

**Bylaws  
of  
Bicycling In Greensboro, Inc.**

Adopted June 21, 2006

**Article I – General**

Section 1. Organization. Bicycling In Greensboro, Inc. (hereinafter referred to as the “corporation” or “BIG”) is a nonprofit corporation organized under Chapter 55A of the General Statutes of North Carolina. The Articles of Incorporation of BIG (the “Articles of Incorporation”) were filed with the North Carolina Secretary of State on December 16, 2005.

Section 2. Purposes. As provided in the Articles of Incorporation, BIG is organized exclusively for charitable, educational and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax code (the “Code”).

Section 3. Mission and Goals. As stated in the Articles of Incorporation, BIG exists to help transform the greater Greensboro area into a more bicycle friendly community. The corporation seeks to accomplish this mission through education, advocacy, alliances, events and service, with ultimate goals of safe and convenient cycling for transportation and recreation, improved health and wellness, and an enhanced environment for all.

Section 4. Prohibited Activities. As provided in the Articles of Incorporation, no part of the net earnings of the corporation shall inure to the benefit of or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation or these Bylaws, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

**Article II - Members**

Section 1. Qualifications for Membership. BIG shall have an unlimited number of members. The only qualification for membership is payment of current dues in such amount as the Board of Directors shall determine from time to time.

Section 2. Privileges of Membership. Members in good standing may attend all membership meetings and other activities and events organized or sponsored by BIG. The general public will also be invited to most BIG activities and events, but the support of members is necessary and important to the mission of BIG. Members do not have a right to vote unless the Board of Directors determines to put a question to a vote by the members.

Section 3. Meetings of Members. BIG shall have meetings of members periodically at such times and places as the Board of Directors shall determine. Meetings of the members shall be held in Guilford County and an effort shall be made to hold such meetings in public buildings that are accessible by bicycle and/or public transportation.

### **Article III – Board of Directors**

Section 1. Function of the Board of Directors. The affairs of BIG shall be managed under the direction of a Board of Directors (sometimes referred to as the “Board”) (members of the Board are hereinafter referred to as “directors”). The Board shall have authority to exercise all corporate powers of BIG not specifically delegated to committees, officers, agents or employees by these Bylaws or by resolution of the Board.

Section 2. Responsibilities of Directors. Directors shall make reasonable efforts to attend meetings of the Board. Directors shall promote the mission and goals of BIG. Directors shall assist in raising funds for BIG, and shall also be involved in activities and events organized or sponsored by BIG whenever possible.

Section 3. Nomination, Qualifications and Election of Directors. Any member in good standing of BIG, including directors, may make nominations for election to the Board of Directors. A nominee for director must be at least eighteen years of age and a member in good standing of BIG. Directors shall be elected at the annual meeting of the Board of Directors by a vote of a majority of the directors then in office.

Section 4. Number and Terms of Directors. The Board of Directors shall consist of not less than five (5) or more than eleven (11) natural persons, as determined by the Board from time to time. At the first annual meeting of the Board approximately one-half of the total number of directors shall be elected for a term of two years and the others shall be elected for a term of one year. Thereafter, each director shall be elected for a term of two years or until such director’s successor is duly elected; provided that a director elected to fill an unexpired term (whether resulting from the death, resignation or removal of a director, or created by an increase in the number of directors) shall serve until the next election of directors. Directors may be re-elected to any number of consecutive terms.

Section 5. Removal of Directors. A director who misses three consecutive meetings of the Board shall be automatically removed, but may be reinstated by a vote of a majority of the directors then remaining in office for good cause shown. A director may be removed at any time for cause by a vote of two thirds of the other directors then in office at any meeting of the Board, provided that at least five (5) days written notice of the proposed action shall have been given to all directors then in office.

Section 6. Resignation of Directors. A director may resign at any time by communicating such resignation to the Board of Directors, the President or the corporation. A resignation is effective when it is communicated unless the notice specifies a later effective date or subsequent event upon which it will become effective.

Section 7. Vacancies on the Board. A vacancy on the Board of Directors arising at any time from any cause, including without limitation a vacancy resulting from an increase in the number of directors as specified in Section 4 of this Article, may be filled at any meeting of the Board by a vote of a majority of the directors then in office, regardless of their number, and a director so elected shall serve until the next annual meeting of the Board.

Section 8. Meetings of the Board. Regular meetings of the Board of Directors shall be held no less than six times per year, and one of such regular meetings shall be designated as the annual meeting of the Board. Special meetings of the Board shall be held whenever called by the President or by not less than twenty percent (20%) of the directors then in office. Meetings of the Board of Directors shall be held in Guilford County. The Board may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting, and a director participating in a meeting by such means is deemed to be present in person at the meeting.

