

ARTICLES OF INCORPORATION

SFBC Bylaws

ARTICLES OF INCORPORATION

OF

The San Francisco Bicycle Coalition

ARTICLE I

The name of this corporation is The San Francisco Bicycle Coalition.

ARTICLE II

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for public purposes.

B. The specific and primary purpose of this corporation is to promote social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the "Code"), and within the meaning of Section 23701f of the California Revenue and Taxation Code, that promote a healthy environment and community including specifically the promotion of the bicycle for everyday transportation.

ARTICLE III

This corporation is organized and operated exclusively for social welfare purposes within the meaning of Section 501(c)(4) of the Code. Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Code.

ARTICLE IV

The property of this corporation is irrevocably dedicated to social welfare purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, if any, of this corporation, or to the benefit of any private person. Upon the winding up and dissolution of this corporation and after paying or adequately providing for the debts and obligations of this corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for social welfare purposes and that has established its tax exempt status under Section 501(c)(4) of the Code (or, at the option of the Board of Directors of this corporation, to a nonprofit organization organized and operated exclusively for charitable or educational purposes which has established its tax exempt status under Section 501(c)(3) of the Code).

REVISED BYLAWS

of

SAN FRANCISCO BICYCLE COALITION

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REVISED BYLAWS

of

SAN FRANCISCO BICYCLE COALITION

ARTICLE I

PRINCIPAL OFFICE

The principal office of this corporation shall be located in the City and County of San Francisco, California.

ARTICLE II

MEMBERSHIP

Section 1. Classification of Members. This corporation shall have one class of members with voting rights as specified in these Bylaws. The qualifications or eligibility requirements for membership and the rights and obligations of members shall be as provided in these Bylaws or under applicable law. The Board of Directors may, by resolution, establish one or more categories of nonvoting associates who may be referred to as "members", and provide for their rights and obligations (including the obligation to pay dues); however, the terms "member" and "membership," as used in these Bylaws, shall refer only to voting members.

Section 2. Qualifications for Membership. Membership in this corporation shall be open to any person or organization that supports the San Francisco Bicycle Coalition ("the Coalition").

Section 3. Admission of Members. The Board of Directors shall set up a process by which members may join the Coalition provided they meet the qualifications in Section 2 of this Article. Membership shall commence upon payment of any required dues.

Section 4. Membership Dues. Each member must pay to this corporation, within the time and on the conditions set by the Board, dues and fees in amounts to be fixed from time to time by the Board. Basic dues shall be equal for all members of this corporation, except that the Board may create discounted rates and may accept specified hours of work on projects to be assigned by the Board or staff, in lieu of payment of dues, so that membership shall be accessible to those with reduced financial resources. The Board may determine the conditions under which any payment of dues shall be refundable.

Section 5. Assessments. There shall be no additional assessments placed on members of the corporation.

Section 6. Good Standing. Those members who have paid the required dues, fees, and assessments, if any, and who are not suspended, shall be members in good standing of this corporation.

Section 7. Membership Roster. This corporation shall keep a membership roster containing the name of each member and the last mailing and email address provided to this corporation by the member for purposes of notice. The roster shall indicate whether a member is in good standing from time to time.

Section 8. Nonliability of Members. No member of this corporation shall be personally liable for the debts, liabilities, or obligations of this corporation.

Section 9. Transferability of Memberships. Membership in this corporation, or any right arising therefrom, may be transferred or assigned by providing proper notice to the staffperson; any transfer or assignment shall not extend the term of any membership or otherwise affect its expiration. Any transfer of membership shall be free, without charge to the assuming member.

Section 10. Designated Representatives. Any members of this corporation that are organizations shall exercise all the rights and obligations of membership in this corporation, including the right to vote, through a designated representative. An organizational member may change its designated representative at any time.

Section 11. Termination of Membership. Membership in this corporation shall continue until terminated as provided in this Section, or until the member dies, dissolves, or resigns in writing, No such resignation shall relieve the resigning member of any accrued but unpaid obligations of such member to this corporation.

