

**BY LAWS**  
**OF**  
**WALK/BIKE NASHVILLE**

OFFICES

1. The principal office of Walk/Bike Nashville shall be located at 201 Fourth Avenue, North, 5<sup>th</sup> Floor, Nashville, Tennessee 37219-8258, Attn: David L. Kleinfelter, and the Corporation shall have such other offices at such other places as the Board of Directors may from time to time specify or as the business of the Corporation may require.

SEAL

2. The Corporation shall have no seal.

MISSION STATEMENT

3. The Corporation has been organized to make Nashville a more walkable, bikeable, livable city. We advocate:

- a. Increasing the use of bicycling, walking and other forms of non-motorized travel as transportation modes in order to reduce road miles traveled by motor vehicles, thereby reducing traffic congestion, air and noise pollution, and improving the quality of life in Nashville.
- b. Enhancing opportunities for recreational walking, bicycling and other forms of non-motorized travel, thereby improving the health and well-being of participating Nashvillians.
- c. Making Nashville's streets and neighborhoods safer and more functional for all modes of travel through the use of planning and design, public education and enforcement.

## MEMBERSHIP

4. Membership shall be open to all persons interested in promoting the activities of the Corporation.

5. Individual members shall pay annual dues in an amount to be set from time to time by the Board of Directors and shall have the privilege of casting one vote on all matters put to a vote of Members and of participating in Corporation activities.

6. Family memberships shall be available with annual dues in an amount to be set from time to time by the Board of Directors. Each Family membership shall have the privilege of casting one vote on all matters put to a vote of Members, but all family members shall have the privilege of participating in Corporation activities.

7. Other membership categories may be established from time to time by designation of the Board of Directors.

## GENERAL MEMBERSHIP MEETINGS

8. General membership meetings shall be held each year on a date to be selected by the Board of Directors.

## DIRECTORS

9. The affairs of the Corporation shall be managed by the Board of Directors, and all of the powers of the Corporation shall be vested in said Board. The Board of Directors shall initially consist of not more than thirty (30) persons to be elected by the incorporator at the organizational meeting of the Corporation. Thereafter, members of the Board shall be elected by the Board of Directors. The number of the Board of Directors may be increased or decreased from time to time by the Directors of the Corporation.

10. The initial term of each Director shall expire at the second annual meeting following the Director's election to the Board of Directors. Thereafter, each such Director may be elected to serve a term of one year and thereafter until his successor shall be elected and shall qualify.

11. An annual meeting of the Board of Directors shall be held on a date to be determined by the Board. The membership shall be notified of the annual meeting by such means as the Board of Directors may choose. Regular meetings of the Board may be held at such time as shall from time to time be determined by the Board.

12. The Directors shall hold their meetings at the principal office of the Corporation in Nashville, Tennessee, or at such other place or places as they may from time to time determine.

13. Special meetings of the Board may be called by any officer of the Corporation on three days' notice to each Director, and such notice may be in person or by mail, telephone, or telegram. Special meetings shall be called by the President or Secretary on the same notice at the request of at least one-third of the Directors.

14. At all meetings of the Board, one-third of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute, by the Charter of the Corporation, or by these By-Laws.

15. The Board of Directors shall keep a record of all their proceedings, and these records and the principal books of the Corporation shall be kept at the principal office of the Corporation, with necessary books and records being kept at such place or places as the Board of Directors may from time to time determine. All of these books and records shall be subject to the inspection of any Director at any reasonable time of the day.

16. Directors may be removed for cause by vote of a majority of the entire Board.

17. Vacancies in the Board occurring for any reason, including an increase in the number of Directors or removal or the expiration of a Director's term, shall be filled by the vote of a majority of the Directors present at any meeting at which there is a quorum, or in the event that the number of Directors then in office does not constitute a quorum, by a majority of the Directors then in office. A Director elected to fill a vacancy created by the removal of a Director or the resignation of a Director shall hold office until the expiration of the original term of the removed Director.

### COMMITTEES

18. The Executive Committee shall be made up of four (4) persons: the President, the Vice-President, the Treasurer and the Secretary. In the event that any of the four referenced offices of the Corporation is not filled, the President may also appoint an individual to fill any such outstanding position on the Executive Committee until the time that such unfilled office is filled.

19. The Executive Committee shall meet from time to time upon the call of the President or any other two officers and shall report to the Board of Directors.

20. The President shall be the Chairman of the Executive Committee.

21. A majority of the Executive Committee shall constitute a quorum and the act of a majority of the members of the Executive Committee present at a meeting at which there is a quorum shall be the act of the Executive Committee.

22. The Executive Committee shall have the authority to exercise the powers vested in the Board of Directors hereunder and to transact all necessary business between meetings of the Board of Directors and shall submit recommendations to the Board for action.

