

BYLAWS FOR THIRD HAND BICYCLE COOPERATIVE

AN OHIO NON-PROFIT CORPORATION

ARTICLE I: Organization

These bylaws govern the affairs of Third Hand Bicycle Cooperative, Inc., a nonprofit corporation incorporated under the laws of the State of Ohio.

ARTICLE II - PURPOSE

Third Hand Bicycle Cooperative (hereafter THBC) is organized and 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.

The Corporation is organized as an Ohio not-for-profit corporation and shall be operated and will include the following activities:

- To promote cycling as safe, affordable, and environmentally responsible transportation.
- To provide community members with the facilities and tools, as well as the skills and knowledge to help make cycling an integral part of their daily lives.
- To provide opportunities for volunteering; donating; repairing and maintaining bicycles; and interacting with other cyclists.

ARTICLE III - STRUCTURE/MEMBERSHIP

Third Hand Bike Cooperative is composed of a large supporter/volunteer base, part of which, through particular levels of participation will serve as the Coordinators and Board of Facilitators. The Coordinators will choose by consensus a Board of Facilitators to act on the intent of the organization, and the Coordinators ensure day-to-day operations.

SUPPORTERS/VOLUNTEERS

Anyone who contributes to THBC in any way is a supporter/volunteer. Contributions include, time, money, or other donations.

COORDINATORS

The Coordinators are a self-initiating and open body of supporters. As the Coordinators, they are charged with defining and implementing the goals of the THBC. In addition they are responsible for the management of the business and affairs of this organization, the Articles of Incorporation, and these Bylaws. It is the responsibility of the individual Coordinators to accurately and honestly reflect and promote the collective intent and goals of THBC.

The Coordinators discuss and evaluate evolving situations with the input of the Members, the Board, and the community, and reaches consensus on decided actions. The Coordinators are responsible for the management of THBC and must approve all decisions of the THBC, except those that the Board is expressly authorized to approve by this document.

Qualifications and Membership: Membership as a Coordinator shall not be denied to any person on the basis of race, creed, gender, religion, or national origin. "Participation" as used above is defined as any effort performed to the direct benefit or promotion of the THBC, performed with consensus approval of the Coordinators.

Apart from being a member of THBC, a prospective Coordinator must volunteer a minimum of number of hours a month, be sponsored by a current Coordinator and be elected unanimously by the Coordinators at a monthly meeting. It is the volunteer's responsibility to record hours worked in the appropriate volunteer logs, which are kept by the Coordinators.

Revoking Membership: Membership may be terminated for non-compliance with the provisions of the By-Laws, rules and regulations promulgated by the Organization, and/or conduct detrimental to the best interests of the Organization. A vote to terminate membership may be held at either a scheduled Meeting or at a Special Meeting called for that purpose. A consensus vote will be required for termination of membership. The Coordinators shall provide written or electronic (email) notice to a member who has been terminated.

ARTICLE IV - COORDINATOR MEETINGS

Regular Meetings:

Regular Coordinator meetings will be held twice a month at the Third Hand Bicycle Cooperative, or at any other time and place that the Coordinators may designate within a 50 mile radius of Columbus, Ohio. Special Meetings may be called at other times by agreement of six (6) Coordinators. Six Coordinators must be present at Regular and Special Meetings to achieve a quorum. The Coordinator meetings will be open to the community at large, except when personnel, real estate, or litigation matters are being discussed.

Notification of all meeting times and locations will be posted on the THBC calendar and website and disseminated to the Coordinator membership as quickly and thoroughly as possible. It is the responsibility of the members to confirm times and locations of the Coordinator Meetings.

Rules of Procedure:

Consensus: Unless otherwise stated in these bylaws, decisions will be passed only by unanimous vote of all voting members present at a meeting with a quorum present.

- In instances of organizational urgency, through a unanimous vote of the Board, full consensus may be waived, and voting of that singular issue will be subject to a consensus of 7/8th.

For the purpose of rescinding membership privileges or Board membership, the vote may exclude the member under consideration, provided that person has opportunity to speak.

Actions without a Meeting: Any action required or permitted to be taken by the Coordinators under the Articles of Incorporation, and these bylaws may be taken without a meeting, if all active members of the Collective individually and collectively consent in writing, setting forth the action to be taken. Such

written consent shall have the same force and effect as consensus of the Coordinators. Consents may be submitted in email or other electronic form.

