

Muscle Powered is a community group dedicated to making Nevada's capital city a better community for bicycling and walking through advocacy, education, and promotion of bike- and pedestrian-friendly roadways and development. It is organized exclusively for educational purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding to any future federal tax code.

BY-LAWS OF MUSCLE POWERED
CITIZENS FOR A BIKEABLE AND WALKABLE CARSON CITY
A Nevada Non-Profit Corporation

ARTICLE 1: OFFICES

The principal office of the organization shall be located in Carson City,
Carson City County, NV.

ARTICLE 2: MEMBERS

1. Eligibility and qualifications for membership, categories of memberships and dues may be determined by the Board of Directors.
2. The members shall have an annual meeting during January or February as selected by the Board for the purpose of election of Board members, giving of an Annual Report and any other business determined by the Board.
3. Notice of this meeting, including the business to be discussed, shall be given by mail or by digital means at least 15 days in advance to all current members.
4. Directors shall be elected by simple majority vote of the members present at the annual meeting. In the case of three or more candidates for one position, there shall be a runoff election between the candidates with the two highest votes unless one candidate receives more than 50% of the votes cast.

5. Written proxies are allowed for members who are absent but wish to vote. Individual and business members are each allowed one vote.

6. A membership roster shall be maintained and available at the Annual meeting to determine eligibility to vote. Those paid as of that date are eligible to vote.

ARTICLE 3: BOARD OF DIRECTORS

1. There shall be no fewer than three and no more than thirteen Directors, including Officers, as determined by the Board.

2. Directors shall be elected for two-year terms. These terms may be staggered as determined by the Board.

3. The Board may appoint new Directors for newly created or vacated positions for a term until the next Annual Meeting of members. At that time, these individuals may be nominated for member election to the Board.

4. The Board shall have regular bi-monthly meetings, and Special meetings as the Directors may deem necessary. Notice of time and place of regular meetings shall be given to the members at least 10 days in advance of the meeting. Special meetings may be called by the President or by any three Directors and reasonable notice of these meetings shall be given to the members in light of the purpose of the Special meeting.

5. A quorum shall consist of a simple majority of the total number of Directors. No business shall be considered by the Board at any meeting lacking a quorum.

6. The Board may use online voting for decision-making or input on special issues before the Board. All propositions must be in writing with results of each Director's vote entered into the next Board Meeting's minutes.

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7. A Director may resign by written notice to the President or by discharge by 75% of the remaining Directors.

8. Officers or Directors may be discharged by the Board with or without cause.

9. Any Director may inspect the financial or other organizational records at any time.

10. All Directors must be dues paying members in good standing.

ARTICLE 4: OFFICERS

1. Officers shall be elected by the Board to serve a two-year term. These officers shall be ex-officio members of the Board.

2. The Board shall prescribe the duties and responsibilities of the President, Vice President, Secretary, Treasurer and such other officers as may be created.

3. The President shall have responsibility for the general management of the organization and shall carry out the resolutions of the Board.

ARTICLE 5: MISCELLANEOUS

1. Any changes to the Bylaws, as recommended by the Board of Directors, shall be voted on by the members at the Annual Meeting, or at a Special Meeting called by the Board for such purpose. A two-thirds majority vote of the members present is required to change the bylaws.

2. The Board may select and pursue projects and activities in support of its mission and may discontinue activities no longer needed or viable or inconsistent with its mission. Member input for projects and activities may be solicited through various member outreach activities.

3. Checks, promissory notes and other evidence of indebtedness of the organization for amounts less than \$1,000 shall be signed by the Treasurer or by the President or by other such persons who are authorized by resolution of the Board. Checks, Promissory notes or other evidence of indebtedness of the organization for amounts greater than or equal to \$1,000 shall be signed by any two of the following: Treasurer, President, or other persons who are authorized by resolution of the Board.

4. The Directors and Officers shall serve without compensation.

5. If ever applicable, upon dissolution of this organization, the assets shall be distributed for one or more exempt purposes within the meaning of the Section 501(c)(3) code of the IRS, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Muscle Powered Bylaws, adopted 1/16/2016 at Annual Meeting