A. Basis for Termination. Membership in the corporation shall terminate upon the occurrence of any of the following events or conditions:

- i. Expiration. If a membership is issued for a period of time, such membership shall automatically terminate when such period of time has elapsed, unless the member elects to renew the membership.
- ii. Nonpayment of Dues. A member's membership in this corporation shall automatically terminate thirty days after such member is sent written notice of the failure to pay dues or fees on or before their due date. A member may avoid such termination by paying the amount of delinquent dues or fees, together with any interest thereon, within such thirty-day period.
- iii. Failure to Qualify. On a good faith finding by the Board of Directors, made in accordance with this Section, that a member no longer meets the qualifications set forth in Article II, Sections 1 and 2, such member's membership in this corporation shall terminate.
- iv. Interests of Corporation. On a good faith finding by the Board of Directors, made in accordance with this Section, that continued participation by the member in this corporation as a member is not in the best interests of this corporation and the furtherance of its purposes.

B. Termination Procedures In the case of proposed termination of a membership under subsection A. iii or iv above, the following procedures shall apply:

- i. Notice. This corporation shall send a written notice to the member, setting forth the proposal for termination, the reasons for it, the date on which the proposed termination shall become effective, and the date, time, and place (if any) of the hearing described in the next subsection. Such notice shall be sent at least fifteen days before the proposed date of termination, and at least ten days before the date set for the hearing, by first-class or registered mail, to the last address provided by the member to the corporation for purposes of notice.
- ii. Hearing. The member shall be given an opportunity to be heard, either orally or in writing, not less than five days before the effective date of the proposed termination, by the Board or the person or committee authorized by the Board to decide whether the proposed termination will take place. If the member does not appear and has not notified the Secretary of any adequate reason therefor, or chooses not to appear at the hearing, the termination shall be effective automatically on the proposed date of termination.
- iii. Determination. Following the hearing date, the Board (or the person or committee authorized by the Board to decide whether the proposed termination will take place) shall decide whether or not the member should in fact be terminated, suspended, or sanctioned in some other way. That decision shall be final, and the member shall be promptly notified of it. If a member is terminated hereunder, all membership rights of such member in the corporation shall cease on the effective date of the termination stated in the notice given pursuant to subsection B. i above.
- iv. Refund. The Board may determine whether any person whose membership has been terminated or suspended shall receive a refund of any dues already paid. Any refund shall be prorated to return only the unaccrued balance remaining for the period of the dues payment.

ARTICLE III

MEMBERSHIP RIGHTS

Section 1. Voting Rights. Subject to these Bylaws and this corporation's other policies and procedures, members of this corporation shall have the right to vote, as set forth in these Bylaws, on:

- (a) the election of directors;
- (b) the removal of directors pursuant to Section 5222 of the California Nonprofit Public Benefit Corporation Law;
- (c) any amendment to these Bylaws that materially and adversely affects member voting rights, and all amendments to the Articles of Incorporation of this corporation, except for amendments permitted to be adopted by the Board of Directors alone under Section 5812(b) of the California Nonprofit Public Benefit Corporation Law;
- (d) the disposition of all or substantially all of the assets of this corporation;
- (e) any merger of this corporation;
- (f) any dissolution of this corporation; and
- (g) any other matters that may properly be presented to members for a vote, pursuant to this corporation's Articles, Bylaws, action of the Board of Directors, or membership referendum as provided in Article IV, Section 4 below, or by operation of law.

Section 2. Inspection Rights.

A. Articles and Bylaws. This corporation shall keep at its principal office in California current copies of the Articles of Incorporation and Bylaws of this corporation, which shall be open to inspection by members at all reasonable times.

B. Accounting Records; Minutes. On written request, any member (in person or through an agent or attorney) may inspect and copy the accounting books and records of this corporation and the minutes of the proceedings of the members, the Board, or any Board Committee, at any reasonable time and for a purpose reasonably related to the member's interests as a member.

C. Membership Records. The right of members to have access to the membership records of this corporation shall be governed by Sections 6330 through 6332 of the California Nonprofit Public Benefit Corporation Law.

Section 3. Other Rights. In addition to the rights described in these Bylaws, members of this corporation shall have any other rights afforded voting members under the California Nonprofit Public Benefit Corporation Law.

