

BYLAWS
Of the
EAST BAY BICYCLE COALITTON
A California Nonprofit Public Benefit Corporation

ARTICLE I
NAME

The name of this corporation is EAST BAY BICYCLE COALITION (“EBBC”).

ARTICLE II
PURPOSE

The primary objective of EBBC is to work for safe, convenient, and enjoyable bicycling for all people in the East Bay.

ARTICLE III
OFFICES

Section 1. Principal Office

The principal office for the transaction of the business of the corporation must be located in Alameda County or in Contra Costa County, California. Locating the principal office outside of Alameda or Contra Costa counties can be done only by amendment of these Bylaws (“bylaws”). The Board of Directors (“Board”) may change the principal office from one location to another within Alameda or Contra Costa County. The secretary must note on these bylaws any change in this location, below.

The current office is located at the Bike Station, 2208 Shattuck Avenue, Berkeley, CA 94704

Dated: March 21, 2012

Dated: _____, 20__

Dated: _____, 20__

Dated: _____, 20__

Section 2. Other offices

The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

ARTICLE IV
CHAPTERS

The Board may form one or more chapters to further EBBC’s purpose in particular geographic areas. Chapters are governed by these bylaws and are considered to be committees subject to the provisions in Article XI. The Board may appoint members and officers of a chapter. At least two members of any chapter must be EBBC directors.

ARTICLE V
NONPARTISAN ACTIVITIES

EBBC has been formed under the California Nonprofit Public Benefit Corporation Law for the public purposes described above, and it will operate in a nonprofit and nonpartisan manner. No substantial part of the activities of

the corporation will consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation will not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote. EBBC may, however, consistent with its purpose, engage in informational, educational, and advocacy activities in a nonpartisan manner and may specifically disseminate information about the anticipated effects on its stated purpose of a cause or measure submitted for a public vote.

The corporation will not, in a substantial degree, engage in activities or exercise any powers that are not in furtherance of the purpose summarized in Article II.

ARTICLE VI DEDICATION OF CORPORATE PROFITS AND ASSETS

Section 1. Prohibition Against Sharing Corporate Profits And Assets

The properties and assets of EBBC, a nonprofit corporation, are irrevocably dedicated to charitable purposes. No member, director, officer, employee, or other person connected with EBBC, or any private individual, may receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, *provided, however*, that this provision does not prevent payment to any such person as reasonable compensation for services performed for EBBC or reimbursement of expenses incurred in effecting any of EBBC's public or charitable purposes, provided that such compensation or reimbursement is otherwise permitted by these bylaws and any such compensation is fixed by the Board. No individual may share in the distribution of any of the corporate assets on dissolution of the corporation. On liquidation or dissolution, all properties and assets and obligations must be distributed and paid over to an organization dedicated to charitable purposes, as specified in Internal Revenue Code Section 501(c) (3).

ARTICLE VII MEMBERS

Section 1. Qualifications of Members

Any person dedicated to the purposes of EBBC is eligible for membership upon acceptance of his or her application by the Executive Director or the Board and payment of the membership fee fixed by the Board. The Board, in its discretion, has the authority to create classes of membership and to establish different dues for different classes. Otherwise, all members have the same rights, privileges, restrictions, and conditions.

Section 2. Fees, Dues and Assessments

- (a) The initial contribution for membership in EBBC may be in a dollar amount or in a nonmonetary form specified by the Board.
- (b) Annual dues to continue EBBC membership may be in a dollar amount or in a nonmonetary form specified by the Board
- (c) Memberships are non-assessable.

Section 3. Length of Membership

Except as provided in Section 8 of this Article, any member is in good standing for one year commencing from the date EBBC receives his or her membership or renewal fee.

Section 4. Number Of Members

There is no limit on the number of members the corporation may admit.

Section 5. Membership Records

EBBC must keep a membership database containing the name and address of each member. Such database must be kept at the corporation's principal office and be available for inspection by any director or member of the corporation during regular business hours.