ARTICLE V - COMMITTEES

Definition and Eligibility: Super Action Task Forces (SATF's) are typically, but not necessarily, led or co- led by Coordinators. SATF's require dedicated volunteers and are crucial for keeping THBC running smoothly. SATF's must often work together on projects, sharing labor and ideas.

Outreach Committee: The Outreach Committee is the THBC's primary voice in communication of the organization with outside people and organizations. It checks and responds to emails, is the liaison to other organizations and groups, helps get the word out for events, and receives donations off-hours and coordinates public outreach activities designed to get the word out about THBC (e.g., Mobile Shop, tabling events).

Finance Committee: The Finance Committee handles budgets and finances for THBC, oversees the money handling process, makes sure bills are paid, creates budgets, serves as the liaison to banks, and alerts Coordinators to issues regarding finances before problems arise.

Building & Design Committee: The Building and Design Committee tends to the physical structure of the building and develops ideas for space improvements, works with the Membership and Volunteering SATF to see that planned projects are completed, and alerts Coordinators to issues regarding the physical shop space/building before problems arise.

Purchasing Committee: The Purchasing Committee orders supplies, expendables and parts for THBC, is the liaison to suppliers, facilitates delivery receiving and works with the Finance Committee and SATF to make sure that ordering stays on track.

Membership & Volunteer Committee: This SATF works to improve the way Third Hand interacts with its members and volunteers. Helps with recordkeeping associated with the earning and use of volunteer credit, orients new volunteers, and advises THBC on volunteer retention and morale.

Education Committee: The Education Committee organizes volunteer orientation sessions and bike mechanic classes.

Grants and Fundraising Committee: The Grants and Fundraising Committee coordinates grant writing and fundraising activities, identifies grant opportunities, prepares proposals, establishes links with partners, manages projects funded by grants and organizes fundraising efforts to fund special projects that cannot be supported from shop operations.

ARTICLE VI - BOARD OF FACILITATORS

Definition: The Board of Facilitators is the body appointed by the Coordinators, advising the Coordinators in developing the future collective vision and translating that vision into day-to-day objectives. It also serves to check fiduciary responsibility and adherence to the bylaws.

Powers: The Board is an advisory body, which uses consensus to make recommendations to the Coordinators. It has no decision-making capabilities, except as provided by resolution of the Coordinators on a case by case basis.

Meetings: The Board shall meet at least once a year at a location and time designated by the Board, within a 50 mile radius of Columbus, Ohio. Notification of meeting times and location will be sent by email to members of the Board. Any member of the Board can call a meeting. Any Coordinator is invited to participate in Board Meetings.

Rules of Procedure of the Board of Facilitators: Input into Board Meetings will be by informal discussion. Decisions are reached by the Board via the method of consensus, as defined as a process of discussion, compromise, and unanimous agreement. Only the Board members or Coordinators in attendance have the ability to block consensus. Issues or decisions may be tabled should agreement not be reached. If a matter cannot be resolved by the Board, it can be referred to the Coordinators for consideration and resolution by any member of the Board.

Term: Term of a Board Member shall be one year. There are no term limits and, therefore, Directors may serve any number of consecutive terms. Board members may petition the Coordinators for leave of absence from duties. Leaves of absence may extend to the equivalent of one season per year without jeopardizing Board status.

Selection of Facilitators:

Nominations for the Board will be made by consensus at an annual Coordinator meeting.

Termination: An individual's status as a member of the Board terminates when any of the following occurs:

- when they voluntarily quit by so informing the rest of the Board
- when they are no longer a member of THBC
- by unanimous vote of all other members of the Board
- by decision of the membership

Vacancies: When a seat is vacated before the end of the Board member's term, it shall be filled by consensus of the Coordinators. Vacancies shall be filled as soon as practical. Any Coordinator member may make nominations to fill vacant position.

Compensation: Board members shall not receive any salaries or other compensation for their services.

ARTICLE VII- OFFICERS

Officers: The Board shall include at least four members with duties described below. There shall be a Chairperson, Vice Chairperson, Secretary, and Treasurer. One person may hold two or more offices, except those serving as Chairperson or Secretary.

Election and Removal of Board Members: All Board members shall serve one-year terms. The Coordinators shall select the Board by consensus in accordance with the same procedures specified for election of Board laid out in Article VII. The Board Members shall remain in office until their successors have been selected. The Board may serve consecutive terms without limit.

Vacancies: If a vacancy occurs during the term of office for any member, the Cooperative shall select a new member to fill the remainder of the term as soon as practical, by consensus of the Cooperative.

