

## **By-laws of the 3 Rivers Bicycle Coalition.**

(Approved unanimously by the Interim Board of the 3 Rivers Bicycle Coalition on March 16, 2010)

### **Article 1: Name**

The name of this organization is the 3 Rivers Bicycle Coalition (hereafter 3RBC).

### **Article 2: Mission**

The mission of the 3RBC is to provide a bicycling advocacy and resource organization that promotes improved quality of life in and around the Tri-Cities area of Washington State.

### **Article 3: Objectives**

To meet the stated Mission, 3RBC will assist local communities in attaining recognition by the League of American Bicyclists as a Bicycle-Friendly Community by promoting significant accomplishment in several or all of the following five areas:

- 3.1 Engineering** – streets are designed with shared use in mind; obstacles to cycling are reduced or eliminated; designated routes are properly signed; bicycle routes, paths, and shared streets form a usable network for all cyclists.
- 3.2 Education** – motorists and cyclists are trained in the safe and efficient means of interacting in traffic; schools have programs to train young riders in safe cycling practices.
- 3.3 Encouragement** – government agencies, local clubs, schools, and businesses promote cycling with safety and recreational events, improved facilities (parking, storage, showers) for cyclists, and other incentives to use alternate transportation.
- 3.4 Enforcement** – Local Law Enforcement officers are well-trained in bicycle/motorist safety laws; officers are encouraged to watch for infractions and issue citations accordingly.
- 3.5 Evaluation & Planning** – transportation planning organizations at the local and regional level include bicycle facilities and accommodation in the designs and planning of improvement projects.

### **Article 4: Membership**

- 4.1 Qualifications** - Any person may be an at-large member of the 3RBC who has provided her or his name and contact information and has paid dues to the 3RBC at a rate and in a manner to be determined by the board.

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### **4.2 Membership Classes** - Membership classes shall include:

- a. Individual/Family
- b. Organizational
- c. Business
- d. Other entities

The Board may, at its sole discretion, refine or establish additional classes of memberships.

### **4.3 Dues** - The Board shall set the amount of membership dues for each category of membership and may set different dues for different classes of membership. The Board may waive or reduce dues for any member, group of members, or class of membership, at its sole discretion, and shall record its reasons in writing for any such action.

### **4.4 Rights** - Members of 3RBC shall not have the right to vote, as provided in the Articles of Incorporation. All rights, powers, and responsibilities of the 3RBC shall be vested in and shall remain with the Board of Directors.

### **4.5 Membership List** - A membership list, updated at least annually, will be available to any member at cost on the condition that it not be used for commercial purposes. The published list will contain all members, except the names of those members who have filed a written request not to be so listed. Every membership application must provide a check-off box for members to indicate their wish to be excluded from said list.

### **4.6 Regular Membership Meetings** - Regular General Membership meetings shall be held at pre-announced locations within Benton and Franklin Counties. At every meeting, attendees must have the opportunity to learn about the operation of the 3RBC, including the following particulars: current active committees of the Membership and of the Board including meeting dates, times, locations, financial information and contact information if available; minutes from the previous Board meetings; date, time, and location of the next board meeting; and these by-laws. A schedule of regular membership meetings shall be published at the Annual Membership Meeting.

### **4.7 Special Membership Meetings** - Special membership meetings may be called by solely the Board of Directors and held on ten (10) days advance notice through written or electronic mail.

### **4.8 Annual Membership Meeting for commencing Board Elections** - The annual membership meeting of the corporation shall be held each November.

### **4.9 Notice** - Notice of the annual meeting of members and any special meeting of the members of 3RBC shall be provided by email to the member at the email address on file with the Board who has consented to receive notice by email or by mail if the member has not consented to receive notice by email. The notice shall be sent not less than 10 and not greater than 50 days prior to such meeting. The notice shall include the place, day, and hour of the meeting.

