

**New York Bicycling Coalition**  
**By-laws**  
**As adopted by the Board of Directors March 26, 1992**  
**Amendments Proposed February 9, 2003**  
**Adopted by the Board of Directors January 10, 2004**  
**Amended September, 2010**

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**Article I D General**

**Section A Name:** The name of this Corporation shall be the New York Bicycling Coalition, Inc. herein after known as NYBC.

**Section B Purpose:** The purpose of NYBC is to serve the State of New York and its residents by promoting the safe use of the bicycle and walking as modes of transportation, sport, recreation, and health.

**Section C - Mission:** NYBC's mission is to

1. provide a coherent, credible voice for the interests of all on-road or off-road bicyclists in the state including commuters, recreational riders or racing enthusiasts,
2. encourage the use of bicycles for transportation, sport, recreation, and health
3. serve as a focal point for the network of clubs and other bicycle and pedestrian related organizations throughout the state,
4. foster among the general public a favorable opinion of bicycling,
5. assure highway, street, and transit facilities are amenable and safe for bicyclists, pedestrians and other non-motorized users,
6. promote bicycling and pedestrian safety through education of motorists, pedestrians and bicyclists of all ages,
7. monitor government activities affecting bicycling, safety health, transit, tourism and infrastructure programs,
8. inform and education NYBC members and the larger community regarding legislation which seeks to improve cycling and pedestrian conditions across New York State and

9. facilitate the exchange of information on bicycling in general.

**Section D - Core Values:** NYBC members, directors, officers, employees and agents will conduct themselves in a professional manner consistent with the organization's purpose and mission. NYBC's core values are to

1. operate with the highest standards of integrity,
2. include a diversity of cultures,
3. respect the opinions of others,
4. promote social development and
5. minimize impact to the natural environment.

## **Article II D Membership**

**Section A General:** The Corporation is a not for profit Corporation, without capital shares, and no pecuniary benefit shall inure to any member by reason of membership.

**Section B Eligibility:** Membership shall be open to any individual adult, any small group headed by an adult or any large organization represented by an adult that subscribes to the spirit, ideals and principles of the NYBC as established in Article I. Annual membership is subject to acceptance by the Board of Directors and payment of dues. In the event that the Board of Directors denies the applicant membership, the annual payment submitted to NYBC will be refunded within 30 days. Membership shall not be denied on the basis of race, creed, gender, age, national origin, religious preference, or on any basis prohibited by law. The Board may prescribe the amount and manner of imposing and collecting any initiation fees, annual dues or other fees, assessments, fines and penalties, the manner of suspension or termination of members and for reinstatement of members, and except as may hereinafter otherwise be provided, the rights, liabilities and other incidents of membership.

**Section C Classification of Membership:** The Corporation shall have three types or classifications of members defined as follows:

1. Individual Member shall consist of one adult with a single mailing address.
2. Group Membership shall consist of families, small informal clubs, associations, businesses or groups with a single mailing address represented by a single adult.
3. Supporting Organizations shall consist of non-profit clubs, organizations or agencies and businesses for profit with a single mailing address represented by a single adult.

**Section D Dues:** The Board of Directors shall establish the annual dues for the calendar year for each type or class of Membership. In the absence of a resolution to the contrary, the Executive Committee may act on behalf of the Board of Directors in this regard. All paid memberships will commence on the acceptance of payment and expire at the close of the calendar year on December 31.

**Section E Voting Rights:** Members are expected to contribute their energy and ideas to the mission of NYBC by communication to the Board. Members may nominate candidates to the Board. Members will approve the slate of directors for the upcoming year in an annual election.

An Individual member shall have one (1) vote; a Group Membership shall have two (2) votes; a Supporting organization shall have five (5) votes in the election of the Board.

**Section F Transferability:** Membership in the Corporation is not transferable.

**Section G Annual Meeting of the Members:** An Annual Meeting of the Members shall be held at a time and by a means designated by the Board. Such meeting may be conducted by videoconference or other electronic means. At the Annual Member Meeting an opportunity shall be provided for discussion by the Members of the policies and activities of the Corporation.

**Section H Termination of Membership:**

1. Membership may be terminated by written resignation to the Secretary of the Corporation,
2. Membership may be terminated by the Secretary at any time when dues are one month or more in arrears, but shall be automatically terminated when dues are six months in arrears.
3. Any Membership may be terminated by a two-thirds vote of the Board of Directors any time it shall consider it in the best interests of the Corporation.

**Section I Reinstatement of Membership:** A member may be reinstated by approval of the Board of Directors.

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

**Section A General:** The Board of Directors hereinafter called the Board shall be elected by the Members and are responsible for the management and control of the Corporation. Each year, one half of the Director's terms will expire and be subject to membership approval.

**Section B Number of Directors:** The authorized number of Directors shall be not less than three and no more than fifteen. Subject to the foregoing, the number of Directors may be increased or decreased by action of the Board of Directors. No decrease may shorten the term of any Director then in office.