ARTICLE IV

MEMBER MEETINGS AND VOTING

Section 1. Member Voting. Each member in good standing shall have one vote on each matter on which the members are entitled to vote. Member voting in this corporation shall ordinarily be conducted electronically via email or online web voting (referred to herein as "electronic ballot")...."Member voting may also be conducted by written ballot.

Section 2. Annual Member Meetings. A meeting of the membership will be held at least once a year at a date, place, and time determined by the Board of Directors, for the purpose of transacting such business as may come before the meeting.

Section 3. Regular Non-Voting Meetings of Members. [REMOVED]

Section 4. Special Meetings and Referenda.

A. Who May Call. Special meetings of the members or referendum elections by mailed or electronic ballot may be called (i) by the Board of Directors, or (ii) on the written request of five percent of the membership.

B. Procedures for Calling Special Meetings and Referenda Requested by Members. If a special meeting is called by members, the requesting members shall deliver a written notice specifying the general nature of the business proposed to be transacted personally, by registered mail, or facsimile transmission, to the President, any Vice

President, or the Secretary, of the Board of Directors. The requested meeting or referendum will be held not less than thirty-five, nor more than ninety, days following the receipt of the request. If appropriate notice of such a meeting is not given within twenty days after delivery of the request, the requesting members may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time of any meeting of members called by the Board of Directors.

Section 5. Record Dates. For any notice, vote (at a meeting or by written ballot), or exercise of rights, the Board of Directors may, in advance, by resolution, fix a record date, and only members of record on the date so fixed shall be entitled to notice, vote, or exercise rights, as the case may be. For this purpose, a person holding a membership as of the close of business on the record date shall be deemed a member of record.

A. Voting by Written or Electronic Ballot. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to vote by written or electronic ballot shall be the day on which the first written ballot is mailed, emailed, or solicited. If the Board, by resolution, fixes a record date for voting, the record date shall be not more than sixty days before the day on which the first written ballot is mailed or solicited.

B. Notice of Meetings. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to receive notice of any members' meeting, shall be the business day preceding the date on which notice for that meeting is given. If the Board, by resolution, fixes a record date for notice, the record date shall be not less than ten, nor more than ninety, days before the date of the meeting.

C. Voting at Meetings. In the event that a decision is to be voted on at a meeting rather than by written or electronic ballot, unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to vote at any members' meeting, shall be the day of that meeting. If the Board, by resolution, fixes a record date for voting, the record date shall be not more than sixty days before the date of the meeting.

D. Other Lawful Action. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to exercise any rights in respect to any other lawful action, shall be the date on which the Board adopts the resolution relating thereto or the sixtieth day before the date of such other action, whichever is later. If the Board, by resolution, fixes a record date for determining entitlements, the record date shall be not more than sixty days before the date of such other action.

Section 6. Time and Manner of Notice of Meetings. Notice shall be given to each member who, as of the record date for notice of the meeting, would be entitled to vote at such meeting. The notice may be contained in the regular mailed or electronic newsletter of the Coalition, and shall be delivered to the last mailing or email address provided by the member to this corporation for purposes of notice not less than thirty nor more than ninety days before the date of such meeting.

Section 7. Contents of Notice. The notice shall state the place, date and time of the meeting and the general nature of the business to be transacted, including those matters which the Board, as of the date of the notice, intends to present for action by the members.

Section 8. Notice of Certain Actions Required. Unless the vote of the membership shall be unanimous, any of the following votes shall be valid only if the general nature of the action approved was stated in the notice of the meeting at which the vote occurred: (a) to remove a director without cause, (b) to fill a vacancy on the Board, (c) to amend this corporation's Articles of Incorporation, or (d) to voluntarily dissolve this corporation.

Section 9. Member Quorum. Five percent of the memberships then in effect shall constitute a quorum. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of enough members to leave less than a quorum, so long as any action taken thereafter is approved by at least a majority of the required quorum.

Section 10. Act of the Members. Unless otherwise specified in these Bylaws, every decision or act made or done by a majority of a quorum of voting members voting by ballot in accordance with this Article, or by a majority of voting members present and voting at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this corporation, or these Bylaws require a greater number.

Section 11. Manner of Voting.