The record of names and addresses of the members of EBBC constitutes its membership list and must not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member and to EBBC's purpose as stated in Article II. In no event may EBBC use a member's personal information for commercial purposes without the express consent of that member.

Section 6. Nonliability Of Members

A member of EBBC, as such, is not personally liable for the debts, liabilities, or obligations of the corporation.

Section 7. Termination of Membership

a. Causes of Termination.

Membership of any member terminates when:

- (i) a member delivers a written notice of termination to EBBC's President or Secretary personally or by mail, including email, effective upon the date of delivery of the notice or date of deposit in the mail or upon such other time as may be specified in the notice.
- (ii) the period of membership expires, unless the member renews for a subsequent period, on the renewal terms set by the Board.
- (iii) the Board, or a committee designated to make such determination, determines that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the interests of the corporation.

b. Procedure for Termination. Following the Board's determination that a member's membership should be terminated under subparagraph (a)(iii) of this section, the Board or its delegate must:

- (i) send a notice by first-class or registered mail to the last address of the member as shown on the corporation's records, setting forth the termination and the reasons for it. Such notice must be sent at least fifteen (15) days before the proposed effective date of the termination.
- (ii) give the member an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed termination. The Board will hold the hearing in accordance with quorum and voting rules set forth in these bylaws applicable to the meetings of the Board (Article X). The notice to the member of his or her proposed termination must state the date, time, and place of the hearing on his or her proposed termination.
- (iii) decide, after the hearing, whether or not the member should in fact be terminated, suspended, or sanctioned in some other way and communicate that decision to the member. The decision of the Board is final.
- (iv) refund any dues already paid. The refund will be pro-rated to return only the unaccrued balance remaining for the year.

Section 8. Rights On Termination Of Membership

All rights of a member in the corporation cease on termination of membership.

Section 9. Amendments Resulting In The Termination Of Classes of Memberships

If any amendment of the Articles of Incorporation (“articles”) or of the bylaws of EBBC would result in the termination of all memberships or any class of membership the Board may decide to create under Article VII, Sec. 1, then such amendment or amendments must be effected only in accordance with the provisions of Section 5342 (or its successor) of the California Nonprofit Public Benefit Corporation Law.

ARTICLE VIII
MEETINGS OF MEMBERS

Section 1. Place of meeting

The Board may designate any place within the counties of Alameda or Contra Costa in the State of California as the place for a meeting of members.

Section 2. Annual Meeting

The annual meeting of members must be held once each calendar year for the purpose of electing directors and transacting other business as may come before the meeting. The candidates receiving the highest number of votes up to the number of directors to be elected are elected. Cumulative voting for the election of directors is not permitted. The annual meeting of members is also considered a regular meeting and any reference in these bylaws to regular meetings of members includes the annual meeting. The Board will set the time, date, and location, and members are to be notified as provided in Section 5 of this Article.

Section 3. Regular Meetings

Meetings of the membership will take place at times, dates, and locations set by the Board. Members will be notified as provided in Section 5 of this Article.

Section 4. Special Meetings

- a. Authorized persons who may call. The president, a majority of the executive committee, a majority of the Board, or five percent (5%) or more of the members may call a special meeting of the members at any time.
- b. Calling meetings by members. If members other than the president call a special meeting, they must submit the request in writing and specify the general nature of the business proposed to be transacted. Members must deliver the request to the president, the vice-president, or the secretary of EBBC in person, by registered mail, by email, or by other electronic or digital communication. The officer receiving the request must cause notice to be promptly given to the members entitled to vote, in accordance with the provisions of Section 5 of this Article VIII, that a meeting will be held, and the date for such meeting, which date must be not less than thirty-five (35) nor more than ninety (90) days following the receipt of the request. If notice is not given within twenty (20) days after receipt of the request, the person requesting the meeting may give the notice. Nothing contained in this subsection is to be construed as limiting, fixing, or affecting the time when a meeting of members may be held when the meeting is called by action of the Board.

