

**BYLAWS FOR YELLOW BIKE PROJECT,
a TEXAS NON-PROFIT CORPORATION**

ARTICLE I

These bylaws constitute the code of rules adopted by the Yellow Bike Project for the regulation and management of its affairs. They deal with how the Yellow Bike Project operates as an entity and how the council members interact with each other and the community on a larger scale.

ARTICLE II

Purpose

The Yellow Bike Project began as a self-initiated effort of numerous volunteers, focusing on the assembly, distribution, and repair of bicycles for free use by the citizens of Austin, Texas. The Yellow Bike Project will continue to put Yellow Bikes on the road, operate community bicycle shop(s), teach bicycle mechanics, and act as a local bicycle advocacy group.

The corporation is organized exclusively for charitable, religious, and/or educational or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation shall be and is a non-profit corporation under the laws of the State of Texas. The service area of the Corporation is Austin, Texas, and the surrounding Central Texas area.

ARTICLE III

Structure of the Yellow Bike Project

Structure of the Yellow Bike Project is composed of a large supporter base, part of which through particular levels of participation will serve as the Collective Council, which is the decision-making body of the group. The Collective Council will choose by consensus a Representative Council (Board of Directors) to act on the intent of the collective, and a number of Coordinators to ensure day-to-day operations.

ARTICLE IV

Supporters

Anyone who contributes to the Yellow Bike Project in any way is a supporter. Contributions include time, money, or other donations.

ARTICLE V

Collective Council

(1) Definition

The Collective Council is the self-initiating and open body of supporters who contribute 24 hours of work during each season. As the Collective Council is charged with defining and implementing the goals of the Yellow Bike Project, the initiators of these Words recognize that the donation of effort and work is more highly valued than money or material goods, and confers a stronger role in the collective decisions.

(2) Powers

The Collective Council of this Corporation is vested with the management of the business and affairs of this Corporation, subject to the Texas Business Organizations Code, the Certificate of Formation, and these bylaws. It is the responsibility of the individual members of the Collective Council to accurately and honestly reflect and promote the collective intent and goals of the Yellow Bike Project.

The Collective Council discusses and evaluates evolving situations with the input of the Representative Council, the Coordinators, and the community, and reaches consensus on decided actions. The Collective Council is responsible for the management of the Yellow Bike Project and must approve all decisions of the Yellow Bike Project, except those that the Representative Council is expressly authorized to approve by these Words.

(3) Qualifications and Membership

Membership in the Collective Council shall not be denied to any person on the basis of race, creed, sex, religion, or national origin. "Work" as used above is defined as any effort performed to the direct benefit or promotion of the Yellow Bike Project, performed with consensus approval of the Collective Council. "Twenty four hours" as used above is defined as 24 hours of volunteer work as defined above. "Season" as used above is defined as any rolling contiguous three-month period.

Membership in the Collective Council is conferred once the volunteer attends a Collective Council meeting and expresses his or her desire to become a collective member after completing 24 hours of work as defined above. Membership lapses if less than 24 volunteer hours have been completed in a three-month period

Collective Council membership is based on volunteer hours donated to the Yellow Bike Project. It is the volunteers' responsibility to record hours worked in the appropriate volunteer logs, which are kept by the Coordinators.

Membership in the Collective Council is an earned privilege that may be revoked for just cause. The Collective Council can remove a Collective Council member with a simple majority (51%) vote at 2 consecutive Collective Council meetings.

(4) Meetings of the Collective Council

Regular meetings of the Collective Council will be on the first Tuesday of each month at the Yellow Bike Shop headquarters, or at any other time and place that the Collective Council may designate within a 50 mile radius of Austin, Texas. Special meetings may be called at other times by agreement of 6 members of the Collective Council as necessary. Six members of the Collective Council must be present at a Collective Council meeting or Special meeting for decisions to be final.

Collective Council 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 location will be posted on the Yellow Bike Project information board and web site and disseminated to the Collective Council membership as quickly and thoroughly as possible.

