



By-Laws

ARTICLE I – Name

The name of the organization is **Indiana Bicycle Coalition, Inc. (IBC)**, hereinafter referred to as the “Coalition”.

ARTICLE II – Purpose

To legitimize the bicycle in the state of Indiana through a cohesive state organization that represents the interest of all bicycle users and addresses all areas of concern of bicycle users.

Section 2.1 – To promote bicycle transportation for health, recreation, competition, sport, travel, and commuting at all levels of government.

Section 2.2 - To develop a network of Indiana bicyclists.

Section 2.3 – To educate both bicyclist and non-bicycling public of Indiana

Section 2.4 – To advocate for bicycle users at all levels of government

Section 2.5 – To serve as a state level clearinghouse for bicycle education information, activities, and resources.

Section 2.6 – The Coalition shall be a Non-Profit Organization.

ARTICLE III – Membership

Section 3.1 – Qualification of Members

Membership: Membership in the Coalition shall be open on a continuing basis to anyone who has paid the annual dues as required and as set forth by the Board of Directors of the Indiana Bicycle Coalition, hereinafter referred to as the “Board”.

Organizational Membership: Organizations whose scope of purpose is similar to that of the Coalition as decided by the Board shall have the privilege of becoming an organizational affiliate. Dues, as required, shall be set by the Board. Each organizational affiliate will be entitled to have a representative present at all Board and Membership meetings.

Section 3.2 – Record of Membership

A written record of the membership of the coalition will be kept, and said records shall contain the name and address of each member. In any case where membership has been terminated for any reason whatsoever, an entry of such fact, together with the date upon which the membership was so terminated shall also be recorded. Notice of termination shall be sent to the last known address of the member terminated.

Section 3.3 – Rights and Privileges of Members

The rights and privileges of membership shall be extended equally to all members in accordance with these by-laws.

ARTICLE IV – Meetings

Section 4.1 – Place of Meeting

Meetings shall be held at such place as may be designated from time to time by the Board.

Section 4.2 – Annual Meeting of Membership

An Annual meeting shall be held. The Board shall determine the exact date, time, and location and agenda of the annual meeting.

Section 4.3 – Special Meeting of the Membership

A special meeting of the membership may be called at any time by a majority of the then elected and qualified Board, or by a petition of not less than five (5%) percent of the Membership.

Section 4.4 – Quorum

The presence in person or by proxy of not less than ten (10%) of the membership of the Coalition constitutes a quorum for the transaction of business. If at any meeting of the members, there shall be less than a quorum present, those present may elect, by majority vote, to subject issues introduced at the meeting to a mail ballot of the entire membership or alternatively, those present may adjourn the meeting until a quorum shall be present.

ARTICLE V – Voting

Section 5.1 – Voting Rights

Each membership, including organizational affiliates, is entitled to one vote on each matter submitted to a vote of the membership. A majority of the votes cast at a meeting, duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, except as otherwise provided by these By-Laws.

Section 5.2 – Proxies

Members of record may vote at any meeting, either in person or by proxy. If by proxy, the proxy must be executed by the member in writing. No proxy shall be valid for any meeting except for the one which is designated. All proxies must be filed with the Secretary of the meeting before the vote.

Section 5.3 – Voting by Mail

The Board and Membership may conduct business by mail, email, or phone in such manners as the Board may determine.

Section 5.4 – Rules of Order

Unless otherwise stated, Roberts Rules of Order (current edition) shall be followed at all meetings.

ARTICLE VI – The Coalition Board of Directors

Section 6.1 – The Regional Directors and At-Large Directors shall comprise the Board of Directors. The Board shall be responsible for overall policy and operation of the Coalition and shall have authority to make final determination on all major policies, budgetary matters, and other activities related to the on-going operation of the Coalition.

Section 6.2 – Composition and Qualification of the Board

- a.) All Officers, Regional Directors and At-Large Directors must be Coalition members
- b.) The board of directors consists of eleven (11) elected Directors which shall include six (6) representative members, two (2) each from the three regions of the State of Indiana as fixed by the acting Board; five (5) elected at large, and up to four (4) at-large members as appointed by a majority vote of the current board of directors, providing the total number of members remains at an uneven number. The subdivisions are subject to any future apportionment as determined by the Board.
- c.) No individual shall hold office, or be a Director solely by virtue of the office, directorship, or membership which that person holds in another organization.

Section 6.3 – Specification of Officers:

The officers of the Coalition shall be the Chairperson, Vice-Chairperson, Secretary, and Treasurer and shall be elected annually, for one year terms, by the Board of Directors from the members of the Board of Directors, following the annual election of the Board.

Section 6.4 – Duties and Powers of Officers

- a.) **Chairperson** – the Chairperson of the Board shall preside at all meetings of the Board. The Chairperson shall have such powers and such duties as the Board may from time to time prescribe.
- b.) **Vice-Chairperson** – It shall be the duty of the Vice-chairperson to perform the duties and execute the powers of the Chairperson in his/her absence, and to perform such duties as the Board may from time to time prescribe.
- c.) **Secretary** – It shall be the duty of the Secretary to keep minutes of all meetings of the Board and Membership, to issue prior notices of all such meetings, to perform all other duties which are incident to the office of Secretary, and to perform other such duties and have other such powers as the Board or Chairperson may from time to time prescribe.
- d.) **Treasurer** – Working under the guidelines and policies established by the Board, it shall be the duty of the Treasurer to collect all monies due the Coalition, to have custody of the funds of the Coalition to place such funds in such depositories as may be necessary, to approve payment of all bills against the Coalition, and to submit to the Board a report of the financial condition of the Coalition, including its receipts and disbursements. The Treasurer shall carry out all other duties which are incident to the office of Treasurer, and shall perform such other duties and have such other powers as the Board may from time to time prescribe.

