

**Police on Bikes, Inc.  
d/b/a International Police Mountain Bike Association (IPMBA)  
Bylaws**

Adopted April 2019/Amended May 2020/Amended May 2021

**ARTICLE I - GENERAL**

Section 1 – Name and Purposes: The name and purposes of the Corporation are set forth in the Articles of Incorporation.

Section 2 - Principal Office of The Corporation: The principal office of the Corporation shall be a street address designated by the Board of Directors.

**ARTICLE II - MEMBERSHIP**

Section 1 – General: The Corporation is a not for profit corporation, without capital shares, and no pecuniary benefit shall accrue to any member by reason of membership.

Section 2 – Eligibility: Payment of dues entitles an individual or business to membership in the Corporation. Membership is open to any public safety personnel using or interested in using bicycles in the course of their duties, or responsible for overseeing public safety bicycle operations, or any civilian or business who supports public safety cycling.

Section 3 – Classes of Membership: The Corporation shall have one or more classes of members, as shall be determined from time to time by the Board of Directors. The Corporation may have:

- A. Regular Members – individuals interested in the mission of the organization who pay dues as established by the Board of Directors, who shall receive certain benefits, such as a newsletter, access to educational programming and resources, and other benefits as determined by the Board of Directors;
- B. Certified Members – individuals interested in the mission of the organization who pay dues as established by the Board of Directors, undertake training, and receive a certificate related to that training, and who are eligible to receive other benefits as determined by the Board of Directors;
- C. Corporate Members – business entities which support the mission of the organization and receive certain benefits, such as a newsletter, recognition in the organization’s publications, discounts, and other benefits as determined by the Board of Directors.

Section 4 – Dues: The Board shall establish dues amounts. Failure to pay dues as required by the Board shall automatically terminate membership.

Section 5 – Voting and Referenda: All Members shall have the right to one vote.

The Board of Directors may be required to conduct a referendum of the Members on any matter or question, including removal of a Board Member, by means of a petition signed by a minimum of 150 Regular Members. Petition must be sent, via registered mail, to both the President and the Executive Director.

A referendum submitted by the membership on a matter or question, will be voted on by the Members via a verifiable electronic election process. Only actual votes collected in the election process will be counted. A majority affirmative vote shall have the same effect as an act of the Board of Directors, provided that at least 25% of the Members have participated in the voting. If 25% of the Members do not participate, the referendum fails.

Section 6 – Transferability and Membership Revocation – Membership in the Corporation is transferable or assignable in accordance with established policy.

Membership can be revoked under the following circumstances:

- a) When, by the recommendation and investigation by the Vice-President, a member is determined to have displayed inappropriate behavior that has directly or indirectly negatively affected the Corporation; and
- b) By a simple majority vote for revocation by the Board of Directors.

Any member whose membership has been revoked may make only one appeal to the Board of Directors, in writing, within 30 days of the Notice of Revocation indicating why that member believes revocation should not occur. The Board may confirm or overturn the revocation. The second vote by the Board of Directors will be binding and no further appeals will be heard.

### **ARTICLE III – BOARD OF DIRECTORS**

Section 1 – General Powers: The Board of the Directors shall be responsible for governing the business and affairs of the Corporation and shall perform every act that it deems necessary, expedient, or advisable to carry out the purposes stated in the Articles of Incorporation. The following are matters that must be approved by the Board of Directors:

- Amendment or restatement of the Articles of Incorporation
- Merger, consolidation, or dissolution of the Corporation
- Sale, lease, exchange, pledging or mortgage of any substantial part of the assets of the Corporation
- Adoption of an annual budget, as recommended by the Executive Director and the Treasurer for the Corporation
- Employment and discharge of an executive director
- Such matters that may be required by law to be submitted to the Board of Directors

Section 2 – Composition: The Board of Directors shall consist of no fewer than five and no more than fifteen Directors. Each Director must be an active IPMBA member in good standing and a minimum of 2/3 of the current Board must be active IPMBA instructors. The Board shall be comprised of persons dedicated to the mission of the organization, possessing the skills to govern the organization and inclusive of the diversity of the community being served.

Section 3 – Board Positions: Members of the Board of Directors that are not Officers of the Corporation will be Directors at Large. Directors will be elected to serve as Chair, Co-Chair or Liaison to the standing and/or ad-hoc committees of the Corporation as described in Article V of these bylaws.

Section 4 - Board Candidates: The Executive Director will post the announcement of position openings with details and deadlines for application. Any qualified member can become a candidate for the Board of Directors by submitting a letter of interest and a current resume (CV) to the Executive Director by the deadline. Applications received after the deadline will not be accepted. Qualified candidates will be granted a scheduled interview with the Board of Directors during the Annual Meeting. Incomplete candidate packets or those not received by the deadline will not be considered by the Board of Directors.

