

3/21/16 Approved by Board of Directors

7/11/16 Approved by Membership Election

Article I. Principal Offices

The principal offices of the Marin County Bicycle Coalition (the “Corporation”) for the transaction of its business is located in Fairfax, County of Marin, California, or at such other location or locations as determined by the Board of Directors from time to time

Article II. Purpose

The primary objectives and purpose of the Corporation is to improve conditions and safety for bicyclists and pedestrians within Marin and to promote and advocate for bicycling as environmentally friendly, healthful and enjoyable.

The Corporation may achieve these objectives through all methods consistent with the California Nonprofit Corporation Law. The name of the Corporation, or the names of any of its Officers and Directors, shall not be used for any purpose not related to the objectives of the Corporation, as determined by the Board of Directors. The Corporation shall be non-commercial, non-sectarian and non-partisan.

Article II. Members

This Corporation shall have no voting members. Members are those who have paid dues to the organization as set out by the Board of Directors. (“Members”) The Corporation shall not discriminate on accepting Members. Anyone may join the Corporation. Any notifications to Members as required by these Bylaws may be by email or by regular publications.

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Article III. Board of Directors

Section 1. Powers and Number. The Board of Directors shall have powers to the full extent authorized by law. The number of Directors constituting the entire Board shall be set by the Board of Directors and shall be an odd number of not less than five or more than fifteen.

Section 2. Election and Term of Office. The Directors shall be elected to hold office for two-year terms; one half of the number of Directors rounded up and the other half elected in alternating years. Directors shall be elected at the annual meeting of the Board of Directors by a vote of a majority of the entire Board. Each Director so elected shall continue in office until his or her death, resignation, election defeat or removal.

Section 3. Nominations. The Board of Directors shall consider potential nominees proposed by individual Directors, Corporation's staff, and Members in good standing. Directors and Members shall be notified two months prior to the annual meeting that there will be a Director election.

Section 4. Removal. Any Director may be removed at any time for cause by a vote of two thirds of the entire Board at any regular meeting, or at any special meeting of the Board called for that purpose, provided that at least one week's notice of the proposed action shall have been given to the entire Board of Directors and to the Members. Examples for removal could include, but are not limited to: consecutive absence of too many meetings, conflict of interest, or failure to meet agreed Board responsibilities.

Section 5. Resignation. Any Director may resign from the Board at any time. Such

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resignation shall be made in writing or orally to the President, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President. No resignation shall discharge any accrued obligation or duty of a Director.

Section 6. Vacancies and Newly Created Directorships. Any newly created directorships and any vacancies on the Board of Directors can be filled by a vote of a majority of the remaining directors. Directors so elected shall serve for the remainder of the term of the Director that he or she is replacing.

Section 7. Meetings. Regular meetings of the Board of Directors shall be held at least six times per year. The annual meeting shall be held in March or on a date so designated by the President, and will have the election of Directors, election of Officers and a preliminary schedule of the other regular meetings. A Director must be present either physically or electronically (such as by telephone or video call) to vote in real time for the Directors and Officers. Special meetings of the Board shall be held whenever called by the President or by a majority of the Board of Directors.

Section 8. Notice of Meetings. Notice of the time and place of each meeting, together with a written agenda stating all matters upon which action is proposed to be taken shall be sent by email, facsimile or postal mail to each Director at his/her address at least three days before the scheduled meeting is to be held. The Notice for the annual meeting along with the list of Director candidates shall be sent to the Members at least two weeks prior to date of the annual meeting..

Section 9. Definition of Meeting. A meeting is defined as any tele-conference or physical gathering of Directors, or combination thereof, of which proper notification (as defined above) has been provided, and in which the President, Vice President, or Director

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appointed as meeting leader plus at least 50% of the rest of the entire Board participate. The exception, per above, is the annual meeting.

Section 10. Quorum and Voting. Unless greater proportion is required by law, greater than 50% of the entire Board shall constitute a quorum for the transaction of business, other than the removal of a Director or Officer of the Corporation. Only Directors participating by telephone or in person may vote.

Section 11. Actions taken outside a Meeting. The President may allow a vote on a motion made by a Director via email; the Secretary will send the email to all Directors, who will reply with his/her vote. The unanimous written consent of Directors is required. The Secretary will include the Motion and disposition as an information item at the next Meeting and include the motion and disposition as part of the minutes of that Meeting.

Section 12. Duties and Responsibilities for Directors. It shall be the duty of the Directors to perform any and all duties imposed on them collectively and individually by law, by the Articles of Incorporation or by the Bylaws of this Corporation. Directors shall appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties, supervise the activities and fix the compensation, if any, of all officers, agents, and employees of the Corporation. Directors shall meet at such times and places as required by these Bylaws.

Section 13. Committees of the Board. The Board may, on a vote of a majority of Directors, establish any standing committees that it deems appropriate or disband any existing committee. The President shall appoint a Director as the Chairperson of each committee and may remove any Chairperson. Each Committee shall consist of one or

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more Directors and may include non Director Members. Each Committee shall advise and make recommendations to the Board and the Executive Director.

Article IV. Officers, Employees and Agents

Section 1. Officers. The Officers of the Corporation shall be a President, Vice-President, Secretary, and Treasurer. An Officer shall be a Director but there is no requirement that the Treasurer be a Director. One person may hold more than one office in the Corporation except that no one person may hold the offices of President and Secretary. No instrument required to be signed by more than one Officer may be signed by one person in more than one capacity. The Board of Directors shall have the authority to elect such additional Officers as it deems necessary.

