

Revision 1 - April 7, 2005  
Revision 2 - April, 2010  
Revision 3 – February 17, 2013

**BY-LAWS**  
**OF**  
**ALABAMA BICYCLE COALITION, INC.**  
**(NON-PROFIT)**

**Article I**

**Name, Mission, and Purpose**

The Alabama Bicycle Coalition, Inc. (hereinafter referred to as "AlaBike") has been formed for the purposes set forth in its certificate of Incorporation.

AlaBike's Mission is to Promote Cycling Safety, Education and Access.

AlaBike's Purpose is to work towards the following Vision:

1. Safe, confident and knowledgeable cyclists.
2. Competent and considerate motor vehicle drivers.
3. Restoration of the art and science of cycling as a recognized transportation choice.
4. Routine inclusion in transportation planning and engineering to allow safe bicycling for transportation to foster healthy lifestyles and communities.
5. Access to transportation is maintained for those who cannot or choose not to drive motor vehicles.

AlaBike may achieve its Mission and Purposes through all methods not inconsistent with Code of Alabama §10-3A-20 POWERS. The name of AlaBike, or the names of any of its officers and directors, shall not be used for any purpose not related to the policies of AlaBike, as determined by the Board of Directors. AlaBike shall be non-commercial, non-sectarian and non-partisan.

**Article 2**

**Members**

AlaBike shall have an unlimited number of members. Members are those who have paid dues to the organization as set out by the Board of Directors. The Board may review the dues structure annually. AlaBike shall not discriminate on accepting members. Associations, estates, corporations, partnerships, individuals and other entities are not excluded from the membership. Members shall be invited to a minimum of one general meeting per year to provide input to AlaBike's board of directors.

The Code of Alabama, §§10-3A-26 through 32 governs meetings of members.

## **Article 3**

### **Board of Directors**

Section 1. Powers and Number. The Board of Directors shall have the general power to control and manage the affairs and property of AlaBike in the accordance with the purposes and limitations set forth in the Certificate of Incorporation, and the policies set forth in Article 1. The number of Directors constituting the entire Board shall be set by the Board and consist of no more than fifteen directors and no fewer than five directors [*timing deleted Rev 3, Feb 2013*]. Each director shall be at least eighteen years of age and reside in Alabama.

Code of Alabama §10-3A-35(a) states that no decrease in number of directors shall shorten the term of an incumbent. (See Articles of Incorporation Article FIFTH.)

Section 2. Election and Term of office. The directors, except for the Executive Director (ED) [*added Rev 3, Feb 2013*], shall be elected to hold office for one-year terms; provided, however, that an alternate director elected to fill an unexpired term shall hold office until the next election of directors. Directors shall be elected at the annual meeting of the Board of Directors by a vote of a majority of the entire Board. Directors may be re-elected [*deleted term limits Rev 2, Oct 2009*] but re-election shall only be upon a showing that each director has met the duties and responsibilities for directors in an exemplary manner. (Code of Alabama §10-3A-35.)

Section 3. Nominations. The Board of Directors shall consider potential nominees each year proposed by members of the Board, AlaBike's staff, and the members of AlaBike in good standing. The Board of Directors may elect or re-elect some, all, or none of the nominees at the annual meeting of the Board.

Section 4. Removal. Any director may be removed at any time for cause by a vote of two thirds of the entire Board at any regular meeting, or at any special meeting of the Board called for that purpose, provided that at least one week's notice of the proposed action shall have been given to the entire Board of Directors then in office. A director who misses three consecutive meetings shall be automatically removed, but may be reinstated by a vote of a majority of the entire Board for good cause shown. Code of Alabama §10-3A-35(d) and Articles of Incorporation Article SEVENTH.

Section 5. Resignation. Any director may resign from the Board at any time. Such resignation shall be made in writing or orally to the President, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the president. No resignation shall discharge any accrued obligation or duty of a director.

