

Bylaws of PedNet Coalition, Inc. Incorporated under the laws of the State of Missouri

Article I. Name and Offices

Section 1.1 Name

The name of the corporation is PedNet Coalition, Inc.

Section 1.2 Offices

The principal office of the corporation shall be located in the City of Columbia, Missouri and County of Boone. The corporation may have other offices at such place or places, within or without the State of Missouri, as the Board of Directors may determine from time to time or as the affairs of the corporation may require or make desirable.

Article II. Corporate Purpose

Section 2.1 Nonprofit Purpose

This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation is a non-stock, nonprofit corporation which shall engage in any lawful act or activity for which nonprofit organizations may be organized under the State of Missouri Nonprofit Corporation Act.

Section 2.2 Specific Purpose

PedNet Coalition works to build strong communities that are walkable, bikeable, and have thriving public transit systems. PedNet accomplishes this primarily through transportation advocacy and education.

The specific purposes of this corporation shall be to:

- a) Develop a healthy and active community
- b) Create a comprehensive active transportation network
- c) Promote healthy lifestyles for all
- d) Engage the community through education and advocacy
- e) Any other activities necessary in furtherance of the aforementioned items

Article III. Membership

Section 3.1 Members

The corporation shall not have members.

Article IV. Board of Directors

Section 4.1 General Powers

The governing body of the corporation shall be the Board of Directors. The Board of Directors shall have supervision, control and direction over the management, affairs and property of the corporation; shall determine its policies or changes therein; and shall actively prosecute its purposes and objectives.

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 shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an Executive Committee and/or Executive Director/Chief Executive Officer.

Section 4.2 Number

The Board of Directors shall consist of a minimum of five (5) directors and a maximum of fifteen (15) directors.

Section 4.3 Election and Terms

The directors shall be elected by the then present Board of Directors from nominees solicited by the Board of Directors. Directors shall serve for three-year terms, with an option of serving a second term at the discretion of the Board. Directors may serve no more than two (2) consecutive three (3) year terms. A former Board member may be re-elected to the Board after a full Board cycle or three-year absence. Term cycles shall begin January 1 and end December 31.

Section 4.4 Participation Requirements

In order to be a Board Member in good standing, each member of the Board of Directors must:

- Make a donation in any amount to PedNet Coalition in each calendar year, and
- Attend at least 50% of the regularly scheduled board meetings.

The Executive Committee of the Board may waive these requirements on a case-by-case basis.

Section 4.5 Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 4.6 Resignation

Any director may resign at any time by giving written notice to the Board or to the President of the corporation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of the acceptance thereof as determined by the Board of Directors or the President.

Section 4.7 Removal

Any director may be removed with or without cause, at any meeting of the Board of Directors, by an affirmative vote of two-thirds (2/3) of the members of the Board of Directors.

Section 4.8 Vacancies

Any vacancy on the Board of Directors may be filled for the unexpired term at any meeting of the Board of Directors by a majority vote of the Board of Directors.

Article V. Officers

Section 5.1 Positions

The officers of the Board shall be President, Vice President, Treasurer, and Secretary. No two or more offices may be held by the same person. All officers must be Board Members in good standing.

Section 5.2 Election and Terms

The officers shall be elected by the then present Board of Directors. Term cycles shall begin January 1 and end December 31.

The President and Vice President shall serve one-year terms in office. The Vice President shall generally be encouraged to serve as President after his or her term has completed, and should thus be prepared to serve as an officer for two years.

The Secretary and Treasurer shall serve two-year, staggered terms in office. The Secretary's term shall commence in January of even-numbered years, and the Treasurer's term shall commence in January of odd-numbered years.

The Board may grant extensions of general board membership beyond six years in order to allow directors to serve their full terms as officers.

Section 5.3 President

The President shall be the principal officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. Such person shall preside at all meetings of the Board of Directors. Such person may sign, with any proper officer of the corporation thereunto authorized by the Board of Directors, any contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer of the corporation, or shall be required by law to be otherwise signed or executed. The President shall perform such other duties as from time to time may be assigned by the Board of Directors.

Section 5.4 Vice President

In the absence of the President or in the event of his/her death, inability, or refusal to act, the Vice President shall perform 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 President shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 5.5 Secretary

The Secretary shall record the minutes of the meetings of the Board of Directors and Executive Committee; see that all notices are duly given in accordance with the provisions of these bylaws, or as required by law; be custodian of the corporate records of the corporation; and may sign or countersign all checks, drafts and orders for the payment of money. The Secretary shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 5.6 Treasurer

The Treasurer shall supervise the corporation's financial accounts, and shall work with the Executive Director/Chief Executive Officer and staff to ensure a full and accurate accounting of receipts and disbursements of the corporation. The Treasurer shall review and report financial statements at Board meetings, and present the annual budget to the Board. The Treasurer shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.

