

## BYLAWS of **Wheels for Kids**

### ARTICLE I — NAME AND PURPOSE

*Section 1 — Name:* The name of the organization is Wheels for Kids. It is a nonprofit organization incorporated under the laws of the State of Arizona.

*Section 2 — Purpose:* The purpose of Wheels for Kids is to provide bicycles to low income, distressed, or underprivileged kids exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

Through community partnerships and the effort of volunteers, Wheels for Kids clean, refurbish, and distribute bicycles to youth service organizations.

### ARTICLE II — MEMBERSHIP

*Section 1 — Membership:* Membership shall consist of the Board of Directors.

### ARTICLE III — BOARD OF DIRECTORS

*Section 1 — Board role, size, and compensation:* The Board of Directors (“Board”) is responsible for overall policy and direction of the organization. The Board delegates day- to-day operations to committees. The Board shall have four (4) or more members. Board members receive no compensation for their services.

*Section 2 — Terms:* All Board members shall serve two-year terms, and are eligible for re-election for consecutive terms.

*Section 3 — Meetings and notice:* The Board shall meet at least annually, at an agreed upon time and place as determined by the Board Chair. An official Board meeting requires that each Board member have written notice at least two weeks in advance. Such notice will normally be provided by email.

*Section 4 — Board elections:* During the last quarter of each fiscal year of the corporation, the Board shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the Directors, called in accordance with the provisions of these bylaws.

*Section 5 — Election procedures:* New Directors shall be elected by a majority of Directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year

*Section 6 — Quorum:* A quorum must consist of a majority of current Board members for business transactions to take place and motions to pass.

*Section 7 — Officers and Duties:* There shall have four Board officers, consisting of a Chair, Vice-Chair, Secretary, and Treasurer. Their duties are as follows:

*The Chair* shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the Steering Committee to preside at each meeting.

*The Vice- Chair* shall assist the Chair and in his/her absences perform the duties of the Chair.

*The Secretary* shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

*The Treasurer* shall make a report at each Board meeting. The Treasurer shall assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

*Section 8 — Removal/Vacancies:* A Director shall be subject to removal, with or without cause, by a majority vote of remaining Board members at a meeting called for that purpose. Any vacancy that occurs on the Board, whether by death, resignation, removal or any other cause, may be filled by the remaining Directors. A Director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

*Section 10 — Special meetings:* Special meetings of the Board shall be called upon by the request of the chair, or a majority of Board members. Notices of special meetings shall be sent out by the Secretary to each Board member at least 5 days in advance. Such notifications will generally be by email.

## ARTICLE IV — COMMITTEES

*Section 1 — Committee formation:* The Board may create committees as needed.

*Section 2 — Steering Committee:* The officers of the Board serve as the members of the Steering Committee. The Board Chair shall appoint any additional members of the Steering Committee. Except for the power to amend the articles of incorporation and bylaws, the Steering Committee shall have all the powers and authority of the Board in the intervals between meetings of the Board, and is subject to the direction and control of the full Board.

The Steering Committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget. The Board must approve the budget and all expenditures. The fiscal year shall be May 1- April 30. The financial records of the organization are public information and shall be made available to Board members and the public.

## ARTICLE VI — AMENDMENTS

*Section 1 — Amendments:* These bylaws may be amended when necessary by a majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

## CERTIFICATION

These bylaws were approved at a meeting of the Board of Directors on \_\_\_\_\_, **2013**.

Secretary Date