1 Name

These Bylaws govern the affairs of BikeHouston, Inc., a nonprofit corporation (referred to as BikeHouston) organized under the Texas Non-Profit Corporation Act.

2 Mission

The mission of BikeHouston is to promote safe bicycling and to improve the quality of life in the Houston area. BikeHouston’s efforts shall encompass:

- Securing equitable access to regional facilities, lands and roads
- Educating the public about rights and responsibilities of bicyclists
- Promoting public awareness of the personal and community benefits of cycling

The Corporation is organized exclusively for charitable, literary, and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code. The purposes of the Corporation will include those items listed above. The corporation is established as a permanent organization seeking to enrich the local community by promoting these purposes. The Corporation may engage in any activities which further its purposes.

No part of the net earnings of the Corporation shall inure to the benefit of any Director of the Corporation, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaigning on behalf of any candidate for public office.

Notwithstanding any other provision of these Bylaws, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its
Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations, as they now exist or as they may hereafter be amended.

Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

3 References

- The Board refers to the Board of Directors.
- A Board Member refers to a member of Bike Houston who was elected to a position on the Board of Directors.
- A member refers to any BikeHouston member, whether individual, associate or honorary (Section 5).
- AGM is the Annual General Meeting (Section 8.2.1).

4 Governance

BikeHouston is governed by a self-sustaining Board of Directors to facilitate the legal and proper operation of the organization. The work of the organization is conducted by the Board, committees, staff, Advisors and volunteers. BikeHouston holds at least one general meeting annually and involves members in events, activities, meetings and programs throughout the year. Membership is cultivated at the neighborhood level. Decisions of the Board, its committees and the general organization are made by seeking consensus whenever possible. These bylaws specify alternative criteria for making decisions when consensus is not possible.

5 Membership

5.1 Qualifications

5.1.1 Individual Members

Any individual who supports the mission stated above and has paid dues to BikeHouston, at a rate and in a manner to be determined by the Board, may be a member, with all responsibilities, rights, and privileges of membership.

5.2 Membership Responsibilities

Members are expected to:

- Encourage and promote cycling as a healthy, economical, ecologically sound, and viable means of transportation and recreation, as well as
- Display courtesy, good sense and citizenship, as well as concern for the safety of self and others while cycling.
5.3 Membership Rights & Privileges

Members are entitled to receive meeting notices, publications, invitations, discounts and other privileges as determined by the Board.

6 Board of Directors

6.1 Responsibilities of Board

The Board:

- Identifies and pursues actions required to realize the mission of BikeHouston
● Is responsible for overseeing the business affairs of the organization
● Organizes and prepares the agenda or program for Board and general meetings
● Creates any committees which may be necessary for carrying out the activities of the organization
● Directs the preparation of an annual organizational budget in accordance with these bylaws
● Appoints BikeHouston representatives to those advisory committees where BikeHouston has or may have representatives
● Maintains a roster of Board Members, including contact information
● Establishes membership fees
● Ensures up-to-date records of membership
● Maintains corporate records, including these bylaws, and ensures all reporting obligations are met, including state incorporation requirements and federal reporting requirements. Specifically, the Board should be vigilant of its status with IRS and Texas Secretary of State.
● Shall reserve the authority to hire, terminate, and define the responsibilities for the Executive Director of BikeHouston

6.2 Qualifications of Board Members

● A Board Member must be a member of BikeHouston
● Board Members are expected to dedicate time and effort, contacts, and financial resources as they are able, to realize BikeHouston’s mission. Each should be willing and able to be a regular and active participant in at least one committee.

6.3 Organization of Board

6.3.1 Number

The Board will consist of no more than twenty-five and no less than three Board Members. Upon majority resolution of the Board, the number of Board Members may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent Board Member or decreasing the total number of Board Members to less than three Board Members.

6.3.2 Positions

6.3.2.1 Chairperson

Duties of the Chairperson:

● Regularly communicates with staff and committees, encouraging them and receiving reports for the Board
● Facilitates upcoming Board meeting
  ○ Prepares proposed agenda
● Sends notice of meeting with proposed agenda to all Board Members and Advisors

● When applicable, facilitates upcoming general meeting

  o Prepares proposed agenda including member motions
  
o Ensures notice of meeting is sent in accordance with Section 8.1

● At Board meeting, ensures meeting is conducted as described in these bylaws
● With approval of the Board, completes and signs paperwork on behalf the board, as required for maintenance of the organization, unless such duties are delegated to another individual
● Takes responsibility for any other duty of the organization when required in an emergency

6.3.2.2 Vice Chairperson

Supports the duties and functions of the Chairperson. Vice Chairperson acts as Chairperson when Chairperson is unable to perform the duties listed above.

