

**BYLAWS**

**OF**

Santa Barbara Bicycle Coalition

**A California Nonprofit Public Benefit Corporation**

Amended June 01, 2021

eff: June 30, 2021 with filing of COAST-SBBIKE Merger Agreement

**Incorporated: May 11, 1995**

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**BYLAWS  
OF  
Santa Barbara Bicycle Coalition**

**A California Nonprofit Public Benefit Corporation**

**ARTICLE I.  
NAME**

The name of this corporation is **Santa Barbara Bicycle Coalition** (“Corporation”).

**ARTICLE II.  
OFFICES**

**Section 2.1 Principal Office.**

The Board of Directors (the “Board”) shall fix the location of the principal office of the Corporation within the County of Santa Barbara, State of California. The Board may change the principal office from one location to another in the State of California, in its discretion. Any such change of location shall be noted in the minutes of the Board and shall not require any amendment to these Bylaws.

**Section 2.2 Other Offices.**

The Board may, at any time, establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

**ARTICLE III.  
PURPOSES AND LIMITATIONS**

**Section 3.1 General Purposes.**

This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable purposes. This Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of

1986 (as amended) (the “Code”). Notwithstanding any other provision of these Bylaws, this Corporation shall not, except to an insubstantial degree, carry on or engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code; or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

### **Section 3.2 Specific Purposes.**

Within the context of the general purposes stated above, the specific purposes of this Corporation shall be to act as an advocacy and resource organization that promotes walking, bicycling, and public transit throughout Santa Barbara County to create healthy, sustainable, and equitable communities.

### **Section 3.3 Limitations.**

This Corporation has been formed under the California Nonprofit Corporation Law for the purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials for the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any public political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal taxation under Section 501(c)(3) of the Code or the California Nonprofit Public Benefit Corporation Law.

### **Section 3.4 Dedication of Assets.**

The properties and assets of this Corporation are irrevocably dedicated to the fulfillment of the purposes of this Corporation. No part of the net earnings, properties or assets of this Corporation, upon dissolution or otherwise, shall inure to the exclusive benefit of any private person or individual, or to any director or officer of this Corporation, except in fulfillment of said purposes. On liquidation or dissolution of the Corporation, its assets remaining after payment, or the provision for payment, of all debts and liabilities of this Corporation shall be distributed to one or more non-profit fund, foundation or corporation selected by the Board of Directors which are generally aligned with the Corporation’s mission statement and purpose and organized and operated exclusively for charitable purposes and has established its tax exempt status under Section 501(c)(3) of the Code.

**ARTICLE IV.  
MEMBERS**

**Section 4.1 No Members.**

This Corporation shall have no voting members within the meaning of the Corporation Code of the State of California.

**Section 4.2 Effect of Lack of Members.**

Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval by the Board. All rights that would otherwise vest under the laws of the State of California in the members shall vest in the Directors of the Corporation.

**ARTICLE V.  
DIRECTORS**

**Section 5.1 Powers.**

**a. General Corporate Powers.**

Subject to the provisions and limitations of the California Nonprofit Corporation Law and any other applicable laws, and any limitations of the Articles of Incorporation and of these Bylaws, the activities and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

**b. Specific Powers.**

Without prejudice to these general powers, but subject to the same limitations, the Directors shall have the power to:

(1) Appoint and remove, at their sole discretion, all officers, agents and employees of the Corporation; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws; and fix their compensation and require from them security for faithful performance of their duties.

(2) Change the principal office in the State of California from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency or country and conduct its activities within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting.

(3) Adopt, make and use a corporate seal, and alter the form of the seal.

(4) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the purposes of the Corporation, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt.

(5) Invest, or cause to be invested, assets of the Corporation in accounts, properties and other capital assets.

**Section 5.2 Authorized Number of Directors and Restrictions on Interested Persons as Directors.**

**a. Authorized Number.**

The Board shall consist of at least five (5) Directors and no more than fifteen (15) Directors until changed by amendment to these Bylaws. The exact number of Directors shall be fixed, within the limits specified, by a resolution duly adopted by the Board from time to time. Collectively, the Directors shall be known as the Board of Directors.

