

LEBANON VALLEY BICYCLE COALITION BY LAWS

Revised and Adopted May 16, 2018

ARTICLE I - NAME/INTRODUCTION

The name of this corporation is the Lebanon Valley Bicycle Coalition and referred to in the By Laws and publicly as LVBC or Bike Lebanon.

Why is a bicycling advocacy organization needed in Lebanon County?

There are many kinds of bicyclists in Lebanon County: road cyclists, racers, mountain bikers, trail riders, recreational bicyclists, commuters, children and youth who bike to school, and people who ride for fitness or just around the neighborhood for fun.

Our roadways continue to become more congested in our county and region. The safety of cyclists is a very serious issue. As the cost of operating a motor vehicle escalates, more people want to rely on bicycles for at least a secondary mode of transportation. In many of our communities, a child can not safely ride his/her bicycle between home and school, the library, the swimming pool or friends' homes. An adult too often doesn't feel safe in riding his/her bike on some roads in order to reach his/her place of employment, shopping and many other places that are frequently less than 3 miles away. Less experienced bicyclists and families confine their cycling to trails and paths which offer recreation and exercise but do not address the needs of this level of cyclists who want to shop, do errands or commute beyond the paths. Developing connectivity to roads with safer, more comfortable bicycle facilities will make cycling a more universally feasible transportation option.

A comprehensive county and regional transportation system must take bicycling into account if it is to meet the needs of the greatest number of citizens in the most cost effective way possible.

ARTICLE II – FORM OF CORPORATION

The Corporation is incorporated under the PA Nonprofit Corporation Law of 1988, as amended.

ARTICLE III – PURPOSE

The Corporation is organized exclusively to

1. Protect and defend bicyclists' rights.
2. Advocate for positive attitudes and public policies that will improve and promote the safety, convenience and acceptance of bicycling in the Lebanon Valley.
3. Advocate for the recognition of the bicycle as a vehicle that is used for many purposes including economical transportation for everyday activities, recreation, personal fitness and competition.
4. Work with municipal, county and state governments to establish and implement policies and practices that accommodate the needs of bicyclists
5. Advocate for local, state and federal legislation related to improving and promoting the safety and accommodation of bicyclists

6. Join forces with bicyclists, bike clubs and other relevant groups in Lebanon County, the region and the Commonwealth to help assure that bicyclists have a greater voice in making bicycling accepted, safe and accommodated.

7. Educate bicyclists and motorists on road safety

8. Develop partnerships and other ties amongst community organizations and businesses in order to achieve mutual goals.

9. Put used bicycles to good use by recycling them for those in need of basic transportation (e.g. Earn a Bike).

10. Provide mentoring for new bicyclists and/or new commuters.

11. Develop scenic bicycling routes in the Lebanon Valley that can be enjoyed by local bicyclists and touring cyclists.

12. Provide bicycling opportunities for LVBC members who want to participate in Coalition Rides

13. Provide opportunities for bicyclists to network with other bicyclists.

The Corporation does not contemplate pecuniary gain nor profit, incidental or otherwise.

ARTICLE IV - OFFICES

The registered office of the Corporation is located at 121 Lawn Road, Palmyra, Pennsylvania, 17078. In addition, LVBC may maintain other offices within the Commonwealth of Pennsylvania as required to fulfill its purposes.

ARTICLE V – MEMBERS

Section 1 The Board of Directors may create such classes of “membership” as the Board sees fit, but such persons shall not have the rights of members under the Pennsylvania Nonprofits Corporation Law of 1988, as amended.

ARTICLE VI - BOARD of DIRECTORS

Section 1 Composition. The Board of Directors shall consist of President, Vice President, Secretary, Treasurer and Directors.

Section 2 Number and Qualifications of the Board of Directors. The Board shall be composed of at least 3 individuals, who shall be natural persons of full age and residents of the Commonwealth of Pennsylvania.

Section 3 General Powers. The Board of Directors shall have all powers and duties for the conduct of the activities of the Corporation except as otherwise required by these Bylaws or a resolution duly adopted by the Board. The business and affairs of and the responsibility and authority for governing the Corporation shall be vested in the Board of Directors. The Board will enforce the authority given to it under the Bylaws and take any action necessary to serve the best interests of LVBC.

Section 4 Election & Term. Board Officers and Directors shall serve until their terms expire or until their replacements are elected, whichever shall last occur. The serving Board of Directors will elect a new

Board during the last quarter of the year from the membership of the Corporation. The term of office for Board members shall be a calendar year beginning the first day of January.

Section 5 Resignation. Any Officers or Directors of the Corporation may resign at any time by giving written notice to the President or Secretary of the Corporation. The resignation shall take effect at the time specified in such notice and the acceptance of the resignation shall not be necessary to make it effective.

Section 6 Vacancies or Removal. A vacancy occurring in any elective office shall be filled by the Board of Directors for the unexpired term. A serving Board member may be removed for cause by a two thirds vote of the Board. A board member forfeits his/her position if he/she does not attend (or conference call in to) half or more of the board meetings within any six month period.