6.3.2.3 Secretary

Duties of the Secretary:

● Takes minutes at Board meeting or general meeting, i.e., key points raised and decisions made, and participants in the discussion
● Distributes them within two weeks of the meeting
● Documents attendance and excused absences of all Board Members
● Is responsible for book of minutes and other corporate records until the next meeting, unless such duties are delegated
● Prepares ballot(s) for the AGM

6.3.2.4 Treasurer

Duties of the Treasurer:

● Has custody of all the funds of BikeHouston, and keeps or causes to be kept, complete and accurate accounts of receipts and disbursements of BikeHouston.
● Deposits or causes to be deposited all moneys, evidences of indebtedness and other valuable documents of BikeHouston in the name and to the credit of BikeHouston in such banks or depositories as the Board may designate.
● Must exhibit the books and accounts to any Board Member at any reasonable time.
● Shall file appropriate tax return for organization or coordinate with outside party for annual submittal to IRS.
At the Annual General Meeting, the Treasurer, or staff so designated by the Board, presents a report showing in appropriate detail:
- The assets and liabilities of BikeHouston for a twelve-month fiscal period terminating not more than six months prior to the meeting
- The principal changes in assets and liabilities during that fiscal period
- The revenues or receipts of BikeHouston, both general and restricted to particular purposes, for that fiscal period
- The expenses or disbursements of BikeHouston, for both general and restricted purposes, during said fiscal period
- The report shall be filed with the minutes of the Annual General Meeting.

6.4 Nominations

The Governance Committee (Section 7.1.1.1) provides nominees for open positions on the Board.

6.5 Terms of Office

The Board Members are elected to hold office for two-year terms. A Board Member may not be elected to hold office for more than three consecutive terms. Offices in the Board are staggered; half of the officers are elected in each year. Subsequent to the expiration of their terms, Board Members are invited to join the group of Advisors (Section 7.2).

6.6 Election

Board Members are elected by a majority of the Board of Directors from the candidates provided by the Governance Committee. The candidates nominated by the Governance Committee are listed along with a summary of their qualifications.
6.7 Removal/Reinstatement/Resignation

- A Board Member is automatically removed from the Board following three consecutive unexcused absences (as defined under Board Meetings Section 8.3)
- A Board Member may be removed, in extremis, at any Board meeting by a vote of two-thirds of the entire Board (excluding Board Member in question) if this motion is on the agenda prior to the meeting.
- A Board Member so removed may appeal for reinstated by a two-thirds vote of the Board
- A Board Member may be removed for cause by a member’s motion with a two-thirds vote at a general meeting, if this motion is on the agenda prior to the meeting
- A Board Member may resign upon written notice to the Board. The resignation should state when the resignation is effective. Resignation does not discharge any accrued obligation or duty of a Board Member.

6.8 Vacancies

With the assistance of the nominating committee, the Board may choose to fill a vacant position with any qualified individual from general membership (Section 6.2) who would serve until the next AGM. The board-appointed member may stand for election at that point. The elected successor will fill the unexpired portion of the original term.

6.9 Conflicts of Interest

6.9.1 Financial

Any Board Member who has a financial interest in any contract or transaction to be approved by the Board shall declare such an interest at the meeting at which the contract or transaction would be discussed, and shall absent him/herself from the meeting during the discussion of that item and refrain from voting on that item.

6.9.2 Responsibility to BikeHouston

Each Board Member shall consider that his or her primary allegiance in the conduct of BikeHouston business is to BikeHouston. If the Board Member's membership in any other organization would affect his or her judgment on any item before the Board, the Board Member shall declare that membership and shall refrain from voting on that item.

6.10 Compensation

Board Members serve as volunteers without compensation. The Board may authorize, by resolution, the payment or advancement to a Board Member of reasonable and actual expenses incurred in serving as a Board Member.

6.11 Confidentiality
Communications among Board Members are confidential. Decisions made by the Board and any official communications or documents (including minutes, letters and position statements) are open to scrutiny by any member.

