

# BY LAWS OF Bike Walk Tennessee

Rev B, 10/07/09

1. **OFFICES:** The principal office of **Bike Walk Tennessee (BWT)** shall be located at 2807 White Oak Drive, Nashville, TN 37215, and the Corporation shall have such other offices at such other places as the Board of Directors may from time to time specify or as the business of the Corporation may require.
2. **SEAL:** The Corporation shall have no seal.
3. **MISSION:** By advocating for safety, facilities and increased government and public relations, Bike Walk Tennessee will promote cycling and walking in Tennessee for the benefit of health, recreation, tourism and a cleaner environment for all.
4. **MEMBERSHIP:** Membership shall be open to all individuals, groups, and organizations interested in promoting the activities of the Corporation.
  - A. Classes: There shall be four (4) classes of membership. Each class member is entitled to one vote and all votes are equal.
    1. Individual. Any person having attained the age of eighteen (18) years
    2. Family. Unit with at least one adult and any number of unmarried children under the age of twenty-five (25) living at the same address.
    3. Associate Organization. Any group with a membership active in bicycling, running, hiking, walking or other activities which agree with the mission statement and goals of BWT and signs the BWT organizational pledge which shall include but not be limited to the associate's agreement that BWT may claim their membership count and newsletter circulation when advocating issues consistent with the BWT mission statement.
    4. Supporting Organization. Any entity who agrees with the mission statement and goals of BWT and wants to contribute by affiliation and/or by making financial contributions.
  - B. Fees, Dues, and Assessments. The annual dues payable to the BWT by members shall be in such amount as may be determined from time to time by resolution of the Board of Directors.
  - C. Number. There is no limit on the number of members
  - D. Membership Database. BWT shall keep a membership database containing for each member the name, address, and information pertinent to operation of BWT. This record shall constitute the membership list of the BWT, shall be available for inspection by any Director or member of the BWT during regular business hours, and shall not be used, in whole or in part, by any person for any purpose not reasonably related to a member's interest as a member.
  - E. Non-Transferability. No member may transfer or assign a membership or any right arising therefrom.
  - F. Termination of Membership.
    1. Grounds for Termination. The membership of a member shall terminate upon the occurrence of any of the following events:
      - i. Upon his or her notice of termination delivered to the Secretary of the BWT
      - ii. Upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of BWT. Notice of

termination shall be sent by first-class mail and the expelled member may request a hearing with the Board of Directors

iii. Upon a failure to renew membership by paying dues on or before their due date

iv. Upon the death of an individual or dissolution of an associate or supporting member.

2. Rights. All rights of a member in BWT shall cease on termination of membership as herein provided.

G. Annual meeting. The annual meeting of the members of the BWT shall be as the Board of Directors designates. At least thirty (30) days advance notice of the date, time and place shall be given in BWT newsletter, or by mail, phone, or email.

H. Special meetings. Special meetings of the members of BWT may be called by the Executive Director, The Board of Directors, or by members constituting one-tenth of the voting membership. Written or email notice shall be mailed or delivered to all members at least one week in advance, and such notice shall include the purpose or purposes for which the meeting is called.

J. Voting. Each voting member shall be entitled to one vote at any meeting of the members of the BWT. Any absent member eligible to vote at any meeting of the members may be represented as present and may vote at such a meeting by a proxy authorized in writing. Such written authorization must specify the matter with respect to which the proxy is granted and the person entitled to vote, must be signed and dated by the member granting the proxy, and must be filed with the Secretary of the Corporation. . Eligible voting members must have been members in good standing as of the day of a membership vote and for 60 days prior to any vote of the membership.

K. Quorum. A quorum shall consist of five percent (5%) or seven (7) voting members of the BWT, whichever is greater.

L. Access to Information: Members shall have the right, on written or oral demand, to examine and copy, in person or by agent of attorney, at any reasonable time and for any purposes, all books and records of account of the Corporation, its last annual and most recently published financial statement and minutes of all acts and proceedings of the Board of Directors.

