

# Bylaws of the Fresno County Bicycle Coalition

## ARTICLE I – NAME

The name of this organization shall be the Fresno County Bicycle Coalition, **herein referred to as the FCBC or the Coalition.**

## ARTICLE II – MISSION

The Fresno County Bicycle Coalition (FCBC) promotes bicycling for everyday transportation and recreation in Fresno County, California.

## ARTICLE III – OBJECTIVES

The objectives of the FCBC include, but are not limited to, **the establishment and furtherance of:**

### A. Bicycle Facilities –

1. ~~The completion of a~~ **A** comprehensive network of **bicycle facilities**. ~~bikeways, including: Class I (bicycle paths separated from roads); Class II (onroad striped bicycle lanes); Class III (onroad shared, signed routes); and Bicycle Boulevards. Bikeway network maps for the cities and county.~~
2. Effective and continuous maintenance of all bicycle facilities.
3. Highway and street standards for cyclists including surface standards, bridge access and bicycle sensitive traffic signals.
4. Designated mountain biking routes.
5. Public and private facilities for bicycle commuters (may include, but are not limited to bicycle lockers, parking, and showers).
6. Provisions for bicyclists on public and private buses and in transportation interfaces.

### B. Education and Promotion

1. Bicycle safety programs and education for both bicyclists and motorists provided through schools, public agencies, nonprofit groups and the private sector.
2. Health programs promoting the **benefits of bicycling, including** exercise, air pollution **reduction** and quality of life ~~benefits of bicycling.~~

3. Sponsored rides for the public throughout the area.

### C. Public Policy

1. ~~Bicycle coordinator~~ **A bicycle coordinator** on city and county staff for bicycle planning, land development monitoring and as a community liaison.
2. Bicycle advisory committees for city and county jurisdictions providing bicycle related input for planning commissions, elected officials and other and decision makers.
3. ~~Influence p~~ **Probike public policy through education and advocacy and encourage the informed and active participation of citizens in this process collaboration with other local, state, and national bicycling organizations.**
4. **Encourage the informed and active participation of citizens in these processes.**

### D. Coalition Building

1. **A coalition of organizations and individuals committed to the achievement of the objectives stated above.**

## ARTICLE IV – MEMBERSHIP

Section 1. Qualifications. Any person may be a Member of the FCBC who has provided ~~her or his~~ **their** name, ~~and~~ contact information, and has paid dues to the FCBC at a rate and in a manner to be determined by the Board.

Section 2. Membership terms. **Membership shall be for one year from payment of dues. Upon payment, the member shall be deemed to be in good standing.** ~~The membership year shall be twelve (12) calendar months. Membership shall automatically lapse for nonpayment of renewal dues, terminating member rights, privileges and services, unless an exemption is made by the Board.~~

Section 3. Suspension from Membership. Any Member may be suspended **by majority vote of the Board** for actions inimical to the general objectives and/or best interests of the FCBC. Before suspension, the Member shall be notified and shall be given a reasonable opportunity to be heard by the Board.

Section 4. Resignations. ~~Any Member may resign by addressing a letter of resignation to the Recorder of the FCBC. Each~~ **A** Member's resignation shall become effective upon

receipt of such notice by the Board, and all FCBC privileges, responsibilities and rights of such member shall terminate as of that date.

Section 5. Privileges of Members. All Members in good standing shall be entitled to, but are not limited to:

- 1) ~~participate in the consensus and voting processes at all FCBC meetings~~ attend and participate in General Membership meetings;
- 2) ~~all privileges of the FCBC~~ vote on all questions coming before the Membership;
- 3) ~~contribute to discussions at meetings; and~~ hold office and serve on standing or special committees;
- 4) ~~participate in all elections of Board Members.~~ participate in discussions on matters before the Board, but without a vote on matters before the Board;

#### ARTICLE V – PRINCIPAL OFFICE & CHANGE OF ADDRESS

Sections 1. The principal office of the FCBC for the transaction of its business is located in Fresno County, California.

