

Bylaws of San Diego County Bicycle Coalition - Approved by the Board on April 26th, 2017

ARTICLE I - Name, Office, and Duration

1. Name. The name of this corporation is the San Diego County Bicycle Coalition, hereinafter referred to as the Coalition or the Corporation
2. Location. The principal place of business and administrative office shall be determined from time to time by the Board.
3. Duration. The Corporation shall have perpetual existence.

ARTICLE II - Purpose

1. Purpose. The San Diego County Bicycle Coalition advocates for and protects the rights of all people who ride bicycles. We promote bicycling as a mainstream, safe and enjoyable form of transportation and recreation.
2. The Coalition is organized exclusively for charitable and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

ARTICLE III - Membership

1. Membership. Membership shall be open to all persons and Board-approved organizations interested in promoting bicycling as a form of transportation and recreation upon payment of annual dues as set by the Board of Directors. Individual, Bicycle Club, and Organization members have one vote each at General Membership meetings.
2. Membership shall be for one year from payment of dues. Upon payment, the member shall be deemed to be in good standing.

ARTICLE IV- Board of Directors

1. Composition of the Board. The Board of Directors shall consist of one director called a club representative for each member bicycle club and Board-approved organization, and, except as provided hereinafter, an equal number of at-large directors. Directors shall hold office for one year terms, from the January following the election through December of the same year.
  - A. A Bicycle Club (hereinafter referred to as Club) is defined as a member bicycle club that pays annual dues to the Coalition. Club representatives shall be chosen and removed by Clubs in accordance with their established procedures.

B. A Board-Approved Organization (hereinafter referred to as Organization) is defined as an organization approved by the Board that includes Bike/Walk Committees that work within San Diego County and social clubs that hold events within San Diego County.

2. Election. Directors hold office for one year or until the next general election of the Board, except for one time only, the July 2017 election will be for a period of 6 months, in order to permanently transition the election calendar to match the fiscal calendar. Election of the Directors will be held in November of each year.

A. Election Committee. In July, the Board of Directors will appoint an Election Committee, whose responsibility will be to develop a list of at-large candidates. The Elections Committee is strongly encouraged to provide a greater number of candidates than there are open positions. The list of nominees shall be presented at the October Board meeting, at which time additional nominations will be accepted from the floor and voted on by the Board.

B. Ballots. All members in good standing may vote by secret ballot. Member voting shall ordinarily be conducted electronically via email or online web voting (referred to herein as “electronic ballot”). Member voting may also be conducted by written ballot at the discretion of the Board. The candidates receiving the most votes will be elected to a number of at-large positions equal to the number of Club and Organization directors at the time of the meeting. If a tie occurs for the last at-large position, a coin flip will determine the elected board member among those that are tied.

3. Powers. The Board of Directors shall have all corporate authority, except such powers as are otherwise provided in these bylaws and the laws of the State of California, to conduct the affairs of the Corporation in accordance with these bylaws. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the Corporation such powers as they deem appropriate.

4. Duties. The duties of the Board of Directors will be:

A. To choose from its membership the Coalition officers.

B. To choose from among its members the chairs of all standing and ad hoc committees. Committee chairs must be members of the Board of Directors.

C. To provide the final approval of yearly budget, major policy decisions changing the direction of the Coalition, and questions regarding the organizational structure of the Coalition.

D. To act on an item of business that has been properly published in the agenda, or at the same meeting if such action is warranted by the emergency nature of the item.

E. To bring all items for action to a vote that shall become policy if passed by a simple majority of the directors present and in good standing.

5. Meetings. Regular meetings of the Board of Directors shall be held at the place and time designated by the Board of Directors including phone conference calls, monthly or annual meetings, or otherwise called by a majority of the Board of Directors. All meetings of the Board of Directors and its committees shall be open to attendance by any member, but the Board of Directors or its committees may convene in private session for the consideration of any sensitive matter, provided that any vote or final action is taken in open session.

6. Special Meetings. Special meetings may be called by the Chair or a majority of the Board of Directors. Persons authorized to call special meetings shall provide notice of the time and location of such meetings and state the purpose thereof, and no other matter shall be considered by the Board of Directors at such special meeting.

7. Annual Meetings. Directors shall call a general membership meeting each year for the purpose of organization, the election of officers, and transaction of other business. The time and location of such meeting shall be noticed in writing.

8. Notice and Waiver. Notice of regular meetings and special meetings need not be in writing. Attendance at any meeting shall be considered waiver of the notice requirement thereof.