Section 6. Vacancies and Newly Created Directorships. Any newly created directorships and any vacancies on the Board of Directors arising at any time and from any cause may be filled by an alternate director at any meeting of the Board of Directors by a vote of the majority of the directors then in office, regardless of their

number, and the directors so elected shall serve until the next annual meeting. Code of Alabama §10-3A-36.

Section 7. Meetings. The annual meeting of the Board shall be held at a time and place fixed by the Board and for this meeting only, a director must be physically present to vote. Other regular meetings of the Board shall be held no less than one time during the year. The number of regular meetings for the upcoming year shall be determined by the Board each year at the annual meeting. Special meetings of the Board shall be held whenever called by the President or by a majority of the Board of Directors. Code of Alabama §10-3A-39.

Section 8. Notice of Meetings. Notice of the time and place of each regular, special or annual meeting of the Board, together with a written agenda stating all matters upon which action is proposed to be taken shall be sent by email, facsimile postal mail to each director at his or her residence or usual place of business (or at such other address as he or she designates), at least seven days before the day on which the meeting is to be held; provided, however, that notice of special meetings to discuss matters requiring prompt action may be given personally or by telephone, no less than forty-eight hours before the time at which such meeting is to be held. Code of Alabama §10-3A-39(b).

Section 9. Definition of "Meeting." Directors of AlaBike live and work across the breadth of the State. Physically gathering at the same location at the same time can be difficult. Thus, a meeting is defined as any tele-conference or physical gathering of directors, or combination thereof, of which proper notification (as defined above has been provided,) and in which the President and 50% of the entire Board participate. The exception, per above, is the annual meeting. Code of Alabama §10-3A-39(c).

Section 10. Quorum and Voting. Unless greater proportion is required by law, 50 % of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business, other than the removal of a director or employee of AlaBike. The Board shall attempt to resolve questions by consensus. Where a vote is required, only directors participating by telephone (*or internet/electronic*) or in person may vote. Votes shall be determined by a majority of the directors present. The Executive Director is an ex officio, non-voting member of the Board of Directors [*added Rev 3, Feb 2013*]. Code of Alabama §10-3A-37.

Section 11. Duties and Responsibilities for Directors. Directors shall be responsible for promoting the purposes of AlaBike set forth in Article 1. Directors shall assist in raising funds for AlaBike, and shall also be actively involved in fulfilling such duties and responsibilities as are determined from time by a majority vote of the Board of Directors. The Board of Directors acts in an advisory capacity to the ED [*added Rev 3, Feb 2013*].

Section 12. Committees of the Board. The Board, by vote of a majority of the entire Board, may establish and appoint a Nominating Committee, and any other standing committees that it deems appropriate. The President shall appoint the Chairperson of each existing committee at the annual meeting for a period of one year.

The President shall appoint the Chairperson of any newly-created committee at the time it is established. The President may remove the Chairperson of any Committee at any time. Each Committee so appointed shall consist of one or more directors and shall have the authority delegated to it by vote of the Board, except that committees shall not be granted authority to the following matters:

Special committees may be appointed by the President with the consent of the Board and shall have only the powers specifically delegated to them by the Board. Members of AlaBike may be invited by the Chairperson of each Committee to serve on that Committee for one year. Committee members are not limited to members of AlaBike. Code of Alabama §10-3A-38.

Section 13. Compensation. Directors, with the exception of the ED [added Rev 3, Feb 2013], shall not receive any salary or compensation for their services as directors.

Section 14. Meeting Procedure. Roberts Rules shall govern procedure at meetings.

#### **Article 4**

##### **Officers, Employees and Agents**

Section 1. Officers. The Officers of AlaBike shall be a President, Vice-President, Secretary, and Treasurer. Officers shall be members of the Board of Directors. One person may hold more than one office in AlaBike except that no one person may hold the offices of President and Secretary. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity. The Board of Directors shall have the authority to elect such additional officers as it deems necessary.

