



Bylaws of BikeNewark, Inc.

- Article I: Mission Statement*
- Article II: The Organization*
- Article III: Objectives*
- Article IV: Membership*
- Article V: Board of Directors*
- Article VI: Committees*
- Article VII: Meetings*
- Article VIII: Decision-Making*

Article I: Mission Statement

BikeNewark exists to improve bicycling in Newark, Delaware, by working with partner organizations on five critical parameters—engineering, education, encouragement, enforcement, and evaluation—for the overall benefit of people who bicycle and the city as a whole.

Article II: The Organization

The official name of this organization is BikeNewark, Inc., incorporated in the State of Delaware on March 1, 2017, as a nonprofit corporation. BikeNewark is organized and operated exclusively for charitable tax-exempt purposes as permitted by IRC § 501(c)(3).

Article III: Objectives

BikeNewark strives to:

1. make biking and walking central to Newark’s culture,
2. build a movement in Newark for better biking and walking,
3. expand safe and connected bike and walk infrastructure,
4. educate community members in the safe and legal operation of bicycles, and
5. make Newark the best small city for biking in the Mid-Atlantic Region.

Article IV: Membership

1. All persons may become members of this organization, without regard to race, color, sex, gender identification, sexual orientation, national origin, disability, religion, creed, age, ancestry, or familial status. Members under the age of 18 are required to provide parental consent.
2. A **Community Member** is anyone who participates in any BikeNewark event.
3. **Voting Members** are members who have full and equal voting rights and privileges. Voting privileges are effective immediately upon completion of the following requirements and remain in effect for the duration of the calendar year in which the requirements are satisfied (Year 1) as well as the following calendar year (Year 2):
 - a. A voting member must complete an initial membership application form.
 - b. A voting member must participate in three (3) of any combination of the following opportunities each calendar year:
 - i. attend regularly scheduled meetings of BikeNewark;
 - ii. attend subcommittee meetings; or
 - iii. volunteer at a BikeNewark event.

To maintain voting privileges in Year 3 and beyond, requirement B must be completed each previous year. Membership application forms are proposed by the Membership and Volunteer Coordination Committee and approved by the Board of Directors.

4. **Contributing Members** are individuals who are recognized for annual donations. Contributing members must satisfy the participation requirements listed in Article IV, Section 3 to be eligible for voting rights.
5. **Organizational Members** are businesses or other organizations that contribute to BikeNewark through annual monetary or in-kind donations in excess of \$25. Organizational Members do not have voting rights and must renew membership annually to maintain their membership status.
6. **Liaison Members** are representatives of partner organizations that work cooperatively with BikeNewark to advance common goals. Liaison Members do not have voting rights. These organizations include:
 - a. City of Newark
 - b. Delaware Department of Transportation (DelDOT)
 - c. Wilmington Area Planning Council (WILMAPCO)
 - d. Downtown Newark Partnership (DNP)
 - e. University of Delaware (UD)
 - f. Newark Bike Project (NBP)
 - g. Bike Delaware

7. Membership levels, benefits, application forms, procedures and changes to membership categories and membership requirements are to be proposed by the Membership and Volunteer Coordination Committee and approved by the Board and any appropriate bylaws changes.
8. The culture of BikeNewark is one of respect, civility, trust, cooperation and collaboration among all its members. The privileges or responsibilities given to members may be refused or revoked by a unanimous vote of the Board of Directors, for cause, only after the person is notified by the Membership and Volunteer Coordination Committee, and given the opportunity to provide a defense for his or her actions.
9. Instances requiring a vote by the voting membership, shall include, but not be limited to the following: decisions of the organization, Board elections, amendments to the bylaws, confidence votes, and dissolution.

