

THE BYLAWS OF BIKERY

ARTICLE ONE NAME, LOCATION AND PURPOSE

1.1 Name

The name of the organization shall be "Bikery."

1.2 Location

1.2a The principal address of the organization shall be located at
845 Hiawatha Pl. S
Seattle, WA 98144

1.2b The Board of Trustees shall have the power and authority to establish and maintain branch or subordinate offices, either within or without the State of Washington as may be required from time to time.

1.3 Purpose

The Bikery is organized exclusively for purposes that are beneficial to the public interest, more specifically to provide bicycle maintenance and use education, provide essential bicycling maintenance and use resources, organize community-building events, and advocate for bicycling as a sustainable alternative mode of transportation.

ARTICLE TWO MEMBERSHIP AND ELECTIONS

2.1 Classes of Members

The organization shall have one class of Members.

2.2 Qualifications for Membership

In order to qualify for Membership, a Member must be a natural person and abide by the rules and requirements as established from time to time by the Board of Trustees.

2.3 Voting Rights

2.3a Each Member is entitled to vote, with respect to the subject matter of an issue submitted to the Members to vote, and shall be entitled to one vote upon each such issue.

2.3b Each member is entitled to vote in an election for nominated Trustees. Candidates are to be nominated by a Board of Trustees appointed Nominations Committee. The

Nominations Committee shall be composed of Trustees and Members and shall include at least one Trustee and one Member.

2.4 Annual Elections

The annual elections shall be held for a 2-week period ending on the 1st Sunday of March each year, for the purpose of approving/disapproving nominated Trustees, and for the transaction of such other business as may come before the membership.

2.5 Method of Election

Members may vote through secure electronic means through a method as determined by the Board of Trustees. A secure means of submission of ballots at the primary location of business will also be provided.

2.6 Notice of Election

Written, printed or electronic notice stating the purpose and method of the election shall be delivered not less than 10 days before the start of the election, either by mail or by electronic mail, at the direction of the officer calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at the address as it appears on their membership application, with postage thereon prepaid. If sent by electronic mail, such notice shall be deemed to be delivered when sent to the member at the electronic address as it appears on their membership application.

2.7 Quorum

No less than 5% of the outstanding Members of the organization entitled to vote, shall constitute a quorum in the election. If less than a quorum of the members entitled to vote do so, the election shall be extended until quorum is met.

2.8 Member Decisions

2.8a Elections for the Board of Trustees shall be decided by a plurality vote.

2.8b When there are multiple seats on the Board of Trustees open for election, voting members will be given the option of voting for as many candidates as there are open seats. The candidates who receive the highest number of votes will be placed on the Board of Trustees.

2.8c Member decisions on other matters, including the modification of the Articles of Incorporation or Bylaws require the affirmative vote of $\frac{2}{3}$ of the voting members.

2.9 Recalls

2.9a Members may petition for the recall of a member or members of the Board of Trustees. A petition must be signed by 10% of the membership or 5 members, whichever is higher, and be submitted to the Board of Trustees.

2.9b Upon receipt of a petition for the recall of a member or members of the Board of Trustees, the Board of Trustees must arrange for a vote of the membership to determine whether or not to host a special election, to begin within 7 days, and to last for a 7 day period. Voting opportunities are to be provided through both electronic means and paper ballot at the primary place of business.

2.9c Should the membership vote to hold a special election, the Board of Trustees shall arrange for a 2-week period of open nominations, to begin within 7 days of the end of the recall vote. During this period, any member may be nominated to be elected to the Board of Trustees.

2.9d A special election of all nominees will be held, beginning no later than 7 days after the end of the nominating period. Members may vote through electronic means or through paper ballots at the primary place of business.

ARTICLE THREE BOARD OF TRUSTEES

3.1 General Powers

A Board of Trustees shall direct the policies, fiduciary and fiscal affairs, and regular business of the organization that fulfils its mission.

3.2 Number, Tenure and Qualifications

3.2a The number of Trustees of the organization shall be not less than 3, nor more than 7. The quantity of seats of the Board of Trustees is to be determined by the Board of Trustees.

3.2b Trustees shall be elected annually, and the term of office of each Trustee shall end 2 years following the meeting of the Board of Trustees succeeding the appointment of each Trustee

3.2c Trustees shall serve a 2-year term, renewable by a vote of the membership for no more than 4 consecutive terms.

3.2d A Trustee must first qualify for Membership and be selected by the Nominating Committee prior to being nominated to the Board of Trustees.

3.2e One seat on the Board of Trustees shall be occupied by a member of the Operational Leadership Team, hereby referred to as the OLT Representative.

3.3 Regular Meetings

3.3a A regular meeting of the Board of Trustees shall be held during the second week of each calendar quarter. The Board of Trustees may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the organization in the absence of any designation in the resolution.

3.3b Minutes shall be taken of all meetings of the Board of Trustees, and shall be made accessible to any Member of the organization.

3.3c Members of the organization may request to attend Board of Trustees meetings. The attendance of a Member is at the discretion of the Board of Trustees. An electronic mail address through which to request attendance shall be made known to all Members.

3.4 Notice of Meetings

Electronic notice stating the place, day, hour and purpose or purposes of the meeting for which the meeting is called shall be delivered not less than 5 days before the date of the meeting, by or at the direction of the president, or the secretary, or the officer or persons calling the meeting, to each Trustee of record. Such notice shall be deemed to be delivered when sent to the Trustee at the electronic address provided by the organization.

3.5 Quorum

Two-thirds of the number of Trustees on record and as required in these bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. If less than a quorum of the number of Trustees is present at a meeting, the Trustees present may adjourn the meeting from time to time without further notice.

