

**BY LAWS OF**  
**Bike Walk Tennessee**

Rev -, 08/16/09

1. **OFFICES:** The principal office of **Bike Walk Tennessee** shall be located at 2807 White Oak Drive, Nashville, TN 37215, and the Corporation shall have such other offices at such other places as the Board of Directors may from time to time specify or as the business of the Corporation may require.
2. **SEAL:** The Corporation shall have no seal.
3. **MISSION:** By advocating for safety, facilities and increased government and public relations, Bike Walk Tennessee will promote cycling and walking in Tennessee for the benefit of health, recreation, tourism and a cleaner environment for all.
4. **MEMBERSHIP:** Membership shall be open to all individuals, groups, and organizations interested in promoting the activities of the Corporation.
  - A. Class: Membership categories may be established from time to time by designation of the Board of Directors. Each Class has one vote.
  - B. Dues: members shall pay annual dues in an amount to be set from time to time by the Board of Directors and shall have the privilege of casting one vote on all matters put to a vote of Members and of participating in Corporation activities.
  - C. Meetings: General membership meetings shall be held each year on a date to be selected by the Board of Directors. The membership shall be notified of the annual meeting by such means as the Board of Directors may choose.
  - D. Access to Information: Members shall have the right, on written or oral demand, to examine and copy, in person or by agent of attorney, at any reasonable time and for any purposes, all books and records of account of the Corporation, its last annual and most recently published financial statement and minutes of all acts and proceedings of the Board of Directors.
5. **FOUNDERS:** Prior to the nomination and installation of the Board of Directors, the Founders Committee shall manage the affairs of the Corporation and be vested with all of the powers of the Corporation. Unless stated to the contrary in this section of the By-Laws, all authority and responsibility attributed to the Board of Directors apply equally to the Founders Committee.
  - A. Number: The Founders Committee may consist of any number of persons who meet eligibility as establish by a general invitation to all persons expressing in writing a desire to serve as a Founder and may be increased or decreased. A list of Founders and their qualification are part of the public record of the Corporation.
  - B. Compensation: Founders receive no compensation and are reimbursed only for those expenses identified in the budget as approved in advance by Founders.
  - C. Leadership: The Founders Committee will approve a Chair, Vice Chair, and Secretary/Treasure to serve for the entire term of the Founders Committee.

D. Term: The term for the Founders shall expire at with the nomination and acceptance of the Board of Directors.

E. Meeting: The Founders Committee shall meet at a time and place as they may from time to time determine by giving written notice to all Founders. Meetings may be conducted electronically over the Internet.

F. Miscellaneous: The Founders will conduct business of the Corporation as written in these By-Laws for the Board of Directors regarding Quorum, Records, Removal, and Depositories.

**6. DIRECTORS**: The Board of Directors shall manage the affairs of the Corporation and be vested in all of the powers of the Corporation.

A. Number: The Board of Directors shall initially consist of not more than \_\_\_\_\_ persons to be elected by the incorporator at the organizational meeting of the Corporation. Thereafter, members of the Board shall be elected by the Board of Directors. The number of the Board of Directors may be increased or decreased from time to time by the Directors of the Corporation.

B. Compensation: Members of the Board of Directors receive no compensation, but may be reimbursed for out-of-pocket expenses for duties the Board requires.

C. Chairman: At their annual meeting the Board of Directors shall elect a Chairman from the Board

D. Term: The initial term for 50% of the Directors, selected at random or by volunteering, shall expire at the second annual meeting following the Director's election to the Board of Directors. Thereafter, each such Director may be elected to serve a term of two years and thereafter until his successor shall be elected and shall qualify.

E. Meeting: The Board of Directors shall have an annual and bi-monthly meetings held on a date to be determined by the Board and shall be at the principal office of the Corporation in Nashville, Tennessee, or at such other place or places as they may from time to time determine.

F. Special meetings: Any officer of the Corporation may call a special meeting of the Board on three days' notice to each Director, and such notice may be in person or by mail, telephone, or electronic mail. Special meetings shall be called by the President or Secretary on the same notice at the request of at least one-third of the Directors.

G. Quorum: At all meetings of the Board, one-third of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute, by the Charter of the Corporation, or by these By-Laws.

H. Records: The Board of Directors shall keep a record of all their proceedings. These records and the principal books of the Corporation shall be kept at the principal office of the Corporation, with necessary books and records being kept at such place or places as the Board of Directors may from time to time determine. All of these books and records shall be subject to the inspection of any Director at any reasonable time of the day.

I. Removal: Directors may be removed for cause by vote of a majority of the entire Board.

J. Vacancies: Vacancies in the Board occurring for any reason, including an increase in the number of Directors or removal or the expiration of a Director's term, shall be filled by the vote of a majority of the Directors present at any meeting at which there is a quorum, or in the event that the number of

Directors then in office does not constitute a quorum, by a majority of the Directors then in office. A Director elected to fill a vacancy created by the removal of a Director or the resignation of a Director shall hold office until the expiration of the original term of the removed Director.

K. Depositories: The Board shall have the power to select depositories for the funds of the Corporation and power to direct the method and manner of signing checks, notes and other instruments binding on the Corporation.

7. **OFFICERS**: The Officers of the Corporation shall consist of a President, Vice-President, Treasurer and Secretary and are members of the Board of Directors. Other officers may be established as may be deemed necessary by the Board of Directors. One person may hold multiple offices except the offices of President and Vice- President or President and Secretary.

