

By-laws of the Los Angeles County Bicycle Coalition.

(Approved unanimously by the Interim Board of the Los Angeles County Bicycle Coalition December 16 1998.)

Article 1: Name

The name of this organization is the Los Angeles County Bicycle Coalition (hereafter LACBC).

Article 2: Mission

This mission of the LACBC is to improve the bicycling environment and thereby the quality of life in and around Los Angeles County.

Article 3: Publications

To further the mission of the LACBC, it shall produce, issue, and distribute a publication at least four times per year. This Publication shall consist of, but not be limited to, news, information, announcements, arts, culture, and notices pertaining to bicyclists and alternative transportation in general and to LACBC members in particular.

Article 4: Membership

4.1 Qualifications. Any person may be a member of the LACBC who has provided her or his name and contact information and has paid dues to the LACBC at a rate and in a manner to be determined by the board.

4.2 Rights. All members have the right to vote, as set forth in these bylaws, on the disposition of all or substantially all of the corporation's assets, on any merger and its terms, and on any election to dissolve the LACBC. All rights, powers, and responsibilities not specifically delegated to the Board, Publications, officers and staff of the LACBC, and consistent with the mission of the LACBC, reside with the members.

4.3 Referendum Petition Rights. The Members may, by submitting a petition bearing signatures of at least ten percent of current membership, direct the Board of Directors to conduct a referendum of the members on any relevant matter, including the removal of a member or members of the Board of Directors. Upon notifying the Secretary in writing of the intent to petition for a referendum, petitioners shall have 75 days to submit the required number of signatures to the Secretary. Within 60 days upon receipt of the required number of signatures, the Secretary shall conduct a mail vote of the entire membership.

4.4 Membership List. A membership list, updated at least annually, will be available to any member at cost on the condition that it not be used for commercial purposes. The list will contain all members, except the names of those members who have filed a written request not to be so listed. Every membership application must provide a check-off box for members to indicate their wish to be excluded from said list.

4.5 Committees. Members may initiate the formation of committees in order to organize on behalf of projects and goals related to the mission of the LACBC. Each committee may organize itself in accordance to the committee's needs, including the formation of subcommittees. Reports from membership committees must be made upon request at any general membership meeting. Final authority to portray any conclusion or product of such committee as an official conclusion or product of the LACBC rests with the Board of Directors.

4.6 Regular Membership Meetings. Regular General Membership meetings shall be held at pre-announced locations in varying parts of Los Angeles County. The LACBC will attempt to chose locations that are easily accessible by bicycle, public transportation and wheelchair. At every meeting, attendees must have the opportunity to learn about the operation of the LACBC, including, but not limited

to the following particulars: current active committees of the Membership and of the Board including meeting dates, times, locations and contact information if available; minutes from the previous Board meetings; date, time, and location of the next board meeting; and these by-laws.

4.7 Special Membership Meetings. Those present at membership meetings, and those represented by written proxy, shall have the power to fill vacancies on the board of directors, or to conduct other business with the authority of the LACBC if the election or specific business is noticed at least 30, but not more than 90 days in advance through written or electronic mail. Only those items properly noticed as required may be acted upon by the membership and considered an act of the LACBC.

4.8 Annual Membership Meeting for commencing Board Elections. An annual meeting, properly noticed as above, must be held each March. All candidates for the Board of Directors must announce their candidacy at or before the annual meeting. Candidates may campaign at the annual meeting. Voting for the board is exclusively by written ballot and commences at the end of the annual meeting.

Article 5: Board of Directors

5.1 Purpose. The LACBC shall have a volunteer Board of Directors to conduct the LACBC's business and to promote its mission. The Board's role is to coordinate the various committees of the LACBC, including those initiated by membership.

5.2 Powers. The Board shall have the power to manage the affairs of the LACBC, including, but not limited to:

5.2.1 Appoint and remove, at the pleasure of the board, all the organization's officers, agents and employees; prescribe roles for them; and set their compensation.

5.2.2 Prepare an organizational budget;

5.2.3 Change the location of the principal office or principal business office from one location to another.

5.3 Responsibilities. Directors are required to participate actively in at least one committee of the board. The Board of Directors must establish policies outlining the responsibilities of Directors, which may include expected time and financial contribution minimums. Directors may be removed, by vote of the board as defined in section 5.9, for not fulfilling Director responsibilities.

5.4 Qualifications. Any LACBC member is eligible to become a member of the board.

5.5 Election. Board Directors shall be elected at the annual meeting of the Board of Directors by a vote of a majority of the Board members present, assuming there is a quorum. Members or Board members may submit nominations to the Board Elections Committee at least 30 days prior to the meeting.

5.6 Number and Terms. The authorized number of Directors shall be no less than 9 no more than 17. The board may change the authorized number of Directors, within the range specified in these by-laws, by resolution, provided, however that the change may not take effect any sooner than 30 days nor later than 90 days from the date of the resolution and further provided that the authorized number of vacancies is announced to the membership through the mail.