Roles:

Chairperson: The Chairperson ensures that regularly scheduled meetings are held. The Chairperson is responsible for conducting business according to the proceedings of said meetings. This will include timely and orderly management of tasks and issues.

Vice Chairperson: The Vice Chairperson supports the duties and functions of the Chairperson. The Vice Chairperson acts as Chairperson when Chairperson is unable to perform the duties listed above.

Secretary: The Secretary is appointed by consensus from and by the Cooperative. The Secretary will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws.

The Secretary shall attest to and keep the bylaws and other legal records of the Corporation, or copies thereof, at the principal office of the Corporation. The Secretary shall take or ensure that someone takes minutes of all meetings of the Collective and Board of Directors, and post all minutes at the principal office of the Corporation.

The Secretary is responsible for archiving and making available all documents that affect the operations of the organization, including all policies, meeting minutes, and membership lists. The secretary is a member of the membership committee. The secretary fills the role of chairperson in the chairperson's absence.

Treasurer: The treasurer is responsible for the financial oversight of the organization. The treasurer is responsible for compiling and presenting recent, clear, and accurate financial information to the organization and providing financial reports as required by law. The treasurer is a member of the Finance Committee. The treasurer fills the role of chairperson in the absence of both the chairperson and secretary.

The Treasurer's signature shall be the authorized signature for all checking, savings, and investment accounts of the Corporation unless the Treasurer, with the approval of the Coordinators, designates another member of the Board of Directors or member of the Corporation as the authorized signatory for a particular type of disbursement.

VIII – BOARD MEETINGS

GENERALLY

Meetings are open to the voting members and the general public. Meetings are closed to the public only when necessary because of the confidential legal and/or financial information discussed and for the general need of Board operations.

Minutes will be kept for all publicly held meetings and the Secretary will make these publicly and readily available.

Neither Board members nor voting members may be represented at a meeting by proxy. Board members may participate in meetings by phone or other electronic communication. Non-board voting members may not participate in meetings by phone or electronically, unless specifically invited to participate by a Board member.

Regular Meetings

The Board will call regular meetings, no less than quarterly, at a regular place and time within the city of Columbus, Ohio.

The Secretary will be responsible taking of or the delegation of minute-taking. The minute-taker for each meeting shall be responsible for:

- recording meeting minutes;
- recording attendance; and
- providing the secretary with the minutes and attendance to the secretary for archiving at least one week before the next meeting.

Quorum is defined as a meeting where there is a majority of the Board present. The organization may make no decisions except to adjourn business and to plan a better-attended meeting.

Annual Meeting

Three months in advance of the annual meeting, the Chairperson will announce a time, date, and place for an annual meeting to occur. The annual meeting will be held to elect the Board and to report on the activities and financial condition of the organization.

ARTICLE IX – INDEMNIFICATION

Insurance: The Corporation will provide indemnification insurance for its Board and the Board shall select the amount and limits of such insurance policy.

Indemnification: To the extent permitted by law, 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 the person is or was a Coordinator, Board Member, or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by the person (or by the person's heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.

Limits on Indemnification: Notwithstanding the above, the corporation will indemnify a person only if the person acted in good faith and reasonably believed that the person's conduct was in the corporation's best interests. In the case of a criminal proceeding, the person may be indemnified only if the person had no reasonable cause to believe his conduct was unlawful.

ARTICLE X - AMENDMENTS

Amendment of bylaws requires consensus of the Collective and the Board of Facilitators. The Secretary ensures that the following are maintained in the corporate record book:

- A copy of the original bylaws, with a list of amendments or revisions and their dates of adoption
- An edited copy with amendments integrated into the appropriate sections

Article XI - DISSOLUTION

The organization will be dissolved only by consensus at a meeting called, by the Board, for that explicit purpose, and only if the meeting for the dissolution of the corporation has been placed on the agenda and communicated directly to all Board members at least thirty (30) days prior.

In compliance with state law regarding non-profit distributions, upon dissolution of the organization, all assets or proceeds of the organization must be donated to one or more registered nonprofit organizations (recognized as 501(c)(3) tax exempt organizations by the IRS and). Recipient organizations will be chosen by the majority of the voting Board members, who are expected to select organizations with similar purpose and scope as the dissolved corporation.

The Chairperson and Treasurer will ensure compliance with required legal and financial steps for dissolving a corporation.

CERTIFICATION

I hereby certify that these Bylaws were adopted by the Coordinators of the Third Hand Bicycle Cooperative.

Secretary

Date