

REVISED BYLAWS of SONOMA COUNTY BICYCLE COALITION
Approved by vote of the Membership
at the
January 24, 2014 Annual Membership Meeting

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BYLAWS SONOMA COUNTY BICYCLE COALITION

ARTICLE I - PRINCIPAL OFFICE

The principal office of this corporation shall be located in the County of Sonoma, California.

ARTICLE II - MEMBERSHIP

Section 1. Classification of Members.

This corporation shall have one class of members with voting rights as specified in these Bylaws. The qualifications or eligibility requirements for membership and the rights and obligations of members shall be as provided in these Bylaws or under applicable law.

Section 2. Qualifications for Membership.

Membership in this corporation shall be open to any person or organization that supports the Sonoma County Bicycle Coalition ("the Coalition").

Section 3. Membership Dues.

Each member must pay to this corporation, within the time and on the conditions set by the Board, dues in amounts to be fixed from time to time by the Board. At least one discounted rate shall be established to accommodate people of limited income. Non payment of dues shall result in loss of membership in this corporation.

Section 4. Assessments.

There shall be no additional assessments placed on members of the corporation.

Section 5. Good Standing.

Those members who have paid the required dues, and who are not suspended, shall be members in good standing of this corporation.

Section 6. Membership Roster.

This corporation shall keep a membership roster containing the name of each member and the last mailing and email address provided to this corporation by the member for purposes of notice. The roster shall indicate the term of the membership with expiration date noted.

Section 7. No Liability for Members.

No member of this corporation shall be personally liable for the debts, liabilities, or obligations of this corporation.

Section 8. Transferability of Memberships.

Membership in this corporation and rights associated with membership may be transferred or assigned by providing proper notice to the Executive Director or his or her designee; any transfer or assignment shall not extend the term of any membership or otherwise affect its expiration. Any transfer of membership shall be free, without charge to the assuming member.

Section 9. Designated Representatives.

Any members of this corporation that are organizations shall exercise all the rights and obligations of membership in this corporation, including the right to vote, through a single designated representative. An organizational member may change its designated representative at any time.

Section 10. Termination of Membership.

Membership in this corporation shall continue until terminated as provided in this Section, or until the member dies, dissolves as an organization, or resigns in writing,. No such resignation shall relieve the resigning member of any accrued but unpaid obligations of such member to this corporation.

A. Basis for Termination. Membership in the corporation shall terminate upon the occurrence of any of the following events or conditions:

- i. **Voluntary Termination.** Members may end their membership in this corporation at any time. Requests to terminate membership must be in writing and may request a refund of any dues already paid. The Executive Director shall decide if a refund is warranted, and any refund shall be prorated to return only the unaccrued balance remaining for the period of the dues payment.
- ii. **Nonpayment of Dues.** Non-payment of dues shall terminate membership

in the corporation.

- iii. Interests of Corporation. On a good faith finding by the Board of Directors, made in accordance with this Section, that continued participation by the member in this corporation as a member is not in the best interests of this corporation and the advancement of the corporation's purposes.

B. Termination Procedures. In the case of proposed termination of a membership under subsection A. iii above, the following procedures shall apply:

- i. Notice. This corporation shall send a written notice to the member, setting forth the proposal for termination, the reasons for it, the date on which the proposed termination shall become effective, and the date, time, and place (if any) of the hearing described in the next subsection. Such notice shall be sent at least fifteen days before the proposed date of termination, and at least ten days before the date set for the hearing, by first-class or registered mail, to the last address provided by the member to the corporation for purposes of notice.
- ii. Hearing. The member shall be given an opportunity to be heard, either orally or in writing, not less than five days before the effective date of the proposed termination, by the Board or the person or committee authorized by the Board to decide whether the proposed termination will take place. If the member does not appear and has not notified the Secretary of any adequate reason, or chooses not to appear at the hearing, the termination shall be effective automatically on the proposed date of termination.
- iii. Determination. Following the hearing date, the Board (or the person or committee authorized by the Board to decide whether the proposed termination will take place) shall decide whether or not the member should in fact be terminated, suspended, or sanctioned in some other way. That decision shall be final, and the member shall be promptly notified of it. If a member is terminated hereunder, all membership rights of such member in the corporation shall cease on the effective date of the termination stated in the notice given pursuant to subsection B. i above.
- iv. Refund. The Board may determine whether any person whose membership has been terminated or suspended shall receive a refund of any dues already paid. Any refund shall be prorated to return only the

unaccrued balance remaining for the period of the dues payment.