9. Quorum. A quorum shall consist of at least 33% of the Directors. If at any meeting, less than a quorum is present, the majority may adjourn the meeting without further notice to the absent Directors.

10. Vacancy. An at-large vacancy is created whenever the number of incumbent at-large directors falls below the number of directors from Clubs and Board-approved Organizations, whether by the removal or resignation of an incumbent at-large director or the admission of a new Club or Organization. Such a vacancy may be filled by a majority vote of the remaining Directors, though less than a quorum. Each person so elected shall serve until the next annual election. If the number of Club members decreases, incumbent at-large directors shall continue to serve until the next annual meeting, even though their number may exceed the number of directors from Clubs and Organizations.

11. Removal. Any Director may be removed by majority vote of the remaining Directors for failure to act in the best interests of the Coalition, or lack of sympathy with the stated purpose of the Coalition or failure to follow the policies or bylaws of the Coalition. A vote for board member removal can only occur at a regularly scheduled meeting where the item was placed on the written agenda distributed at least 15 days ahead of the meeting. The Board shall provide the Director at least 15 days' prior notice of the reasons for the expulsion vote; and the Director shall have

an opportunity to be heard, in writing, at least five days before the effective date of the expulsion by the Board of Directors.

12. Compensation. Directors shall receive no compensation for their service as Directors.

13. Proxy Voting Prohibited. Proxy voting shall not be permitted on any matter put to the vote of the members, Board or Committees.

#### ARTICLE V - Officers & Executive Committee

1. Designation of Officers. The officers of the Corporation shall be the Chair, Vice Chair, Secretary, and Treasurer, and they shall have authority to carry out the duties prescribed in these bylaws.

2. Election and Term. Officers of the Corporation shall be elected by the Board of Directors at the annual general membership meeting, and shall serve for one year or until their replacements are elected and qualified.

3. Removal. At any regular or special meeting, any officer may be removed by majority vote of the Board of Directors for failure to carry out the duties of the office as prescribed by these bylaws, conduct detrimental to the Corporation, or for lack of sympathy with the stated purpose of the Corporation. Any officer proposed to be removed is entitled to five (5) business days notice of the meeting at which the removal shall be considered and may address the Board of Directors at such meeting.

4. Compensation. Officers of the coalition shall receive no compensation for their services as officers.

5. Vacancy. Vacancies, in any office for any reason, shall be filled by the Board of Directors for the unexpired term of office.

6. Duties of Offices.

A. Chair: The Chair subject to the control of the Board of Directors or any Committees, will supervise and control the affairs of the Corporation. The Chair will perform all duties incident to the office of Chair and any other duties that may be required by these Bylaws or prescribed by the Board of Directors. Chair will develop, after consulting with Executive Committee members, and distribute an agenda prior to each Executive Committee, General Membership, and Board of Directors meeting. Chair shall also be a signatory of Coalition bank accounts.

B. Vice Chair: The Vice-Chair will perform all duties and exercise all powers of the Chair when the Chair is absent or is otherwise unable to act. The Vice-Chair will perform any other duties that may be prescribed by the Board of Directors.

C. Secretary: The Secretary will keep minutes of all meetings of Members and of the Board of Directors, and generally perform all duties incident to the office of Secretary and any other duties as may be required by law, by the Bylaws, or which may be assigned by the Board of Directors.

D. Treasurer: The treasurer will have charge and custody of all funds of this Corporation, and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, and render reports and accountings to the Directors. The Treasurer will perform all duties incident to the office of Treasurer, and any other duties that may be required by these Bylaws or prescribed by the Board of Directors. Treasurer will prepare payments by check as authorized by Board of Directors. Records of the treasurer may be audited annually, or at any time there is a change of person holding the office.

7. Executive Committee. The officers and chairs of all standing committees shall make up the Executive Committee. The duties of the Executive Committee shall be:

A. To manage the day to day operations of the Coalition.

B. To hear reports by committee chairs at each meeting and to decide action upon proposals made by the committees.

C. To create the budget and monitor on a monthly basis

D. To act on all items of business requested by the membership by getting recommendations from the appropriate committee(s); and deciding general policy.

E. To act on an item of business that has been properly published on the agenda or at the same meeting if such action is warranted by the emergency nature of the item.

F. To designate individuals to be spokespersons for the Coalition.

#### ARTICLE VI - Committees

The purposes of the Coalition shall be furthered by committees.