**b. Selection.**

The Board shall be selected as follows:

(1) **Initial Directors.** The initial Directors shall be those elected by the incorporator named in the Corporation's Articles of Incorporation, and shall serve up to three (3) years and until his or her successor is selected and qualified.

(2) **Subsequent Directors.** At the expiration or earlier termination of the terms of office of the initial Directors, their successors shall be chosen by a two thirds ( $\frac{2}{3}$ ) vote of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director. Whenever possible, Directors will reflect the demographics of the communities served.

**c. Restrictions on Interested Persons as Directors.**

Not more than forty-nine percent (49%) of the persons serving on the Board may be “interested persons.” An interested person is (i) any person being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full- or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a Director as member of the Board; and (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of such person. Notwithstanding the foregoing, any violation of the provisions of this Section 5.2.c. shall not affect the validity or enforceability of any transaction entered into by the Corporation. A Director may not participate in any vote on any proposed transaction with another organization or entity of which such Director is also an employee, principal or director.

### **Section 5.3 Election and Term of Office of Directors.**

Directors shall be elected at each annual meeting of the Board, but if such annual meeting is not held or if Directors are not elected therein, the Directors may be elected at any special meeting of the Board held for that purpose. Voting for Directors shall be by voice or ballot, provided that any election of Directors must be by ballot if demanded by any Director before the voting begins. There shall be no accumulation of votes; each current Director shall have one vote in each balloting for each directorship to be filled. The candidate in each balloting receiving the highest number of votes shall be elected. Each Director, including a Director elected to fill a vacancy or elected at a special meeting, shall serve terms of three (3) years and until a successor has been elected and qualified, unless the Director has been removed from office. All Directors shall serve terms arranged so that no more than one-third of the Directors terms shall expire in any year. A Director shall be eligible for election for up to two (2) consecutive terms to a maximum of 6 years with the possibility of reelection after one (1) year off the Board.

### **Section 5.4 Vacancies.**

Vacancies on the Board shall be filled by a two thirds ( $\frac{2}{3}$ ) vote of the remaining Directors.

A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of any of the following:

- a. The death, resignation or removal of any Director;
- b. Three unexcused absences from meetings of the Board during the calendar year by a Director. Absences from a Board meeting shall be excused if the Director notifies the Secretary in advance of the meeting that he or she will be unable to attend. The Secretary shall inform the Director after the second unexcused absence that he or she shall be automatically removed from the Board should another unexcused absence occur;
- c. The declaration by resolution of the Board of a vacancy of an office of a Director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a legally imposed duty of the California Nonprofit Corporation Law;
- d. An increase in the authorized number of Directors; or
- e. The failure of the Directors, at any meeting of the Directors, at which any Director is to be elected, to elect the number of Directors to be elected at such meeting.

### **Section 5.5 Resignation and Removal.**

A Director may resign, which resignation shall be effective on giving written notice to an officer of the Corporation or to the Board generally, unless the notice specifies a



later time for the resignation to become effective. If the resignation of a Director is effective at a future time, the Board may elect a successor to take office when the resignation becomes effective. No Director may resign when the Corporation would then be left without any Director in charge of its affairs. A Director may be removed from office with or without cause by vote of two thirds (2/3) of the Directors then in office, excluding the vote of the Director sought to be removed. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of that Director's term of office.

**Section 5.6 Place of Meeting: Meetings by Telephone.**

Regular meetings of the Board may be held at any place within or outside the State of California that has been designated from time to time upon resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board shall be held at any place within or outside the State of California as has been designated in the notice of the meeting or if not stated in the notice, or if there is no notice, at the principal office of the Corporation. Notwithstanding the above provisions of this Section 5.6, a regular or special meeting of the Board may be held at any place consented to in writing by all of the Directors, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or electronic transmission, so long as each participating Director can communicate with all of the other Directors concurrently and each Director is provided the means of participating in all matters.