It is the responsibility of the members to confirm times and locations of the Collective Council meetings.

Meeting times, locations, and agendas will be drafted based on input from the Collective Council membership and other concerned parties. All meeting agendas will include an “Open Agenda” period. Collective Council members are encouraged to submit agenda items in advance of any meetings though may submit items at meetings during the “Open Agenda” period.

(5) Rules of Procedure of the Collective Council

Input into Collective Council meetings will be by informal discussion, except in circumstances when a “stack” will facilitate more organized discussion; a “stack” is an on-going list of speakers interested in voicing an opinion on issues relevant to the topic at hand. Anybody present at the meeting may move to “close the stack,” limiting the speakers to those already recorded as “on the stack.”

Except as outlined below, decisions are reached by the Collective Council via the method of consensus (unanimous agreement of all members present), defined as a process of discussion, compromise, and unanimous agreement. Only Collective Council members have the ability to block consensus. Issues or decisions may be tabled should agreement not be reached. If consensus is not reached during two consecutive monthly meetings of the Collective Council, a decision may be approved by an 80% majority of the Collective Council members present at the second meeting.

The Collective Council chooses the members of the Board of Directors (Representative Council) and the Officers by consensus.

The Collective Council chooses the Coordinators from among the Collective Council by consensus.

Neither the Board of Directors (Representative Council) nor the Coordinators have the authority to act on decisions that are contrary to the will of the Collective Council.

The Collective Council can remove a member of the Board of Directors (Representative Council), a member of the Collective Council or a Coordinator with a simple majority (51%) vote at 2 consecutive Collective Council meetings.

(6) Actions without a Meeting

Any action required or permitted to be taken by the Collective Council under the Texas Non-Profit Corporation Act, the Certificate of Formation, and these bylaws may be taken without a meeting, if all active members of the Collective Council 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 Council. Consents may be submitted in email or other electronic form.

ARTICLE VI

Coordinators

(1) Definition and eligibility

Coordinators are chosen from the Collective Council by consensus. Coordinators focus on specific task groups in ensuring the day-to-day functions of the Yellow Bike Project.

(2) Positions

Email/Phone Coordinator–Position term is 1 year.

- (a) Record and deliver messages to Coordinators.
- (b) Answer or distribute incoming email messages appropriately.
- (c) Update voice mail messages according to current activities.
- (d) Keep up to date Collective email distribution list.

Web/IT/ Shop Log Database Coordinator–Position term is 1 year

- (a) Maintain and update the website.
- (b) Maintain and improve current computer infrastructure.
- (c) Maintain Shop Log Database.
- (d) Seek systems that are easier to use to reduce the skill-set requirements of this Coordinator position and allow more Collective Council members to contribute to the information on the website.

Education Coordinator–Position term is 1 year.

- (a) Organize and administer all educational programs run by the YBP, or delegate responsibility for such.
- (b) Act as the point of contact for all educational programs involving the outside community.

Community Coordinator–Position term is 1 year.

- (a) Act as liaison to organize and administer community outreach programs.
- (b) Compose and disseminate media releases and the newsletter.
- (c) Maintain necessary contact with media outlets.
- (d) Ensure accuracy of outgoing information, i.e. review press releases, flyers, pamphlets, etc.

Transportation Coordinator–Position term is 1 year.

- (a) Arrange and coordinate Yellow Bike releases.
- (b) Act as liaison between outside community members and the YBP on transportation matters.
- (c) Keep the collective informed about transportation advocacy efforts by the outside community

Quality Control Coordinator–Position term is 1 year.

- (a) Communicates with other coordinators regarding quality and completion of all outgoing bicycles.
- (b) Check inventory and supplies monthly and order as needed.
- (c) Work to improve the organizational systems of the shop.

