

BYLAWS OF THE METRO BICYCLE COALITION OF NEW ORLEANS
dba Bike Easy
A LOUISIANA NOT FOR PROFIT CORPORATION

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Section 1. Duties

ARTICLE I. NAME, LOCATION, STATUS

SECTION 1. Name:

The name of the Organization is the METRO BICYCLE COALITION of New Orleans, *dba Bike Easy*. For the purpose of communicating information about the activities and goals of Bike Easy to a larger regional or national audience, the title Bike Easy shall be used.

SECTION 2. Location:

Bike Easy is located in New Orleans, Louisiana.

SECTION 3. Principal Office:

The principle physical office of Bike Easy will be identified in the Corporation's filings with the Louisiana Secretary of State. All correspondence shall be directed to Bike Easy's post office box. Mail should be checked and responded to by the Secretary or, if applicable, Executive Director.

ARTICLE II. PURPOSES

Bike Easy is a member-based organization that strives to serve as a voice for all those that ride bicycles in the New Orleans metropolitan region in order to advocate for a better, safer bicycle environment.

Bike Easy is committed to addressing the challenges of organizing an advocacy group that represents the needs and desires of individuals from different social, economic, and racial backgrounds. Bike Easy recognizes that bicycles provide an affordable transportation option for users of all ages, abilities, and incomes. Bike Easy will operate in a manner that consciously and consistently seeks out the input of low-income, primary cyclists, even if they are not proportionately represented in the paid membership, and will incorporate the needs and desires of these individuals into the priorities of the organization.

ARTICLE III. MEMBERS

SECTION 1. Eligibility:

The Board of Directors may, by resolution, establish one or more classes of members and provide for eligibility requirements for membership and rights and duties of members, including the obligation to pay dues.

SECTION 2. Rights of Members:

Every Member shall have the right to:

- 1) participate in membership meetings
- 2) cast one vote on all matters properly put before the Membership of Bike Easy
- 3) serve on the Board of Directors or on committees, if chosen; and
- 4) serve as an Officer of Bike Easy

SECTION 3. Resignation and Termination:

Any member may resign by filing a written resignation with the Secretary of Bike Easy. If no one currently holds the position of Secretary, the resignation can be filed with the President, or Treasurer. The Board of Directors shall have the exclusive right to terminate any Member's membership, and it may do so for any reason, including any Member's hindrance of Bike Easy initiatives, misrepresentation

of Bike Easy's activities, or disruption of meetings. The Board of Bike Easy shall terminate a Member's membership upon a simple majority vote.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. General Powers:

The management of the affairs, property and interests of the Corporation is vested in the Board of Directors, hereinafter referred to as the "Board". The Board is responsible for the overall policy and direction of the Corporation. The Board may delegate its responsibility to Committees as the Board sees fit. All Board decisions are made by a simple majority, unless otherwise noted.

The Board shall elect the Corporation's Executive Director via a super-majority (2/3's vote). The Board may remove the Executive Director at the Board's discretion by a simple majority at any time.

SECTION 2. Eligibility:

Members of the Board of Directors shall be dues-paying members of Bike Easy.

SECTION 3. Number of Directors:

There shall always be an odd number, and not be less than five and no more than fifteen seats on the Board, with the exact number of seats fixed from time to time by resolution of the Board of Directors. If for any reason one or more of the seats are not filled, that shall not affect any of the acts taken by the Board or any of the Board's duties and powers.

SECTION 4. Designation and Term of Office of Directors:

Except for the initial Directors, who may be named by the incorporating committee, the Directors of this Corporation shall be designated by the Board of Directors each year, subject to the power of the board to fix the number of Directors. Each seat shall be filled by a Director for a three-year term, which terms shall coincide with the fiscal year of the Corporation and shall be staggered so that one-third ($\frac{1}{3}$) of the seats are vacant every year. The terms shall be extended or shortened as necessary to accommodate any changes to the Corporation's fiscal year. Directors may serve no more than two (2) consecutive three-year terms. This policy of a board-designated board (as opposed to a member-elected board) and the adequacy of the involvement of the membership must be discussed by the Board every two years.

SECTION 5. Vacancies:

If a seat is vacant for any reason, the Board may elect a replacement to serve for the remaining term associated with that former Director's seat.