Section 2. Election, Term of office and Removal. At the annual meeting of the Board of Directors, the Nominating Committee shall submit to the Board of Directors names of potential officers for election or re-election. The officers of AlaBike shall be elected for one-year terms at the annual meeting of the Board of Directors. Officers may be re-elected. [deleted term limits Rev 2, Oct 2009] Each officer shall assume his or her office immediately after the election, and continue in office until his or her successor shall have been elected and qualified, or his or her death, resignation or removal.

Section 3. Other Employees and Agents. The Board of Directors may from time to time appoint employees and agents it deems necessary. Each will serve at the pleasure of the Board of Directors and shall have such authority and perform such duties as the Board of Directors may determine. No such employee or agent shall be a director of AlaBike, with the exception of the ED who is an ex officio, non-voting member of the Board of Directors [added Rev 3, Feb 2013].

Section 4. Removal. Any officer, employees or agent of AlaBike may be removed with cause by a vote of 2/3rds of the entire Board.

Section 5. Vacancies. In case of any vacancy in any office, a successor to fill the unexpected portion of the term may be nominated by the President. Any officer so nominated shall serve temporarily until elections can be held at the next Board meeting. Thereafter, the elected officer shall serve until his or her successor shall have been elected and qualified. In case a vacancy occurs in the office of the President, the Vice President, shall fill the office of the President until an election can be held at the next regular meeting of the Board of Directors.

Section 6. President: Powers and Duties. The President shall give notice of, and preside at, all meetings of the Board of Directors. The President shall give general supervision over the affairs of AlaBike, and shall keep the Board of Directors fully informed about the activities of AlaBike. He or she shall have the power to sign and execute in the name of AlaBike all contracts authorized either generally or specifically by the board. The President may delegate this authority to other officers or the paid staff with the permission of the board. The President shall also have such other powers and perform such other duties as the Board of Directors may prescribe.

Section 7. Vice President: Powers and Duties. The Vice President shall act as aide to the President and have such other powers and perform such other duties as the Board of Directors may from time to time prescribe. In the absence or inability of the President to act, a Vice President selected by vote of the Board shall perform the duties of the President.

Section 8. Secretary: Powers and Duties. The Secretary shall keep the minutes of the meetings of the Board of Directors and perform such other duties as the Board may prescribe.

Section 9. Treasurer: Powers and Duties. The Treasurer shall have general oversight with respect to, and shall approve, the annual budget. The Treasurer shall also retain an independent auditor to conduct audit report, if required by law or requested by the Board of Directors. The Treasurer shall also have oversight responsibility for all financial matters (as the Board of Directors may prescribe). Until the appointment of staff, the Treasurer shall assume the responsibilities detailed in this section. The Treasurer shall have custody of all the funds of AlaBike, and shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of AlaBike, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of AlaBike in the name and to the credit of AlaBike in such banks or depositories as the Board of Directors may designate. The Treasurer shall at all reasonable times exhibit the books and accounts to any officer or director of AlaBike, and shall perform all such other duties as the Board may from time to time prescribe. At the annual meeting of the Board of Directors, the Treasurer or staff so designated by the board shall present a report showing in appropriate detail: (1) the assets and liabilities of AlaBike as of a twelve month fiscal period terminating not more than six months prior to the meeting;(2)the principal changes in assets and liabilities during that fiscal period; and(3) the revenues or receipts of AlaBike, both general and restricted to particular purposes, AlaBike, for that fiscal period; and(4) the expenses or disbursements of

AlaBike, for both general and restricted purposes, during said fiscal period. The report shall be filed with the minutes of the annual meeting of the Board.

Section 10. Delegation of Powers. To the full extent allowed by law, the Board of Directors may delegate to any employee or agent any powers possessed by the Board of Directors and may prescribe their respective title, terms of office, authorities and duties. The President may delegate to the staff the power to sign and execute alone in the name of AlaBike all contracts authorized generally or specifically by the Board, unless the Board shall specifically require an additional signature.

Section 11. Compensation. The staff and other employees or agents of AlaBike may receive a reasonable salary or other reasonable compensation for services rendered to AlaBike when authorized by a majority vote of the Board of Directors. The officers shall receive no salary or compensation for their services.