**Section C Eligibility:** Each Director shall be at least 18 years of age and show previous leadership in the bicycling community at the time of nomination. The candidate must express a willingness to volunteer time and effort to further the mission of NYBC during his or her term of office.

**Section D Election of Directors:** Directors shall be elected by the Members on record as of December 31. The elections will be conducted immediately by mail at the beginning of the calendar year according to procedures which shall have been approved by the Board of Directors'. Terms of all Directorships shall be for two years. All terms will commence upon certification of the election and expire with the certified election two years later. There are no term limits.

**Section E Term of Office:** Fifty percent of the Directors will be elected each year for a two year term. The following year, the other Directors will be elected for a two year term.

**Section F Vacancies:** A vacancy in the case of death, resignation or removal of any Director shall be filled by appointment by the President, with the consent of the remaining Board to fill the unexpired term. Vacancies due to an increase in the authorized number of Directors shall be filled by appointment by the President, with the consent of the Board. The approved Director shall serve until the next regularly scheduled election.

**Section G Removal:** Any Director may be removed, with cause, by a majority vote of Board of Directors at any time.

**Section H Nominating Committee:** A Nominating Committee consisting of three or more Directors shall seek and select Director candidates eligible for election prior to the Annual Board of Directors Meeting. The board will determine a slate of candidates for the upcoming election. Members may also nominate candidates for election to the board.

**Section I Board of Directors Meetings:** An Annual Meeting of the newly formed Board shall be held immediately after the election early in the calendar year. In addition, special meetings of the Board may be called by the President or upon demand of a majority of the Directors at such time and by such means as the president may designate. Notice for such meetings, if to be held in person, must be sent in writing at least fourteen (14) days in advance. If such meeting will be by telephone conference, videoconference or other means not requiring extensive travel, notice need not be in writing and need not be provided more than seven (7) days in advance. Notice requirements for each meeting and for each Director may be waived prospectively or retrospectively by that Director.

**Section J Action by Oral or Written Consent:** any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if specific oral or written consent shall have been conveyed to the Secretary by three fourths (3/4) or more of the Directors.

**Section K Compensation / Reimbursement for Expenses:** Generally, a Director is a volunteer that serves without pay. However, the Corporation may compensate Directors for extraordinary services and reimburse expenses incurred by them in the performance of their duties. Payment of compensation requires approval by act of the full Board of Directors unless authority is specifically delegated to the Executive Committee for a specific cumulative amount and for a specific period of time not to exceed one year. Payment of reimbursement in excess of \$250 and all reimbursement in any amount related to long distance travel and associated lodging, meal and related expenses requires approval by the Board of Director or the Executive Committee. Reimbursements of \$250 and under, except for travel as specified above, requires approval by the Board of Directors or by any two elected members of the Executive Committee.

## Article IV Officers

**Section A Elected Officers:** The elected officers of the Corporation shall be a President, Vice President, Secretary and Treasurer. All officers shall be elected from the Board of Directors. The officers will form the executive committee.

**Section B Election and Term of Office:** The elected officers of the Corporation shall be elected annually by the Board of Directors at the Annual Board of Directors Meeting. Each officer shall hold office until his or her successor has been duly elected and qualified.

**Section C Removal:** Any officer may be removed by a two third (2/3) vote of the full Board of Directors whenever in their judgement the best interests of the Corporation shall be served.

**Section D Vacancies:** In the event of a vacancy in the Presidency, the Vice-President shall assume the duties of such office for the unexpired term of the office. Vacancies occurring in other officers' positions may be filled from the board by appointment by the President for the unexpired term of the office.

**Section E President:** The President shall have the responsibility of general care, supervision, and operation of the Corporation; preside at all Board meetings, Executive Committee meetings and the Annual Meeting of the Members; supervise and/or be responsible for the preparation of an annual budget; perform all duties incident to the office of President and such other duties required by these By-Laws and as may be prescribed by the Board of Directors, and serve as ex-officio Member, with vote, on all Corporate committees.

**Section F Vice President:** The Vice President shall discharge the duties of the President in the President's absence or at the President's request, or during a vacancy in the office, and undertake such other duties as may be assigned by the President or by the Board.

**Section G Secretary:** The Secretary shall supervise and/or be responsible for the recording and the keeping of the minutes of the meetings of the Board, the Executive Committee and the Members; the giving of notice of all such meetings in accordance with these By-Laws or as required by law, and the keeping and the maintenance of the Membership records, and shall perform all duties incident to the office of Secretary.

**Section H Treasurer:** The Treasurer shall supervise and/or be responsible for an accounting of the funds, assets and securities of the Corporation and the keeping of an account of all monies received and expended, and shall perform all duties incident to the office of Treasurer. In addition, the Treasurer will be responsible for knowing who has physical possession of all equipment and for its safe return upon a person's leaving the organization. The treasurer will also insure the safekeeping of all intellectual property including all backup files of the material produced by NYBC.

