

**AMENDED AND RESTATED**  
**BYLAWS**  
**of**  
**BIKE WALK CONNECTICUT, INC.**

**Adopted by the Board of Directors**  
**on August 9, 2017**

**TABLE OF CONTENTS**

	<u>Page</u>
ARTICLE I. GENERAL .....	1
1.1. Purpose.....	1
1.2. Offices of Corporation .....	1
1.3. Members .....	1
ARTICLE II. BOARD OF DIRECTORS .....	2
2.1. Authority.....	2
2.2. Number and Composition.....	2
2.3. Initial Appointment and Terms of Office .....	2
2.4. Vacancies .....	3
2.5. Meetings and Notices.....	3
2.6. Quorum, Action by Board of Directors and Adjournment .....	3
2.7. Action Without a Meeting .....	4
2.8. Meeting by Conference Telephone.....	4
2.9. Resignations.....	4
2.10. Removal of Directors.....	5
2.11. Compensation .....	5
ARTICLE III. COMMITTEES OF THE BOARD.....	5
3.1. General.....	5
3.2. Quorum and Action.....	6
3.3. Executive Committee.....	6
ARTICLE IV. EXECUTIVE DIRECTOR.....	6
4.1. Executive Director .....	6
ARTICLE V. OFFICERS.....	7
5.1. Officers, Appointment, Term and Vacancies .....	7
5.2. President.....	7
5.3. Vice President .....	7
5.4. Secretary .....	8
5.5. Treasurer .....	8
5.6. Removal of Officers.....	8
ARTICLE VI. GENERAL PROVISIONS .....	8
6.1. Gender.....	8

**TABLE OF CONTENTS**  
(continued)

	<b>Page</b>
6.2. Fiscal Year .....	9
6.3. Written Notice.....	9
6.4. Waiver of Notice.....	9
6.5. Written Signature .....	9
6.6. Amendment.....	9

**AMENDED AND RESTATED**  
**BYLAWS**  
**of**  
**BIKE WALK CONNECTICUT, INC.**

**ARTICLE I. GENERAL**

1.1. **Purpose.** These bylaws supplement certain provisions of the certificate of incorporation of Bike Walk Connecticut, Inc. (the “Corporation”) and the Connecticut Revised Nonstock Corporation Act, as amended (the “Act”). References in these bylaws to provisions of the Act shall refer to any corresponding provisions of future state law. These bylaws amend and restate any and all bylaws of the Corporation existing on or before the date first set forth above.

1.2. **Offices of Corporation.** The Corporation’s board of directors (the “Board”) shall have the power to determine the location of the registered office, in accordance with applicable law, from time to time, and to designate the principal office of the Corporation and such additional offices as it shall determine in its discretion.

1.3. **Members.** The Corporation shall not have members as such term is defined in the Act. The Board may, from time to time, approve a plan of membership, setting forth the manner by which persons may be deemed to have the status of members, contributing members, sponsors, participating sponsors and/or contributors (or terms of similar import) of the Corporation, and the benefits associated with each such status; provided, however, in no event shall any such person be deemed to be a member as such term is defined in the Act.

## ARTICLE II. BOARD OF DIRECTORS

2.1. **Authority.** All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the Corporation shall be managed by or under the direction of, the Board, subject to any limitations set forth in the certificate of incorporation.

2.2. **Number and Composition.** The Corporation shall have not less than five directors, each of which shall be an individual, nor more than twenty-one. The number of directors shall be the number fixed by resolution of the Board at any time or, in the absence thereof, shall be the number of directors elected at the most recently held meeting of directors for such purpose.

2.3. **Initial Appointment and Terms of Office.** Upon adoption of these bylaws, the Board shall consist of the directors then serving (and such directors' terms shall expire on the dates previously approved by the Board), notwithstanding that the number of such directors may be in excess of the number of directors permitted under the Corporation's certificate of incorporation or bylaws in effect immediately prior to the adoption of these bylaws. At least annually at any meeting of the Board, the then acting directors shall appoint directors to succeed those whose terms are then expiring. Directors shall be elected to staggered terms of service. The total number of elected directors shall be divided into three groups, with each group containing approximately the same percentage of the total, as near as may be. The terms of each group will expire every three years on consecutive years, so that in any year approximately one-third of all elected directors' terms shall expire. Directors may not serve more than two full consecutive three year terms, however, a director may be elected to two additional consecutive three year terms after a period of at least one year has elapsed since the expiration of the previous term.

2.4. **Vacancies.** Any vacancy or vacancies occurring on the Board may be filled until the next meeting at which directors are elected by action of the remaining directors in office at any meeting of the Board, though such remaining directors are fewer than a quorum. A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date, may be filled before the vacancy occurs, but the new director may not take office until that vacancy occurs.