3.6 Board Decisions

The act of greater than 1/2 of the Trustees present at a meeting at which quorum is present shall constitute a decision of the Board of Trustees.

3.7 Special Meetings

3.7a Special meetings of the Board of Trustees may be called by or at the request of any 2 Trustees, and shall be held at the principal place of business of the organization or at such other place as the Trustees may determine.

3.7b Notice of any special meeting shall be given to all Trustees at least 72 hours before the time fixed for the meeting by electronic mail. Such notice shall be deemed to be delivered when sent to the Trustee at the electronic address provided by the organization. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Trustees need be specified in the notice or waiver of notice of such meeting.

3.8 Electronic Proxy

At all meetings of the Board of Trustees, a Trustee may vote by electronic proxy, executed through electronic mail, from the electronic address provided by the organization.

3.9 Voting

The Board of Trustees shall vote as individual Members with the general membership.

3.10 Removal

Any Trustee may be removed by the Members whenever in its judgement the best interests of the organization would be served thereby, but such removal shall be initiated under the guidelines set by Articles 2.9 of this document, and shall be without prejudice to the contract rights, if any, of the person so removed.

3.11 Vacancies

Any vacancy occurring in the Board of Trustees may be filled by the affirmative vote of greater than $\frac{2}{3}$ of the remaining Trustees, though not less than a quorum of the Board of Trustees. A Trustee elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

3.12 OLT Representative

3.12a The OLT representative shall be a voting member of the Board of Trustees

3.12b In conversations or decisions where the participation of the OLT representative presents a conflict of interest, the OLT Representative will not participate. Determining the presence of a conflict of interest is subject to a vote of the Board of Trustees. In such a case, $\frac{2}{3}$ of the remaining Trustees constitutes quorum.

3.12c The OLT representative shall be selected by majority vote of the Operational Leadership Team. The length of term is at the discretion of the Operational Leadership Team, and a recall can take place at the discretion of the Operational Leadership Team.

ARTICLE FOUR OFFICERS

4.1 Number

The officers of the organization shall be a President, a Secretary and a Treasurer. One or more Vice Presidents may be selected, at the discretion of the Board of Trustees. No 2 offices shall be held by the same person.

4.2 Election and Term of Office

The officers of the organization shall be elected by the Board of Trustees and be composed of members of the Board of Trustees. Officers shall serve a 1-year term, renewable for no more than 4 consecutive terms. Each Officer shall hold office until their successor has been duly elected and qualified, or until their death, or until they resign, or is removed in the manner hereinafter provided.

4.3 Removal

Any officer may be removed by the Board of Trustees whenever in its judgement the best interests of the organization would be served thereby, but such removal shall be initiated under the guidelines set by Articles 3.6 and 3.7 of this document, and shall be without prejudice to the contract rights, if any, of the person so removed.

4.4 Vacancies

A vacancy in any office may be filled by the Board of Trustees for the unexpired portion of the term.

4.5 Resignation

Any officer may resign at any time by delivering written notice to the President, the Secretary, or the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof. The acceptance of such resignation shall not be necessary to make it effective

4.6 Powers and Duties

The powers and duties of the officers shall be as provided from time to time by resolution or other directive of the Board of Trustees.

ARTICLE FIVE CONTRACTS, LOANS, CHECKS, AND DEPOSITS

5.1 Contracts

The Board of Trustees may authorize any officers, agents, and/or Staff to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances.

5.2 Loans

No loans shall be contracted on behalf of the organization and no evidences of indebtedness shall be issued in its name unless authorized by a resolution approved by a vote of the Board of Trustees under the terms of article 3.6 of this document. Such authority may be general or confined to specific instances.

5.3 Checks, Drafts, or Orders

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the organization shall be signed by such officers, agents, and/or staff members of the organization, and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

5.4 Deposits

All funds of the organization not otherwise employed shall be deposited from time to time to the credit of the organization in such banks, trust companies, or other depositories as the Board of Trustees may select.

ARTICLE SIX ADMINISTRATIVE PROVISIONS

6.1 Books and Records

The organization shall keep in electronic storage, accessible from the principal or registered office, copies of its current Articles of Incorporation and Bylaws, correct and adequate records of accounts and finances, minutes of the proceedings of its Members and Board, and any minutes which may be maintained by committees of the Board, records of the name and addresses of each Member and Trustee, and of the name and address of each officer, and such other records as may be deemed necessary. All books and records of the organization shall be open at any reasonable time to inspection by any Member of good standing or to a representative of an agency or department acting in an official capacity, with the exception of sensitive matter regarding Member information.

6.2 Rules of Procedures

The rules of procedure at meetings of the Board and committees of the Board shall be determined by the Board of Trustees.

ARTICLE SEVEN
OPERATIONAL LEADERSHIP TEAM

7.0 The Board of Trustees shall hire or appoint individuals to serve as operational leadership. The quantity of individuals, their duties and responsibilities, and their compensation is at the discretion of the Board of Trustees. These individuals may be employees or volunteers, at the discretion of the Board of Trustees.

ARTICLE EIGHT
FISCAL YEAR

8.0 The fiscal year of the organization shall begin on the 1st day of October of each year and end at midnight on the 30th day of September of the next year.

ARTICLE NINE
WAIVER OF NOTICE

9.0 Whenever any notice is required to be given to any Member or Trustee of the organization under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE TEN
AMENDMENTS

10.0 These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Trustees at any regular or special meeting of the Board and shall be subject to the approval or disapproval of the Members in a regular or special election of the members.