



By-Laws of Working Bikes

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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 benevolent activities, whether or not such activities occur on the property,
- b. Support individuals in need of a bicycle, by diverting bikes 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, and other useful humanitarian aid to projects in developing countries and donating bikes locally, within and outside of 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 twelve (12) consecutive months,
- b. Paid Working Bikes staff (the “**Staff**”), part-time or full-time, who have been on staff at Working Bikes for six (6) continuous months,
- c. One member from each host of active drop off locations for bike donations, and
- d. Members of the Board of Directors (as discussed further in Article V) (the “**Board Members**”).

Membership commences once the President or such other person as designated by the President, acknowledges in writing that an individual meets one of the criteria above. Compliance with membership criteria may be reviewed once per year by the Membership/Volunteer Committee in advance of the Annual Meeting and at other times as the Board determines. A membership list will

be posted on the website not more than sixty (60) days, and not less than five (5) days in advance of the Annual Meeting (each member on the list, a “**Member**”, and all of the Members on such list, the “**General Membership**”).

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. Petition the Board and request to speak at a Board meeting, and
- f. Earn special ordering privileges in the store, as determined by the Executive Director 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 a period of twelve (12) consecutive months beginning on the first day of the calendar year,
- d. Failure to meet Article II, Section 3(a), or
- e. The commission of other negligence, malfeasance or other actions harmful to the General Membership, Staff, Board, customers, partners, community or reputation of Working Bikes.

Termination of membership by application of Article II Section 4(c) above will be determined by the Membership/Volunteer Committee.

Termination by application of Article II Sections 4(d) and (e) above shall require recommendation to the Membership/Volunteer Committee by any Member or Staff, and such Committee shall present such recommendation to the Board, which shall determine whether to terminate the Member in question by a simple majority (51%) vote (a “**Simple Majority**”) of the Board. The Member in question shall be notified of the recommendation to terminate and provided at least seven (7) days to respond before the Board 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 must be present.
- b. Non-members may attend but may not vote or petition the Board.

- c. The Secretary will post to the website 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, posting seven (7) business days in advance are required.
- d. The 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 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 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 at least five (5) members of the Board, 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 seven (7) days in advance, which notice shall include the purpose, date, time and location of the Special Meeting; provided that, in the case of a Special Meeting called for the removal of one or more Directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, the Executive Committee must provide notice of such Special Meeting no less than twenty (20) 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. Staff include, but are not limited to, Executive Director, 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 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 Working Bikes and administering the programs and policies of the Board.
- c. The Executive Director will report directly to the Board and will keep the Board fully informed of his or her activities.
- d. The Executive Director does not have any authority to act for or on behalf of Working Bikes without the express authorization of the Board.
- e. The Board will stipulate the terms and conditions of employment for the Executive Director.
- f. Subject to budgetary constraints approved by the Board, the Executive Director may appoint and employ any professional and support staff or agents necessary to serve Working Bikes.
- g. The Executive Director has the authority to attend Board meetings, but shall not have the authority to vote at such meetings.

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 (the “**Board**”) 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. The Board shall operate in accordance with its policies and procedures, which the Board may amend in its sole discretion.

Section 2: Size. The Board shall have no fewer than ten (10) members and no more than fourteen (14) members. 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 3: Compensation. Board Members will receive no compensation other than reimbursement for reasonable expenses, as approved in advance by the Treasurer or Finance Committee.

Section 4: 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.

For the avoidance of doubt, Board terms represent Board positions, and not individuals, such that 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 5: 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 fourteen (14) days prior to the Board 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 the final candidate slate for all open seats to be presented to the General Membership. This candidate slate will be presented to the General Membership no later than fourteen (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 to be presented to the Board and repeat the above voting processes.

Section 6: 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 7: Vacancies. Vacancies at any given time shall be defined as any open seat among the total Board size determined at the most recent Annual Meeting. The Nominating Committee shall solicit nominations from the Board for a replacement member and call for a special election, per Article III, Section 3. Vacancies must be filled within 90 days of the effective date of any such vacancy.

Section 8: Meetings. Closed Board Meetings (open only to Board Members, the Executive Director, invited Staff, and other invited guests as needed) will be scheduled 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 the attendance (whether in person or via video conferencing) of a Simple Majority of total Board seats in a given year is required for voting.

