



**Bike Walk Coral Gables**

**By-Laws**

***Revised – 2017***

# BY-LAWS OF BIKE WALK CORAL GABLES, INC.

## ARTICLE I: NAME & PURPOSE

1. **Name.** The name of this organization shall be Bike Walk Coral Gables, Inc. (“BWCG”).
2. **Description.** BWCG is a 501(c)(3) non-profit, non-advocacy organization dedicated to improving the quality of our life through the support of programs and events that promote the accessibility of streets and trails for cyclists and pedestrians in Coral Gables and adjacent communities.
3. **Purpose.** BWCG’s purpose is community-based education of cycling and walking as safe and healthy forms of transportation and recreation, and specifically to:
  - a. Increase the community understanding and awareness of safe driving and necessary walking and cycling infrastructure through a coalition of public, private and community groups;
  - b. Coordinate resources, facilitate and sustain the implementation of a comprehensive program for this purpose through work with government, businesses, residents and visitors.
  - c. Establish a funding mechanism supported by BWCG which can coordinate the educational, environmental and recreational programs.

## ARTICLE II: BOARD OF DIRECTORS

1. **General Powers.** The Board of Directors of BWCG shall be responsible for the business and property of BWCG. The Board of Directors of BWCG shall:
  - a. Oversee the operation and management of BWCG in a manner consistent with the Purpose, Objectives and Mission Statement and Strategic Plan of BWCG and subject to these Bylaws.
  - b. Appoint and remove, employ and discharge and, except where otherwise provided by these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of BWCG.
  - c. Supervise the Executive Director (should one be appointed) to assure that his/her duties are performed properly.
  - d. Meet at such times and places as required by these Bylaws.
  - e. Perform such other duties as set by the Board of Directors.
2. **Number, Term of Office and Vacancies.**
  - a. The number of Directors shall be at least nine (9), but no more than fifteen (15).
  - b. The term of office of each Director shall be three (3) years from the date of his or her election or until his or her death, resignation, refusal to act, or

- removal from office. Each Director's term shall expire at the end of the third annual meeting subsequent to the election of each Director. The terms of the Directors shall be staggered such that no more than one third of the Directors shall have their terms expire in any given year. Directors may be re-elected to the Board.
- c. Directors shall be nominated and elected by a consensus vote of the Board of Directors.
  - d. The Board of Directors may remove any Director, either with or without cause. Such removal shall require a two-thirds (2/3) vote of the Directors then serving. Any Director may resign by giving written notice to the Board of Directors or to the Chair or Secretary. Any Director missing fifty percent (50%) of regularly scheduled and special meetings of the Board of Directors in any calendar year, whether excused or unexcused, may be automatically removed from the Board. All Directors must participate in at least two monthly bike rides each year. Any Director failing to comply whether excused or unexcused, may be automatically removed from the Board. For good cause shown, a Board member so removed may be reinstated to the Board. Additionally, the Board as to any Board member may waive the provisions of this section.
  - e. The Board of Directors shall elect Directors to serve any unexpired term of a Director whose office has become vacant and appoint additional Directors at its discretion.
  - f. One Board Director is reserved for the Executive Director of the Coral Gables Museum, or the Executive Director's representative.

**3. Meetings.** Meetings of the Board of Directors shall be held at a site designated in the notice of meeting.

- a. Regular Meetings of the Board of Directors, one of which shall be the Annual Meeting, shall be held at least six (6) times per year.
- b. The Annual Meeting shall be held in April of each year.
- c. Special meetings of the Board shall be held when called 1) by the Chair or, in the event of the Chair's absence or disability, by the Vice-Chair, or, 2) by a majority of the Directors then serving at times and dates designated by the Director(s) calling such meeting.

**4. Notice of Meeting.** Notice of the time and place of each meeting shall be given in writing to each member of the Board of Directors not less than five (5) days before each meeting. However, previous notice shall not be required for meetings for Board Members who are present at the previous meeting.

