



By-Laws of Working Bikes

Version 19: Approved 2.2.22

ARTICLE I – NAME AND PURPOSE

Section 1: Name. The name of the organization shall be Working Bikes.

Section 2: Purpose. Working Bikes is organized exclusively for charitable and educational purposes, more specifically Working Bikes is organized to:

- a. Use its real property exclusively for the distribution, sale, or resale of donated goods and related activities, including those items specified in items B, C, and D below, and use all the income from those activities to support its charitable and beneficent activities, whether or not such activities occur on the property,
- b. Support individuals in need of a bicycle or wheelchair, by diverting bikes and wheelchairs from becoming scrap metal, repairing those bikes for local use, and donating or selling them for below market value to encourage first-time and lower income bicyclists to buy and ride bikes,
- c. Use the proceeds from local sales to ship recycled bikes, wheelchairs, and other useful humanitarian aid to projects in developing countries and donating bikes and wheelchairs locally and within the United States to other charitable organizations, and
- d. Educate individuals and any other interested groups about bicycle safety, repair, and biking rules, concentrating on mechanical repair and the environmental and health benefits to cycling.

ARTICLE II – MEMBERSHIP

Section 1: Eligibility. Membership shall be open to individual persons who fall in at least one of the following categories:

- a. Volunteers giving an average of at least four (4) hours per month at Working Bikes for six (6) consecutive months or 48 hours total during 12 consecutive months,
- b. Paid Working Bikes staff, part-time or full-time, who have been on staff for six (6) continuous months,
- c. Hosts of active drop off locations for bike donations, and
- d. Board Members

Membership will automatically commence once an individual meets one of the criteria above and will be reviewed twice per year by the Membership Committee in advance of the Annual Meeting and the General Meeting held six (6) months after the Annual Meeting.

Section 2: Dues and Compensation. There shall be no dues or other financial obligations for membership. Members shall receive no financial remuneration solely for membership.

Section 3: Rights, Responsibilities and Privileges. All Members in good standing hold the right and privilege to:

- a. Represent themselves and Working Bikes to internal and external audiences in an appropriate, responsible and ethical manner,
- b. Recommend Board nominations to the Nominating Committee,
- c. Vote in Board of Directors elections,
- d. Serve on committees,
- e. Serve as Committee Chair, with the exception of the Executive Committee,
- f. Petition the Board and request to speak at a Board meeting, and
- g. Earn special ordering privileges in the store, as determined by the Manager and approved by the Board.

Section 4: Transfer and Termination. Membership and all associated rights, responsibilities and privileges, are not transferrable. Membership may be terminated upon the:

- a. Death of member,
- b. Resignation of membership in writing (electronic mail or postal mail),
- c. Failure to meet at least one (1) of the criteria in Section 1 for two consecutive membership reviews or a period of 12 months, whichever is longer, or
- d. Failure to meet Section 3a, and/or the commission of other negligence, malfeasance or other actions harmful to the membership, staff, Board, customers, partners, community or reputation of Working Bikes.

Termination of membership for Item C above will be determined by the Membership/Volunteer Committee during the semi-annual review periods; this Committee shall also notify a member in writing of termination at least three (3) days prior to the Annual Meeting or the General Meeting held six (6) months after the Annual Meeting, as in Section 1. Termination for Item D above shall require recommendation to the Membership/Volunteer Committee by any member or staff, and a simple majority vote of the Board of Directors. The Member in question must be notified of the recommendation to terminate and provided at least seven (7) days to respond before a vote is taken.

ARTICLE III – MEMBER MEETINGS

Section 1: General Meeting. General Meetings will be scheduled for the first Wednesday of every other month, beginning in February of each year. Requirements for each General Meeting are as follows:

- a. At least one member of staff and one member of the Board of Directors must be present.
- b. Non-members may attend but may not vote or petition the board.
- c. The Board Secretary will post or email the agenda at least three (3) business days in advance of the meeting, unless the agenda is for an Annual Meeting or otherwise includes Board nominations or voting, Strategic Plan approval, or annual budget approval; in such cases, seven (7) business days in advance are required.
- d. The Board Secretary will record minutes and distribute them electronically to members within seven (7) business days after the meeting. If the Secretary is unable to record and/or distribute minutes, he/she must appoint an alternate to fulfill these requirements.
- e. Each General Meeting will have a moderator, selected through general agreement (no vote required) at the start of the meeting, to keep track of time and lead the review of the agenda. The moderator must be a Member and may not be the same person as the Secretary (or individual otherwise responsible for minute-taking).
- f. The first item on the agenda on each General Meeting will be the review and approval of the minutes from the previous General Meeting. A simple majority vote of Members in attendance will carry minutes approval, if quorum is met.