Section 2. The General Membership may change the principal office from one location to another within Fresno County by noting the change and effective date below, and such changes shall not be deemed an amendment to these Bylaws.

P.O. Box 2332 Clovis, CA 93613 \_\_\_\_\_ Dated: 23 June 2015 \_\_\_\_\_  
 \_\_\_\_\_ Dated: \_\_\_\_\_  
 \_\_\_\_\_ Dated: \_\_\_\_\_  
 \_\_\_\_\_ Dated: \_\_\_\_\_

#### ARTICLE VI – BOARD MEMBERS

Section 1. Election of Board Members.

- A. Election: The Board will be elected by ~~secret ballot of the membership present at the general membership election meeting.~~ in a procedure determined by and managed by the Elections Committee, which shall be appointed by the Board. This procedure shall include, but not be limited to:
  - a. Nominations solicited by the Elections Committee. Nominations to positions may be made by self or another member.
  - b. Vote by a secret ballot distributed to members no less than one week prior to the general membership election meeting.

- c. Verification of legitimacy of ballots by the Elections Committee.
  - d. Announcement of election results at the general membership election meeting.
  - e. Provision shall be made for members to vote at the general membership election meeting prior to the announcement of the election results.
- B. The ~~p~~Positions: ~~selected shall be~~ (1) Chair, (1) Vice Chair/~~Chair-elect~~, (1) Past Chair, (1) Recorder **Secretary**, (1) Treasurer, (1) Membership Coordinator, and 3 At-large Directors, for a total of up to 9 elected positions.
- C. Term of Office: All Board members shall serve for a term of ~~two~~ **one** years. Officers may be reelected.
- D. Absence: A Board member may appoint an alternate in her/his **their** absence. Alternates shall have full ~~consensus~~ and voting rights only with the written authorization of their appointing Board member. An alternate member shall be subject to the rules of the Board and may vote only while the elected member is absent.
- E. Resignation: **A Board member may resign by notification of the Board.** A Board member automatically resigns if ~~s/he~~ **they**:
- a. moves out of Fresno County;
  - b. is **are** no longer an FCBC member; or
  - c. misses three general **membership** meetings, without appointing an alternate, or without prior Board notification.
- F. Vacancy: In the event that a vacancy occurs on the Board, a member in good standing will be appointed to the vacancy by ~~consensus~~ **majority vote of the Board** at the next FCBC **Board** meeting. In the event of a vacancy that cannot be filled from the general membership, remaining Board members will take over the responsibilities of the vacant position for the duration of the term.

## Section 2. Duties of Officers.

Responsibilities of Board members: The FCBC Board will be designated a “working Board.”

- A. Chair: The Chair will be the facilitator of meetings, will set the agendas, and will be the spokesperson for the Coalition, when appropriate.
- B. Vice-Chair: ~~The Vice-Chair is the Chair-elect for the following term.~~ The Vice Chair will assist the Chair and assume the duties of the Chair, if the Chair is not available.

- C. Past-Chair: The Past-Chair will remain on the Board as advisor and will assist in all matters of Coalition business. This position will help to maintain Board continuity.
- D. Recorder Secretary: The Recorder Secretary will keep or cause to be kept, a record of all meeting minutes submitted and actions of the Board, and monthly general membership and special Board meetings. The Recorder Secretary will archive meeting minutes from all Coalition meetings. The Recorder Secretary will keep a record of all written and emailed correspondence related to FCBC activities. The Recorder Secretary will respond or cause response to all written and emailed correspondence.
- E. Membership Coordinator. The Membership Coordinator will keep a record of the FCBC's contact list, showing contact information and membership status. The Membership Coordinator shall give or cause to be given, notice of all FCBC general membership meetings.
- F. Treasurer. The Treasurer will keep and maintain adequate and correct records of the FCBC's accounts and report in writing to each general membership meeting the Balance of, revenues to and expenditures from the accounts. All records of account shall be open to inspection by any member of the FCBC at all reasonable times. The Treasurer will complete any audit or other necessary correspondence regarding the Coalition's legal status. **The Treasurer is responsible for completing the annual federal and state tax reporting forms and other periodic government reporting requirements.**
- G. Members at large: These Board members will represent the interests of the general membership of the Coalition and participate in Coalition activities.