Section 5 – Elections: At the Annual Meeting of the Board of Directors, the Directors to serve for the ensuing term shall be elected by the existing Directors. Elections are determined by a majority vote of the Board of Directors.

Section 6 – Term of Office: The term of office for any Director will be three years, beginning upon election at the Annual Meeting of the Board of Directors. Directors may not serve more than three consecutive terms or nine years consecutively. Persons serving an initial term of less than three years may serve for three additional three-year terms. After serving the maximum time allowed, a person may again serve after being off the Board for one year.

Section 7 – Removal: Any Director may be removed from office by a simple majority vote of the Board of Directors, or as described in Article II, Section 5 of the Bylaws, or automatically by conviction of a crime, be it misdemeanor or felony.

Section 8 – Resignation: A Director may resign by submitting a written resignation to the President or the other Directors, if the resigning Director is the President.

Section 9 – Vacancies: Vacancies occurring between Annual Meetings may be filled for the balance of the term by election by the remaining Directors. The President may select from previously submitted resumes in accordance with Article III, Section 2. The selection will be reviewed by the entire Board and voted on within 30 days. A simple majority vote will be an affirmative vote for said candidate. The elected successor will finish the remainder of the term of the Director who vacated and must reapply at the end of the term if he/she wishes to be considered for re-election. The vacancy must be filled no later than the next general election. Voting may be accomplished by any means described in Article VI, Sections 7-9.

Section 10 – Compensation and Reimbursement: Directors shall not be paid compensation or receive any benefits for services provided to the Corporation. Directors may be reimbursed for authorized expenses according to existing federal and organizational travel and reimbursement policies.

#### **ARTICLE IV – OFFICERS OF THE BOARD**

Section 1 – Composition: The Officers of the Association shall consist of the President, Vice-President, Secretary, Treasurer and any assistant positions as the Board from time to time may appoint.

Section 2 – Elections: At the Annual Meeting of the Board of Directors, the Officers to serve for the ensuing term shall be elected by the existing Directors from among the Board of Directors. Elections are determined by a majority vote of the Board of Directors. A vacancy in any Office, for whatever reason, will be filled by the Board and any Director so elected shall fulfill the term of his/her predecessor.

Section 3 – Term of Office: The Officers of the Corporation shall be elected by the Board of Directors for a term of one year at the Annual Meeting and hold office until successors have been duly elected or appointed. No officer shall serve more than three (3) consecutive terms in the same Office.

Section 4 – Authority and Duties: The Officers shall have the authority and responsibility delegated by the Board of Directors as follows:

- a) The President shall preside at and conduct all meetings of the Board and of the Executive Committee. The President may sign all contracts and agreements in the name of the Corporation after they have been approved by the Board, serve as the representative of the Corporation in meetings and discussions with other organizations and agencies, and otherwise perform all of the duties which are ordinarily the function of the office, or which are assigned by the Board. The President shall serve as ex-officio, voting member of all committees.
- b) The Vice-President shall perform all the duties of the President in the President's absence or during the vacancy of the office; and be responsible for investigating all allegations for wrongdoing of any member of the Corporation as directed by the President. Upon completion of an investigation, the Vice-President will submit a written report, without bias, to the President and the Board of Directors for review and determination. The Vice-President shall also undertake such duties as may be assigned by the President or the Board of Directors.
- c) The Secretary shall keep accurate records and minutes of all meetings of the Corporation; make available minutes of the previous meeting and distribute them in advance of each meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meetings; and maintain the minutes and a current listing, with contact information, of the Directors at the office of the Corporation.
- d) The Treasurer shall ensure there is timely and adequate management of financial resources and reporting to enable the Board to monitor the organization's financial resources. The Treasurer shall advise the Board of any significant financial matters that require action by the Board. If required, the Treasurer shall ensure that the Board engages a qualified auditor for an annual examination of the financial statements. The Treasurer shall serve as a member of the Finance Committee and may serve as this committee's chair.
- e) Other Officers appointed by the Board of Directors shall perform such duties as may be specified in writing by the Board of Directors and/or by the Officers given authority over them.

Section 5 – Removal: Any Officer may be removed from Office, with or without cause, by a simple majority vote of the Board of Directors; or as described in Article II, Section 5 of the bylaws, or automatically by conviction of a crime, be it misdemeanor or felony.

Section 6 – Resignation: An Officer may resign by submitting a written resignation to the President or the Vice-President, if the resigning Officer is the President.

Section 7 – Vacancies: In the event of a vacancy of the President, the Vice-President shall assume the duties of such Office for the unexpired term of the office. Vacancies occurring in other Offices shall be filled by appointment by the President from the existing Board of Directors and approved by the Board of Directors. A simple majority vote will be an affirmative vote for the appointment.