- g. A simple majority vote (51%) of Members in attendance at a meeting will carry a motion, provided that a quorum of at least 8 Members is present. If quorum is not met, voting must take place electronically or at another meeting. Members may not vote by proxy.

Section 2: Annual Meeting. The Annual Meeting shall be scheduled for the first Wednesday in February. The Annual Meeting agenda shall include elections of new Board Members, the end of year finance report, approval of new annual budget, and approval of by-laws. All requirements listed in Section 1: General Meeting shall apply to the Annual Meeting.

Section 3: Special Meetings. Special Meetings may be called by any member of the Board of Directors, and may be in-person, teleconference or virtual meetings. Voting in Special Meetings will be as in General Meetings.

Section 4: Notice. The Secretary or other member of the Executive Committee shall notify all members of the date, time and location – via email and website posting – no less than fourteen (14) days prior to all General Meetings and Annual Meetings. A member of the Executive Committee must provide notice of a Special Meeting no less than 7 days in advance.

ARTICLE IV – STAFF

Section 1: Definitions. Staff of Working Bikes shall include any persons receiving salary or wages, part-time or full-time, from Working Bikes through the payroll system. Staff include, but are not limited to, Executive Director, Manager, Mechanics, Repair Staff, Drivers, Volunteer Coordinators and others who satisfy the requirements above.

Section 2: Terms of Employment. Employment at Working Bikes is to be considered “employment at will”; staff may terminate their employment at any time and for any reason. Working Bikes may terminate staff employment at any time as described in Section 3 below.

Section 3: Management Structure: Executive Director

- a. The Board of Directors has the power to employ and, in accordance with applicable law, to terminate the employment of an Executive Director.
- b. The Executive Director has the responsibility of managing the day-to-day affairs of the Corporation and administering the programs and policies of the Board of Directors.
- c. The Executive Director will report directly to the Board of Directors and will keep the Board of Directors fully informed of his or her activities.
- d. The Executive Director does not have any authority to act for or on behalf of the Corporation without the express authorization of the Board of Directors.
- e. The Board of Directors will stipulate the terms and conditions of employment for the Executive Director.
- f. Subject to budgetary constraints approved by the Board of Directors, the Executive Director may appoint and employ any professional and support staff or agents necessary to serve the Corporation.

In all cases, Working Bikes regulations, processes and decisions pertaining to staff must be in compliance with any and all applicable labor and employer laws and regulations to which Working Bikes is subject.

ARTICLE V - BOARD OF DIRECTORS

Section 1: Definition. The Board of Directors shall consist of persons who are nominated by the Nominating Committee and are elected to the Board by General Membership, and provide leadership of and advocacy for the Working Bikes mission.

Section 2: Eligibility. Persons eligible to sit on the Board of Directors must meet all the following criteria of Parts a, b, and c below or be eligible under Part d. No more than two (2) board members made eligible for board service by Part d may serve on the board at any one time.

- a. The person must be a Member of Working Bikes for at least three (3) months prior to nomination to the Board.
- b. The person must demonstrate leadership and commitment to Working Bikes.
- c. The person must earn no salary or wages from Working Bikes, effective immediately upon election.
- d. The person offers, in the opinion of the existing Board of Directors, extraordinary talent, skill, experience, and/or community involvement.