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### **Article 5: Board of Directors**

- 5.1 Purpose** - The 3RBC shall have a volunteer Board of Directors to conduct the 3RBC's business and to promote its mission. The Board is vested with all rights, powers, and responsibilities of the 3RBC.
- 5.2 Powers** - The Board of Directors shall assume the entire management of the business of this Corporation. In addition to the powers and authorities by these By-Laws and the Articles of Incorporation expressly conferred upon it, the Board of Directors may exercise all such powers of this Corporation and do all such lawful acts and things as are authorized by statute or by the Articles of Incorporation or by these By-Laws.
- 5.3 Responsibilities** - Directors are required to participate actively in at least one committee of the board. The Board of Directors must establish policies outlining the responsibilities of Directors, which may include expected time and financial contribution minimums. Directors may be removed, by vote of the board as defined in section 5.10, for not fulfilling Director responsibilities.
- 5.4 Qualifications** – To be eligible to serve as a member of the Board of Directors of 3RBC, an individual must complete an information sheet which includes a written consent to receive notice of meetings via email.
- 5.5 Quorum** - A quorum of the Board shall be three Directors.
- 5.6 Election** - Board Directors shall be elected at the annual meeting of the Board of Directors by a vote of a majority of the Board members present, assuming there is a quorum. Board members may submit nominations to the Board Elections Committee at least 30 days prior to the meeting.
- 5.7 Number and Terms**
- 5.7.1** The authorized number of Directors shall be 9. The board may change the authorized number of Directors by amendment to these By-laws.
- 5.7.2** The term of office of Board members shall be two years, except for the initial Board as described in Section 5.8.
- 5.7.3** Board members shall be limited to three consecutive terms, after which they shall not be eligible for re-election to the Board for one year.
- 5.8 Initial Board** - The initial Board shall be selected in March 2010. There shall be a Board position for as many directors as authorized by the By-laws (Position 1 – Position 9, assuming 9 authorized directors). Odd numbered positions shall be up for re-election at the first Board of Directors meeting of the fiscal year for years ending with an odd number. Even numbered positions shall be up for re-election at the first Board of Directors meeting of the fiscal year for years ending with an even number, commencing in 2011.

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- 5.9 Resignation** - A Director may resign from the board upon written notice to the President of the Board, such resignation to become effective upon receipt of the notice unless it specifies a later time for the resignation to become effective.
- 5.10 Removal** - A Director will be removed from the Board without further action by the Board or members by being absent from three consecutive meetings of the full Board or upon unanimous vote of the Board (excluding the Director in question). Removal for lack of attendance becomes effective one hour after the beginning of the third consecutive missed meeting.
- 5.11 Vacancy** - A vacancy on the Board shall exist on the occurrence of the following:
- 5.11.1** The death, resignation or removal of any Director;
  - 5.11.2** The increase of the authorized number of Directors;
  - 5.11.3** The failure of the members to elect the required number of Directors.
- 5.12 Filling Vacancies** - A vacancy on the Board of Directors may be filled by majority vote of the remaining Board, or by a sole remaining Director. A Director removed by missing three consecutive meetings may be re-appointed by a majority vote of the remaining Directors. Directors appointed by the Board to fill a vacancy must face re-election when the Board position they fill is up for reelection as provided in section 5.8, above.
- 5.13 Board Meetings** - The Board of Directors of the 3RBC shall meet periodically, but no less than four times per fiscal year, as defined in Article 10.3.
- 5.14 Special Meetings of Directors** - Special meetings of the Board of Directors may be held at any time or place whenever called by any officer or two or more Directors, notice thereof being given to each Director by the officer calling or by the officer directed to call the meeting.
- 5.15 Notice** - Written notice of special meetings, stating the time and place thereof, shall be given by emailing the same to each Director at said Director's email address on file with the Board twenty-four (24) hours before the meeting.
- 5.16 Waiver of Notice** - A Director may waive in writing notice of a special meeting of the Board either before or after the meeting; and such waiver shall be deemed to be equivalent of giving notice. Attendance of a Director at a meeting shall constitute waiver of notice of that meeting unless said Director attends for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.
- 5.17 Action Without a Meeting** - Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

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- 5.18 Committees** - The Board may establish any committee. Each committee may organize itself in accordance to the committee's needs, including the formation of subcommittees, as long as each committee sends a spokesperson to give a report or provides a written report to each Board meeting. Final authority to portray any conclusion or product of such committee as an official conclusion or product of the 3RBC rests with the Board of Directors.