ARTICLE III - MEMBERSHIP RIGHTS

Section 1. Voting Rights.

Subject to these Bylaws and this corporation's other policies and procedures, members of this corporation shall have the right to vote, as set forth in these Bylaws, on:

- a) the election of Directors;
- b) the removal of Directors pursuant to Section 5222 of the California Nonprofit Public Benefit Corporation Law;
- c) any amendment to these Bylaws that materially and adversely affects member voting rights, and all amendments to the Articles of Incorporation of this corporation, except for amendments permitted to be adopted by the Board of Directors alone under Section 5812(b) of the California Nonprofit Public Benefit Corporation Law;
- d) the disposition of all or substantially all of the assets of this corporation;
- e) any merger of this corporation;
- f) any dissolution of this corporation; and
- g) any other matters that may properly be presented to members for a vote, pursuant to this corporation's Articles, Bylaws, action of the Board of Directors, or membership referendum as provided in Article IV, Section 3 below, or by operation of law.

Section 2. Inspection Rights.

A. Articles and Bylaws. This corporation shall keep at its principal office in California current copies of the Articles of Incorporation and Bylaws of this corporation, which shall be open to inspection by members during normal business hours of the corporation office.

B. Accounting Records; Minutes. On written request, any member (in person or through an agent or attorney) may inspect and copy the accounting books and records of this corporation and the minutes of the proceedings of the members, the Board, or any Board Committee, at during normal business hours of the corporation office and for a purpose reasonably related to the member's interests as a member.

C. Membership Records. The right of members to have access to the membership records of this corporation shall be governed by Sections 6330

through 6332 of the California Nonprofit Public Benefit Corporation Law.

Section 3. Other Rights.

In addition to the rights described in these Bylaws, members of this corporation shall have any other rights afforded voting members under the California Nonprofit Public Benefit Corporation Law.

ARTICLE IV - MEMBER MEETINGS AND VOTING

Section 1. Member Voting.

Each member in good standing shall have one vote on each matter on which the members are entitled to vote. Member voting in this corporation shall ordinarily be conducted electronically via email or online web voting (referred to herein as 'electronic ballot'). Member voting may also be conducted by written ballot.

Section 2. Annual Member Meetings.

A meeting of the membership will be held at least once a year at a date, place, and time determined by the Board of Directors, for the purpose of transacting such business as may come before the meeting.

Section 3. Special Meetings and Referenda.

A. Who May Call. Special meetings of the members or referendum elections by mailed or electronic ballot may be called (i) by the Board of Directors, or (ii) on the written request of five percent of the members submitted to the President, Vice President, or the Secretary, of the Board of Directors. Member count is based on total number of members at the time the request is submitted.

B. Procedures for Calling Special Meetings and Referenda Requested by Members. If a special meeting is called by members, the requesting members shall deliver a written notice specifying the general nature of the business proposed to be transacted personally or by registered mail to the President, Vice President, or the Secretary, of the Board of Directors. The requested meeting or referendum will be held not less than thirty-five, nor more than ninety, days following the receipt of the request. If appropriate notice of such a meeting is not given within twenty days after delivery of the request, the requesting members may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time of any meeting of

members called by the Board of Directors.

Section 4. Record Dates.