**Section 5.7 Annual Meeting.**

The annual meeting of the Directors shall be held in July, at such time fixed by the Board, for the purposes of organization, election of Directors and officers, and the transaction of other business. Notice of this meeting shall not be required.

**Section 5.8 Other Regular Meetings.**

Other regular meetings of the Board shall be held monthly, approximately 10 times per year, without call at such time as shall from time to time be fixed by the Board. Such regular meetings, once designated by the Board may be held without notice.

**Section 5.9 Special Meetings.**

**a. Authority to Call.**

Special meetings of the Board for any purpose may be called by the President, any Vice President, the Secretary or by any two (2) Directors.

**b. Notice.**

Notice of the time and place of special meetings shall be given to each Director

by one of the following methods: (i) by personal delivery, telephone communication or facsimile, email or other electronic means at least 2 days before the time set for the meeting; or (ii) by depositing in first-class mail, postage prepaid at least 4 days before the time set for the meeting. All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the Corporation. The notice shall state the time and place for the meeting and the purpose of the meeting. No other business shall be conducted at the special meeting other than as stated in said notice.

**Section 5.10 Quorum; Act of the Board.**

A majority of the authorized number of Directors shall constitute a quorum for the transaction of business for any meeting. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present, shall be regarded as the act of the Board, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to:

- a. Approval of contracts or transactions in which a Director has a direct or indirect material financial interest;
- b. Appointment of committees; and
- c. Indemnification of Directors.

A meeting at which a quorum is present may continue to transact business, notwithstanding withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

**Section 5.11 Waiver of Notice.**

The transaction of any meeting of the Board, however called and noticed or wherever held, shall be as though it had been taken at a meeting duly held after regular call and notice, if:

- a. A quorum is present; and
- b. Either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed to be given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

**Section 5.12 Adjournment.**

A majority of the Directors present at the meeting, whether or not constituting a quorum, may adjourn any meeting to another time and place.

**Section 5.13 Notice of Adjournment.**

Notice of the time and place of holding an adjourned meeting need not be given unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place shall be given in accordance with section 5.9.b.

**Section 5.14 Action Without Meeting.**

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Said action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consents shall be filed with the minutes of the proceedings of the Board.

**Section 5.15 Compensation of Directors.**

Directors and members of committees of the Board shall serve without compensation, but may otherwise be compensated, directly or indirectly, through contracts or other transactions specifically approved by the Board in advance of such transaction. Directors, at the discretion of the Board, may be reimbursed for expenses incurred for activities of the Corporation, whether or not approved in advance.

**ARTICLE VI.  
COMMITTEES**

**Section 6.1 Committees of Directors.**

The Board may, by resolution adopted by a majority of the Directors then in office, designate one or more committees consisting of two or more Directors, and only of Directors, to serve at the pleasure of the Board. Any member of any committee may be removed, with or without cause, at any time by the Board. Any committee, to the extent provided in the resolution of the Board, shall have all or a portion of the authority of the Board, except that no committee, regardless of any resolution of the Board, may:

- a. Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of all or a majority of the Directors;
- b. Fill vacancies on the Board or on any committee;
- c. Establish or fix compensation of the Directors for serving on the Board or on any committee;
- d. Amend or repeal these Bylaws or adopt new bylaws;
- e. Amend or repeal any resolution of the Board;

f. Create or designate any other committees of the Board or appoint the members of committees of the Board; or

g. Approve any contract or transaction to which the Corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.

**Section 6.2 Executive Committee.**

Pursuant to Section 6.1, the Board may appoint two or more Directors and the President of the Board to serve as the Executive Committee of the Board. The Executive Committee, unless limited by a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Corporation between meetings of the Board; provided, however, that the Executive Committee shall not have the authority of the Board in reference to the matters described in Section 6.1.

**Section 6.3 Compensation Committee.**

At any time this Corporation compensates its President, Treasurer, Executive Director or top management official, the Corporation shall have a Compensation Committee consisting of at least three (3) Directors and exclusively of Directors. Directors who are also employees of the Corporation may not serve on the Compensation Committee. The Compensation Committee shall review the compensation of the President, Treasurer, Vice President(s), Executive Director or top management official and such other officers as the Compensation Committee determines appropriate. Based on its review, the Compensation Committee shall recommend just and reasonable compensation amounts to the Board.

