

BYLAWS OF THE SAN LUIS OBISPO COUNTY BICYCLE COALITION, dba BIKE SLO COUNTY, A CALIFORNIA PUBLIC BENEFIT CORPORATION

ARTICLE 1 ADMINISTRATION

Section 1. Principal Office. The principal office of the corporation for the transaction of its business is located in San Luis Obispo County, California.

Section 2. Robert's Rules of Order shall prevail in cases where specific resolution is not addressed in these bylaws.

ARTICLE 2 PURPOSES

Section 1. Objectives and Purposes. The primary objectives and purposes of the corporation shall be to provide advocacy, education and charitable assistance to the general public for the purpose of improving conditions for people who bike and people who walk in San Luis Obispo County. In furtherance of these objectives, the corporation shall endeavor:

- A. To promote bicycling as a healthful, economical, and environmentally beneficial means of transportation
- B. To educate the public concerning bicycle safety and transportation improvements needed to foster bicycle use
- C. To support local bicycling groups and events with common social, environmental, and/or economic interests
- D. To inspire the public to ride bikes for both transportation and recreation
- E. To advocate for bicycle and pedestrian related improvements, such as bicycle paths and safe road crossings
- F. To support multi-modal transportation such as biking, walking, public transit, and other healthy and safe transportation alternatives

ARTICLE 3 DIRECTORS

Section 1. Number and Powers. The Board of Directors shall consist of no more than eleven (11) members. It shall have all powers necessary to support the affairs of the corporation, including the power to take any action which, if provided by law, would require approval by the members of the corporation.

Section 2. Duties. It shall be the duty of the directors to:

- A. Perform any and all responsibilities imposed on them collectively or individually by law, by the Articles of Incorporation of the corporation, or by these Bylaws

- B. Appoint and remove, employ and discharge the Executive Director, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, through the Board approval process, of all agents and employees of the corporation
- C. Supervise all officers, including the Executive Director to assure that their duties are performed properly
- D. Meet at such times and places as required by these Bylaws
- E. Register their addresses with the Secretary of the corporation

Section 3. Terms of Office. Each director shall hold office for two years. Directors may be elected to serve three consecutive two year terms. Board members joining midterm shall be eligible to serve three consecutive full two-year terms in addition to the partial term. Directors may extend their term of office upon unanimous approval of the board should there be vacancies on the Board of Directors. Board members may re-apply after a 12-month hiatus following their most recent term.

Section 4. Compensation. No director or officer of the corporation may be compensated for rendering services to the corporation in any capacity whatsoever, except for a reasonable reimbursement of expenses incurred in the performance of their regular duties, nor may any director, officer or other person exercising supervisory powers in the corporation or any of their close relatives benefit from the receipt of any grant funds allocated to or dispensed by the corporation.

Section 5. Place of Meetings. All meetings of the Board of Directors shall be held at the principal office of the corporation or at other location(s) designated in board agendas and minutes.

Section 6. Regular Meetings. Regular meetings of directors shall be held at least once a year at a time and date to be determined by the board.

Section 7. Special Meetings. Special meetings of directors may be called at any time by the President, the Vice President or by any two directors, upon the giving of five (5) days' notice by first-class mail, or forty eight (48) hours' notice delivered personally or by email or telephone, to all members of the Board of Directors at their address, email address, or phone number as shown on the books of the corporation. Notice shall specify the place, day and hour of the meeting but need not specify the purpose for which the meeting is called.

Section 8. Conduct of Meetings. Meetings of the Board of Directors shall be presided over by the President of the corporation, or when absent, by the Vice President or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. A quorum shall be a majority of Board Members calculated from those present in person or on the virtual meeting platform in use, or both. Virtual appearance may only be made in such a manner that all Board Members at the meeting can hear each other and can participate in discussion. Vote by email is valid if Article 3, Section 7 Special Meetings is followed and all board members respond to the requested email for a vote with no request for further discussion.

Section 9. Vacancies. Vacancies on the Board of Directors shall exist:

- 1) Upon the death, resignation or removal of any director, or
- 2) Whenever the number of authorized directors is increased by amendment of these Bylaws. Any director may resign by giving written notice to the President or the Secretary of the corporation, such resignation to be effective immediately unless the notice specifies a later time for the resignation. Vacancies may be filled by majority approval of the board at any time.

Section 10. Non-liability of Directors. The directors shall not be held personally liable for the debts, liabilities, or other obligations of the corporation.

ARTICLE 4 OFFICERS

Section 1. Number of Officers. The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer.

Section 2. Qualification, Election, and Term of Office. Officers may be elected by the Board of Directors at any time and officers shall hold the elected office for no more than two (2) two-year terms or until they resign or are removed or until successors shall be elected. A term limit extension shall be permitted upon unanimous approval of the board members, and shall be for no more than one two year term.