Workshop Coordinator–Position term is monthly

- (a) Open, close and maintain weekly workshops according to procedures defined in the Coordinators' Standard Operating Procedure manual.
- (b) Ensure volunteers sign in.
- (c) Maintain accurate and up-to-date workshop and transaction logs recording volunteer efforts donated to their areas of responsibility.
- (d) Coordinators maintain communication on a monthly basis at the Collective Council meeting

(3) Removal

A Coordinator can be removed with a simple majority (51%) vote of the Collective Council members present at 2 consecutive Collective Council meetings

ARTICLE VII

Board of Directors (a/k/a Representative Council)

(1) Definition

The Board of Directors is the body appointed by the Collective Council, advising the Collective Council to visualize and synthesize the future collective vision into day-to-day objectives. It also serves to check fiduciary responsibility and adherence to the bylaws of the Yellow Bike Project.

(2) Powers

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

(3) Number of Directors

The Board of Directors will consist of at least three Directors. Upon consensus resolution of the Board of Directors, the number of Directors may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent Director, or decreasing the total number of Directors to fewer than three Directors. At-large members from the larger bicycling community are invited to serve on the Board of Directors.

(4) Meetings

The Board shall meet at least once a year at a location and time designated by the Board of Directors, within a 50 mile radius of Austin, Texas. Notification of meeting times and location will be sent by email to members of the Board of Directors. Any member of the Board of Directors can call a meeting. Collective Council members are invited to participate in Representative Council meetings. Board of Director meetings will be open to the community at large, except when personnel, real estate, or litigation matters are being discussed.

All meeting agendas will include an “Open Agenda” period. Board of Directors and Collective Council members are encouraged to submit agenda items in advance of any meeting, though may submit items during the “Open Agenda” time.

(5) Rules of Procedure of the Board of Directors

Input into Board of Directors meetings will be by informal discussion, except in circumstances when a “stack” will facilitate more organized discussion.

Decisions are reached by the Representative Council via the method of consensus, as defined as a process of discussion, compromise, and unanimous agreement. Only Representative Council members or Collective Council members 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 Representative Council, it can be referred to the Collective Council for consideration and resolution by any member of the Representative Council.

(6) Term of Directors

Term of the Directors shall be one year. There are no term limits and, therefore, Directors may serve any number of consecutive terms.

Board members may petition the Collective Council for leave of absence from duties. Leaves of absence may extend to the equivalent of one season per year without jeopardizing Board of Director status

(7) Selection of Directors

Nominations for the Board of Directors will be made by consensus at the February Collective Council meeting. Pending acceptance, term will begin in March of the same year.

Collective Council confirmation for Directors filling expired terms shall be held at the annual meeting (retreat) of the Collective Council, held in March. Any directorship to be filled by reason of an increase in the number of Directors shall be filled at the next regular meeting of the Board of Directors or at a special meeting called for that purpose. When a re-appointment or replacement is made, the re-appointment or replacement shall be considered effective on the date that the prior term expired (i.e., the new term does not begin on the date of the election). Board members whose terms

have expired may continue serving until they are either re-appointed or until their successors are chosen.

(8) Resignation

Any Director may resign at any time by delivering written notice to the Secretary or President of the Board of Directors. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.

(9) Removal

Any Director may be removed without cause, at any time, by a simple majority (51%) vote at 2 consecutive Collective Council meetings.

(10) Vacancies

Vacancies shall be filled by consensus of the Collective Council, and the Director filling the vacancy shall serve for the remainder of the term of the directorship that was vacated. Vacancies shall be filled as soon as practical. Any Collective member may make nominations to fill vacant directorships.

(11) Compensation

Directors shall not receive any salaries or other compensation for their services, but, by resolution of the Collective Council, may be reimbursed for any actual expenses incurred in the performance of their duties for the Corporation. The Corporation shall not loan money or property to, or guarantee the obligation of, any Director.

ARTICLE VIII

Officers

(1) Roster of Officers

The Corporation shall have a President, Secretary, and Treasurer. The Corporation may have, at the discretion of the Board of Directors, such other officers as may be appointed by the Directors. One person may hold two or more offices, except those serving as President or Secretary.