Article V: Board of Directors

1. The Board of BikeNewark will consist of four (4) persons with the following duties:
 - a. **Chairperson** (hereafter known as “Chair”): The Chair ensures that regularly scheduled meetings are held. The Chair is responsible for conducting BikeNewark business according to the proceedings of said meetings. This will include timely and orderly management of tasks and issues and acting as the organizational representative of BikeNewark to the community. As required, the Chair shall perform the duties required of president/CEO under Delaware and federal law.
 - b. **Co-Chairperson** (hereafter known as “Co-Chair”): The Co-Chair assists the Chair with leading the organization, including acting as a proxy in the Chair’s absence at BikeNewark events and meetings.
 - c. **Secretary**: The Secretary is responsible for recording meeting minutes of regularly monthly meetings and archiving and making available all documents that affect the operations and legal status of the organization, including all policies, state incorporation forms and meeting minutes. The Secretary is a member of the Membership and Volunteer Coordination Committee. The Secretary will turn over to a successor all documents and records pertaining to the organization at the end of their term of office.
 - d. **Treasurer**: The Treasurer is responsible for the financial oversight of the organization. The Treasurer is responsible for compiling and presenting recent, clear, and accurate financial information to the organization and providing financial reports as required by law. Routine tasks include: reconciling monthly banking statements, preparing a monthly financial statement, completing check writing as needed, completing and filing all necessary tax and nonprofit reporting forms, and receiving and tracking donations and expenses. The Treasurer will make a financial report at each regularly scheduled meeting of the organization available for review and inspection by all members.
2. The Board shall advise and work collaboratively with active voting members to make key decisions and to set the organization’s direction and policies.

3. Members of the Board will serve terms of two years, with no limitation on concurrent terms. Each term will require an independent election process, to allow for reelection. Upon establishing the date of each annual meeting, the Secretary will send notice to all Voting and Contributing members of the organization at least one month in advance of the annual meeting and accept nominations for open Board positions. The Membership and Volunteer Coordination Committee will prepare a ballot of all nominated candidates and make it available to voting members at least one week in advance of the annual meeting.
4. A Board member may resign, at any time, in writing. In the case of a Board member resignation, the Board will delegate the respective duties to another BikeNewark member for the remainder of the term. In cases where the Board falls below three (3) members a special election will be held to fill the open positions.
5. In cases of no-confidence, a vote can be brought against any Board member during a general meeting. Should the Board member fail the vote of confidence, any duties and responsibilities will be transferred to an alternate Board member.

Article VI: Committees

1. The organization will have the following six standing committees:
 - a. **Education and Encouragement**

This committee shall work to increase the bicycling transportation mode share in Newark and ensure that community residents understand bicycle-related laws and ordinances and safe bicycling practices and etiquette.
 - b. **Communications**

This committee shall be guided by the Board and Committee Chairs to keep the public informed of the work and interests of BikeNewark.
 - c. **Engineering**

This committee shall work to improve safe, comfortable, connected and convenient bicycling infrastructure in Newark for all levels of riders in ability and confidence.
 - d. **Safety and Enforcement**

This committee shall work with the police and public safety departments in Newark and at the University of Delaware to develop safety, education and enforcement strategies to make Newark a safe place for all modes of transportation in ways that do not discourage bicycling interest.
 - e. **Evaluation**

This committee shall work to develop methods to evaluate the success of the various strategies adopted by BikeNewark to achieve its objectives.
 - f. **Membership and Volunteer Coordination**

This committee shall maintain a roster of all current members, their corresponding level of membership and a list of volunteers. In addition, this committee will be responsible for coordinating and following up with volunteer engagement efforts and sending membership renewal notices on an annual basis.

2. All committee members shall work to attract and engage new members to support BikeNewark's mission and objectives.
3. To operate, each committee must consist of at least two voting members. The Chair will appoint a chair of each committee annually.
4. Ad hoc committees can be formed and organized as necessary by the Chair and shall have such powers and authority as the Chair shall vest therein.