2.5. **Meetings and Notices.**

2.5(a). **Annual Meetings:** Annual meetings of the Board shall be held at the principal offices of the Corporation unless otherwise specifically directed by the President. The Board or its President will specify an appropriate date and issue notice thereof as provided below, for the purpose of electing directors and electing officers, receiving reports from the Corporation's officers, agents and committees, and transacting such other business as may properly come before the meeting. Notice of the annual meeting shall be in writing and shall be transmitted to all directors at least seven days before the annual meeting.

2.5(b). **Regular Meetings:** Regular meetings of the directors may be held at such times and places as, in the opinion of the President or a majority of the directors, the interests of the Corporation shall require, reasonable notice having been given thereof.

2.5(c). **Special Meetings:** Special meetings of the directors shall be held whenever called by the President or by the Secretary upon the written request of at least four of the directors. At least two days' written or oral notice stating the time, place and purpose of special meetings shall be given to each director.

2.6. **Quorum, Action by Board of Directors and Adjournment.** A majority of the directors then serving shall constitute a quorum for the transaction of business, and the act of a

numerical majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the presence of or act of a greater number is specifically required by these bylaws, the Corporation's certificate of incorporation, or the General Statutes of Connecticut, as amended. If a quorum shall not be present at any meeting of directors, a majority of the directors present at such meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

2.7. **Action Without a Meeting.** Any action which may be taken at a meeting of the Board or of a committee of the Board may be taken without a meeting if a consent in manual or electronic writing, setting forth the action so taken, or to be taken, shall be signed by all of the directors or all of the committee members entitled to vote with respect to the subject matter of such meeting. Such consent shall be filed with the minutes of the directors' or committee's meetings.

2.8. **Meeting by Conference Telephone.** A director or a member of a committee of the Board may participate in a meeting of the Board or of such committee by means of conference telephone or similar communications equipment enabling all directors or all committee members participating in the meeting to hear one another, and participation in such a meeting shall constitute presence in person at such meeting.

2.9. **Resignations.** The resignation of any director shall be in writing and shall be effective immediately upon receipt by the Corporation if no time is specified, or at such later time as the resigning director may specify and the Corporation shall accept. Failure of a director to attend three consecutive Board meetings or four Board meetings in any calendar year may in the President's discretion be deemed a resignation.

2.10. **Removal of Directors.** Any director may be removed at any time without cause by the affirmative vote of a two-thirds of all directors present at a duly held meeting at which a quorum is present, provided notice of said proposed action shall have been transmitted to all directors at least seven days before said meeting.

2.11. **Compensation.** No director shall receive compensation for services rendered to the Corporation in such capacity, but directors shall be entitled to reimbursement for reasonable and necessary expenses actually incurred in connection with the performance of their duties in the manner and to the extent that the Board shall determine, and may receive reasonable compensation for services performed in other capacities for or on behalf of the Corporation.

### **ARTICLE III. COMMITTEES OF THE BOARD**

3.1. **General.** Annually, the Board, by the affirmative vote of a majority of all directors then serving, shall appoint an Executive Committee in accordance with these bylaws. The Board may appoint such other committees as the Board from time to time may consider necessary or advisable. The Board shall appoint the chair of each committee. The membership and duties of each committee shall be set forth and determined by the Board.

Except as specifically authorized by a majority of the entire Board, all committees except the Executive Committee shall be advisory in nature and shall not have authority to act on behalf of the Corporation. No committee (including the Executive Committee) may: (1) fill vacancies on the Board or on any committee with the power to act on behalf of the Corporation; (2) adopt, amend or repeal these bylaws; (3) approve a plan of merger; (4) approve a sale, lease, exchange or other disposition of all or substantially all, of the property of the Corporation except as provided in Section 33-1101(e)(5) of the Act; or (5) approve a proposal to dissolve. Non-board members may be appointed to any committee that does not have authority to act on behalf of the



Corporation. Each committee shall meet with sufficient frequency to accomplish its assigned functions, reasonable notice thereof having been provided. Each committee shall report its actions, if any, to the Board at each Board meeting.

3.2. **Quorum and Action.** At all committee meetings, a quorum for the transaction of business shall consist of a majority of members of the committee, and the vote of a majority of those members present when a quorum is present shall constitute the act of the committee. Ex-officio members of any committee and non-board members shall each be counted in determining a quorum and shall each have the right to vote.

3.3. **Executive Committee.** The Executive Committee shall consist of the President, Vice President (or Vice Presidents, if there is more than one Vice President), Secretary and Treasurer, and such additional members of the Board as the Board shall determine.