**5. DIRECTORS:** The Board of Directors shall manage the affairs of the Corporation and be vested in all of the powers of the Corporation. In addition to providing governance Directors are expected participate actively in one or more of its executive level special committees.

A. Number: The Board of Directors shall consist of a maximum of fifteen (15) members, with nine (9) regional directors and six (6) “at large” directors and shall be elected by the eligible members in good standing the eligible members at the annual meeting at which there is a quorum.

B. Eligibility: All members in good standing are eligible to be a director. Any director who has served six consecutive years shall be ineligible to continue to serve for a period of one year. Regional Directors shall only be voted upon by the members for which the Regional Director is assign to represent.

C. Nominations: Nominations for election of the Directors shall be made by the nominating committee appointed by the Board and shall seek representation from across the various geographic regions of Tennessee. It shall notify membership at least sixty (60) days prior of the upcoming election that it shall accept write-in nominations. To be accompanied by the signatures of two members who second the nominee. No member may nominate or second more than one regional and on “at large” candidate. Nominations must be submitted to the nominating committee no later than thirty-five (35) days before the election. After appropriate vetting the nominating committee shall publish a slate of nominees.

D. Compensation: Members of the Board of Directors receive no compensation, but may be reimbursed for out-of-pocket expenses for duties the Board requires.

E. Chairman: At their annual meeting the Board of Directors shall elect a Chairman from the Board. The Chairman shall preside over all meetings of the directors.

F. Term: The initial term for 50% of the Directors, selected at random or by volunteering, shall expire at the second annual meeting following the Director's election to the Board of Directors. Thereafter, each such Director may be elected to serve a term of two years and thereafter until his successor shall be elected and shall qualify.

G. Regional Directors: Regional Directors are expected to communicate with members, with other organizations, and with governmental entities in their region, such as Metropolitan and Rural Planning Organizations, District Attorneys, elected officials, Department of Transportation, etc.

H. Meeting: The Board of Directors shall have an annual and bi-monthly meetings held on a date to be determined by the Board and shall be at a place they may from time to time determine. The Chairman shall provide notice at least thirty days in advance as to the specific date, time, and place.

I. Special meetings: Any officer of the Corporation may call a special meeting of the Board on one week's notice with written Agenda and appropriate background material to each Director, and such notice may be in person or by mail, telephone, or electronic mail. At the request of at least one-third of the Directors a special meeting may be called with the same notice by any officer.

J. Presence at Meetings: Directors should attend all Board Meetings. For the annual meeting Directors are expected to appear in person but for any other meeting they may choose to teleconference as established by the Corporation and be considered in the quorum count.

If a Director is absent s/he must notify the Secretary preferably before the Board Meeting, but at least within fourteen (14) days after the meeting. Any Board Member who is absent twice without excuse during a single term shall automatically lose his/her seat on the Board, effective fifteen (15) days after the second unexcused absence. An unexcused absence is any absence from a Board Meeting for which a Director does not notify the Secretary, prior to, or within fourteen (14) days after the Board Meeting. Upon removal, the Secretary will send a Notice of Removal to the former Director and the entire Board.

K. Quorum: At all meetings of the Board, one-half of the Directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute, by the Charter of the Corporation, or by these By-Laws.

L. Voting Rights: Every Director shall be entitled to one (1) vote in person. The acts of the majority of the Board of Directors present at a meeting at which a quorum is present shall be the acts of the Board, unless a greater vote is required by these Bylaws or under law.

M. Unanimous Consent of Directors in Lieu of Meeting: Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Secretary of the Corporation.

N. Records: The Board of Directors shall keep a record of all their proceedings. The agenda for all Board of Directors meetings shall be published on the corporate Web site at least one week in advance

of the meeting and the minutes within one week subsequent to the meeting. Records and the principal books of the Corporation may be kept at such place or places as the Board of Directors may from time to time determine. All of these books and records shall be subject to the inspection of any member at any reasonable time of the day.

O. Removal: Directors may be removed for cause by vote of a majority of the entire Board. For cause reasons consists of, but are not limited to, not meeting membership obligations, missing more than a third of the regular or special Board of Directors meetings, misrepresenting the Board or Corporation, and not participating actively on at least one special executive-level committee.