Section 3: Rights and Responsibilities. The Board of Directors is responsible for overall policy and direction of Working Bikes, their delegates, and day-to-day operations, and committees. Members of the Board of Directors have all the rights and responsibilities of Members as in Article II. In addition, Board Members are required to, at minimum:

- a. Commit to attending at least four (4) Board of Directors meetings and two (2) General Meetings per calendar year;
- b. Serve on at least one Committee;
- c. Actively leverage personal and/or professional expertise, partner relationships, and other resources to the Board as needed to advance the mission and strategic plan;
- d. Serve as lead organizer/volunteer for at least one (1) public event each year;
- e. Stay informed about Board and Organization matters, participate in discussions and take responsibility for making decisions by voting;
- f. Performs all duties as volunteered or assigned by the Board in a complete, timely and appropriate manner;
- g. Work in good faith with staff, volunteers, Members and Board Members toward the achievement of Working Bikes goals;
- h. Support actions taken after final votes, even when in disagreement with voting outcome;
- i. Be an ambassador for Working Bikes efforts and values to the community, represent Working Bikes to the community, and act as a spokesperson as directed by the Board; and
- j. Act in good faith and in the best interests of the Organization, disclose any conflicts of interest, and abstain from voting on matters where personal interests may conflict with those of the Organization.

Section 4: Size. The Board of Directors shall have no fewer than ten (10) members, no more than fourteen (14). Board size shall be determined at the Board Meeting one (1) month prior to the Annual Meeting; this size shall then be fixed for the next twelve (12) months.

Section 5: Compensation. Board Members will receive no compensation other than reimbursement for reasonable expenses, as approved in advance by the Treasurer or Finance Committee.

Section 6: Terms. Board Members will be elected for two-year terms, with no limit on number of terms. All terms will begin on March 1st and end on the last day of February. Terms will be staggered such that approximately 1/2 of the Board seats will be eligible for scheduled re-election at any given Annual Meeting. Terms for some Board Members may be temporarily set at one (1) year to create or re-establish the staggered cycle, but all such Board seats must return to a two-year term directly thereafter.

Board of Director terms represent Board positions, and not individuals. As such, if a Board Member is elected to fill an unexpected vacancy, that new Board Member inherits the remainder of the existing term and will be eligible for re-election according to the election cycle for that position.

Section 7: Nomination and Election. For standard, annual elections, nominations to the Board of Directors may be made in writing (electronic mail or postal mail) to the Nominating Committee by any Member at least 14 days prior to the Board of Directors Meeting immediately preceding the Annual Meeting; this Board meeting will generally take place the second Thursday of January. The Nominating Committee will review and present candidates to the Board, and a simple majority of the Board will determine final candidates for all open seats. This slate will be presented to membership no later than 14 days prior to the Annual Meeting, and voting on Board members will be the second item of business at the Annual Meeting. The slate of final candidates will carry upon a simple majority vote of Members in attendance.

If a candidate slate fails to carry, the terms of existing Board Members will automatically be extended for two (2) months, until the next General Meeting, or until a new vote carries, whichever occurs first. The Nominating Committee shall reconvene to revise the slate of candidates and repeat the above voting processes.

Section 8: Resignation and Leave of Absence. Board membership is to be considered “membership-at-will”; Board Members may terminate their membership at any time and for any reason. Resignation must be submitted in writing (electronic or postal mail) to the Executive Committee and must be effective no later than thirty (30) days after notification has been made. Board Members may also choose to take a leave of absence for up to six (6) months, for personal, medical or related reasons, with written notice to the Executive Committee. All rights and responsibilities are suspended immediately on the effective date, and shall be reinstated in full at the end of the leave period.

Section 9: Termination. A Board Member may be terminated from the Board of Directors by a 2/3 majority vote of Board Members. A motion to terminate must be made and seconded at a Board Meeting, and the Board Member in question must be notified of the motion and provided at least seven (7) days to respond before a vote is taken. Causes for termination include:

- a. Two or more unexcused absences from Board Meetings in one calendar year,
- b. Extreme negligence of their appointed committee or other role, and
- c. The commission of other negligence, malfeasance or other actions harmful to the membership, staff, Board, customers, partners, community or reputation of Working Bikes.

Section 10: Vacancies. Vacancies at any given time shall be defined as any open seat among the Board size total determined at the most recent Annual Meeting. The Nominating Committee shall solicit nominations from the Board of Directors for a replacement member and call for a special election, per Section 6. Vacancies must be filled within 90 days of the effective date.

