

AMENDED AND RESTATED

BYLAWS

OF

**SAN DIEGO COUNTY BICYCLE COALITION,
INCORPORATED**

Adopted by the Members and the Board of Directors on July 24th, 2019

Article 1

Principal Office

1.1 The principal office for the transaction of the business of the San Diego County Bicycle Coalition, Inc., hereafter either the “Coalition” or the “Corporation”, shall be at such place in The County of San Diego as may be determined by resolution of the Board of Directors.

Article 2

Membership

2.1 The Coalition is a General Purpose corporation, organized for Charitable and Public purposes as provided in its Articles of Incorporation. The Coalition shall be comprised of its Members, who shall have the right to vote as provided herein, and the right to run for office of the Coalition, and all other such rights and privileges as are enumerated herein, but only such rights and privileges, and not those as provided by the California Corporations Code at Section 5056. Membership shall be open to all persons interested in promoting bicycling as a form of transportation and recreation upon payment of such annual dues or otherwise as set by policies of the Board of Directors.

- A. Individuals, families and others may become Members in good standing upon registration.

- B. The members of all bicycle clubs that are approved by the Council of Clubs shall become Members in good standing of the Coalition upon registration.
- C. The members of certain other organizations that share the goals of the Coalition can also become Members in good standing in the Coalition upon approval of the organization by the Board and registration.

Article 3

Board of Directors

3.1 **Number of Directors.** The Board of Directors shall consist of at least five (5) Members, but the number of sitting Board Members may be expanded or contracted annually (including the ex officio members) as may be determined by the sitting Board. Members may become Members of the Board of Directors either by reason of election as provided in Section 3.6, or as a result of becoming an Ex Officio Board Member by reason of appointment by an approved bicycle club, pursuant to Section 3.5 (A), or by reason of being a member of a Board-approved organization such as described in Section 3.5 (B).

3.2 **Quorum.** Fifty percent of the Members of the Board of Directors, including both elected and ex officio members in good standing, shall constitute a quorum for the transaction of business.

3.3 **General Powers of Directors.** The corporation shall be governed by the Board of Directors which shall have all powers to the full extent allowed by law. As such, the Board of Directors shall have control over all corporate matters including, but not limited to, administration of the corporation, the disbursement of funds, and the determination of policies of the corporation, including benefits and obligations of membership, of serving as an Officer of the Corporation, and the fee structure for membership. The Board may delegate such of its powers or activities as it deems appropriate to the corporation's officers, or to committees of the Board, but the Board of Directors itself shall retain ultimate direction of the corporation.

3.4 **Qualification for Directors.** It shall be the goal of the Board to maintain membership drawn from the following categories:

- A. The membership of the Board should include people who are not only dedicated to the Coalition's ideals about community cycling, but who also possess a range of interests and skills appropriate for the business of the corporation, including but not limited to business management, finance, fund raising, organization, and interests and skills in the fields of planning, education and recreation, especially pertaining to the operation of bicycles and development of bicycle infrastructure. While no ex officio appointee is required to possess these traits, they are desired.

- B. The membership of the Board should strive to mirror the diversity of the residents of San Diego County, including representation of the several racial, ethnic, and religious groups found in the County of San Diego. The membership of the Board should similarly try to mirror the diversity of men and women, and reflect the various interests of the young and the older riders in the County. The membership of the Board should strive to include representation from throughout the geographic regions of San Diego County.
- C. Members of the Board of Directors, both elected and ex officio, will be expected to actively engage in supporting the work of the Coalition's committees. They are also expected to support the organization, either with the contribution of their time or monetary support, as may be established from time to time by rules or policies of the Board of Directors.

3.5 Ex Officio Board Members.

- A. In recognition of the historic role clubs played in creating the Coalition, those clubs whose members have joined the Coalition shall be known collectively as the "Council of Clubs", which shall meet at least quarterly and shall elect from among themselves a Chair of the Council of Clubs who shall sit as an ex officio member of the Coalition's Board of Directors. The Council of Clubs may adopt their own rules of procedure, not inconsistent with these Bylaws. The purpose of the Council of Clubs is to provide guidance to the Board of Directors and staff on addressing bicycling issues or concern to the member clubs, and to act as a forum for sharing information among themselves, and with the Board of Directors, about those issues, and to certify which and how many clubs shall be afforded an ex officio seat on the Board of Directors.
- B. The Coalition shall promote and support a network of community based organizations that promote bicycling and walking within their communities that shall be known collectively as the "Bike/Walk Alliance," which shall meet at least quarterly and shall elect from among themselves a Chair of the Bike/Walk Alliance who shall sit as an ex officio member of the Coalition's Board of Directors. Pursuant to Section 2.1(C) the Board may, from time to time, identify other such organizations and may establish that they also have an ex officio seat on the Coalition's Board of Directors.
- C. Those organizations so authorized shall choose their appointee representatives by whatever means they determine. Those representatives shall become ex officio Board Members with all the rights, privileges and obligations as described herein, and may take their seat upon the Board immediately upon their appointment.
- D. The Chair of the Council of Clubs will endeavor to forward, to the Board of Directors, a list of approved clubs for the upcoming year, and identify their

