

Community Bike Works

A Pennsylvania Nonprofit Corporation

Bylaws

Article I. Organizational Purpose & Values

1. **Mission Statement.** Community Bike Works teaches life lessons through bicycles to the young people of Allentown and the Lehigh Valley who could benefit most.
 - a. We offer high-quality mentoring programs that use bicycles and books to connect youth with adult and peer mentors who can teach them skills that help them succeed.
 - b. In order to help students reach their full potential, we offer additional resources and partner with organizations to help strengthen students' families and the community.
 - c. In all we do, we seek to give students and families a meaningful voice in our work. We strive to be an organization of racial and economic justice and equality, not charity.
2. **Purposes.** The purposes of Community Bike Works are exclusively charitable as set forth in the Articles of Incorporation. In pursuing such purposes, the organization shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Article II. Organizational Structure & Decision Making

1. **Statement of Intention.** At Community Bike Works, our intent is for decisions to be made transparently, and by people closest to the impact of those decisions. We seek to center the voices of our students, their authentic needs, and our work to build an equitable community. We seek to apply an inclusive, intersectional racial equity lens to all issues. Decisions made by the Board will be made with, not for, students and staff. To this end, Community Bike Works will employ a Board committee structure and will support a Youth Advisory Council. The input of the appropriate Board committee and of the Youth Advisory Council should be considered as organizational decisions are made.
2. **Board Committees.** When possible, an issue will come to the Board for consideration only after it is agreed to at the committee level, and once the Youth Advisory Council has had the opportunity to provide input. Further, we aim to arrive at organizational decisions using an informal consensus structure, in which impacted participants have had meaningful opportunity to discuss, in partnership with the Board, decisions that need to be approved by the Board. This Board committee structure is not intended to insert the Board in day-to-day operations of the organization. The Board supports the organization as an entity, and individual Board members may not obligate the organization on behalf of the Board. The Board is committed to understanding and respecting decisions made by staff, including those related to personnel, program management, and budget implementation.
 - a. **Committee Composition.** Committees of the Board will include at minimum one (1) Board member, one (1) staff member, and one (1) student, and may also include community members. Committees comprised of all-white members or members without lived experience in the communities served by Community Bike Works will be strongly discouraged.

b. **Non-Board Committee Membership.** Members of the community who are not members of the Board are encouraged to serve on committees. Committee members who are not Board members will not have voting rights on the Board and may not obligate the organization for the expenditure of funds or other commitments.

c. **Standing Governance Committee.** A standing Board governance committee will have the responsibility of identifying community members for potential Board membership, reviewing nominations to the Board, facilitating biannual Board evaluations, and tracking Board terms. This committee will also initiate the bylaws review every three (3) years from adoption of the bylaws. The Board governance committee will include at minimum two (2) Board members; two (2) staff members, one of whom is the Executive Director and one of whom identifies as Black, Indigenous, or a Person of Color (BIPOC); and one student.

d. **Additional Committees.** Additional Board committees will be organized as needed.

Article III. Board Role & Operations

1. **Role of the Board.** The Community Bike Works Board acts as advisers, consultants, and encouragers to the Executive Director/Deputy Director and staff of Community Bike Works, and as ambassadors for the organization in the community. The Board serves to safeguard the organization's integrity of our stated purpose and values by maintaining fiduciary responsibility and ensuring that the organization is:

- a. meeting all legal obligations, both state and federal;
- b. setting and meeting financial goals to ensure the viability of the organization;
- c. doing what we have committed to, in conscience with our values; and
- d. accountable to the community we serve.

2. **Board Membership.** Community Bike Works is committed to a Board that is racially and ethnically diverse, inclusive, and that prioritizes lived experience in the community, including as parents of Community Bike Works students and former Community Bike Works students. In upholding our commitment at Community Bike Works of being racially and ethnically diverse, we intend to stay as true as possible in having a Board equally made up of people from all backgrounds, including BIPOC members of the community. All Board members should have a commitment to racial equity, gender equity, support for LGBTQ students, students with disabilities, and a commitment to work as partners with staff and students to achieve the organization's mission.

a. **Number of Board Members and Qualifications.** The Community Bike Works Board will consist of a maximum of twenty (20) and a minimum of eight (8) members. Each Board member shall be an individual of at least 18 years of age, who need not be a resident of Pennsylvania, and will complete a background check and be found to be eligible to work with children as per PA law.