(2) Election and Removal of Officers

All officers shall serve one-year terms. The Collective Council shall select Officers by consensus in accordance with the same procedures specified for election of Board (Representative Council) laid out in Article VII, Section (6). Officers shall remain in office until their successors have been selected. Officers may serve consecutive terms without limit. The election of officers shall be by majority vote of the Board of Directors attending the meeting.

(3) Vacancies

If a vacancy occurs during the term of office for any officer, the Collective Council shall select a new officer to fill the remainder of the term as soon as practical, by consensus of the Collective Council.

(4) President

- (a) The President is appointed by consensus from and by the Collective Council.
- (b) The President shall execute Agreements on the behalf of the Yellow Bike Project, subject to authorization by the Collective Council or Board of Directors when so authorized.
- (c) The President executes checks on behalf of the Yellow Bike Project for regular operating costs less than \$3000. Expenses \$3000 or more must be approved by the Collective Council.
- (d) The President attends regular and special Collective and Board of Directors meetings.

(5) Secretary

- (a) The Secretary is appointed by consensus from and by the Collective Council.

- (b) The Secretary will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Certificate of Formation, or by these bylaws.
- (c) 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.
- (d) The Secretary shall take or ensure that someone takes minutes of all meetings of the Collective Council and Representative Council, and post all minutes at the principal office of the Corporation.
- (e) The Secretary shall keep a record of the names and addresses of the Directors at the principal office of the Corporation.
- (f) The Secretary shall ensure that all records of the Corporation, minutes of all official meetings, and records of all votes, are made available for inspection by any member of the Board of Directors at the principal office of the Corporation during regular business hours.
- (g) The Secretary shall see that all notices are duly given in accordance with these bylaws or as required by law.
- (h) The Secretary shall see that all books, reports, statements, certificates, and other documents and records of the Corporation are properly kept and filed.
- (i) In the case of the absence or disability of the Secretary, or the Secretary's refusal or neglect to fulfill the duties of Secretary, the President shall perform the functions of the Secretary.
- (j) In the absence of the President or Treasurer, the Secretary executes checks on behalf of the Yellow Bike Project for regular operating costs less than \$3000. Expenses \$3000 or more must be approved by the Collective Council.

(7) Treasurer

- (a) The Treasurer will have charge and custody of all funds of the Corporation, will oversee and supervise the financial business of the Corporation, will render reports and accountings to the Collective and Board of Directors, as required by these bodies, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Certificate of Formation, or by these bylaws, or which may be assigned from time to time by the Collective Council.
- (b) The Treasurer and the members of the Corporation shall devise a plan providing for the acceptance and disbursement of all funds of the Corporation which shall be approved by the Collective Council.
- (c) The Treasurer, with the approval of the Collective Council, shall set up all checking, savings, and investment accounts of the Corporation and deposit all such funds in the name of the Corporation in such accounts.
- (d) 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 Collective, designates another member of the Board of Directors or member of the Corporation as the authorized signatory for a particular type of disbursement.
- (e) The Treasurer shall reconcile monthly all checks written by or debit/credit expenses authorized by the Officers of the Corporation with bank statements received from the banks of the Corporation and shall prepare a monthly report for the Collective Council, providing an accounting of all transactions and of the financial conditions of the Corporation.
- (f) The Treasurer shall keep all financing records, books, and annual reports of the financial activities of the Corporation at the principal office of the Corporation and make them available at the request of any Director or member of the public for inspection and copying.

ARTICLE IX

Indemnification

(1) Insurance

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

(2) 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 Director 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.

(3) 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

Changing the Yellow Bike Project Bylaws

These Bylaws may be changed. Consensus of the Collective Council is necessary to amend the Bylaws, but if consensus is not reached after two consecutive monthly meetings, an 80% majority of the Collective Council members present at the third meeting must vote to amend the Bylaws

CERTIFICATION

I hereby certify that these Bylaws were adopted by the Collective Council of the Yellow Bike Project at its meeting held on 01 September 2009.

Secretary