

PHILLY BIKE ACTION BYLAWS
ARTICLE I. PHILLY BIKE ACTION MISSION

A. Philly Bike Action is an organization dedicated to the safety, dignity, and convenience of people who ride bicycles in Philadelphia. Our focus is on all individuals, regardless of their current engagement with cycling. We believe that bicycles are an essential part of our transportation system, not just tools for sport or exercise.

ARTICLE II. DEFINITIONS

- A. "District" refers to the ten council districts of the Philadelphia City Council.
- B. "District Meeting" means a meeting held within one District, excluding a General Meeting, held primarily to discuss cycling issues specific to that District.
- C. "General Meeting" means a meeting for the entire membership of Philly Bike Action to discuss issues common to all cyclists in Philadelphia.

ARTICLE III. MEMBERSHIP AND DUES.

- A. Membership is open to any individual who resides within Philadelphia and pays annual dues or attends two District Meetings per year. Memberships shall begin on January 1, 2025. The applicable yearly membership dues will be established by the Board of Directors and published on Philly Bike Action's website and announced at a General Meeting. After payment of Annual Dues or attendance at two District Meetings, such person will be deemed to be a Member for the twelve month period following such attendance or payment. Members will receive appropriate recognition at the discretion of the Board of Directors. Membership may be terminated by a two-thirds vote of a meeting of the Board of Directors at which there is a quorum present.
- B. Memberships shall run for one year from the date the individual's membership began..
- C. Members in good standing shall be those members whose dues are current or have attended two District Meetings in the past year.

ARTICLE IV. MEMBERSHIP MEETINGS OF PHILLY BIKE ACTION.

- A. An annual meeting of the membership for, among other things, the election of Directors, may be held at the Board of Directors' discretion. Notice stating the date, time and place of the annual meeting shall be posted on the website at least two weeks in advance.
- B. Other meetings of the membership shall be held at such time and with the same notice as stated in Article IV.A. as deemed necessary by the Chairperson or the Board of Directors.
- C. Any member in good standing shall be entitled to one vote on any matter submitted to a vote of the membership by the Board of Directors.
- D. Fifty percent of members in good standing present and eligible to vote shall constitute a quorum for the transaction of business at any meeting of the members.
- E. The acts approved by the affirmative vote of a majority of the members present and eligible to vote at a duly organized meeting of members at which a quorum is present shall be the acts of the members, unless a greater proportion of affirmative votes is required by applicable law, by the Articles of Incorporation or by these Bylaws.

ARTICLE V. OFFICERS

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- A. The officers shall consist of a Chair, Treasurer, and a Secretary.
- B. All officers shall be appointed by the Board of Directors. Any person may be appointed as an Officer of the Philly Bike Action. Vacancies in any office shall be filled by resolution of the Board of Directors at any meeting of the Board to serve the remaining term for that position.
- C. Nothing in these by-laws shall preclude any officer from becoming a member of any committee.
- D. Officers shall hold office for one-year terms.
- E. Any officer may be removed from office by a two-thirds vote of members of the Board of Directors present at a meeting where a quorum exists. A Petition for removal must be signed by at least one member of the Board, after which written notice must be mailed or emailed to such officer and all members of the Board of Directors at least two weeks in advance of the meeting at which such removal shall be considered. Such notice shall state the date, time, place of the meeting, and the proposed removal of the designated officer. Such officer shall not be entitled to vote on the question of their removal.

F. Duties and Responsibilities of the Officers

1. Chair

- a. Shall preside at all meetings of Philly Bike Action and of the Board of Directors except as may be otherwise provided for herein.
- b. Shall coordinate all activities of Philly Bike Action and oversee its volunteers.
- c. Shall delegate such responsibilities as they deem necessary.
- d. Shall vote only to break a tie in votes of the Board, at his/her discretion.
- e. Shall establish and select, with the advice of the Board of Directors, standing committees and special committees as needed.
- f. Shall appoint, with the advice of the Board, chairpersons of standing and special committees.
- g. Shall secure, as needed, legal counsel or other Professional representation and services for Philly Bike Action with the approval of the Board of Directors.
- h. Shall be an ex-officio member of all committees.
- i. Shall have authority, with the consent of the Executive Committee, to approve the disbursement of funds for non-budgeted expenditures not to exceed \$500 in any one month up to a maximum of \$3,000. per fiscal year.