Section 5. Notice of Members Meetings

- a. General Notice Contents. All notices of meetings of the membership must be sent or otherwise given in accordance with subsection (c) of this section of this Article VIII not less than ten (10) nor more than ninety (90) days before the date of the meeting. The notice must specify the place, date and hour of the meeting and, in the case of the annual meeting, those matters that the Board, at the time of giving notice, intends to present for action by the members.
- b. Notice of Certain Agenda Items. If the call for a meeting proposes that action be taken on any of the following subjects, the notice must also state the general nature of the proposed action. Member action on

such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s):

- (i) removing a director without cause;
- (ii) filling a vacancy on the Board by the members;
- (iii) amending the articles;
- (iv) approving a contract or transaction in which a director has a material financial interest;
- (v) deciding to voluntarily wind up and dissolve the EBBC; or
- (vi) approving a plan of distribution of assets.

c. Manner of Giving Notice. Notice of any meeting of members must be given by personal delivery or by mail, email, or other written or electronic/digital communication, addressed to each member at the postal or electronic/digital address of that member appearing on the books of the corporation.

Section 6. Quorum

The presence of one percent (1%) of the current membership constitutes a quorum for the transaction of business at a meeting of the members. For voting by electronic ballot (other than at a physical, face-to-face meeting), submission of ballots by five percent (5%) of the current membership constitutes a quorum for the transaction of the business specified in the notice.

Section 7. Voting

a. Eligibility to Vote. Members as of the date of the particular meeting or as of the date of dissemination of an electronic ballot are entitled to vote at that meeting or on that electronic ballot.

b. Manner of Casting Votes. Voting may be by voice or by written ballot in paper or electronic format, provided that any election of directors must be by written ballot (electronic or paper) if any member so demands before the voting begins. The Board has the option of deciding whether to transact any item of business by electronic ballot of the members.

c. Each member may cast one vote on any matter submitted to a vote of the members. Unless the meeting or vote is by electronic ballot, members must be physically present to vote. A person who is both a personal member and the authorized representative of a corporate, company or organization member may vote either as a personal member or as the representative of the corporation, company or organization, but not as both.

d. Majority vote governs. A majority vote of current members attending a meeting of members is the act of the members, unless the vote of a greater number is required by the California Nonprofit Corporation Law or by EBBC's articles. Voting for directors is governed by Article VIII, Section 2, above and may not require a majority.

Section 8. Proxies

Proxy voting is prohibited.

Section 9. Rules of Order

Roberts' Rules of Order, as such rules may be revised from time to time, govern meetings to the extent that such rules are not inconsistent with these bylaws, with EBBC's articles, with rules adopted by the Board, or with provisions of law. The Board is authorized to adopt rules of procedure that constitute exceptions to the application of Roberts' Rules of Order to EBBC's meetings of members. Failure to follow Roberts' Rules of Order--or variations or exceptions to such rules approved by the Board--does not constitute a basis for challenging the validity of any action taken at a meeting by a majority of the members present and voting.

ARTICLE IX
ELECTION OF DIRECTORS

Section 1 - Nominations

- a. As provided in Article VIII, Section 2, there will be an annual meeting of the members to elect the Board. Notice of the meeting will be communicated to the members in accordance with Article VIII, Section 5 of these bylaws.
- b. At the meeting to elect Board members, any member present may place names in nomination, with the consent of the nominee. A member may not nominate himself or herself.
- c. At the meeting to elect Board members, each nominee is entitled to make a statement regarding his or her qualifications for the Board.
- d. If within sixty (60) days after his/her election, a person elected to the Board fails to accept the office of director or fails to accept the office of president, vice-president, secretary, or treasurer to which he/she has been elected or appointed in accordance with the provisions of these bylaws, then the Board may declare a vacancy to exist in such office.

Section 2. Number of Directors

The Board will consist of up to seventeen (17) members.

