

BY-LAWS
Carrboro Bicycle Coalition

ARTICLE I

THE CORPORATION

Section 1. Name.

The name of this corporation shall be Carrboro Bicycle Coalition, hereinafter referred to as the "CBC" and/ or "corporation."

Section 2. Purpose

The purpose of Carrboro Bicycle Coalition ("the corporation") is to create a bicycle friendly community through cycling awareness, education, safety advocacy and promotion of bicycling for transportation, recreation, fitness, and a livable future.

Section 3. Legal Status.

The corporation shall operate as a nonprofit organization. CBC shall neither authorize nor issue shares of stock. No part of any net earnings, no dividends or other profits shall accrue to the benefit of any Director or Officer.

ARTICLE II

DIRECTORS

Section 1. Number, Term, Qualification and Election.

a. Number. The business and affairs of the corporation shall be managed by the Board of Directors. There shall be no fewer than 3 or more than 9 members of the Board of Directors. The number of directors may be changed by resolution adopted by a majority of the Board, but no reduction of the number of directors shall of itself shorten the term of any incumbent director.

b. Election. At the first regular meeting of the Corporation's fiscal year at which a quorum is present, Directors shall be elected by the Board by majority vote.

c. Terms.

i. The original Board shall consist of 7 Directors who shall hold office for 2 years. At the conclusion of the original terms, all shall hold office until his or her successor is elected and qualified.

ii. An exception will be made for four (4) members of the initial Board of Directors, resulting in four (4) directors serving an initial term of three (3) years, thus ending their initial term in 2013. Thereafter, all directors shall serve two (2) year terms. Term limits will be 2 terms unless no potential replacements are available and then the term limits will be extended until a qualified successor is available and elected.

d. Qualifications. All Directors will be cycling advocates who live in Orange County, North Carolina and subscribe to the goals and mission statement of the Corporation. Directors will be at least 18 years of age and one Director position will be for non-Carrboro residents.

Section 2. Compensation.

The members of the Board of Directors shall not be compensated for their services in fulfilling their duties to the corporation, except for reimbursement of reasonable expenses approved by the Board.

Section 3. Vacancies and Resignations.

a. Vacancy. A vacancy occurring in the Board of Directors, including, without limitation, a vacancy created by an increase in the authorized number of directors or resulting from the failure to elect the full authorized number of directors, may be filled by the Board of Directors or if the directors remaining in office constitute less than a quorum of the directors, they may fill the vacancy by the affirmative vote of a majority of all remaining directors or by the sole remaining director.

b. Resignation. A Director may resign by giving written notice to the President, the Secretary, or the Board of Directors. The resignation is effective on the giving of notice, unless it specifies a time later for the resignation to become effective.

Section 4. Removal.

Directors or Honorary Directors may be removed from the Board for cause by two-thirds (2/3) vote of the membership of the existing Board. A Director may also be removed from the Board if he/she is absent unexcused for three (3) or more meetings during the calendar year. The Board shall determine what constitutes and excused absence.

Section 5. Indemnification of Directors and Officers.

Every member of the Board of Directors, officer or employee of the Corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights that such member of the Board, officer or employee is entitled.

OFFICERS

Section 1. Number.

The corporation shall have a President, Vice-President, Secretary, and Treasurer. Any of these offices may be held by the same person, except the offices of President and Secretary. However, no officer may act in more than one capacity where the action of two or more officers is required.

Section 2. Election and Terms.

The officers of the corporation shall be elected by the Board of Directors. Elections shall be held at the first regular meeting of the corporation's fiscal year. Each officer shall hold office for a term of 1 year, or until his or her successor is elected and qualified.

Section 3. Vacancies and Resignations.

a. Vacancy. A vacancy in an office may be filled by a majority vote of the remaining Directors. An officer elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor.

b. Resignation. An Officer may resign by giving written notice to the President, or if the President then to the Board of Directors. The resignation is effective on the giving of notice, unless it specifies a time later for the resignation to become effective.

c. Temporary Absence.

Except as otherwise provided in these bylaws, the Board of Directors may appoint a replacement to perform the duties of any officer during that officer's temporary absence.

Section 4. Removal.

Any officer may be removed from office for cause at any time by a two-thirds (2/3) vote of the Board of Directors. An officer may also be removed from the Board if he/she is absent unexcused for three (3) or more meetings during the calendar year. The Board shall determine what constitutes and excused absence.

Section 5. President.

The President shall be the chief executive officer of the corporation. The President shall preside at all meetings of the Board of Directors. Subject to the direction and control of the Board, the President shall have general charge and authority over the business of the corporation

Section 6. Vice-President.

The Vice-President shall perform the duties of the President in the President's absence or during his or her inability to act. The Vice-President shall perform such duties as assigned by the President or the Board of Directors.

Section 7. Secretary.

The Secretary shall record the acts and proceedings of all meetings of the Board of Directors; give notice required by these by-laws; have charge of the corporate records; and sign such documents as required. The Secretary shall perform such duties as are usually incident of the office or as assigned by the President or the Board.

Section 8. Treasurer.

