

# Bylaws

Bike Michiana Coalition, Inc

Original version: August 8, 2008

**First revision: October 28, 2010**

# **BIKE MICHIANA COALITON, INC.**

## **BY LAWS**

### **Article 1**

#### **Name**

##### **Section 1.01: Name of the Corporation**

The name of the Corporation shall be the Bike Michiana Coalition, Inc.  
Organized August 8, 2008

### **Article 2**

#### **Nature, Purpose and Activities**

##### **Section 2.01: Nature, Purpose and Activities of the Corporation**

The Certificate of Incorporation states the nature/purpose of the organization is to promote, educate, and advocate bicycle use and safety in Michiana.

The 501(c) (3) non profit application states that the Bike Michiana Coalition, Inc (BMC) is a local bicycle advocacy organization with the primary goals of facilitating communication between a variety of bicycle groups and promoting advocacy, action, and safety education when special needs arise in the community.

### **Article 3**

#### **Membership**

##### **Section 3.01: Membership of the Bike Michiana Coalition, Inc**

Anyone who pays dues established by the Board of Directors is entitled to membership. Membership shall consist of voting and non-voting members. Members who sit on the Board of Directors are voting members. All other members shall be non-voting members.

### **Article 4**

#### **Board of Directors**

##### **Section 4.01: Powers and Duties of the Board of Directors**

All rights, powers, duties and responsibilities relative to the management and control of this Corporation's property and affairs are vested in the Board of Directors. These powers exist in the Directors' meeting as a group and not in individual Directors except as delegated by the board. Directors have a duty to exercise reasonable care and prudence in administration of this Corporation and are responsible to disburse the funds and property received by the Corporation only for the purposes for which they were received. The Board shall require yearly accounting of all funds disbursed by the Corporation.

The Board of Directors shall have the authority to establish standing and ad hoc committees.

#### **Section 4.02: Number of Directors**

The Board of Directors shall strive to maintain not less than 6 or more than 10 members.

The Board of Directors shall consist of:

Four Officers:

President  
Vice President  
Secretary  
Treasurer

From two to six At Large members

#### **Section 4.03: Terms of the Board of Directors**

Directors shall be elected for three year, renewable, staggered terms. Approximately one third of the Directors shall be elected each year. Directors may serve until their successors are elected.

Each Director shall be placed into one of three election Groups. Group A will stand for re-election the first year, Group B will stand for re-election the second year, and so on. To maintain balance among the Groups, the Board may decide that new directors, entering the Board for the first time, will initially serve only one or two years before re-election. If necessary, the Board may also maintain balance by reassigning currently serving directors to a new Group.

Any Director may be removed at any time by the affirmative vote of two-thirds of all Board members.

Any Director may resign at any time by delivering a written letter of resignation to the President or the Secretary. The acceptance of such resignation shall not be necessary to make it effective (unless acceptance is made a condition of the resignation).

#### **Section 4.04: Election of Board of Directors**

Election of Board of Directors will be held at the annual December meeting of the Board of Directors.

Directors will be nominated from the floor and elected by a majority vote.

At its discretion the Board may also elect new Directors at other times of the year.

#### **Section 4.05: Election of Officers**

Election of Officers will be held at the annual December meeting of the Board of Directors after the election of the Board of Directors.

Officers will be nominated from the floor and elected by a majority vote.

At its discretion the Board may elect new officers to fill vacancies at other times of the year.

#### **Section 4.06: Meetings of the Board of Directors**

The Board of Directors shall meet four times a year, if necessary, and more frequently, if needed.

The Board will strive to meet in March, June, September and December.

Special meetings of the Board of Directors may be called by the President or by one third of the Directors.

The President (or in his/her absence, the Vice President) shall preside over meetings of the Board of Directors. Meetings may be conducted either informally or under Robert's Rules of Order at the discretion of the presiding officer, unless a majority of those present requests that Robert's Rules of Order be followed.

The Secretary shall record minutes of the meetings and manage correspondence as necessary.

The Treasurer shall manage and report the financial status of the corporation including credit, debits and balance of assets.

