

# Bylaws of BikeNewark, Inc.

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## 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 utilize multimodal transportation in 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 purposes.

## Article III: Objectives

BikeNewark strives to:

1. make biking central to Newark's culture,
2. build a movement in Newark for better biking,
3. expand safe and connected bicycle 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. To become an **Individual Member**, a membership application must be filled out, signed by

the applicant, and submitted to the Board of Directors along with requisite annual (calendar year) membership dues, which will be set by the voting membership and publicized. Individual Membership becomes effective for that calendar year upon receipt of application and dues. Individual Membership renewal is contingent on receipt of payment of requisite annual dues by March 1 of that year. Individual Members have voting privileges.

3. Anyone who participates in a BikeNewark event is considered a **Community Member**. Being a Community Member confers no voting privileges.
4. **Liaison Members** are representatives of partner organizations that work cooperatively with BikeNewark to advance common goals. A list of such partner organizations shall be maintained by the Secretary. Being a Liaison Member confers no voting privileges. However, an individual working for or being a member of a partner organization may become an Individual Member of BikeNewark by following the rules outlined above in Article IV Section 2. Such individuals shall recuse themselves from any vote if there is any danger (real or perceived) of a conflict of interest.
5. 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 Chair and given the opportunity to provide a defense for his or her actions.
6. All Individual Members present at a meeting may participate in all organizational decisions. Matters of governance and organizational structure of BikeNewark require that the full voting membership be notified at least one week in advance, including but not limited to 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. **Vice-Chairperson** (hereafter known as “Vice-Chair”): The Vice-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 regular

monthly meetings, making them available to the Board for review and finalizing them prior to the next regularly scheduled meeting. He/she is responsible for 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 will turn over to a successor all documents and records pertaining to the organization at the end of his/her 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, deposit and disbursements processing, 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 Individual 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 consecutive terms. Each term will require an independent election process, to allow for reelection.
4. Elections shall be organized by the Secretary. They may be held at a meeting or electronically, as decided at a regular business meeting. The Secretary will send notice to all Individual Members of the organization at least one month in advance of the election and accept nominations for open Board positions. After affirming candidates' willingness to serve, the Secretary will prepare a ballot of all candidates and make it available to Individual Members at least one week in advance of the election. For purposes of determining these deadlines, the date of the election will be the earlier of the deadline for electronic voting and the meeting where in-person voting occurs, as applicable. The Secretary shall report the results of elections and make election records available upon request.
5. 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 Individual 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.
6. In cases of no-confidence, a vote can be brought against any Board member during a general meeting. The Board member shall be given an opportunity to make their case to continue serving. Should the Board member fail the vote of confidence, any duties and responsibilities will be transferred to an alternate Individual Member by the other three

Board members.

## **Article VI: Committees**

1. The organization will organize and disband committees as deemed necessary to pursue its objectives, as directed by the Chair.
2. Each committee must include at least two Individual Members. The Chair of the Board of Directors will appoint a chair of each committee annually.
3. Each committee shall report its activities at the regular monthly meetings.

## **Article VII: Meetings**

### **Section A. Regular Monthly Meetings**

1. The Chair will call regular monthly meetings, at a place within the city of Newark, Delaware, or electronically facilitated if necessary.
2. Regular monthly meetings are open to the general public. Attendees are expected to maintain civility. Unruly attendees may be asked to leave at the discretion of the Chair.
3. Prior to regular monthly meetings, an agenda will be publicly posted one week in advance of the meeting. Meeting minutes will be published following regular monthly meetings.
4. The Chair, or designated proxy, shall be the meeting facilitator at regular monthly meetings. The meeting facilitator shall be responsible for:
  - a. setting an agenda and having it published and sent out to Individual Members and Liaison Members a week in advance of each meeting;
  - b. assuring that a minute-taker is present;
  - c. requesting the Treasurer's current monthly financial report;
  - d. ensuring the presence of a quorum prior to conducting business;
  - e. asking for verbal reports from committees and
  - f. facilitating, encouraging, halting, enforcing procedural rules, or otherwise directing meeting participants to encourage productive dialogue, listening, and agreement-building within time constraints.
5. The Secretary, or designated proxy, will be responsible at each regular monthly meeting for:
  - a. recording meeting minutes; and
  - b. recording attendance

6. The Treasurer, or designated proxy, will be responsible at each monthly meeting for providing a current financial report.
7. Designated proxies must be Individual Members of BikeNewark.
8. Quorum for the purpose of conducting business at regular monthly meetings is defined as a minimum of three Individual Members to include at least two Board members. When a quorum is not reached, the organization may make no decisions through a vote except to adjourn business. The respective parts of this rule shall not apply if the organization has fewer than three Voting Members or fewer than two Board members.

## **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 the provisions of Section A: Regular Monthly Meetings.

## **Section C: Committee Meetings**

1. Committee chairs will call meetings, at a place within the city of Newark, Delaware, if practicable, or electronically facilitated if necessary, as needed to conduct the work of the committee.
2. Invitations to committee meetings will be at the discretion of the committee chairs.

# **Article VIII: Decision-Making**

## **Section A: Consensus**

1. Unless otherwise stated in these bylaws, decisions other than the election of Board members shall preferably be passed 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 request a vote. 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, a majority of voting members present will be needed to approve a business item. 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.

4. Individual Members may not 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; and
  - b. the specific language of the amendments has been made available to the Individual 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 announced directly to all Individual Members, to the extent possible.
2. 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.
3. 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 nonprofit distributions.
4. The Chair and Treasurer will ensure compliance with required legal and financial steps for dissolving a corporation.

*The above bylaws were adopted on May 21, 2020.*