For any notice, vote (at a meeting or by written ballot), or exercise of rights, the Board of Directors may, in advance, by resolution, fix a record date, and only members of record on the date so fixed shall be entitled to notice, vote, or exercise rights, as the case may be. For this purpose, a person holding a membership as of the close of business on the record date shall be deemed a member of record.

A. Voting by Written or Electronic Ballot. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to vote by written or electronic ballot shall be the day on which the first written ballot is mailed, emailed, or solicited. If the Board, by resolution, fixes a record date for voting, the record date shall be not more than sixty days before the day on which the first written ballot is mailed or solicited.

B. Notice of Meetings. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to receive notice of any members' meeting, shall be the business day preceding the date on which notice for that meeting is given. If the Board, by resolution, fixes a record date for notice, the record date shall be not less than ten, nor more than ninety, days before the date of the meeting.

C. Voting at Meetings. In the event that a decision is to be voted on at a meeting rather than by written or electronic ballot, unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to vote at any members' meeting, shall be the day of that meeting. If the Board, by resolution, fixes a record date for voting, the record date shall be not more than sixty days before the date of the meeting.

D. Other Lawful Action. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to exercise any rights in respect to any other lawful action, shall be the date on which the Board adopts the resolution relating thereto or the sixtieth day before the date of such other action, whichever is later. If the Board, by resolution, fixes a record date for determining entitlements, the record date shall be not more than sixty days before the date of such other action.

Section 5. Time and Manner of Notice of Meetings.

Notice shall be given to each member who, as of the record date for notice of the meeting, would be entitled to vote at such meeting. The notice shall be delivered to the most recent mailing or email address provided by the member to this corporation not less than ten before the date of such meeting.

Section 6. Contents of Notice.

The notice shall state the place, date and time of the meeting and the general nature of the business to be transacted, including those matters which the Board, as of the date of the notice, intends to present for action by the members.

Section 7. Notice of Certain Actions Required.

Unless the vote of the membership shall be unanimous, any of the following votes shall be valid only if the general nature of the action approved was stated in the notice of the meeting at which the vote occurred: (a) to remove a Director without cause, (b) to fill a vacancy on the Board, (c) to amend this corporation's Articles of Incorporation, or (d) to voluntarily dissolve this corporation.

Section 8. Member Quorum.

Five percent of the memberships then in effect shall constitute a quorum. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of enough members to leave less than a quorum, so long as any action taken thereafter is approved by at least a majority of the required quorum.

Section 9. Act of the Members.

Unless otherwise specified in these Bylaws, every decision or act made or done by a majority of a quorum of voting members voting by ballot in accordance with this Article, or by a majority of voting members present and voting at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this corporation, or these Bylaws require a greater number.

Section 10. Manner of Voting.

A. Action by Ballot

- i. Generally. Any action required or permitted to be taken by members at

- a meeting in these Bylaws may be submitted for a vote by written or electronic ballot pursuant to this Section without a meeting.
- ii. Content of Ballots. Any written or electronic ballot distributed to the members to vote on a matter shall set forth the proposed action and provide an opportunity to specify approval or disapproval of the proposal.
 - iii. Time for Return of Ballots. All ballots shall provide a reasonable time within which to return them to this corporation and each ballot shall state on its face or in an accompanying notice the date by which it must be returned in order to be counted.
 - iv. Requirements for Valid Action. Generally, approval by ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the required quorum set forth in these Bylaws, and the number of approvals equals or exceeds the number of votes that would be required to approve the action if the vote were taken at a meeting of the members.
 - v. Requirements for Valid Action for Board of Director elections. For purposes of the annual election of Directors conducted by electronic ballot, approval by ballot shall be valid if a majority of the returned ballots indicate approval of a nominated Director. There shall be no required minimum number of returned ballots, and the quorum requirement of Section 9 shall not apply.
 - vi. Solicitation Rules. Ballots shall be solicited in a manner consistent with the requirements for notice of members' meetings.
 - vii. Revocation of Ballots. If a member who has cast a ballot desires to change his or her vote, the member may do so provided he or she so notifies the Coalition in writing or by email prior to close of the balloting period and casts a new ballot within the balloting period.