Section 11: Meetings. Closed Board of Directors Meetings (open only to Board Members, the Executive Director, invited Staff, and other invited guests as needed) will be scheduled for the second Thursday of every other month, beginning in January of each year. Changes to this schedule may be made upon general agreement among Board Members. A quorum equal to a simple majority of total Board seats in a given year is required for voting. With prior approval from the Board (a simple 51% majority vote by phone, email or in person), non-Board Members, including the Manager, may be present for part or all of a given Board Meeting but may not vote on any motion.

The Board Secretary will record minutes and distribute them electronically to Board Members within seven (7) business days after the meeting. If the Secretary is unable to record and/or distribute the minutes, he/she must appoint an alternate to fulfill these requirements.

ARTICLE VI - OFFICERS

Section 1: Definitions. There shall be four officers of the Board of Directors: President, Vice President, Secretary, and Treasurer. These four officers form the Executive Committee of the Board of Directors.

Section 2: Roles and Responsibilities.

a. President

1. Is a member of the Board of Directors,
2. Serves on the Executive Committee,
3. Provides leadership to the Board of Directors, to whom the Officers are accountable,
4. Chairs meetings of the Board after developing the agenda with the Officers,
5. Helps guide and mediate Board actions with respect to organizational priorities and governance concerns,
6. Reviews with the Executive Committee any issues of concern to the Board,
7. Has signatory authority for the organization on checks, drafts and other legal and financial documents,
8. Evaluates annually the performance of the organization in achieving its mission, and
9. Performs other responsibilities assigned by the Board.

b. Vice President

1. Is a member of the Board of Directors,
2. Serves as Chair of the Executive Committee,
3. Assumes any and all authority and performs President responsibilities when the President cannot be available (see President description above),
4. Works closely with the President and other Board members,
5. Has signatory authority for the Organization on checks, drafts, and other legal and financial documents, and
6. Performs other responsibilities as assigned by the Board.

c. Secretary

1. Is a member of the Board of Directors,
2. Serves on the Executive Committee,
3. Maintains and ensures effective management of the records of the Organization,
4. Records and files minutes of Board meetings - electronic or in person - and records all voting outcomes,
5. Records and files minutes of General Meetings – electronic or in person – and records all voting outcomes,
6. Ensures minutes are distributed to members after each Board Meeting and Member meeting and are readily available upon request,
7. Solicit items for and distribute agendas to Members and Board Members in advance of General Meetings and Board Meetings, respectively, and
8. Is sufficiently familiar with parliamentary procedure to determine their necessity and ensure application during Board Meetings and General Meetings.

d. Treasurer

1. Is a member of the Board,

2. Serves on the Executive Committee,
3. Serves as Chair of the Finance Committee,
4. Administrates fiscal matters of the Organization, including money market accounts, investments, checking accounts, savings accounts and payroll,
5. Works closely with the Board of Directors and Manager on financial decisions,
6. Approves all expenditures costing more than five-thousand dollars (\$5,000),
7. Has signatory authority for the Organization on checks, drafts, and other legal and financial documents,
8. Provides annual budget to the Board for Members' approval in February of the budget year,
9. Provides written budget updates at Board Meetings at regular intervals – March, July, and November,
10. Provides end-of-year budget for review by Members at the Annual Meeting, and
11. Ensures development and Board review of financial policies and procedures

Section 3: Eligibility. Only Board Members are eligible to serve as Officers. A Board Member must have served on the Board of Directors for at least nine (9) months at the time of nomination to be eligible for nomination and election to office.

Section 4: Terms.

Officers will be elected for one-year terms, with no limit on number of terms. All Officer terms will begin on the first day of the Month following the Annual Meeting; this date will generally be March 1st. Officer terms represent office positions, and not individuals. As such, if a Board Member is elected to fill an unexpected Officer vacancy, that new Board Member inherits the remainder of the existing term and will be eligible for re-election according to the standard election cycle.

Section 5: Nominations and Elections.