A. Action by Ballot

i. Generally. Any action required or permitted to be taken by members at a meeting in these Bylaws may be submitted for a vote by written or electronic ballot pursuant to this Section without a meeting.

ii. Content of Ballots. Any written or electronic ballot distributed to the members to vote on a matter shall set forth the proposed action and provide an opportunity to specify approval or disapproval of the proposal.

iii. Time for Return of Ballots. All ballots shall provide a reasonable time within which to return them to this corporation and each ballot shall state on its face or in an accompanying notice the date by which it must be returned in order to be counted.

iv. Requirements for Valid Action. Generally, approval by ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the required quorum set forth in these Bylaws, and the number of approvals equals or exceeds the number of votes that would be required to approve the action if the vote were taken at a meeting of the members.

v. Requirements for Valid Action for Board of Director elections. For purposes of the annual election of Directors conducted by electronic ballot, approval by ballot shall be valid if a majority of the returned ballots indicate approval of a nominated Director. ***There shall be no required minimum number of returned ballots, and the quorum requirement of Section 9 shall not apply.***

vi. Solicitation Rules. Ballots shall be solicited in a manner consistent with the requirements for notice of members' meetings.

vii. Revocation of Ballots. If a member who has cast a ballot desires to change his or her vote, the member may do so provided he or she so notifies the Coalition in writing or by email prior to close of the balloting period and casts a new ballot within the balloting period.

B. Election Ballots. Any ballot used in the election of directors shall set forth the names of the candidates who have been properly nominated at the time the ballot is issued. The ballot shall also provide a space for members to designate a vote for a candidate not on the ballot.

C. Voting at Meetings. Voting at meetings may be by voice or by secret ballot, provided that any election of directors, and any other vote designated by the chairman of the meeting, in his or her discretion, or requested by ten percent of the voting power present at the meeting, shall be conducted by secret ballot.

D. Proxy Voting Prohibited. Proxy voting shall not be permitted on any matter put to the vote of the members.

E. Cumulative Voting. Cumulative voting may be permitted in any specific election as determined by the Board. Any such election shall be conducted in accordance with Section 5616 of the California Corporations Code or any similar future California law.

Section 12. Waiver of Notice or Consent by Members.

A. Generally. Any action of the members taken at a meeting where a quorum is present but for which proper notice was not given, will be valid if, either before or after the meeting, each member entitled to vote who was not present at the meeting signs (i) a written waiver of notice, (ii) a consent to holding the meeting, or (iii) an approval of the minutes. The waiver of notice need not specify the purpose or general nature of business to be transacted at such meeting unless action is taken or proposed to be taken on matters specified in Section 8 of this

Article, in which case the waiver of notice must state the general nature of the matter. All such waivers, consents or approvals shall be filed with the minutes of the meeting.

B. Effect of Attendance at Meeting. Attendance by a member at a meeting shall also constitute a waiver of notice of that meeting, unless the member attends for the sole purpose of objecting at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting which are required to be described therein pursuant to Section 8 of this Article, if that objection is expressly made at the meeting.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Corporate Powers; Exercise By Board. This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board of Directors of this corporation directly or, if delegated, under the ultimate direction of the Board.

Section 2. Number and Qualification of Directors. The number of directors shall be not less than seven nor more than fifteen, with the exact number of authorized directors to be fixed from time to time by resolution of the Board of Directors. Directors of this corporation must be members of this corporation in good standing at the time of their election.

Section 3. Limitations on Interested Persons. At all times, not more than forty-nine percent of the directors of this corporation may be interested persons. An interested person means either:

(a) any person currently being compensated by this corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director in his or her capacity as director; or

(b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 4. Nomination of Directors.

A. Nominations by Members. Any member may nominate himself or herself or any other member at any time by providing notice to the President or Secretary of the Board, or Executive Director of the Coalition.

B. Nominations by Board of Directors. The Board of directors may adopt a procedure for a Board-approved nominations.

C. Deadline for Appearing on the Ballot. The Board of Directors may determine a deadline, reasonably in advance of an election, for nominations in order for nominee's names to appear on the ballot. Absent any such determination by the Board, the deadline shall be two weeks prior to the date of initial distribution of ballots to the members.

D. Presentation of Nominees. Nominees shall have the opportunity to publish a short statement available in conjunction with the ballot.