b. **Nominations.** Potential Board members may express interest to the Executive Director or another member of the Governance Committee. In general, potential Board members should have a pre-existing relationship with Community Bike Works as a committee member or volunteer.

c. **Elections.** The governance committee will consider candidates and present nominations to the full Board at a regular meeting. The candidate will be invited to

attend that meeting and the full Board will vote on their nomination at the next meeting. The new Board member's term shall begin immediately upon a vote of approval pursuant to the voting rules set forth in these bylaws. Elections shall be held on a rolling basis. To the extent possible, an equal number of terms should expire each year.

d. **Vacancies.** If a member of the board leaves mid-term for any reason, then the remaining members of the Board may select a person to serve on the Board for the remainder of that term.

e. **Term Limits.** Board terms are three (3) years. Board members will serve a maximum of three (3) terms and will then rotate off for at least one (1) year. Members may be involved in committee activities during their time off the Board.

f. **Removal.** Any Board member may be removed for failure to fulfill obligations, by a vote of the majority of Board members in compliance with these bylaws, provided that written notice of the intention to consider removal be provided to the Board member facing removal and such notice included in the minutes of the meeting at which the vote is taken. Failure to attend three (3) Board meetings in a calendar year without advanced communication shall constitute a failure to fulfill obligations.

g. **Resignation.** Any Board member may resign by submitting written resignation to the President or, if the resigning member is the President, to all other Board members.

3. **Officers.** Community Bike Works officers will include a President, Treasurer, and Secretary, and may include a Vice President.

a. **Term.** Terms shall be two (2) years and will begin in January of even-numbered years, or as soon thereafter as possible, with elections occurring at the immediately preceding Board meeting. To support organizational continuity, a Board member's term may be extended for up to two (2) years to allow them to serve as an officer of the Board.

b. **Removal.** Any officer may be removed for failure to fulfill obligations of their office, by a vote of the majority of Board members in compliance with these bylaws, provided that written notice of the intention to consider removal be provided to the Board officer facing removal and such notice included in the minutes of the meeting at which the vote is taken.

c. **Resignation.** Any officer may resign their position by submitting written resignation to the President or, if the resigning member is the President, to all other Board members.

d. **Vacancies.** If the position of any officer becomes vacant, the remaining members of the Board may select a person to serve in the position for the remainder of the term.

e. **Authority and Duties.**

i. The President shall preside at all meetings of the Board and Executive Committee; shall generally supervise the business of Community Bike Works; and shall execute documents on behalf of the organization. The President shall ensure that committees positions are filled. The President shall be an ex-officio member of every committee.

- ii. A Vice President shall preside at Board meetings when the President is not available, and shall have such powers and perform such duties as the Board may prescribe or as the President may delegate.
- iii. The Secretary shall assure that minutes are prepared and maintained for all meetings of the Board; shall assure that appropriate notice is given for all meetings of the Board; and shall perform such other duties as may be prescribed by the Board or by the President.
- iv. The Treasurer shall ensure that accurate accounts of the receipts and disbursements of the Corporation are maintained; shall cause financial reports to be provided to the Board as requested, but not less than once a year; and shall perform such other duties as may be prescribed by the Board or by the President.

4. **Meetings.** Board meetings will be designed to foster transparency and allow for discussion and decision-making that centers the voices of our students, their authentic needs, and our work to build an equitable community.

a. **Regular Board Meetings.** The Board will meet six (6) times per year or as needed, but not less than four (4) times a year. The Board will generally meet in January, March, May, June, September, and November, and generally at 6 pm on the second Monday of the month. No further notice of regular meetings of the Board shall be required.

b. **Telephone and Electronic Participation.** Meetings may be held and/or Board members may participate by means of a conference or similar communications equipment through which all persons participating can hear each other at the same time. Participation by such means shall constitute in-person presence of the Board member at the meeting.

c. **Annual Meeting.** The June meeting will constitute the annual meeting of the Board. If the June meeting is not held, then the annual meeting shall be held at a time and place determined by the Board President and/or other officers.

d. **Special meetings.** Special meetings may be called by the President or by one-third of the Board at any time. At least five (5) days' written/electronic notice will be provided to the Board, stating the time, place and purpose of the meeting.

