AMENDED BYLAWS OF THE
BICYCLE ALLIANCE OF MINNESOTA

SECTION I – OFFICES, CORPORATE SEAL

Section 1.01. Registered Office. The registered office of this Corporation in Minnesota shall be set forth in the Articles or in a resolution of the directors filed with the Secretary of State of Minnesota subsequently changing the registered office.

Section 1.02. Other Offices. This Corporation may have such other offices as the Directors shall from time to time determine.

Section 1.03. Corporate Seal. This Corporation shall have no corporate seal.

SECTION II – MEMBERS

Section 2.01. Members. Members of the Corporation shall be those persons who have paid or contributed currently the amount of the minimum annual dues within the prescribed time period for a membership year as established from time to time by action of the Corporation’s Board of Directors. A current list of Members entitled to vote (with addresses) shall at all times be maintained at the registered office of the Corporation.

Section 2.02. Annual Meeting. There shall be an annual meeting of the Members held during each calendar year.

Section 2.03. Special Meetings. Special meetings of Members may be called from time to time by the Board of Directors, or by a petition of fifty (50) Members or five (5) percent of its currently qualified Members, whichever is less.

Section 2.04. Quorum. A quorum for a meeting of Members is the lesser of fifty (50) Members or five (5) percent of the Members entitled to vote at the meeting.

Section 2.05. Notice. A notice of every meeting, annual or special, shall be sent by U. S. Mail or electronic communication to each currently qualified Member at least seven (7) but not more than sixty (60) days in advance of the meeting.

Section 2.06. Voting. Action by Members may be taken without a meeting by written ballot as provided by Minnesota Statutes 317A.447.
SECTION III – BOARD OF DIRECTORS

Section 3.01. General Powers. The property, business, and affairs of this Corporation, including the hiring of an Executive Director, shall be conducted by the Board of Directors, who shall be elected by the Members at the annual meeting.

Section 3.02. Number, Qualifications, and Term of Office. The number of Directors shall be a minimum of three (3), and a maximum of eighteen (18). A person must be a currently active Member having paid or contributed the minimum annual membership amount in order to assume or continue to hold the office of Director. At the annual meeting of the Members of this Corporation held in 2013, one-third of the Directors then elected shall be designated to serve until the annual meeting in 2014, one-third designated to serve until the annual meeting in 2015 and one-third designated to serve until the annual meeting of 2016. Thereafter Directors shall be elected to serve three year terms so designated as to maintain approximately a one-third ratio of expirations of Directors’ terms each year. All Directors must be Members of the Corporation.

Section 3.03. Organization. At each meeting of the Board of Directors, the President of this Corporation or, in his or her absence, a chairman chosen by a majority of the Directors present, shall preside. The Secretary of this Corporation or, in his or her absence, any person whom the chairman shall appoint, shall act as secretary of the meeting.

Section 3.04. Resignation. Any Director of this Corporation may resign at any time by giving written notice to the President or to the Secretary of this Corporation. The resignation of any Director shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.05. Vacancies. Any vacancy in the Board of Directors caused by death, resignation, disqualification, removal, an increase in the number of Directors, or any other cause, shall be filled by a vote of a majority of the remaining Directors then in office. Each Director so chosen shall hold office until the expiration of the term of the Director whose vacancy he or she filled.

Section 3.06. Place of Meeting. The Board of Directors may hold its meetings at such place or places, within or without the State of Minnesota, as it may from time to time determine and designate in each notice of meeting.

Section 3.07. Meetings. A meeting of the Board of Directors shall be held
immediately after the annual meeting of members for the purpose of electing the officers of this Corporation and for the transaction of such other business as shall come before the meeting. At this meeting the Board shall establish the dates for meetings for the next twelve (12) months. Meetings of the Board of Directors shall be held for the transaction of such business as shall properly come before the meeting. A Director participating in a meeting by telephone conference call or by a video connection, such as Skype, shall be considered as present at such meeting in person for voting and quorum purposes.

Section 3.08. Special Meetings: Notice. Special meetings of the Board of Directors shall be held whenever called by the President or any two of the Directors. Notice of each such special meeting shall be sent by U. S. Mail or e-mail to each Director, to his or her residence or e-mail address, at least seven (7), but not more than thirty (30), days before the day on which the meeting is to be held. Each such notice shall state the time and place of the meeting, but need not state the purposes thereof except as otherwise herein expressly provided. The requirement of written notice may be waived by a writing signed by all Directors.