Board Members only may submit nominations to Officer positions be made in writing (electronic mail or postal mail) by any member to the Nominating Committee at least 14 days prior to the Board of Directors Meeting immediately preceding the Annual Meeting; this Board meeting will generally take place the second Thursday of January. The Nominating Committee will review and present Officer candidates to the Board, and a simple majority of the Board will determine final candidates for all open offices. The Officer slate will be included with the general Board Member slate of candidates and presented to membership no later than 14 days prior to the Annual Meeting. Voting will proceed as in Article VI, Section 7.

If a candidate slate fails to carry, the terms of existing Officers will automatically be extended for two (2) months, until the next General Meeting, or until a new vote carries, whichever occurs first. The Nominating Committee shall reconvene to revise the slate of candidates and repeat the above voting processes.

Section 6: Resignation and Leave of Absence. A Board Member may resign from Office by submitting a resignation in writing to the Executive Committee; termination of Officer privileges and responsibilities will be effective the date the resignation is received or a date indicated in the resignation, whichever is later. If the Officer also chooses to resign Board membership, Board Member privileges and responsibilities shall also be terminated as described in Article VI, Section 8.

Officers may also choose to take a leave of absence for up to six (6) months, for personal, medical or related reasons. All Officer rights and responsibilities are suspended immediately on the effective date, and shall be reinstated in full at the end of the leave period.

Section 7: Vacancies. In the event of an unscheduled vacancy of an Officer position, the Nominating Committee will solicit nominations of Board Members who meet the eligibility requirements as in Section 2. A special vote among Board Members must take place no more than thirty (30) days after the effective date of vacancy; this vote may take place in person or electronically, and a simple majority will carry. The new officer will complete the pre-existing term for the officer seat and may be eligible for re-election as per the schedule in Section 4.

In the case of an approved leave of absence, the Executive Committee shall select a Board Member to temporarily fill the vacant officer seat. This temporary officer need not meet all eligibility requirements as in Section 2 and requires a simple majority vote of the Board of Directors.

ARTICLE VII - COMMITTEES

Section 1: Definition. Committees may include but are not limited to: Executive, Staffing, Membership/Volunteer, Nominating, Community, Events, Finance & Development, Operations, Outreach/Education, Marketing/Communications, and Shipping.

Section 2: Membership. Board Members, staff, or Members may serve on any committee, with the exception of the Executive Committee, which may only contain Board Members. Members may belong to multiple committees but may only chair one at any given time.

Section 3: Chairs. Committee Chairs shall meet the following criteria and responsibilities, and others as applicable:

1. Sets tone for the committee work,
2. Ensures that members have the information needed to do their jobs,
3. Oversees the logistics of committee's operations,
4. Reports to the full Board on committee's decisions/recommendations,
5. Works closely with The Officers and other staff as agreed to by the Officers,
6. Assigns work to the committee members, sets the agenda and runs the meetings, and ensures distribution of meeting minutes,
7. Initiates and leads the committee's annual evaluation, and
8. Is selected by a simple majority vote of the current committee members.

Section 4: Executive Committee. The four officers listed in Article VII serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have power and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors. Pressing issues that arise between Board Meetings will be put to a remote (email, phone, etc.) vote of the entire Board. If a matter falls under the responsibilities of another committee they must be consulted before executive decision can be made.

Section 5: Finance Committee. The Treasurer shall chair the Finance & Development Committee, which includes two other Board members and two non-Board Members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fund-raising plan, and annual budget with staff and other Board Members. Any major change (more than 10% of total) in the budget must be approved by the Board.

Section 6: Membership/Volunteer Committee. The Membership Committee shall be responsible for maintaining records (paper and/or electronic) of membership and all criteria required for membership as described in Article II, Section 1. The Membership Committee shall also conduct regular reviews of

membership status twice a year, in advance of the Annual Meeting and the General Meeting that takes place six (6) months later. Any changes in membership status shall be recorded and communicated to Members at these intervals. This is a standing committee that must have at least two (2) members at all times.

Section 7: Nominating Committee. This is an ad-hoc committee, to be activated at specific times: annual Board of Directors elections, and upon vacancy of any Board of Directors seat. The Nominating Committee shall solicit, review and present final slates of candidates to the Board and General Membership as described in Article V, Sections 7 and 10. This committee is also responsible for maintaining records of all nominations, elections, Board of Directors terms, and Officer terms. This committee must have at least two (2) members at all times the committee is active and at least one member must be a Board member.

