

**MOTION TO AMEND THE BYLAWS
OF THE SAN FRANCISCO BICYCLE COALITION**

FOR ACTION AT JUNE 2017 BOARD MEETING

WHEREAS, the Board of Directors passed a resolution at its meeting in August, 2016, calling for the Board to move towards implementation of Ranked Choice Voting for Board elections in 2017;

WHEREAS, the Board of Directors desires to allow board elections to be moved to timeframes that better align with organizational priorities, while still maintaining the organization's commitment to annual elections (for example, in the upcoming election, the board would have the option of conducting the election in the Jan-March timeframe), facilitating smoother transitions for incoming/exiting board members, enabling budgeting continuity, and easing the communication workload of the SF Bicycle Coalition during the end-of-the-year timeframe;

WHEREAS, the Board of Directors desires to ensure continuity of leadership by having directors' and officers' terms last until new directors and officers are seated;

NOW THEREFORE, the Board of Directors hereby amends the Bylaws of the San Francisco Bicycle Coalition as follows, with deletions in strikethrough and additions underlined:

ARTICLE IV

MEMBER MEETINGS AND VOTING

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Section 11. Manner of Voting.

A. Action by Ballot

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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 or to rank the candidates in an election of directors.

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iv. Requirements for Valid Action. Generally, ~~approval~~ a decision 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 either the contest is conducted using ranked choice voting or 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, candidates receiving the highest number of votes are elected. There shall be no required minimum number of returned ballots, and the quorum requirement of Section 9 shall not apply.”

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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 at least one space for members to ~~designate a vote for~~ “write in” the name of a candidate not on the ballot.

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E. Ranked Choice Voting. A proportional representation form of ranked choice voting, also known as single transferable vote, shall be used in each election of directors unless otherwise determined by the Board prior to a specific election.

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~~E-F.~~ 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.

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ARTICLE V

BOARD OF DIRECTORS

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Section 5. Election and Term of Office of Directors. ~~An annual e~~Election of directors shall be held approximately annually 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 election year. Regularly-scheduled elections shall be held no later than 15 months after the previous regularly-scheduled election. ~~Each e~~Directors shall hold office until expiration of their terms and until a successor has been seated~~elected~~.

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ARTICLE VII

OFFICERS

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Section 2. Election. Except for the Executive Director, the officers of this corporation shall be elected ~~annually, and by~~ the Board of Directors. Terms shall be approximately one year, until a successor has been seated. ~~And e~~Each officer shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under any contract of employment.