

BYLAWS OF THE ASSOCIATION OF PEDESTRIAN AND BICYCLE PROFESSIONALS

Article 1 – Name, Purposes, Functions

Section 1. **Name:** The official name of the organization shall be the ASSOCIATION OF PEDESTRIAN AND BICYCLE PROFESSIONALS to be abbreviated APBP.

Section 2. **Purposes:** The purposes for which the corporation is organized are:

- a. To promote the progress and development of the emerging professional discipline of pedestrian and bicycle transportation which consists of engineers, planners, architects, developers, landscape architects and other professionals in the health, safety and promotion fields who specialize in improving conditions for bicycling and/or walking;
- b. To provide a forum for professional development of pedestrian and bicycle professionals by providing opportunities to network; to gain training; and to share information, advice, and expertise regarding issues and problems common to the field;
- c. To gather and disseminate to members statistics and information relating to the pedestrian and bicycle transportation field;
- d. To educate members regarding legislation and regulations which affect pedestrian and bicycle transportation professionals and to represent the interests of the profession before government officials.
- e. To increase diversity of pedestrian and bicycle professionals, elevate the realities of professionals and advocates of color in their lived and professional experiences, and provide resources to members on serving marginalized communities.

Article 2 – Membership, Rights, Obligations

Section 1. **Definition; Prohibition of Discrimination:** Members of the association shall be those persons accepted as members in accordance with qualifications and other requirements described in these bylaws. Membership shall be unrestricted by consideration of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, or sexual orientation.

Section 2. **Dues:** Dues shall be set by the Board of Directors. Forfeiture of all membership rights may occur if dues are not paid.

Section 3. **Application and Dues:** Application for membership shall be made in writing, including electronic submissions, and shall obligate the applicant to pay such dues and assessments as may from time to time be fixed by the Board of Directors and to abide by all of the provisions of these bylaws.

Section 4. **Resignation:** Any member may resign from the association by written notice addressed to the President. Such resignation shall not, however, discharge the resigning member from the obligation to pay any dues and assessments which then remain due or unpaid.

Section 5. **Classes of Memberships and Their Rights:**

- a. **Classes:** There shall be six classes of membership: professional, advocate, young professional, retired, student, and honorary. Professional membership shall be open to government employees, private and/or independent consultants and vendors actively involved in the profession of pedestrian and bicycle transportation. Advocate membership shall be open to staff and volunteers of bicycle and/or pedestrian-oriented advocacy groups and private citizens who are interested in bicycle and/or pedestrian transportation issues who do not meet the qualifications of professional membership. Young professional membership shall be open to current APBP student members who are recent graduates with less than three years' professional experience. Retired membership shall be open to any person who has officially retired and no longer works in the field. Student membership shall be open to students in civil engineering, urban planning, landscape architecture, and other related curricula. Honorary membership shall be offered to those individuals designated by the Board of Directors to be honorary members.
- b. **Professional, Advocate, Young Professional and Retired member types:** shall have the right to:
 - 1) Receive association official publications;
 - 2) Be a candidate for association elective and appointive positions in accordance with these bylaws;
 - 3) Participate in the election of officers, Board members, Committee members and other elected offices;
 - 4) Attend all association meetings and programs²; and
 - 5) Be accorded other rights as provided for under common parliamentary or statutory law.
- c. **Student member types:** shall have the right to:
 - 1) Receive association official publications;
 - 2) Attend all association meetings and programs³;
 - 3) Participate on committees and in chapters including chapter governance; and
 - 4) Be accorded other rights as provided for under common parliamentary or statutory law.
- d. **Honorary member types:** The rights of honorary members shall be established by the Board of Directors.

Section 6. **Membership Meetings:**

- a. **Annual Meeting:** The annual meeting of the association shall be held at some time during each year, the exact date and place of such meeting to be fixed by the Board of Directors. A written notice of the time and place of such annual meeting shall be sent to each member by mail or electronic means no later than 30 days prior to the date of such meeting.

- b. The Annual Meeting shall be conducted in a manner that is accessible to all eligible participants, including those with disabilities.

Section 7. **Membership Votes:**

- a. **Quorum:** Twenty percent (20%) of the members shall constitute a quorum for the transaction of daily business and a majority of those present must vote in favor of any matter so submitted in order to carry approval. The total number of members eligible to vote is established on the day the voting opens each year.
- b. **Mail or Electronic Voting:** The Board of Directors may by majority vote ask for and receive a mail or electronic vote from the membership upon any matter pertaining to the business of the association. Whenever such a vote is taken, the matter to be voted upon shall be fully set forth in the notice and the time within which the vote must be replied to shall also be designated. A majority of the quorum must vote in favor of any matter so submitted to carry approval.

Section 8. **Member Expulsion:** Members shall be subject to disciplinary action for failure to pay dues, adhere to the bylaws, or any other actions which are detrimental to the purposes, goals, and function of the association.

Article 3 – Board of Directors and Duties of the Board

Section 1. **Number of Members:** There shall be a Board of Directors consisting of not fewer than four or more than fifteen, four of whom shall also be officers.

