat Tandems Happily Enjoying Riding Simultaneously (hereinafter referred to as the PANTHERS) Tandem Club shall be composed of members of the tandem bicycling community and shall be governed by a Board of Directors and shall be presided over by a President and appropriate assisting officers.

Section 1.3 The PANTHERS is and shall continue to be qualified and operated as a non-profit corporation under the laws of the state of Florida and pursuant to the requirements of Section 501(c)(3) of the *Internal Revenue Code of 1986*, as amended.

Section 1.4 Any word denoting gender used in these bylaws shall apply equally to either gender as the context may require.

Section 1.5 The fiscal year of the PANTHERS shall run concurrent with the annual calendar year.

2. Objects

Section 2.1 The objects of the PANTHERS shall be:

Section 2.1.1 To associate congenial persons of good character having a common love and appreciation of tandem bicycling as a recreational cycling activity and to abide by recognized customs and etiquette; and

Section 2.1.2 To encourage safe riding and to promote a high amateur standard of skill in the handling and riding of tandem bicycles by encouraging exercise and fellowship and to stimulate members to increase their knowledge of and skill in tandem bicycling through self-education; and

Section 2.1.3 To promote and develop a better understanding of the need for safer riding conditions as the tandem bicycle is a vehicle used for pleasure, health and as a non-polluting economical mode of transportation; and

Section 2.1.4 To encourage its members to render such altruistic or other civic service as it may from time to time determine.

3. Membership

Section 3.1 The membership is open to all persons who are able to contribute time, energy and skills to the objectives of the PANTHERS and having made the required application to the Membership Director with the appropriate dues necessary for membership.

Section 3.1.1 There shall be two classes of members: team and honorary.

Section 3.1.2 Team membership shall consist of the Captain, Stoker and/or additional member or members, all shall have the privilege of voting if over 18 years of age.

Section 3.1.3 All recognized Team members shall be entitled to participate in all PANTHERS social and riding events.

Section 3.1.4 Only by authority as delegated by the Board of Directors, shall the PANTHERS confer honorary membership, for one year only, to persons who are not members of the PANTHERS and who have made a significant contribution to tandem bicycling or to the work of the PANTHERS. An Honorary member shall not have a vote and shall not pay annual dues.

Section 3.2 Termination of Membership

Section 3.2.1 When dues of any team are in arrears later than 30 days after the beginning of the dues year, membership will be terminated automatically and without further notice.

Section 3.2.2 Membership in the PANTHERS may be terminated by the Board of Directors but only for reasonable cause. Termination shall result from any team member or elected officer who may refuse or fail to comply with the PANTHERS bylaws or fail to abide by any special rules or regulations or cause to exist conditions that may not be in the best interest of the PANTHERS.

Section 3.2.3 A team member or elected officer shall be notified in writing by the Board of Directors of any misconduct or charge of violation that may warrant his termination of membership. Notification of charge shall be sent within 10 days

of the offense upon which said charge is based and shall be sent by certified mail return receipt requested.

Section 3.2.4 After receipt of a letter to answer charges to terminate membership, the team member or members or elected officer, shall be allowed to attend the next scheduled Board meeting of the PANTHERS to retort charges brought against said team.

Section 3.2.5 This charged team or elected officer shall be allowed the privilege to have appear with him and on his behalf one member of the PANTHERS.

Section 3.2.6 Failure to comply with Section 3.2.4 said team member shall permit the PANTHERS Board of Directors to terminate his membership without the need to bring this matter to a vote.

Section 3.2.7 Voluntary and involuntary resignation of a team membership or elected, shall not be a cause for the Treasurer of the PANTHERS to return any prepaid dues.

4. Officers and Committees

Section 4.1 the PANTHERS shall be governed by a Board of Directors. This Board shall be made up of the President, Vice-President, Secretary, Treasurer, Membership Director, and Web Director.

Section 4.2 The Board of Directors shall:

Section 4.2.1 Serve a minimum of one full year after being elected to their respective office at the annual election.

Section 4.2.2 Hold regular and special meetings at such times and places as it may designate.

Section 4.2.3 Make and amend bylaws and rules for its own governance.

Section 4.2.4 Determine the need to fill vacant positions on the Board of Directors and if the need exists, appoint a member, in good-standing, from the membership of the PANTHERS providing said member meets the qualification as set forth in Section 6.1. A member so appointed will hold office until the next annual election.

Section 4.2.5 Approve all contracts or obligations that may be

entered into by chairman of committees of the PANTHERS.

Section 4.2.6 Regulate and manage policies, be vested with and have custody of all real property and other assets of the PANTHERS.

Section 4.2.7 Enforce the authority given under these bylaws and take such action as may be necessary to advance the best interests of the PANTHERS, to include disciplinary action for violation of these policies and bylaws.

