

# **BYLAWS OF R Community Bikes, Inc.**

## **ARTICLE I - NAME, PURPOSE**

**Section 1.1 Name** The name of the organization shall be R Community Bikes, Inc.

**Section 1.2 Purpose** The Corporation is organized exclusively for charitable and educational purposes, more specifically to collect, repair and distribute reconditioned, safe and usable bicycles, free of charge, to children and adults of Rochester's inner city consistent with the corporation continuing to be classified as an organization described in Section 501(c) (3) of the IRS Tax Code.

## **ARTICLE II - MEMBERSHIP**

**Section 2.1 Membership.** Membership shall consist only of the members of the board of directors.

## **ARTICLE III - ANNUAL MEETING**

**Section 3.1 Annual Meeting.** The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

**Section 3.2 Special Meetings.** Special meetings may be called by the Executive Director or the Executive Committee.

**Section 3.3 Notice.** Notice of each meeting shall be given to each voting Member not less than three days before the meeting. Notice shall be in writing either by mail or e-mail.

## **ARTICLE IV - BOARD OF DIRECTORS**

**Section 4.1 Board Role, Size, Compensation.** The Board is responsible for overall policy and direction of the organization, and delegates responsibility for day-to-day operations to the Executive Director and committees. The Board shall have up to 11 and not fewer than 3 members. The initial Board shall have 8 members as set forth in Exhibit A. The Board receives no compensation other than reasonable expenses.

**Section 4.2 Meetings.** The Board shall meet once a month or as needed at an agreed upon time and place.

**Section 4.3: Board Elections.** Election of new directors or election of current directors to an additional term will occur as the first item of business at the

annual meeting of the corporation. Directors will be elected by a majority vote of the current directors.

**Section 4.4 Terms.** All Board members shall serve 1 year terms, but are eligible for re-election.

**Section 4.5 Quorum.** A majority of the directors shall constitute a quorum for the transaction of business of the Board of Directors.

**Section 4.6 Notice.** An official Board meeting requires that each Board member have written notice three days in advance. Notice may be via mail or e-mail.

**Section 4.7 Officers and Duties.** There shall be three officers of the Board consisting of an Executive Director, Assistant Director, and Treasurer. Their duties are as follows:

**Executive Director**

The Executive Director shall, unless otherwise specified by the Board of Directors, be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all the business and affairs of the Corporation. The Executive Director may be authorized to execute contracts on behalf of the Corporation. The Executive Director shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Assistant Director, and Treasurer.

**Assistant Director**

The Assistant Director shall have the same powers as vested in the Executive Director, but shall not exercise said powers unless acting under the delegation, authority, or direction of the Executive Director, or in the absence or incapacity of the Executive Director. The Assistant Director shall have such additional prerogatives and powers as are not inconsistent with the powers conferred upon the Executive Director and usually pertain to the office of Assistant Director.

**Treasurer**

The Treasurer shall have custody of all corporate funds and securities and shall keep in books belonging to the Corporation full and accurate accounts of all receipts and disbursements; and shall deposit all moneys, securities, and other valuable effects in the name of the Corporation in such depositories as may be designated for that purpose by the Board of Directors. The Treasurer shall disburse such funds of the Corporation as may be ordered by the Board, making proper vouchers for such disbursements. The Treasurer shall make a report of the financial condition of the corporation at each Board meeting and shall assure that corporate records are maintained.

**Section 4.8 Vacancies.** When a vacancy on the Board exists, including vacancies created by an increase in the number of Directors, nominations for new members may be received from present Board members by the Executive

Director two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

**Section 4.9 Resignation, Termination and Absences.** Resignation from the Board must be in writing and received by the Executive Director. A Board member may be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

**Section 4.10 Special Meetings.** Special meetings of the Board shall be called upon the request of the Executive Director or one-third of the Board. Notices of special meetings shall be sent out by the Executive Director to each Board member via mail or e-mail one week in advance.

**Section 4.11 Standards of Conduct.** A director (or an officer) shall discharge his or her duties as director (or officer):

- (a) In good faith;
- (b) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- (c) In a manner the director (or officer) reasonably believes to be in the best interest of the Corporation.

## **ARTICLE V - COMMITTEES**

**Section 5.1 Appointment** The Board may create committees as needed, such as fundraising, maintenance etc. The Executive Director appoints all committee chairs.

**Section 5.2 Executive Committee** The three officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

## **ARTICLE VI - ADVISORY BOARD**

**Section 6.1 Establishment** The Board of Directors may by resolution establish an advisory board or executive advisory committee. The Board of Directors may also at any time dissolve and abolish such advisory board or executive advisory committee and re-establish either at a later time. The general purpose of the proposed Advisory Board will be to increase the credibility and visibility of the organization in the community in the following ways:

Members lend their name and influence to benefit the organization. Members may facilitate introductions to potential donors, to policy-makers or other entities to help further the goals and mission of the organization. Members may provide expert advice on a given topic. Members may be asked to co-sign letters regarding fundraising, policy issues, etc.

**Section 6.2 Powers** The board of advisors shall function solely in an advisory role, and shall not be entitled to exercise any powers of the Corporation. Advisory Board Members have no authority to speak on behalf of the organization except as directed by the Board of Directors or the Executive Director. The Board of Directors shall not delegate any management or decisional authority to the board of advisors.

## **ARTICLE VII - AMENDMENTS**

**Section 7.1 Amendments** These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Executive Director to be sent out with regular Board announcements.

These Bylaws were approved at a meeting of the Board of Directors of R Community Bikes, Inc. on April 2, 2009.

### **Exhibit A**

#### **Initial Directors**

Bill Cochrane  
Bill D'Anza  
Chuck Fujita  
Alan Hanford  
Tim Kearney  
Dan Lill  
Dave Teegarden  
Gary Young

Director – Dan Lill  
Assistant Director – Tim Kearney  
Treasurer – Bill Cochrane