



LAWRENCE UNCHAINED BICYCLE CORP

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ARTICLE I NAME AND PURPOSE

1.1 Name

The name of the organization is Lawrence Unchained Bicycle Corp, hereinafter "Corporation".

1.2 Purpose

The Corporation is organized as a Kansas not-for-profit corporation and shall be operated exclusively for charitable, religious, educational, and/or scientific purposes as described in Section 501(c)(3), or any future section, of the Internal Revenue Code, and will include the following activities:

The Corporation's goals consist of the promotion of self-reliance, sustainability, and healthful living in Lawrence, Kansas. The Corporation's goals shall be achieved by recycling, repurposing, and distribution of bicycles; advocacy of the legal and safe use and maintenance of bicycles for transportation, recreation, sport and competition; and the education of members of the Lawrence, Kansas community as to such use.

ARTICLE II
AUTHORITY AND DUTIES OF DIRECTORS

2.1 Authority of Directors

The Board of Directors (the “Board”) is the policy-making body and may exercise all the powers and authority granted to the Corporation by law, as stated in these Articles, and as may be amended by the Board.

2.2 Number, Selection, and Tenure

The Board shall consist of not less than three (3) and not more than eleven (11) directors. The Board shall be those Officers and Officers-elect elected by a majority of the Members and those Directors which may be appointed by the elected Board members. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the remaining Directors. In the event of a tie vote, the President shall choose the succeeding Director. A Director elected to fill a vacancy shall be elected for the unexpired term of that Director’s predecessor in office.

2.3 Terms of Service

Terms of service of Directors shall be two (2) years.

2.4 Regular Meetings

The Board of Directors shall hold at least four (4) regular meetings per calendar year. Meetings shall be at such dates, times and places as the Board shall determine.

2.5 Annual Membership Meeting

The Board shall hold an Annual Membership Meeting once a year. Corporation Members in attendance will vote for nominated Directors. See Article VII: Corporation Membership.

2.6 Notice of Regular Meetings

Notice for Regular Meetings shall be emailed, mailed, telephoned or sent directly by use of other means such as social media to each member of the Board not less than forty-eight (48) hours before such meeting. Additionally, notice to the non-Board members and the public will be provided either on the website, social media outlets or posted publicly at the Corporation's shop not less than forty-eight (48) hours before such meeting.

2.7 Special Meetings

Meetings shall be at such dates, times and places as the Board shall determine.

2.8 Notice of Special Meetings

Special Meetings may be called by the President or at the request of any three (3) directors by notice emailed, mailed, telephoned or direct contact by use of other means such as social media to each member of the Board not less than forty-eight (48) hours before such meeting.

2.9 Quorum

A quorum shall consist of a majority of the Board attending in person or through teleconferencing. All decisions shall be by majority vote of those present at a meeting at which a

quorum is present. If less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting on occasion without further notice.

2.10 Voting

Each Director shall be entitled to one vote, which shall be cast in person or by teleconference at the time of the meeting.

2.11 Action Without a Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if a simple majority of the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

2.12 Self Dealing

No director shall use confidential information gained by reason of being a director for personal gain to the detriment of the Corporation.

2.13 Participation in Meeting by Conference Telephone

Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

2.14 Committees

The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees of the Board composed of at least two (2) persons which, except for an Executive Committee, may include non-Board members. The Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, activities of the Corporation.

2.15 Reimbursement

Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation up to \$100. Reimbursement of amounts greater than \$100 require prior approval by a quorum of the Board of Directors. Directors, as members of the Corporation, shall receive the same benefits as any member.

ARTICLE III

AUTHORITY AND DUTIES OF OFFICERS

3.1 Officers

The officers of the Corporation shall be a President, a Vice-President, a Business Manger, a Treasurer, a Shop Manager, and such other officers as the Board of Directors may designate. Any two (2) or more offices may be held by the same person, except the office of President with any other office in the Corporation.

3.2 Appointment of Officers

The officers of the Corporation shall be elected by the Membership of the Corporation at the Annual Members Meeting, or, in the case of vacancies, by the Board as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors.

3.3 Terms of Office

Terms of office shall consist of one year as Officer-elect followed by one year as Officer. Officers shall be eligible for reappointment. Reappointed Officers shall serve on the Board immediately without serving as Officer-elect.

3.4 Resignation

Resignations are effective upon receipt by the President, the Vice-President or the Business Manager of the Corporation of written notification.

3.5 Removal

An officer may be removed by the Board of Directors at a meeting, or by action in writing pursuant to Section 2.10, whenever in the Board's judgment the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

3.6 President

The President shall be a director of the Corporation and will preside at all meetings of the Board of Directors. The President shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors.

3.7 Vice-President

The Vice-President shall be a director of the Corporation and will preside at meetings of the Board of Directors in the absence of or request of the President. The Vice-President shall perform other duties as requested and assigned by the President, subject to the control of the Board of Directors.

3.8 Business Manager

The Business Manager shall be a director of the Corporation and shall keep the minutes of all meetings of the Board of Directors in the books proper for that purpose. The Business Manager shall have charge of the other books, records and papers of the Corporation and shall see to it that statements and other documents that are required by law are properly kept and filed. The Business Manager shall set up and maintain a roster of the Corporation's members. The Business Manager will be responsible for maintaining access to communication outlets through mail, email, web site, social media, etc., for communication of meetings and other Corporation business to the members.