A Quorum shall consist of no less than 51% of the Board. The presence of a quorum shall be necessary for the conduct of business.

Except as otherwise provided by these by-laws or by statute, all matters before the Board shall be decided by a majority vote of the Directors present at the meeting. The presiding officer shall not vote except to break a tie vote.

Any Director who will be absent from a meeting may leave with the President or Secretary a written vote upon those matters known to be on the agenda. Such written vote shall be counted provided a quorum is present at the time of voting. Such vote may include an explanation, if the Director chooses, which shall be read by the President before the vote is taken.

### **Article 5**

#### **Officers of the BMC**

##### **Section 5.01: The Officers shall be:**

The President

The Vice-President

The Secretary

The Treasurer

##### **Section 5.02: Responsibilities of the Officers**

The President

The President (or, in his or her absence, the Vice President) shall preside at all meetings of the Board of Directors. Other powers and duties may be assigned to him/her by the Board, provided that are not inconsistent with these by-laws.

The Vice-President

The Vice-President shall, in the absence of the President, exercise all powers normally vested in the President.

The Secretary

The Secretary shall:

Be custodian of all original records and documents of the Corporation.

Keep the minutes of all meetings of the Board of Directors.

Maintain a current list of Directors and their addresses, emails and phone numbers.

Perform all other duties that are incident of the office of Secretary or that may be assigned by the Board or the President and that are not inconsistent with these by-laws.

The Treasurer

The Treasurer shall:

Be accountable for the receipt and disbursement of funds or property on behalf of the Corporation.

Regularly enter or cause to be entered in the books of the Corporation a complete accounting of all funds or property received by him or her for the account of the Corporation.

Render a written accounting of all the Corporation's accounts to the Directors at each regular meeting of the Board.

Exhibit the account books of the Corporation and all securities, vouchers, papers and documents of the Corporation in his or her custody to any Director (or designee of a Director) upon reasonable requests.

File any tax and other financial reports required of the Corporation.

Perform all other duties that are incident to the office of Treasurer or that may be assigned by the Board or the President and that are not inconsistent with these by-laws.

**Article 6**

**Accounting**

**Section 6.01: Fiscal Year**

The fiscal year of the Corporation shall end on September 30. A summary of receipts and expenditures and a balance sheet listing all assets and liabilities shall be prepared and distributed at the Annual December meeting of the Board of Directors.

**Section 6.02: Audit**

Financial records of the Corporation shall be audited annual (if possible) by an ad hoc auditing committee appointed by the Board of Directors. An accountant should be part of the committee if possible.

**Section 6.03: Funds**

All funds of the Corporation not otherwise employed shall be deposited in such banks, trust companies or other reliable depositories as the Board of Directors may direct.

**Article 7**

**Legal**

**Section 7.01: Signing Contracts**

The President, subject to the approval of the Board of Directors, may enter into any contract or execute and deliver any instrument in the name of the Corporation. The Board may authorize any officer of officers, or agent or agents, to enter into any contracts or to execute and deliver any instrument in the name of the Corporation, and such authorization may be general or confined to specified instances.

**Section 7.02: Indemnification**

Any person (or his or her estate) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he or she is or was an officer, Director or agent of the Corporation shall be indemnified by the Corporation to the extent permitted by law. Such indemnification shall not apply to matters which it shall be adjudged by the Court that such officer, Director or agent is liable for willful misconduct in the performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such officer, Director or agent may be entitled apart from his Article.

**Section 7.03: Dissolution and Disposition of Assets**

Upon dissolution of the Corporation and after the payment or the provision for payment of all liabilities of the Corporation, the Board of Directors shall dispose of all the assets of the Corporation exclusively for the purpose of the Corporation, or to organizations of like purpose.

**Section 7.04: Amendments of By-laws**

The bylaws of this Corporation may be amended by a two-thirds majority of the total of the Board of Directors present at any meeting of the Board.

Approved, 2010, Board of Directors, Bike Michiana Coalition, Inc.

- 1. First revision, regular board meeting, October 28, 2010.

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