



Bicycle Advocacy of Central Arkansas

By-Laws

ARTICLE I - Name

The name of the organization is Bicycle Advocacy of Central Arkansas.

ARTICLE II - Purpose and Objectives

Section 2.1 - Purpose

The purpose of Bicycle Advocacy of Central Arkansas is to serve as an advocacy organization organized to promote and encourage the use of the bicycle and other alternative bicycle-compatible means of recreation and transportation; to encourage the development and utilization of facilities for bicycling and other bicycle compatible recreational and transportation uses; to provide information in the interest of bicycle safety and the health benefits of bicycling; and to espouse and uphold the rights of bicyclists and other users of alternative means of bicycle compatible recreation and transportation.

Section 2.2 - Specific Objectives

The specific objectives of Bicycle Advocacy of Central Arkansas are to:

- Support and assist in the development of bicycle trails and marked and signed bicycle routes on streets and highways in Central Arkansas. The first priority under this objective is to support and assist in completion of the River Trail, including completion of the Trail on the Little Rock side of the Arkansas River, construction of bicycle-pedestrian bridges across the Murray Lock and Dam and at the eastern end of the River Trail, and extension of the River Trail to the west on both sides of the Arkansas River;
- Increase public awareness of bicycle transportation as an alternative to the private automobile;
- Work with public and private agencies to improve access to and utilization of existing recreational and transportation facilities by cyclists and to develop bicycle lanes and trails for recreational and transportation purposes.
- Provide input regarding the needs of cyclists and other users of alternative means of bicycle compatible recreation and transportation during the planning, development and construction of transportation related projects;
- Promote the safe use of transportation facilities by motorists, cyclists and pedestrians;
- Serve as a clearinghouse and source for bicycle educational information, activities and resources, including the healthful benefits of bicycling;
- In general, serve as an advocate for bicycle related issues; and
- Work in cooperation with other community groups sharing common interests to accomplish these objectives.

ARTICLE III - Membership

Section 3.1 - Qualifications of Members

Individual Membership: Membership in Bicycle Advocacy of Central Arkansas shall be open on a continuing basis to anyone who completes the required application.

Organizational Affiliation: Organizations and groups that have an interest in the purpose and objectives of Bicycle Advocacy of Central Arkansas may become an organizational affiliate upon completion of the required application.

Section 3.2 - Record of Membership

A record of the Membership of Bicycle Advocacy of Central Arkansas shall be kept. The record of Membership shall include the name, street address, e-mail address, and telephone number(s) of each Member, if available.

Section 3.3 - Termination of Membership

A Member may terminate membership in Bicycle Advocacy of Central Arkansas by written or e-mail notice to the Secretary. Upon return of a first class mailing to a Members last known address or upon notification that an e-mail sent to the Members listed e-mail address is undeliverable, the membership may be terminated. If a membership is terminated, it shall be reinstated upon written or e-mail notice to the Secretary by the Member expressing a desire to have membership reinstated.

Section 3.4 - Meetings of Members

Bicycle Advocacy of Central Arkansas shall have meetings of the membership periodically at such times and places as the Board of Directors shall determine. An Annual Meeting of the Membership shall be held in April, at which there will be an election of the Board of Director positions. Notice of the meeting, including the agenda for the meeting and the Board of Directors' nominees for Officers and At-Large Directors shall be mailed or e-mailed to the Membership at least 10 days prior to the meeting.

Section 3.5. - Quorum

The members present at the annual meeting shall constitute a quorum for the transaction of business.

Section 3.6 - Voting Rights

Each Individual Member is entitled to one vote on each matter submitted to a vote of the Membership. A majority of the votes cast shall be sufficient to take or authorize action upon any matter which may properly come before the Membership, except as otherwise provided by these by-laws. Voting by proxy is not allowed.

Section 3.7 - Method of Voting

Except for the election of Officers and At-Large Board members as prescribed in Article 6 of these by-laws, the Board of Directors and Membership may conduct business by mail, e-mail, or phone in such manner as the Board of Directors may determine.

Section 3.8 - Rules of Order

Unless otherwise stated or inconsistent with these by-laws, the current edition of *Robert's Rules of Order* shall be followed at all meetings.

ARTICLE IV - The Board of Directors

Section 4.1 - Responsibilities and Composition of Board of Directors

The Board of Directors shall be responsible for the overall policy and operation of Bicycle Advocacy of Central Arkansas and shall have authority to make final determination of all major policies, budgetary matters and other activities related to the on-going operation of Bicycle Advocacy of Central Arkansas. The Board of Directors shall consist of the four elected officers, four at-large Directors, the chairs of committees created by the Board of Directors pursuant to Section 7.1 of these by-laws, a representative designated by the Arkansas Bicycle Club, and a representative designated by Central Arkansas Pedalers. The Board of Directors may designate any former Board member as an emeritus member of the Board. Emeritus Board members shall have full rights of Board membership, including the right to attend and participate in Board meetings, but shall not have voting rights as a Board member. Emeritus Board members shall be given notice of the time and place of all meetings of the Board of Directors as provided in Sections 4.5 and 4.6 of these by-laws.

Section 4.2 - Resignation of Directors

A director may resign at any time by communicating such resignation to the President.