A. Election: Officers shall initially be elected by the Board of Directors at the organizational meeting and shall hold office until its first annual meeting. Thereafter, the Board of Directors elects the Officers at its annual meeting for a term of two years.

B. Term: Officers shall hold office for two years and afterwards until their successors are elected and qualified.

C. Compensation. No officer shall receive compensation for service in office. The Corporation shall reimburse the officers for all reasonable expenses incurred in authorized service rendered to or for the Corporation.

D. Authority: The Officers may exercise such powers and perform such duties as these By-Laws specify or Board of Directors confers.

E. Removal: By their majority affirmative vote the Board of Directors may remove an Officer from office at any time, with or without cause.

F. Vacancies: The Board of Directors may fill an Officer vacancy. Officers elected to fill a vacancy shall hold office for the remainder of the unexpired term of the predecessor in that office and subsequently until his successor is elected and qualified.

G. Absence: In case of the absence of any officer the Board by majority approval may delegate any of the powers and duties of such Officer to any other officer or to any Director.

H. Authority and Responsibilities of the President: The President is the chief executive of the Corporation and

- Shall have general powers and duties usually vested in the office of president of a corporation such as general supervision and active management of the affairs of the Corporation,
- Shall see that all orders and resolutions of the Board are carried into effect.
- Shall be, ex officio, voting member of all standing committees

I. Authority and Responsibilities of the Vice President(s): The Vice President(s) shall be active executive officers of the Corporation, assisting the President in the active management of its affairs and performing duties Board of Directors may prescribe. Vice president shall assume all functions of president in his/her absence.

J. Authority and Responsibilities of the Secretary: The secretary shall attend all sessions and shall record all votes and minutes of all proceedings. S/he shall perform similar duties for the standing committees as needed. S/he shall provide notice of all meetings of the Board of Directors and shall perform such other duties the Board of Directors may prescribe.

**K. Authority and Responsibilities of the Treasurer:** The Treasurer shall have custody of the funds and securities of the Corporation and shall keep a full and accurate account of receipts and disbursements, and shall deposit all monies or other valuable effects on behalf of the Corporation in such depositories the Board of Directors designates.

The Treasurer shall disburse corporate funds as the Board orders and utilizing generally accepted accounting practices provide the Directors a record of all financial transactions and condition of the Corporation.

If required by the Board of Directors the Treasurer shall give the Corporation a bond in a sum and with one or more sureties satisfactory to the Board of Directors for the faithful performance of the duties of his office and for the restoration to the Corporation in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Corporation.

- 8. COMMITTEES:** The Board of Directors may by resolution adopted by a majority of the entire Board, designate committees and delegate to such committees such authority as it deems desirable.
- 9. EMPLOYEES:** The Board of Directors may establish such positions of employment as it deems desirable and shall prescribe the method for hiring and discharge of such employees necessary for the proper conduct of the Corporation's business.
- 10. AGENTS and REPRESENTATIVES:** The Board of Directors may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with this Constitution, and to the extent authorized or permitted by law.
- 11. CONTRACTS:** The Board of Directors shall approve contracts and agreements and may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.
- 12. LOANS:** No loans shall be contracted for on behalf of the Corporation and no evidence on indebtedness shall be issued in the name of the Corporation unless authorized by the Board of Directors. Such authority may be general if confined to a specific dollar limit determined by the Board of Directors and shall otherwise be confined to specific instances. No loan shall be made to any officer or director.
- 13. CHECKS, DRAFTS, and NOTES:** All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be determined by the Board of Directors.
- 14. DEPOSITS:** All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies or other custodians as the Board of Directors may select.
- 15. INVESTMENT MANAGER:** The Board of Directors shall have the authority to designate any bank, trust company, brokerage firm, or investment adviser to manage the assets and investment of the assets of the Corporation.
- 16. FISCAL YEAR:** The fiscal year of the Corporation shall end on December 31 of each year.

**17. INDEMNIFICATION:** Any person made a party to any action, suit or proceeding by reason of the fact that they, their testator or intestate, is or was director, officer, or employee of this Corporation, or any Corporation which they served as such at the request of this Corporation, of which this corporation is a creditor, shall be indemnified by the Corporation against any and all liability and reasonable expenses, including attorneys' fees, actually and necessarily incurred by them in connection with the defense of any such action, suit, or proceeding, civil or criminal, or in connection with the defense of any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding, that such director, officer or employee did not act in good faith in what they reasonably believed to be the best interest of the Corporation in performance of their duties; and in addition, in criminal action or proceedings had no reasonable cause to believe that their conduct was unlawful. Such right of indemnification shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled by law, and shall not be construed as any limitation on the authority of the Board of Directors to advance Corporation funds for reasonable expenses, including attorney fees.

The Corporation may maintain insurance to protect itself, directors, officers, employees, or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss.

**18. AMENDMENTS:** These By-Laws may be altered, amended or repealed by a vote of a majority of the Directors present at any meeting at which there is a quorum, if notice of the proposed alteration or amendment is contained in the notice of the meeting.

**19. PARLIAMENTARY AUTHORITY:** The rules contained in Roberts Rules of Order shall govern the meetings of the Corporation on any matters not specifically covered by the rules adopted by the Corporation.