Section 6.5 – Number and Responsibilities of Directors

The Directors of the Indiana Bicycle Coalition, Inc. shall be composed of eleven (11) members elected from the membership and no more than four (4) members appointed by the board.

Section 6.6 – Election of the Board

- a.) Regional and At-Large Directors shall be elected by all eligible Coalition members. The election shall be conducted by the Secretary, using a mail or **an online** ballot to each eligible member. The Secretary shall certify that all returned ballots were prepared by eligible members.
- b.) Nominations for election of the Officer and Directors shall be made by the nominating committee, or through the write-in procedure. The nominating committee shall make at least as many nominations as are necessary to fill vacancies on the Board.
- c.) The nominating committee shall notify members of the upcoming election and inform them that the committee will accept write-in nominations. The committee shall notify the membership no later than thirty (30) days prior to the mailing of the ballot. Each nominee for Regional Director must reside within the respected region.
- d.) The nominating committee shall meet for the purpose of preparing a slate of candidates for the election of Directors. The meeting will be held at a time and place announced to the membership.
- e.) The election of Directors will be confirmed at the annual meeting.
- f.) The election of the Directors shall be accomplished by written or electronic ballots in accordance with the following procedures:
 - 1. There shall be no ballot other than the official ballot provided by the Secretary. Each ballot shall indicate the positions for which candidates are to be elected, the terms of the office and the name and address of each candidate.
 - 2. Each member shall be provided one ballot with instructions for voting and returning the ballot.
- g.) The candidate with the highest number of votes shall be deemed to be elected to the position available on the Board. In cases of equal votes for limited seats, the tied candidates shall decide the winner by a toss of a coin.
- h.) The term of office of each Director shall be three (3) years and Officers shall be one (1) year. Directors or Officers replacing Directors or Officers in mid-term shall be elected or appointed to complete the unfinished term of the replaced Director or Officer, rather than a full term.

Section 6.7 – Attendance of Members at Board Meetings

All regular and special meetings of the Board shall be open for all members of the Coalition. Such attendance is voluntary at all times.

Section 6.8 – Quarterly Board Meetings

Quarterly meetings of the Board shall be held to conduct Coalition business. The time and place of the meetings to be determined by the board Chair along with the Executive Director.

Section 6.9 – Special Meetings of the Board

Special meetings of the Board shall be held whenever called in writing by any three (3) members of the Board. Notice must be given at least forty-eight (48) hours in advance of the meeting.

Section 6.10 – Quorum and Voting of the Board

The majority of the Board members shall be considered a quorum sufficient to conduct all Coalition business at any Board meeting. The Board may call for a mail or email ballot to all board members when a quorum is not present.

Section 6.11 – Removal of Board Members

The signatures of ten (10%) percent of the membership of the Coalition shall institute a recall election of any Board member. The Secretary must conduct a recall election no more than sixty (60) days after confirmation of a request for recall. The Chairperson of the Board shall assume the Secretary's duties to this section in the event of a requested recall of the Secretary.

Section 6.12 – Filling Board Vacancies

Vacancies within the Board shall be filled by a majority vote of the Board. Vacancies that occur within thirty (30) days prior to the next scheduled election shall not be filled by Board vote, but shall remain vacant until the next scheduled election.

Section 6.13 – Compensation and Reimbursement

No Board member shall receive compensation for services rendered, but may receive reimbursement for the actual costs and expenditures made in the pursuit of Coalition business, subject to approval by the Board.

ARTICLE VII – Committees

Section 7.1 – Executive Committee

An Executive Committee, which would act for the Board in the interim between its regular meetings, shall consist of the officers of the current board and the past chair if the past chair remains on the board of directors. Removal of any member of the Executive Committee will require a majority vote of the Board of Directors. Executive committee meetings shall always be open to Board members.

Section 7.2 – Nominating Committee

The Nominating Committee shall consist of three (3) members, one (1) from each region, appointed by the Board. The Chairperson may not serve as a member of this committee, nor may the nominating committee be composed of more than fifty (50%) percent of Board members.

Section 7.3 – Other Committees

The Board may appoint and create one or more other permanent and ad hoc committees which shall serve at the discretion of the Board. The Board shall specify for each committee its purpose, charge, objectives, the number and qualifications of its members. Any member of the Coalition is eligible for appointment to any committee.

ARTICLE VIII – Fiscal Year

The fiscal year of the Coalition shall be concurrent with the calendar year.

ARTICLE IX – Records and Reports

Summaries of the proceedings of all regular and special meetings of the Board, Executive Committee and general membership meetings shall be maintained and made available to members of the Coalition and the general public.

ARTICLE X – Annual Audits

The Treasurer shall prepare an annual accounting of the books and records for the Coalition. The accounting shall be presented to the membership at the annual meeting.

ARTICLE XI – Disposal of Assets

In the event of dissolution, all assets, real and personal, shall be distributed to such organizations as are qualified as tax exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of a future United States Internal Revenue code in accordance with law at that time.

ARTICLE XII – Amendment of the By-Laws

These By-Laws may be amended, repealed, or altered, in whole or in part and additional By-Laws may be adopted by a majority vote of the Board members then in office. Members shall be notified of all By-Law changes.