Section 4.3 All voluntary resignations of the Board of Directors must be made in writing to the President or the Secretary.

Section 4.4 Chairman of committees shall not incur any expense to be paid by the PANTHERS without prior approval of the Board of Directors.

Section 4.5 The President shall:

Section 4.5.1 Preside at the meetings of the Board of Directors and at all meetings thereof, in order to implement policy and to coordinate effectively the objectives of the PANTHERS.

Section 4.5.2 Be cognizant that the mark of a good leader is to permit the voice and articulation of the minority while encouraging the acceptance of the rule of the majority.

Section 4.5.3 Have the right to cast his vote only to break a tie vote at all meetings and all committees of the PANTHERS of which he is an ex-officio member with the exception of the Committee on Nominations and the Rules Committee.

Section 4.5.4 Appoint needed committees and chairman of these committees as may be directed by the Board of Directors.

Section 4.5.5 Upon leaving office conveys all correspondence and papers of office that may be of current and historical nature to the incoming President for his safekeeping.

Section 4.6 The Vice-President shall:

Section 4.6.1 In the temporary absence or incapacity of the

President, perform the duties and exercise the powers of the President.

Section 4.6.2 Be the custodian, keep accurate inventories and determine the location of property belonging to the PANTHERS.

Section 4.6.3 Perform such duties as may be assigned by the Board of Directors.

Section 4.6.4 Upon leaving office conveys all correspondence and papers of office that may be of current and historical nature to the incoming Vice-President for his safekeeping.

Section 4.7 The Secretary shall:

Section 4.7.1 Transcribe accurate minutes of all regular, special and Board meetings.

Section 4.7.2 Establish a roll call of officers that attend all called meetings and maintain a list of members who have been appointed to committees.

Section 4.7.3 Take possession of all documents belonging to the PANTHERS to include the most recent and current copy of the bylaws; and to have a current roster of the membership as supplied by the Membership Director.

Section 4.7.4 In the temporary absence or incapacity of the President, perform the duties and exercise the powers of the President.

Section 4.7.5 As prescribed by the President, read correspondence at regular meetings, send out notice of Board Meetings via the PANTHERS website, and perform other Club correspondence.

Section 4.7.6 Perform such duties as may be assigned by the Board of Directors.

Section 4.7.7 Upon leaving office conveys minutes of all past meetings, correspondence and all other papers of current and historical importance, to the incoming Secretary for his safekeeping.

Section 4.8 The Treasurer shall:

Section 4.8.1 Receive and make deposits of all checks and cash collected as assets of the PANTHERS, making copies of all checks before deposit is made.

Section 4.8.2 Pay by check when possible, all invoices when accompanied with receipts and when clearly authorized by a committee chairman through the Board of Directors. Expenditures presented for payment without proper receipts will be paid only after approval has been given to do so by the Board of Directors.

Section 4.8.3 Give a financial report when required by the presiding officer to do so, and present to the Board of Directors an audited financial statement at the annual Board meeting to be presented to the membership for acceptance.

Section 4.8.4 Record and maintain all financial records as recommended and accepted by GAAP and correspond with all local, state and federal offices when and as necessary to maintain the PANTHERS as a not for profit corporation.

Section 4.8.5 Receive all membership dues, and after making a copy of all checks deposit these monies in a timely manner and transfer all Membership Applications to the Membership Director.

Section 4.8.6 Perform such duties as may be assigned by the Board of Directors.

Section 4.8.7 Upon leaving office conveys to the incoming Treasurer, all financial records, correspondence and all other papers of current and historical importance for his safe keeping.

Section 4.9 The Membership Director shall:

Section 4.9.1 Receive applications for membership as furnished by the Treasurer, determine eligibility, and maintain permanent records of release and waiver signature.

Section 4.9.2 See that a reminder that dues are due and payable is published on the PANTHERS website at least 45 days and again 15 days before the end of the dues year.

Section 4.9.3 Maintain a current roster of the membership of the PANTHERS.

Section 4.9.4 Determine that a membership roster is ready to be distributed to the membership by 15 March of each year to include last and first name, address, city, state, zip code, telephone number and e-mail address.

Section 4.9.5 Perform such duties as may be assigned by the Board of Directors.

Section 4.9.6 Upon leaving office conveys to the incoming Membership Director, all membership records, correspondence and all other papers of current and historical importance for his safe keeping.

Section 4.10 The Web Director shall:

Section 4.10.1 Plan, organize and maintain The PANTHERS' website membership pages to be used as a source of information when publishing a roster.

Section 4.10.2 Update the Ride Schedules as may be determined by the Board.

Section 4.10.3 Post and update official events and special rides for access by the membership.

Section 4.10.4 Perform such duties as may be assigned by the Board of Directors.

Section 4.10.5 Upon leaving office conveys to the incoming Web Director all records, correspondence and all other papers of current and historical importance for his safe keeping.

