



# Newark Bike Project, Inc. Organizational Bylaws

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## **Article I: The Organization**

The official name of this organization is the Newark Bike Project, Inc., incorporated in the State of Delaware on January 18, 2012 as a charitable nonprofit corporation, (hereinafter referred to as “NBP” or “the organization”). The organization is organized and operated exclusively for charitable exempt purposes as permitted by IRC § 501(c)(3).

### **Section A: Purpose and Values**

This organization’s charitable purposes are as follows:

1. To create an inclusive and flexible resource devoted to empowering members of the community in the use of wheeled, self-powered transportation;
2. To value sustainable and environmentally safe transportation alternatives, sharing and the creation of bicycle expertise and education, community building, and the overall joy of cycling; and
3. To offer an affordable option for community engagement, through reused/recycled bicycles, parts, and the knowledge to sustain them.

Note on Diversity: The organization wishes to clearly recognize the importance of diversity (in particular gender, Newark-University demographics, sexual orientation, and race) for the well-being and sustainability of the organization. As such, NBP aims for Board of Directors, volunteer pool, visitors, community, and programming that is representative of this desire. Through diversity in experiences, thoughts, and programs the organization will best be able to serve the needs of the Newark community in a way that is inclusive and welcoming. The organization will make a concerted, wholehearted, and

serious effort to strive for diversity within the Board, as well as, to encourage a diverse volunteer pool and programming.

## **Section B: Authority**

To accomplish its purposes this organization may exercise all general powers of a nonprofit corporation consistent with state and federal law, its charitable exempt purpose, and the purposes and values of these bylaws.

## **Article II: Voting Members**

1. There shall be one class of voting members with equal voting rights and privileges.
2. All persons may become voting members of this organization, without regard to race, color, sex, gender, sexual orientation, national origin, disability, religion, creed, age, ancestry, or familial status.
  - a. Members under the age of 18 are required to provide parental consent.
3. A voting member is defined as anyone who has participated in an NBP program a minimum of one time during the past calendar year.
  - a. Membership rates and requirements are to be approved by the Board.
4. The volunteer efforts, privileges, or responsibilities given to a voting member, patron, or volunteer may be refused or revoked, for cause, only after the person is notified by the Board, and given the opportunity to provide a defense for his or her actions.
5. NBP will maintain a roster of current members.
6. Non-members are to be considered those persons that have not fulfilled the membership requirements, and thus do not share in the benefits of membership, such as voting rights.
7. Instances requiring a vote by the membership, shall include, but not be limited to the following: dissolution, board elections, amendments to the by-laws, and confidence votes.

## **Article III: Board, Officers, Elections, and Committees**

### **Section A: Board**

1. The Board will consist of no less than four (4), and no more than nine (9), persons. Four (4) of whom will have special duties to the organization as officers.
2. The Board shall advise and work collaboratively with active voting members to make large decisions and to set the organization's direction and policies.
  - a. The Board shall strive for diversity in representation (in particular gender, Newark-University demographics, sexual orientation, and race). This effort will ensure that the organization can best serve the varied needs of Newark in the most open and welcoming manner.
3. Members of the Board will serve terms of two years, with no limitation on successive terms. Each term will require an independent election process, to allow for re-election.
4. A Board member may resign, at any time, in writing.

- a. In the case of an Officer resignation, the Board will delegate the respective duties to a nonofficer member of the Board for the remainder of the term.
    - i. Only in cases wherein the Board falls below 3 members will a special election be held.
  - b. Non-officer resignations will remain vacant for the remainder of the term.
5. The demographics of the Board should strive to represent both the general and student populations of the surrounding community.
  6. In cases of no-confidence, a vote can be brought against any Board member during a general meeting. Should the Board member fail the vote of confidence, any duties and responsibilities will be transferred to an alternate board member. At the close of the meeting the Board member's removal from the board will be official.
  7. Member at Large: Members at Large are full Board members who participate in Board discussions and vote on Board decisions, but without specifically defined roles. They instead take lead roles creating projects that serve the NBP community.