**Section 6.4 Audit Committee.**

At all times that this Corporation is required by applicable law to have an independent audit, or at any time the Corporation voluntarily chooses to do so, the Corporation shall have an Audit Committee consisting of at least two (2) Directors and nonvoting advisors. Directors who are employees of the Corporation or who receive, directly or indirectly, any consulting, advisory, or other compensatory fees from the Corporation (other than for service as Director) may not serve on the Audit Committee. The President and Treasurer, if also Directors, may serve on the Audit Committee only if such persons are volunteers and are not compensated by the Corporation. The Audit Committee shall perform the duties and adhere to the guidelines set forth from time to time by the Board. Members of the Audit Committee shall not receive compensation for their service on the Audit Committee in excess of that provided to Directors for their service on the Board. If the Corporation has a Finance Committee, a majority of the members of the Audit Committee may not concurrently serve as members of the Finance Committee, and the Chair of the Audit Committee may not serve on the Finance Committee.

**Section 6.5 Advisory Committees.**

The Board may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or nondirectors. Advisory committees may not exercise the authority of the Board to make decisions on behalf of the Corporation, but shall be limited to making recommendations to the Board or the Board's authorized representatives and to implementing Board decisions and policies. Advisory Committees shall be subject to the supervision and control of the Board.

**Section 6.6 Meetings and Actions of Committees.**

The Board may adopt rules for the government of any such committee not inconsistent with the provisions of these Bylaws.

*(Note)* The executive director has the right to attend and participate at all meetings of the board, except when the board enters executive session, but shall have no voting powers.

**ARTICLE VII.  
OFFICERS**

**Section 7.1 Officers.**

The officers of the Corporation shall include (1) a President, (2) a Secretary and (3) a Treasurer. The Corporation may also have, at the Board's discretion, one or more Vice Presidents, one or more assistant Secretaries, one or more assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of Section 7.3 of these Bylaws. Any number of offices may be held by the same person, except that neither the Secretary, nor the Treasurer may serve concurrently as the President.

**Section 7.2 Election of Officers.**

The officers of the Corporation, except those appointed in accordance with the provisions of Section 7.3, shall be chosen by the Board. The Board shall make its selection of the officers of the Corporation at its regular July meeting. Each officer shall generally serve for one (1) year subject to reelection and the pleasure of the Board. An Officer shall be eligible for election for up to three (3) consecutive terms to a maximum of three (3) years with the possibility of reelection after one (1) year out of that office

**Section 7.3 Other Officers.**

The Board may appoint or authorize the President or another officer to appoint any other officers that the Corporation may require, each of whom shall have the title, hold the office for

the period, have the authority and perform the duties specified in the Bylaws or determined from time to time by the Board.

**Section 7.4 Removal of Officers.**

Any officer may be removed, with or without cause, by the Board, at any regular or special meeting of the Board, or, except in the case of an officer chosen by the Board, by an officer to whom such power of removal may be conferred by the Board.

**Section 7.5 Resignation of Officers.**

Any officer may resign at any time upon written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

**Section 7.6 Vacancies in Office.**

A vacancy occurring in any office because of death, resignation, removal, disqualification or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office.

**Section 7.7 Responsibilities of Officers.**

**a. President.**

The President shall be elected from the Board of Directors and shall preside at meetings of the Board and shall exercise and perform such other powers and duties as the Board may assign from time to time. Subject to the control and supervision of the Board, the President, if control and supervision are granted, shall be the general manager of the Corporation supervising, directing and controlling the business of the Corporation.

**b. Vice Presidents.**

The Vice Presidents shall be elected from the Board of Directors. In the absence or disability of the President, the Vice Presidents, if any, in order of their rank as fixed by the Board, shall perform all of the duties of the President, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them by the Board or the Bylaws.