Section 3.09. Quorum and Manner of Acting. Except as otherwise provided by statute or these Bylaws, one-half (1/2) of the total number of Directors then in office shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

Section 3.10. Removal of Directors. Any Director may be removed, either with or without cause, by a vote of a majority of the total number of Directors then in office at a meeting of the Directors provided that such removal is set forth in the agenda sent out prior to the meeting. A vacancy in the Board of Directors caused by any such removal shall be filled in the manner specified in Section 3.05 hereof.

SECTION IV – OFFICERS

Section 4.01. Number. The officers of this Corporation shall be a President, a Secretary, a Treasurer, and, if the Board shall so elect, a Vice President. Any two (2) or more offices may not be held by the same person at the same time. All officers, except the Treasurer, must be Directors of the Corporation.

Section 4.02. Election, Term of Office, and Qualification. All officers shall be elected annually by the Board of Directors and shall hold office until his or her successor shall have been duly elected and qualified, or until his or her death, or until he or she shall resign, or until he or she shall have been removed in the manner hereinafter provided.
Section 4.03. Resignations. Any officer may resign at any time by giving written notice of his or her resignation to the Board of Directors, to the President or to the Secretary of this Corporation. Any such resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.04. Removal. An officer may be removed, either with or without cause, at any time by a vote of a majority of the total number of Directors then in office, at a meeting where such removal has been set forth in the notice or waiver of notice of such meeting.

Section 4.05. Vacancies. A vacancy of an officer because of death, resignation, removal, or any other cause shall be filled for the unexpired portion of the term as prescribed in these Bylaws for election to such office.

Section 4.06. President. The President shall be the chief executive officer of this Corporation and shall have general active management of the business of this Corporation. The President shall, when present, preside at all meetings of the Members, the Board of Directors and the Executive Committee. The President shall see that all orders and resolutions of the Board of Directors are carried into effect. The President may execute and deliver in the name of the Corporation any causes and projects described in the Articles of Incorporation of this Corporation as this corporation was organized to support, and, in general, shall perform all duties usually incident to the office of the President. The President shall have such other duties as may from time to time be authorized by the Board of Directors, including those specified in Minnesota Statutes 317A.305.

Section 4.07. Vice President. The Vice President, if any, shall be elected by the Board of Directors, shall have such powers and shall perform such duties as may be specified in the Bylaws or prescribed by the Board of Directors or by the President. In the event of absence or disability of the President, the Vice President shall succeed to the powers and duties of that office.

Section 4.08. Secretary. The Secretary shall record proceedings of meetings of the Board of Directors; provided that the Secretary may delegate to someone not a corporate officer the actual recording of meetings as may from time to time be deemed appropriate. The Secretary shall maintain records of and, when necessary, certify proceedings of the Board of Directors as well as its Executive Committee and of the members. The Secretary shall, when directed to do so, give proper notice of meetings of Directors. The Secretary shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the President and, in general, shall perform all duties incident to the office of the Secretary.
Section 4.09. **Treasurer.** The Treasurer shall keep accurate accounts of all moneys of this Corporation received or disbursed, shall deposit all moneys, drafts and checks in the name of, and to the credit of, this Corporation in such banks and depositories as a majority of the whole Board of Directors shall from time to time designate, shall have power to endorse for deposit all notes, checks and drafts received by this Corporation, shall disburse the funds of this Corporation as ordered by the Board of Directors, making proper vouchers therefore. The Treasurer shall render to the President and the Directors, whenever required, an account of all transactions as Treasurer and of the financial condition of this Corporation, and shall perform such other duties as may from time to time, be prescribed by the Board of Directors or by the President, and, in general, shall perform all duties incident to the office of the Treasurer, including those specified in Minnesota Statutes 317A.305.

Section 4.10. **Other Officers.** This Corporation may have such other officers and agents as may be deemed necessary by the Board of Directors, who shall be appointed in such manner, have such duties, and hold their offices for such terms as may be determined by resolution of the Board of Directors.