Section 2. Officer Election, Term of Office and Removal. The Officers of the Corporation shall be elected for one-year terms at the annual meeting of the Board of Directors. Officers may be re-elected to any number of consecutive terms. Each Officer shall assume his or her office immediately after the election, and continue in office until his or her successor shall have been elected and qualified, or his or her death, resignation or removal.

Section 3. Executive Director. The Board may hire an Executive Director. The Executive Director's responsibilities shall include hiring, managing and evaluating other staff. The Executive Director shall answer to the Board of Directors; all staff shall answer to the Executive Director.

Section 4. Other Employees and Agents.

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The Board of Directors may from time to time appoint employees and agents reporting to the Board it deems necessary. Each will serve at the pleasure of the Board of Directors and shall have such authority and perform such duties as the Board of Directors may determine. No such employee or agent shall be a Director of the Corporation.

Section 5. Removal. Any officer, employee or agent of the Corporation may be removed for cause by a vote of two-thirds of the entire Board. Removal of an employee by the Board of Directors may occur in the event that there is no currently serving Executive Director.

Section 6. Vacancies. In case of any vacancy in any office, an election can be held at the next regular meeting of the Board of Directors. In case a vacancy occurs in the office of the President, the Vice President shall fill the office of the President until an election can be held at the next regular meeting of the Board of Directors.

Section 7. President: Powers and Duties. The President shall give notice of, and preside at, all meetings of the Board of Directors. The President shall give general supervision over the affairs of the Corporation, and shall keep the Board fully informed about the activities of the Corporation, together with the Executive Director. The President and the Executive Director shall have the power to sign and execute in the name of the Corporation all contracts authorized either generally or specifically by the Board. The President may delegate this authority to other Officers or the staff with the permission of the Board. The President shall also have such other powers and perform such other duties as the Board may prescribe.

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Section 8. Vice President: Powers and Duties. The Vice President shall act as aid to the President and have such other powers and perform such other duties as the Board of Directors may from time to time prescribe. In the absence or inability of the President to act, the Vice President shall perform the duties of the President.

Section 9. Secretary: Powers and Duties. The Secretary shall record the minutes of the meetings of the Board of Directors and perform such other duties as the Board may prescribe.

Section 10. Treasurer: Powers and Duties. The Treasurer shall have general oversight over the Corporation's financial matters, together with the Executive Director. The Treasurer shall also have the authority to retain an independent auditor to conduct audit reports, if required by law or requested by the Board of Directors.

The Treasurer shall be responsible for formulating and tracking the annual budget, together with the Executive Director. The Treasurer shall have custody of all the funds of the Corporation, and shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all monies, evidences of indebtedness and other valuable documents 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. The Treasurer shall at all reasonable times exhibit the books and accounts to any Officer or Director of the Corporation, and shall perform all such other duties as the Board may from time to time prescribe. The Treasurer or Executive Director shall present typical financial reports at least once quarterly, normally including balance sheets, profit and loss statements, accounts receivable statements, and year-to-date analyses relative to the annual budget.

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Section 11. Delegation of Powers. In the absence of an Executive Director, the President may delegate to the staff the power to sign and execute alone in the name of the Corporation all contracts authorized generally or specifically by the Board, unless the Board shall specifically require an additional signature.

Section 12. Compensation. The staff and other employees or agents of the Corporation may receive a reasonable salary or other reasonable compensation for services rendered to the Corporation when authorized in the budget. No Director shall receive salary or compensation for their services rendered as a Director.

Article V. Contracts, Checks, Bank Accounts And Investments.

Section 1. Checks, Notes and Contracts. The Board of Directors is authorized to select the banks or depositories it deems proper for the funds of the Corporation. The Board of Directors shall determine who shall be authorized in the Corporation's behalf to sign checks, notes, drafts, acceptances, bills of exchange and other orders or obligations for the payment other documents and instruments.

Section 2. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and re-invested as the Board of Directors may deem desirable.

Article VI. Office And Books

Section 1. Office. The principle office of the Corporation shall be located in Marin County, California. A complete record of the Corporation's financial and programmatic

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activities as described in Article VI Section 2. must be available for inspection with reasonable notice to the public at an office of the Corporation or one of its member groups.

Section 2. Books. There shall be kept at the principal office of the Corporation correct and complete books of account of the activities and transactions of the Corporation; a minute book, which shall contain a copy of the certificate of incorporation, a copy of these by-laws, and all minutes of meetings of the Board of Directors and any committee thereof; and a current list or record containing the names and addresses of all Directors and Officers of the Corporation.

Article VII. Fiscal Year

The fiscal year of the Corporation shall commence July 1st and end June 30th of the following calendar year.

Article VIII. Corporate Seal

The seal of the Corporation shall contain the words " The Bicycle Coalition" or similar expression of a design approved by the Board of Directors.

Article IX. Indemnification

The Corporation may to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures provided by California's Nonprofit Corporation Law and any amendments thereto, indemnify any person made, or threatened

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to be made, a party to any action or proceeding by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, against judgments, fines, penalties, amounts paid in settlement and reasonable expenses, including attorneys' fees. The Corporation is authorized to purchase and maintain insurance for the indemnification of itself, directors and officers.

Article X. Amendments

Subject to the provisions of law applicable to the amendment of Articles of Incorporation or Bylaws of California public benefit nonprofit corporations, the Articles of Incorporation and these Bylaws may be amended by a 2/3 vote of the Directors.