## **Section B: Officers**

1. The Board includes four officers with duties described below and elsewhere in the bylaws and by policy.
2. Officer positions will be determined by the newly elected Board at the first general meeting following elections.
3. Chairperson: The chairperson ensures that regularly scheduled meetings are held, for both the Board and general membership. The chairperson presides over both the meetings of the Board and general membership. The chairperson is responsible for conducting NBP business according to the proceedings of said meetings. This will include timely and orderly management of tasks and issues and acting as the organizational representative of NBP to the community. As required, the chairperson shall perform the duties required of president/CEO under Delaware and federal law.
4. Secretary: The secretary is responsible for archiving and making available all documents that affect the operations of the organization, including all policies, meeting minutes, and membership lists. The secretary fills the role of chairperson in the chairperson's absence.
5. Treasurer: The treasurer is responsible for maintaining and monitoring NBP's checking and savings accounts. He/she is responsible for paying NBP's bills and monitoring the use of the NBP's debit cards. The treasurer is responsible for compiling and presenting recent, clear, and accurate financial information to the organization and providing financial reports as required by law.. The treasurer fills the role of chairperson in the absence of both the chairperson and secretary.
6. Programming Officer: This officer position will be responsible for directing and coordinating educational programming for NBP. The Programming Officer fills the role of the chairperson in the absence of the chairperson, secretary, and treasurer.
7. The Board has the authority to form advisory committees to address programs or issues, and report their findings and conclusions to the Board for their consideration.

## **Section C: Elections**

1. Upon establishing the date of each annual meeting, the secretary will send notice to all members of the organization and accept nominations for the Board. All members of the organization, and only members of the organization, may be nominated for the Board. Members become nominees for the Board by consenting to the nomination from any other member. Self-nominations will be accepted. The Board will prepare a ballot of all nominated candidates and make it available to voting members at least one week in advance of the annual meeting. All voting members may vote in writing by delivering their ballot in person, or by any other method adopted by the membership committee on or before the annual meeting. All voting will be done by approval voting, whereby voters can vote to approve all or any number of the nominees. Only nominees receiving approval on over 50% of the returned ballots may be members of the Board. Of those receiving over 50%, those with the greatest percentage of approval, up to nine, will become the new Board members immediately. If there are fewer than seven (7) nominees who receive 50% approval, then the number of Board members is reduced for the following year to that number. The spots are not considered vacancies and may not be filled for that year, except as necessary to fulfill the minimum requirement of four (4) Board members.

## **Section D: Committees**

1. The Board, at its sole discretion, may create or abolish advisory committees to the Board for the purpose of assisting and advising NBP on defined areas of interest. Such committees shall limit their activities to their defined areas of interest and shall conduct such activities in a professional and open manner. The committees shall generally communicate to Board their activities, recommendations and advisements.
2. Ad-Hoc Committees. Ad-hoc committees can be formed under two fields, either as a project committee or compromise committee.
  - a. Project committees are subject to the needs of the organization, which do not fall within the purview of a standing committee. Each project committee must state an intended time frame, and is subject to a minimum of annual review.
  - b. Following any vote where consensus (Article V. Section A.) is not reached, an ad-hoc compromise committee may be convened of any NBP member. The compromise committee must consist of at least three people and includes at least one person who voted for the issue and one person who voted against it. The committee will meet and, if able, draft a proposal agreed upon by all members of the committee for consideration at the next regular meeting. If there are not sufficient volunteers to create the compromise committee or if the committee cannot meet and agree, the issue will be set aside and not revisited for at least one month.

## **Article IV: Meetings**

### **Section A. Generally**

1. Community meetings are open to the voting members and the general public. Board meetings are closed to the public because of the confidential legal and/or financial information discussed and for the general need of board operations.
2. Minutes will be kept for all publicly held meetings and the secretary will make these publicly and readily available.
3. Neither Board members nor voting members may be represented at a meeting by proxy. Board members may participate in meetings by phone or other electronic communication. Non-board voting members may not participate in meetings by phone or electronically, unless specifically invited to participate by a Board member.

### **Section B: Regular Meetings**

1. The Board will call regular meetings, no less than quarterly, at a regular place and time within the City of Newark, Delaware.
2. The secretary will be responsible taking of or the delegation of minute-taking. The minute-taker for each meeting shall be responsible for:
  - a. recording meeting minutes;
  - b. recording attendance; and
  - c. providing the secretary with the minutes and attendance to the secretary for archiving at least one week before the next meeting.
3. The Chairperson, or designated proxy, shall be the meeting facilitator at the following regular meeting. The meeting facilitator shall be responsible for:
  - a. assuring that a minute taker is assigned;
  - b. distributing an agenda in advance of each meeting;
  - c. ensuring the presence of quorum;
  - d. beginning and ending the meeting on time; and
  - e. facilitating, encouraging, halting, enforcing procedural rules, or otherwise directing meeting participants to encourage productive dialogue, listening, and agreement building within time constraints.
4. Quorum is defined as a meeting where there is a majority of the Board present. The organization may make no decisions except to adjourn business and to plan a better-attended meeting.

### **Section C: Annual Meeting**

1. Three months in advance of the annual meeting, the chairperson will announce a time, date, and place for an annual meeting to occur.
2. The annual meeting will be held to elect the Board and to report on the activities and financial condition of the organization.

