

WASHINGTON AREA BICYCLIST ASSOCIATION

BYLAWS

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# WASHINGTON AREA BICYCLIST ASSOCIATION

## BYLAWS

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# WASHINGTON AREA BICYCLIST ASSOCIATION

## BYLAWS

### ARTICLE I. NAME AND PURPOSE

1.1 Name. The name of the corporation is the Washington Area Bicyclist Association ("WABA").

1.2 Purpose. The purpose of WABA is set forth in the articles of incorporation.

### ARTICLE II: MEMBERS

2.1 Eligibility. Any individual or organization in sympathy with the purposes of WABA may become a member by submission of an appropriate application and payment of dues specified by the Board of Directors ("Board") for the year.

2.2 Voting Rights. Each member whose dues are paid up shall be entitled to one vote on each matter submitted to a vote of the members.

2.3 Categories. The Board may establish different categories of membership.

### ARTICLE III. MEETINGS OF MEMBERS

3.1 Annual Meeting. An annual meeting of the members shall be held in January, February, or March of each year for the purpose of electing officers and directors and for the transaction of such other business as may come before the meeting. If the election of officers and directors shall not be held at the annual meeting, the Board shall cause the election to be held at a special meeting of the members as soon thereafter as is convenient.

3.2 Special Meetings. Special meetings of the members may be called by the President, the Board, or not less than ten members.

3.3 Notice of Meetings. Written or posted notice stating the place, day, and hour of any meeting of the members shall be delivered, either personally or by mail, to each member not less than fifteen nor more than twenty-five days before the date of such meeting, by or at the direction of the President, the Secretary, or the members calling the meeting. The purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member, at

his/her address as it appears on the register of WABA, with postage thereon prepaid.

3.4 Quorum. One-twentieth of the total membership of WABA, present in person and, if the conditions for proxy voting specified in Section 3.5 have been met, by proxy, shall constitute a quorum at any meeting provided, however, that even if less than one-twentieth of the membership is so present, a majority comprising not less than fifteen members of those who are so present one-half hour after the announced time of any meeting may constitute themselves a quorum and proceed with the meeting as if a full quorum were so present. If a quorum is not so present at any meeting of members, a majority of the members so present may adjourn the meeting from time to time without further notice.

3.5 Proxies. A member may vote by proxy at a meeting of the members only under the following conditions:

- a. The Board by two-thirds majority must have expressly authorized proxy voting at such a meeting and on the issue or at the election in question.
- b. Notice of the Board's authorization of proxy voting, specifying the issue(s) or election(s) on or at which proxy voting as authorized, shall have been included in the notice of the meeting.
- c. The proxy must: (i) be in writing signed and dated by the member, (ii) specify the issue(s) or election(s) on or at which it may be voted, and (iii) be worded as specified by the Board.
- d. The proxy may not be exercised after forty-five days from the date of its execution.
- e. Any member of WABA whose dues are paid up may exercise another member's proxy.

3.6 Manner of Acting. The majority of the votes cast on a matter at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater number of votes is required by law, the articles of incorporation, or these bylaws.

#### ARTICLE IV. NOMINATION AND ELECTION OF BOARD

4.1 Appointment of Nominating Committee. At least sixty days prior to the annual meeting, the President, with the approval of the Board, shall appoint a nominating committee to nominate officers and directors for the next year. Notice of names, addresses, and telephone numbers of the members of the nominating committee shall be given to the WABA membership within fifteen days after their appointment. Such notice shall request that members of WABA give the nominating committee the names of possible candidates for nomination.

4.2 Report of Nominating Committee. The nominating committee shall submit to the Secretary a written report nominating one or more individuals for all 13 positions on the Board of Directors, including the President, First Vice President, Treasurer, and Secretary. The Secretary, in the notice of the annual meeting, shall notify the membership of WABA of the nominees selected by the nominating committee and shall inform the members that additional nominations may be made from the floor at the annual meeting for all 13 positions on the Board of Directors.

4.3 Voting. At the annual meeting of the members, voting for all contested offices shall be by secret ballot.

4.4 Election of Officers. Nominations and voting at the first meeting of the Board of Directors shall be conducted separately for each of the offices of President, First Vice President, Treasurer, and Secretary, in that order. Election to an office shall require a majority of votes cast for that office. Votes shall be tallied and announced for each office before nominations and votes are taken for the next office.

4.5 Election of the Balance of the Board. At the annual meeting of the members, nominations for the Board of Directors shall be conducted at one time and voting shall be on a single ballot. The thirteen nominees with the larger number of votes shall be elected.

## ARTICLE V. BOARD OF DIRECTORS

5.1 General Powers. The affairs of WABA shall be managed by its Board of Directors.

5.2 Number, Tenure, and Qualifications. The number of directors, including the President, First Vice President, Treasurer, Secretary, and any other officers, shall be thirteen. Each director will hold office for two years, with six of the directors on a schedule to be determined by a resolution of officer and director shall hold office until the next meeting of members at which officers and directors are elected. Directors must be members of WABA whose dues are paid up.