Section 3. Powers. Subject to any limitations in the Articles of Incorporation of these ByLaws and the laws of the State of California, all ~~corporation~~ powers **of corporation** shall be exercised by, and the Board will govern the business and affairs of, the ~~corporation and~~ FCBC. Without limiting and detracting from the foregoing general power, the Board will have the power to appoint and remove all members and prescribe their duties and to make rules and regulations not inconsistent with these ByLaws and/or the laws of the State of California.

- A. **The Board shall determine the policy of the FCBC in matters of legal and public representation of the FCBC. This includes, but is not limited to, the signing of binding contracts involving the FCBC.**

## ARTICLE VII. MEETINGS OF THE GENERAL MEMBERSHIP

Section 1. Monthly General Membership Meetings. The monthly general **membership** meetings shall be held at such time and place as the Board will determine after due consideration of the convenience of the members, with a minimum of ten (10) meetings per year. A notice with the time, place, date and purpose of any meeting of the membership shall be sent by email or by post five (5) calendar days beforehand. Election of Board members will be held at one of these meetings. All members will be encouraged to come and ~~offer equal time to~~ participate in all activities of the FCBC.

~~Section 2. Special General Meetings. Such meetings may be called by request to the Board by three non-Board members. Such requests must state the reason for the special meeting. A notice with the time, place, date and purpose of the special meeting shall be sent five calendar days beforehand by email or by post to the general membership.~~ **Board Meetings. The Board shall meet at a time, place, and frequency determined by the Board. A notice with the time, place, date and purpose of any meeting of the Board shall be sent by email or by post five (5) calendar days beforehand. Matters before the Board shall be discussed and voted upon at these meetings. Non-Board members may, and should be encouraged to, attend Board Meetings.**

Section 3. Quorum. A quorum of the Board will be ~~2/3 of the current members of the Board, rounded down to the nearest whole number~~ **simple majority of the current members of the Board**, and not to be less than three if there are four or more current members.

Section 4. ~~Consensus and Voting. The FCBC shall use consensus and voting processes for decisionmaking at all general meetings. The Board may, however, establish its own rules of procedure subject to these bylaws (such as the creation of officers, agenda, etc.). All general~~ **membership** meetings of the FCBC shall be open to the public, who may participate in the discussions, but only members of the FCBC and the Board will have full ~~consensus/voting~~ powers. **All FCBC Board meetings shall be open to the membership, but only members of the Board will have full voting powers.** ~~If consensus cannot be reached, a decision can ultimately be made by a majority vote of the Board. Only members of the Board may have full voting powers, unless the Board chooses otherwise.~~

## ARTICLE VIII – COMMITTEES

~~The FCBC may have, but is not limited to, committees for facilities and public policy for each jurisdiction within the county, and an education promotion committee. The Board~~

may form ~~additional~~ committees as necessary. Any member in good standing is eligible to join a committee.

#### ARTICLE IX – DISSOLUTION

**In the event of its dissolution, the** FCBC shall use its funds only to accomplish the objectives and purposes specified in these ByLaws, and no part of said funds shall inure, or be distributed, to the members of the FCBC. On dissolution of the FCBC, any funds remaining shall be **used to fulfill financial obligations of the FCBC, with the remainder to be** distributed to one or more nonprofit organizations to be selected by the FCBC.

#### ARTICLE X – AMENDMENTS

These bylaws may be amended or altered at any ~~regular or special~~ general membership meeting. Any proposed amendment or alteration shall be submitted to the membership, in writing, at least ten (10) days before the meeting at which they are to be acted upon. **Provision shall be made for members unable to attend the general membership meeting to vote prior to the amendment meeting. Amendments to the bylaws shall require 2/3 of votes cast to be in favor in order to be adopted. Votes shall be counted at the conclusion of the ten (10) day period and the results announced at the general membership meeting at which the proposed amendments are to be acted upon.**