Section 4.3 - Vacancy

A vacancy on the Board of Directors shall be filled by majority vote of the Board.

Section 4.4 - Meetings of the Board of Directors

The Board of Directors shall meet at least once each quarter at a time and place established by the President of the Board. Written or e-mail notice of the time and place of all meetings of the Board of Directors shall be given personally, mailed or e-mailed to the directors at least three (3) calendar days before the meeting. The meeting notice shall include the proposed agenda. Any voting Board member who is absent for more than three Board meetings without justifiable excuse within the previous twelve calendar months may have his/her Board membership terminated upon majority vote of the Board.

Section 4.5 - Special Meetings of the Board of Directors

Special meetings of the Board of Directors may also be called by the President or by a majority of the Board by notifying the other board members of their desire to have a special meeting. Notice of the time, place, and purpose of the special meeting shall be given as provided in Section 4.4.

Section 4.6- Quorum and Voting

A quorum of the Board of Directors consists of a majority of the Directors in office immediately before the meeting begins. A majority of the votes cast shall be sufficient to take or authorize action upon any matter which may properly come before the Board of Directors, except as otherwise provided by these by-laws.

Section 4.7 - Compensation and Reimbursement

No director shall receive compensation for service on the Board of Directors. A director may be reimbursed for reasonable expenses incurred in authorized service rendered on behalf of the organization, subject to approval of the Board.

ARTICLE V - Officers

Section 5.1 - Officers

The officers of the organization shall be a President, Vice-President, Secretary and Treasurer.

Section 5.2 - Duties and Powers of Officers

The duties and powers of the Officers shall be as follows:

President - The President shall preside over meetings of the Board of Directors, shall provide general supervision over the affairs of the organization and shall keep the Board of Directors informed about the activities of Bicycle Advocacy of Central Arkansas. The President shall be generally responsible for the conduct of the business of the organization, and shall have such other duties as the Board may from time to time prescribe.

Vice President - The Vice President shall perform the duties of the President in the President's absence and shall have such other duties as the Board of Directors may from time to time prescribe.

Secretary - The Secretary shall attend and keep minutes of all meetings of the Board of Directors and Membership, issue proper notices of all such meetings, perform all other duties which are incident to the office of Secretary and perform other such duties and have such other powers as the Board or President may from time to time prescribe.

Treasurer - Working under the guidelines and polices established by the Board of Directors, the treasurer shall collect all moneys due Bicycle Advocacy of Central Arkansas, have custody of the funds of Bicycle Advocacy of Central Arkansas, place those funds in depositories as may be necessary, approve payment of all bills of the Bicycle Advocacy of Central Arkansas, and submit to the Board at each quarterly meeting and to the Membership at the annual meeting a report of the financial condition of the organization including its receipts and disbursements. The Treasurer shall carry out all other duties which are incidental to the office of Treasurer and perform such other duties and have such other powers as the Board may from time to time prescribe. The Treasurer shall prepare an annual accounting of the books and records of the organization.

ARTICLE VI - Election of Officers and At-large Board of Directors - Term of Office

Officers and At-Large Directors shall be elected at the annual meeting. Nominations for the Officers and at-Large Directors shall be made by the Board and may be made by members from the floor at the annual meeting. The election shall be by ballot or voice vote at the discretion of the President or other person conducting the meeting. Each Member present at the meeting shall be entitled to cast one vote for each position to be filled. The term of office for officers shall be one year. The term of office for the at-large Directors shall be two years; provided, that the term of office for two of the at-large Directors elected at the annual meeting of the Membership to be held in April of 2007 shall be one year to create staggered terms thereafter. Officers and Directors may be reelected.

ARTICLE VII - Committees

Section 7.1 - Committees

The Board of Directors may create committees which shall serve at the discretion of the Board. The Board shall specify for each committee its purpose. The Board shall appoint a Chairperson of each committee who shall serve from the date of his/her appointment until the next annual meeting of the membership and may be reappointed. Any member of Bicycle Advocacy of Central Arkansas is eligible for appointment to any committee. Examples of committees include fundraising, community outreach, education, governmental relations, bike to work day, and trails, routes and bike lanes.

Section 7.2 - Individual Projects

The president may assign responsibility for special projects to an individual member.

ARTICLE VIII - Program Director

Upon determination that sufficient resources are available to fund the position, the Board of Directors may employ a Program Director (or Executive Director) whose responsibilities shall be as defined by Board.

ARTICLE IX - Records and Reports - Summaries of Meetings

Summaries of the proceedings of all regular and special meetings of the Membership and Board of Directors shall be maintained and made available to members of Bicycle Advocacy of Central Arkansas and the general public.

ARTICLE X - Annual Accounting

The Treasurer shall prepare an annual accounting of the books and records of the organization as provided in Section 5.2(d). The Board of Directors may retain an independent auditor to conduct an audit report.

ARTICLE XI - Disposal of Assets Upon Dissolution

In the event of dissolution, all assets, real and personal, shall be distributed for one or more exempt purposes or to such organizations as are qualified as tax exempt within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code in accordance with the law at that time.

ARTICLE XII - Amendment of the By-laws

These by-laws may be amended or repealed, in whole or in part, and additional by-laws may be adopted by the majority vote of the Board of Directors. Members shall be notified of all by-law changes.

Adopted March 1, 2007