7 Committees, Advisors and Employees

7.1 Committees

7.1.1 Formation

Ad-hoc and advisory committees can be formed or dissolved by the Board as needed. The Board may establish the following standing committees:

- Governance
- Membership Development
- Education
- Finance and Fundraising
- Publications and Public Relations
- Houston Moonlight Bicycle Ramble
- Advisory Committees on various topics

These committees, described below, work cooperatively to achieve the mission of BikeHouston. The Board appoints committee members based on the following criteria:

- Every committee must include at least one Board Member
- Every committee should include at least one non-Board Member
  The Board will make available a list of committee members to all Board Members and interested members.

7.1.1.1 Governance Committee

The purpose of the Governance Committee is to nominate qualified candidates (Section 6.2) for all Board positions up for election so that the Board represents the diversity of the cycling community. The Governance Committee:

- Consults with BikeHouston members, Board Members and Advisors, as well as local bicycle clubs, community groups, and others, to identify potential candidates
- Contacts potential candidates, describes the position and encourages them to consider serving as a Board Member
- Presents a list of candidates and their qualifications at least one month before the Board elections. The list must include at least as many candidates as there are positions for election.

7.1.1.2 Membership Development Committee

The purpose of the Membership Development Committee is to recruit and involve
members into the activities of BikeHouston.

The Membership Development Committee:

- Makes sure that “the welcome mat is out”
- Develops member benefits, such as bike shop discounts
- Organizes the sending of renewal notices, thank you letters, member packets, etc.
- Helps unite cyclists at the neighborhood level in order to build a grass-roots basis of support for BikeHouston projects.

7.1.1.3 Education Committee

The purpose of the Education Committee is to encourage safe cycling. The Education Committee:

- Researches issues relevant to bicycle safety and promotion, including community livability
- Prepares written and electronic media messages for review
- Organizes bicycle education classes and clinics

7.1.1.4 Finance and Fundraising Committee

The purpose of the Finance and Fundraising Committee is to develop financial stability and strength required to carry out the activities of the organization. The Finance and Fundraising Committee:

- Actively researches and pursues fundraising, sponsorship and grant opportunities
- Prepares and keeps up-to-date materials helpful to securing financial support

7.1.1.5 Public Relations Committee

The purpose of the Public Relations Committee is to prepare and deliver consistent messages that reflect positively on the activities of BikeHouston. The Publications and Public Relations Committee:

- Ensures web site is kept up-to-date, attractive and usable
- Reviews public materials prepared by other committees for consistency and style
- Looks for opportunities to inform the public about BikeHouston concerns and positions
- Maintains network of media contacts and library of position statements

7.1.2 Procedures

- All members of a committee must be notified of that committee’s meetings
- Committees may invite guests as needed for advisory purposes
- The committee Chairperson (or designee) regularly reports on the committee’s activities to the Board Chairperson, especially prior to each Board meeting

7.2 Advisors
At its option, the Board will avail itself of a standing group of Advisors, composed of:

- Past Board Members;
- Active volunteers; and
- Community leaders

Advisors shall assist the organization with fulfilling its responsibilities.

7.3 Staff

The Board reserves the authority to hire, terminate, and define the responsibilities for the Executive Director of BikeHouston. Except as otherwise provided in writing and approved by the Board, the Executive Director shall have authority to hire, terminate and define the responsibilities of BikeHouston staff members, provided such positions are funded in a Board-approved budget. Paid staff members may not serve as Board Members.

8 Meetings

8.1 Conduct of Meetings

8.1.1 Location

General membership meetings shall be held within Harris County.

8.1.2 Conduct (General)

The Board Chairperson conducts the meeting to ensure the respectful use of members’ time. The Chairperson also ensures a respectful environment in which all Board Members and members are allowed to participate meaningfully. The responsibilities of the Chairperson and Secretary are described further in Sections 6.2.3.1 and 6.3.2.2, respectively.

- Meeting should start with approval of agenda and any member motions
- Decisions should be made through a consensus-building process whenever possible
- A vote may not be called before there is an opportunity for discussion on the question
8.1.2.1 Tie-Breaking

The Chairperson will vote only to break a tie.

8.1.3 Proxy Voting

- A person is only entitled to his or her vote and one official proxy
- Only a Board Member may serve as proxy for another Board Member
- Quorum is determined only by board members present, not affected by proxy

8.2 General Meetings

General Meetings of the membership are called by the Board whenever necessary and at least once a year. The Secretary notifies the membership of the meeting and significant actions to be decided (Section 8.3.7) at least 7 days prior to such a meeting. General meetings may also be called at the written request of not less than one-tenth of the membership. Sufficient notice shall be given for such a meeting, explaining the purpose of the meeting.