Section 8: Staffing Committee. The Staffing Committee is a standing committee, responsible for oversight and management of processes and issues related to Working Bikes staff. This committee shall work closely with the Manager as described in Article IV; additional responsibilities include attending staff meetings and serving as liaisons between the staff and the Board of Directors. The Staffing Committee chair must be approved by majority staff vote and is subject to staff petition of the Board at any time.

Section 9: By-Laws Committee.

The By-Laws Committee is responsible for the writing, revision, maintenance and management of the by-laws. This is a standing committee that must have at least one (1) member at all times.

Section 10: Formation and Dissolution. Committees may be formed and dissolved at will, with the exception of the Executive Committee, Nominating Committee and Staffing Committee, which may only be dissolved by majority vote of the Board of Directors. Committees will operate self-sufficiently and be held accountable as the Board sees fit.

ARTICLE VIII- FINANCIAL ADMINISTRATION

Section 1: Fiscal Year. The fiscal year will coincide with the calendar year, January 1st through December 31st.

Section 2: Financial Records. The audited financial records of Working Bikes shall be freely available to all Members; distribution to others shall be done at the discretion of the Board of Directors.

Section 3: Distribution of Funds Upon Dissolution. In the event of a dissolution for any cause of Working Bikes, the Board of Directors shall first pay or provide for the payment of all liabilities of the Corporation; all remaining assets shall be distributed to the organization below as stated or for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code), or shall be distributed to the federal government, or to state or local government, for a public purpose. If still in existence and exempt under section 501(c)(3) of the Code, the following organization shall receive all remaining assets of Working Bikes:

Bikes for the World, a sponsored project of the Washington Area Bicyclist Association (tax ID #237305477) in the Washington, D.C. area.

ARTICLE IX – BY-LAWS

Section 1: Adoption. Adoption of new by-laws (“new” is defined as having more than 50% different content from previous by-laws) shall first require a simple majority vote of the Board of Directors. Upon approval, the by-laws shall be sent to Members electronically and a vote to adopt must take place at the next-occurring General Meeting that takes place at least seven (7) days after the by-laws are sent. During the time between Board approval and General Membership adoption, the by-laws shall be considered provisional and will govern until a final version is adopted.

Section 2: Maintenance. Working Bikes shall have and maintain a set of by-laws for operations and governments at all times. The by-laws must be stored securely and electronically by the Chair of the By-Laws Committee and made available upon request by any Member.

Section 3: Amendments. Any Member may recommend an amendment in the by-laws at any time by submitting a request in writing to the By-Laws Committee. Amendment proposals must then be presented to the Board of Directors by the By-Laws Committee and a simple majority vote shall determine if the proposed amendment will go to the General Membership. Approved proposals shall be presented at the next-occurring General Meeting, where a simple majority vote will carry the amendment. Amendments shall be effective immediately upon successful vote, unless otherwise specified in the amendment.

Section 4: Archives. An archival history of the by-laws shall be maintained electronically by the Chair of the By-Laws Committee, such that previous versions and amendments can be readily identified.

Section 5: Terms of Adoption. The adoption of by-laws and the ratification of amendments shall have no expiration date.

Section 6: Annual Review. Each year, prior to the Annual Meeting, the Board of Directors shall review the by-laws.

Article X – PARLIAMENTARY PROCEDURE

Section 1: Parliamentary Procedure. Meetings, motions, voting and other procedures shall generally follow standard parliamentary procedure. In cases of conflict or uncertainty, guidelines in the most current edition of Robert’s Rules of Order shall be applied unless alternate processes are determined by the Executive Committee. and disseminated to Members. A procedure change so determined by the Executive Committee shall not be applied if (1) a Member objects to the change and (2) a vote triggered by such an objection finds 2/3 of Members present opposed to the change.

Section 2: Robert’s Rules of Order. A copy of Roberts Rules of Order shall be available at each General Meeting, Annual Meeting, and Board Meeting.