

Bylaws of the Tempe Bicycle Action Group

An Arizona Nonprofit Corporation

As amended March 20th, 2016

ARTICLE I

NAME, LOCATION & OBJECTIVES

Section 1. Name and location: The name of the Corporation is Tempe Bicycle Action Group, Inc., hereinafter referred to as "TBAG." TBAG shall be a not-for-profit Arizona Corporation with federal 501(c)(3) Tax Exempt status. The principal office of TBAG is Tempe, Arizona, but meetings of members and Directors may be held at such places within the State of Arizona, as may be designated by the Board of Directors.

Section 2. Objectives: TBAG is an organization working to make bicycling a prominent, safe and convenient form of transportation and recreation in Tempe, Arizona and surrounding areas through education, grassroots events, and civic participation.

The objectives of this corporation shall be:

- To collaborate with the City of Tempe and neighboring communities to enable bicycling as a prominent, safe and convenient form of everyday transportation and recreation;
- To cooperate with other bicycle and alternative transportation entities;
- To provide an online knowledge base for regional cycling information, including commuting routes, group ride opportunities, bicycling events, cycling organizations, etc.;
- To represent the interests of cyclists in local, regional and state government;
- To organize and promote grassroots cycling events;
- To partner with local employers to develop policies and infrastructure to encourage their workforce to bicycle commute; and
- To support bicycling as a tool for community sustainability.

ARTICLE II

DEFINITIONS

Section 1. "TBAG" shall mean the Corporation.

Section 2. "Officer" shall mean any Member serving in the elected position of President, Vice-President, Secretary, Treasurer, or Webmaster upon the Board of Directors of TBAG.

Section 3. "Director" shall mean any Member serving in an elected or appointed leadership position, including those positions provided in Article IV, upon the Board of Directors of TBAG.

Section 4. "Board" shall mean the Members serving in the capacities of Officers and Directors upon the Board of Directors in furtherance of TBAG's objectives.

Section 5. "Member" shall mean any person who has filed a Membership Agreement and meets the obligations set forth in Article III.

Section 6. "Annual Meeting" shall mean the Annual Meeting of all Members as set forth in Article VI, Section 1 for the purpose of electing the Board.

Section 7. "Directors Meetings" shall mean those meetings called by the Board as set forth in Article IV, Sections 12-15 for the purpose of conducting business.

ARTICLE III

MEMBERSHIP

Section 1. Membership qualifications: Membership is open to any person who supports the objectives of TBAG. In order to become a Member, a person shall complete the required application and pay the annual dues, where required as established by the Board.

Section 2. Types of membership: There shall be three classes of membership: Individual, Joint, and Business. Joint membership is shall be available to any two members of the same household who choose to join together rather than as individuals. Each member in a joint membership shall enjoy full privileges, including voting. Each business paying dues shall have voting privileges equivalent to those of an individual member.

Section 3. Membership dues: The Board may establish annual dues for each class of Membership. Any such dues shall be due annually.

ARTICLE IV

BOARD OF DIRECTORS POWERS, ELECTION, AND TERM OF OFFICE

Section 1. Management: The management of TBAG shall be vested in a Board of Directors, elected and chosen as provided herein.

Section 2. The initial Board of Directors shall consist of: Chris Crosby, Kate Darby, Stan Klonowski, Mark Neff, and Scott Nowicki. Chris Crosby, Kate Darby, and Mark Neff shall be up for re-election at the second Annual Meeting following incorporation, and Scott Nowicki and Stan Klonowski shall be up for re-election three years after incorporation.

Section 3. Number of Directors: The board shall consist of five (5) to nine (9) Directors, as determined by the Board of Directors. On occasion that the Board decides to increase the size of the Board, the Board shall also determine the initial terms of the added positions prior to the Annual Meeting. The initial terms may be one or two years in length, and the term length shall

be chosen so as to maintain an even cycling of term expirations. Added Board positions shall be filled by the mechanisms described in Section 4 of this Article. Section 4. Election of Directors:

- a) Election to the Board shall, except in case of resignation or removal as provided in Article IV, Section 6, be conducted at the Annual Meeting, or annually by mailed ballot in November. The Members shall elect as many voting Members to the Board as are needed to meet the quota of Directors as outlined in Section 3 of this Article, and to replace Directors whose terms have expired.
- b) Candidates for the Board of Directors must be nominated by a Member prior to the election. Members can nominate themselves as candidates for the Board. All nominations must be received by the Vice President no later than two weeks prior to the Annual Meeting. All interested nominees must submit to the Vice President a short description of their qualifications for and interest in being a Director no later than one week prior to the Annual Meeting. The Directors will distribute the nominee descriptions prior to the Annual Meeting in the manner they deem appropriate.
- c) Exception: If there are insufficient nominees for new Directors to meet the quota as outlined in Section 3 of this Article, the standing board can appoint additional Directors from the Community.