The 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 (the “**Officers**”) of the Board: President, Vice President, Secretary, and Treasurer. These four officers form the Executive Committee of the Board (the “**Executive Committee**”).

Section 2: Roles and Responsibilities. Each Officer generally has the following roles and responsibilities:

a. President

1. Is a member of the Board,
2. Serves on the Executive Committee,
3. Provides leadership to the Board, 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 Working Bikes on checks, drafts and other legal and financial documents,
8. Evaluates annually the performance of Working Bikes in achieving its mission, and
9. Performs other responsibilities assigned by the Board.

b. Vice President

1. Is a member of the Board,
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 Working Bikes 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,
2. Serves on the Executive Committee,
3. Maintains and ensures effective management of the records of Working Bikes,
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 and Special Meetings – electronic or in person – and records all voting outcomes,
6. Ensures minutes are distributed to Board Members after each Board Meeting and to Members after each 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 Working Bikes, including money market accounts, investments, checking accounts, savings accounts and payroll,

5. Works closely with the Board and Executive Director on financial decisions,
6. Approves all expenditures costing more than five-thousand dollars (\$5,000),
7. Has signatory authority for Working Bikes 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 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. For the avoidance of doubt, Officer terms represent office positions, and not individuals, such that 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 for Officer positions, to be made in writing (electronic mail or postal mail) to the Nominating Committee at least fourteen (14) days prior to the Board 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 the final slate of candidates for all open offices to be presented to the General Membership. The Officer slate will be included with the general Board Member slate of candidates and presented to General Membership no later than fourteen (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. An Officer 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, 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.

ARTICLE VII - COMMITTEES

Section 1: Definition. Standing committees may include but are not limited to: Executive, Community, Events, Finance & Development, Operations, Outreach/Education, Marketing/Communications, and Shipping (the “**Standing Committees**”). All committee members shall serve at the pleasure of the Board and each Standing Committee, to the extent granted by the Board, shall have the authority of the Board. The President shall be a member ex-officio of all committees (including all Standing Committees). No action of a committee shall in any manner bind or constitute an expression of the policy of Working Bikes, unless such action first has been approved or ratified by the Board.

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. Each Standing Committee must have at least two Board Members and a majority of Board Members. The chair of each committee must be a Board Member. Members may belong to multiple committees.

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

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

Section 4: Executive Committee. The Executive Committee is a Standing 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 in the intervals between meetings of the Board, subject to the direction and control of the Board. 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 Finance Committee is a Standing 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: By-Laws Committee. The By-Laws Committee is a Standing Committee. The By-Laws Committee is responsible for the writing, revision, maintenance and management of the by-laws. This committee must have at least one (1) member at all times.

Section 7: Formation and Dissolution. Committees may be dissolved at will, with the exception of the Executive Committee and Nominating Committee, which may only be dissolved by majority vote of the Board. Committees will operate self-sufficiently and be held accountable as the Board sees fit.

Section 8: Advisory Committees. The Board may create additional committees (the “**Advisory Committees**”) as may from time to time be appropriate (which may include, but shall not be limited to, committees related to staffing, membership/volunteering, and nominating) and shall appoint the members and chair of each such committee. These committees are not required to have Board Members as members, but may do so.

Section 9: Membership/Volunteer Committee. The Membership/Volunteer Committee is an Advisory Committee. The Membership/Volunteer 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/Volunteer may also conduct regular reviews of membership status once per year and at other times as the Board may determine. Any changes in membership status shall be recorded and may be communicated to Members at these intervals. This committee must have at least two (2) members at all times.

Section 10: Nominating Committee. The Nominating Committee is an Advisory Committee. This is an ad-hoc committee, to be activated at specific times: annual Board elections, and upon vacancy of any Board 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 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.

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

Section 3: Distribution of Funds Upon Dissolution. In the event of a dissolution for any cause of Working Bikes, the Board shall first pay or provide for the payment of all liabilities of Working Bikes; 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 (tax ID #27-5426399) 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. 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 governance 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 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 of the General Membership in attendance 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 shall review the by-laws.