3.9 Treasurer

The Treasurer shall be a director of the Corporation. The Treasurer shall report to the Board of Directors at each regular meeting on the status of the Corporation's finances. The Treasurer may

sign, along with the President or Vice President, or other designated officer or director, in the name and on behalf of the Corporation, any contracts or agreements or other documents authorized by the Directors. At least two (2) officers or directors are required for signing contracts. The Treasurer shall have the custody of all funds and property subject to such regulations as may be imposed by the Board and by law.

3.10 Shop Manager

The Shop Manager shall be a director of the Corporation. The Shop Manager shall be responsible for the safe and effective repair of bicycles owned by the Corporation, and shall maintain inventories of tools and supplies necessary for that purpose. The Shop Manager shall also educate others in the safe and effective repair of bicycles. The Shop Manager shall be responsible for volunteer management and conflict resolution.

ARTICLE IV INDEMNIFICATION

The Corporation has the power to indemnify and hold harmless any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a director, officer, or employee of the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by the director, officer, or employee in connection with the defense or settlement of such action, suit or proceeding or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such director, officer, or employee is liable for willful negligence in the performance of his duties. The Board has the sole and exclusive right to determine whether a party is entitled to indemnification, pursuant to these bylaws. The Corporation may purchase and maintain insurance that protects the Director or Officer from any loss or expense associated with the Director or Officer's simple negligence or misconduct in performing corporate duties or in his or her position or role as a Director or Officer.

ARTICLE V ADVISORY BOARDS AND COMMITTEES

5.1 Establishment

The Board of Directors may establish one or more Advisory Boards or Committees.

5.2 Size, Duration, and Responsibilities

The size, duration, and responsibilities of such boards and committees shall be established by a majority vote of the Board of Directors.

ARTICLE VI FINANCIAL ADMINISTRATION

6.1 Fiscal Year

The fiscal year of the Corporation shall be January 1 – December 31 but may be changed by resolution of the Board of Directors.

6.2 Checks, Drafts, Etc.

All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

6.3 Deposits and Accounts

All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

6.4 Investments

The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VII

CORPORATION MEMBERSHIP

7.1 Membership Restrictions

Membership shall be open to all individuals without restriction or prejudice.

7.2 Membership Dues

A member ("Member") shall be defined as those participants who have paid annual dues as periodically determined by the Board. Dues shall take the form of either a dollar amount paid to the Corporation or a set number of hours of volunteer work. Annual year ("Annual Year") for the purposes of membership dues is defined as the period beginning with the day of the year on which annual dues are paid in full by the Member until one year after that date.

7.3 Membership Voting

Each Member shall be entitled to one vote for those matters submitted for a vote to the membership, including the annual election of Directors at the annual meeting of the Members ("Annual Member Meeting"). Any Member may submit agenda items to be considered by the Board of Directors or for consideration at any meeting of the membership. The Board may establish reasonable procedures for such submissions, such as form, electronic or advance notice.

ARTICLE VIII
PROHIBITED ACTIVITIES

8.1 Private Inurement

No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to, its directors, officers, members or other private persons, except that the organization will be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its tax exempt purposes.

8.2 Lobbying and Political Activities

No substantial part of the activities of the Corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation, except as authorized by a resolution adopted by the Board. The Corporation will not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

8.3 Actions Jeopardizing Tax Status

Notwithstanding any other provision of these Bylaws, the Corporation will not carry on any other activities not permitted to be carried on by an organization exempt from federal income taxes under 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States internal revenue law).

ARTICLE IX
ORGANIZATION AND PERSONNEL POLICIES

9.1 Purpose

The purpose of these policies is to provide guidance and protect the Corporation and its members with respect to handling situations that may occur within the organization. Upon approval by the Board the following policies will be accepted and adopted in separate documents.

9.2 Conflict of Interest Policy

The purpose of this policy is to provide guidance to the Corporation when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director or staff person of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

9.3 Whistleblower Policy

The purpose of this policy is to protect the Corporation and its employees from retaliating against employees for reporting violations during employment related activities.

9.4 Document Retention and Destruction Policy

The purpose of this policy is to provide guidance to the Corporation on how to retain records and documents, how long to retain records and documents, when records and documents should be destroyed and how to properly destroy records and documents.

ARTICLE X
DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall distribute the remaining assets (after payment of the Corporation's liabilities) for one or more exempt purposes as defined in Internal Revenue Code Section 501(c)(3) (or corresponding section of any future Federal tax code) as follows:

To the federal, state, or local government for a public purpose;

To another organization exempt under Internal Revenue Code Section 501 (c)(3), contributions to which are deductible under Internal Revenue Code Section 170(c)(2), provided the distributee organization is at all relevant times a public charity described in Internal Revenue Code Section 509 (or the corresponding section of any future Federal tax code).

ARTICLE XI
AMENDMENT OF BYLAWS

These Bylaws may be amended by a majority vote of the Board of Directors, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting pursuant to Section 2.10.

Adopted on 7 July 2014

Signed:



Lisa K Hallberg, [Board Member, Officer]