Section 5. Selection of Officers: The Directors shall appoint by consensus or secret ballot, according to need and ability, four or five of the Directors to the positions of Officers.

Section 6. Establishment of duties: The Directors may, by simple majority vote, establish or modify the duties of the Officers, create additional Board positions and appoint Members to fill said positions.

Section 7. Qualifications for Directors: Any voting Member over the age of eighteen (18) years in good standing may serve as a Director having been duly elected or appointed as set forth in Articles IV.

Section 8. Term of office:

- a) Directors shall serve a two (2) year term of office beginning immediately upon their election or appointment at the Annual Meeting. Directors shall serve no more than two (2) consecutive terms.
- b) Exception: A Director who has served two consecutive terms and is involved with an essential Board project may be nominated for an additional one (1) year term as a nonvoting Director Emeritus in order to complete the project, or effect an orderly transition of the project to another Board member.

Section 9. Removal, resignation or any other vacancy on the Board: Any Director may be removed from the Board with or without cause, by vote of a two-thirds (2/3) majority of the other Directors. Any Director resigning his position shall give written notice to the President. In the event of death, resignation or removal of a Director, a successor may be selected by a simple majority vote of remaining Directors to serve for the unexpired term of his predecessor.

Section 10. Compensation: No Member shall receive compensation for services as a Director. However, with prior approval by the Board, a Director or other dues-paying Member may be compensated for other services rendered to TBAG, or reimbursed for out-of-pocket expenses incurred in the performance of duties approved by the Board. Proof of expenses shall be required prior to reimbursement.

Section 11. Action taken without meeting: The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written or electronic mail approval of a two-thirds (2/3) majority of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

Section 12. Regular meetings of Directors: Regular meetings of the Board shall be held at least annually, and at such other times and places as may be fixed from time to time by the Board. Regular meetings are open to all Members. The Membership shall be notified by simplest and most expedient means of the time and location of such meetings.

Section 13. Duty to attend: Directors are expected to attend all Regular Meetings. Directors may be removed, at the discretion of the remaining Directors in good standing, from the Board for missing three (3) such consecutive meetings or five (5) total meetings during a fiscal year without reasonable excuse.

Section 14. Special meetings: Special meetings of the Board shall be held when called by the President, or Vice-President in the absence of the President, or by every Director after not less than three (3) days notice to each Director. Notice may be waived at any time by any Director entitled to such notice.

Section 15. Quorum: Except as otherwise provided herein, one-third (1/3) of the whole number of Directors shall constitute a Quorum for the transaction of business. In matters regarding financial expenditure, a simple majority of the whole number of Directors shall constitute a Quorum. Every act or decision done or made by a simple majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as an act of the Board.

Section 16. Financial management: The Board may open and maintain bank accounts for the purposes of receiving funds and paying bills as necessary. All expenses charged to or withdrawals from TBAG accounts greater than \$100 shall require consent of two TBAG Officers. Individuals acting on behalf of TBAG can be reimbursed for expenses incurred upon approval by the TBAG Board. Although permitted by Arizona law for performance of business of Not for Profit Corporations, it shall be the policy of this Corporation not to borrow money.

ARTICLE V

OFFICERS AND THEIR DUTIES

Section 1. The Officers shall be as follows:

President: Mark Neff

Vice President: Stan Klonowski

Secretary: Kate Darby

Treasurer: Rebecca Clark

Webmaster: Chris Crosby

Section 2. Qualifications: Officers shall meet the qualifications set forth in Article IV, Section 7.

Section 3. President: The President shall:

- Establish the Agenda for all meetings of the Board and for the Annual Meeting;
- Preside at all meetings of the Board;
- Appoint committees (and may serve as regular member thereof); and
- Cast the deciding vote in the event of a tie among the Directors.