Article VII: Meetings

Section A. Regular Monthly Meetings

1. The Chair will call regular monthly meetings, at a place and time within the city of Newark, Delaware. BikeNewark regular monthly meetings are open to all members and the general public.
2. Prior to regular monthly meetings, an agenda will be publically posted. Meeting minutes will be published following regular monthly meetings.
3. The Chair, or designated proxy, shall be the meeting facilitator at regular monthly meetings. The meeting facilitator shall be responsible for:
 - a. publishing an agenda in advance of each meeting;
 - b. assuring that a minute-taker is present;
 - c. submitting previous regular monthly meeting minutes for approval by the committee;
 - d. asking the Treasurer's current monthly and year to date financial report;
 - e. ensuring the presence of a quorum prior to conducting business;
 - f. asking for verbal reports from standing and ad hoc committees and
 - g. facilitating, encouraging, halting, enforcing procedural rules, or otherwise directing meeting participants to encourage productive dialogue, listening, and agreement building within time constraints.
4. The Secretary, or designated proxy, will be responsible at each regular monthly meeting for:
 - a. recording meeting minutes;
 - b. recording attendance; and
 - c. making minutes of the prior meeting available to the public two weeks prior to each regular monthly meeting.
5. The Treasurer, or designated proxy, will be responsible at each monthly meeting for:
 - a. providing a current financial report.
6. Designated proxies must be voting members of BikeNewark.

7. Quorum for the purpose of conducting business at regular monthly meetings is defined as a meeting where there are two Board members and three Voting Members. When a quorum is not reached, the organization may make no decisions through a vote except to adjourn business.

Section B: Special Meetings

1. Special meetings may be called by the Chair as needed to address issues that require attention prior to a regular monthly meeting.
2. Special meetings are subject to all of the provisions of Section A: Regular Monthly Meetings.

Section C: Committee Meetings

1. Committee Chairs will call meetings, at a place and time within the city of Newark, Delaware, as needed to conduct the work of the committee.
2. Invitations to committee Meetings will be at the discretion of the committee Chairs.
3. Committees will be required to report on their activities at each regular monthly meeting.

Section D: Annual Meeting

1. Three months in advance of the annual meeting, the Chair will announce a time, date, and place for an annual meeting to occur.
2. The annual meeting will be held to elect Board members into any open positions and to report on the activities and financial condition of the organization.
3. The election of Board members will be conducted via a written ballot that includes the names of all individuals nominated for open positions.

Article VIII: Decision-Making

Section A: Consensus

1. Unless otherwise stated in these bylaws, decisions other than the election of Board members will be passed only by unanimous agreement of all voting members present at a meeting with a quorum present.
2. In instances when consensus is not reached, any voting member may call a vote of the voting members present. In order to promote consensus-building, the Chair will determine whether to allow the vote to proceed at the conclusion of discussion, or to continue discussion at the next regular monthly meeting. If the Chair authorizes a vote, full consensus is waived and voting of that

singular issue will be subject to a consensus of 75% of voting members present. Voting will be conducted by the Chair via a hand count of those in favor and those opposed.

3. For the purpose of rescinding membership privileges or Board membership, the vote may exclude the member under consideration, provided that person has opportunity to speak.
4. Neither Board members nor voting members may vote at a meeting by proxy.

Section B: Policies

1. The adoption of any policy or standing rule affecting the governance or meetings of the organization shall be passed only by consensus.
2. The Secretary shall maintain original copies of all policies and ensure they are available to the public upon request, and furthermore provided, with explanation, to each incoming Board member.

Section C: Amending Bylaws

1. The organization may amend its bylaws only: by consensus at a regular meeting, and if within a minimum of seven (7) days before the meeting, all of the following have occurred:
 - a. amending the bylaws has been placed on the agenda;
 - b. the specific language of the amendments has been made available to the membership;
 - c. the specific language of the amendments has been delivered to all Board members.

Section D: Dissolution

1. The organization will be dissolved only by consensus at a meeting called, by the Board, for that explicit purpose, and only if at least thirty (30) days prior, the meeting for the dissolution of the corporation has been placed on the agenda and communicated directly to all Board members.
2. No portion of the property or the proceeds will be distributed upon dissolution to any entity unless recognized as a 501(c)(3) tax-exempt organization by the IRS and in compliance with state law regarding non profit distributions.
3. Upon dissolution of the organization, all assets or proceeds of the organization must be donated to a registered nonprofit organization, chosen by the majority of the voting Board members, who are expected to select an organization with a similar mission as that of BikeNewark.
4. The Chair and Treasurer will ensure compliance with required legal and financial steps for dissolving a corporation.

The above bylaws were presented at a meeting of BikeNewark held on April 20, 2017, and unanimously approved by the members present. Accordingly, the bylaws are adopted.