Section 2. **Qualifications:** Candidates for election to the Board of Directors shall be professional, advocate, young professional and retired members in good standing of the association. In addition, they shall have actively participated in association activities, such as an APBP committee, action team or local chapter for at least one year and have a minimum experience level of two years working in the public, private or nonprofit sector on projects, initiatives or campaigns related to the purpose of the association as stated in the bylaws. Each Board Member will be required to sign a “Board Member Agreement”, setting forth the legal and moral responsibilities of an association Board member.

Section 3. **Terms and Term Limits:** The terms for Board members shall be three years with a maximum of two consecutive full three-year terms. Board members who have served two consecutive terms shall be permitted to be nominated for election to the Board again after remaining off of the Board for a period of 3 years. Terms shall be staggered with one-third of the Board to be elected each year. To establish the staggered terms, the first elected Board shall be divided equally into one-, two- and three-year terms prior to the election with each candidate aware of the initial term for which they are being considered. The term limit period will begin with the initiation of each Board member's first full three-year term. All terms will begin at the beginning of the next fiscal year following the end of the annual voting process. The only exception to the three-year term limit is if a Board member serves as President in the third year of their term. If serving as President in the third year of their first term, the Board member has the option to either stay on the Board for one

additional year as Immediate Past President or run for a second three-year term. If they do not win the election, they would remain on the Board for one additional year as Immediate Past President as an ex-officio member. If serving as President in the third year of their second term, they would remain on the Board for one additional year as Immediate Past President as an ex-officio member.

Section 4. **Election Process:** Board members shall be elected from the regular membership to serve a three-year term. Nominations of persons for election shall be made through a self-nomination process that is then reviewed for eligibility by a Nominating Committee. The Nominating Committee is composed of three members who shall be designated by the President with the approval of the Board of Directors. The nominating committee shall normally include the Vice President, another Board member, and a regular member. The nominating committee shall report the names of the candidates eligible to be on the ballot to the President at least 40 days before the ballot due date set by the Board. The report shall include a brief biographical sketch of each candidate. The Secretary or association staff shall submit a written ballot (by electronic means or mail) to all members 30 days before the ballot due date. Completed ballots shall be collected by the Secretary or association staff via electronic means, facsimile, or mail prior to or on the ballot due date. Candidates receiving the highest number of votes for each Board vacancy shall be declared elected. In cases of a tie, the existing Board of Directors shall cast the deciding vote. If a quorum is not met, the Executive Committee may extend the voting to a date certain.

Section 5. **Process for Filling Vacancies:** Unexpected, unscheduled vacancies will be filled for the remainder of the open term by a two-thirds majority vote of the Board. The Board may also choose to leave the vacancy open until the next scheduled Board election. If this option is chosen, the successful Board candidate who receives the fewest votes shall fill the remainder of the open term, if any. For example, if five seats are open, the fifth-place candidate shall fill the remainder of the open term.

Section 6. **Frequency and Type of Meetings:** Meetings of the Board will be held at least twice each year on such dates as determined by the Board of Directors. Meetings may be held in person or via video or phone conference call. The Board of Directors may also meet at the call of the President, Vice President, or any three members of the Board of Directors. At least five days' notice of the time and place of the meeting shall be given to each member of the Board of Directors. All meetings of the Board shall be conducted in a manner that ensures accessibility to all participants, including those with disabilities.

Section 7. **Quorum Requirements:** A majority of the Board members with either the President or Vice President present shall constitute a quorum.

Section 8. **Action at Meeting:** Except as otherwise provided by law, the Certificate of Incorporation or these bylaws, the vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 9. **Telephonic Meetings:** Any one or more members of the Board of Directors may participate in a meeting of the Board by means of a conference

telephone call or similar communication technique that allows all persons participating in the meeting to hear each other at the same time, and participation in a meeting pursuant to this bylaw shall constitute being present at such meeting.

Section 10. **Email and Mail Voting:** Any action which may be taken at a meeting of the Board of Directors may be taken by email or mail with the exception of the election of officers. Whenever such a vote is taken, the matter to be voted upon shall be fully set forth in the notice, and the time within which the vote must be replied to shall also be designated. A majority of the Directors must vote in favor of any matter so submitted to carry approval and the results of the vote shall be in writing and included in the Board meeting minutes.

Section 11. **Compensation:** Members of the Board of Directors may be compensated for reasonable travel and related expenses to attend Board meetings.

Section 12. **Circumstances Under Which Members of the Board of Directors May Be Removed:** Board members shall be subject to disciplinary action for failure to fulfill the obligations cited in the bylaws, and any other actions which are detrimental to the purposes, goals, and function of the association Board. Members may also be removed for absence of more than two consecutive meetings, at the discretion of the Board.

Article 4 – Officers and Duties of Officers

Section 1. **Designation of Offices and Qualifications:** There shall be four (4) offices: President, Vice President, Secretary, and Treasurer. Candidates for office must be active Board members in good standing.