**5. Quorum and Voting.** The presence of a majority of the Directors then serving shall constitute a quorum for the transaction of business at any meeting, and their votes shall be sufficient to transact any business coming before the meeting, provided that two (2) officers of BWCG are in attendance.

- 6. Conduct of Meetings.** Meetings of the Board of Directors shall be presided over by the Chair, or in the Chair's absence, by the Vice Chair, or, in the absence of each of these persons, by an Officer of the Board, chosen by those in attendance.

Meetings shall be governed by a process of reaching consensus amongst members, which involves and takes into account as broad a range of opinions as possible. In the case of an impasse on decisions, a formal vote may be taken, and the decision will be made by a simple majority of the voting members.

- 7. Action without Meeting.** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if a majority of members of the Board shall individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and shall be initiated by the Chair.

### **ARTICLE III: EX-OFFICIO AND ADVISORY BOARD MEMBERS**

- 1. Ex-Officio Board Members.** The Board of Directors may honor a member or non-member of BWCG by electing that person as Ex-Officio Director by virtue of outstanding accomplishment in cycling or walking, or for noteworthy services to BWCG. Ex-Officio Directors shall be elected or removed by the same procedure used for members of the Board, and shall have all the privileges of the members of the Board except that of voting.
- 2. Advisory Board Members.** The Board may elect an Advisory Director for a three-year term any person who in the Board's opinion would be helpful in advising the Board with respect to matters concerning BWCG's. The Advisory Directors shall be a group of people who are willing to assist BWCG as a contribution toward supporting the objectives, purposes, mission and programs of BWCG's. Advisory Directors shall be elected or removed by the same procedure used for members of the Board, and shall have all the privileges of the members of the Board except that of voting.

### **ARTICLE IV: OFFICERS OF BWCG**

- 1. Term of Office, Election, and Vacancies.**
- a. The Officers of BWCG shall be Chair, Vice Chair, Secretary, and Treasurer and such other officers as the Board of Directors shall deem desirable from time to time.
  - b. The Terms of Office for the officers shall be two (2) years, and shall be available for renewal, by majority vote of Board, at the end of the first annual meeting subsequent to the election of the officers. While it is not a requirement, it is recommended that Officers serve for no more than two (2) consecutive full terms.
  - c. At the annual meeting of the Board of Directors every other year the Directors shall elect new officers.

- d. The Board of Directors may remove any officer, either with or without cause. Such removal shall require a two-thirds (2/3) vote of the Directors then serving. Any officer may resign by giving written notice to the Board of Directors or to the Chair or Secretary.
- e. The Directors shall elect officers to serve for any unexpired term of officers whose offices become vacant.

**2. Chair.** The Chair shall preside at all meetings of the Board of Directors when present. The Chair shall, when directed by the Board of Directors, sign all contracts and obligations of BWCG and perform such other duties as may from time to time be assigned by the Board of Directors, and shall have general oversight of the affairs and finances of BWCG.

**3. Vice Chair.** In the absence, disability or through specific delegation by the Chair, the Vice-Chair shall perform the duties of the office of the Chair.

**4. Secretary.** The Secretary or his or her designate shall:

- a. Certify and keep at the principal office the original, or a copy, of these Bylaws as amended;
- b. Keep minutes of all meetings of the Board of Directors, and, if applicable, meetings of committees of Directors, with the time and place of such meetings, whether regular or special, how called, how notice was given, the names of those in attendance, and the proceedings of the meeting;
- c. Attend to giving and serving all proper notices for BWCG;
- d. Exhibit at all reasonable times to any Director or to his/her agent or attorney, the Bylaws and the minutes of the proceedings of Directors;
- e. Attest to the signatures of the other officers to all contracts and other obligations;
- f. And, in general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by these Bylaws, or which the Board of Directors may assign.