ARTICLE X
DIRECTORS

Section 1. Powers

- a. General Corporate Powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitation in the articles and these bylaws relating to action required to be approved by the members, the business and affairs of the corporation must be managed, and all corporate powers must be exercised, by or under the direction of the Board.
- b. Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the directors have the power to:
 - (i) select and remove all officers, agents and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the articles, and with these bylaws; and fix their compensation;
 - (ii) change the principal executive office or the principal business office in Alameda or Contra Costa County in the State of California from one location to another; and
 - (iii) adopt, make, and use a corporate seal; prescribe the forms of membership certificates; and alter the form of the seal and certificate.

Section 2. Standard of Care.

- a. General. A director must perform the duties of a director, including duties as a member of any Board committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- (i) one or more officers or employees of this corporation whom the director believes to be reliable and competent as to the matters presented;
- (ii) attorneys, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (iii) a Board committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such committee merits confidence

so long as in any such case, the director acts in good faith after reasonable inquiry when the need for inquiry is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article XIII below, a person who performs the duties of a director in accordance with this section has no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which this corporation, or assets held by it, are dedicated.

b. Investments. Except with respect to assets held for use or used directly in carrying out this corporation's charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this corporation's investments, the Board must avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of this corporation's capital. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this corporation.

Section 3. Election and Term of Office of Directors

Directors are elected at each annual meeting of the members to hold office until the next annual meeting. Each director, including a director elected to fill a vacancy, elected at a special members' meeting, or chosen by the Board as described in Section 4c (below) holds office until expiration of the term for which elected. or appointed.

Section 4. Vacancies

- a. Event Causing Vacancy. A vacancy or vacancies in the Board exists when: (i) a director dies, resigns, or is removed; (ii) the members vote to remove a director; (iii) the authorized number of directors increases; or (iv) the members fail to elect the number of directors authorized by these by-laws.
- b. Resignations. Except as provided in this paragraph, any director may resign, which resignation is effective on giving written notice to the president, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the members may elect a successor to take office when the resignation becomes effective,
- c. Procedures to Fill Vacancy. At any time between annual meetings, a majority of Board members present at a Board meeting may appoint a director to fill a vacancy on the Board and to serve until the next annual meeting. The Board may not appoint more than three directors in this manner during one calendar year.
- d. No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of directors has the effect of removing any director before that director's term of office expires.

Section 5. Place of Meetings

Regular meetings of the Board may be held at any place within Alameda or Contra Costa County in the State of California that has been designated from time to time by the Board.

Section 6. Other Regular Meetings

Meetings of the Board may be held as the Board determines from time to time.

Section 7. Telephonic and Electronic Meetings.

Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other communications equipment so long as all of the following apply:

- a. Each director participating in the meeting can communicate with all of the other directors concurrently;
- b. Each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and
- c. The corporation verifies that (i) a person communicating by telephone, electronic video screen, or other communications equipment is entitled to participate in the Board meeting as a director, or by invitation of the Board or otherwise, and (ii) all motions, votes, or other actions required to be made by a director were actually made by a director and not by someone who is not entitled to participate as a director.

Section 8. Special Meetings

a. Authority to Call. Two (2) directors may call special meetings of the Board for any purpose at any time.

b. Notice

(i) Manner of Giving. Notice of the time and place of special meetings must be given to each director by one of the following methods: (a) By personal delivery or written notice; (b) By first-class mail, postage prepaid; (c) By telephone communication, either directly to the director, to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director, or by voicemail; or (d) by email, electronic text message, or the equivalent. All such notices must be given or sent to the director's address, email address, or telephone number as shown on the records of the corporation.

(ii) Time Requirements. Notices sent by first class mail must be deposited into a United States mailbox at least four (4) days before the time set for the meeting. Notices given by personal delivery, email or telephone must be delivered, emailed, or telephoned at least forty-eight (48) hours before the time set for the meeting.

(iii) Notice Contents. The notice must state the time place for the meeting. However, it need not specify the purpose of the meeting, or the place of the meeting, if it is to be held at the principal executive office of the corporation.

Section 9 - Quorum

A majority of the directors then in office constitutes a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is regarded as the act of the Board, subject to the provisions of the California Nonprofit Corporations law. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 10. Waiver of Notice

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though taken at a meeting duly held after regular call and notice, if a) a quorum is present, and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals must be filed with the corporate records or made a part of the minutes of the meeting.