SECTION 6. Compensation:

Directors shall serve without compensation, except that the Board or its designee, at its sole discretion, and provided that adequate funds are available, may reimburse Directors for reasonable out-of-pocket expenses incurred in connection with their work on behalf of the Corporation.

SECTION 7. Resignations and Removal of Directors:

Resignations shall be effective 30 days upon receipt in writing by the President or Secretary of this Corporation, unless a later effective date is specified in the resignation. The Board of Directors may remove any Directors at any time, with or without cause, by a simple majority of all Directors.

SECTION 8. Officers:

The Officers of the Corporation shall consist of a President, a Vice- President, a Secretary, and a Treasurer, each of whom shall be elected annually by the Board. Directors will be eligible to serve in an Officer position after serving one (1) year on the Board. Nominations for Officers will be accepted in September; election of Officers shall be held at the October Board meeting. Newly elected Officers shall assume their positions in January.

This Corporation may also have, at the discretion of the Directors, such other officers as may be elected by the Board of Directors. No one may hold more than one office at a time.

All Officers shall hold office until the successor has been elected and qualified, or until the Officer offers his resignation, removal from office, or death. Any Officer of this Corporation may be removed, with or without cause, by a simple majority vote of the Board. The Board may authorize one or more Officers and/or the Executive Director to enter into contracts, execute instruments, and/or write checks on behalf of the Corporation. The Board may authorize an Officer and/or the Executive Director to execute a specific loan document, but such authorization shall be granted on a case-by-case basis.

The President shall chair the Board meetings, shall chair the Governance Committee, shall be the liaison between the Board and Executive Director, shall maintain a set of standard operating procedures addressing matters within the purview of his or her position, and shall perform such other duties as are incident to his or her position.

The Vice President shall chair the Development Committee, shall serve in the stead of the President as necessary, shall maintain a set of standard operating procedures addressing matters within the purview of his or her position, and shall perform such other duties as are incident to his or her position.

The Secretary shall supervise the keeping of a full and complete record of the proceedings of the members and the Board of Directors and its committees, shall supervise the giving of such notices (i.e. meeting notices) as may be proper or necessary, shall supervise the keeping of the minute books and membership records of this Corporation, and shall maintain a set of standard operating procedures addressing matters within the purview of his or her position, and shall perform such other duties as are incident to his or her position.

The Treasurer shall oversee the financial affairs of the Corporation, shall chair the Finance Committee, shall disburse the funds of the Corporation as may be necessary, shall maintain a set of standard operating procedures addressing the maintenance of financial records and such other matters within his or her purview, and shall perform such other duties as are incident to his or her position.

SECTION 9. Indemnity:

The Corporation may to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures provided by sections 721 through 726 of the Not-for-profit Corporation Law and any amendments thereto, indemnify any person made, or threatened 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, employed or agent of the Corporation, against judgments, fines, penalties, amounts paid in settlement and reasonable expenses, including attorney's fees. The Corporation is authorized to purchase and maintain insurance for the indemnification of itself and its Directors and Officers.

ARTICLE V. MEETINGS

SECTION 1. Annual Meeting of the Members:

There shall be not less than one meeting annually of the Members of the Corporation, one of which shall serve as the Annual Meeting of the Corporation. The purpose of these meetings shall be for the Members to be apprised by the Directors as to the work in progress and status of activities of the Corporation. The Members shall provide the Directors guidance on priorities and direction of the Corporation. The President of the Corporation shall preside at meeting of the Members. The Development Committee shall be responsible for planning and executing membership meeting(s).

Failure to hold an annual meeting shall not affect the acts of the Corporation, Directors or Officers.

SECTION 2. Special Meetings of the Members:

Special Meetings of the Members shall be held when directed by the President, by the Board, or upon written request signed by at least 20 Members.

SECTION 3. Regular Meetings of the Board:

The Board of Directors shall hold regular business meetings at least quarterly at a location chosen by the Board.

SECTION 4. Special Meetings of the Board:

Special Meetings of the Board of Directors may be called by the President, by the Secretary, by any three or more Directors or at least 20 Members of the Corporation.