chosen representatives, 60 days prior, if possible, to the election for Board Members.

3.6 Election for Board Members and Term of Office.

- A. The Board shall consist of more than only its ex officio members. All other Board Members shall be elected, and the total number of Board Members shall be decided by the Board, pursuant to Section 3.1
 - 1. The term for the elected directors of this corporation shall be two (2) years.
 - 2. Election for membership on the Board of Directors shall be determined by a vote of the Board and of the general membership at the Annual Meeting duly Noticed for that purpose, at which a quorum of the Board is present.
 - 3. Those duly elected Members of the Board in good standing at the time of the adoption of these Bylaws shall remain as Members of the Board of Directors for one year following adoption of these Amended and Restated Bylaws, or until the next election of Board Members is held by the Board. At the first Board meeting following the adoption of these Amended and Restated Bylaws, those Members shall choose from among themselves, either by lot or by other satisfactory means, for half of them to have terms ending in one year, while the other half will have two year terms. The corporation shall afterwards endeavor, as nearly as possible, to elect one-half of the elected Board of Directors in each year.
 - 4. Successors for directors whose terms of office are then expiring shall, when possible, be elected at the annual meeting of the Board of Directors in the year such term expires based upon a list of nominations presented by the Organizational Development Committee to the Board of Directors at least thirty (30) days prior to such annual meeting. In addition, nominations for the office of director may be made by any Member of the Board at the time of the Annual Meeting. All nominations shall be considered in light of the requirements of Paragraph 3.4 dealing with Qualifications for Directors.
 - 5. An elected or ex officio director may succeed him or herself in office and may be elected to serve additional terms.

3.7 Vacancies. Vacancies in the Board of Directors arising prior to the end of an elected Director's term, resulting from death, incapacity, resignation, removal or otherwise, may be filled by a majority vote of a quorum of the remaining directors then in office. A successor director so elected shall serve the unexpired term of his or her predecessor.

3.8 Place of Meeting. Regular meetings of the Board of Directors shall be held at any place, within the County of San Diego, State of California, that has been designated from time to

time by resolution of the Board or by written consent of all Members of the Board. In the absence of this designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board may be held either at the place designated or at the principal office.

3.9 Annual Meetings. The Board of Directors shall hold an annual meeting in the last quarter of the Coalition's fiscal year for the purposes of election of directors, officers and the transaction of other business. The Board of Directors may change the annual meeting date from time to time. Notice of the annual meeting shall be given in accordance with Section 3.12.

3.10 Regular Meetings. A regular meeting of the Board of Directors shall be held not less than quarterly, and can include the annual meeting. The time and date of such meetings shall be set by the Board of Directors.

- A. Meetings of the Board of Directors shall be consistent with an Agenda that the Chairperson of the Board shall approve and distribute at least four (4) days before the Noticed Meeting. The Chair is not required to follow Roberts Rules of Order, but should strive to allow all Board Members who wish to be heard the chance to be heard, and such actions as Board Members wish to discuss or adopt the opportunity to be discussed.
- B. Coalition members in good standing shall always have the right to attend a meeting of the Board of Directors unless it is Noticed as a confidential meeting dealing with personnel decisions or other private matters.

3.11 Special Meetings. Special meetings of the Board of Directors for any purpose may be called at any time by the Board Chair or by any three (3) directors.

3.12 Notice of Meetings. Notice of the time and place of any meeting of the Board of Directors shall be given personally to each director or emailed to each director at least four (4) days before the date of the meeting. Notice to directors may be made by electronic transmission by the Corporation (as defined in Section 20 of the California Corporations Code and any successor statute), including email to the email address appearing on the books of the corporation, but if any such electronic transmission is electronically rejected, notice may be given by telephone (including via any voice messaging system), and such telephone contact shall be documented. Notice of the purpose of any special meeting of the Board of Directors and significant issues intended to be discussed shall be provided in the notice.