2. Secretary

- a. Shall record and maintain minutes of all Membership and Board meetings.

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b. Shall maintain the records of PBA in electronic form.

3. Treasurer

a. Shall have charge and custody of all funds and financial records of Philly Bike Action and shall maintain an accurate accounting system.

b. Shall be responsible with the advice and consent of the Board for arranging the annual audit and for the timely filing of all tax returns.

c. Shall present financial reports to the Board on a regular basis and in such manner and form as the Board may from time to time determine.

ARTICLE VI. BOARD OF DIRECTORS.

A. General Characteristics

1. The Board of Directors shall consist of no fewer than three (3) and no more than thirty (30) Directors.

2. Directors shall be elected to serve a term of one year. The initial term will commence 2023-12-18 and end 2024-12-31.

3. All Directors must be appointed for the following term, within thirty (30) days prior to the end of the current term. Appointments will be made by resolution of the current Board of Directors with a two-thirds majority of the Board.

4. Vacancies on the Board of Directors may be filled by resolution of the Board of Directors at any meeting of the Board. Each person so appointed shall be a Director until the end of the current term.

B. Meetings

1. Regular meetings of the Board of Directors normally shall be held quarterly at such time as is set by the Chair.

2. Special meetings may be called at any time as set by the Chair.

3. A special meeting shall be held upon the written request to the Chair by two-thirds members of the Board.

C. Notice

Notice of the time and place of all regular meetings of the Board shall be given to each member of the Board via e-mail at least 7 days prior the time of such meeting (unless a given period is required by applicable law, by the Articles of Incorporation or by these By Laws). Notice of the time and place of all special meetings shall be given to each member of the Board via e-mail at least 24 hours prior to the time of such meeting and shall state the general nature of the business to be transacted.

D. Quorum

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Two-thirds of members of the Board then in office shall constitute a quorum for the transaction business at any meeting of the Board, unless a greater proportion is required by applicable law, by the Articles of Incorporation or by these By Laws. One or more Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment provided that all persons participating in the meeting can hear each other.

E. Voting

Each member of the Board shall be entitled to one vote on any matter submitted to a vote of the Board; the Chair shall vote only in the event of a tie. The acts approved by the affirmative vote a majority of the members of the Board present at a meeting at which a quorum is present shall be the acts of the Board unless a greater proportion of affirmative votes is required by applicable law, by the Articles of Incorporation or by these By Laws.

F. Functions

The business and affairs of PBA shall be managed by the Board of Directors. In addition to the power and authority expressly granted by these By Laws, the Board may exercise all powers of PBA and do all acts that are not prohibited or reserved to the membership by applicable law, by the Articles of Incorporation or by these By Laws.

G. Duties and Responsibilities of Members of the Board.

1. To attend meetings regularly.

- a. Three consecutive unexplained absences may be cause for removal at the discretion of the Board.

H. Removal of Directors

Any Director may be removed, with or without cause, by the affirmative vote of at least two-thirds (2/3) of the Directors then in office taken at any regular or the annual meeting, provided that each Director has been given at least ten (10) days written notice that such action is to be considered at such meeting. The members (as such) shall not have the right or power to remove a Director.

I. Standard of Care; Justifiable Reliance

A Director shall stand in a fiduciary relation to PBA and shall perform all duties as a Director, including duties as a member of any Committee of the Board upon which the Director may serve, in good faith, in a manner the Director reasonably believes to be in the best interests of PBA and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing the duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statement, including, without limitation, financial statements and other financial data, in each case prepared or presented by any of the following:

- a. One or more officers or employees of PBA whom the Director reasonably believes to be reliable and competent in the matters presented;
- b. Outside counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person; or

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c. A committee of the Board upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause the Director's reliance to be unwarranted.