Directors may be removed at any time with or without cause by majority vote of all members. A motion to remove a director shall be made 30 days prior to the vote by the board of directors. For these motions, a Director may vote by giving a proxy to another Director and by notifying the Chairman of the Board of the proxy.

P. Vacancies: Vacancies in “at large” or regional Board members occurring for any reason may be filled or left vacant by the vote of a majority of the Directors present at any meeting at which there is a quorum. A Director elected to fill a vacancy created by the removal of a Director, the resignation of a Director, or non-elected regional Director shall hold office until the expiration of the original term of the vacated Director.

Q. Depositories: The Board shall have the power to select depositories for the funds of the Corporation and power to direct the method and manner of signing checks, notes and other instruments binding on the Corporation.

**6. OFFICERS:** The Officers of the Corporation shall consist of a President, Vice-President, Treasurer and Secretary and are members of the Board of Directors. Other officers may be established as may be deemed necessary by the Board of Directors. One person may hold multiple offices except the offices of President and Vice- President or President and Secretary.

A. Election: Officers shall initially be elected by the Board of Directors at the organizational meeting and shall hold office until its first annual meeting. Thereafter, the Board of Directors elects the Officers at its annual meeting for a term of two years.

B. Term: Officers shall hold office for two years and afterwards until their successors are elected and qualified.

C. Compensation. No officer shall receive compensation for service in office. The Corporation shall reimburse the officers for all reasonable expenses incurred in authorized service rendered to or for the Corporation.

D. Removal: By their majority affirmative vote the Board of Directors may remove an Officer from office at any time, with or without cause.

E. Vacancies: The Board of Directors may fill an Officer vacancy. Officers elected to fill a vacancy shall hold office for the remainder of the unexpired term of the predecessor in that office and subsequently until his successor is elected and qualified.

F. Absence: In case of the absence of any officer the Board by majority approval may delegate any of the powers and duties of such Officer to any other officer or to any Director.

G. Authority and Responsibilities of the President: The President shall be the chief executive officer of the Corporation and shall have general and active management of the business of the Corporation and shall perform all duties incident to his or her office and such other duties as may be required by

law, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall

- See that all orders and resolutions of the Board of Directors are carried into effect subject to the right of the Board of Directors to delegate any specific powers as allowed by law
- Act as Chairman of the Board of Directors and preside at all meetings of the Board of Directors and, if applicable, of the members.
- Execute in the name of BWT such deeds, mortgages, bonds, contracts, checks, or other instruments which may be authorized by the Board of Directors, except as otherwise expressly provided by law or these Bylaws.
- Have general supervision, direction and control over the business and affairs of the corporation, its officers, agents and employees.
- Provide executive management for all sub-committees assuring achievement of goals in a timely manner in accordance to budgets and schedules and progress reports.
- Be public spokesperson for the corporation.
- Issue calls for special meetings when necessary.
- Be responsible for assuring corporation preserves its 501(c)3 status, as appropriate.

H. Authority and Responsibilities of the Vice President(s): The Vice-President shall assist the President with implementing the Corporation's activities and may perform the duties of the President in the event of the absence or disability of the President or at the request of the Board of Directors and shall have other powers and perform such other duties as may be prescribed by law or by these Bylaws, or as may be prescribed by the Board of Directors. The Vice President shall

- Serve as the immediate supervisor of the Executive Director
- Maintain the Corporation's membership list as pertains to membership dues received by the Corporation and assure collections
- Provide for security and maintenance of Corporate databases
- Establish and maintain ability of the Board and BWT members to conduct meetings electronically as necessary.
- Establish and maintenance the corporate Internet presence.

I. Authority and Responsibilities of the Secretary: The Secretary shall be custodian of the records of the Corporation, shall give notice of all such meetings in accordance with this Constitution or as required by law, and perform all duties incident to the office of Secretary, and such other duties as may be assigned by the Board of Directors. The Secretary shall

- Keep accurate and timely minutes of Board of Directors meetings, membership meetings, and Executive Board meetings.
- Be the repository of all records and reports of meetings, including regional meetings.
- Ensure that the books and true minutes of the proceedings of all such meetings are preserved and available in accordance with Corporate policy on transparency
- Ensure appropriate meeting notice as required by Law, these By-Laws, or resolution.