1. Committees shall be created and dismantled as required to meet the needs of the Coalition by a majority vote of the Board of Directors.

2. Meetings. Regular meetings of the Committees shall be held at the place and time designated by the committee including phone conference calls, regular meetings, or otherwise called by a majority of the committee members.

3. Action/recommendation must be taken/made by committees on proposals submitted to them by the Board of Directors or Executive Committee. Said action/recommendation will then be reported to the Board of Directors or Executive Committee at a regularly

scheduled meeting. Action/recommendations on other proposals may also be reported by committees at that time.

4. Membership of committees shall be open to any individual members of the Coalition in good standing.

5. Committees shall submit copies of all official correspondence to the designated officers of the Board for filing.

#### ARTICLE VII - Restrictions on Actions

1. All the assets and earnings of the Coalition shall be used exclusively for its exempt purposes, including the payment of expenses incidental thereto. No part of any net earnings shall inure to the benefit of any employee of the Corporation or be distributed to its Directors, officers, or any private person, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article II of these bylaws.

2. Notwithstanding any other provision of these bylaws, the Coalition will not carry on any activities not permitted by an organization exempt under Section 501(c)(3), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, or organizations whose contributions which are exempt under Section 170(c)(2), Internal Revenue Code, 1986, or the corresponding provision of any future federal law. The Coalition shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any Directors, Officers, and private property of the subscribers, Directors or Officers shall not be liable for the debts of the Coalition.

3. No substantial part of the Coalition's activity shall be for the carrying on of a campaign of propaganda or otherwise attempting to influence legislation in violation Section 501(c)(3) Internal Revenue Code, 1986.

4. Coalition does not intend to be considered a private foundation as defined by Section 509(a), and will not engage in activities that would result in it being so classified. Notwithstanding the foregoing, during such time as the Coalition may be considered a private foundation as defined by Section 509(a), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, it shall not:

A. Fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942, Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

B. Engage in any act of self dealing as defined in Section 4941(d), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

C. Retain any excess business holdings as defined in Section 4943(c), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

- D. Make any investment on such manner as to subject it to tax under Section 4944, Internal Revenue Code, 1986, or the corresponding provision of any future federal law.
- E. Make any taxable expenditures as defined in Section 4945(d), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

#### ARTICLE VIII - Contracts, Checks, Deposits and Funds

1. Contracts. The Board of Directors may authorize, by general resolution, a Director or Directors, an agent or agents, in addition to persons authorized by these bylaws to enter into any contract on behalf of the Coalition.
2. Checks, Drafts and Orders of Payment. All checks, drafts, notes, or orders of payment or other evidence of indebtedness issued in the name of the Coalition shall be signed by the Officer or Board agent such as the Board of Directors may from time to time designate by general resolution of the Board of Directors.
3. Deposits. All funds of the Coalition shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may designate.
4. Gifts. The Directors, collectively or individually, any officer or designated agent may accept gifts, contributions, bequests, or devise of any property on behalf of the Coalition.
5. Loans. No Director, Officer or agent shall have the authority, on behalf to the Corporation, to enter into a loan or any other contract of indebtedness except by unanimous vote in a specific resolution of the Board of Directors. The authority designated by this provision shall be limited to a single and specific instance.

ARTICLE IX - Dissolution Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, including the costs and expenses of such dissolution, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501 (c)(3) or 170 (c)(2) of the Internal Revenue Code, 1986 or the corresponding provisions of any future federal law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any officer or director of the Corporation. Any such assets so disposed of shall be disposed of by, and in the manner designated by, the state court having jurisdiction over the matter.

ARTICLE X - Statement of Nondiscrimination. Notwithstanding any provision of these bylaws, the Coalition shall not discriminate against any director, officer, employee, applicant, or participant on the basis of gender, gender expression, race, color, religion, ethnicity, national origin, age, disability, marital status, sexual orientation, or military status.

ARTICLE XI - Amendment of Bylaws. Proposed amendments to this document shall be presented to the Board of Directors at a regularly scheduled Board of Director meeting. Such proposed amendment(s) will be noted in the Coalition newsletter, website, or through other communications to the membership. At the following meeting, the amendment(s) shall be voted upon. The amendment(s) will need to be accepted by two-thirds of the members voting to be accepted. Alternatively, the Board of Directors may submit the amendment to the members by a vote by mail, or by electronic communications substantially equivalent to a vote by mail. In this case, the number of votes required for ratification of the amendment shall be two-thirds of all votes cast within 30 days of submission.