Section 3. Duties of President. The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the policies and procedures of the corporation and the activities of its officers. The President shall conduct all meetings of the Board of Directors and shall, in the name of the corporation, execute all contracts or other instruments which may from time to time be authorized by the Board of Directors. The President may direct the Executive Director to carry out the daily operations of the corporation.

Section 4. Duties of Vice President. In the absence of the President, or in the event of an inability to act, the Vice President shall perform all the duties of, and shall have all the powers of, the President.

Section 5. Duties of Secretary. The Secretary shall:

- A. Keep at the principal office of the corporation the original, or a copy, of the Articles of Incorporation and of these Bylaws, as amended or otherwise altered to date
- B. Keep at the principal office of the corporation a book of the minutes of all meetings of the directors and of committees of the board, recording therein the time and place of the meeting, whether regular or special, how called, how notice was given, the names of those present at the meeting, and the proceedings thereof
- C. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law
- D. Be custodian of the records of the corporation

Section 6. Duties of Treasurer. The Treasurer shall:

- A. Have custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors
- B. Keep and maintain adequate and correct accounts of the corporation's business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses
- C. Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to an appointed agent or attorney, on request therefore
- D. Render to the President and directors, whenever requested, an account of any or all transactions as Treasurer and of the financial condition of the corporation

- E. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements of the corporation. The Treasurer may direct staff to carry out the daily financial operations of the corporation.

ARTICLE 5 COMMITTEES

Section 1. Committees of the Board. The corporation may have as many committees as shall be designated by resolution of the Board of Directors. Such committees may consist of persons who are not members of the board and shall act in an advisory capacity only. Committees serve in an advisory capacity to the board and may not take any action on behalf of the Corporation. Members must be full-time residents of San Luis Obispo County.

Section 2. Meetings and Action of Committees. Meetings and actions of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

Section 3. Executive Committee of the Board. The board of directors may, by a majority vote of directors, designate two (2) or more of its members who may also be serving as officers of this corporation to constitute an executive committee of the board and delegate to such committee any of the powers and authority of the board in the management of the business and affairs of the corporation, except with respect to:

- A. The approval of any action which, under law or the provisions of these bylaws, requires the approval of the members or of a majority of all of the members
- B. The filling of vacancies on the board or on any committee that has the authority of the board.
- C. The amendment or repeal of bylaws or the adoption of new bylaws
- D. The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repealable
- E. The appointment of committees of the board or the members thereof
- F. The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected
- G. The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law

By a majority vote of its members then in office, the board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the board. The committee shall report actions to the board on a regular basis.

ARTICLE 6 FISCAL AFFAIRS

Section 1. Annual Report. The Board of Directors shall cause an annual report to be prepared not later than one hundred and twenty (120) days after the close of the corporation's fiscal year and furnished to all directors of the corporation and to any other person who requests it in writing. The report shall contain the following information:

- A. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year
- B. The principal changes in assets and liabilities, including trust funds, during the fiscal year
- C. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year
- D. The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year
- E. A statement of any transaction with the corporation in which any director or officer had either a direct or indirect financial interest
- F. A statement concerning the annual report by an independent accountant, or, in the absence of such statement, the certificate of an authorized officer of the corporation that the annual report was prepared without audit from the books and records of the corporation

Section 2. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the thirty-first day of December of each year.

Section 3. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, grant, bequest, or device for the charitable or public purposes of the corporation. Board members may not accept any personal gifts in their capacity as Board members of San Luis Obispo County Bicycle Coalition.

ARTICLE 7 AMENDMENT OF BYLAWS

Section 1. Amendment. These Bylaws may be amended or altered, or new Bylaws adopted, by a two-thirds (2/3) vote of the Board of Directors, provided that any proposed amendment or alteration shall be submitted to the board in writing at least ten (10) days prior to the meeting at which it is to be acted upon.

ARTICLE 8 DEDICATION OF ASSETS

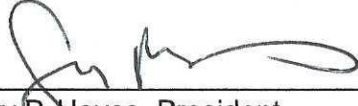
Section 1. Prohibition Against Sharing Corporate Assets. The assets of the San Luis Obispo County Bicycle Coalition are irrevocably dedicated to public benefit purposes. Upon dissolution or liquidation of the corporation, no part of the net earnings or assets of the corporation shall inure to the benefit of any private person or individual but shall be distributed, after the satisfaction of all debts and liabilities, as required by the Articles of Incorporation of this corporation and not otherwise.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

I, the undersigned, the President of the San Luis Obispo County Bicycle Coalition, a California nonprofit corporation, do consent to, and hereby adopt, the foregoing Bylaws, consisting of five (5) pages, as the Bylaws of this corporation.

11/14/2022

Date



Gary P. Havas, President

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the San Luis Obispo County Bicycle Coalition and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

11/14/2022

Date



Jesse Englert, Secretary