J. Authority and Responsibilities of the Treasurer: The Treasurer shall have oversight responsibility for all financial matters of the Corporation, shall carry out all other duties which are incidental to the office of Treasurer, and shall perform such other duties and have such other powers as the Board may prescribe. The Treasurer shall

- Have charge and custody of, and be responsible for, all funds and securities and deposit all such funds in the name of the BWT in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- Collect, receive, and give receipt for, monies due and payable to the BWT
- Disburse or cause to be disbursed funds of BWT as required to meet its obligations or as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

- Keep and maintain adequate and correct accounts of BWT's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- Exhibit at all reasonable times the books of account and financial records to any Director of the BWT or to his or her agent or attorney.
- Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports in accordance with generally accepted accounting practices.
- Give a bond, if required by the Board, at the expense of the corporation for the faithful discharge of his or her duties in such sum and with such securities as the Board shall determine.
- Have general oversight with respect to and approve of the annual budget.
- Retain an independent auditor to conduct audit reports, if required by law or requested by the Board of Directors
- Provide for financial and related filing with State and Federal revenue service such as the annual IRS Form 990.

- 7. COMMITTEES:** The Board of Directors may by resolution adopted by a majority of the entire Board, designate committees and delegate to such committees such authority as it deems desirable.
- 8. EMPLOYEES:** The Board of Directors may establish such positions of employment as it deems desirable and shall prescribe the method for hiring and discharge of such employees necessary for the proper conduct of the Corporation's business.
- 9. 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 this Constitution, and to the extent authorized or permitted by law.
- 10. CONTRACTS:** The Board of Directors shall approve contracts and agreements and may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.
- 11. LOANS:** No loans shall be contracted for on behalf of the Corporation and no evidence on indebtedness shall be issued in the name of the Corporation unless authorized by the Board of Directors. Such authority may be general if confined to a specific dollar limit determined by the Board of Directors and shall otherwise be confined to specific instances. No loan shall be made to any officer or director.
- 12. CHECKS, DRAFTS, and NOTES:** All checks, drafts or other orders for 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 be determined by the Board of Directors.
- 13. DEPOSITS:** All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies or other custodians as the Board of Directors may select.
- 14. INVESTMENT MANAGER:** The Board of Directors shall have the authority to designate any bank, trust company, brokerage firm, or investment adviser to manage the assets and investment of the assets of the Corporation.

**15. FISCAL YEAR:** The fiscal year of the Corporation shall end on December 31 of each year.

**16. INDEMNIFICATION:** Any person made a party to any action, suit or proceeding by reason of the fact that they, their testator or intestate, is or was director, officer, or employee of this Corporation, or any Corporation which they served as such at the request of this Corporation, of which this corporation is a creditor, shall be indemnified by the Corporation against any and all liability and reasonable expenses, including attorneys' 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 adjudged 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 action 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 rights 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 fees.

The Corporation may maintain insurance to protect itself, directors, officers, employees, or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss.

**17. CONFLICTS OF INTEREST.** In cases in which an Officer, Director, or Committee Member is voting on an issue in which he or she has a significant economic interest or in which his or her employer or a member of his or her immediate family has a significant economic interest, there is a potential conflict of interest. If an Officer, Director or Committee Member feels that a conflict of interest exists, the Officer, Director or Committee Member in question must abstain from voting on the matter involved. In the event that a person must abstain from a vote due to conflict of interest as defined in this section , that person shall be absent from the discussion and vote on the issue.

**18. AMENDMENTS:** These By-Laws may be altered, amended or repealed by a vote of a majority of the Directors present at any meeting at which there is a quorum, if notice of the proposed alteration or amendment is contained in the notice of the meeting.

**19. PARLIAMENTARY AUTHORITY:** The rules contained in Roberts Rules of Order shall govern the meetings of the Corporation on any matters not specifically covered by the rules adopted by the Corporation.