

BY-LAWS FOR THE
Palmetto Cycling Coalition

PREAMBLE

Various individuals, the bicycle clubs, and other interested entities of the State of South Carolina (the "State") wish to cooperate and form a statewide bicycle advocacy group to focus on national and statewide bicycling issues, which transcend local bicyclists' area of concern and responsibility. Therefore, these by-laws for a statewide bicycle advocacy group are adopted this 23rd day of June, 2014.

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**ARTICLE I
NAME**

The name of this organization shall be the "**Palmetto Cycling Coalition**," hereafter referred to as the "PCC."

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**ARTICLE II
MISSION**

The mission of the PCC is to promote bicycling in South Carolina and provide pro-bicycling advocacy and citizen involvement with regard to national, statewide, regional and local bicycling and bicycling-related issues which transcend the interests and abilities of local bicycling clubs. The PCC shall complement, strengthen, and cooperate with the States' bicycle clubs, and environmental, metropolitan planning, transportation delivery, and transportation management agencies. The PCC shall serve the bicyclists in the State by establishing pro-active efforts to plan for the implementation and operation of adequate bicycling, bicycling-related facilities, and safety programs that will enhance the quality of life, and promote the general health, and well-being of the State and her citizens.

The PCC's goals will include, without limitation:

- (a) Work with local, state and national bicycling clubs; local, state and national transportation officials and organizations, and any other entities deemed appropriate by the Board, to promote bicycling and bicycling-related legislation and to secure funding for the establishment of safe and adequate bicycling and bicycling-related facilities and services;

BY-LAWS FOR THE
Palmetto Cycling Coalition

- (b) Develop coordinated local and statewide bicycle plans, and perform feasibility studies for highways and their support of bicycle transit, in cooperation with states, counties, cities, and local planning agencies;
- (c) Monitor and report to appropriate agencies regarding the conditions of bicycling and bicycling support facilities;
- (d) Create and sustain a membership and sponsorship base that will keep the PCC financially viable;
- (e) Solicit members from the community at large;
- (f) Improve mountain bike access on existing South Carolina trails and to work to develop new trails in the national forests, state parks and state forests of South Carolina;
- (g) Identify reckless or mean-spirited motorists who have assaulted bicyclists in the State and work with law enforcement agencies, public safety agencies and criminal justice officials to change how these motorists are treated in the Court system;
- (h) Increase awareness among motorists and bicyclists of bicyclist's legal rights and obligations;
- (i) Establish a State Bicycle Advisory Committee that will report to the Governor of the State; and
- (j) Sponsor events that help to promote bicycling and pedestrian, safety, awareness, wellness, and other issues that are pertinent to the bicycling community as a whole.

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**ARTICLE III
MEMBERSHIP & SPONSORSHIP**

SECTION 1 Membership

There shall be two classes of membership in the PCC, as follows:

- (a) A bicycling club or other organization having bicycling-related and/or alternative transportation advocacy purposes (a "Qualified Club") may join the PCC as an "Organization Member" by payment of such dues as established by the Board of Directors. Any Qualified Organization may petition the PCC for Organization Member status.

BY-LAWS FOR THE
Palmetto Cycling Coalition

Dues for Organization Members shall be reviewed by the Board annually. The Board may establish different classifications of Organization membership and may impose different dues requirements upon such different classifications. Annual dues shall be assessed upon a per organization, per capita, or any other basis deemed appropriate by the Board.

(b) A natural person may join the PCC as an “Individual Member” by payment of such dues as established by the Board of Directors.

Dues for Individual Members shall reviewed by the Board annually. The Board may establish different classifications of individual membership and may impose different annual dues requirements upon such different classifications. The Board may create within the dues structure for Individual Members a “Family Membership.” Adult persons residing in households joining the PCC through a Family Membership shall be each considered to be Individual Members for purposes of these By-laws, provided, however, that this accommodation shall not extend to more than two persons per household.