SECTION V – COMMITTEES

Section 5.01. **Executive Committee.** The Executive Committee shall be composed of the President, the Vice President, the Secretary, the Treasurer, the Executive Director (who shall participate but shall not vote on any resolutions), and at least one (1) but not more than three (3) Directors appointed by the Board of Directors. The Executive Committee shall meet monthly, and may meet in special meetings convened in accordance with the procedures set forth in Minnesota Statutes 317A.231. The Executive Committee shall be responsible for managing the day-to-day affairs of the Corporation and shall have the full power of the Board when duly convened, except that the Executive Committee shall take no actions which would: (a) require modification of the annual budget, (b) require or permit the Executive Committee and/or other committee to issue a public statement inconsistent with the Bicycle Alliance of Minnesota’s Mission Statement or Statement of Policy, (c) modify, contradict or substantially depart from the Bicycle Alliance of Minnesota's Mission Statement or Statement of Policy, (d) result in the removal of a Director or an officer, or (e) require the amendment of the Articles of Incorporation or Bylaws.

Section 5.02. **Nominating Committee.** The Nominating Committee shall be comprised of three (3) members, at least one of whom is a Director, who shall be appointed by the Board of Directors. It shall be the responsibility of the Nominating Committee to prepare, for the annual meeting, a list of candidates for vacancies on the Board of Directors. In compiling this list, the Nominating
Committee shall make all reasonable effort to create a list of candidates which both reflects the composition of the membership and brings together the various bicycling interests in Minnesota.

Section 5.03. Other Committees. The Board of Directors may act by and through such other special or standing committees as may from time to time be specified in resolutions adopted by the Board of Directors. Each such committee shall have such membership, duties, and responsibilities as are established for it from time to time by the Board of Directors. Each such committee shall at all times be subject to the direction and control of the Board of Directors. The Board of Directors of this Corporation may, at any time and from time to time, select for membership or remove, with or without cause, and replace any person as a member of any such committee. The President shall from time to time appoint the chair of each committee. Each committee of this Corporation may establish the time for its regular meetings and may change that time as it from time to time deems advisable. Special meetings of any committee of this Corporation may be called by the chairman of that committee or by the President. Two days’ notice by mail, telephone, or e-mail shall be given of any special meeting of a committee. At all meetings of a committee of this Corporation, each member thereof shall be entitled to cast one vote on any question coming before such meeting. The presence of one-half (1/2) of the membership of any committee of this Corporation shall constitute a quorum at any meeting thereof, but the members of a committee present at any of such committee meeting, although less than a quorum, may adjourn the meeting from time to time. A majority vote of the members of a committee of this Corporation present at any meeting thereof, if there be a quorum, shall be sufficient for the transaction of the business of such committee.

SECTION VI – BOOKS AND RECORDS, AUDIT AND FISCAL YEAR

Section 6.01. Books and Records. The Board of Directors of this Corporation shall cause to be kept at its registered office:

(1) records of proceedings of Directors and committees; and
(2) such other records and books of account as shall be necessary and appropriate to the conduct of the corporate business.

Section 6.02. Examination of Books and Records. Each Director shall have the right at any reasonable time or times, for any proper purpose, to examine, inspect, and make copies of the books and records set forth in Section 6.01.
Section 6.03. Audit. The Board of Directors shall cause the records and books of account of this Corporation to be audited as required by law or at such other times as it may deem necessary or appropriate. The Board of Directors may retain such person or firm to conduct the audit as it deems appropriate.

Section 6.04. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

SECTION VII – WAIVER OF NOTICE.

Whenever any notice whatsoever is required to be given by these Bylaws or any law of the State of Minnesota, such notice may be waived in writing, signed by the person or persons entitled to said notice, whether before, at, or after the time stated therein, or before, at or after the meeting.

SECTON VIII – AUTHORIZATION WITHOUT A MEETING

Any action that may be taken at a meeting of the Board of Directors, or of any committee may be taken without a meeting when authorized in writing, signed by all of the Directors or by all of the members of such committee or as otherwise permitted by Minnesota Statutes 317A.239.

SECTION IX – AMENDMENTS

The Bylaws of the Corporation may be amended by the Board of Directors subject to the restrictions set forth in Minnesota Statutes 317A.181.

These Amended Bylaws were adopted by a unanimous vote of the Board of Directors on March 26, 2013.