

**BYLAWS
OF
OAKS AND SPOKES**

North Carolina Non-Profit Corporation

First Amendment and Restatement

Adopted January 12, 2023

I. Background

- A. **Name, Legal Status, Duration.** The name of the non-profit Corporation is Oaks and Spokes (hereinafter referred to as the “Corporation”), as submitted to the Secretary of State of North Carolina on December X, 2015. The Corporation shall exist in perpetuity to the extent allowed by Law unless other action is taken by the Board of Directors as allowed under these Bylaws.
- B. **Office.** The principal offices of the Corporation shall be located in the City of Raleigh, North Carolina.
- C. **Mission and Purpose.** Oaks and Spokes is a coalition of individuals and organizations that seek to promote and sustain bicycling culture in Raleigh, NC. Oaks and Spokes seeks to accomplish this mission through education, events, service, and advocacy, with the ultimate goals of safe and convenient cycling, improved health and wellness, and enhancing the community.
- D. **Compliance with Tax Law.** Oaks and Spokes is organized exclusively for charitable, literary, and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code. The purposes of the Corporation will include, but is not limited to, those items listed above. The Corporation may engage in any activities which further its purposes. Notwithstanding any other provision of these Bylaws, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations, as they now exist or as they may hereafter be amended. No substantial part of the activities of the Corporation shall include the lobbying or the attempt to influence publicly-elected officials, nor the authoring or any other sponsorship of legislation before any public legislative body. The Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaigning on behalf of any candidate for public office.

II. Governance

- A. **Elected Governance.** Members shall elect the Board of Directors (the “Board”) to facilitate the operation of the Corporation. The work of the Corporation is conducted by the Board, the Members, and Staff (as appropriate). All rights, powers, and responsibilities not specifically delegated to the Members, Committees, and/or Staff of the Corporation shall reside with the Board.
- B. **Priority of Bylaws.** When they conflict, the articles of incorporation and other pertinent documents shall be amended to conform to the provisions of these bylaws.
- C. **Amendment of Bylaws.** Amendment of bylaws requires approval of two-thirds of Board Members. The Secretary ensures that the following are maintained in the corporate record book a) A copy of the original bylaws, with a list of amendments or revisions and their dates of adoption; and b) an edited copy with amendments integrated into the appropriate sections.

III. Membership

- A. **Individual Membership.** Any individual may become a member who has paid dues to the Corporation, at a rate and in a manner to be determined by the Board, may be a member, with all responsibilities, rights, and privileges of membership. Upon the recommendation of one Board member, seconded by another Board member and with a two-thirds vote by the Board, an individual membership may be conferred upon a consenting individual who shall have rendered notable service to the causes of the Corporation but who has not paid dues to the Corporation. The Board may, in its discretion, create additional “tiers” of membership for individuals with corresponding membership rates, including “Advocate Members” and “Founding Members,” and may allow such additional levels of membership by a vote of the majority of Board Members present.

- B. Organizational Membership.** Any corporation, group or association that supports the mission stated above and has paid dues to the Corporation, at a rate and in a manner to be determined by the Board, may join as an Organizational Member. Natural persons who are affiliated with an Organization Member will remain eligible for Individual Membership; however, that natural person may not simultaneously act in their capacity as an Individual Member and an Organizational Member.
- C. Term of Membership.** Upon satisfying the requirements for membership as designated above, membership will continue for one year from any dues payment, at which time a member may elect to renew membership for the next year. Membership may be revoked by a $\frac{2}{3}$ majority vote by the full voting body of other members.
- D. Voting privilege of membership.** A member in good standing is entitled to vote at all general meetings of the organization at which he or she is present. All members have the right to vote, as set forth in these bylaws, on the election of Board Members, on the liquidation of all or substantially all of the Corporation assets, on any merger and its terms, and on any election to dissolve the Corporation. A member is deemed to be “in good standing” with the Corporation immediately upon receipt of dues by the Treasurer, continuing until to the end of the following year.
- E. Other privileges of membership.** Members are entitled to receive meeting notices, publications, invitations, duly-approved disbursement of funds, gifts in-kind, and other privileges as determined by the Board.
- F. Members not liable for Corporate Action.** No member shall be, in their individual capacity, responsible for the debt or liability of the Corporation.

IV. Board of Directors

- A. Composition and Responsibilities of Board.** The Board of Directors (“Board”) shall comprise at least five, but no more than eleven, individuals elected by the membership in accordance with these bylaws. The Board shall

consist of four named Officers as defined herein and at least one (and no more than five) at-large members. The Board shall be responsible for the management of the business affairs of the Corporation. The Board shall at all times maintain a duty to safeguard the Corporation and shall take no interest which is either reserved to the Membership of the Corporation or which is not in the reasonable best interest of the Corporation.