3.13 Validation of Defectively Called or Noticed Meetings. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, are valid as though taken at a meeting duly Noticed, with a quorum is present, if, after the meeting, each of the directors not present signs a written waiver of notice, a consent to the holding of the meeting or an approval of the minutes thereof. Such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting. Such waivers, consents and approvals can be provided by electronic means such as email or text.

3.14 Action Without A Meeting. Any action by the Board of Directors may be taken without a meeting if all Members of the Board individually and collectively consent in writing or electronic transmission to the corporation (as defined in California Corporations Code Section 21) to such action. Such written consent or consents shall be filed with the corporate records and made a part of the minutes of the Board.

3.15 Participation in Meetings by Means of Conference Telephone Permitted. Members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment so long as all members participating can hear one another. Participation in a meeting through use of a telephone or similar communications equipment shall constitute presence in person at such meeting, except for voting on the election of the Board of Directors or Amendment of the Bylaws, which require presence at the meeting to be effective.

3.16 Voting.

- A. At the request of any one or more directors at any Board or Committee meeting, voting shall be by secret written ballot to be counted by two (2) directors to be appointed by the presiding officer and the presiding officer may act as one of the two doing the counting.
- B. In all instances of voting by the Board, there shall be no voting by proxy.
- C. All actions of the Board shall require the affirmative vote or consent of a majority of the directors present at a meeting at which a quorum is present.
- D. Ex officio members shall have the right to vote as any other Board member.

3.17 Removal.

- A. If any director misses three (3) consecutive meetings of the Board, without advance notice to the Board, or without reasonable excuse, such director may be removed by a majority of the directors present at the next regular or special meeting at which a quorum is present. An ex officio removed under this paragraph may be replaced by the represented organization to satisfy the remaining term.
- B. Additionally, a director may be removed from office at any meeting of the Board with or without cause provided:
 - 1. Thirty (30) days prior written notice has been given to the person sought to be removed; and
 - 2. Such removal is approved by the vote of two-thirds (2/3) of the total directors then in office, excluding vacancies.

3.18 Compensation. The directors shall receive no compensation for services as directors, but may be reimbursed by resolution of the Board for reasonable and necessary expenses

incurred in the performance of their duties. Nothing herein shall be construed to preclude any director from serving the corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving reasonable compensation therefor pursuant to Section 4.10.

3.19 Standard of Care.

- A. **General.** A director shall perform the duties of a director, including duties of a member of any committee of the Board on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

1. One (1) or more officers or employees of the corporation whom the directors believes to be reliable and competent in the matters presented;
 2. Counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence; or
 3. A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence, so long as in any case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted. A person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.
- B. **Investments.** Except with respect to assets held for use or used directly in carrying out this corporation's charitable activities, in investing, reinvesting, purchasing, acquiring, exchanging, selling and managing this corporation's assets, the Board shall avoid speculation, looking instead to the permanent investment of the funds, considering the probable income, as well as the probable safety of this corporation's capital. The provisions of Subparagraph 3.20(A) below shall apply to this subparagraph.

3.20 Prohibited Transactions.

- A. **Loans.** This corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.
- B. **Self-Dealing Transactions.** Except as provided in Subparagraph 3.20(C) below, the Board shall not approve a self-dealing transaction. A self-dealing transaction is one to which the corporation is a party in which one (1) or more of the directors has a material financial interest or a transaction between this corporation and one or more of the directors or between this corporation and any person in which one or more of its directors has a material financial interest.
- C. **Approval.** The Board of Directors may approve a self-dealing transaction if the Board determines that the transaction is in the best interests of and is fair and reasonable to this corporation and, after reasonable investigation under the circumstances, determines that this corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board, in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors. No approval shall be given to any transaction engaged in by a private foundation which is prohibited by Sections 4941 through 4945 of the INTERNAL REVENUE CODE of 1986.
- D. **Indemnification.** This corporation shall provide indemnification to the members of its Board of Directors to the fullest extent allowed by law. The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of the Board or any Board member or agent of this corporation against any liability asserted against or incurred by the Board member or agent in such capacity or arising out of the Board member's or agent's status as such, whether or not this corporation would have the power to indemnify against that liability under law.
- E. **Inspection.** Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents, and to inspect the physical properties of this corporation.