J. Presumption

Absent a breach of fiduciary duty, lack of good faith, or self-dealing, action taken by the Board, committees of the Board, or by individual Directors, or any failure to take action, shall be presumed to be in the best interest of Philly Bike Action.

ARTICLE VII. VOTING PROCEDURES OF THE MEMBERSHIP.

- A. The Chair shall preside over any matter submitted to a vote of the membership by the Board of Directors.
- B. The election shall be by electronic voting.
- C. The Chair shall not vote unless required to break a tie vote.
- D. A quorum shall be reached as soon as one-third of Members in good standing and entitled to vote have cast their vote. Results will be decided based on ranked choice voting.

ARTICLE VIII. REVISION OF BY LAWS.

- A. Any proposed revision of these By Laws must be submitted in writing by any Board Member to the Chair prior to the Board meeting at which this item is placed on the agenda.
- B. The Chair shall inform all Board members in writing of any proposed changes, prior to the Board meeting at which such revision is to be considered.
- C. The affirmative vote of a two-thirds majority of the Board members present at a meeting of the Board at which a quorum is present shall be required to adopt any revision to the By Laws.

ARTICLE IX. LIABILITY AND INSURANCE

A. Limitations of Liability.

Directors shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless (a) the Director has breached or failed to perform the duties of the Director's office as set for the in the Nonprofit Corporation Law; and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provision of this Section shall not apply to (1) the responsibility or liability of a Director pursuant to any criminal statute; or (2) the liability of a Director for the payment of taxes pursuant to local, state or federal law. The provisions of this Section shall be deemed to be a contract with each Director who serves as such at any time while this Section is in effect. And each such Director shall be deemed to be so serving in reliance on the provisions of this Section. Any repeal or modification of this section shall be prospective only and shall not affect to the detriment of any Director, and limitation on personal liability of a Director existing at the time of such repeal or modification.

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B. Insurance.

PBA may but need not purchase and maintain insurance on behalf of the any person who is or was a Director or officer of PBA or is or was serving at the request of PBA as a director or officer of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise against any liability assert against such Director and incurred by such Director in any such capacity , or arising out of the Director's status as such, whether or not PBA would have the power to indemnify such Director against that liability under the Act.

ARTICLE X – INDEMNIFICATION

A. Third Party Action.

PBA shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal administrative or investigative (other than an action by or in the right of PBA), by reason of the fact that he or she is a Director, officer, or employee of PBA, or is or was serving at the request of PBA as a Director, officer or employee, against expenses (including attorneys' fees), judgments, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner her or she believed to be in, or not opposed to, the best interested of PBA, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interested of PBA, and, with respect to any criminal action or proceeding, had a reasonable cause to believe that his or her conduct was unlawful.

B. Derivative Action.

PBA shall indemnify any representative who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right to he Corporation to procure a judgment in its favor by reason of the fact that such person is or was a representative of PBA or is or was serving at the request of PBA as a Director or officer of another domestic or foreign corporation for profit or not for profit, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of the action.

C. Advancing Expenses

PBA shall pay expenses (including attorneys' fees) incurred in defending any action or proceeding referred to in the above 2 sections in advance of the final disposition of the action or proceeding upon receipt of any undertaking by or on behalf of the representative to repay the amount if it is ultimately determined that such representative is not entitled to be indemnified by PBA as authorized in this Article or otherwise.

ARTICLE XI. EVOLUTION OF THE BOARD.

A. The Board of Directors shall propose and submit to a vote of the Membership a revision to these bylaws which establishes the selection of new Directors on the basis of a vote of the Membership, rather than a resolution of the Board of Directors.

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B. The Board of Directors shall submit this revision by 2025-12-01.

C. This bylaws revision must be adopted by vote of the Membership by 2026-01-01.

D. If such a bylaws revision is not adopted by vote of the Membership by 2026-01-01, a new proposal must be submitted to a vote of the Membership within thirty (30) days, and such proposal must be adopted within the following thirty (30) days. This sixty (60) day period will repeat until such a revision is adopted.