8.2.1 Annual General Meeting

The Annual General Meeting (AGM) of BikeHouston shall be held between January 1 and March 31 of each year, at a time and place designated by the Board.

8.2.2 Quorum

Quorum at a General Meeting shall consist of ten members and also satisfy the requirements for a quorum of a Board meeting (Section 8.3.4).

8.3 Board Meetings

All Board Members must be given notice of the meeting. Each Board Member must notify the current Chairperson before the day of the meeting in the case that he or she will not attend the meeting, for the absence to be excused.

8.3.1 Definition of Meeting
A meeting is defined as any tele-conference, live on-line meeting or physical gathering of Board Members, or combination thereof. The bylaws concerning proper notification, quorum and conduct apply to any meeting regardless of its format.

8.3.2 Calling & Notice of Meetings

The Chairperson sends notice of the time and place of each regular or special meeting of the Board, together with a written agenda stating all matters upon which action is proposed to be taken by email, fax, personal delivery or postal mail to each Board Member at such address as he or she designates, at least three days before the day on which the meeting is to be held.

8.3.3 Special Meetings

In an emergency, a special meeting may be called by the Chairperson or any two Board Members. Notice of special meetings to discuss matters requiring prompt action may be given personally or by telephone, no less than twenty-four hours before the time at which such meeting is to be held. The current Chairperson and Secretary (or their designated alternates) serve in their usual capacities.

8.3.4 Quorum

A majority of actual Board Members must be present at any meeting of the Board to constitute a quorum. A quorum is required for significant decisions and for taking substantive actions. Substantive actions include:

- Approval of individual, unbudgeted expenditures in excess of an amount set by the board
- Changes to membership fees
- Approval of honorary members (Section 5.1.3)
- Removal or reinstatement of Board Members (Section 6.7)
- Approval of application for credit or modification of bank signature authority

8.3.5 Meeting Notices

Meeting notices or other notices may be given by email, fax, or personal delivery or postal mail.
9 Financial Management

9.1 Financial Management

The Board is responsible for overseeing the financial management of BikeHouston. The Treasurer oversees this responsibility (Section 6.3.2.4).

9.1.1 Bank Account(s)

All BikeHouston funds shall be deposited in an insured financial institution (FDIC). Payments shall be made by check or debit card. Signatories with access to the account(s) are the Treasurer, Executive Director if any, and at least one other Board Member.

9.1.2 Transparency

The Treasurer must exhibit the books and accounts to any Board Member at any reasonable time.

9.1.3 Indemnification

BikeHouston indemnifies a Board Member, Advisor, committee member or employee who is or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity. However, BikeHouston indemnifies a person only if he or she acted in good faith and reasonably believed that the conduct was in BikeHouston's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. BikeHouston does not indemnify a person who is found liable to BikeHouston or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.

9.1.4 Credit/Debt

Limited credit/short-term or serviceable debt may be secured with prior Board approval required and only for specific purchases, projects or liquidity purposes.

9.1.5 Board Approval of Expenditures

Expenditures over an amount set by the board, which have not been included in a Board-approved budget, require prior approval of the Board.

9.2 Fiscal Year

The fiscal year of BikeHouston shall end December 31.
10 Office

The principal office of BikeHouston shall be located in the County of Harris, State of Texas.

11 Registered Office and Registered Agent.

BikeHouston shall comply with the requirements of the Texas Non-Profit Corporation Act and maintain a registered office and registered agent in Texas.

12 Priority of Bylaws

When they conflict, the articles of incorporation, and other pertinent documents, must be amended to conform to the provisions of these bylaws.

13 Amendment of Bylaws

Amendment of bylaws requires approval of two-thirds of Board Members. The Secretary ensures that the following are maintained in the corporate record book:

- A copy of the original bylaws, with a list of amendments or revisions and their dates of adoption
- An edited copy with amendments integrated into the appropriate sections

14 Dissolution of Organization

Upon the dissolution of BikeHouston, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any subsequent federal tax code. The preferred beneficiary is the Texas Bicycle Coalition Education Fund (TBCEF). TBCEF is a 501(c)(3) non-profit organization dedicated to universal bicycle education in Texas. Any assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of Harris County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

CERTIFICATE

I HEREBY CERTIFY that the foregoing is a true, complete and correct copy of the Bylaws of BikeHouston, Inc., a Texas non-profit corporation, in effect on the date hereof.

IN WITNESS WHEREOF, I hereunto set my hand, this _____ day of ___________________ 2017.

______________________________ Signature ______________________________ Title