- B. Qualifications for & Requirements of Board Members.** All candidates for Board seats must be an Individual Member of Oaks and Spokes and must maintain either a place of residence or employment within the corporate limits of the City of Raleigh.
- C. Officer Vacancies.** Should a board member become unable to fulfill their Officer position, a vote will be held at the next regularly scheduled meeting to elect a replacement officer.
- D. Officers.** The Board shall include the following officer positions:
- a. **President.** The Chair shall serve as the chair of the Board of Directors. The President shall be responsible for setting and facilitating board meetings, representing the Corporation at external events, and otherwise furthering the mission of the Corporation as directed by the Board.
 - b. **Vice-President.** The Vice-President shall serve as President in the event the President is unable or unwilling to carry out their Duties as Chair, and shall become President if the President is removed by the Board as allowed by the Bylaws.
 - c. **Secretary.** The Secretary shall be responsible for keeping the records of the Corporation, taking minutes and attendance at all meetings, organizing and sending notice of Board meetings, and arranging for meeting space.
 - d. **Treasurer.** As the key liaison to any internal or external accounting support, the Treasurer is responsible for reviewing financial statements and marrying them up with the plans for the organization. They keep the rest of the board apprised on the financial health of the nonprofit during board meetings.

- E. At-Large Members.** At-Large members shall undertake and perform any such duties as directed by the Board, including chairing appropriate committees and coordinating Membership, Communications, and Advocacy activities.
- F. Ex Officio Members.** The immediate past chair of the Corporation shall serve as a member of the Board of Directors in an *ex officio* capacity.
- G. Nominations.** Any Board Member may provide nominees for open Coordinator positions on the Board or a Nomination Committee may be formed for the purpose of making Board nominations for open Coordinators. All nominations must be presented to the membership at least thirty days prior to the election by the Nominating Committee by a method to be determined as acceptable by the Board.
- H. Terms of Office.** The Board Members shall hold office for two-year terms. A Board Member may not be elected to hold office for more than three consecutive elected terms. Offices in the Board shall be staggered; half of the officers shall be elected in each year.
- I. Election.** Board Members shall be elected by the general membership at the Annual General Meeting. Any Member in good standing is eligible to election to any named or at-large membership of the board. The Secretary shall create ballots with the date of the elections, an alphabetical list of all the nominated candidates. At the Annual General Meeting, all candidates in attendance may introduce themselves, in addition to the presentation done at a prior meeting or on the website or by email or other method 30 days prior. If only one person is nominated for a position, a vote of acclamation is acceptable. Voting for contested positions is by secret ballot; a member may vote for as many candidates as there are open positions. To be elected to a contested position, a nominee must receive a majority of the votes cast, a majority being a number greater than 50 percent of the votes cast. A Board Member and a general member tally the results; any member present may observe. The Co-Chairpersons announce the winning candidates before the conclusion of the Annual General Meeting. The ballots are stored for three months prior to disposal.
- J. Board Removal and Reinstatement.** A Board Member may be removed at any Board meeting by a vote of two-thirds of the entire Board (excluding Board Member in question) provided that notice of removal is adequately given by being placed on the agenda two weeks prior to the meeting. A board member may be removed by a simple majority of the Board if that Board Member has accumulated three (3) unexcused absences. A Board Member so removed may

appeal for reinstatement by a two-thirds vote of the Board. A Board Member may be removed for cause by a member's motion with a two-thirds vote at a general meeting, if this motion is on the agenda two weeks prior to the meeting.

- K. **Resignation.** A Board Member may resign upon written notice to the Board. The resignation shall state the effective date of the resignation. Resignation does not discharge any accrued obligation or duty of a Board Member.
- L. **Vacancies.** The Board may choose to fill a vacant position with any qualified individual from general membership who would serve until the end of the term. The board-appointed member may stand for election at that point. The appointed successor will fill the unexpired portion of the original term.
- M. **Conflicts of Interest- Financial.** Any Board Member who has a financial interest in any contract or transaction to be approved by the Board shall declare such an interest at the meeting at which the contract or transaction would be discussed, and shall absent him/herself from the meeting during the discussion of that item and refrain from voting on that item.
- N. **Responsibility to the Corporation.** Each Board Member shall consider that his or her primary allegiance in the conduct of Corporation business is to the Corporation. If the Board Member's membership in any other organization would affect his or her judgment on any item before the Board, the Board Member shall declare that membership and shall refrain from voting on that item.
- O. **Compensation.** Board Members serve as volunteers without compensation. The Board may authorize, by resolution, the payment or advancement to a Board Member of reasonable and actual expenses incurred in serving as a Board Member.
- P. **Records available to membership.** Decisions made by the Board and any official communications or documents (including minutes, letters and position statements) shall be reasonably made available to any member to the extent allowed under the Bylaws and North Carolina Law.
- Q. **Quorum.** A majority of Board members must be present to take any vote or action in a Board Meeting.
- R. **Closed Session.** The Board may, from time to time, enter into closed session at the discretion of the Chair.
- S. **Member Participation.** Members may participate in discussion at Board meetings. A portion of meeting time may be designated for member discussion and speakers limited if necessary.