Section 4. Vice President: The Vice President shall keep abreast of all TBAG issues and concerns, and perform the duties of the President at his request or in his absence.

Section 5. Secretary: The Secretary shall conduct all official TBAG correspondence not otherwise assigned, and shall cause the filing of all annual reports, licenses, applications and other documents as necessary. The Secretary shall keep a true record of the minutes of all meetings and provide all Directors with copies of the minutes prior to the next successive Board meeting.

Section 6. Treasurer: The Treasurer shall have charge of all TBAG funds. The Treasurer shall keep an accurate account of the financial transactions of the Corporation and provide the Board with a current financial report at each meeting of the Board.

Section 7. Webmaster: The Webmaster shall maintain the website, post information about meetings and events, and respond to emails and inquiries received through the webpage. The webmaster may hold a second Officer position.

ARTICLE VI

GENERAL

Section 1. Annual Meeting: The Annual Meeting of all Members interested in attending shall be held in November each year at a time and place to be determined by the Board, within the constraints set forth in Article I. Notice of the time and location shall be given to all members no

less than thirty (30) days prior to the Annual Meeting by means deemed appropriate by the Board.

Section 2. Rules of Order: All meetings shall be conducted in accordance with ABCs of Parliamentary Procedure. Members desiring to address the board of Directors at their meetings shall ask to be placed on the Agenda by way of a call to the public at the end of each meeting. New issues shall be addressed at the earliest convenience of the Board.

Section 3. Fiscal year: The fiscal year of this Corporation shall end on December 31st.

ARTICLE VII

CONSTRUCTION AND AMENDMENTS

Section 1. Construction and meaning: Any questions regarding the meaning or construction of the Articles of Incorporation or the By-laws shall be decided by the Board.

Section 2. Amendments to the By-laws: These By-laws may be amended by simple majority vote of the members present at a duly called Annual Meeting or by a two-thirds (2/3) majority vote of the whole number of Directors at a duly called Director's Meeting. In the event of such meeting, notice shall be provided by e-mail and published on the TBAG Web site at least thirty (30) days prior to such meeting with the proposed amendment together with arguments for and against printed therein.

ARTICLE VIII

LIMITATIONS OF LIABILITY AND INDEMNIFICATION

Section 1. TBAG will not be liable to any member for actions undertaken by the member, whether pursuant to TBAG policies and recommendations or otherwise.

Section 2. Insurance: The Board may maintain an insurance policy for the benefit of Directors and Officers, and for TBAG, written in such a way as to cover any liability to which TBAG may be exposed arising from activities organized and/or promoted by the Board.

Section 3. Risk and Responsibility: It shall be understood by anyone, Member or otherwise, who participates in activities organized and/or promoted by the Board that the risk of participation is borne by the participant, and that each participant bears the financial responsibility for any injury and/or loss incurred as a result of participation in said activities. This understanding shall be documented by each participant by way of providing a signed Acknowledgement of Risk form to the Secretary to be kept in TBAG's records. In the case of a minor participant, said document must also be signed by a parent or legal guardian.

ARTICLE IX

CONFLICTS OF INTEREST

Section 1. TBAG adopts the conflict of interest policy as set forth in the appendices to the IRS instructions for form 1023.

ARTICLE X

DISSOLUTION OF TBAG

Upon voluntarily or involuntarily dissolution of TBAG, any assets remaining after payment of its internal and external debts shall be given to a nonprofit charitable organization or organizations, preferably engaged in the business of promoting bicycling or the interests of bicyclists, chosen by a simple majority vote of the Board.

ARTICLE XI

NONDISCRIMINATION AND NONHARASSMENT

The Tempe Bicycle Action Group prohibits discrimination and harassment on the basis of race, color, religion, ancestry, national origin, citizenship, sex, sexual orientation, marital status, or age (over 18) in its functions and activities.

IN WITNESS WHEREOF, the forgoing Corporate Bylaws, consisting of Articles I through XI (pages 1 through 7 respectively), were adopted May 22, 2007 and amended March 20, 2016 by all the undersigned Officers of the Tempe Bicycle Action Group, an Arizona Non Profit Corporation.

_____, President _____ Date

_____, Vice President _____ Date

_____, Secretary _____ Date

_____, Treasurer _____ Date

_____, Webmaster _____ Date

_____, Board member _____ Date