SECTION 5. Notice of Meetings:

Notice stating the place, day and hour of any meeting of Members or of the Board shall be delivered, personally (written or oral), by telephone, by facsimile, by email, or by mail, with delivery accomplished upon sending, to each Member or Director entitled to vote at such meeting, no less than ten (10) and not earlier than thirty (30) days before the date of such meeting, except that Directors may be notified of a regular schedule for monthly Board meetings for up to twelve months in advance.

SECTION 6. Quorum:

For a meeting of the Members, a quorum shall be present if the lesser of 20 voting members or ten (10) percent of the membership eligible to vote attend the meeting; for a meeting of the Board, quorum shall be present if fifty (50) percent or more Directors attend a meeting. For this purpose, a Member or Director shall be counted as present if the Member or Director has delivered a proxy as provided below. If a quorum is present, the affirmative vote of more than fifty (50) percent of the Members or Directors represented at the meeting and entitled to vote shall be an act of the Members or of the Board, as applicable. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any of those present.

SECTION 7. Meetings and Agendas:

The time schedule and agenda of each Annual and Special Meeting may be set by the Board or by the standard operating procedure maintained by the Secretary.

SECTION 8. Proxies:

At any meeting, a Member or Director entitled to vote may vote either in person or by proxy. To be valid, a proxy must be in writing and must be delivered to the Secretary of the Corporation at or prior to

the meeting. Proxies may be specific to certain issues or votes, or they may be generic. No proxy shall be valid after one year from the date of its execution unless otherwise provided in the proxy. Every proxy shall be revocable in the same manner as for delivering the proxy, at any time prior to the vote being cast.

SECTION 9. Order:

The Parliamentary Rules prescribed in and by “Roberts Rules of Order”, last available edition, shall govern the conduct of the meetings of the Members and the meetings of the Board, unless a contrary procedure is established by the Board. The Officers of the Board shall designate a Member or Director to enforce Parliamentary Rules at Membership and Board meetings.

SECTION 10. Minutes:

Minutes of all Membership, Committee, and Board meetings shall be recorded. The Secretary of the Corporation shall maintain standard operating procedures addressing the retention and maintenance of such minutes.

SECTION 11. Board Meetings – Informal Action; Participation by Telephone:

If a simple majority of the Directors consent in writing, including email, to any action to be taken by the Corporation, such action shall be valid as though it had been authorized at a meeting of the Board. The Secretary shall file such consents with the minutes of the meetings of the Board.

A Director may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment, enabling all Directors participating to hear one another, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ARTICLE VI. BOARD COMMITTEES

SECTION 1. Committees:

The Board may delegate any of its powers to committees of the Board as it sees fit, and retains the right to discontinue any committee at its pleasure. Each committee shall report to the Board as appropriate.

SECTION 2. Standing Committees:

The following committees shall be established:

- Executive Committee. Oversees the Executive Director. The President of the Board shall chair the committee and the committee shall consist of the Officers of the Board.
- Governance Committee. Responsible for developing the Corporation’s strategic plans, setting the Corporation’s long term goals, and selecting nominees to serve as Directors of the Board. The President of the Board shall chair the Governance Committee.
- Development Committee. Responsible for developing fundraising plans and helping secure funds for the Corporation, and developing plans and programs to attract new members and retain current members. The Vice President of the Board shall chair the Development Committee.
- Finance Committee. Responsible for overseeing the financial controls, ensuring accounts are being properly maintained in a timely manner, and proper documentation is maintained for internal and reporting purposes. The Treasurer of the Board shall chair the Finance Committee.
- ~~Policy Committee~~ Policy and Design Committee. Responsible for the advocacy component of the organization’s mission. The purpose of the committee is to help determine Bike Easy

~~external policy positions. The Committee shall always be chaired by a Director. The Committee can be Chaired by a current Board Member or Lead Volunteer with established Bike Easy relationship. The membership of this committee is open to all Members and Non-members of the Corporation. The committee is comprised of 3 Board members and 10 community representatives, to be selected by the Governance committee via a 6 month rolling application process, and to commit to 1 year terms.~~

SECTION 3. Special Committees:

The Board may convene and dissolve special committees as it sees fit, and the Board may delegate authority to special committees.