## **Article V: Decision Making**

### **Section A: Consensus**

1. Unless otherwise stated in these bylaws, decisions will be passed only by unanimous vote of all voting members present at a meeting with a quorum present.
  - a. In instances of organizational urgency, through a unanimous vote of the Board, full consensus may be waived, and voting of that singular issue will be subject to a consensus of 7/8th.
2. For the purpose of rescinding membership privileges or Board membership, the vote may exclude the member under consideration, provided that person has opportunity to speak.

### **Section B: Policies**

1. The adoption of any policy or standing rule affecting the governance or meetings of the organization shall be passed only by consensus.
2. At all times, the organization will maintain policies regarding the following topics: conflict of interest, compensation agreements, joint ventures, and fundraising.
3. The secretary shall maintain original copies of all policies and ensure they are available to the public upon request, and furthermore provided, with explanation, to each incoming Board member.

### **Section C: Finances**

1. A fiscal year is defined as the period from January 1 to December 31, in which financial actions of the organization occur.
2. The treasurer will make available to any member of the public copies of the following:
  - a. All tax-related filings or communication with the IRS or the State of Delaware
  - b. All the information required IRS form 990-EZ for each year beginning with fiscal year 2012, whether or not the organization is required to or does submit the form to the IRS.
3. The treasurer will make a financial report to the Board no less than once per month at the regularly scheduled board meeting.
4. The Board will draft and propose an annual budget before the beginning of each financial year.
5. The budget may only be approved or modified by consensus of the Board.

### **Section D: Amending Bylaws**

1. Amendments to these bylaws can be proposed by any member of the Board or by a voting member.
2. Proposed amendments will be published on the NBP website and distributed to the voting members via email with a minimum 14 day period requesting comments.
3. The organization may amend its bylaws only: by consensus at a regular meeting, and if within a minimum of seven (7) days before the meeting, all of the following have occurred:
  - a. amending the bylaws has been placed on the agenda;
  - b. the specific language of the amendments has been made available to the membership;and

- c. the specific language of the amendments has been delivered to all Board members.

### **Section E: Dissolution**

1. The organization will be dissolved only by consensus at a meeting called, by the Board, for that explicit purpose, and only if at least thirty (30) days prior, the meeting for the dissolution of the corporation has been placed on the agenda and communicated directly to all Board members and voting members.
2. No portion of the property or the proceeds will be distributed upon dissolution to any entity unless recognized as a 501(c)(3) tax exempt organization by the IRS and in compliance with state law regarding non-profit distributions.
3. Upon dissolution of the organization, all assets or proceeds of the organization must be donated to a registered nonprofit organization, chosen by the majority of the Board members, who are expected to select an organization with a similar purpose and scope as the dissolved corporation.
4. The chairperson and treasurer will ensure compliance with required legal and financial steps for dissolving a corporation.

*The above bylaws were presented at a meeting of NBP founding members, held on the **1st** day of **May**, **2012**. In attendance were **5 founding members** and **1 non-founder**. Voting to approve this measure were **5 founders and 1 non-founder**. Accordingly, the bylaws are adopted.*

Founding Members Present:

Non-founding Members Present:

Tyler Jacobson  
Niki Suto  
Rob Rehrig  
Justin DeLeon  
Christopher Richard

Josh Marks

Adopted By-laws (w/ revisions) 5/11/12



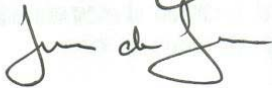
Tyler J.

N Suto

Niki Suto



Rob Rehrig



Justin deHeon



JOSH MARKS



Christopher Richard



Addendum passed by Board on February 20, 2013:

1. Under Article I: The Organization, "Note on Diversity: The organization wishes to clearly recognize the importance of diversity (in particular gender, Newark-University demographics, sexual orientation, and race) for the well-being and sustainability of the organization. As such, NBP aims for Board of Directors, volunteer pool, visitors, community, and programming that is representative of this desire. Through diversity in experiences, thoughts, and programs the organization will best be able to serve the needs of the Newark community in a way that is inclusive and welcoming. The organization will make a concerted, wholehearted, and serious effort to strive for diversity within the Board, as well as, to encourage a diverse volunteer pool and programming."
2. Under Article III: Board, Officers, Elections, and Committees, 2a. "The Board shall strive for diversity in representation (in particular gender, Newark-University demographics, sexual orientation, and race). This effort will ensure that the organization can best serve the varied needs of Newark in the most open and welcoming manner."

Addendum passed by Board on February 27, 2013:

1. Under: Article IV: Meetings; Section A. GENERALLY, "1. Community meetings are open to the voting members and the general public. Board meetings are closed to the public because of the confidential legal and/or financial information discussed and for the general need of board operations."
2. Under: Article IV: Meetings; Section B: Regular Meetings, "4. Quorum is defined as a meeting where there is a majority of the Board present. The organization may make no decisions except to adjourn business and to plan a better-attended meeting."