

WalkBike Frankfort Bylaws

Article I: Name

The name of this organization shall be WalkBike Frankfort.

Article II: Purpose

The purpose of WalkBike Frankfort is to promote walking and bicycling as safe and healthy means of transportation and recreation in the city of Frankfort and Franklin County Kentucky.

Article III: Objectives

The Objectives of WalkBike Frankfort are:

1. Develop a comprehensive network of walkways and bikeways that include sidewalks, bicycle lanes, shared roadway and shoulder facilities, shared-use paths and hiking trails.
2. Create network maps and plans.
3. Assist in the design of walkway and bikeway facilities and the development of design standards.
4. Assist in the construction and maintenance of walkway and bikeway facilities.
5. Educate drivers, cyclists and pedestrians on the safety of walking and bicycling.
6. Promote channeling public and private funding to develop walkway and bikeway facilities.
7. Promote public policy and regulations that encourage and develop a safe network of walkways and bikeways.
8. Engage in community activities to publicize the importance of and encourage walking and biking

Article IV: Membership

Section 1: Eligibility

Any resident, employee, business owner or student within Frankfort and/or Franklin County may be a member upon paying annual dues at the amount set forth by the Board.

Section 2: Dues

Annual dues for membership shall be determined by the Board.

Article V: Organization

Section 1: Board of Directors

- A. The management of the organization shall be vested in a Board of Directors consisting of four Officers (President, Vice President, Secretary, and Treasurer), two At-large Directors, and three Committee Chairs.
- B. Duties of Officers.**
- a. **President:** The President will be the facilitator of the general meetings, will set agendas, and will be the spokesperson for WalkBike Frankfort when appropriate.
 - b. **Vice President:** The Vice President shall assist the President and assume the responsibilities of the President in the President's absence.
 - c. **Secretary:** The Secretary shall be responsible for the documentation and safekeeping of general meeting minutes and actions taken by the Board.
 - d. **Treasurer:** The Treasurer will keep and maintain accurate records of WalkBike Frankfort's accounts and report in writing at each general meeting the balance of, revenues to, and expenditures from the accounts. The Treasurer will complete necessary correspondence regarding WalkBike Frankfort's legal status.
- C. Committee Chairs:** The Chair of each committee shall be appointed by a majority of Officers. The Committee Chairs serve as a voting member of the Board. They will communicate recommendations from their committees and implement decisions made by the Board. There is no term of office or term limit for Committee Chairs. A Committee Chair may be removed or replaced by approval of a majority of Officers.
- D. Local Government**
- a. Staff of city and county government (Parks & Recreation, Police, Planning, Public Works) are encouraged to serve as advisory members of the Board.
 - b. Local government staff shall serve in an advisory role and are non-voting members of the Board.
- E. Election of Officers and At-large Directors**
- a. **Election:** Any member in good standing of WalkBike Frankfort is eligible to run for an Officer or At-large Director position at the annual meeting. Nominations may be made by self or by other members.
 - b. **Term of Office:** All elected positions shall serve a term of one (1) year beginning January 1, or until their successor assumes the duties of office, whichever occurs later.
 - c. **Term Limits:** An Officer is limited to three consecutive terms in the same position.
 - d. **Resignation:** A Board member automatically resigns if he/she:
 - i. No longer is a member in good standing of WalkBike Frankfort.
 - ii. Misses any three (3) regular board or general meetings during the calendar year without notifying the President prior to the meeting.

- e. **Vacancy:** When a vacancy of an elected position occurs, the remaining Board shall appoint a member to fill the vacancy for the remainder of the term.

Section 2. Committees

A. Standing Committees

- a. There will be three standing committees that include, but are not limited to the following responsibilities:
 - i. **Membership and Public Relations:** membership recruitment, member database, fundraising, and volunteer recruitment for projects.
 - ii. **Project Planning & Implementation:** Updating the network plan, applying for grants, trail design, and coordination with government agencies for signing, roadway resurfacing and striping, roadway reconstruction, new roadways, zoning regulations, subdivision standards, crossing and signal improvements.
 - iii. **Public Relations:** advertising, press releases, website updates, brochures, community education and outreach.
- b. Each committee will make recommendations to the Board for action by the Board and work on projects assigned by the Board and/or General Membership.
- c. Meeting frequency will be determined by the Committee Chair.

B. Ad-hoc Committees

- a. The Board may create an ad-hoc committee to work on special, limited-duration projects related to the Objectives. The Board will appoint a member to chair each ad-hoc committee.

Article VI: Meetings

Section 1: Board Meetings

The Board shall hold regular meetings on a schedule established annually. The Board shall publish a list of the Board meetings in advance and distribute to the membership. Meetings shall be open for attendance by all members. Additional special Board meetings may be called by the Board as deemed necessary.

Section 2: General Membership Meetings

General membership meetings shall be held at least twice a year at a time and location determined by the Board. The Board shall publish a list of the general membership meetings in advance and distribute to the membership. Meetings shall be open for attendance by all members.

Section 3: Special General Meetings

Special general meetings may be requested to the President by general members and approved by the Board. A notice that includes purpose, location, date and time of the special general meeting must be sent to the general members at least seven (7) calendar days in advance.

Section 4: Quorum and Decisions

A. General Membership and Special General Meetings

- a. A quorum for General Membership Meetings and Special General Meetings shall consist of twice the number of elected officers plus one. No meetings outlined in Sections 1 and 2 shall be conducted unless a quorum is present. A majority vote of the members present is necessary to pass ordinary measures.

B. Board Meeting

- a. A quorum for a Board meeting shall consist of a majority of the current Board members. A majority vote of the members present is necessary to pass measures.

Article VII: Records/Books/Reports

Section 1: Funds

All monies paid to WalkBike Frankfort shall be held in a general operating fund, or in other special funds as approved by the Board.

Section 2: Disbursements

Each disbursement shall be made by check signed by the Treasurer; or, in the absence of the Treasurer, signed by the President or Vice President. Checks of \$500.00 or more must be signed by two of the three listed Board members.

Section 3: Annual Audit

The Board shall create an audit committee annually to conduct a financial review for the calendar year beginning on January 1 and ending on December 31. The committee shall prepare a report and present its findings at the second general membership meeting of the calendar year.

Section 4: Material Properties

Equipment, construction materials and other material properties donated to or purchased by WalkBike Frankfort shall become the property of WalkBike Frankfort. Policy for documentation, storage and use of property shall be set by the Board.

Article VIII: Dissolution

WalkBike Frankfort shall use its funds to accomplish the purpose set forth in these bylaws. Any remaining funds upon the dissolution of WalkBike Frankfort shall be distributed to one or more non-profit organizations selected by the Board.

Article IX: Amendments

These bylaws may be amended at any General Membership meeting or any Special General Membership meeting. Proposed amendments must be ratified by two-thirds of the members in attendance. Any proposed amendment must be submitted to the general membership a minimum of five (5) business days prior to the meeting at which it will be acted on.