Notice of a meeting is also deemed given any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 11. Rules of Order

Roberts' Rules of Order, as such rules may be revised from time to time, govern Board meetings insofar as such rules are not inconsistent with these bylaws, with EBBC's articles, with rules adopted by the Board, or with provisions of law. The Board is authorized to adopt rules of procedure that constitute exceptions to the application of Roberts' Rules of Order to EBBC's meetings of directors. Failure to follow Roberts' Rules of Order--or variations or exceptions to such rules approved by the Board--does not constitute a basis for challenging the validity of any action taken at a meeting by a majority of the Board present and voting.

Section 12. Adjournment

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 13. Notice at Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place must be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 14. Action without Meeting

Any action required or permitted to be taken by the Board of directors may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing or in electronic form to that action. Such action by written consent has the same force and effect as a unanimous vote of the Board. Such written consent or consents must be filed with the minutes of the proceedings of the Board.

ARTICLE XI COMMITTEES

Section 1. Board Committees

The Board may, by resolution adopted by a majority of the directors then in office, create any number of Board committees, including an Executive Committee, appoint its members, and specify its powers. Each committee must include at least two current members of the Board. Other committee members may be either Board members or non-Board members. All members of a committee serve at the pleasure of the Board. The Board may dissolve a committee at any time. Appointments to any Board Committee must be by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board, except with respect to:

- a. The approval of any action that, under law or the provisions of these bylaws, requires the approval of the members or of a majority of all of the members.
- b. The filling of vacancies on the Board or on any committee that has the authority of the Board.
- c. The fixing of compensation of the directors for serving on the Board or on any committee.
- d. The amendment or repeal of bylaws or the adoption of new bylaws.
- e. The amendment or repeal of any resolution of the Board that by its express terms is not so amendable or repealable.
- f. The creation of committees of the Board or appointment of committee members.
- g. The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- h. The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Board. The Committee must keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

Section 2. Meetings And Action Of Committees

Meetings and actions of committees are governed by, noticed, held and taken in accordance with the provisions of these bylaws concerning meetings of the Board, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board or by the committee. The Board may also fix the time for special meetings of committees. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

ARTICLE XII

OFFICERS

Section 1. Officers

The officers of the corporation are a president, a vice-president, a secretary, and a treasurer. The corporation may also have, at the discretion of the Board, such other officers as the Board may appoint.

Section 2. Election of Officers

The officers of EBBC must be elected by a majority of the Board. Only members of the Board are eligible to be officers of the corporation. New officers must be elected as soon as practicable after a new Board is elected at the annual meeting. The officers must be elected by separate votes or ballots in the chronological order of president, vice-president, secretary, and treasurer. Officers serve at the pleasure of the Board. The Board is authorized to fill any vacancy in an office that arises during the period between annual meetings.

The Board may appoint, and may authorize the president or another officer to appoint, any other subordinate officers that the business of the corporation may require. Each officer has the title, holds office for the period, has the authority and performs the duties specified in the bylaws or determined from time to time by the Board. A subordinate officer need not be a Board member.

Section 3. Resignation of Officers

Any officer may resign at any time by giving written notice to the corporation. Any resignation takes effect at the date of the receipt of that notice or at any later time specified in that notice; and the acceptance of the resignation is not necessary to make it effective. A majority of the Board may appoint a Board member to fill the vacant office. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 4. Responsibilities of Officers

- a. President. The president, subject to the control of the Board, generally supervises, directs, and controls the business and the officers of the corporation. The president presides at all meetings of the members and at all meetings of the Board and has such other powers and duties as the Board or the bylaws may prescribe.
- b. Vice-President. In the absence or disability of the president, the vice-president performs all the duties of the president and, when so acting, has all the powers of, and is subject to all restrictions upon, the president. The vice-president has such other powers and may perform such other duties as from time to time the Board or the bylaws may prescribe.
- c. Secretary. The Secretary must attend to the following:

(i) Book of Minutes. The secretary must keep a book of minutes of all meetings and official actions of directors and members, with the time and place of holding and the proceedings of such meetings.