SECTION 2 Sponsorship

A business or civic association may become a sponsor of the PCC (a “PCC Sponsor”) upon payment of such sponsorship fee as determined annually by the Board. The Board shall also determine the nature and frequency of recognition to be afforded PCC Sponsors. The Board may establish different classifications and may impose different fee requirements and recognition standards upon such different classifications of PCC Sponsors.

SECTION 3 Termination of Membership and Sponsorship

A Member or Sponsor may terminate its participation in the PCC by giving written notice of its intention to withdraw. Such notice shall become effective upon receipt by the President of the PCC. Member or Sponsor status shall be terminated in the event of a failure to pay dues or fees within 60 days after the same become due and payable. Memberships and Sponsorships terminate annually and are subject to renewal.

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**ARTICLE IV
ORGANIZATION & STRUCTURE**

BY-LAWS FOR THE
Palmetto Cycling Coalition

SECTION 1 Governing Structure

The management of all the affairs, property and business of the PCC shall be vested in the Board of Directors. As further provided herein, certain powers of the Board may be exercised by an Executive Committee.

SECTION 2 Board of Directors

The Board of Directors shall be self-perpetuating. Upon the adoption of these By-laws, those persons shown as Directors in the minutes of the meeting upon the date of such adoption shall continue to serve as Directors until their successors are named at the first meeting of the Board of Directors. Thereafter, the Directors shall be elected for such term or terms of office as may be specified herein by a majority of the Board of Directors attending any regular or special meeting properly called and held where a quorum is present. A Director may be eligible for re-election. The term of office for Directors shall be a three year term with the possible re-election for another three year term, or until such Directors are removed from office, resign, refuse to serve or become unable to serve or to continue to serve. After two three year terms, Directors must take at least one year off before joining the Board again.

(a) The Board shall consist of nine (9) Regionally-Designated Directors and up to nine (9) Generally-Designated Directors. Only Individual Members of the PCC in good standing are eligible to serve as Directors. Three (3) Regionally-Designated Directors shall be elected from each of the three following residential districts:

(1) Coastal Region: Berkeley, Beaufort, Charleston, Chesterfield, Colleton, Darlington, Dillon, Dorchester, Florence, Georgetown, Horry, Jasper, Marion, Marlboro and Williamsburg Counties.

(2) Midlands Region: Aiken, Allendale, Bamberg, Barnwell, Calhoun, Clarendon, Edgefield, Fairfield, Hampton, Kershaw, Lancaster, Lee, Lexington, Newberry, Orangeburg, Richland, Sumter and York Counties,

(3) Upstate Region: Abbeville, Anderson, Chester, Cherokee, Greenville, Greenwood, Laurens, McCormick, Oconee, Pickens, Saluda, Spartanburg and Union Counties.

Each director elected from a residential district must be a full-time resident of such district, and shall be deemed to have resigned from the Board effective upon the moving of his full-time residence outside of such district.

The Board may include up to nine (9) General Directors. General Directors may be appointed by the Board at any Board meeting. General Directors will be individuals

BY-LAWS FOR THE
Palmetto Cycling Coalition

deemed by the Board to be pivotal to achieving the missions of the PCC. They may include legislators, SCDOT officials, or anyone the Board deems appropriate. General Directors will be nominated by a Board member, who will provide the board with a written background of the nominee and a brief statement of the reason the nominee is pivotal to PCC mission areas. General Directors will then be appointed by Board vote. General Directors will be voting members of the Board with a term of two years (renewable upon re-vote of the Board).

(b) Terms of office of Directors shall be for (3) years. The Secretary shall keep records reflecting the terms of all Directors.

(c) Upon resignation, permanent disqualification, or removal of any Director, the President will appoint a successor to fill the remaining unexpired term. Any Director may be removed by the Board at any time, with or without cause, by three-fourths vote of the voting members at any regular or special meeting called expressly for that purpose.

(d) Nominations for Directors shall be made by a nominating committee composed of the President and two other Directors appointed by the Board. Names of those so nominated shall be included in the notice of the meeting.

