

**BY-LAWS  
OF  
BIKE ROSWELL INC.**

ARTICLE ONE

OFFICES

Section 1.1 Registered Office and Agent: The address of the registered office of the Corporation is 1173 Canton Street, Roswell, Georgia 30075, and the name of the registered agent at such address is Jere F. Wood. Either may be changed as provided by law, and the By-Laws shall be deemed to be amended accordingly.

ARTICLE TWO

PURPOSES AND GOVERNING INSTRUMENTS

Section 2.1 Nonprofit Corporation: The Corporation shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code.

Section 2.2 Charitable and Educational Purposes: The purposes of the Corporation as set forth in the Articles of Incorporation are exclusively to promote social welfare and not for profit.

BIKE ROSWELL, INC. shall promote bicycling as a healthy activity and an alternative means of transportation, promote bicycle safety among bicyclists and motorists, raise the awareness of motorists to bicyclists, encourage motorists to share the road with bicyclists, and promote bicycle lanes and other transportation improvements to accommodate bicycles. The Corporation is organized pursuant to the Georgia Non-Profit Corporation Code (subject to and within the limitations of Section 501(c) (4) of the Internal Revenue Code).

The Corporation shall have the authority to perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable or conducive, directly or indirectly, to carry out any of the purposes of the Corporation, as set forth in the Articles of Incorporation and these By-Laws including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code (subject to and within the limitations of Section 501(c)(4) of the Internal Revenue Code).

Section 2.3 Governing Instruments: The Corporation shall be governed by its Articles of Incorporation and these By-Laws.

## ARTICLE THREE

### MEMBERS

Section 3.1 Membership: The Members of the Corporation shall consist of all natural persons who have paid Membership Dues for the then current calendar year.

Section 3.2 Membership Dues: Membership dues shall be fixed by vote of a majority of the membership at their annual meeting, and shall be due annually for each calendar year. Notice of membership dues for the upcoming calendar year shall be e-mailed to the Members.

Section 3.3 Records. The Treasurer of the Corporation shall be responsible for keeping a record of the name, phone number, address and e-mail address of Members, and the date and amount of membership dues each Member has paid. The Treasurer of the Corporation shall determine Members entitled to vote by review of these records as of the date notice of a membership meeting is published. The Treasurer shall prepare a list of the names of Members entitled to vote and make this list available to the Board of Directors at the time notice of the meeting of the Members is published.

Section 3.4 Meetings: An annual meeting of the Members shall be held in April of every year at such time and place as set by the Board of Directors.

(a) Notice of the time and place of the meeting shall be published at least thirty (30) days prior to the meeting by e-mail to the Members and by posting such notice on the web page of the Corporation if the Corporation has a web page. Special meetings of the Members may be called by the Board of Directors. Notice of the date and time of special meetings shall be published at least five (5) days prior to the meeting in the same manner as notice of the annual meeting is published.

(b) At a meeting of the Members the presence of ten (10) Members shall be necessary to constitute a quorum for the transaction of business.

(c) The vote of a majority of the Members present and voting at any meeting at which a quorum is present shall be necessary to take any action on behalf of the Members.

Section 3.5 Voting: Each Member shall each have one ballot.

(a) Members shall be entitled to vote for each officer or director's position to be filled. Members may not accumulate their votes to give one candidate more than one vote.

(b) Members shall be entitled to vote on approval of Membership Dues.

- (c) Members shall be entitled to vote on any amendment to the Articles of Incorporation or By-Laws.
- (d) Members may vote only in person. Members may not vote by proxy.

#### ARTICLE FOUR

##### DIRECTORS

Section 4.1 Authority and Responsibility: The governing body of the Corporation shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the management, affairs and property of the Corporation; shall determine its policies or changes therein; and shall actively pursue its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the Corporation as the Board may deem advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an executive committee. Under no circumstances, however, shall the fundamental and basic purposes of the Corporation, as expressed in the Articles of Incorporation, be amended or changed; and the Board of Directors shall not permit any part of the net earnings or capital to inure to the benefit of any member, director, officer, or other private person or individual.

Section 4.2 Number: The initial Board of Directors shall consist of \_\_\_\_\_ natural persons, with the number of directors fixed from time to time by the Members, provided the minimum number of Directors shall be five (5).

- (a) The duly elected President, Vice President, Secretary, Treasurer shall be members of the Board of Directors during their term of office.
- (b) The immediate past President shall be a member of the Board of Directors.
- (c) The remaining directors shall be elected by the Members and shall serve for staggered terms of two-years.

Section 4.3 Qualifications: Directors shall be natural persons who are 18 years of age and be Members.