5. **Voting.** For decisions that require Board approval, we strive to arrive at consensus through a strong committee structure, input from the Youth Advisory Council, additional input of staff and students as appropriate, and a culture that encourages that objections and concerns be shared early in the decision-making process. While we make allowances here for cases in which actions may need to be taken with less than unanimous agreement, it is our intent that voting become a rather proforma recognition of the consensus we've already built together.

a. **Quorum.** A majority, fifty percent (50%) plus one (1), of the total members of the Board will constitute a quorum for the transaction of business at any meeting of the Board.

b. **Majority Rule.** Decisions of the Board shall be by vote of the majority of those present as long as a quorum is reached. A majority vote is defined as fifty percent (50%) plus one (1) of those present. No votes shall be cast by proxy.

c. **Telephone and Electronic Participation.** At any convened meeting, votes may be cast by means of a conference or similar communications equipment through which all persons participating can hear each other at the same time.

d. **Voting Without a Meeting.** Any action which may be taken at a meeting of the Board may be taken without a meeting if a written consent or consents setting forth the action so taken shall be submitted by all of the Board members in office and shall be filed with the Secretary.

6. **Policies.** The Board shall adopt policies dealing with conflicts of interest, whistleblower protection, document retention and destruction, and Board orientation and evaluation.

Article IV. Youth Advisory Council

1. **Purpose of the Youth Advisory Council.** As part of our work to center the voices of our students, Community Bike Works will establish and support a Youth Advisory Council. The Youth Advisory Council will have an opportunity to review and comment on major decisions before the Board votes on those decisions. The Youth Advisory Council will also develop youth-led projects in support of the mission.

2. **Regular Meetings of the Youth Advisory Council.** Meetings of the Youth Advisory Council will generally be held once a month, but not less than six (6) times per year. In months where there is a Board meeting, Youth Advisory Council meetings will generally be held the Friday before the Monday Board meeting. The Youth Advisory Council may meet online or in person.

3. **Review of Matters Before the Board.** At the Youth Advisory Council meeting before the Board meeting, the Executive Director or Board liaison will review for the Youth Advisory Council the Board meeting agenda and any decisions to be made. The Youth Advisory Council will be presented with pertinent information related to upcoming decisions, and their input will be reported to the Board at its meeting and in advance of any vote.

4. **Composition of Youth Advisory Council.** Youth Advisory Council will be composed of at least five (5) students, and no more than ten (10) students. The number of students on the Council from each location will reflect the proportion of students present at that Community Bike Works location. In the first year, no more than four (4) students will represent Franklin Park-Allentown, no more than three (3) students will represent Keck Park-Allentown, and no more than two (2) students will represent Easton.

5. **Eligibility to Serve on Youth Advisory Council.** The Youth Advisory Council will be composed of students who have completed at least one semester of Youth Leadership, and who are elected to Youth Advisory Council. Students will be eligible for Youth Advisory Council membership as long as they are still in high school or actively earning their GED, and the summer after high school graduation.

6. **Election Process.** Elections to Youth Advisory Council will take place the first week in August, or as soon as possible thereafter. Any student, staff, or volunteer who has spent at

least twelve (12) hours in that facility's programs within the preceding year and before the date of the vote will be eligible to vote in Youth Advisory Council elections at their primary location.

7. **Terms of Youth Advisory Council.** Youth Advisory Council terms will begin on September 1 and end on August 31. Youth Advisory Council members are eligible to run for more than one term.

8. **Relationship with Board and Staff.** Youth Advisory Council members will elect at least one (1) member and not more than two (2) members to be their liaison to the staff and Board, who shall be entitled to attend Board meetings. Every member of the YAC will have the opportunity throughout the year to attend a Board meeting. Additionally, one (1) staff and one (1) Board member will be appointed as liaisons to the Council, who shall be entitled to attend Youth Advisory Council meetings. Staff and Board liaison appointments will be made through consensus with the students, the Executive Director, and the Board President. Students will run Youth Advisory Council meetings and make decisions autonomously in ways that further the mission of the organization.

9. **Youth Advisory Council Policies.** The Youth Advisory Council may as needed develop policies and procedures around the operation of the Youth Advisory Council, including participant orientation and training, voting, and evaluation of the Youth Advisory Council. The Youth Advisory Council does not need approval of the Board to adopt operating policies and procedures.