Article VI. Meetings of the Board of Directors

Section 6.1 Regular Meetings

The Board of Directors shall meet quarterly: in January, April, July, and October. The date, time, and location is subject to the discretion of the directors.

Section 6.2 Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President, or any two other Board officers, with at least two days' notice to each director of the date, time, place, and purpose of the meeting.

Section 6.3 Waiver

A director may at any time waive any notice required by the law, the articles or bylaws. The waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or the corporate records. 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 6.4 Quorum

At meetings of the Board of Directors, a majority of directors then in office shall be necessary to constitute a quorum for the transaction of business.

If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board.

Section 6.5 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, setting forth the action so taken, is signed by all of the 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, or a signed copy, shall be filed with the corporate records. Signature may be by email, electronic signature, or other similar means.

Section 6.6 Telephone and Similar Meetings

Directors may participate in and hold a meeting by means of conference telephone or similar 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, except where a person participates in the meeting for the

express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

Section 6.8 Visitors

The policy of the Board of Directors is to hold open meetings. There are instances when the Board may conduct business in closed session. Reasons to hold closed sessions generally mirror those outlined by the State of Missouri's open meetings law and include, but are not limited to, litigation, attorney-client privileged communication, personnel matters relating to hiring or discipline of a particular employee, and contract negotiations. The Board of Directors retains discretion to close a full meeting or a portion of a meeting through a majority vote of the Board Members.

Article VII. Committees

Section 7.1 Executive Committee

The four officers shall serve as the members of the Executive Committee and meet monthly. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee.

Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board.

Section 7.2 Other Committees

The Board may create other committees as needed, such as nominating, membership, events, fundraising, etc., with two or more directors.

Article VIII. Contracts, Checks, Deposits and Funds

Section 8.1 Contracts

The Board of Directors may authorize any officer or officers, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 8.2 Checks, Drafts, Notes, etc.

All checks, drafts or other orders for the payment of money issued in the name of the corporation may be signed by such officer(s) of the corporation and in such a manner as shall time to time be determined by resolution of the Board of Directors.

Section 8.3 Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such financial institutions as the Board of Directors may select.

Section 8.4 Investments

The Board of Directors may prudently choose to invest corporate funds in short or long term depositories or other investments for the purpose of obtaining a more desirable rate of return on corporate funds that are determined to exist above the normal operating budget demands.

Article IX. Corporate Staff

Section 9.1 Executive Director

The Board of Directors shall hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the corporation, and shall direct the day-to-day business of the corporation, maintain the properties of the corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director shall be an ad-hoc member of all committees.

The Executive Director shall be authorized by the Board of Directors to execute contracts, sign checks, and deposit funds on behalf of the corporation except in cases otherwise specified by the Board of Directors, or where the signing and execution thereof shall be expressly delegated by the Board of Directors to an officer of the corporation, or shall be required by law to be otherwise signed or executed.

Article X. Conflict of Interest and Compensation

Section 10.1 Directors and Officers

Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the Board shall ensure that:

1. The interest of such director or officer is fully disclosed to the Board of Directors.
2. No interested director or officer may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board of Directors at which such matter is voted upon.

3. Any transaction in which a director or officer has a financial or personal interest shall be duly approved by members of the Board of Directors not so interested or connected as being in the best interests of the organization.
4. Payments to the interested officer or director shall be reasonable and shall not exceed fair market value.
5. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Article XI. Indemnification

Section 11.1 Directors, Officers, and Employees

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a director, officer, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person. This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified director, officer, or employee under this Article shall apply to such director, officer, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Article XII. Miscellaneous

Section 12.1 Books and Records

The Corporation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

Section 12.2 Fiscal Year

The fiscal year of the corporation shall begin on the first day of January in each year and end the last day of December.

Section 12.3 Nondiscrimination Clause

Notwithstanding any provision of these bylaws, the Corporation shall not discriminate against any director, officer, employee, applicant, or participant on the basis of race, color, religion, gender, age, national origin, ancestry, sexual orientation, or disability.

Section 12.4 Dissolution

Upon dissolution or final liquidation, the Board of Directors shall, after paying or making provision for the payment of all lawful debts and liabilities of the corporation, distribute all assets of the corporation to one or more regularly-organized and qualified charitable, educational, or scientific organizations as shall at the time qualify as exempt from taxation under Section 501(c)(3) of the Internal Revenue Code to be selected by the Board of Directors.

Article XII. Amendments

Section 1. Articles of Incorporation and Bylaws

The Board of Directors shall have the power to amend the Articles of Incorporation or alter, amend, or repeal these bylaws or adopt new bylaws by a majority vote of the directors.

Adoption of Bylaws

The adoption of these bylaws repeals and supersedes the previous bylaws adopted by the Board of Directors in 2001.

ADOPTED AND APPROVED by the Board of Directors on this 26th day of July, 2017.



Michelle Windmoeller, President – PedNet Coalition, Inc.



Kathy Ritter, Secretary – PedNet Coalition, Inc.