Article 4

Officers

4.1 **Officers.** The officers of this corporation shall be a Board Chair, a Vice Board Chair, a Secretary, and a Treasurer, as well as, if elected by the Board, additional Vice Chairs, and such other officers as the Board may elect.

4.2 Election. The Board of Directors shall elect all officers of the corporation for terms of two (2) years, or until their successors are elected. An officer may be elected to serve for additional terms.

4.3 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by the Board of Directors.

4.4 Board Chair. The Board Chair shall be elected by the Members of the Board of Directors. The Board Chair shall preside at all meetings of the directors, appoint committees and the chairs of committees subject to the advice and consent of the Executive Committee, appoint special task forces, serve as an ex-officio member of such committees or task forces, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

4.5 Vice Board Chair. There may be one or more Vice Board Chairs. Each such officer shall perform such duties and have such powers as may be established by the Board of Directors. In the event of the absence or disability of the Board Chair, the Board shall designate a Vice Board Chair who shall perform all of the above duties of the Board Chair and in so acting shall have all of the powers of the Board Chair.

4.6 Executive Director. Subject to the control of the Board of Directors, reporting to the Board Chair, the Executive Director shall be the chief executive officer and shall have general supervision, direction and control of the staffing, finance, business and affairs of the corporation. The Executive Director shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

4.7 Secretary. The Secretary shall keep a full and complete record of the proceedings of the Board of Directors, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the records of the corporation, and shall discharge such other duties of the office as prescribed by the Board of Directors.

4.8 Treasurer. The Treasurer shall render a statement of accounts and transactions of the corporation whenever required by the Board of Directors or the President and shall make a complete annual statement of the corporation, which statement shall be prepared by a recognized public or certified public accountant to be selected by the Board of Directors after receipt of a recommendation from the Finance Subcommittee. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors. The Treasurer shall be the chief financial officer of the corporation unless the Board has elected another person to be chief financial officer.

4.9 Removal. Except as provided in any written employment agreement, an officer of the corporation may be removed with or without cause at any meeting of the Board of Directors under the same procedures and voting standards as are provided in Paragraph 3.17(B) of these Bylaws for removal of a director.

4.10 Compensation. By resolution of the Board of Directors, the officers of this corporation, subject to the provisions of Paragraph 3.18, may be paid reasonable salaries or other compensation for personal service actually rendered to the corporation.

Article 5

Committees

5.1 Ad hoc Committees. The Chair of the Board of Directors may create one or more ad hoc committees, special commissions, or task forces, each consisting of two (2) or more directors. The Chairperson of those ad hoc committees may be appointed by the Chairman of the Board with the advice and consent of the Executive Committee.

5.2 Standing Committees. The Chair of the standing committees shall be chosen by the committee with the advice and consent of the Executive Committee of the Board of Directors, and shall optimally have skills relevant to the work of the committee. Membership on the committee shall be open to any member of the Coalition, and, with the consent of the Executive Committee, is also open to those who may not be current members. Non-members of the Board may serve on committees (other than the Executive Committee), task forces, etc. but in an advisory role only. The Board shall determine, and may, from time to time change what powers each committee, task force, etc. shall have, consistent with the Articles of Incorporation and Bylaws of the corporation, and the Non-Profit Public Benefit Corporation Law of the State of California. No Board Member may be the chair of more than one committee simultaneously.

A. Authority of Committees. The Board, in its resolution establishing a committee, may delegate all the authority (or a lesser authority) of the Board to the committee or committees, except that no committee, regardless of the terms of the Board resolution, may:

1. Fill vacancies on the Board of Directors or on any committee;
2. Fix compensation for serving on the Board or any committee;
3. Amend or repeal Bylaws or adopt new Bylaws;
4. Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable; and
5. Appoint any other committees of the Board of Directors or the members of these committees.

B. There shall be five standing committees for the Coalition:

1. **Executive Committee.** In order to effectuate the business of the Coalition during periods between Board meetings, there shall be an Executive Committee. The members of the Executive Committee shall be the officers of

the Board, the immediate past Board Chair, the Ex Officio Chairs from the Council of Clubs and the Bike/Walk Alliance, the chairs of the standing committees and the Executive Director of the organization (who may be excused from meetings where the subject is the compensation or evaluation of the Executive Director). The Chair may propose additional members of the Executive Committee, either from the ad hoc committees or elsewhere, subject to the approval of the Executive Committee by vote. The Executive Committee's primary responsibilities shall be oversight of business and operations of the corporation. Additionally, the Executive Committee will address sensitive issues regarding personnel, finance, and other items needing attention as identified by the Executive Director or the Board Chair.