**c. Secretary.**

The Secretary shall be elected from the Board of Directors and shall attend to the following:

**(1) Book of Minutes.**

The Secretary shall keep, or cause to be kept, at the principal office or such other place as the Board may direct, a book of minutes of all meetings and actions of the Board and of its committees. The Secretary shall also keep, or cause to be kept, at the principal office in the State of California, a copy of the Articles of Incorporation and Bylaws, as amended to date.

**(2) Notices, Seal and Other Duties.**

The Secretary shall give, or cause to be given, notice of all meetings of the Board and its committees as required by these Bylaws to be given. The Secretary shall keep the seal of the Corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

**d. Treasurer**

The Treasurer shall be elected from the Board of Directors and shall attend to the following:

**(1) Books of Account.**

Keep or maintain, or cause to be kept or maintained, adequate and correct books and accounts of the Corporation's properties and transactions of the Corporation, including accounts of assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements; and send, or cause to be sent, to the Directors such financial statements and reports as are required by law or these Bylaws to be given. The books of account shall be open to inspection by any Director at all reasonable times.

**(2) Deposit and Disbursement of Money and Valuables.**

Deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board; disburse the funds of the Corporation as may be ordered by the Board; render to the President, when requested, an account of all transactions and of the financial condition of the Corporation; and have other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

**(3) Bond.**

If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of

the duties of the office and for restoration to the Corporation of all its books, papers, vouchers, money and other property of every kind in the possession or under the control of the Treasurer upon death, resignation, retirement or removal from office.

**ARTICLE VIII.  
INDEMNIFICATION OF DIRECTORS, OFFICERS,  
EMPLOYEES AND OTHER AGENTS**

**Section 8.1 Definitions.**

For the purpose of this Article VIII,

a. "Agent" means any person who is or was a director, officer, employee or other agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation that was a predecessor association or corporation of this Corporation or of another enterprise at the request of the predecessor corporation.

b. "Proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative.

c. "Expenses" include, without limitation, all attorneys' fees, costs and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys' fees, costs and other expenses incurred in establishing a right to indemnification under this Article VIII.

**Section 8.2 Successful Defense by Agent.**

To the extent that an agent of this Corporation has been successful on the merits in the defense of any proceeding referred to in this Article VIII, or in the defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Section 8.3 through Section 8.5 shall determine whether the agent is entitled to indemnification.

**Section 8.3 Actions Brought by Persons Other Than the Corporation.**

Subject to the required findings to be made pursuant to Section 8.5, below, this Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this Corporation, or by



an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self dealing within the meaning of California Corporations Code, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this Corporation, for all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding.

**Section 8.4 Action Brought by or On Behalf of the Corporation; Claims Settled Out of Court.**

If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this Corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.

**Section 8.5 Claims and Suits Awarded Against Agent.**

This Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or on behalf of this Corporation by reason of the fact that the person is or was an agent of this Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

- a. The determination of good faith conduct required by Section 8.6, below, must be made in the manner provided for in that Section; and
- b. Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

**Section 8.6 Determination of Agent's Good Faith Conduct.**

The indemnification granted to an agent in Section 8.3 and Section 8.4 above is conditioned on the following:

**a. Required Standard of Conduct.**

The agent seeking reimbursement must be found, in the manner provided below, that he or she acted in good faith, in a manner he or she believed to be in the best interest of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent shall not,

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of itself, create a presumption that the person did not act in good faith or in a manner which he or she reasonably believed to be in the best interests of this Corporation or that he or she had reasonable cause to believe that his or her conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his or her conduct was unlawful.

**b. Manner of Determination of Good Faith Conduct.**

The determination that the agent did act in a manner complying with paragraph a., above, shall be made by:

(1) The affirmative vote (or written consent) of a majority of the votes represented and voting at a duly held meeting of the Board at which a quorum of Directors who are not parties to the proceeding is present (which affirmative votes also constitute a majority of the required quorum); or

(2) The court in which the proceeding is or was pending. Such determination may be made on application brought by this Corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application the agent, attorney or other person is opposed by this Corporation.