**5. Treasurer.** Subject to the provisions of these Bylaws (Article VII, Section 2 "Checks and Notes", and Article IX "Financial Operations") the Treasurer shall:

- a. Have custody of the funds and securities of BWCG which may from time to time come into the hands of the officers, and, if required by the Directors, shall give such bond as the Board of Directors may require;
- b. Perform such other duties as the Board of Directors may require, including presenting financial reports and balance sheets showing the assets and liabilities of BWCG, and profit and loss statements showing gross and net income and operating expenses;
- c. Prepare and present an annual budget for BWCG at the Annual Meeting for adoption by the Board of Directors.
- d. And, in general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by these Bylaws, or which the Board of Directors may assign.

- e. The Treasurer shall submit a statement of the finances of BWCG whenever required by the Board of Directors or the Chair.

**6. Staff.** In the event that BWCG chooses to employ staff, The Board of Directors, Executive Committee or a committee named by the Board shall be responsible for hiring, terminating the employment of, establishing a job description for, and setting the annual salary of the Executive Director. The Board shall establish a procedure for annual evaluations of the Executive Director by the Executive Committee and/or other committees of the Board.

- a. The Executive Director shall be responsible for hiring, training, evaluating and terminating the employment of and setting the salaries of all other staff of BWCG, consistent with the budget and policies set by the Board of Directors.
- b. The Executive Director shall operate and manage the day-to-day affairs of BWCG in a manner consistent with the Purpose, Objectives, Strategic Plan and Mission Statement of BWCG and subject to these Bylaws.
- c. The Executive Director shall be a non-voting ex-officio member of the Board of Directors, and shall attend all regular and special Board meetings, unless the Board of Directors decides otherwise.

## **ARTICLE V: COMMITTEES**

**1. Committees of Directors.** The Board of Directors may designate one or more committees. Such committees must consist of two or more Directors and may include other members who are not members of the Board, to serve at the pleasure of the Board. Unless otherwise provided in these Bylaws, no committee shall have the power to bind the Board or BWCG. Except where otherwise specified in these Bylaws, the Chair and Executive Director may be members of all committees.

**2. a. Standing Committees.**

The Executive Committee shall consist of the officers of the Board of Directors, who shall be elected to this position by the Board of Directors at the annual meeting. The members of the Executive Committee shall serve a term of two years, from annual meeting to annual meeting. The Board of Directors shall fill vacancies for any unexpired term. The Executive Committee shall:

- a. Carry out the directives of the Board;
- b. Carry out the duties of the Board between Board meetings;
- c. Meet as necessary to fulfill the responsibilities delegated to the Executive Committee by the Board, and;
- d. Perform such other duties and functions as required by the Board.

The Board of Directors must confirm the decisions made by the Executive Committee at the next regular or special meeting of the Board in order to remain effective. The minutes of the Executive Committee meetings shall be sent to the Board of Directors no later than two weeks following the meeting.

The Executive Committee shall possess any of the powers and authority of the Board, except with respect

- a. The approval of any action which, under the law or the provisions of these Bylaws, requires the approval of the Directors;
- b. The filling of vacancies on the Board or on any committee which has the authority of the Board;
- c. The amendment or repeal of Bylaws, or the adoption of new Bylaws;
- d. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repeal able;

**2. b. Designated Committees** The following committees shall be at the discretion of the Board of Directors:

The Nominating Committee shall consist of five (5) members, who shall be the Chair, the Executive Director (ex-officio), and three (3) other BWCG'S Directors who shall be appointed by the Chair with the approval of the Board (in the case that there is no ED, then the Chair and 3 members shall constitute the nominating committee. The nominating committee shall identify, qualify and evaluate potential Directors for election to the Board of Directors, and shall from time to time present a list of candidates to the Board of Directors for discussion and election by the Board. The Nominating Committee shall also present a slate of nominees for the elective offices for the consideration of the Board of Directors at the Annual Meeting at least ten (10) days prior to the Meeting. However, any list of candidates for the Board of Directors or slate of nominees for office shall not preclude nominations from the floor or write-in votes.

**3. Meetings and Actions of Committees.** Meetings and action of committees shall follow the provisions of these Bylaws concerning meeting of the Board of Directors. The Board of Directors may also adopt rules and regulations for the conduct of meetings of committees so long as they are not inconsistent with these Bylaws.