Section 5. Election and Term of Office of Directors. An annual election of directors shall be held by written or electronic ballot as provided in Article IV of these Bylaws. All ballots shall include a space for voting members to "write in" the name of a candidate for the Board. Directors shall be elected to terms of two years, and approximately one half of the directors shall be elected in each year. Each director shall hold office until expiration of the term and until a successor has been elected.

Section 6. Vacancies. A vacancy shall be deemed to exist on the Board in the event that the actual number of directors is less than the authorized number for any reason. Vacancies may be filled by the remaining directors (unless the vacancy was created by removal of a director by the members) or by the members, for the unexpired

portion of the term, provided that the Board may not fill more than three such vacancies in any calendar year. In the event that there shall be more than three vacancies created during a year, the remaining directors shall decide whether to leave the position vacant until the next annual election, or whether to call a special election to fill the vacancies.

Section 7. Resignation and Removal of Directors. Resignations shall be effective upon receipt in writing or email by the President or the Secretary of this corporation, unless a later effective date is specified in the resignation. The members may remove any director, with or without cause, by calling a Special meeting in accordance with Article IV.

Section 8. Annual Board Meetings. A meeting of the Board of Directors shall be held at least once a year. Annual meetings shall be called by the President or any two directors, and noticed in accordance with Section 10 of this Article.

Section 9. Special Board Meetings. Special meetings of the Board of Directors may be called by the President or any two directors, and noticed in accordance with Section 10 of this Article.

Section 10. Notice. Notice of the annual meeting and any special meetings of the Board of Directors shall be given to each director at least four days before any such meeting. Notice shall be given personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means, and shall state the date, place, and time of the meeting.

Section 11. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

Section 12. Quorum. A majority of the total number of directors then in office shall constitute a quorum, provided that in no event shall the required quorum be less than one-fifth of the authorized number of directors or two directors, whichever is larger. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in Article V, Sections 6 (filling board vacancies) and 13 (taking board action without a meeting); Article VI, Section 1 (creating board committees); Article VIII, Section 3 (approving self dealing transactions); Article IX, Section 2 (approving indemnification) ; and Article XI, Section 4 (amending bylaws), of these Bylaws or in the California Nonprofit Public Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 13. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board (other than any director interested in a transaction so approved) shall individually or collectively consent to such action. Such written, emailed, or verbal consents shall be filed with the minutes of the proceedings of the Board. Such written, emailed, or verbal consents shall have the same force and effect as the unanimous vote of such directors.

Section 14. Telephone and Electronic Meetings. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other communications equipment so long as all of the following apply:

(a) each director participating in the meeting can communicate with all of the other directors concurrently;

- (b) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and
- (c) this corporation verifies that (i) a person communicating by telephone, electronic video screen, or other communications equipment is entitled to participate in the Board meeting as a director, or by invitation of the Board or otherwise, *and* (ii) all motions, votes, or other actions required to be made by a director were actually made by a director and not by someone who is not entitled to participate as a director.

Section 15. Standard of Care.

A. General. A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- (i) one or more officers or employees of this corporation whom the director believes to be reliable and competent as to the matters presented;
- (ii) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (iii) a Board Committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such Committee merits confidence;

so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article VIII below, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which this corporation, or assets held by it, are dedicated.

B. Investments. Except with respect to assets held for use or used directly in carrying out this corporation's charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this corporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of this corporation's capital. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this corporation.

Section 16. Director Inspection Rights. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this corporation.

Section 17. No Compensation of Directors. The Board of Directors shall serve without compensation, but may authorize, by resolution, the payment to a director of reasonable and actual expenses incurred in serving as a director of this corporation, including for attending meetings of the Board and Board Committees.