Section 4.4 Removal: Any director elected by the Members may be removed with or without cause at any special or annual meeting of the Members by the affirmative vote of a majority of the Members present at the meeting

Section 4.5 Vacancies: Vacancy on the Board of Directors arising at any time and from any cause, including the authorization of an increase in the number of directors, may be filled by a majority of the directors. Each director so elected shall hold office until the election of his/her

qualified successor at the next annual meeting of the Members, which successor shall serve for the remaining term of the director whose vacancy is being filled.

Section 4.6 Committees of the Board of Directors: By resolution adopted by a majority of the entire Board of Directors, the Board of Directors may designate from among its Members an Executive Committee. The President may appoint one or more other committees, each consisting of at least one (1) director. The Executive Committee shall, to the extent provided in such resolution and permitted by law, have and may exercise the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, including without limitation all powers herein or in the Articles of Incorporation specifically granted to the Board of Directors, including without limitation authorizing the seal of the Corporation or a facsimile thereof to be affixed to or reproduced on all such papers as shall require it and as such committee shall designate; provided, the Executive Committee shall have no power to amend or repeal any resolution of the Board of Directors that by its terms shall not be subject to amendment or repeal by such committee, and shall have no authority from the Board of Directors as regards:

- (a) the amending of the Articles of Incorporation or of the By-Laws of the Corporation;
- (b) changing the dues;
- (c) the sale, lease, exchange or other disposition of all or substantially all of the property and assets of the Corporation;
- (d) a voluntary dissolution of the Corporation or a revocation of such dissolution;
- (f) any other matter as to which the Board of Directors may restrict the powers of any such committee from time to time.

Section 4.7 Compensation: No director of the Corporation shall receive, directly or indirectly, any salary or compensation as such director.

Section 4.8 Nomination of Directors: Candidates for election to the Board of Directors by Members may be nominated by the Board of Directors or by a Member. Nominations by the Board of Directors shall be published to the Members no later than the date notice of the meeting to elect directors is required to be published.

## ARTICLE FIVE

### MEETINGS OF THE BOARD OF DIRECTORS

Section 5.1 Annual Meeting: Notice: The annual meeting of the Board of Directors shall be held at the principal office of the Corporation or at such other place as the Board of Directors shall determine and at such time as the Board of Directors shall designate. Unless waived as contemplated in Section 8.2, notice of the time and place of such annual meeting shall be given by the current Secretary or President either by telephone, by facsimile, e-mail or by mail not less than ten (10) nor more than sixty (60) days before such meeting.

Section 5.2 Regular Meetings: Notice: Regular meetings of the Board of Directors shall be held between annual meetings at such times and at such places as the Board of Directors may prescribe. Notice of the time and place of each such meeting shall be given by the Secretary or President either by telephone, by facsimile, e-mail or by mail not less than five (5) days nor more than thirty (30) days before such regular meeting.

Section 5.3 Special Meetings: Notice: Special meetings of the Board of Directors may be called at the request of the President or by any two (2) of the directors in office at that time. Notice of the time, place and purpose of any special meeting shall be given by the Secretary or President either personally, by telephone, by facsimile or e-mail at least twenty-four (24) hours before such meeting.

Section 5.4 Waiver: Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called.

Section 5.5 Quorum: At meetings of the Board of Directors, a majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business. In no case, however, shall less than three (3) voting directors constitute a quorum.

Section 5.6 Vote Required for Action: Except as otherwise provided in these By-Laws or by law, the act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

Section 5.7 Action by Directors Without a Meeting: Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing that sets forth the action so taken is signed by all Members of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote at a meeting duly called. The signed consent shall be placed in the minute book.

Section 5.8 Telephone Meetings: Directors may participate in and hold a meeting by means of conference telephone or similar means of communications equipment by means of which

all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting.

Section 5.9 Adjournments: A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

Section 5.10 Committees: Each member of any committee established pursuant to these By-Laws shall hold office until the next annual meeting of the Board of Directors and until a successor member of the committee is appointed or until the death, resignation or removal from office in the manner hereinafter provided or until the member shall cease to be a Director. The Board of Directors may designate one or more directors as alternate Members of any such committee who, in the order specified by the Board of Directors, may act in the place and stead of any absent member or Members at any meeting of such committee.

Section 5.11 Meetings of Committees: Any committee designated by the Board of Directors may provide for the holding of regular meetings, with or without notice, and may fix the times and places (within or without the State of Georgia) at which such meetings shall be held. Special meetings of such committees may be called by or at the direction of any two or more of their respective Members and notice of each such special meeting, specifying the time and place thereof, shall be given to each respective member. Such notice need not be given to any member who shall attend such meeting in person or who shall waive notice thereof. No notice or waiver thereof of any meeting of such committee need state the purpose or purposes thereof.