5.3 Officers. The officers of WABA shall be President, First Vice President, Treasurer, and Secretary, and such others as the Board may establish as specified in Section 5.9.

5.4 President. The President shall be the principal executive officer of WABA and shall in general supervise and control all the business affairs of WABA. S/he shall preside at all meetings of the members and of the Board. S/he may sign, with the Secretary or any other officer of WABA authorized to by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except where the signing and execution thereof shall be expressly delegated by the Board, law, the articles of incorporation, or these bylaws, to some other officer or agent of WABA. S/he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

5.5 First Vice President. The First Vice President shall perform all duties incident to the office of First Vice President and such other duties as from time to time may be assigned to him or her by the President or by the Board.

5.6 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of WABA, maintain books and records as specified in Article XI, receive and give receipts for monies in the name of WABA from any source whatsoever, and deposit all such monies in the name of WABA in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article X. S/he shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such securities as the Board shall determine.

5.7 Secretary. The Secretary shall keep minutes of meetings as specified in Article IX; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law or the articles of incorporation; be custodian of the corporate records and of the seal of WABA and see that the seal of WABA is affixed to all documents the execution of which on behalf of WABA under its seal is authorized in accordance with law, the articles of incorporation, or these bylaws; keep a register of officers, directors, and members as specified in Article IX; and perform all duties as from time to time may be assigned to him or her by the President or by the

Board.

5.8 Acting President. In the absence of the President or in the event of his or her inability or refusal to act, the office of President shall be temporarily filled by the first of the following officers who is present, able, and willing to serve: the First Vice President, the Treasurer, the Secretary, or such other director as may be appointed by the Board. The Acting President shall perform the duties of the President and such other duties as from time to time may be assigned to him or her by the President or by the Board until the return of the President or the removal of such inability or withdrawal of such refusal to act. The Acting President shall have all the powers of and be subject to all the restraints upon the President.

5.9 Additional Officers. The Board may elect or appoint additional officers from its membership as it shall deem desirable, such officers to have the authority and perform the duties assigned from time to time by the President or by the Board. Any two or more offices may be held by the same person except the offices of President, First Vice President, Treasurer, and Secretary.

5.10 Regular Meetings. A regular annual meeting of the Board shall be held, without other notice that these bylaws, immediately after, and at the same place as, the annual meeting of members. The Board may provide by resolution for the time and place, either within or without the District of Columbia, for the holding of additional regular meetings of the Board.

5.11 Special Meetings. Special meetings of the Board may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the District of Columbia, as the place for holding any special meeting of the Board called by them.

5.12 Notice of Meetings. Notice of any meeting of the Board shall be given at least seven days prior thereto by writing delivered personally or sent by first class mail or telegram to each director at his/her address as shown on the register of WABA. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting unless specifically required by law, the articles of incorporation, or these bylaws.

5.13 Quorum. Seven directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than seven directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

5.14 Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board unless the act of a greater number of directors is required by law, the articles of incorporation, or these bylaws.

5.15 Informal Action by Directors. Any action required by law, the articles of incorporation, or these bylaws to be taken at a meeting of the Board, or any action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

5.16 Vacancies. Any vacancy on the Board or in an office of WABA may be filled by the affirmative vote of the majority of the existing number of directors, though less than a quorum of the Board.

5.17 Removal. Any officer or director elected by the members of WABA may be removed by action of the members at a meeting whenever in the judgment of the members the best interests of WABA would thereby be served. Any officer or director elected or appointed by the Board may be removed by action of the members at a meeting or of the Board whenever in the judgment of the members or of the Board, as the case may be, the best interests of WABA would thereby be served. No officer or director may be removed at a meeting of the members or of the Board unless such officer or director has received actual notice of the proposed removal at least fifteen days before the meeting.

5.18 Compensation.

a) No Director or Officer of WABA is authorized to receive compensation merely for acting as a Director, but may be reimbursed for out-of-pocket costs and expenses from WABA for services rendered to WABA, when authorized by the Board.

b) No director or officer of WABA shall be interest, directly or indirectly, in contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies to it, unless such contract shall be authorized by the Board and unless the fact of such interest, along with any reasons why entering into the contract may not be in the best interests of WABA, shall have been disclosed or made known to the Board at such time such contract is so authorized.

c) For purposes specified in Section 5.18(b), a majority vote of current Board members is required for authorization.

5.19 Conflict of Interest. In cases in which an Officer, Director, or Committee Member is voting on an issue in which he or she has a significant economic interest or in which his or her employer or a member of his or her immediate family has a significant economic interest, there is a potential conflict of interest. If an Officer, Director or Committee Member feels that a conflict of interest exists, the Officer, Director or Committee Member in question must abstain from voting on the matter involved. In the event that a person must abstain from a vote due to conflict of

interest as defined in this section , that person shall be absent from the discussion and vote on the issue.