ARTICLE VI

COMMITTEES

Section 1. Board Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of two or more directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:

- (a) set the number of directors within a range specified in these Bylaws;

- (b) fill vacancies on the Board of Directors or on any Board Committee;
- (c) fix compensation of directors for serving on the Board or any Board Committee;
- (d) amend or repeal these Bylaws or adopt new Bylaws;
- (e) approve amendments to the Articles of Incorporation of this corporation;
- (f) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (g) create any other Board Committees or appoint the members of any Board Committees;
- (h) spend corporate funds to support a nominee for director after there are more nominees than can be elected; or
- (i) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

Where it is not reasonably practicable to obtain approval of the Board before entering into a self-dealing transaction, a Board Committee may approve such transaction in a manner consistent with the requirements of Section 3 of Article VIII of these Bylaws, provided that, at its next meeting, the full Board determines in good faith that the Board Committee's approval of the transaction was consistent with the requirements in Section 3 of Article VIII and that it was not reasonably practical to obtain advance approval by the full Board, and ratifies the transaction by a majority of the directors then in office without the vote of any interested director.

Section 2. Advisory Committees. The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be constituted as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

Section 3. Meetings.

A. Of Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article V of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its members.

B. Of Advisory Committees. Advisory Committees may determine their own meeting rules and whether minutes shall be kept.

The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

ARTICLE VII

OFFICERS

Section 1. Officers. The officers of this corporation shall be a President, an Executive Director, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the directors, such other officers as may be appointed by the Board of Directors. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President or Executive Director. The President shall be elected from among the directors of the corporation.

Section 2. Election. Except for the Executive Director, the officers of this corporation shall be elected annually by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

Section 3. Removal. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors or by an officer on whom such power of removal may be conferred by the Board of Directors. Removal of the Executive Director, however, may only be accomplished by terminating his or her employment as chief executive of this corporation.

Section 4. Resignation. Any officer may resign at any time by giving written or emailed notice to this corporation. Any resignation shall take effect on receipt of that notice by such officer or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 5. Vacancies. A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election to that office.

Section 6. President. The President shall preside at all meetings of the members and the Board of Directors, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 7. Executive Director. The Executive Director shall be the general manager and chief executive officer of this corporation and shall, subject to control of the Board, generally supervise, direct and control the business of this corporation.

Section 8. Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the members and the Board of Directors, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books of this corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 9. Treasurer. The Treasurer shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

ARTICLE VIII

CERTAIN TRANSACTIONS

Section 1. Loans. Except as permitted by Section 5236 of the California Nonprofit Public Benefit Corporation Law, this corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 2. Self-Dealing Transactions. Except as provided in Section 3 of this Article, the Board of Directors shall not approve, or permit the corporation to engage in, any self-dealing transaction. A self-dealing transaction is a transaction to which this corporation is a party and in which one or more of its directors has a material financial interest, unless the transaction comes within Section 5233(b) of the California Nonprofit Public Benefit Corporation Law.

Section 3. Approval. This corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This corporation may also engage in a self-dealing transaction if the Board determines, before the transaction, that (a) this corporation is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to this corporation at the time; and (c) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

ARTICLE IX

INDEMNIFICATION AND INSURANCE

Section 1. Right of Indemnity. To the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, this corporation shall indemnify and advance expenses to its agents, in connection with any proceeding, and in accordance with Section 5238. For purposes of this Article, "agent" shall have the same meaning as in Section 5238(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and "expenses" shall have the same meaning as in Section 5238(a), including reasonable attorneys' fees.

Section 2. Approval of Indemnity. On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, may authorize indemnification to the extent permitted thereby. If the Board cannot do so because there is no quorum of directors who are not party to the proceeding for which indemnification is sought, the Board shall promptly call a meeting of the members. At that meeting, the members shall determine whether, in the specific case, the applicable standard of conduct stated in such Section has been met, and, if so, the members may authorize indemnification to the extent permitted thereby.

Section 3. Advancing Expenses. The Board of Directors may authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the Board finds that:

- (a) the requested advances are reasonable in amount under the circumstances; and
- (b) before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

The Board shall determine whether undertaking must be secured, and whether interest shall accrue on the obligation created thereby.

Section 4. Insurance. The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this corporation's power to indemnify the agent under law.

ARTICLE X

GRANTS ADMINISTRATION

Section 1. Purpose of Grants. This corporation shall have the power to make grants and contributions and to render other financial assistance for the purposes expressed in this corporation's Articles of Incorporation.

Section 2. Exclusive Power in the Board of Directors. The Board of Directors or its designee shall have exclusive control over grants, contributions, and other financial assistance given by this corporation. The Board shall review all requests for funds and shall require that such requests specify the use to which the funds will be put. If the Board approves a request for funds, the Board shall authorize payment of such funds to the approved grantee.