(ii) Membership Records. The secretary must keep, or cause to be kept, a record of the corporation's members, showing the names of all members, their addresses, the date of their original membership and any renewal, and any other relevant information,

(iii) Notices, Seal and Other Duties. The secretary must give or cause to be given notice of all meetings of the members and of the Board as required by the bylaws. The secretary has such other powers and performs such other duties as the Board or the bylaws may prescribe.

d. Treasurer. The treasurer must attend to the following:

(i) Books of Account. The treasurer must keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account must be open to inspection by any director at all reasonable times.

(ii) Deposit and Disbursement of Money and Valuables. The treasurer must deposit, or direct the deposit of, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate; must disburse the funds of the corporation as the Board orders; must render to the president and directors, whenever they request it, an account of all of the treasurer's transactions and of the financial condition of the corporation; and has other powers and perform such other duties as the Board or the bylaws may prescribe.

ARTICLE XIII

CERTAIN TRANSACTIONS

Section 1. Loans.

Except as permitted by Section 5236 (or its successor) of the California Nonprofit Public Benefit Corporation Law, this corporation must not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 2. Self-Dealing Transactions.

Except as provided in Section 3 of this Article, the Board must not approve, or permit the corporation to engage in, any self-dealing transaction. A self-dealing transaction is a transaction to which this corporation is a party and in which one or more of its directors has a material financial interest, unless the transaction comes within Section 5233(b) (or its successor) of the California Nonprofit Public Benefit Corporation Law.

Section 3. Approval.

This corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General of California. This corporation may also engage in a self-dealing transaction if the Board determines, before the transaction, that (a) this corporation is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to this corporation at the time; and (c) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors

then in office, without counting the vote of the interested director or directors.

ARTICLE XIV

INDEMNIFICATION of DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

Section 1. Definition:

For the purposes of this Article,

- a. "Agent" means any person who is or was a director, officer, employee or other agent of EBBC, or is or was serving at the request of EBBC as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign domestic corporation that was a predecessor corporation of EBBC; or of another enterprise at the request of the predecessor corporation;
- b. "Proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and
- c. "Expenses" includes, without limitation, all attorneys' fees, costs, and any other expenses incurred in the defense of any claim or proceedings against an agent by reason of his position or relationship as agent and all attorneys fees, costs and other expenses incurred in establishing a right to indemnification under this Article.

Section 2. Successful Defense by Agent

To the extent that an agent of EBBC has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent must be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against her or him, then the provisions of Sections 3 through 5 determine whether the agent is entitled to indemnification.

Section 3. Actions Brought by Persons Other than the Corporation

Subject to the required findings to be made pursuant to Section 5, below, EBBC must indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action by, or on behalf of, EBBC, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of California Corporation Code Section 5233 (or its successor), or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of EBBC, for all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding.

Section 4. Action Brought by or on Behalf of the Corporation

- a. Claims Settled Out of Court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of EBBC, with or without court approval the agent must receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding unless it settled with the approval of the Attorney General.
- b. Claims and Suits Awarded Against Agent. EBBC must indemnify any person who was or is a party or is threatened to be made party to any threatened, pending or completed action brought by or on behalf of EBBC by reason of the fact that the person is or was an agent of EBBC, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

- (i) The determination of good faith conduct required by Section 5, below, must be made in the manner provided for in that section; and
- (ii) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court determines the appropriate amount of expenses to be reimbursed.