## **ARTICLE VI. MEMBERS AND MEMBERSHIP**

**1. Membership in Bike Walk Coral Gables.** The Board of Directors, through its own actions or by those of an appropriate Committee of the Board, may establish and maintain a membership program in support of BWCG's operations.

**2. Classes of Membership.** Classes of members and fees associated with each membership class shall be set at levels as determined by the Board of Directors.

**3. Membership Benefits.** The Board of Directors may establish benefits for members of BWCG. Such benefits may include but not be limited discounts for special events or classes held by BWCG or special membership incentives as determined by the Board. In no case will members have voting rights at Board of Directors meetings.

## **ARTICLE VII. EXECUTION OF INSTRUMENTS, DEPOSITS & FUNDS**

**1. Execution of Instruments.** The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or agent of BWCG to enter into any contract or to execute and deliver any instrument in the name of or on behalf of BWCG, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind BWCG by any

contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or for any amount.

**2. Checks and Notes.** Except as otherwise specifically determined by the Board of Directors, all checks, notes, negotiable instruments, contracts, and other obligations shall be made in the name of Bike Walk Coral Gables, Inc. and shall be signed by such officer or officers or such staff as the Board of Directors shall direct from time to time.

**3. Deposits.** All funds of the organization shall be deposited to the credit of BWCG in such depositories as the Board of Directors may approve.

**4. Gifts.** The Board of Directors may accept on behalf of BWCG any contribution, gift, bequest or devise for the charitable, public or other purposes of BWCG's as outlined in these Bylaws and by the Board of Directors.

### **ARTICLE VIII: FISCAL YEAR**

For business and tax accounting purposes, the fiscal year of BWCG shall run coinciding with the calendar year. BWCG shall use the accrual method of accounting for all items of income and expense.

### **ARTICLE IX: FINANCIAL OPERATIONS**

**1. Funds.** Bike Walk Coral Gables may operate two (2) funds: the Endowment Fund and the BWCG's Operating Fund.

- a. Endowment Fund. The Board of Directors shall determine and oversee proper investment of the Endowment, and shall determine the proper use of the income generated by the Endowment. All such income shall be directed towards the operations or improvement of BWCG's, or reinvested into the principal of the Endowment. The principal of the endowment shall be considered inviolate unless absolutely necessary for the survival of BWCG by the Board of Directors.
- b. BWCG Operating Fund. The Operating Fund shall receive all gifts, donations, grants, contracts and income received by BWCG unless otherwise specified by the donor or determined by the Board of Directors of BWCG. The Board of Directors of BWCG shall manage the Operating Fund.

### **ARTICLE X: AMENDMENTS**

The Board of Directors of BWCG may amend or repeal these by-laws by a vote of two-thirds (2/3) of the Directors then serving, except where otherwise provided for by these Bylaws.

### **ARTICLE XI: THE BYLAWS**

The Board of Director of BWCG may approve and adopt the By-Laws each year.



## ***BIKE WALK CORAL GABLES***

### ***MISSION***

Bike Walk Coral Gables promotes a safe and friendly environment for cyclists and pedestrians by sponsoring programs and events to educate the community. BWCG promotes the accessibility of streets and trails for cyclists and pedestrians so they may enjoy our City's beauty and lush canopy.

### ***VISION***

*Bike Walk Coral Gables envisions a Coral Gables community that values cycling and walking as safe and healthy forms of transportation and recreation.*

### ***2017 BOARD OF DIRECTORS***

***Jennifer Garcia - Chair***

***Adhys Obeso - Vice-Chair***

***John Swain – Treasurer***

***Kenneth Garcia - Secretary***

***Mari Gallet***

***Tony Garcia***

***David Henderson***

***Caroline Parker***

***Robert Ruano***

***Christine Rupp***

***Rick Smit***

***Nicola Stasi***

***Debbie Swain***

### ***2017 ADVISORY BOARD***