Section 5.12 Removal and Vacancy of Committee Member: Any member or members of any such committee may be removed with or without cause at any time by the Board of Directors, which shall also have power at any time to dissolve any such committees. If any vacancy shall occur in any committee by reason of death, resignation, disqualification, removal or otherwise, the remaining member or members thereof may, so long as a quorum is present, continue to act until such vacancy is filled by the Board of Directors.

## ARTICLE SIX

### OFFICERS

Section 6.1 Election. The Members at their annual meeting shall elect the following officers: President, Vice President, Secretary and Treasurer. The Members at any time and from time to time may elect such other officers as the Board of Directors may authorize. Officers shall be Members who are 18 years of age.

Section 6.2 Qualification: No person may hold more than one office.

Section 6.3 Term of Office: Each officer of the Corporation shall hold office until his/her successor is chosen and qualified for office or until his/her earlier resignation, death, or removal, or the termination of his/her office.

Section 6.4 Vacancies: A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors.

Section 6.5 The President: The President shall be the chief executive of the Corporation and preside at all meetings of the Board of Directors. To be nominated and elected to serve, the President must first be a member of the Board of Directors. The President shall have the general and active management of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. The President shall also:

(a) subject to the direction of the Board of Directors, have general and active management of the business, affairs and property of the Corporation and general supervision over its officers and agents;

(b) from time to time, report to the Board of Directors all matters which the interests of the Corporation may require to be brought to their attention;

(c) have such other powers and perform such other duties as may from time to time be prescribed by the Board of Directors or these By-Laws.

Section 6.6 Vice President. The Vice President shall serve in the absence of the President.

Section 6.7 Secretary: The Secretary shall attend and keep the minutes of all meetings of the Board of Directors and the Members. The Secretary shall have charge of the records and seal of the Corporation, and shall in general perform all the duties incident to the office of the Secretary of a corporation, including without limitation, the giving of notice of all meetings of the Board of Directors, subject at all times to the direction and control of the Board of Directors and these By-Laws.

Section 6.8 Treasurer: The Treasurer shall keep a full and accurate account of receipts and disbursements on the books belonging to the Corporation and shall deposit all monies in the name of and to the credit of the Corporation in such depository as may be selected, provided such deposits are insured by the federal government. The Treasurer shall disburse the funds of the Corporation as directed by the President or Board of Directors. The Treasurer shall render to the Board of Directors whenever they may require, an account of all transactions and of the financial condition of the Corporation; and at the annual meeting of the Board a like report for the

preceding year. The Treasurer shall keep a membership record. The Treasurer shall perform such other duties as may be assigned to him by the Board of Directors.

Section 6.9 Removal. Any officer may be removed by three-quarters of the voting Members of the Board of Directors whenever, in their judgment, the best interest of the Corporation will be served thereby.

## ARTICLE SEVEN

### SEAL

Section 7.1 The seal of the Corporation shall be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such a seal at any time, the signature of the company followed by the word "seal" enclosed in parentheses or scroll, shall be deemed the seal of the Corporation. The seal shall be in custody of the Secretary and affixed by him/her on such papers as may be directed by law, by these By-Laws or by the Board of Directors.

## ARTICLE EIGHT

### NOTICES: WAIVERS OF NOTICE

Section 8.1 Notice: Except as otherwise specifically provided in these By-Laws, whenever under the provisions of these By-Laws notice is required to be given to any director or officer, such notice may be given either by personal notice, by telegraph, by facsimile, e-mail or by mail, by depositing the same in the post office or letter box in a postage-paid envelope, addressed to such officer or director at such address as appears on the books of the Corporation, and such notice shall be deemed to be given at the time when the same shall be thus given, transmitted, or mailed.

Section 8.2 Waivers of Notice: When any notice whatever is required to be given by law, by the Articles of Incorporation or by these By-Laws, a waiver thereof by the person or persons entitled to said notice shall include a waiver given by telegraph or by facsimile, and shall be deemed equivalent thereto. No notice of any meeting need be given to any person who shall attend such meeting.

## ARTICLE NINE

### INDEMNIFICATION

Section 9.1 Standards for Indemnification: Under the circumstances prescribed in Sections 9.3 and 9.4 of this Article, the Corporation shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by the Corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in a manner reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

Section 9.2 Indemnification in Action by Corporation: Under the circumstances prescribed in Sections 9.3 and 9.4 of this Article, the Corporation shall indemnify and hold harmless any person who was or is a party or threatened to be made a party to any threatened, pending or completed action or suit by the Corporation to procure a judgment in its favor by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of the Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit, if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite an 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 which the court shall deem proper.