(e) Ex-officio Resource Persons may be appointed by the Board as ex-officio (non-voting) Directors. Ex officio members may include, but are not limited to: the Bicycle and Pedestrian Coordinator of the South Carolina Department of Transportation or his designee; the Director of the South Carolina Department of Parks, Recreation and Tourism or his/her designee, and others as deemed appropriate by the President.

SECTION 3 Powers Reserved to Board

The following powers may be exercised by the Board, but may not be exercised by the Executive Committee:

(a) Amend these By-laws (except as provided otherwise by law);

(b) Expend or otherwise obligate the PCC to expend in excess of \$500.00;

(c) Approve the annual budget of the PCC;

(d) Approve the inclusion of the PCC as a party in any legal action;

(e) Enter into contracts of employment, hire employees and terminate employees; and

(f) Undertake dissolution of the PCC. In case of dissolution the Board shall designate the distribution of any assets to one or more non-profit groups in South Carolina.)

BY-LAWS FOR THE
Palmetto Cycling Coalition

SECTION 3 Indemnification

The PCC shall indemnify its Directors against all claims, suits, proceedings, actions, demands and damages to the maximum extent permitted from time to time by law.

SECTION 4 Officers

The officers shall be: Chair, Chair-elect, Secretary, and Treasurer. These officers shall be elected by the Board of Directors. Officers of the Corporation are to be elected bi-annually by the Board of Directors. Each officer shall hold office for two years or until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner previously provided. No two officers may be members of the same Member Club.

SECTION 5 Executive Committee

Between meetings of the Board of Directors, the day-to-day affairs of the PCC may be conducted by an Executive Committee composed of the President, Vice President, Secretary, Treasurer, and one voting Board member (chosen by a vote of the Board of Directors). The Executive Committee shall act between meetings of the Board of Directors, subject to review and approval by the Board of Directors, not later than the next meeting of the Board. Members of the Executive Committee shall serve for periods of two years or until their successors are elected.

The Executive Committee shall have the responsibility to:

- a) Review monthly financial and membership reports to ensure viability of organization and to provide recommendations to the full Board;
- b) Draft and present to the full Board the next fiscal years' budget;
- c) Develop, review and recommend personnel policies to the Board for their approval;
- d) Supervise innovative and ongoing projects and programs of the PCC;
- e) Effectively address challenges or opportunities critical to the mission goals and objectives of the PCC;
- f) Gather resources and make connections with individuals, groups or organizations that can help the PCC realize its goals and objectives; and

BY-LAWS FOR THE
Palmetto Cycling Coalition

g) Lead the mission and vision planning for the Palmetto Bicycling Coalition.

SECTION 8 Other Committees

The Board shall appoint such ad hoc committees and sub-committees as deemed appropriate. The President may appoint any advisory task force as deemed necessary, with the consent of the Board. An advisory task force may include persons who are not Individual Members of the PCC.

SECTION 9 Employees

The Board may employ an Executive Director and any other such persons as deemed necessary to fulfill its mission. Recommendations for employment of persons shall be reviewed by the Executive Committee prior to action by the Board. A Policies and Procedures Manual, not in conflict with the Bylaws, shall govern the details of the operation of the PCC. This manual and any changes to it must be approved by the Board of Directors.

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**ARTICLE V
VOTING**

SECTION 1 Manner of Acting

Except as otherwise expressly required by law or these Bylaws, the affirmative vote of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each Director shall have one vote.

SECTION 2 Quorum

A quorum for the Board and the Executive Committee will consist of the presence of a majority of Directors then holding office and members of the Executive Committee, respectively.

SECTION 3 Voting By Proxy

A Director or member of the Executive Committee may give a written proxy to another person of like standing to be voted at a meeting at which such Director or member of the Executive Committee is eligible to vote, but is unable to attend. The proxy may be voted upon only upon presentation of the same in writing to the officer of the PCC conducting the meeting in question, and it shall be recorded in the minutes.