### **Article 6: Board Officers**

- 6.1 Appointed Officers** - The Board of Directors shall appoint the following Board officers:
- 6.1.1 President:** The President of the Board shall be the chief executive officer of the 3RBC and shall preside at meetings of the Board and members.
  - 6.1.2 Secretary:** The Secretary shall keep the written record of the proceedings of Board meetings and shall distribute them to the board.
  - 6.1.3 Treasurer:** The Treasurer shall keep and maintain adequate and correct records of the 3RBC's accounts and report in writing to each regular meeting of the Board the balance of, revenues to and expenditures from the accounts. All records of account shall be open to inspection by any Board member at all reasonable times.
- 6.2 Eligibility** - All elected or appointed Directors are eligible to become Board officers, but officers need not be members of the Board of Directors. Officers who are not members of the Board shall serve as ex officio members of the Board of Directors.
- 6.3 Terms** - Board Officer's terms will last one year, unless otherwise specified by the Board. At the conclusion of the Officer's term, the Board may move to re-elect officers for subsequent terms.

### **ARTICLE 7: Community Advisory Council**

In addition to the Board, the 3RBC shall have a Community Advisory Council.

- 7.1 Purpose** - The purpose of the Community Advisory Council is to advise and assist the Board as may be appropriate and useful from time to time. The Community Advisory Council shall act in an advisory capacity only.
- 7.2 Number** - The Community Advisory Council shall consist of up to twenty-five (25) individuals chosen by the Board.

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- 7.3 Selection Criteria** - In selecting members of the Community Advisory Council, the Board can consider the following criteria among others: a demonstrated commitment to the mission of the 3RBC; a history of accomplishment in promoting its objectives; useful expertise or experience; special business, financial or legal knowledge; and/or fund-raising abilities.
- 7.4 Terms** - Community Advisory Council members' terms will last three years.
- 7.5 Removal** - Members of the Community Advisory Council may be removed at the Board's sole discretion by a majority vote of currently serving Directors.
- 7.6 Meetings of the Community Advisory Council** - The Community Advisory Council may meet as it sees fit to discuss any issue before it. The Board or the President may request a meeting of the Community Advisory Council.

### **Article 8: Staff**

The Board shall have the sole authority to hire, fire, and define responsibilities for paid employees of the 3RBC.

### **Article 9: Coalition Spokesperson Policy**

- 9.1** General members not designated as spokespersons should be directed to limit responses to the Coalition's mission, objectives, and other information as stated on the 3RBC web site.
- 9.2** 3RBC members or others who are not specifically designated are not authorized to represent 3RBC except to provide, but not to interpret, published 3RBC policy, Board decisions, and official positions. Official representation, including written communication and decision making based on 3RBC policy on behalf of the Coalition shall normally be provided by the President or by specifically designated Spokespersons. The President is authorized to speak and to act for the Coalition on issues related to the Coalition. Other individuals wishing to officially represent the Coalition must have prior approval.
- 9.3** The 3RBC Board or President acting on behalf of the Board may designate official Spokespersons as needed. The Board may designate, substitute or replace authorized spokespersons at any regular or special meeting. The President may substitute, replace or appoint Spokespersons as needed between regular Board meetings subject to Board approval at a subsequent Board meeting.
- 9.4** 3RBC members may also be designated as official observers to gather information and to report to the Coalition.

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**9.5** Club, Organizational, and Business members in good standing may publicize their membership and support for 3RBC, subject to approval of the 3RBC Board of Directors. Suggested language:

- "(name) is a supporting member of the Three Rivers Bicycle Coalition."
- "(name), a proud supporter of the 3RBC."
- "(name), has supported the 3RBC since (date of first continuous to-date membership)."

**9.6** Club, Organizational, and Business members' names may be published as supporting members in the 3RBC newsletter periodically and may be listed as supporting members in other displays, website, or publications of the 3RBC subject to approval of the organization to be listed.

### **Article 10: Books, Records And Reports**

**10.1 Funds** - All monies paid to the Coalition shall be placed in a general operating fund, or in other special funds as approved by the Board of Directors.

#### **10.2 Disbursements**

**10.2.1** Each disbursement shall be made by check signed by any two officers of the 3RBC.

**10.2.2** 3RBC shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds shall inure, or be distributed, to the members of the Coalition, except as reimbursement for legitimate expenses incurred by the member on the behalf of 3RBC.

**10.3 Fiscal Year** - The accounting year of the Coalition shall end on October 31.

**10.4 Budget** - As soon as possible after election of an incoming Board of Directors and Officers, the Budget committee shall compile a budget of estimated expenses for the coming year. After the Board has been seated, the Budget committee shall submit such budget to the Board of Directors for approval.