SECTION 4. Committee Membership:

The Board's committees may be composed of Directors, Members, or anyone else. Each committee will consist of at least two people, one of whom must be a Director. All Standing Committees shall be chaired by a Director. Directors must serve on one or more standing committees, excluding the Policy Committee, on which all Directors have defacto membership. If the minimum number of committee members cannot be found, the responsibilities of the committee shall transfer to the entire board.

The quantity of committee members and the terms of its members are to be determined by the Board. If deemed appropriate, the Board can authorize the committee to make the decisions about committee size and members terms for itself.

SECTION 5. Committee Procedures:

Each committee shall adopt and maintain such standard operating procedures as it deems appropriate. The committee shall determine all matters concerning the internal workings of the committee, including the frequency of meetings, however standing Committees shall meet not less than once a quarter.

ARTICLE VII. DISSOLUTION

The decision to dissolve the Corporation must first be approved by an affirmative vote of three-fourths ($\frac{3}{4}$) of the Directors then in office, followed by an approval by an affirmative vote of three-fourths ($\frac{3}{4}$) of the Members entitled to vote at a duly held meeting of the Membership. Notice of the proposed dissolution shall be given to Directors and Members no less than ten (10) and not earlier than thirty (30) days prior to the meeting at which the respective decisions by the Directors and Members are to be made.

In the event of dissolution of the Corporation and the winding up of its affairs, the assets of the Corporation shall be distributed first to satisfy the Corporation's creditors, and then to be paid over to such other not-for-profit corporation(s), qualified as section 501(c)(3) corporations, as the Board selects.

ARTICLE VIII. AMENDMENTS

The Articles of Incorporation or the Bylaws may be amended from time to time in any and as many respects as may be desired, provided that the Articles of Incorporation and Bylaws, as amended, may contain only such provisions as are lawful under the laws of the State of Louisiana.

Amendments shall be made in the following manner:

1. The Board of Directors shall adopt a Resolution, upon the recommendation of two-thirds of the Board, setting forth the proposed amendment or amendments and directing that it or they be submitted to a vote at a meeting of Members, which may either be an Annual or Special Meeting. Amendments to the bylaws may also be initiated by a petition of 20 members.
2. The proposed amendment or amendments shall be decided by a vote of the Members with ratification by two-thirds of those members voting. Written or printed notice, setting forth the proposed amendments or a summary of the change or changes to be affected thereby and including a ballot to be returned by mail or at the meeting of Members, shall be given to each Member or Director entitled to vote at such meeting within the time and manner provided in Art. V, § 5, of these Bylaws.

ARTICLE IX. EXECUTIVE DIRECTOR

Section 1. Duties

Responsibility for the administration and conduct of the business and affairs of the Corporation pursuant to guidelines established by the Board, as well as for the Corporation's day-to-day operations, lies with the Executive Director. The Executive Director shall have full authority to direct the Corporation's employees. The Executive Director shall be compensated in the amount and manner determined by the Board.

CERTIFICATION

The undersigned Secretary of the Metro Bicycle Coalition of New Orleans, dba Bike Easy, a Louisiana not-for-profit corporation, hereby certifies that the foregoing Bylaws have been duly amended and adopted at a meeting of the Board of Directors on July 17, 2017 and a meeting of the members of December 11, 2018 in New Orleans, Louisiana.

Dated this [date]th day of [Month] 2018.

Secretary: _____ Date: _____

The undersigned Secretary of the Metro Bicycle Coalition of New Orleans, dba Bike Easy, a Louisiana not-for-profit corporation, hereby certifies that the foregoing Bylaws have been duly amended and adopted at a meeting of the Board of Directors on November 9, 2015 and a meeting of the members of December 16, 2015 in New Orleans, Louisiana.

Dated this 16th day of December 2015.

Secretary: Mimi Schlesinger

Date: December 16, 2015

The undersigned members of Metro Bicycle Coalition, Inc., a Louisiana not-for-profit corporation, hereby certify that the foregoing Bylaws have been duly adopted at a meeting held on May 15, 2006 in New Orleans, Louisiana.

Dated this 15th day of May 2006.

Elizabeth Davey
Karen Parsons
Musa Eubanks
Audrey Warren
Donald Duzac