Section 5. Determination of Agent's Good Faith Conduct

The indemnification granted to an agent in Sections 3 and 4 above is conditioned on the following:

- a. Required Standard of Conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he or she believed to be in the best interest of EBBC, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction or on a plea of *nolo contendere* or its equivalent does not, of itself, create a presumption that the person did not act in good faith or in a manner which he/she reasonably believed to be in the best interest of EBBC or that he/she had reasonable cause to believe that such conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that such conduct was unlawful.
- b. Manner of Determination of Good Faith Conduct. The determination that the agent did act in a manner complying with Paragraph (a) above must be made by:
 - (i) the Board by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or
 - (ii) the affirmative vote of a majority of the votes represented and voting at a duly held meeting of members at which a quorum is present (which affirmative votes also constitute a majority of the required quorum), or
 - (iii) the court in which the proceeding is or was pending. Such determination may be made on application brought by EBBC or by the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney or other person is opposed by EBBC.

Section 6. Limitations

No indemnification or advance may be made under this Article, except as provided in Section 2 or Section 5(b) (iii), in any circumstances when it appears:

- a. that the indemnification or advance would be inconsistent with a provision of
 - i. the articles,
 - ii. a resolution of the members, or
 - iii. an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid that prohibits or otherwise limits indemnification; or
- b. that the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 7. Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by EBBC before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 8. Insurance

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability other than for violating provisions against self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not EBBC would have the power to indemnify the agent against that liability under the provisions of this section.

ARTICLE XV
RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records

The corporation must keep:

- a. Adequate and correct books and records of account;
- b. Minutes in written or electronic form of the proceedings of its members, Board, and committees (if available) of the Board;
- c. A record of its members, giving their names and addresses, the date of their original membership, and any renewal.

All such records must be kept at the corporation's principal executive office, or at its principal business office in this State.

Section 2. Member's Inspection Rights

Any member of the corporation may inspect the accounting books and records and minutes of the proceedings of the members and the Board and committees of the Board, at any reasonable time, for a purpose reasonably related to such person's interest as a member.

Any inspection and copying under this section may be made in person or by an agent or attorney of the member and the right of inspection includes the right to copy and make extracts

Section 3. Maintenance and Inspection of Articles and Bylaws

The corporation must keep at its principal executive office, or at its principal business office in this state, a copy of the articles and bylaws as amended to date, which must be open to inspection by the members.

Section 4. Inspection by Directors

Every director has the absolute right at any reasonable time to inspect all books, records, documents and property of the corporation. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 5. Annual Statement of Certain Transactions and Indemnification

No later than one hundred twenty (120) days after the close of the corporation's fiscal year, the corporation must prepare and mail or deliver to each member a statement of the amount and circumstances of any transaction or indemnification of the following kind:

- a. Any transaction(s) in which the corporation was a party and in which any director or officer of the corporation had a direct or indirect financial interest.
- b. Any indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any officer or director of the corporation, unless the members have already approved such indemnification.

ARTICLE XVI

CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law govern the construction of the bylaws.

ARTICLE XVII AMENDMENTS

Section 1. Amendment by Members

New bylaws may be adopted or these bylaws may be amended or repealed by approval of the members. No amendment may extend the term of a director beyond that for which such director was elected. If the Board decides under Article VII, Sec. 1 to create more than one class of membership, any amendment that would materially and adversely affect the rights of one class as to voting or transfer, differently than such action affects another class, must be approved by a majority of the members of such affected class.

Section 2. Amendment by Directors

Subject to the rights of members under Section 1 of this Article XIII and the limitations set forth below, the Board may adopt, amend or repeal bylaws. Such power is subject to the following limitations:

- a. The limitation set forth in Section 1 on the members' power to adopt, amend or repeal bylaws applies to actions by the Board.
- b. The Board may not amend a bylaw provision fixing the authorized number of directors or the minimum and maximum number of directors.
- c. The Board may not adopt or amend bylaw provisions concerning the following subjects without the approval of the members:
 - (i) increasing the terms of directors;
 - (ii) allowing one or more directors to hold office by designation or selection rather than election by the members;
 - (iii) giving the Board power to fill vacancies on the Board created by removal of directors; or
 - (iv) increasing the quorum for members' meetings.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am presently elected and acting Secretary of East Bay Bicycle Coalition, a California nonprofit corporation, and the above bylaws, consisting of 15 pages, are the bylaws of EBBC as adopted at a meeting of the Board held on _____.

DATED:

, Secretary