## **Article 5**

### **Records**

Section 1. Records. There shall be kept at the principal office of AlaBike correct and complete records of account of the activities and transactions of AlaBike, a copy of the certificate of incorporation, a copy of these by-laws, and all minutes of meetings of the Board of Directors and any committee thereof; and a current list or record containing the names and addresses of all directors and officers of AlaBike.

Section 2. Fiscal Year. The fiscal year of AlaBike shall commence January 1<sup>st</sup> and end December 31<sup>st</sup>.

## **Article 6**

### **Indemnification**

AlaBike may to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures provided by Code of Alabama §10-3A-20(14) of the Nonprofit Corporation Act and any amendments thereto, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she is or was a director, officer, employee or agent of AlaBike, against judgments, fines, penalties, amounts paid in settlement and reasonable expenses, including attorneys' fees. AlaBike is authorized to purchase and maintain insurance for the indemnification of itself and its directors and officers.

**Article 7**

**Amendments**

These Bylaws may be amended or repealed at any meeting of the Board of Directors by a vote of two-thirds of those voting (abstentions do not count in the vote). Adoption of this set of Bylaws completely supersedes all prior By-laws and Amendments. Amendments may be proposed by any AlaBike member at any general, annual, regular, or special meeting of AlaBike or the board of directors. However, the Board of Directors shall vote on and approve or disapprove Amendments to By-Laws.

We the undersigned, being all of the Directors of AlaBike, do hereby approve any and all action taken Sept. 13, 2003 at the AlaBike board meeting.

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JANIE H. MIERNIK, Director

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MARJORIE HOLDERER, Director

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GARY SMITH, Director

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MICHAEL FRITZE, Director

\_\_\_\_\_  
ALBERT MORTON ARCHIBALD, JR.,  
Director

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MICHAEL HOLDERER, Director

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JOHN MORGAN ANDRIULLI, Director

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MARLA AKRIDGE, Director

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CHARLTON JONES, Director

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DAN WATSON, Director

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KATHY TROUP, Director

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JESSICA BRANDY EZELLE, Director

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MATTHEW DARRING, Director

**Amendment 1**

\_\_\_\_\_Approved Rev 1: April 7, 2005\_\_\_\_\_

**Dissolution**

AlaBike shall use its funds only to accomplish the objectives and purposes specified in these By-laws, and no part of said funds shall inure, or be distributed, to the members of the Coalition. On dissolution of the Coalition, any funds remaining shall be distributed to one or more non-profit organizations to be selected by the Board of Directors.

Per Article 7 of the By-laws, this amendment was reviewed and approved as a result of the following actions: The board convened, a quorum of members was present, and 2/3 of those voting approved.

**Amendment 2**

\_\_\_\_\_Approved Rev 2: April, 2010\_\_\_\_\_

The Directors hereby approve of the removal of the term limit of 3 consecutive terms for Directors in Article 3, Section 2, and for Officers in Article 4, Section 2.

Marjorie Holderer \_\_\_\_\_

Peter Wolf \_\_\_\_\_

George Hamilton \_\_\_\_\_

Florence Bradley \_\_\_\_\_

John Morgan Andriulli \_\_\_\_\_

Doug Daughetee \_\_\_\_\_

Michael Holderer \_\_\_\_\_

Janie Miernik \_\_\_\_\_

Faris Malki \_\_\_\_\_

**Amendment 3**

\_\_\_\_\_Approved Rev 3: February 17, 2013\_\_\_\_\_

The Directors hereby approve changes to Article 3, Section 1, 2, 10, 11, and 13, and Article 4, Section 3, pertaining to the hiring of an Executive Director.

Janie Miernik \_\_\_\_\_

Tracy Hale \_\_\_\_\_

George Hamilton \_\_\_\_\_

Keith Johnson \_\_\_\_\_

John Morgan Andriulli \_\_\_\_\_

Kirk Iversen \_\_\_\_\_