Section 9.3 Indemnification in Successful Action: To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 9.1 and 9.2 of this Article or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him/her in connection therewith.

Section 9.4 Determination of Indemnification: Except as provided in Section 9.3 of this Article and except as may be ordered by a court, any indemnification under Sections 9.1 and 9.2 of this Article shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Sections 9.1 and 9.2. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by the firm of independent legal counsel then employed by the corporation, in a written opinion.

Section 9.5 Timing of Reimbursement: Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case in the event of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that he/she is not entitled to be indemnified by the Corporation as authorized in this Article.

Section 9.6 Non-Exclusive: The indemnification and advancement of expenses provided by or granted pursuant to this Article shall not be deemed exclusive of any other right to which the persons indemnified hereunder shall be entitled and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors or administrators of such persons.

Section 9.7 Insurance: The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions of this Article.

## ARTICLE TEN

### INTERESTED DIRECTORS AND OFFICERS

Section 10.1 No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers have a conflicting interest shall be voidable solely because the director or officer voted on the contract or transaction if the transaction received the affirmative vote of a majority (but not less than two) of those qualified directors on the Board of Directors or on a duly empowered committee thereof who voted on the transaction after either required disclosure to them (to the extent the

information was not known to them), or the transaction, judged in the circumstances at the time of commitment, is established to have been fair to the Corporation.

## ARTICLE ELEVEN

### TAX EXEMPT STATUS

Section 11.1 The affairs of the Corporation at all times shall be organized and operated in such a manner as to assure its status as an exempt organization as defined in Section 501(c)(4) of the Internal Revenue Code.

## ARTICLE TWELVE

### NON-DISCRIMINATION POLICY

Section 12.1 The Corporation shall not discriminate on the basis of disability, race, creed, national origin, sex or age in employment, admissions of students or in providing its services in any manner.

## ARTICLE THIRTEEN

### MISCELLANEOUS PROVISIONS

Section 13.1 Checks: The Board of Directors shall determine which officers of the Corporation shall have the authority to sign checks and whether one or more signatures are required.

Section 13.2 Execution of Deeds and Contracts: All deeds and mortgages made by the Corporation and all written contracts and agreements to which the Corporation shall be a party shall be executed by the President, unless the Board of Directors by resolution otherwise determines and directs.

Section 13.3 Gifts: The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 13.4 Fiscal Year: The fiscal year of the Corporation shall be the calendar year.

Section 13.5 Annual Reports: The Treasurer shall prepare and submit to the Board of Directors an annual report no later than four (4) months following the close of each fiscal year.

Section 13.6 Construction: Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these By-Laws shall be invalid or inoperative, then, so far as is reasonable and possible,

the remainder of these By-Laws shall be considered valid and operative and effect shall be given to the intent manifested by the portion held invalid or inoperative.

## ARTICLE FOURTEEN

### INTERPRETATION CLAUSE

Section 14.1 Control of By-Laws: All the provisions of these By-Laws are subject to, regulated and controlled by the Articles of Incorporation, and the powers of the directors of the Corporation are subject to the restrictions provided in the Articles of Incorporation.

Section 14.2 Control of Corporation: The Corporation shall be controlled and operated:  
(a) pursuant to the provisions as set out in the Articles of Incorporation of the Corporation; and  
(b) pursuant to the provisions as set out in these By-Laws. If there should be any conflict between the provisions of the Articles of Incorporation and the provisions of these By-Laws, then, and in that event, the provisions of the Articles of Incorporation will in all cases control.

## ARTICLE FIFTEEN

### AMENDMENTS

The By-Laws of the Corporation may be altered, amended or repealed and new By-Laws may be adopted by the vote of the Members upon recommendation of a majority of the entire Board of Directors at any annual, regular or special meeting of the Members.

## ARTICLE SIXTEEN

### TRANSITIONAL ELECTION OF DIRECTORS

Section 16.1 All persons attending the organizational meeting shall be entitled to vote as a Member, whether or not they have paid Membership Dues.

Section 16.2 The term of office of Directors shall be staggered so that some of the initial directors are elected to a one-year term and the others to a two-year term.

Section 16.3 The initial President is not required to have served as a member of the Board of Directors prior to his nomination and election.

Section 16.4 The initial officers and directors are not required to be members prior to their election.

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Secretary