**10.5 Bonding or Insuring** - The Officers and such other persons as the Board may designate may be bonded by a fidelity bond or indemnified by Directors' & Officers' Insurance in an amount set by the Board and paid for by the corporation.

#### **10.6 Annual Audit and Report to Members –**

**10.6.1** Each year, each member may request a copy of the most recent annual financial report which shall be promptly sent to any member who sends a written request for the report.

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**10.6.2** Not later than 120 days after the close of the fiscal year on October 31, this corporation shall prepare an annual financial report containing:

- (i) a balance sheet as of the end of the fiscal year;
- (ii) an income statement for the fiscal year, and;
- (iii) the information required by section 10.6.3 below.

The report shall be accompanied by any report on it by an independent accountant or if there is no such report, the certificate of an authorized officer of the corporation that the statement was prepared without audit from the books and records of the corporation.

**10.6.3** Within 120 days after the close of the fiscal year, this corporation shall prepare and give to each member a statement of any transaction with the corporation in which any Director or Officer had a direct or indirect material financial interest.

**10.6.4** The statement in subsection 10.6.3 shall be given to each member in the manner provided for giving notice to meetings to members. This requirement may be satisfied by sending the annual financial report containing this statement.

**10.7 Inspection by Directors** - Every Director has the absolute right at any reasonable time to inspect all books, records and documents of any kind and the physical properties of the corporation.

**10.8 Maintenance and Inspection of Articles and By-Laws** - A copy of the 3RBC Articles of Incorporation and By-Laws as amended to date, shall be maintained at the principal office of the 3RBC and shall be open to inspection by any member at all reasonable times during office hours.

**10.9 Maintenance and Inspection of Other 3RBC Records** - The 3RBC books and records of account and minutes of the proceedings of its members, Board of Directors, and committees of the 3RBC Board shall be kept at the principal office of the 3RBC. The minutes, books and records of account shall be kept either in written form or in any other form capable of being converted into written form. The minutes and books and records of account shall be open for inspection upon written request (demand) of any member at any reasonable time, for a purpose reasonably related to the member's interest as a member.

**10.10 Who May Inspect** - Any right of inspection by a Director or member stated in these By-Laws includes the right to copy and to make extracts of the records inspected and to inspect in person. Any record requested for inspection shall be made available in written form, on reasonable notice if not maintained in written form.

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**Article 11: Publications**

- 11.1 To further the mission of the 3RBC, it shall produce, issue, and distribute a publication on a periodic basis to be determined by the Board. This Publication shall consist of, but not be limited to, news, information, announcements, arts, culture, and notices pertaining to bicyclists and alternative transportation in general and to 3RBC members in particular. This publication may be electronic, but shall be provided in printed form to any member opting to receive a physical copy.
- 11.2 Continual maintenance and updating of the Coalition website shall not be deemed as satisfying the requirement for periodic publication.

**Article 12: Dissolution**

On dissolution of the Coalition, any funds remaining shall be distributed to one or more non-profit organizations to be selected by the Board of Directors in accordance with the 3RBC Articles of Incorporation.

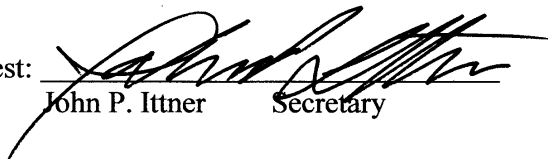
**Article 13: Procedure for amending these By-laws and the Articles of Incorporation**

- 13.1 **Amendment to By-laws** - Subject to any provision of law applicable to the amendment of By-laws of non-profit public benefit corporations, these By-laws may be altered, amended, or repealed and new By-laws adopted upon vote of two-thirds of the Board of Directors.
- 13.2 **Amendment to Articles of Incorporation** - Subject to any provision of law applicable to the amendment of Articles of Incorporation of non-profit public benefit corporations, the Articles of Incorporation may be amended, and Articles of Amendment filed with the Secretary of State, upon vote of two-thirds of the Board of Directors.

The undersigned Secretary of 3 RIVERS BICYCLE COALITION does hereby certify that the above and foregoing By-laws of said Corporation were adopted by the Directors as the By-laws of 3 RIVERS BICYCLE COALITION, and that the same do now constitute the By-laws of this Corporation.

DATED this 16th day of March, 2010.

Attest:

  
John P. Ittner      Secretary