B. Election Ballots. Any ballot used in the election of Directors shall set forth the names of the candidates who have been properly nominated at the time the ballot is issued. The ballot shall also provide a space for members to designate a vote for a candidate not on the ballot.

C. Voting at Meetings. Voting at meetings may be by voice or by secret ballot, provided that any election of Directors and any other vote designated by the chairman of the meeting, in his or her discretion, or requested by ten percent of the voting power present at the meeting, shall be conducted by secret ballot.

D. Cumulative Voting. Cumulative voting may be permitted in any specific election as determined by the Board. Any such election shall be conducted in accordance with Section 5616 of the California Corporations Code or any similar future California law.

Section 11. Waiver of Notice or Consent by Members.

A. Generally. Any action of the members taken at a meeting where a quorum is present but for which proper notice was not given, will be valid if, either before or after the meeting, each member entitled to vote who was not present at the meeting signs (i) a written waiver of notice, (ii) a consent to holding the meeting, or (iii) an approval of the minutes. The waiver of notice need not specify the purpose or general nature of business to be transacted at such meeting unless action is taken or proposed to be taken on matters specified in Section 7 of this Article, in which case the waiver of notice must state the general nature of the matter. All such waivers, consents or approvals shall be filed with the minutes of the meeting.

B. Effect of Attendance at Meeting. Attendance by a member at a meeting shall also constitute a waiver of notice of that meeting, unless the member attends for the sole purpose of objecting at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting which are required to be described therein pursuant to Section 7 of this Article, if that objection is expressly made at the meeting.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Corporate Powers; Exercise by Board.

This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board of Directors of this corporation directly or, if delegated, under the ultimate direction of the Board. In addition, Board members shall have the following responsibilities:

- a) Attend Board meetings, participate in discussions and serve on committees.
- b) Actively engage in membership recruitment and retention. This includes personal contact with prospective and lapsed members.

- c) Represent this corporation at events and meetings as requested by the Executive Director and/or the Board President.
- d) Actively engage in fundraising efforts, including, but not limited to, contacting prospective donors and assisting with fundraising event production.
- e) Participate in a reasonable number of events designed to further the efforts of this corporation (i.e. community rides, bike rodeos, corporation events, bike valet parking, and tabling at non-corporation events). There will be several events each year of sufficient importance to be considered mandatory for all Board members.
- f) Board members who have not taken the Street Skills class must attend a Street Skills class presented by a League of American Bicyclists Certified Instructor within the first year of their term on the Board.
- g) Based on personal finances, make a significant yearly donation to this corporation while on the Board.
- h) Maintain a membership level in this corporation consistent with personal finances while on the Board.

Section 2. Number and Qualification of Directors.

The number of Directors shall not be less than seven nor more than eleven, with the number to be fixed as necessary by resolution of the Board of Directors. Directors must be members of this corporation in good standing for at least one year prior to their election to the Board. The prior membership requirement may be reduced on an individual basis to a period of not less than two months by a two-thirds majority of the full Board voting in support of the reduction at a meeting open all members of the corporation.

Section 3. Limitations on Interested Persons.

At all times, not more than forty-nine percent of the Directors of this corporation may be interested persons. An interested person means either:

- a) Any person currently being compensated by this corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor; or
- b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 4. Nomination of Candidates.

A. Nominations by Members. Any member may nominate himself or herself or any other member as a candidate for election to the Board of Directors of this corporation by providing notice to the President or Secretary of the Board, or Executive Director of this corporation.

B. Deadline for Appearing on the Ballot. The Board of Directors may determine a deadline, reasonably in advance of an election, for nominations in order for a nominee's name to appear on the ballot. Absent any such determination by the Board, the deadline shall be two weeks prior to the date of initial distribution of ballots to the members.

C. Presentation of Nominees. Nominees shall have the opportunity to publish a short statement available in conjunction with the ballot.