SECTION 4 Unanimous Written Consent In Lieu of a Meeting

BY-LAWS FOR THE
Palmetto Cycling Coalition

The Board may take action without a meeting with the unanimous written consent of the Directors. Each director must give written consent to the action and those consents must be recorded in the minutes of the next Board meeting. Written consent may be accomplished by email or such other communication as the Board may deem appropriate. The President shall notify the board of the issue to be voted upon and provide adequate time for Board Members to consider the issue and ask questions. The President will then ask for the vote by emailing the Board members, providing the specific language for the issue to be voted upon, and specifying the deadline for casting the vote. Board members will vote by return email. The return email containing the vote must come from the email address the Board Member has on record with the Secretary, and be addressed to both the President and the Executive Director. The return email must be time-stamped by the stated deadline for voting. The President and Executive Director will be responsible for tallying and recording Board votes cast electronically.

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**ARTICLE VI
MEETINGS**

SECTION 1 Board of Directors: Regular Meetings

The Board shall meet at least quarterly. The President shall provide all Board members with a schedule of Board meetings for the year. This schedule shall also be published in the PCC's newsletter and posted on its website. Written notice and the agenda of each regular meeting of the Board shall be mailed to each Director ten days prior to the date of the meeting.

SECTION 2 Board of Directors: Special Meetings

Special meetings of the Board may be called by the President. A written notice and agenda of each special meeting shall be mailed to all Directors ten days prior to the date of the special meeting. Directors may by petition call a special meeting of the Board of Directors or a special vote on an issue at a regularly scheduled meeting of the Board of Directors. The petition shall contain signatures of a majority of the Directors and shall be delivered to the President by registered mail with return receipt at least 20 days prior to the date selected for such special meeting. No special meeting of the Board of Directors may be held outside of the State of South Carolina unless consented to by all Directors.

SECTION 3 Executive Committee: Meetings

Meetings of the Executive Committee will be held as needed at such times and places as determined by the President. Written notice and the agenda of each regular meeting of the

BY-LAWS FOR THE
Palmetto Cycling Coalition

Board shall be mailed to each member of the Executive Committee ten days prior to the date of the meeting. Special meetings of the Executive Committee may be called by the President upon five days written notice to each member of the Executive Committee.

Meetings of the Executive Committee will be held in the intervals between full Board meetings or when dealing with matters of urgency that may arise between these full Board meetings. The Executive Committee shall meet via a teleconferencing call. Written notice and the agenda of each regular meeting of the Board shall be mailed to each member of the Executive Committee five days prior to the date of the meeting. Special meetings of the Executive Committee may be called by the President upon five days written notice to each member of the Executive Committee.

The Vice President shall conduct meetings of the Executive Committee from which the President is absent, with full voting power.

All deliberations, decisions, and recommendations of the Executive Committee shall be reported at the next meeting of the Board.

SECTION 4 Attendance

Directors and Executive Committee members shall make all reasonable efforts to attend all regular and special meetings of the Voting Members, the Board and the Executive Committee, as appropriate. Should a Director or Executive Committee member not attend three regular meetings in a year and not be represented by proxy, the Executive Committee shall remove such person from the Board and/or Executive Committee and shall appoint another Individual Member to serve the remainder of the term of the person so replaced.

SECTION 5 Telephone Meeting

Any one or more Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

SECTION 6 Special Rule as to Mailing

Notices and agendas for regular and special meetings of the Board and the Executive Committee shall be deemed to have been mailed to a Director or Executive Committee member if sent to the e-mail address of such person on file with the Secretary.

**ARTICLE VII
GENERAL PROVISIONS**

SECTION 1 By-law Amendments

BY-LAWS FOR THE
Palmetto Cycling Coalition

These Bylaws may be amended or new Bylaws adopted upon the affirmative vote of two-thirds of the voting members at any regular or special meeting of the members provided such amendments have been distributed to the voting members at least 30 days in advance of the meeting.

SECTION 2 Rules of Order

Robert's Rules of Order shall be followed in all meetings of the PCC, except where in conflict with these by-laws.

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