V. Committees

- A. **Board Committees.** The Board, by resolution adopted by a majority of the Board Members in office, may from time to time designate Board Members to constitute committees that shall and may exercise such powers as the Board of Directors may determine in the resolution that creates the committee.
- B. **Committee Membership** The Board of Directors, by resolution adopted by a majority of the Board Members in office, may appoint individuals who are not members of the Board of Directors to any committee.
- C. **Committee Powers Advisory in Nature.** No committee may act on behalf of the Board of Directors and any vote taken by a committee shall be advisory in nature and have no binding effect on the Corporation.

VI. Staff

- A. **Executive Director.** The Board shall reserve the authority to hire, terminate, and define the responsibilities for the Executive Director of the Corporation, who shall serve as the Chief Executive Officer of the Corporation.
- B. **Other Staff.** The Board may authorize the creation of other inferior positions and approve the filling of such roles as recommended by the Executive Director.
- C. **Personnel Matters Confidential.** All matters relating to the hiring, termination, or review of employees, contractors, or other personnel are strictly confidential and may not be disclosed to any Member or any other Party except to the extent required by law.
- D. **Exclusion of Staff from Board.** Paid staff members may not serve as Board Members.

VII. General Meetings

- A. **Location.** General meetings shall be held within the bounds of the City of Raleigh, specifically at a location determined by the Board.
- B. **Notice.** Meeting notices or other notices may be given by email, posting on the web site, web calendar, or by personal delivery.

- C. **Meeting Conduct.** The Board Chair shall conduct the meeting to ensure the respectful use of members' time. The Chair shall ensure a respectful environment in which all Board Members and members are allowed to participate meaningfully. Meetings shall, at the discretion of the Chair, be structured according to Roberts' Rules of Order.

- D. **Proxy Voting.** At no time and under no circumstance will a vote-by-proxy be allowed for any motion before the voting members are present.
- E. **General Meetings.** General Meetings of the membership are called by the Board whenever deemed necessary by the Board Chair. A Board Officer must notify the membership of the meeting location, date, and time no less than seven days prior to such a meeting. General meetings may also be called at the written request of not less than one-tenth of the membership. Sufficient notice shall be given for such a meeting, explaining the purpose of the meeting. General Meetings shall be held on *at least* an annual basis. Other General Meetings may be scheduled at the discretion of the Board, and must follow all requirements set forth herein.
- F. **Actions Requiring General Meeting.** Actions requiring a general meeting and approval of membership include: Election of Board Members (Annual General Meeting only); Disposition of all or substantially all of the Corporation's assets; any merger and its terms; and any election to dissolve the Corporation.
- G. **Quorum.** Quorum at a General Meeting shall consist of at least ten (10) members in good standing and also satisfy the requirements for a quorum of a Board meeting.
- H. **Definition of Meeting.** A meeting is defined as any teleconference, live broadcast online meeting or physical gathering of Board Members, or combination thereof. Requirements of proper notification, quorum and conduct apply to any meeting regardless of its format.
- I. **Calling & Notice of Meetings.** The Board Chair or delegated representative shall provide notice of the time and place of each regular or special meeting of the Board, together with a written agenda stating all matters upon which action is proposed to be taken by posting to the web calendar, email to each Board Member at such address as he or she designates, before the day on which the meeting is to be held.

- J. **Special Meetings.** In an emergency, a special meeting may be called by either the Vice Chairperson or any two Board Members.

VIII. Financial Management

- A. **Limitation on Earnings.** No part of the net earnings of the Corporation shall inure to the benefit of any Director of the Corporation, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.
- B. **Bank Account(s).** All Corporation funds shall be deposited in an insured financial institution (FDIC). Payments shall be made by check or debit card, or other approved electronic payment method. Signatories with access to the account(s) shall be the Treasurer, Executive Director (if any), the President, and at least one other Board Member.
- C. **Transparency.** The Treasurer shall exhibit the books and accounts to any Board Member or to any Board Member's appointed designee at any reasonable time upon request.
- D. **Indemnification.** the Corporation hereby indemnifies any Board Member, Advisor, committee member or employee who is or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity. However, the Corporation shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Corporation's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation does not indemnify a person who is found liable to Oaks and Spokes or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue,

or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.

- E. **Credit/ Debt.** Limited credit/short-term or serviceable debt may be secured with prior Board approval required and only for specific purchases, projects or liquidity purposes.
- F. **Fiscal Year.** The fiscal year of the Corporation shall be the Calendar Year.
- G. **Dissolution of Organization.** Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. The preferred beneficiary should be a 501(c)(3) non-profit organization determined by the Board at the final meeting determining dissolution. Any assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of Wake County, North Carolina, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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CERTIFICATE

I HEREBY CERTIFY that the foregoing is a true, complete and correct copy of the By Laws of **Oaks and Spokes, Inc**, a North Carolina non-profit corporation, in effect on the date adopted by the Board of Directors

Printed Name	Signature	Title
Kuanyu Chen		Board Member
William Hardy		Secretary
Phil Veasley		Board Member
Harry C. Johnson	<i>Harry C. Johnson</i>	Treasurer
Jared Harber		Board Member
Tyler O’Ferrell		Board Member
Jonathon Powell		Vice-President
Michele Hood	<i>Michele Hood</i>	Board Member
Milo Bateman	<i>Milo B.</i>	Board Member