Section 5. Election and Term of Office of Directors.

An annual election of Directors shall be held as provided in Article IV of these Bylaws. All ballots shall include a space for voting members to "write in" the name of a candidate for the Board. Directors shall be elected to terms of two years, and approximately one half of the Directors shall be elected in each year. Each Director shall hold office until expiration of the term and until a successor has been elected.

Section 6. Vacancies.

A vacancy shall be deemed to exist on the Board in the event that the actual number of Directors is less than the authorized number for any reason. Vacancies may be filled by the remaining Directors for the unexpired portion of the term, unless the vacancy was created by removal of a Director by the members. The Board may not fill more than three vacancies in any calendar year. In the event that there shall be more than three vacancies created during a year, the remaining Directors shall decide whether to leave the positions vacant until the next annual election, or whether to call a special election to fill the vacancies.

Section 7. Resignation and Removal of Directors.

Resignations shall be effective upon receipt in writing or email by the President or the Secretary of this corporation, unless a later effective date is specified in the resignation. The members may remove any Director, with or without cause, by calling a special meeting in accordance with Article IV.

Notwithstanding other provisions of these Bylaws, a Director who is absent from three or more Board meetings in a calendar year may be removed when two-thirds of the Directors vote in favor of removal at a noticed meeting open to members.

Section 8. Board Meetings.

The Board of Directors shall meet monthly to conduct the business of the corporation unless there are no issues requiring Board approval or action, but shall not meet less often than once per calendar quarter regardless of pending business.

Meetings shall be called by the President or any two Directors, and noticed in accordance with Section 10 of this Article. The President shall chair all meetings of the Board. In absence of the President, the Vice President shall chair the meeting. In the absence of these persons, the majority of the voting members present in person shall select the meeting chair. The Secretary shall act as Secretary of all meetings. In his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Robert's Rules of Order; as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with any provision of law.

ARTICLE VI - COMMITTEES

Section 1. Board Committees.

At the first meeting after Board elections, and more frequently as needed, the Board of Directors shall, by resolution adopted by a majority of the Directors then in office, create any number of Board Committees, each consisting of two or more Directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority vote of the Directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:

- a) set the number of Directors within a range specified in these Bylaws;
- b) fill vacancies on the Board of Directors or on any Board Committee;
- c) fix compensation of Directors for serving on the Board or any Board Committee;
- d) amend or repeal these Bylaws or adopt new Bylaws;

- e) approve amendments to the Articles of Incorporation of this corporation;
- f) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- g) create any other Board Committees or appoint the members of any Board Committees;
- h) spend corporate funds to support a nominee for Director after there are more nominees than can be elected; or
- i) Approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

Where it is not reasonably practicable to obtain approval of the Board before entering into a self-dealing transaction, a Board Committee may approve such transaction in a manner consistent with the requirements of Section 3 of Article VIII of these Bylaws, provided that, at its next meeting, the full Board determines in good faith that the Board Committee's approval of the transaction was consistent with the requirements in Section 3 of Article VIII and that it was not reasonably practical to obtain advance approval by the full Board, and ratifies the transaction by a majority of the Directors then in office without the vote of any interested Director.

Section 2. Advisory Committees.

The Board of Directors or Executive Director may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of Directors or non-Directors and may be constituted as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board, Board Committee, or Executive Director.

Section 3. Meetings.

A. Of Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article V of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its members.

B. Of Advisory Committees. Advisory Committees may determine their own meeting rules and whether minutes shall be kept.

ARTICLE VII - OFFICERS

Section 1. Officers.

The officers of this corporation shall be a President, a Vice President, an Executive Director, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the Directors, such other officers as may be appointed by the Board of Directors. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President or Executive Director. The President and Vice President shall be elected from among the Directors of the corporation.

Section 2. Election.

Except for the Executive Director, the officers of this corporation shall be elected annually by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

Section 3. Removal.