**Section I Administrator:** An Administrator may be appointed to assist and support the Corporation in the development and execution of policies, programs, plans and objectives necessary to carry out the purposes of the Corporation; assist the elected officers in their official duties; manage staff operations; and serve as ex-officio Member, without vote, on the Board of Directors and all Corporate Committees. The Board of Directors shall prescribe the method of appointment and level of compensation of the Administrator.

**Section J Election of One Individual to Two Elected Offices:** Any two of the following elected officer positions may be held by a single individual: Vice President, Secretary, Treasurer. If so, the resulting dual officer shall be entitled to a total of one vote.

### **Article V Committees**

**Section A General:** Committees may be created and abolished by the President or by the Board of Directors. With the exception of the Nominating Committee as herein provided, all committees are advisory to the Board of Directors.

**Section B Appointment:** The President shall appoint the chairperson and members of Committees from among interested and qualified Directors, Members, advisors to and friends of the Corporation.

**Section C Ex Officio Members:** The President and the Administrator shall serve as ex officio Members on all committees.

**Section D Removal:** Any Member of a committee may be removed by the President whenever the President judges the best interest of the Corporation will be served.

**Section E Vacancies:** Vacancies in the membership of any committee may be filled by appointment made in the manner provided in the case of the original appointment.

**Section F Executive Committee:** The Board of Directors by a majority vote of its members shall annually appoint members of the Executive Committee consisting of the officers of the corporation and, optionally, additional Directors to a maximum of five voting members of the Executive Committee. Such Committee shall have the power and authority to act for the Board of Directors in all instances except as prohibited by law, by these By-Laws, or by resolution of the full Board of Directors. The Committee shall keep regular minutes and report same from time to time as the Board of Directors may require.

### **Article VI Employees**

The Board of Directors may establish such positions of employment as it deems desirable and shall prescribe the method for the hiring and discharging of employees necessary for the proper conduct of the Corporation's business. Employees are not eligible to serve as Board members.

### **Article VII Agents and Representatives**

The Board of Directors may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these By-Laws, and to the extent authorized or permitted by law. Such agents, if compensated, are not eligible to serve on the board.

## **Article VIII Indemnity of Trustees, Officers and Employees**

Any person or persons made a party to any action, suit or proceeding by reason of the fact that they, their testator, or intestate, is or was a Director, officer or employee of this Corporation, or any corporation which they served as such at the request of this Corporation, of which the Corporation is a creditor, shall be indemnified by the Corporation against any and all liability and reasonable expenses, including attorney's fees, actually and necessarily incurred by them in connection with the defense of any such action, suit or proceeding, civil or criminal or in connection with the defense of any appeal therein, except in relation to matters as to which it shall be judged in such action, suit, or proceeding that such Director, officer, or employee did not act in good faith in what they reasonably believed to be the best interest of the Corporation in performance of their duties; and in addition, in criminal actions or proceedings had no reasonable cause to believe that their conduct was unlawful. Such right of indemnification shall not be deemed exclusive of any other right to which such Director, officer, or employee may be entitled by law, and shall not be construed as any limitation on the authority of the Board of Directors to advance Corporation funds for reasonable expenses, including attorney's fees.

## **Article IX Contracts and Banking**

**Section A Contracts:** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of or on behalf of the Corporation, and such authority may be general or confined to special instance. In the absence of a resolution to the contrary, the Executive Committee is presumed to be authorized by the Board of Directors to act on its behalf in this regard.

**Section B Deposits:** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select. In the absence of a resolution to the contrary, the Executive Committee is presumed to be authorized by the Board of Directors to act on its behalf in this regard.

**Section C Checks:** All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent, or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section D Loans:** No loan shall be made to this Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. In the absence of a resolution to the contrary, the Executive Committee is presumed to be authorized by the Board of Directors to act on its behalf in this regard.

## **Article X Accounting Year and Financial Statement**

**Section A Accounting Year:** The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year.

**Section B Financial Statements:** At the end of the accounting year, the books of the Corporation shall be closed and financial statements prepared for that year. Such financial statements shall be audited, reviewed or compiled as determined by resolution of the Board by an independent auditing firm, the partners of which are certified public accountants. The balance sheet of such financial statements shall be audited at least once every four years. The annual report and financial statement shall be promptly submitted to the Board and to its Members after the close of the fiscal and calendar year. This information should be sent to the Members along with the ballot for the election of Directors.

#### **Article XI Miscellaneous**

**Section A Books and Records:** The Corporation shall keep correct and complete books and records of accounts of its Members, Board, and committees having any of the authority of the Board; and shall keep at its registered office or principal office a record giving the names and addresses of its Members entitled to vote.

**Section B Rules:** The Board may adopt, amend or repeal Rules not inconsistent with these By-Laws, for the management of the internal affairs of the Corporation and for the governance of its officers, agents, committees and employees.

#### **Article XII Amendments**

The By-Laws of the Corporation may be altered, amended or repealed and new By-Laws adopted by a two thirds (2/3) vote of the total Board of Directors.

#### **Article XIII D Dissolution**

The Board may decide at some point to dissolve the organization by an unanimous vote of the Board of directors. Any assets will be disposed of according to the Articles of Incorporation.