5. Meetings, Notice and Quorums

Section 5.1 The rules contained in the most current edition of *Robert's Rules of Order* shall govern in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order which the PANTHERS may adopt.

Section 5.2 Unless otherwise provided by the members or the President, the order of business at all meetings of the PANTHERS shall be:

- 1 Determination of Quorum
- 2 Acceptance of Minutes
- 3 Reports of Officers

- 4 Reports of Committees
- 5 Unfinished Business
- 6 Elections (only at the annual meeting)
- 7 New Business
- 8 Adjournment

Section 5.3 Membership meetings of the PANTHERS will be held at a time and place designated by the Board of Directors.

Section 5.4 Special meetings of the PANTHERS may be called at any time and place by the President and if so called shall be by written request filed with the Secretary not less than 15 days before the meeting.

Section 5.5 Special meetings may be called by the members and if so called shall be by written request signed by at least 20 members from the PANTHERS membership in good standing and filed with the Secretary no less than 15 days before the meeting date.

Section 5.6 the PANTHERS election of officers shall be conducted during the annual meeting as determined by the Board.

Section 5.7 Notice of membership meetings shall be published on the PANTHERS website.

Section 5.8 Voting at meetings shall be only by qualified team members in good standing and all votes shall be cast in person. To be counted, a voter must be in attendance at the time the vote is taken.

Section 5.9 A quorum at any regular or special meeting of the PANTHERS shall be not less than 20 active members in good standing.

Section 5.10 A quorum at any meeting of the Board of Directors shall be no less than six (6) Board members holding office and in good standing.

Section 5.11 A quorum at a committee meeting shall be no less than the majority of the number of members as appointed.

6. Nominations and Elections

Section 6.1 Members of The PANTHERS shall be qualified for nomination, election and permitted to accept an office on the Board of Directors of the PANTHERS if he is an member in good standing.

Section 6.2 A member shall only be eligible for election to the Board of Directors if he is nominated by the Committee on Nominations or by being nominated from the floor during the election of officers. If nominated from the floor, the member nominated must meet the same qualifications as stated by Section 6.1.

Section 6.3 At the annual meeting the PANTHERS membership shall conduct elections for president, vice-president, secretary, treasurer, membership director, and web director.

Section 6.4 The Committee on Nominations shall be comprised of the immediate past President or the past President most willing to serve and who shall serve as chairman of this committee. He shall appoint a minimum of two active members in good standing from the current membership.

Section 6.5 The Chairman of the committee on nominations shall name the members of his committee immediately after the election of the new Board of Directors. This exposes the members of the nominating committee to the membership and the individual recognition that each member may bring to their attention during the next club year.

Section 6.6 In the event of a nominee dying, refusing nomination, or becoming incapable of serving in office, forthwith nominate a replacement.

Section 6.7 A member of the Committee on Nominations shall not be elected to the Board of Directors during his year of tenure.

7. Dues

Section 7.1 The annual dues year of the PANTHERS shall run concurrent with the annual calendar year.

Section 7.2 Membership dues paid to the PANTHERS for the subsequent year shall be fixed annually no later than 60 days prior to the end of the current dues year. In the event that no such annual dues are so fixed, they shall be the same as for the current year.

Section 7.3 No change shall be made to the annual dues unless notice of proposed change has been included in the call to said meeting and published on the PANTHERS web site at least 45 days prior to the meeting.

8. Bylaws

Section 8.1 These bylaws may be revised at any time by a Rules Committee that shall be appointed by the Board of Directors. This committee shall convey all proposed changes to the Board of Directors for its approval.

Section 8.2 After the Board of Directors has approved the proposed change it shall be published via the PANTHERS website no less than 45 days before the date of the designated membership meeting for approving changes. Changes to the bylaws shall require a two-thirds vote by the members attending and voting for approval.

9. Miscellaneous

Section 9.1 Any oral or written correspondence by a member with non-PANTHERS groups or individuals, public or private, which represents any official PANTHERS policy or position or which implies that the member is an official representative of the PANTHERS shall have the prior approval of the President or the Board of Directors.

Section 9.2 Unless otherwise approved in advance by the Board of Directors, all services performed for the PANTHERS by its members shall be without monetary compensation of any kind.

Section 9.3 No person shall take advantage of the PANTHERS membership status in order to achieve personal gain or remuneration which would otherwise be unavailable.

Section 9.4 No member of the PANTHERS shall have, as an individual, any interest in or title to the assets of the PANTHERS.

10. Distribution of Assets After Termination

Section 10.1 In the event of the dissolution, all the assets then belonging to the PANTHERS 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 the PANTHERS is exempt. The recipient of such assignment shall be selected by the Board of Directors.

Proposed PANTHERS bylaws: 19 January 2010