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors or by an officer on whom such power of removal may be conferred by the Board of Directors. Removal of the Executive Director, however, may only be accomplished by terminating his or her employment as chief executive of this corporation.

Section 4. Resignation.

Any officer may resign at any time by giving written or emailed notice to this corporation. Any resignation shall take effect on receipt of that notice by such officer or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 5. Vacancies.

A vacancy in any office for any reason shall be filled in the same manner as

these Bylaws provide for election to that office.

Section 6. President.

The President shall preside at all meetings of the members and the Board of Directors, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws. The President is responsible for setting the agenda of all Board meetings.

Section 7. Vice President.

In the absence or disability of the President, the Vice President performs all of the duties of the President and, when so acting, has all of the powers of, and is subject to all restriction upon, the President. The Vice President may perform such other duties from time to time as the Board or the bylaws may prescribe.

Section 8. Executive Director.

The Executive Director shall be selected and hired by the Board of Directors for the sole purpose of serving as the general manager and chief executive officer of this corporation. The Executive Director shall supervise, direct and control the business of this corporation consistent with the corporation's current strategic plan. The Executive Director shall serve at the will and pleasure of the Board of Directors.

Section 8. Secretary.

The Secretary must attend to the following:

- a) Book of minutes. The Secretary must keep a book of minutes of all meetings and official actions of Directors and members, with the time and place of holding and the proceedings of such meetings
- b) Membership Records. The Secretary must keep, or cause to be kept, a record of the corporation's members, showing the names of all members, their addresses, the date of their original membership, and any renewal, and any other relevant information.
- c) Notices. The Secretary must give, or cause to be given notice of all meetings of the members and of the Board as required by the bylaws.

Section 9. Treasurer.

The Treasurer must attend to the following:

- d) Books of Account. The Treasurer must keep and maintain, or cause to be

kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account must be open to inspection by any Director at all reasonable times.

- a) Deposit and Disbursement of Money and Valuables. The Treasurer must deposit, or direct the deposit of, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate; must disburse, or cause to be disbursed, the funds of the corporation as the Board orders; and must provide to the President and Directors, whenever they request it, an account of all of the Treasurer's transactions and of the financial condition of the corporation.

ARTICLE VIII - CERTAIN TRANSACTIONS

Section 1. Loans.

Except as permitted by Section 5236 of the California Nonprofit Public Benefit Corporation Law, this corporation shall not make any loan of money or property to, or guarantee the obligation of, any Director or officer; provided, however, that this corporation may advance money to a Director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such Director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 2. Self-Dealing Transactions.

Except as provided in Section 3 of this Article, the Board of Directors shall not approve, or permit the corporation to engage in, any self-dealing transaction. A self-dealing transaction is a transaction to which this corporation is a party and in which one or more of its Directors has a material financial interest, unless the transaction comes within Section 5233(b) of the California Nonprofit Public Benefit Corporation Law.

Section 3. Approval.

This corporation may engage in a self-dealing transaction if the transaction is

approved by a court or by the Attorney General. This corporation may also engage in a self-dealing transaction if the Board determines, before the transaction, that (a) this corporation is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to this corporation at the time; and (c) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the Director's interest in the transaction, and by a vote of a majority of the Directors then in office, without counting the vote of the interested Director or Directors.

ARTICLE IX - INDEMNIFICATION AND INSURANCE

Section 1. Right of Indemnity.

To the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, this corporation shall indemnify and advance expenses to its agents, in connection with any proceeding, and in accordance with Section 5238. For purposes of this Article, "agent" shall have the same meaning as in Section 5238(a), including Directors, officers, employees, other agents, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and "expenses" shall have the same meaning as in Section 5238(a), including reasonable attorneys' fees.

Section 2. Approval of Indemnity.