All rights, privileges and powers conferred by law or by these Bylaws upon the Board of Directors shall be vested in the Executive Committee (and any other committee to which the Board shall have delegated its authority); provided that the Executive Committee shall not exercise such rights, privileges and powers unless immediate action is required and it is not feasible to hold a meeting of the Board of Directors. The Board Chair shall be the chair of the Executive Committee, who shall have the power to call meetings of the Executive Committee and who shall preside at all meetings of the Executive Committee. A majority of the voting members of the Executive Committee shall constitute a quorum. Notice of meetings of the Executive Committee, if any, shall be given and such meetings shall be called and conducted in the same manner as in these Bylaws provided for notice of meetings of the Board and the call and conduct of such meetings. If the Executive Committee is compelled to assume its obligation to act on behalf of the Board, minutes of the meeting at which such action is taken shall be made and kept in the same manner as in these Bylaws provided for the keeping of minutes of the meetings of the Board of Directors, and copies thereof shall be posted on the Coalition's web site or other approved host site and emailed to each member of the Board of Directors within one month after the holding of any such meeting or delivered personally to each such member appearing at the ensuing meeting of the Board of Directors.

- a. The Executive Committee shall establish a subcommittee for Finance and Audit, to interface with the independent auditors regarding the annual audit as necessary and oversee the management of the corporation's financial assets and financial records to the end that the corporation manages its financial assets prudently and maintains accurate and current financial records. This committee may review and recommend to the Board all aspects of any financing that the corporation may seek and obtain, and report to the Board concerning all financial matters. The Treasurer shall be chair of this Subcommittee.

2. **Organizational Development Committee.** The Organizational Development Committee is charged with taking a long and strategic view of the development

of the Organization, which it will effect through proposing nominees to the Board and changes to the Bylaws. It shall therefore be the purpose of this committee to consider whether to propose changes to the Bylaws for consideration by the Board and to consider how to advance the development of the membership of the Coalition.

The Chair of this Committee, in consultation with the Board Chair, shall propose, at the Annual Meeting, a slate of nominees to serve as future Board members if so elected by the Members of the Board and shall also propose a list of nominations for Officers of the Board of Directors, and both lists shall be made at least thirty (30) days prior to each annual meeting.

3. **Advocacy Committee.** This committee shall address government policies at the local, regional, state and federal level through outreach and education. Responsible for decisions regarding facilities, community plans, and Coalition response to public issues requiring position or feedback to bike related facility or policy questions.
 4. **Education Committee.** Responsible for decisions regarding the Coalition education programs for schools, businesses and community groups to enhance and improve bicycle safety. This committee may include volunteer coordination as a subcommittee.
 5. **Special Projects and Fundraising Committee.** Organize, promote and operate projects and events throughout the County to help improve bicycle safety, convenience and appeal. Responsible for coordinating events with Coalition fundraising goals.
- C. **Committee Meetings.** Meetings and actions of the standing committees of the Board shall be governed by, held, and taken in accordance with, the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and calling of special meetings of such committees may be determined either by Board resolution, or if there is none, by resolution of the committee. The Board may adopt rules for the governance of any committee that are consistent with these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.
- D. **Advisory Committee.** The Board may establish a community or regional advisory committee consisting all or partly of non-board members. At the request of the Board, the committee or members thereof will advise the Board on broad general issues of concern to the Board which may be raised from time-to-time by the Board, and it shall promote the work of the Coalition to the entire County of San Diego. The Board shall not delegate any Board authority to the Advisory Committee.

Article 6

Fiscal Year

6.1 The fiscal year of this corporation shall end each year on December 31.

Article 7

Amendment of Bylaws

7.1 These Bylaws may be amended or repealed by a vote of a majority of the Board and of the general membership at a meeting duly Noticed for that purpose, at which a quorum of the Board is present.

Proposed amendments to these Bylaws must be submitted in writing to the directors and published to the general membership at least thirty (30) days in advance of the Board meeting at which the proposed amendments will be considered for adoption.

Certificate of Secretary

I, Pierre Pfeffer, the duly elected Secretary for the San Diego County Bicycle Coalition, do hereby certify that the foregoing Bylaws constitute the Bylaws of the Coalition as duly adopted as of July 24th, 2019, by vote at a General Election at which a quorum of the Board of Directors was present.

/s/ Pierre Pfeffer, July 25th, 2019