## **ARTICLE V – COMMITTEES**

Section 1 – Committees: The Board of Directors may establish or abolish one or more committees at any meeting at which a quorum is present. Committees may be formed as standing committees or on an ad hoc basis. All committees will either be chaired by or have a liaison who is a member of the Board of Directors. The President shall appoint each committee chair or liaison. If a liaison is appointed, the liaison shall appoint a committee chair. All appointments for committee chairs and liaisons will be approved by the Board of Directors. The committee chairperson may appoint qualified members to the committee with the assistance of the Board of Directors. The committee chairperson may appoint a co-chair or vice chair from among the committee members. The President and the Executive Director serve as ex officio members of all committees. Minutes of all committee meetings must be kept and submitted to the Board of Directors to become part of the Corporation's records.

Section 2 – Executive Committee: The Executive Committee shall consist of the President, Vice-President, Secretary, and Treasurer, with the Executive Director serving as ex-officio, non-voting member. The Executive Committee is a standing committee of the Board of Directors. The Executive Committee shall develop recommendations with respect to various matters pertaining to the affairs of the Corporation and shall report such recommendations to the Board of Directors for action. In instances where special circumstances require expeditious action between meetings of the Board of Directors, the Executive Committee shall have the powers to take the necessary actions, subject to any prior limitations imposed by the Board of Directors. The minutes of the Executive Committee shall include a summary of the circumstances requiring any expeditious action taken by the Executive Committee and the minutes shall be submitted to the Board of Directors.

## **ARTICLE VI – MEETINGS**

Section 1 – Meetings and Training Events – The Association will hold meeting and training events at dates and times to be determined by the Board of Directors and the Executive Director.

Section 2 – Annual Meeting – The Annual Meeting of the Corporation shall be held at such date and time as determined by the Board of Directors. The Board of Directors will hold one Board meeting in conjunction with the Annual Meeting.

Section 3 – Regular Board Meetings – Regular meetings of the Board shall be held at least quarterly and may be scheduled more often by the President.

Section 4 – Special Meetings – Special meetings of the Board shall be held at a time and place when called by the President or by at least 25% of the Board of Directors. Business transacted at special meetings shall be confined to the purpose of the meeting stated in the agenda.

Section 5 – Executive Session – At any meeting of the Board of Directors, where a quorum is present, the Board may, by majority vote, decide to enter an executive session in which only voting Directors and other persons invited by the Board may be present. The decision to enter executive session shall be recorded in the minutes, and actions taken may be recorded in the minutes. Executive session minutes may be kept separately and confidentially, and need not include the discussion, only actions taken.

Section 6 – Quorum: A quorum shall consist of a simple majority which is fifty percent of the sitting board plus one person.

Section 7 – Voting: Except as otherwise provided in these bylaws, decisions of the Board shall be a vote of the majority (fifty percent plus one of those present, assuming a quorum). Each Director shall have one vote and there will be no proxy voting.

Section 8 – Telephone and Electronic Participation: Directors may participate in Board meetings and vote on matters discussed therein, by means of a conference telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other at the same time. Participation by such means shall constitute in person presence of the Director at the meeting.

Section 9 - Action without Meeting: Any action which may be properly taken by the Board assembled in a meeting may also be taken without a meeting, if unanimous consent in writing setting forth the action taken is signed by all of the Directors entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.

#### **ARTICLE VII – APPOINTED OFFICERS AND STAFF**

Section 1 – Executive Director: The Board of Directors may appoint an Executive Director with a title appropriate to the functions of the position. The Executive Director shall assist and support the Corporation in the development and execution of policies, plans and objectives necessary to carry out the purpose of the Corporation; manage all staff operations within the framework of decisions made by the Board; serve as ex-officio member, without vote, on all the Board and Corporation committees with the exception of Executive Session of the Board of Directors. The Board is responsible for hiring and, when necessary, terminating the Executive Director.

Section 2 – Employees: The Executive Director may establish such positions of employment as it deems necessary and shall prescribe the method for hiring and discharging of employees necessary for the proper conduct of the Corporation’s business. The Executive Director must keep the Board of Directors informed of all employment actions.

#### **ARTICLE VIII – CONFLICT OF INTEREST**

Section 1 – The Board of Directors shall adopt a conflict of interest policy that covers board members, staff members and other members with significant decision-making authority with respect to resources of the Corporation. The conflict of interest policy should identify the types of conduct or transactions that raise conflict of interest concerns, set forth procedures for disclosure of conflicts and provide for review of individual transactions by the unaffected board members. Any member with a potential disclosed conflict shall be approved/disapproved by majority vote of the Board of Directors present with a quorum. The interested party will not be counted in determining the quorum. The policy should require that the minutes reflect that a conflict disclosure was made, the vote taken, and when applicable, the abstention from voting and the participation by the interested party.