Article V. Amendments

1. **Articles of Incorporation.** The Articles of Incorporation of the Corporation may be amended only by a majority of the Board at any duly convened meeting of the Board after not less than 10 days written notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

2. **Bylaws.** The bylaws may be amended by a majority of the Board at any duly convened meeting of the Board or, to the extent not prohibited by law, by vote of the majority of all Board members in office at a duly convened meeting of the Board, after at least five (5) days' written/electronic notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

Article VI. Legal Considerations

1. Personal Liability of Board Members.

a. **General Rule.** A Board member shall not be personally liable for monetary damages as a Board member for any action taken, or any failure to take any action, unless (1) the Board member has breached or failed to perform the duties of Board member in accordance with Pennsylvania law; and (2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

b. **Exceptions.** The foregoing provision shall not apply to (1) the responsibility or liability of a Board member pursuant to any criminal statute or (2) the liability of a Board member for the payment of taxes pursuant to local, state or federal law.

2. **Indemnification.** The Corporation shall indemnify any officer, Board member, or employee who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative

(and whether or not by, or in the right of, the Corporation) (a “Proceeding”), by reason of the fact that such person is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another domestic or foreign corporation for-profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such Proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal Proceeding, had no reason to believe such conduct was illegal; provided, however, that no person shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of the Corporation, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Corporation is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

a. **Procedure.** Unless ordered by a court, any indemnification under these bylaws or otherwise permitted by law shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made:

- i. by the Board by a majority vote of a quorum consisting of Board members who were not parties to the action or Proceeding; or
- ii. if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Board members so directs, by independent legal counsel in a written opinion.

b. **Advancement of Expenses.** The Corporation shall advance expenses incurred by an officer or Board member who may be eligible for indemnification pursuant to this Article in defending a Proceeding unless such Proceeding is brought against the person by or in the right of the Corporation, and may advance such expenses in any case in which it decides indemnification may be appropriate, in advance of the final disposition of such Proceeding, upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

c. **Continuing Right to Indemnification.** The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer or Board member and shall inure to the benefit of the heirs, executors and administrators of such person.

d. **Other Rights.** This Article shall not be exclusive of any other right which the Corporation may have to indemnify any person as a matter of law.

3. Definitions.

- a. **Written.** Whenever a written document or written action is required by these bylaws, it shall be sufficient if such document is provided or action is taken in Record Form.
 - b. **Record Form.** "Record Form" means inscribed on a tangible medium or stored in an electronic or other medium and retrievable in perceivable form. An e-mail shall be considered Record Form.
 - c. **Sign or Signature.** Whenever these bylaws require a signature or a signed document, it shall be sufficient if the person signing acts with present intent to authenticate or adopt information in Record Form and (1) manually signs or adopts a tangible symbol or (2) attaches to, or logically associates with, information in Record Form an electronic sound, symbol or process.
4. **Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June.
5. **Headings.** In interpreting these bylaws, the headings of articles shall not be controlling.
6. **Corporate Seal.** The Corporation shall not adopt a corporate seal. The signature of an authorized officer of the Board under the name of the Corporation shall be legal and binding.
7. **Notice and Waiver of Notice.**
 - a. **Notice.** Whenever notice is required to be given to any person, it shall be given to such person either personally or by sending a copy thereof by first class or express mail, postage prepaid, or courier service, charges prepaid, to the person's address appearing on the books of the Corporation, or in the case of Directors, supplied by that person to the Corporation for the purpose of notice, or by facsimile transmission, e-mail or other electronic communication to the person's facsimile number or address for e-mail or other electronic communications supplied by the person to the Corporation for the purposes of notice. Notice by mail or courier shall be deemed to have been given when deposited in the United States mail or with a courier service for delivery. Notice by facsimile, email or other electronic communication shall be deemed to have been given when sent. Such notice shall specify the day, hour and geographic location, if any, of the meeting and any other information which may be required by the Act or these bylaws.
 - b. **Waiver of Notice.** Any required notice may be waived by written consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.
8. **Offices.** The registered office of the Corporation shall be at such location in Pennsylvania as the Directors may from time to time determine. The Corporation may also have offices at such other places as the Directors may select and the business of the Corporation shall require.

Adopted March 14, 2022