5.20 **Board Meeting Attendance.** Directors should attend all Board Meetings. If a Director is absent he/she must notify the Secretary preferably before the Board Meeting, but at least within 14 days after the meeting. Any Board Member who is absent twice without excuse during a single term shall automatically loose his/her seat on the Board effective 15 days after the second unexcused absence. An unexcused absence is any absence from a Board Meeting for which a Director does not notify the Secretary, prior to, or within 14 days after the Board Meeting. Upon removal, the Secretary will send a Notice of Removal to the former Director and the entire Board.

## ARTICLE VI. COMMITTEES

6.1 **Committees of Directors.** The Board, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of WABA except that no such committee shall have the authority of the Board in reference to electing, appointing, or removing any member of any such committee or any director or officer of WABA, amending the articles of incorporation or these bylaws, restating articles of incorporation, adopting a plan of merger or adopting a plan of consolidation with another corporation, authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of WABA, authorizing the voluntary dissolution of WABA or revoking proceedings therefor, adopting a plan for the distribution of the assets of WABA, or amending, altering or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual director of any responsibility imposed upon it or him/her by law, the articles of incorporation, or these bylaws.

6.2 **Other Committees.** Other committees not having and exercising the authority of the Board in the management of WABA may be appointed in such manner as may be specified in a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of WABA and the President of WABA shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgement the best interests of WABA shall be served by such removal.

6.3 **Term of Office.** Each member of a committee shall continue as such until his/her successor is appointed unless the committee shall be sooner terminated, unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

6.4 **Chair.** One member of each committee shall be appointed chair by the person or persons

authorized to appoint the members thereof.

6.5 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided for in the case of original appointments.

6.6 Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

6.7 Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board.

## ARTICLE VII. DUES

7.1 Annual Dues. The Board shall determine from time to time the amount of an initiation fee, if any, and annual dues payable to WABA by each category of members.

7.2 Payment of Dues. Dues shall be payable in advance each year when and as determined by the Board.

7.3 Default and Termination of Membership. When any member shall be delinquent in the payment of dues for a period of two months from the beginning of the year or period for which such dues became payable, his/her membership shall, if s/he has not paid the delinquent dues within one month of the date upon which notice of such delinquency was sent by first class mail to such member, be automatically terminated.

## ARTICLE VIII. WAIVER OF NOTICE

Whenever any notice is required to be given under law, the articles of incorporation, or these bylaws, a waiver thereof in writing signed by the person or persons entitled to such a notice, whether given before or after the time such notice was required to be given, shall be deemed equivalent to the giving of such notice.

## ARTICLE IX. LOCATION OF OFFICES

WABA shall have such offices, either within or without the District of Columbia, as the Board may determine.

## ARTICLE X. CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

10.1 Contracts. The Board may authorize any officer or officers and agent or agents of WABA, in addition to the officers so authorized by these bylaws, to enter into any contract or execute any and deliver any instrument in the name of and on behalf of WABA, and such authority may be general or confined to specific instances.

10.2 Checks, Drafts, etc. All checks, drafts, orders for the payment of money, notes, or other evidences of indebtedness issued in the name of WABA shall be signed by such officer or officers and agent or agents of WABA in such manner as shall be determined from time to time by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President or First Vice President of WABA.

10.3 Deposits. All funds of WABA shall be deposited from time to time to the credit of WABA in such banks, trust companies, or other depositories as the Board may select.

10.4 Gifts. The Board may accept on behalf of WABA any contribution, gift, bequest, or device for the general purposes or for any special purpose of WABA.

## ARTICLE XI. BOOKS AND RECORDS

The Treasurer shall keep correct and complete books and records of account for WABA. The Secretary shall keep, in one or more books, minutes of the proceedings of meetings of WABA's members, Board, and committees having any of the authority of the Board and shall keep at WABA's main office a register giving the names and addresses of its officers, directors, and members. All books and records of WABA may be inspected by any member or his/her agent or attorney for any proper purpose at any reasonable time.

## ARTICLE XII. FISCAL YEAR

The fiscal year of WABA shall be the calendar year.

## ARTICLE XIII. PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall be the parliamentary authority of WABA on all matters not otherwise provided for by law, the articles of incorporation, or these bylaws.

#### ARTICLE XIV. AMENDMENTS TO BYLAWS

14.1 By the Board. These bylaws may be altered, amended, or repealed and new bylaws may be adopted by the Board provided that (a) notice shall thereafter be given the members of WABA of such action by the Board changing the bylaws, and (b) no such change in the bylaws shall take effect until sixty days after such notice has been given to the members of WABA. If written objection from a member is received within that sixty day period, the Board shall reconsider the bylaw changes at the regular Board meetings that convene during that sixty day period.

14.2 By the Members. These bylaws may be altered, amended, or repealed and new bylaws may be adopted by the members of WABA at any meeting of the members provided that the notice given in advance of the meeting of the members at which such action was taken fairly specified the nature of the proposed change in the bylaws.

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