On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of Directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, may authorize indemnification to the extent permitted thereby. If the Board cannot do so because there is no quorum of Directors who are not party to the proceeding for which indemnification is sought, the Board shall promptly call a meeting of the members. At that meeting, the members shall determine

whether, in the specific case, the applicable standard of conduct stated in such Section has been met, and, if so, the members may authorize indemnification to the extent permitted thereby.

Section 3. Advancing Expenses.

The Board of Directors may authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the Board finds that:

- (a) The requested advances are reasonable in amount under the circumstances; and
- (b) Before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

The Board shall determine whether undertaking must be secured, and whether interest shall accrue on the obligation created thereby.

Section 4. Insurance.

The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this corporation's power to indemnify the agent under law.

ARTICLE X - MISCELLANEOUS

Section 1. Fiscal Year.

The fiscal year of this corporation shall end each year on June 30.

Section 2. Strategic Plan.

The Board of Directors shall maintain a strategic plan that establishes the vision and mission statements of the corporation. The strategic plan shall identify strategies and actions necessary to implement the vision and carry out the mission of the corporation. The Board of Directors shall review and update the strategic plan at least once per calendar year or more frequently if necessary.

Section 3. Annual Reports to Members and Directors.

A. Financial Report. Unless this corporation receives less than \$25,000 in gross revenues or receipts during the fiscal year, within 120 days after the annual filing of financial information to the IRS the Board shall make available a report to all of the Directors and members of this corporation containing the following information:

- i. the assets and liabilities, including the trust funds of this corporation, as of the end of the fiscal year;
- ii. the principal changes in assets and liabilities, including trust funds, during the fiscal year;
- iii. the revenue or receipts of this corporation, both unrestricted and restricted for particular purposes, for the fiscal year;
- iv. the expenses or disbursements of this corporation, for both general and restricted purposes, for the fiscal year; and
- v. Any information required by subsection B below.

The foregoing report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of this corporation that such statements were prepared without an audit from the books and records of this corporation.

If this corporation receives less than \$25,000 in gross revenues or receipts during the fiscal year, the report described above must be furnished only to the Directors and any member who requests it in writing.

B. Report of Certain Transactions. Unless this corporation furnishes the report required by subsection A above, the Board shall make available a written report to all of the members and Directors of this corporation containing the following:

- i. a description of any transaction during the previous fiscal year involving \$50,000.00 or more between this corporation (or its parent or subsidiary, if any) and any of its Directors or officers (or those of its parent or subsidiary, if any) or any holder of more than ten percent of the voting power of this corporation (or its parent or subsidiary, if any), including the names of the interested persons, their relationship to this corporation, the nature of their interest in the transaction and, where practicable, the value of such interest; and

- ii. The amount and circumstances of any indemnifications or advances aggregating more than \$10,000.00 that were paid during the fiscal year to any Director or officer of this corporation, and that were not approved by the members of this corporation.

If no transaction required to be reported has occurred during the fiscal year, no report is required for that fiscal year.

Section 4. Governing Law.

In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Public Benefit Corporation Law as then in effect shall apply.

Article XI. Amendments to the Bylaws.

Section 1. Amendment by Members.

New bylaws may be adopted or these bylaws may be amended or repealed vote of members consistent with the provisions of Article IV. An amendment may not extend the term of a Director beyond that for which such Director was elected.

Section 2. Amendment by Directors.

The Board may adopt, amend or repeal bylaws. Such power is subject to the following limitations:

- a) An amendment by the Board may not extend the term of a Director beyond that for which such Director was elected.
- b) The Board may not amend a bylaw provision fixing the authorized number of Directors or the minimum and maximum number of Directors.
- c) The Board may not delete, replace or amend Article V.

CERTIFICATE OF SECRETARY

I, Vicki Duggan, certify that I am presently the duly elected and acting Secretary of Sonoma County Bicycle Coalition, a California nonprofit public benefit corporation, and that the above Bylaws, consisting of twenty pages, are the Bylaws of this corporation as adopted by a vote of the members of this corporation, on January 24, 2014.

DATED: January 24, 2014

Vicki Duggan, Secretary