The Treasurer shall have custody of all funds of the corporation and shall receive, deposit, or disburse the same under the direction of the Board of Directors. The Treasurer shall keep accurate accounts of the finances of the corporation and prepare a true statement of its assets and liabilities as of the close of each fiscal year within four (4) months after the end of the fiscal year. The Treasurer shall be prepared to give an account of all transactions as Treasurer and the financial condition of the corporation at all regular meetings of the board. The Treasurer shall perform all duties incident to his or her office and prepare financial reports as the Board may require.

ARTICLE IV COMMITTEES

Section 1. Executive Committee.

The President, Vice-President, Secretary, and Treasurer shall constitute an Executive Committee. The Executive Committee shall act on behalf of the corporation in any manner (except as provided in Article VI) when the Board of Directors is not in session, reporting to the Board for its ratification of their action at each meeting called for that purpose. Three members shall constitute a quorum for the transaction of business. Meetings may be called by the President or by two members.

Section 2. Committees.

The President may, subject to the approval of the Board of Directors, form committees. Any committee may include persons who are not also Directors and shall, unless otherwise approved by the Board, act in an advisory capacity to the Board. Members of the Committees

shall be appointed by the President, who shall also designate one committee member to serve as chair. The President shall be an ex-officio member of all committees with voting power. The President may appoint a member of the Board of Directors to serve in his or her place.

a.Appointment. The Board of Directors may establish one or more committees or advisory boards of this organization.

b.Duration and Duties. The duration of the committee and the term of the committee members shall be determined upon the committee's creation by a majority vote of the Board of Directors.

Section 3. Committee Quorum.

A majority of any committee of the corporation shall constitute a quorum for the transaction of business unless a committee shall decide otherwise by a majority vote of the entire membership of the committee.

ARTICLE V

MEETINGS

Section 1. Regular Meetings.

Regular meetings of the Board of Directors shall be held at least quarterly on dates to be determined by the Board at a place and time designated by a majority of the Board.

Section 2. Special Meetings.

Special meetings of the Board of Directors may be called by, or at the request of, the President or by any 3 Directors. Persons calling for a special meeting of the Board of Directors shall notify the Directors at least 7 days before the meeting by mail, email or other customary means of written communication with a brief statement of the meeting's purpose.

Section 3. Notice of Meetings.

The Secretary or the Secretary's appointee, shall notify the Directors of Board meetings at least one week before the meeting with a brief statement of the meeting's purpose. .

Section 4. Quorum.

A majority of the Directors of the corporation shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 5. Manner of Acting.

The act of a majority of the members of the Board of Directors at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise specifically provided by statute, these bylaws, or the corporation's articles of incorporation.

Section 6. Participation by Telephone

Any one or more directors or members of a committee may participate in a meeting of the Board of Directors or committee by means of a conference telephone or similar communications device which allows all persons participating in the meeting to hear each other simultaneously, and such participation in the meeting shall be deemed presence in person at such meeting.

ARTICLE VI

POWERS RESERVED TO THE BOARD OF DIRECTORS

The Board of Directors of the corporation (as opposed to the officers, Executive Committee, or any other committee) shall have the sole authority to make the following decisions:

(1) The dissolution, merger or consolidation of the corporation; the amendment of the charter of the corporation; or the sale, lease or exchange of all or substantially all of the property of the corporation.

(2) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

(3) The expenditure of any funds, other than as provided for in a Board-approved budget

(4) No loans shall be contracted on behalf of the corporation, and no evidences of indebtedness shall be issued in its name unless authorized by resolution adopted by the majority of the membership of the Board of Directors. Such authority may be general or confined to specific instances.

ARTICLE VII

MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year.

Unless otherwise ordered by the Board of Directors, the fiscal year of the corporation shall be from January 1 to December 31 of each calendar year.

Section 2. Amendments.

These by-laws may be amended or repealed and new by-laws may be adopted by a majority vote of the Directors then holding office at any meeting of the Board of Directors. The Secretary shall advise Directors, in writing, of all proposed changes in the by-laws at least 30 days before they are brought to a vote at a meeting of the Board of Directors.

Section 3. Seal.

Corporation need not use a formal embossed seal but may use alternative indicia to reflect official action.

Section 4. Contracts.

The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 5. Checks and Drafts.

All checks, drafts or other orders for the payment of money issued in the name of the corporation shall be signed by such officers or agents, the corporation in such manner as shall from time to time be determined by the Board of Directors.

Section 6. Deposits.

All funds of the corporation, not otherwise employed, shall be deposited from time to time to the credit of the corporation in such depositories as the Board of Directors shall approve.

Section 7. Gifts.

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

Section 8. Parliamentary Authority.

The most recent version of Roberts Rules of Order Revised shall govern the association in all cases in which they are applicable and do not conflict with the Bylaws or the Articles of Incorporation.

Section 9. Corporate Policies.

The Carrboro Bicycle Coalition Conflict of Interest Policy, Whistleblower Policy, and the Document Retention Policy, as adopted and amended from time to time, are hereby incorporated by reference.

THIS IS TO CERTIFY that the above Bylaws were duly adopted by the Board of Directors of the corporation by action taken, without a meeting, effective _____, 201__.

Secretary