Section 7 Meetings. The Board of Directors shall designate the time and place of regular Board meetings. Special meetings may be called by the president. Board meetings may include participation by telephone or other electronic media. The Board may request the attendance of Committee Chairpersons. Board meetings are open to members.

Section 8 Definition of Voting. A vote may be in person via telephone, other computer method as specified in the By Laws or as determined by the Board of Directors.

Section 9 Meeting Notice. Notice of each regular or special meeting of the Board of Directors shall be provided to each Member thereof by the Secretary at least one week prior to the date of a Regular Meeting and at least three days prior to the date of a Special Meeting, except that a majority of the Board will have the power to waive the three day notice requirement regarding special meetings.

Section 10 Quorum. A majority of the Board of Directors shall constitute a quorum.

ARTICLE VII - OFFICERS AND ADMINISTRATION

Section 1 President: Shall preside at LVBC and Board of Director meetings, provide leadership in all LVBC activities to see that LVBC operates at its fullest potential, serve as LVBC liaison to other organizations; perform such other duties as may be required by the Board or by the By Laws of LVBC. S/he shall be an ex-officio member of all committees. The President's activities will be subject to review by the Board of Directors.

Section 2 Vice President: The Vice President will assume the duties of the President in his/her absence; assist the President in overseeing the operation of LVBC; and perform such other duties as may be assigned by the Board of Directors or by the By Laws of LVBC.

Section 3 Secretary: Shall prepare a record of all Board of Directors and General Membership meetings. Update incorporation documents when required. Perform such other duties as may be assigned by the Board of Directors or by the By Laws of LVBC.

Section 4 Duty of the President, Vice President and Secretary: Shall perform an annual review of LVBC's finances.

Section 5 Treasurer: Shall collect and deposit in the name of the Lebanon Valley Bicycle Coalition all monies received by and belonging to LVBC in a financial institution approved by the Board. Pay bills incurred by LVBC. Keep records of all monies and possessions of LVBC and report at meetings. File tax forms with the appropriate government agencies on a timely and annual basis when required. Maintain LVBC affiliations with other organizations as approved by the Board. Perform such other duties as may be assigned by the Board of Directors or by the By Laws of LVBC.

ARTICLE VIII - MEMBERSHIP MEETINGS

Section 1 An Annual Meeting of the members of LVBC will be held on a day and at a location established by the Board of Directors.

Section 2 Periodic meetings may be held at times and at such places as the Board may determine.

Section 3 Special meetings may be called by the Board or shall be called by the Secretary upon the written request of five or more members.

Section 4. Notice of Meetings: Notification of the Annual and regular meetings of LVBC will be provided at least 30 days prior to the meeting date and indicate the time, date and place of the meeting. Exception: If the President, with the concurrence of the Board, deems it critical that a meeting be held sooner than the next regularly scheduled meeting a notice of at least 14 days prior to the meeting is required.

ARTICLE IX - COMMITTEES

Section 1 The purposes of LVBC shall be furthered by Committees. Committees shall be created by a majority vote of the Board of Directors.

Section 2 Chairpersons of Committees will be appointed by the Board by a majority vote.

ARTICLE X FISCAL YEAR

Section 1 The fiscal year shall begin on January 1 of each year.

ARTICLE XI - GRANTS

Section 1 If LVBC finances permit, grants may be awarded. The Board of Directors shall determine financial guidelines and develop policies for awarding grants.

ARTICLE XII - AMENDMENTS

Section 1 The By Laws may be amended in any respect at any Board meeting by an affirmative vote of 2/3 of the Board of Directors. Proposed amendments must be submitted to the Secretary to be included with the agenda for the meeting.

ARTICLE XIII - AFFILIATIONS

Section 1 LVBC may affiliate with other bicycling related, not for profit organizations that further the purposes in Article II.

ARTICLE XIV - LIABILITY

Section 1 LVBC assumes no liability for the safety of those participating in functions sponsored by LVBC, nor does it assume any liability for any personal equipment. Participants are encouraged to provide their own liability coverage.

ARTICLE XV - TERM & DISSOLUTION

Section 1 The term of the Lebanon Valley Bicycle Coalition will be perpetual. In the event of dissolution of Lebanon Valley Bicycle Coalition, any assets lawfully available for distribution after payment of all the liabilities of Lebanon Valley Bicycle Coalition, shall be distributed to one or more qualifying organizations

described in Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law). Such organization or organizations should have a charitable purpose similar to that of Lebanon Valley Bicycle Coalition as provided in Article III, and shall be determined by the majority of the Board of Directors. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Lebanon County exclusively for such purposes as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 2 Prohibited Distributions:

No part of the net earnings or properties of Lebanon Valley Bicycle Coalition on dissolution or otherwise shall inure to the benefit of, or be distributed to its members, directors, officers or other private person or persons except that Lebanon Valley Bicycle Coalition is authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes stated in Article III.