Section 9. Notice of Meetings. Regular scheduled meetings of the Board of Directors may be held without notice of the date, time, place or purpose of the meeting. The President or Secretary shall make a reasonable effort to post or send a reminder notice of each such meeting on the BIG website or by email, but failure to do so shall not affect the validity of the meeting. If a regular meeting is rescheduled for any reason a notice of the new date, time and place shall be sent by any usual means of communication not less than three (3) days before the rescheduled meeting. Special meetings of the Board shall be held upon notice sent by any usual means of communication not less than three (3) days before the meeting, and the notice shall describe the date, time, place and purpose of the meeting.

Section 10. Waiver of Notice. A director may waive notice of any meeting for which notice is required, provided that the waiver shall be in writing, signed by the director and filed with the minutes or corporate records. A director's attendance at or participation in a meeting waives any required notice unless the director at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 11. Quorum and Voting. A quorum of the Board of Directors consists of a majority of the directors in office immediately before a meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board unless the vote of a greater number of directors is required by law or by these Bylaws. The Board shall act by consensus whenever possible.

Section 12. Action Without Meeting. The Board of Directors may take action without a meeting if the action is taken by all of the directors; provided that any such action shall be evidenced by one or more written consents signed by each director before or after such action, describing the action taken, and included in the minutes or filed with the corporate records. Any such action by written consent is effective when the last director signs the consent, unless the consent specifies a different effective date, and such written consent has the effect of a meeting vote and may be described as such in any document.

Section 13. No Compensation of Directors. Directors shall not receive any salary or compensation for their services as directors.

#### **Article IV – Committees**

Section 1. Committees of the Board. The Board of Directors may create and appoint directors to one or more committees of the Board. Each Board committee shall have two or more directors, who shall serve at the pleasure of the Board. The creation of a Board committee and appointment of directors to it shall be approved by a majority of all the directors in office when the action is taken. The provisions of these Bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board, also apply to committees of the Board. To the extent specified by the Board a committee of the Board may exercise the Board's authority, except that a committee of the Board shall not: (a) authorize distributions; (b) recommend or approve dissolution, merger or the sale, pledge, or transfer of all or substantially all of the corporation's assets; (c) elect, appoint or remove directors, or fill vacancies on the Board or on any committee of the Board; or (d) adopt, amend, or repeal the Articles of Incorporation or Bylaws of the corporation.

Section 2. Non-Board Committees. The Board of Directors or, with prior authorization by the Board, the President may create non-Board committees. Purposes for which a non-Board committee may be created shall include advising the Board, fund raising, or organizing and conducting events and activities to further the mission and goals of BIG. The President shall appoint and may remove the chairperson of each non-Board committee. The President or, with prior authorization by the President, the committee chairperson may appoint and remove members of a non-Board committee. Any member in good standing of BIG shall be eligible to serve on a non-Board committee.

#### **Article V – Officers; Agents and Employees**

Section 1. Officers. BIG shall have four principal officers: a President, a Vice President, a Secretary, and a Treasurer. The Board may create such other officer positions as it deems appropriate. A person must be a director to be eligible to serve as a principal officer. One person may hold more than one office except the offices of President and Vice President, or President and Secretary, and no person may act in more than one capacity where action of two or more officers is required.

Section 2. Appointment and Terms of Officers. The Board of Directors, at its annual meeting, shall appoint the principal officers of BIG for a term of one year, provided that each such officer shall continue in office until a successor is appointed, or until such officer's death, resignation or removal. The Board may appoint other officers at such times and for such terms as the Board deems appropriate. The Board of Directors may appoint a successor to fill the un-expired term of any officer. Officers may be re-appointed to any number of consecutive terms.

Section 3. Resignation and Removal of Officers. An officer may resign at any time by communicating such resignation to the corporation. A resignation is effective when it is communicated unless it specifies in writing a later effective date. If a resignation is made effective at a later date and the Board accepts the future effective date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date. The Board may remove any officer at any time with or without cause.

Section 4. Authority and Duties of Officers. The authority and duties of the officers shall be as follows:

(a) President. The President, when present, shall preside at all meetings of the Board of Directors. The President shall provide general supervision over the affairs of BIG, and shall keep the Board of Directors informed about the activities of BIG. The President shall have power to sign and execute in the name of BIG all contracts authorized by the Board. The President shall have such other authority and perform such other duties as the Board of Directors may prescribe.

(b) Vice President. The Vice President shall act in the place and stead of the President in the event of the absence, inability or refusal to act of the President, and shall exercise and discharge such other duties as the Board may prescribe.