5.7 Initial Board. The initial Board shall be selected in March 1999. The authorized number of directors in the initial board is 11. The top 11 vote-getters from among eligible candidates shall constitute the initial Board. That elected group will be randomly divided into groups of 6 and 5. The group of 6 shall face re-election after 2 years, the group of 5 shall face re-election after one year.

5.8 Resignation. A Director may resign from the board upon written notice to the President of the Board, such resignation to become effective upon receipt or the notice unless it specifies a later time for the resignation to become effective.

5.9 Removal. A Director will be removed from the Board without further action by the Board or members by being absent from three consecutive meetings of the full Board or upon unanimous vote of the Board (excluding the Director in question) or upon a majority vote of the membership by referendum. The removal becomes effective exactly one hour after the beginning of the third consecutive meeting.

5.10 Vacancy. A vacancy on the Board shall exist on the occurrence of the following:

5.9.1 The death, resignation or removal of any Director,

5.9.2 The increase of the authorized number of Directors,

5.9.3 The failure of the members to elect the required number of Directors.

5.11 Filling Vacancies. A vacancy on the Board of Directors may be filled by majority vote of the remaining Board, or by a sole remaining Director, but the Board may not fill more than 3 vacancies per calendar year, except in the case of a Director removed by missing three consecutive meetings, who may be re-appointed by a majority vote of the remaining Directors, regardless of the number of vacancies filled by the Board in that calendar year. Directors appointed by the Board must face re-election for the remainder of that Director's term in the earliest election subsequent to their appointment.

5.12 Board Meetings. The Board of Directors of the LACBC shall meet periodically. Board meetings must be publicized. Board meetings must be open to the public, and the public must be allowed to address the Board on any issue at any Board meeting.

5.13 Closed Sessions. The Board may hold a closed session for the Board only when considering staff issues to preserve the privacy rights of the staff member(s) in question.

5.14 Emergency Meetings. Any member of the Board may call an emergency session of the Board only to take action on a specific item which cannot wait until the next regularly scheduled Board meeting. Any such member must make a good faith effort to contact each Board Member, and a quorum must be present at an emergency meeting for the Board to take action.

5.15 Executive Committee. The Board shall appoint a 5-person executive committee from among its members for the sole purpose of conducting emergency business when a quorum of the full board cannot be obtained. Three members constitute a quorum for the executive committee. All Executive Committee members present must agree unanimously for action to take place.

5.16 Committees. The Board may establish any committee. Each committee may organize itself in accordance to the committee's needs, including the formation of subcommittees, as long as each committee sends a spokesperson to give a report or provides a written report to each Board meeting. Final authority to portray any conclusion or product of such as committee as an official conclusion or product of the LACBC rests with the Board of Directors.

5.17 Diversity and Representation. The LACBC is committed to diversity of representation on its Board, membership, and staff. The President of the Board must issue a report at least once every two years explaining how the board and membership represent a diversity of perspective and backgrounds, and, if necessary, what steps are being taken to improve diversity. A summary of the report must be published in the LACBC's publication and the report must be made available to members upon request. The Board may establish Board election rules to foster board diversity, such as a provision to set aside a Board seat for each County Supervisor's district.

5.18 Quorum. A quorum of the Board shall be at least the greater of one half of the filled positions on the Board of Directors, or one third of the authorized number of Directors.

Article 6: Board Officers

6.1 Appointed Officers. The Board of Directors shall appoint the following Board officers:

6.1.1 President: The President of the Board shall be the chief executive officer of the LACBC and shall preside at meetings of the Board and members.

6.1.2 Secretary: The Secretary shall keep the written record of the proceedings of Board meetings, distribute them to the board, and make them available to the membership upon request.

6.1.3 Treasurer: The Treasurer shall keep and maintain adequate and correct records of the LACBC's accounts and report in writing to each regular meeting of the Board the balance of, revenues to and expenditures from the accounts. All records of account shall be open to inspection by any member of the Coalition at all reasonable times.

6.2 **Eligibility.** All elected or appointed Directors are eligible to become Board officers.

6.3 **Terms.** Board Officers terms will last one year, unless otherwise specified by the Board. At the conclusion of the Officer's term, the Board may move to re-elect officers for subsequent terms.

Article 7: Staff

The Board shall have the sole authority to hire, fire, and define responsibilities for paid employees of the LACBC.

Article 8: Procedure for amending these bylaws

Subject to any provision of law applicable to the amendment of By-laws of non-profit public benefit corporations, these By-laws, or any of them, may be altered, amended, or repealed and new By-laws adopted by proposal or (1) two-thirds of the Board of Directors, or (2) by members' referendum according to section 4.3 of these By-laws; provided however, that no By-law be altered, amended, or repealed, or new By-laws adopted, absent the approval of two-thirds of the voting members, casting their votes by written ballot in accordance with the rules set forth in section 4.3.