#### **ARTICLE IX – INDEMNIFICATION AND EXONERATION**

Section 1 – Directors and Officers: The Corporation shall, to the fullest extent permitted by applicable law, indemnify any person who is or was a Director or Officer of the Corporation, or other entity which such person is serving or served in any capacity at the request of this Corporation, and who is made or threatened to be made a party to any action, suit, or proceeding, against any and all liability and

reasonable expenses, including attorneys' fees, actually and necessarily incurred by them in connection with the defense of any such defense or any such defense of an appeal there in, except in relation to matters as to which it shall be adjudged as such action, suit or proceeding that such Director or Officer (a) acted in bad faith or were the result of active deliberate dishonesty and, in either case, were material to the cause of action so adjudicated, or (b) personally gained an advantage to which they are not legally entitled. The benefits of this SECTION shall extend to their heirs and legal representatives of any person entitled to indemnification hereunder.

Section 2 - Employees, Staff and Agents: The Corporation may, to the extent authorized by the Board of Directors and permitted by applicable law, indemnify any employee or agent of the Corporation.

Section 3 – Non-Exclusivity: Any right of indemnification in Section 1, of this Article shall not be exclusive of the other rights to which a Director or Officer may be entitled by law. Indemnification under Section 1 or Section 2 of this Article may be retroactive to the fullest extent permitted by law. This Article shall not be construed as a limitation on authority of the Board to advance Corporation funds for reasonable expenses, including attorney's fees.

#### **ARTICLE X – CONTRACTS AND BANKING**

Section 1 – Contracts: The Board of Directors may authorize any Officer, Staff, or Agent to enter into any contract or execute or deliver any instrument in the name of or on behalf of the Corporation, and such authority may be general or confined to a special instance.

Section 2 – Deposits: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 3 – Checks: All checks, drafts, or other orders of payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officers, Agents of the Corporation and in such a manner as shall from time to time be determined by resolution of the Board.

Section 4 – Loans: No loan shall be made to this Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors.

#### **ARTICLE XI – CORPORATE RECORDS**

Section 1 – Records: The Association shall keep correct and complete books, records, and minutes of the proceedings of the Board of Directors and all committees at the principal office of the Association. A record of the names, business address and business contact information will be maintained of all Directors entitled to vote on business of the Association. The records of the Association may be inspected by any member, their agent or attorney, for any proper purpose at any reasonable time with the exception of personal information (home address, personal phone and email contacts, financial information and social security numbers) and payroll records which are confidential and not subject to inspection.

#### **ARTICLE XII – ACCOUNTING YEAR AND FINANCIAL STATEMENT**

Section 1 – Accounting Year: The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.

Section 2 – Financial Statements: At the end of the accounting year the books of the Corporation shall be closed and financial statements prepared for that year. Such financial statements may be audited, reviewed or compiled as determined by resolution of the Board of Directors by an independent auditing firm, the partners of which are certified public accountants.

### **ARTICLE XIII – AMENDMENTS**

The Bylaws of the Corporation may be altered, amended or repealed and new Bylaws adopted by a simple majority vote of the Board of Directors at a meeting at which a quorum is present. Any proposed amendment(s) must be submitted to the Directors in writing with written notice of the meeting to decide on the proposed amendment(s) at least ten (10) days prior to the meeting date.

### **ARTICLE XIV – NON-DISCRIMINATION**

Section 1 – Non-discrimination: The Corporation shall not discriminate against any person on the basis of age, marital status, sex, race, color, national origin, citizenship status, ethnicity, sexual orientation, gender identity, disability; physical or mental, genetic information, or political or religious opinion or affiliation in any of its policies, procedures or practices.

### **ARTICLE XV – DISSOLUTION**

Section 1 – Dissolution: The Corporation may be dissolved by a two-thirds (2/3) vote of the Directors then serving provided that notice of the proposed dissolution has been submitted to the Directors in writing with written notice of the meeting date to decide on the proposed dissolution at least thirty days prior to the meeting date. In the event of the dissolution, the Board shall dispose of all the net assets of the Corporation exclusively to such organizations which are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code. Any remaining assets not disposed of by the Board shall be disposed of by the Court in the jurisdiction in which the principal office of the Corporation is located, exclusively for such purposes or to such organizations.

### **ARTICLE XVI – EFFECTIVE DATE**

The effective date of these Bylaws shall be April 12, 2019.

Amended and approved May 2020.

Amended and approved May 2021.