23. The Board of Directors may also, by resolution adopted by a majority of the entire Board, designate such other committees as it sees fit and delegate to such committees such authority as it deems desirable.

### OFFICERS

24. The Officers of the Corporation shall consist of a President, Vice-President, Treasurer and Secretary and may include such other officers as may be deemed necessary by the Board of Directors. One person may hold any two or more of such offices except that the same person may not hold the offices of President and Vice-President or President and Secretary.

25. Initially, officers shall be elected by the Board of Directors at the organizational meeting and shall hold office until its first annual meeting. Thereafter, all officers shall be elected by the Board of Directors at its annual meeting and shall hold office for one year and thereafter until their successors are elected and qualified. Officers shall be members of the Board of Directors.

26. The Officers of the Corporation shall exercise such powers and perform such duties as are specified in these By-Laws or are from time to time conferred by the Board of Directors.

27. Any Officer may be removed from office at any time, with or without cause, by an affirmative vote of a majority of the entire Board of Directors.

28. Vacancies occurring in any office for any reason, including removal, shall be filled by the Board of Directors. Any Officer elected to fill a vacancy shall hold office for the remainder of the unexpired term of the predecessor in that office and thereafter until his successor is elected and qualified.

29. In case of the absence of any officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may delegate, for the time being, any of the powers and duties of such Officer to any other officer or to any Director, provided a majority of the entire Board concur therein.

### THE PRESIDENT

30. The President shall preside at all meetings of the Board of Directors, shall have general supervision over the active management of the affairs of the Corporation, and shall see that all orders and resolutions of the Board are carried into effect. He shall be, ex officio, a member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation.

### VICE PRESIDENT

31. The Vice President or Vice Presidents, if any, shall be active executive officers of this Corporation and shall assist the President in the active management of its affairs. Vice Presidents shall perform such other duties as the Board of Directors may from time to time prescribe.

### SECRETARY

32. The secretary shall attend all sessions and shall record all votes and minutes of all proceedings in a book to be kept for the purpose and he shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors.

## TREASURER

33. a. The Treasurer shall have custody of the funds and securities of the Corporation and shall keep a full and accurate account of receipts and disbursements in books belonging to the Corporation, and shall deposit all monies or other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

b. He shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements and shall render to the President and Directors at regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and the financial condition of the Corporation.

c. He shall give the Corporation a bond, if required by the Board of Directors, in a sum and with one or more sureties satisfactory to the Board of Directors for the faithful performance of the duties of his office and for the restoration to the Corporation in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Corporation.

## INDEMNIFICATION

34. a. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a Aproceeding@), by reason of the fact that he or she is or a person for whom he or she is the legal representative is or was a director or officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director or officer, employee or agent of another corporation, or of a partnership, joint venture, trust or other enterprise, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the laws of the State of Tennessee, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment) against all expenses, liability and loss (including attorneys' fees, judgments, fines or ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith. Such right shall be a contract right and shall include the right to be paid by the Corporation expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses incurred by a director or officer of the Corporation in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including,

without limitation, service to an employee benefit plan) in advance of the final disposition of such proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it should be determined ultimately that such director or officer is not entitled to be indemnified under this Section or otherwise.

b. If a claim under (a) of this Section 34 is not paid in full by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the claimant at any time thereafter may bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the laws of the State of Tennessee for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the laws of the State of Tennessee, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) that the claimant had not met such applicable standard of conduct, shall be a defense to the action or create a presumption that claimant had not met the applicable standard of conduct.

c. The rights conferred by (a) and (b) of this Section 34 shall not be exclusive of any other right that such person may have or hereafter acquire under any statute, provision of the charter, by-law, agreement, vote of shareholders or disinterested directors, or otherwise.

d. The Corporation may maintain insurance, at its expense, to protect itself and any such director, officer, employee, or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability, or loss under the laws of the State of Tennessee.

### DEPOSITORIES

34. The Board of Directors shall have the power to select depositories for the funds of the Corporation and power to direct the method and manner of signing checks, notes and other instruments binding on the Corporation.

### FISCAL YEAR

35. The fiscal year of the Corporation shall end on December 31 of each year unless the Board of Directors determines otherwise.

### AMENDMENTS

36. These By-Laws may be altered, amended or repealed by a vote of a majority of the Directors present at any meeting at which there is a quorum, if notice of the proposed alteration or amendment is contained in the notice of the meeting.

### PARLIAMENTARY AUTHORITY

37. The rules contained in Roberts Rules of Order (newly revised) shall govern the meetings of the Corporation on any matters not specifically covered by the rules adopted by the Corporation.