Subject to these bylaws and any prior limitations imposed by the Board, the Executive Committee shall have the power to transact all regular business of the Corporation during the interim between the meetings of the Board, and its actions shall have the same force and effect of action of the Board.

#### **ARTICLE IV. EXECUTIVE DIRECTOR**

4.1. **Executive Director.** The Board, by a vote of two-thirds of the directors present at a meeting at which a quorum is present, may appoint an Executive Director. The Executive Director may be removed at any time with or without cause by the affirmative vote of two-thirds of all directors present at a meeting at which a quorum is present, but without prejudice to the Executive Director's contract rights, if any, provided notice of such action shall have been transmitted to all directors at least seven days before said meeting. The Executive Director shall be the chief executive officer of the Corporation, subject to the control and direction of the Board

and the Executive Committee. The Executive Director may attend meetings of the Board and its committees at the direction of the Board, and shall submit regular reports to the President or, if none, to the Board on the operations of the Corporation. The Executive Director shall not be entitled to vote at Board meetings. The compensation and terms of employment of the Executive Director shall be reviewed and determined at least annually by the Board.

## **ARTICLE V. OFFICERS**

5.1. **Officers, Appointment, Term and Vacancies**. The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer. The following officers shall be members of the Board: President, any Vice President, Treasurer and Secretary. Other officers, including without limitation an Assistant Treasurer, may be elected by the Board and need not be members of the Board. The directors shall elect all of the foregoing officers and may elect such other officers as they shall deem appropriate.

Officers shall be elected at the annual meeting of the Board for a term extending until the next succeeding annual meeting of the Board and until his or her successor has been elected and qualified. Any vacancy or vacancies occurring in any office of the Corporation may be filled until the next meeting at which officers are elected by the concurring vote of a majority of the remaining directors, though such remaining directors are less than a quorum, though the number of directors at the meeting is less than a quorum, and though such majority is less than a quorum.

5.2. **President**. The President shall preside at each meeting of the directors and shall have such powers and duties as usually pertain to the office of President. The President shall also perform such other duties as may be assigned to him or her by the Board.

5.3. **Vice President**. It shall be the duty of a Vice President, in the absence of the President, to perform the President's duties. If the Board elects more than one Vice President,

the Board shall designate the order within which each Vice President shall succeed to the duties of the President in such absence. If no order has been designated, the order of succession shall be the order within which each Vice President was elected. Each Vice President shall also perform such other duties as may be assigned to him or her by the Board or the President.

5.4. **Secretary**. The Secretary shall give due notice of all meetings of the Corporation and of the Board, shall keep the minutes of the proceedings of the meetings of the Corporation and of the Board. In addition, the Secretary shall perform such other duties as may be assigned to him or her by the Board or the President.

5.5. **Treasurer**. The Treasurer shall ensure that timely and accurate financial information is presented to the Board, and that financial records shall be available for inspection by any director of the Corporation. The Treasurer shall ensure that all reports and records required by law regarding the Corporation's financial status are submitted or retained as required. The Treasurer generally shall cause to be performed all acts incident to the office of Treasurer and shall oversee such further duties as may from time to time be assigned to him or her by the Board or the President.

5.6. **Removal of Officers**. Any officer of the Corporation may be removed at any time with or without cause by the affirmative vote of two-thirds of all directors present at a meeting at which a quorum is present, provided notice of such action shall have been transmitted to all directors at least seven days before said meeting.

## **ARTICLE VI. GENERAL PROVISIONS**

6.1. **Gender**. All references in these bylaws to the masculine, feminine or neuter gender shall be deemed to apply equally to one or more of such gender-specific references as may be appropriate.

6.2. **Fiscal Year**. The fiscal year of the Corporation shall be the calendar year.

6.3. **Written Notice**. Any written notice required hereunder may, without limitation, be issued by regular mail, hand delivery, electronic means or facsimile.

6.4. **Waiver of Notice**. Written waiver signed at any time by a director or committee member entitled to notice shall be equivalent to the giving of notice. The attendance by any director or committee member at a meeting without protesting the lack of proper notice prior to the commencement of, at the beginning of, or promptly upon the director's or committee member's arrival to the meeting shall be deemed to be a waiver by such person of notice of the meeting.

6.5. **Written Signature**. Any written signature required under these bylaws or the Corporation's certificate of incorporation or by Connecticut law may be evidenced by manual, facsimile or electronic signature, any of which shall have the same legal effect as the manual signature of the signing party.

6.6. **Amendment**. Consistent with the Corporation's certificate of incorporation, these bylaws may be amended by the affirmative vote of no less than two-thirds of all directors present at a duly held meeting of the Board at which a quorum is present, provided notice of such proposal shall have been provided to all directors at least seven days before such meeting.