**Section 8.7 Limitations.**

No indemnification or advance shall be made under this Article VIII, except as provided in Section 8.2 or Section 8.6.b(2), in any circumstance when it appears:

a. That the indemnification or advance would be inconsistent with a provision of the Articles, a resolution of the Board, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

b. That the indemnification would be inconsistent with any condition expressly imposed by a court in approving indemnification.

**Section 8.8 Advance of Expenses.**

Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article VIII.

**Section 8.9 Insurance.**

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this Corporation

would have the power to indemnify the agent against that liability under the provisions of this Section.

**Section 8.10 Fiduciaries of Corporate Employee Benefit Plan.**

This Article VIII does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the Corporation as defined in Section 8.1. Nothing contained in this Article VIII shall limit any right to indemnification to which such a trustee, investment manager or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

**ARTICLE IX.  
CORPORATE RECORDS, REPORTS AND SEAL**

**Section 9.1 Maintenance and Inspection of Articles and Bylaws.**

The Corporation shall keep at its principal business office, the corporate seal and the original or a copy of the Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by officers and Directors at all reasonable times during office hours.

**Section 9.2 Maintenance and Inspection of Other Corporate Records.**

The accounting books and records and minutes of proceedings of the Board and its committees shall be open to inspection upon written demand on the Corporation at any reasonable time, for a purpose reasonably related to such person's interests as a Director.

**Section 9.3 Annual Report.**

The Board shall cause an annual report to be sent to Directors within one hundred twenty (120) days after the close of the Corporation's fiscal year on December 31st. The report shall contain the following information, in appropriate detail, for the fiscal year:

- a. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
- b. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

d. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

e. Any information required by Section 9.4 of these Bylaws.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records. The annual report may be sent by mail, delivery or electronic transmission.

This requirement of an annual report shall not apply if the Corporation receives less than Twenty Five Thousand Dollars (\$25,000) in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors who request it in writing.

#### **Section 9.4 Annual Statement of Certain Transactions and Indemnifications.**

As part of the annual report, or as a separate document if no annual report is issued, the Corporation shall annually prepare and mail, deliver or provide by electronic transmission to each Director a statement of any transaction or indemnification of the following kind within one hundred twenty (120) days after the end of the Corporation's fiscal year:

a. Any transaction (i) in which the Corporation, its parent or its subsidiary was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than Fifty Thousand Dollars (\$50,000), or was one of a number of transactions with the same interested person involving, in the aggregate, more than Fifty Thousand Dollars (\$50,000). For this purpose, an "interested person" is either of the following:

(1) Any Director or officer of the Corporation, its parent or subsidiary (but mere common Directorship shall not be considered such an interest); or

(2) Any holder or more than ten percent (10%) of the voting power of the Corporation, its parent or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

b. Any indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the fiscal year to any officer or Director of the Corporation under these Bylaws.

**ARTICLE X.  
CONSTRUCTION AND DEFINITIONS**

**Section 10.1 Construction and Definitions.**

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a corporation and a natural person.

**Section 10.2 Electronic Transmission.**

Subject to any guidelines and procedures that the Board may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions, such as facsimile or e-mail, provided (a) for electronic transmissions from the Corporation, the Corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (b) for electronic transmissions to the Corporation, the Corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (c) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

**ARTICLE XI.  
AMENDMENTS**

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by a two-thirds vote of the Directors present at any duly noticed regular meeting or special meeting or by unanimous written consent of all Directors, except as otherwise provided herein.

**CERTIFICATE OF SECRETARY**

I, the undersigned, hereby certify:

1. That I am the duly elected and acting Secretary of Santa Barbara Bicycle Coalition, a California Nonprofit Public Benefit Corporation.

2. That the foregoing Bylaws, consisting of eleven (11) articles and twenty one (21) pages, including the cover sheet and this certification page, constitute the Bylaws of this Corporation as duly adopted by the Written Consent Action at a meeting of the Board of Directors held on June 01, 2021.

**IN WITNESS WHEREOF**, I have subscribed my name and affixed the seal of the Corporation this 1st day of June, 2021.



Nancy Mulholland, Secretary