Section 3. Refusal; Withdrawal. The Board of Directors, in its absolute discretion, shall have the right to refuse to make any grants or contributions, or to render other financial assistance, for any or all of the purposes for which the funds are requested. In addition, the Board, in its absolute discretion, shall have the right to withdraw its approval of any grant at any time and use the funds for other purposes within the scope of the purposes expressed in this corporation's Articles of Incorporation.

Section 4. Accounting Required. The Board of Directors may require that grantees furnish a periodic accounting to show that the funds granted by this corporation were expended for the purposes that were approved by the Board.

Section 5. Restrictions on Contributions. This corporation shall retain complete control and discretion over the use of all contributions it receives. Contributions received by the corporation from solicitations for specific grants shall be regarded as for the use of this corporation and not for any particular organization or individual mentioned in the solicitation. This corporation may accept contributions earmarked by the donor exclusively for allocation to one or more foreign organizations or individuals only if the Board of Directors of this corporation has approved in advance the charitable activity for which the donation was made.

ARTICLE XI

MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of this corporation shall end each year on December 31.

Section 2. Contracts, Notes, and Checks. All contracts entered into on behalf of this corporation must be authorized by the Board of Directors or the person or persons on whom such power may be conferred by the Board from time to time, and, except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation shall be signed by the person or persons on whom such power may be conferred by the Board from time to time.

Section 3. Annual Reports to Members and Directors.

A. Financial Report. Unless this corporation receives less than \$25,000 in gross revenues or receipts during the fiscal year, within 120 days after the annual filing of financial information to the IRS the Board shall make available a report to all of the directors and members of this corporation containing the following information:

- (i) the assets and liabilities, including the trust funds of this corporation, as of the end of the fiscal year;
- (ii) the principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (iii) the revenue or receipts of this corporation, both unrestricted and restricted for particular purposes, for the fiscal year;
- (iv) the expenses or disbursements of this corporation, for both general and restricted purposes, for the fiscal year; and
- (v) any information required by subsection B below.

The foregoing report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of this corporation that such statements were prepared without an audit from the books and records of this corporation.

If this corporation receives less than \$25,000 in gross revenues or receipts during the fiscal year, the report described above must be furnished only to the directors and any member who requests it in writing.

B. Report of Certain Transactions. Unless this corporation furnishes the report required by subsection A above, the Board shall make available a written report to all of the members and directors of this corporation containing the following:

- (i) a description of any transaction during the previous fiscal year involving \$50,000.00 or more between this corporation (or its parent or subsidiary, if any) and any of its directors or officers (or those of its parent or subsidiary, if any) or any holder of more than ten percent of the voting power of this corporation (or its parent or subsidiary, if any), including the names of the interested persons, their relationship to this corporation, the nature of their interest in the transaction and, where practicable, the value of such interest; and

(ii) the amount and circumstances of any indemnifications or advances aggregating more than \$10,000.00 that were paid during the fiscal year to any director or officer of this corporation, and that were not approved by the members of this corporation.

If no transaction required to be reported has occurred during the fiscal year, no report is required for that fiscal year.

Section 4. Amendments. Amendments to these Bylaws may be adopted by the Board of Directors or the members, as follows. Such amendments shall require the approval of the members, or the vote of a majority of the directors then in office or unanimous written consent of the Board, as the case may be, provided that the Board may not amend the Bylaws if the amendment would materially and adversely affect the rights of members to vote, or to transfer their memberships. If a proposed Bylaw amendment will be considered at a meeting, it shall be submitted in writing to the persons entitled to vote thereon at least one week before such meeting.

Section 5. Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Public Benefit Corporation Law as then in effect shall apply.

CERTIFICATE OF SECRETARY

I, Paul Carroll, certify that I am presently the duly elected and acting Secretary of San Francisco Bicycle Coalition, a California nonprofit public benefit corporation, and that the above Bylaws, consisting of 21 pages, are the Bylaws of this corporation as adopted by Written Ballot of the Members, on , 1999.

DATED: , 1999

Paul Carroll, Secretary