(c) Secretary. The Secretary shall record votes and keep minutes of all meetings and proceedings of the Board of Directors, cause notice of meetings of the Board to be sent to all directors when notice is required, and perform such other duties as the Board of Directors may prescribe.

(d) Treasurer. The Treasurer shall have custody of all funds of BIG, shall keep or cause to be kept complete and accurate accounts of receipts and disbursements, and shall deposit or cause to be deposited all moneys of BIG in the name and to the credit of the corporation in a depository designated by the Board of Directors. The Treasurer shall at any reasonable time exhibit the books and accounts to any director of BIG, and perform such other duties as the Board may prescribe.

(e) Other Officers. Any other officers that the Board of Directors determines to appoint shall have such authority and duties as the Board may prescribe.

Section 5. Agents and Employees. The Board of Directors may from time to time appoint such agents or employees as the Board deems necessary. Each agent or employee shall serve at the pleasure of the Board and shall have such authority and perform such duties as the Board may prescribe.

Section 6. Compensation. The officers of BIG shall receive no salary or compensation for their services as officers. An agent or employee of BIG may receive a salary or other compensation for services as authorized by the Board of Directors.

## **Article VI – Principal Office; Financial Matters and Corporate Records**

Section 1. Principal Office. The principal office of BIG shall be in the location specified in the Articles of Incorporation or in such other place in Guilford County that the Board of Directors may designate. If the location of the principal office is changed the corporation shall file a statement of change with the North Carolina Secretary of State.

Section 2. Bank Accounts and Investments. The Board of Directors shall designate one or more depositories for the funds of BIG. The Board of Directors shall determine who is authorized in to sign checks or other orders or obligations for payment on behalf of BIG. The funds of BIG may be retained in whole or in part in cash or be invested in such manner as the Board of Directors deems appropriate.

Section 3. Payments and Distributions. Subject to the prohibitions set forth in Article I of these Bylaws, BIG may pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes, mission and goals of the corporation. The Board of Directors shall adopt guidelines for expenditures, and distributions to other organizations shall require approval by the Board.

Section 4. Fiscal Year. The fiscal year of BIG shall be the calendar year.

Section 5. Annual Budget. The Board of Directors shall adopt an annual budget for BIG, and the Board may make adjustments to the budget during the year.

Section 6. Financial Reports. Not later than ninety (90) days after the end of each fiscal year the Treasurer, or other person as designated by the Board of Directors, shall present a report showing in appropriate detail: (a) assets and liabilities of BIG as of the end of such fiscal year; (b) principal changes in assets and liabilities during such year; (c) revenues and receipts, both general and restricted to particular purposes, for such year; and (d) expenditures and distributions, for both general and restricted purposes, during such year. This report shall be filed with the corporate records. The Board may determine to engage a certified public accountant to prepare a compilation, review or audit of the financial statements of the corporation.

Section 7. Tax Returns. BIG shall file any tax returns required by law.

Section 8. Corporate Records. BIG shall keep as permanent records minutes of all meetings of the Board of Directors, a record of all actions taken by the directors without a meeting, a record of all actions taken by committees of the Board on behalf of the corporation, and minutes of all meetings of members. BIG shall maintain appropriate accounting records as required by these Bylaws. BIG shall maintain a record of its members. BIG shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. BIG shall keep a copy of the following records at its principal office and such records shall be made reasonably available for inspection by any member in good standing of the corporation: (a) the Articles of Incorporation and all amendments thereto; (b) these Bylaws and all amendments hereto; (c) minutes of meetings and a record of actions without meeting of the Board of Directors; (d) minutes of all membership meetings; (e) all written communications to members generally within the past three years; (f) financial statements and tax returns for the past three years; and (g) a list of the names and business or home addresses of its current directors and officers.

#### **Article VII – Indemnification**

BIG shall indemnify any director or officer who is wholly successful, on the merits or otherwise, in the defense of any proceedings to which such director or officer was a party because he or she is or was a director of the corporation, against reasonable expenses actually incurred by the director or officer in connection with the proceeding. To the extent allowed by law, the corporation may indemnify or advance expenses to a director, officer, agent or employee made a party to a proceeding because such individual is or was a director, officer, agent or employee of the corporation, upon authorization of such indemnification and/or advance of expenses by the Board of Directors.

#### **Article VIII – Amendments**

The Board of Directors may adopt one or more amendments to these Bylaws. The directors shall be given at least five (5) days written notice of any meeting at which an amendment is to be voted upon. The notice shall state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Bylaws and contain or be accompanied by a copy or summary of the proposed amendment or state the general nature of the amendment. Any amendment must be approved by a majority of the directors in office at the time the amendment is adopted.