Section 2. **Duties of Officers:**

- a. The President shall preside at all meetings of the members and the Board of Directors, shall serve as a nonvoting ex-officio member of all committees except a nominating committee, shall appoint special committees, may sign checks as authorized by Board policy or resolutions, and shall have such other powers and duties as may be designated in these bylaws or by the Board of Directors.
- b. The Vice President shall assume the duties of the President in case of the President's absence or inability to serve. The Vice President shall have such other powers and duties as may be designated by these bylaws or by the Board of Directors.
- c. The Secretary shall ensure that minutes are kept of all meetings of the Board of Directors in books provided for that purpose; shall attend to the giving and serving of all notices; shall have charge of the books, records, documents and instruments and such other books and papers as the Board of Directors may direct, all which shall be open at reasonable times to the inspection of any member of the Board of Directors upon request and during business hours, and shall in general perform all duties incident to the office of Secretary subject to the control of the Board of Directors. The Secretary shall have authority over the association email list serve and website, including maintaining and enforcing list serve rules and initiating disciplinary action including expulsion

from the list.

- d. The Treasurer may sign checks as authorized by Board policy or resolution; shall ensure that the organization keeps an itemized account of receipts and disbursements, chair the finance committee (if established); be familiar with association procedures relating to receipt and deposit of funds; and ensure that a complete written report of the finances of the association is presented to the Board at regular meetings when specified in the meeting agenda, to members if requested by the Board, and to the President upon request.

Section 3. **Process for Selecting or Appointing Officers:** The Board of Directors shall elect annually the four officers to serve terms as stated in Section 4 of this Article. The election of officers shall take place during the first official meeting of the Board following the beginning of the fiscal year specified in Article 12 of these bylaws. Candidates may announce their intentions prior to or during this meeting. The Board shall conduct an election to appoint an interim officer in the event that an officer's Board term will expire prior to the next scheduled election of officers.

Section 4. **Terms:** A duly elected officer shall serve in the office for a period of one year or until their successor has been duly elected and qualified.

Section 5. **Compensation:** The Board of Directors may by resolution, approved by a majority of the full Board, provide that officers shall be entitled to receive salary or compensation in a reasonable amount for such personal services rendered that are necessary and reasonable in carrying out the association's purposes, provided, however that in no event shall such salary or compensation be excessive.

Section 6. **Circumstances Under Which an Officer May Be Removed:** Officers shall be subject to disciplinary action for failure to fulfill the obligations cited in the bylaws, and any other actions which are detrimental to the purposes, goals, and function of the association.

Article 5 – Committees

The Executive Committee shall include the four elected officers of the Board of Directors and the immediate past president, provided they remain a member of the Board. The Board of Directors may establish other committees, subcommittees, or task forces as are necessary.

Article 6 – Chapters

Members of the association may form chapters with specific and exclusive territorial or institutional limits. In order to be recognized as an official chapter of the association, the chapter charter requires approval by the Board of Directors. Association members within the territory or institution may become members of that chapter.

Article 7 – Fiscal Year

The fiscal year of the corporation shall be from January 1 through December 31.

Article 8 – Office Locations

The location of the association offices shall be at such places as designated by the Board of Directors.

Article 9 – Staff and Employees

The Board may elect or appoint or remove such other offices, agents or employees, may delegate to them such powers and duties as it may deem desirable, and may fix their compensation.

Article 10 – Indemnification

Any director or officer or former director or officer of the association shall be indemnified by the association for expenses and costs (including reasonable attorneys' fees) actually and necessarily incurred by them in connection with any claim asserted against them, by action in court or otherwise, by reason of them being or having been such director or officer to the full extent permitted by laws if they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the association.

Article 11 – Disciplinary Action

Section 1. **Procedure for Disciplinary Action and/or Removing a Member, Board Member, Officer, Employee, or Staff:**

- a) Depending upon the severity of disciplinary violation, a member, Board member, officer, employee, or staff may be reprimanded, censured, suspended from membership, or expelled from membership permanently;
- b) Disciplinary proceedings and appeals thereof shall be conducted with policies and procedures established by the Board of Directors, which shall have final disciplinary authority; and
- c) No disciplinary action shall be taken until such member, Board member, officer, employee, or staff shall have been served with written specific charges, given a reasonable time to prepare any defense and afforded a full and fair hearing.

Article 12 – Parliamentary Authority

Robert's Rules of Order, Newly Revised shall govern in all parliamentary situations not provided for by the law, bylaws or resolutions adopted by the Board of Directors.

Article 13 – Amendments

Section 1. **Procedure for Amending the Bylaws:**

- a) Proposed amendments shall be submitted to the Board of Directors, or to a bylaws committee if one exists, for consideration. A two-thirds vote of the entire Board shall be required to amend the bylaws, provided that notice of

such proposed changes were sent in writing to the members of the Board at least 7 days before such meeting.

Article 14 – Dissolution

Section 1. **Voting:** A vote to dissolve the association shall require an affirmative majority of all members of the association. The vote may be taken by electronic communication, mail or in person.

Section 2. **Distribution:** Upon dissolution of the association, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the association, dispose of all assets of the association to such organization or organizations as the Board shall select, which qualify as an exempt organization or organizations under Section 501 (c) of the Internal Revenue Code of 1954, as amended.